

XPRESS HOLDINGS LTD
(Incorporated in the Republic of Singapore)
(Company Registration No. 199902058Z)

PROPOSED CONSOLIDATION OF EVERY FORTY (40) EXISTING ORDINARY SHARES IN THE CAPITAL OF THE COMPANY INTO ONE (1) ORDINARY SHARE (THE “PROPOSED SHARE CONSOLIDATION”)

1. INTRODUCTION

- 1.1 The Board of Directors (the “**Board**”) of Xpress Holdings Ltd (the “**Company**”) wishes to announce that the Company is proposing to undertake a share consolidation exercise to consolidate every forty (40) existing ordinary shares (“**Existing Shares**”) in the capital of the Company (“**Shares**”) into one (1) ordinary share (“**Consolidated Share**”).
- 1.2 Pursuant to the Proposed Share Consolidation, each shareholder of the Company (“**Shareholder**”) will receive one (1) Consolidated Share for every forty (40) Existing Shares held as at the books closure date to be determined by the Directors in their absolute discretion as they deem fit (“**Books Closure Date**”), fractional entitlements to be disregarded.

2. DETAILS OF THE PROPOSED SHARE CONSOLIDATION

- 2.1 Under the Proposed Share Consolidation, every forty (40) Existing Shares registered in the name or standing to the credit of the securities account of each Shareholder or Depositor (as the case may be) as at the Books Closure Date will be consolidated into one (1) Consolidated Share.
- 2.2 Each Shareholder will rank *pari passu* in all respects with each other. The Consolidated Shares will be traded in board lots of 100 Consolidated Shares.
- 2.3 Shareholders should note that the number of Consolidated Shares which they will be entitled to pursuant to the Proposed Share Consolidation, based on their holdings of the Existing Shares as at the Books Closure Date, will be rounded down to the nearest whole Consolidated Share and any fraction of a Consolidated Share arising from the Proposed Share Consolidation will be disregarded. All fractional entitlements arising from the implementation of the Proposed Share Consolidation will be dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including (i) disregarding the fractional entitlements, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company. **Shareholders who hold less than forty (40) Existing Shares as at the Books Closure Date will not be entitled to any Consolidated Shares and will no longer be Shareholders upon completion of the Proposed Share Consolidation. Such Shareholders who wish to remain as Shareholders upon completion of the Proposed Share Consolidation are advised to purchase additional Existing Shares so as to increase the number of Existing Shares held to a multiple of forty (40) Existing Shares prior to the Books Closure Date.**
- 2.4 As at the date of this announcement, the Company has an issued and paid-up share capital of S\$127,524,878 comprising 3,547,927,123 Shares. Following the completion of the Proposed Share Consolidation and assuming no new Shares are issued, the Company will have an issued and paid-up share capital of S\$127,524,878 comprising approximately 88,698,178 Consolidated Shares. Following the completion of the Proposed Share Consolidation and assuming that the outstanding 2,200,000,000 Warrants (as defined below) are exercised, the Company will have an issued and paid-up share capital of S\$142,924,878 comprising approximately 143,698,178 Consolidated Shares.

3. RATIONALE FOR THE PROPOSED SHARE CONSOLIDATION

- 3.1 With effect from 2 March 2015, the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) implemented a minimum trading price requirement of S\$0.20 per share for shares of issuers listed on the Mainboard of the SGX-ST as a continuing listing requirement.
- 3.2 A one-time transition period of 12 months from 2 March 2015 (i.e. 1 March 2016) will be given to affected issuers to undertake corporate actions to meet the minimum trading price requirement. Issuers will be placed on the watch-list if they are unable to meet the minimum trading price requirement on 1 March 2016 or any of the subsequent quarterly reviews by the SGX-ST. Affected issuers which have consolidated their shares before 1 March 2016 in order to comply with the minimum trading price requirement will only be assessed for compliance with the minimum trading price requirement on 1 September 2016.
- 3.3 The review of whether an issuer has satisfied the minimum trading price requirement will be based on the volume weighted average price of the shares of the issuer for the six months preceding the date of review. 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.
- 3.4 The Directors are recommending the Proposed Share Consolidation to Shareholders so that the Company can meet the SGX-ST minimum trading price requirement of S\$0.20 per share for issuers listed on the Mainboard of the SGX-ST.
- 3.5 **However, Shareholders should note that there is no assurance that the Proposed Share Consolidation will achieve the desired results, nor is there assurance that such results (if achieved) can be sustained in the longer term.**

4. ADJUSTMENTS TO THE SHARE OPTIONS

- 4.1 As at the Latest Practicable Date, 3,900,000 share options (“**Options**”) vested by the Company pursuant to the Xpress Holdings Executives’ Share Option Scheme 2001 (“**Xpress ESOS**”) remain unexercised. Pursuant to the rules of the Xpress ESOS, the Remuneration Committee of the Company has determined the following:-
- (a) the number of unexercised Options will be adjusted on the basis that forty (40) will be consolidated into one (1) option; and
- (b) the exercise price of each Option will be adjusted as follows:-

Date of Grant	Expiry Date	Exercise Price	Adjusted Exercise Price
4 December 2006	3 December 2016	S\$0.18	S\$7.20
1 March 2007	28 February 2017	S\$0.17	S\$6.80

- 4.2 The auditors of the Company have confirmed in writing that, in their opinion, the above adjustment is fair and reasonable.

5. ADJUSTMENTS TO THE WARRANTS

- 5.1 As at the date of this announcement, the Company has 2,200,000,000 unexercised warrants (“**Warrants**”) issued pursuant to the instrument by way of a deed poll (“**Instrument**”) which was executed by the Company to constitute the Warrants. Pursuant to the terms and conditions of the Warrants which is set out in the Instrument, the Proposed Share Consolidation constitutes an event giving rise to adjustments to the number of Warrants and the exercise price payable for each new Share on the exercise of the Warrants.

- 5.2 Pursuant to Condition 5 of the terms and conditions of the Warrants:-
- (a) the number of unexercised Warrants will be adjusted on the basis that forty (40) Warrants will be consolidated into one (1) consolidated Warrant; and
 - (b) the existing exercise price of each Warrant will be adjusted from S\$0.007 to S\$0.28.
- 5.3 The auditors of the Company have certified that the adjustments above are in accordance with Condition 5 of the terms and conditions of the Warrants.
- 5.4 The adjustments to the Warrants will take effect from the close of the market day immediately preceding the date on which the Proposed Share Consolidation becomes effective.

6. APPROVALS AND CONDITIONS

- 6.1 The Proposed Share Consolidation is subject to, *inter alia*, the following:-
- (a) the approval of Shareholders for the Proposed Share Consolidation at an extraordinary general meeting (“**EGM**”) to be convened; and
 - (b) the in-principle approval of the SGX-ST for the dealing in, listing of and quotation for the Consolidated Shares on the Mainboard of the SGX-ST.
- 6.2 An application will be made to the SGX-ST for the dealing in, listing of and quotation for the Consolidated Shares pursuant to the Proposed Share Consolidation on the Mainboard of the SGX-ST. The Company will release an announcement on the outcome of the application in due course.

7. DESPATCH OF CIRCULAR

- 7.1 A circular containing, *inter alia*, notice of the EGM and further information on the Proposed Share Consolidation will be despatched to Shareholders in due course.
- 7.2 **Meanwhile, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Company’s securities. When in doubt, Shareholders and potential investors of the Company are advised to seek independent advice from their bankers, stockbrokers, solicitors or other professional advisers.**

By Order of the Board

Lim Huan Chiang
Executive Director and Chief Executive Officer
22 December 2015