FJ BENJAMIN HOLDINGS LTD
(Incorporated in the Republic of Singapore)
(Company Registration No.:197301125N)

ANNOUNCEMENT OF

SECONDARY SALE OF MANDATORY CONVERTIBLE BONDS

1. INTRODUCTION

The Board of Directors of FJ Benjamin Holdings Ltd ("**Company**") wishes to announce that its wholly-owned subsidiary, FJ Benjamin (Singapore) Pte Ltd ("**FJBPL**") has entered into separate sale and purchase agreements dated 30 July 2014 ("**Transaction**") with PT Saratoga Investama Sedaya Tbk ("**SIS**") and its co-investor (collectively "**Saratoga Investors**") where FJBPL would sell and the Saratoga Investors would purchase certain mandatory convertible bonds issued by an associated company ("**Associated Company**") of PT Meteor Prima Sejati ("**PT Meteor**"), an indirect wholly owned subsidiary of the Company.

The Transactions are an important and significant milestone for the Company and its subsidiaries ("Group") as the transactions with the Saratoga Investors will greatly enhance the Group's rate of growth in Indonesia, with a view to an initial public offering in Indonesia when market conditions allow.

2. INFORMATION ON SIS

Founded by Edwin Soeryadjaya and Sandiaga S. Uno in 1998, SIS (ticker code: SRTG) is a leading active Indonesian investment company in Indonesia. SIS takes an active role in managing its investee companies as well as in exploring investment opportunities in Indonesia.

SIS has proven its success in generating profitable investments in various sectors that promote economic growth in Indonesia. SIS focuses on investment opportunities in the early-stage as well as in the growth stage, and also in special conditions with emphasis on sectors that support Indonesian economic development, such as consumer, infrastructure, and natural resources.

SIS's vision is to continue to be the major active investment company in Indonesia as well as the partner of choice for national and foreign investors, who wish to participate in the dynamic growth of the Indonesian economy.

For more information on SIS please visit: www.saratoga-investama.com

3. THE TRANSACTIONS

3.1 Mandatory Convertible Bonds

FJBPL has entered into separate sale and purchase agreements dated 30 July 2014 with the Saratoga Investors where FJBPL will sell and the Saratoga Investors will purchase 6 out of 24 mandatory convertible bonds ("**MCBs**") issued by an associated company of PT Meteor ("**Associated Company**") for the aggregate consideration of US$18 million. The face value of each of the MCBs is IDR 12,550,000,000.

3.2 Condition Precedents

The Transactions are subject to approval of the Associated Company and the board of directors of FJBPL and the Saratoga Investors.

3.3 Conversion

At completion of the Transactions, the Saratoga Investors will hold 25% of the total issued MCBs and FJBPL will hold the remaining 75% of the total issued MCBs. All the MCBs shall be converted into ordinary shares of the Associated Company at the earlier of (i) the initial public offering of the Associated Company; or (ii) 30 June 2018 or such other date as may be agreed.

3.4 Repurchase and Reimbursement Obligations

FJBPL has agreed to acquire the MCBs and certain shares in the Associated Company (i) in the event of a breach of shareholders rights that are not remedied within 90 days; (ii) if the Associated Company does not effect an initial public offering by 30 June 2018 or such other date as may be agreed; or (iii) a breach of certain fundamental warranties in the sale and purchase agreements.

4. RATIONALE FOR THE TRANSACTIONS

The Transactions are part of the Group's on-going strategy to enhance the value of its investment in Indonesia through the participation of cornerstone investors, with a view to an initial public offering of the Associated Company in Indonesia when market conditions allow. Further, the sale proceeds from the Transactions will provide the Group with additional working capital to reduce bank borrowings and for future investment and growth opportunities that could generate higher returns for the Company and its shareholders.

5. DISCLOSEABLE TRANSACTION UNDER CHAPTER 10 OF THE LISTING MANUAL

The relative figures as computed on the bases set out in Rule 1006 of the Listing Manual are as follows:

(a) Net asset value of assets to be disposed of, compared with the Group's net asset value (Rule 1006(a))

The net asset value (or net book value) of the MCBs as at 30 June 2013 (being the date of the latest audited consolidated accounts of the Group) was approximately S$10,274,000. The Group's audited net asset value as at 30 June 2013 was approximately S$130,537,000.The ratio of the net asset value of the MCBs to the net asset value of the Group is approximately 7.9%.

(b) Operating profit before income tax attributable to the assets disposed of, compared with the Group's operating profit before income tax (Rule 1006(b))

This test is not applicable in the case of the MCBs as it is non income-producing.

(c) Aggregate value of the consideration received compared with the Group's market capitalization (Rule 1006(c))

The market capitalization of the Group as at 29 July 2014 (being the last full day of trading preceding the Transaction) was approximately S$112,718,000. The ratio of the Consideration to the market capitalization of the Group is approximately 19.8%.

(d) Number of equity securities issued by the Group as consideration for an acquisition, compared with the number of equity securities previously issued (Rule 1006(d))

This test is not applicable.

6. FINANCIAL EFFECTS OF MCBS

The financial effects of the Transactions as set out herein are based on the assumption that the assets and liabilities of the Transactions are based on book value and no fair valuation exercise has been undertaken in respect of such assets and liabilities.

6.1 Net tangible assets ("NTA")

For illustrative purposes only, and based on the latest announced audited financial information of the Group for the financial year ended 30 June 2013 (assuming that the Transactions had been effected at the end of that financial year, the effects of the Transactions on the NTA of the Group as at 30 June 2013 would be:

	As at 30 June 2013		
	Before the Transactions	**After the Transactions** (1)	% **increase**
NTA attributable to shareholders of the Company (S$'000)	S$131,306	S$143,352	9.2
Number of shares of the Company ('000)	568,710 (2)	568,710 (2)	0
NTA per share of the Company (cents)	23.09	25.21	9.2

Notes:

(1) The financial effects as set out above are presented before taking into account the fees and expenses to be incurred in relation to the Transactions.

(2) This is based on the 568,709,857 issued shares of the Company.

6.2 Earnings per Share ("EPS")

For illustrative purposes only, and based on the latest audited financial information of the Group for the financial year ended 30 June 2013 (assuming that the Transactions had been effected at the end of that financial year, the effects of the Transactions on the EPS of the Group as at 30 June 2013 would be:

	Financial year ended 30 June 2013		
	Before the Transactions	**After the Transactions (1)**	**% increase**
Net profit after tax attributable to	S$4,447	S$16,493	NM

shareholders of the Company (S$'000)			
Number of shares of the Company ('000)	568,710 [(2)]	568,710 [(2)]	0
EPS per share of the Company (cents)	0.78	2.90	NM

Notes:

(1) The financial effects as set out above are presented before taking into account the fees and expenses to be incurred in relation to the Transactions.

(2) This is based on the 568,709,857 issued shares of the Company.

7. NET GAIN AND USE OF SALE PROCEEDS FROM THE TRANSACTIONS

After adjusting for costs and expenses related to the Transactions, the net gain from the Transactions is approximately S$11,546,000.

The sale proceeds of the Transactions will be added to the working capital of the Company and its subsidiaries and used to reduce bank borrowings and for future investment and acquisition opportunities.

8. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the directors or substantial shareholders of the Company has any interest, direct or indirect, in the Transactions otherwise than through their shareholding interests in the Company.

9. SERVICE CONTRACTS

No person is proposed to be appointed as a director of the Company in connection with the Transactions.

10. DOCUMENTS FOR INSPECTION

Copies of the agreements referred to at paragraph 3 above are available for inspection during normal business hours at the registered office of the Company at 10 Science Park Road #04-01, The Alpha Singapore Science Park II, Singapore 117684 for three months from the date of this announcement.

BY ORDER OF THE BOARD

Karen Chong Mee Keng
Company Secretary
11 August 2014