

## SWISSCO HOLDINGS LIMITED

Company Registration Number: 200404711D  
(Incorporated in the Republic of Singapore)

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### PROPOSED CONSOLIDATION OF EVERY TWO (2) EXISTING ISSUED ORDINARY SHARES IN THE CAPITAL OF THE COMPANY INTO ONE (1) ORDINARY SHARE IN THE CAPITAL OF THE COMPANY – NOTICE OF BOOKS CLOSURE DATE

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#### 1. INTRODUCTION

The Board of Directors (the "**Board**") of Swissco Holdings Limited (the "**Company**") refers to (a) the announcements dated 28 February 2014 and 31 March 2014 ; and (b) the circular to shareholders dated 30 June 2014 (the "**Circular**") in relation to, among other things, the proposed share consolidation of every two (2) existing issued ordinary shares in the capital of the Company ("**Shares**") into one (1) consolidated share in the capital of the Company ("**Consolidated Shares**") as at the Books Closure Date (as defined below), fractional entitlements to be disregarded (the "**Share Consolidation**").

*Unless otherwise defined, all terms and references used herein are as defined in the Circular.*

#### 2. NOTICE OF SHARE CONSOLIDATION BOOKS CLOSURE DATE

NOTICE IS HEREBY GIVEN that the Register of Members and Share Transfer Books of the Company will be closed at 5.00 p.m. on 29 July 2014 (the "**Books Closure Date**") in order to determine the entitlements of Shareholders under the Share Consolidation.

Please note that the Share Consolidation is subject to, and the Books Closure Date is conditional upon, Shareholders' approval of the Share Consolidation as set out in the Notice of Extraordinary General Meeting dated 30 June 2014 at the extraordinary general meeting of the Company to be held at Republic of Singapore Yacht Club, 52 West Coast Ferry Road, Singapore 126887 on 22 July 2014, the Company will undertake the Share Consolidation.

On the Books Closure Date, every two (2) existing Shares will be consolidated into one (1) Consolidated Share. **Shareholders should note that the number of Consolidated Shares which Shareholders will be entitled to, based on their holdings of existing Shares as at the Books Closure Date, will be rounded down to the nearest whole Consolidated Share, and any fractions of a Share arising from the Share Consolidation shall be disregarded. Fractions of a Consolidated Share arising from the Share Consolidation will be aggregated and dealt with in such a manner as the Board may, in its absolute discretion, deem fit in the interests of the Company.**

The Share Consolidation will not involve the diminution of any liability in respect of unpaid capital or the payment to any Shareholder of any paid-up capital of the Company, and has no effect on the Shareholders' funds of the Group. Shareholders

are not required to make any payment to the Company in respect of the Share Consolidation.

### 3. EFFECT ON OPTIONS

Upon completion of the Share Consolidation:

- (a) the exercise price of each outstanding option ("**Option**") granted under the Swissco Holdings Employee Share Option Scheme adopted by the Company on 1 November 2010 ("**Swissco Holdings Employee Share Option Scheme**") shall be adjusted, such that it will be two times the original exercise price of each such outstanding Option; and
- (b) the number of Shares comprised in each 1,000 outstanding Options under the Swissco Holdings Employee Share Option Scheme will be reduced in the same proportion as the Shares under the Share Consolidation, fractions to be disregarded, from 1,000 to 500.

The adjustment to the exercise price and the number of Shares comprised in each 1,000 outstanding Options under the Swissco Holdings Employee Share Option Scheme will take effect on the Share Consolidation Effective Date (as defined below). The holders of the Options granted under the Swissco Holdings Employee Share Option Scheme will be notified separately on the adjustments.

The auditor of the Company, PricewaterhouseCoopers LLP, has confirmed that the adjustment to the Options contemplated in this paragraph 3, is in its opinion, "fair and reasonable".

### 4. SHARE CERTIFICATES

Shareholders who hold physical share certificates for the existing Shares in their own names should refer to section 3.5 of the Circular for the administrative procedures relating to the share certificates for the existing Shares and Consolidated Shares.

### 5. TRADING ARRANGEMENTS FOR CONSOLIDATED SHARES AND ODD LOTS

#### 5.1 Trading Arrangements for the Consolidated Shares

The Share Consolidation shall be effective from 9.00 a.m. on the Market Day immediately following the Books Closure Date, whereupon the Register of Members of the Company and the Depository Register will be updated to reflect the number of Consolidated Shares held by each Shareholder respectively based on the number of Shares held by them as at the Books Closure Date ("**Share Consolidation Effective Date**").

Notwithstanding that the Share Consolidation will only become effective on the Share Consolidation Effective Date, the Shares will begin trading in board lots of 1,000 Consolidated Shares on the Official List of the SGX-ST at 9.00 a.m. on 24 July 2014 (the "**Effective Trading Date**").

Each Consolidated Share will rank *pari passu* in all respects with each other and will be traded in board lots of 1,000 Consolidated Shares.

Accordingly, two (2) existing Shares as at 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date will represent one (1) Consolidated Share with effect from 9.00 a.m. on the Effective Trading Date. Trading in the Shares will cease after 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date.

## 5.2 Trading Arrangements for Odd Lots

All fractional entitlements arising upon the implementation of the Share Consolidation will be aggregated and dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interest of the Company.

The Shares are currently traded in board lots of 1,000 Shares. Following the Share Consolidation, the Securities Accounts maintained with CDP of Shareholders (being Depositors) may be credited with odd lots of Consolidated Shares (that is, lots other than board lots of 1,000 Shares).

Shareholders who receive odd lots of Consolidated Shares pursuant to the Share Consolidation and who wish to trade in odd lots on the SGX-ST should note that the unit share market has been set up to allow trading in odd lots with a minimum size of one Consolidated Share on the SGX-ST. The unit share market will enable trading in odd lots in any quantity less than one board lot of the underlying Consolidated Shares in the ready market.

## 6. EXPECTED TIMETABLE OF KEY EVENTS

The table below sets out the indicative timetable for the Share Consolidation:

Time and Date	Event
18 July 2014 (Friday)	Announcement of Notice of Books Closure Date
22 July 2014 (Tuesday)	EGM to approve, <i>inter alia</i> , the Share Consolidation
5.00 p.m. on 23 July 2014 (Wednesday)	Last date and time for trading of the existing Shares on a pre-consolidated basis
9.00 a.m. on 24 July 2014 (Thursday)	Effective Trading Date (commencement of trading of the Consolidated Shares on the Official List of the SGX-ST)
5.00 p.m. on 29 July 2014 (Tuesday)	Books Closure Date
9.00 a.m. on 30 July 2014 (Wednesday)	Share Consolidation Effective Date

## 7. CONTACT INFORMATION

The address of the Share Registrar of the Company, Boardroom Corporate & Advisory Services Pte Ltd, is as follows:

Boardroom Corporate & Advisory Services Pte Ltd  
50 Raffles Place  
#32-01  
Singapore Land Tower  
Singapore 046823

The address of CDP is as follows:

The Central Depository (Pte) Limited  
9 North Buona Vista Drive  
#01-19/20, The Metropolis  
Singapore 138588

BY ORDER OF THE BOARD  
**SWISSCO HOLDINGS LIMITED**

Alex Yeo Kian Teong  
Chief Executive Officer  
18 July 2014