



**KSH HOLDINGS LIMITED**

(Incorporated in the Republic of Singapore on 9 March 2006)  
(Company Registration Number: 200603337G)  
(the "Company")

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**KSH HOLDINGS LIMITED – NOTICE OF EXPIRY OF WARRANTS W120402**

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**TO: ALL HOLDERS OF WARRANTS TO SUBSCRIBE FOR NEW SHARES IN KSH HOLDINGS LIMITED (THE "COMPANY")**

**THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

*If you are in doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.*

*Holders of the Company's Warrants ("**Warranholders**") who have sold their Warrants should immediately upon receipt of a copy of this Notice, send it to the purchaser or the bank, stockbroker or agent through whom the sale was effected for onward transmission to the purchaser.*

*In this notice, the term "Warrants" refer to all warrants issued by the Company, the terms of which are constituted in the deed poll executed by the Company on 9 March 2009 (the "**Deed Poll**").*

*Where capitalised terms are used in this Notice and not otherwise defined, such capitalised terms shall bear the same meaning as ascribed to them in the Offer Information Statement dated 12 March 2009.*

**EXPIRY OF WARRANTS ON MONDAY, 2 APRIL 2012 AT 5.00 P.M.**

Warranholders are reminded that in accordance with the terms and conditions of the Warrants, the rights to subscribe for new ordinary shares in the capital of the Company (the "**New Shares**") comprised in the Warrants will expire at **5.00 p.m. on Monday, 2 April 2012** after which time, any subscription rights comprised in the Warrants which have not been exercised will lapse and the Warrants will cease to be valid for any purpose whatsoever.

**EXERCISE PRICE**

The exercise price of the Warrants is S\$0.10 for each New Share (the "**Exercise Price**").

**PROCEDURE FOR EXERCISE OF WARRANTS**

Warranholders who wish to exercise their subscription rights must do so in accordance with the terms and conditions of the Warrants. In order to exercise the Warrants, a Warranholder must complete and sign the exercise notice relating to the Warrants in the prescribed form (the "**Exercise Notice**").

A copy of the Exercise Notice and this Notice of Expiry of Warrants W120402 will be posted out together to Warranholders on 27 February 2012. Copies of the Exercise Notice are also

available from the Warrant Agent, Boardroom Corporate & Advisory Services Pte. Ltd.. The address, telephone number and business hours of the Warrant Agent are as follows:

Warrant Agent : Boardroom Corporate & Advisory Services Pte. Ltd.  
Address : 50 Raffles Place, #32-01, Singapore Land Tower  
Singapore 048623  
Telephone Number : 6535 5355  
Business Hours : Mondays to Fridays  
8.30 a.m. to 5.30 p.m.

The completed Exercise Notice must be delivered to the Warrant Agent **not later than 5.00 p.m. on Monday, 2 April 2012** together with the following:

- (i) lodgement of the relevant Warrant Certificate registered in the name of the exercising Warranholder for exercise at the specified office of the Warrant Agent together with the Exercise Notice in respect of the Warrants represented thereby in the form obtainable from the Warrant Agent, duly completed and signed by or on behalf of the exercising Warranholder and duly stamped in accordance with any law for the time being in force relating to stamp duty, Provided always that the Warrant Agent may dispense with the production of the relevant Warrant Certificate where such Warrant Certificate is registered in the name of the Depository (as defined in Section 130A of the Companies Act, Chapter 50, of Singapore);
- (ii) the furnishing of such evidence (if any) as the Warrant Agent may require to determine the due execution of the Exercise Notice by or on behalf of the exercising Warranholder (including every joint Warranholder, if any) or otherwise to ensure the due exercise of the Warrants;
- (iii) the payment or satisfaction of the Exercise Price at the specified office of the Warrant Agent:
  - (a) by way of a remittance in Singapore currency by a Warranholder by banker's draft or cashier's order drawn on a bank operating in Singapore, for the credit of "**KSH HOLDINGS LIMITED**" for the full amount of the Exercise Price payable in respect of the Warrants exercised, provided that any such remittance shall be accompanied by the delivery to the Warrant Agent of the payment advice referred to below and shall comply with any exchange control or other statutory requirement for the time being applicable; or
  - (b) by debiting the relevant Warranholder's CPF Investment Account with the CPF Approved Bank; or
  - (c) partly in the form of a remittance in accordance with (i) above and partly by debiting such Warranholder's CPF Investment Account with the CPF Approved Bank in accordance with (ii) above;
- (iv) the payment of deposit or other fees for the time being chargeable by, and payable to, the Depository (if any) or any stamp, issue, registration or other similar taxes or duties arising on the exercise of the relevant Warrants as the Warrant Agent may require; and
- (v) if applicable, the payment of any fees for certificates for the Shares to be issued and the expenses of, and the submission of any necessary documents required in order to effect, the delivery of certificates for the Shares upon exercise of the

relevant Warrants to the place specified by the exercising Warrantholder in the Exercise Notice.

Any exercise by a Warrantholder in respect of Warrants registered in the name of the Depository shall be further conditional on that number of Warrants so exercised being credited to the "Free Balance" of the Securities Account(s) of the exercising Warrantholder and remain so credited until the relevant Exercise Date and on the exercising Warrantholder electing in the Exercise Notice to have the delivery of the New Shares arising from the exercise of the relevant Warrants to be effected by crediting such New Shares to the Securities Account(s) of the exercising Warrantholder, or, in the case where funds standing to the credit of a CPF Investment Account are to be used for the payment of the Exercise Price arising from the exercise of each Warrant, by crediting such New Shares to the Securities Account of the nominee company of the CPF Approved Bank as specified in the Exercise Notice, failing which the Exercise Notice shall be void and all rights of the exercising Warrantholder and of any other person thereunder shall cease.

If the Warrantholder is not in Singapore, the person exercising the Warrants on behalf of such Warrantholder must produce to the Warrant Agent, a Power of Attorney from such Warrantholder authorising the due execution of the Exercise Notice by or on behalf of such Warrantholder (including every joint holder, if any).

Any New Shares arising from such exercise of the Warrants shall be fully paid and rank *pari passu* in all respects with the then existing Shares of the Company, save for any dividends, rights, allotments or other distributions that may be declared or paid, the Record Date for which is before the relevant date of exercise of the Warrants. Record Date in this context means, in relation to any dividends, rights, allotments or other distributions, the date as at the close of business (or such other time as may have been notified by the Company) on which Shareholders must be registered or the Securities Accounts of Shareholders must be credited with Shares in order to participate in such dividends, rights, allotments or other distributions.

#### **LAST DAY FOR TRADING IN WARRANTS**

**The last day for trading in the Warrants on the Singapore Exchange Securities Trading Limited (the "SGX-ST") will be 26 March 2012, and trading will cease with effect from 9.00 a.m. on 27 March 2012. The Warrants will then be delisted from the Official List of the SGX-ST with effect from 9.00 a.m. on 3 April 2012.**

**AFTER THE CLOSE OF BUSINESS AT 5.00 P.M. ON 2 APRIL 2012, ANY SUBSCRIPTION RIGHTS UNDER THE WARRANTS WHICH HAVE NOT BEEN EXERCISED AS AFORESAID WILL LAPSE AND EVERY WARRANT WILL THEREAFTER CEASE TO BE VALID FOR ANY PURPOSE WHATSOEVER.**

By Order of the Board

Choo Chee Onn  
Executive Chairman and Managing Director  
27 February 2012