



KEONG HONG HOLDINGS LIMITED
Incorporated in the Republic of Singapore
(Company Registration Number: 200807303W)

INVITATION TO HOLDERS OF THE S\$50,000,000 6.00 PER CENT. NOTES DUE 2018 COMPRISED IN SERIES 001 (ISIN: SG6XD7000004) TO (I) CONSENT TO THE PROPOSAL (AS DEFINED BELOW) AND (II) OFFER TO SELL FOR CASH TO THE ISSUER, ANY AND ALL OF THE OUTSTANDING NOTES HELD BY THE NOTEHOLDERS

The board of directors (the “**Board**”) of Keong Hong Holdings Limited (the “**Issuer**”) refers to the S\$50,000,000 6.00 per cent. Notes due 2018 comprised in Series 001 (ISIN: SG6XD7000004) (the “**Series 001 Notes**”) issued by the Issuer on 15 June 2015 pursuant to its S\$150,000,000 Multicurrency Medium Term Note Programme (the “**Programme**”).

Capitalised or other terms used but not defined herein shall, unless the context otherwise requires, have the meanings set out in the invitation memorandum dated 22 August 2017 (the “**Invitation Memorandum**”) issued by the Issuer. This announcement should be read in conjunction with the Invitation Memorandum.

THE INVITATION

The Board wishes to announce that the Issuer has today commenced an invitation to the holders of the Series 001 Notes (the “**Noteholders**”) to offer to sell for cash to the Issuer any and all of the outstanding Series 001 Notes held by them, in each case, subject to the terms and conditions of the Invitation Memorandum, and to consent to the Proposal (as defined below) (the “**Invitation**”).

Securities	ISIN Code	Principal Amount Outstanding	Purchase Price	Early Tender Premium	Early Consent Fee	Normal Tender Premium	Normal Consent Fee
			As a percentage of the principal amount of the Series 001 Notes				
S\$50,000,000 6.00 per cent. Notes due 2018	SG6XD7000004	S\$50,000,000	100.00 per cent.	0.50 per cent.	0.50 per cent.	0.25 per cent.	0.25 per cent.

The Proposal

The Issuer is seeking approval by Extraordinary Resolution of the Noteholders, pursuant to the Trust Deed to, *inter alia*, (a) amend the Conditions of the Series 001 Notes to include the Call Option, and (b) authorise, where applicable, the Trustee to execute all documents, notices, forms, instruments, consents or agreements and also to concur in and do all acts and things as the Trustee may consider necessary, desirable or expedient to give effect to (a) above (the “**Proposal**”).

Offer to Sell

In addition, the Issuer invites Noteholders to offer to sell for cash to the Issuer any and all of the outstanding Series 001 Notes held by the Noteholders (the “**Offer to Sell**”).

The principal terms of the Invitation are set out as below:

Commencement of Invitation	22 August 2017.
Earlybird Deadline	5.00 p.m. (Singapore time) on 4 September 2017.

Expiration Deadline	10.30 a.m. (Singapore time) on 11 September 2017.
Early Tender Premium	0.50 per cent. in principal amount of the Series 001 Notes, being S\$1,250 for each S\$250,000 in principal amount of the Series 001 Notes, subject to the Tender Settlement Conditions.
Early Consent Fee	0.50 per cent. in principal amount of the Series 001 Notes, being S\$1,250 for each S\$250,000 in principal amount of the Series 001 Notes, subject to the Consent Settlement Conditions.
Normal Tender Premium	0.25 per cent. in principal amount of the Series 001 Notes, being S\$625 for each S\$250,000 in principal amount of the Series 001 Notes, subject to the Tender Settlement Conditions.
Normal Consent Fee	0.25 per cent. in principal amount of the Series 001 Notes, being S\$625 for each S\$250,000 in principal amount of the Series 001 Notes, subject to the Consent Settlement Conditions.
Purchase Price	100.00 per cent. in principal amount of the Series 001 Notes, being S\$250,000 for each S\$250,000 in principal amount of the Series 001 Notes, subject to the Tender Settlement Conditions.

The Issuer may, subject to applicable laws, amend the Invitation (including, but not limited to, extending the Earlybird Deadline and/or the Expiration Deadline and withdrawing the Proposal).

The submission of a validly completed Tender Application Form will also include an instruction to Deutsche Bank AG, Singapore Branch (the "**Principal Paying Agent**") to appoint a proxy or proxies to attend the Meeting (and any adjournment thereof) and to vote in favour of the Extraordinary Resolution in respect of the Offered Notes that are the subject of such Tender Application Form. If a Noteholder submits both a Tender Application Form and a Voting Instruction Form, its Voting Instruction Form shall be disregarded.

The payment of (i) the relevant Consent Fee is subject to certain Consent Settlement Conditions, and (ii) the Purchase Price and (if applicable) the Early Tender Premium or, as the case may be, the Normal Tender Premium in respect of the Series 001 Notes accepted by the Issuer for purchase pursuant to the Offer to Sell is subject to certain Tender Settlement Conditions, each as defined and set out in more detail in the Invitation Memorandum.

For the avoidance of doubt, (A) Noteholders who are eligible to receive the Early Tender Premium will not additionally receive the Normal Tender Premium, and (B) Noteholders who do not tender their Notes will not be eligible to receive any Purchase Price or Tender Premium.

If the Proposal is not approved or the New Notes Offering (as defined in the Invitation Memorandum) does not complete, no Consent Fee will be paid to any of the Noteholders, regardless of whether or not such Noteholder has delivered a valid Consent. Additionally, no Offered Notes will be purchased at the Purchase Price, and no Tender Premium will be paid to any of the Noteholders.

Assuming the passing of the Extraordinary Resolution, the Extraordinary Resolution will be binding on all Noteholders (whether or not present at the Meeting), including those Noteholders who vote against, or do not vote in respect of, the Extraordinary Resolution.

If the Extraordinary Resolution is duly passed at the Meeting but the New Notes Offering does not complete on or prior to the Settlement Date, the Consent Settlement Conditions will not have been satisfied in full, and consequently, (I) the Conditions of the Series 001 Notes will not be amended to include the Call Option and (II) no Consent Fee will be paid to any of the Noteholders.

DEALER MANAGER AND TENDER AGENT

The Hongkong and Shanghai Banking Corporation Limited has been appointed as the dealer manager for the Invitation (the "**Dealer Manager**"). Deutsche Bank AG, Singapore Branch has been appointed as the tender agent for the Invitation. Further details on the Invitation can be found in the Invitation Memorandum.

REASONS FOR THE INVITATION

In tandem with the commencement of the Invitation, the Issuer intends to offer at least S\$50,000,000 in aggregate principal amount of notes pursuant to the Programme (the “**New Notes**”). Subject to market conditions, the Issuer expects the New Notes to be issued prior to the Settlement Date.

The Issuer intends to utilise the net proceeds arising from the issue of the New Notes (after deducting expenses incurred in connection with the issue of the New Notes) for general corporate purposes, including refinancing of existing borrowings, financing of investments and acquisitions, capital expenditure requirements and the general working capital of the Issuer and its subsidiaries. In particular, the Issuer intends to use the net proceeds from the issue of the New Notes to finance the payment of the Consent Fees, the aggregate Purchase Price and Tender Premiums for the Series 001 Notes validly tendered in the Invitation and accepted for purchase by the Issuer and the redemption of the then outstanding Series 001 Notes (in accordance with the terms of the Call Option). Should the New Notes Offering be completed on or prior to the Settlement Date, the Issuer intends to exercise the Call Option so that all outstanding Series 001 Notes will be redeemed within ten business days from the Settlement Date.

Accordingly, the Issuer invites Noteholders to whom the Invitation is made to (a) consent to the Proposal (including, *inter alia*, the amendment of the Conditions of the Series 001 Notes to include the Call Option), and (b) offer to sell for cash any and all of the outstanding Series 001 Notes held by them, in each case, subject to the terms and conditions of the Invitation Memorandum.

Upon the repurchase and cancellation of the Offered Notes and the redemption and cancellation of the Series 001 Notes pursuant to the Call Option, (i) the Issuer’s obligations of the Series 001 Notes will be discharged, and (ii) the Series 001 Notes will no longer be outstanding and the Noteholders will not be entitled to any further payments in respect of the Series 001 Notes after such redemption.

INVITATION MEMORANDUM

A copy of the Invitation Memorandum will be mailed to Noteholders with an address in Singapore. The form of the Tender Application Form may be found in the Invitation Memorandum. In addition, Noteholders may collect copies of the Invitation Memorandum and the Tender Application Form at the office of Deutsche Bank AG, Singapore Branch, in its capacity as Tender Agent and Principal Paying Agent, at One Raffles Quay, #16-00 South Tower, Singapore 04858, from 22 August 2017, at any time between 9.00 a.m. to 5.00 p.m. (Singapore time) from Mondays to Fridays (excluding public holidays) up to 10.30 a.m. (Singapore time) on 11 September 2017.

In order to avoid any violation of laws applicable in countries other than Singapore, the Invitation Memorandum has not been and will not be mailed to Noteholders who do not have an address in Singapore (“**Foreign Noteholders**”). Foreign Noteholders who wish to obtain a copy of the Invitation Memorandum should provide in writing an address in Singapore to the Tender Agent not later than five days before the Earlybird Deadline.

ANNOUNCEMENTS

The Issuer will announce on the website of the SGX-ST:

- (a) any amendment, termination, extension or re-opening of the Invitation;
- (b) its acceptance or rejection of any offers to sell; and
- (c) the results of the Meeting (including any adjourned meeting).

Notice of the results of the Meeting and the aggregate principal amount of Offered Notes purchased on the Settlement Date will be given to Noteholders by way of an announcement via SGXNET.

GENERAL

This announcement must be read in conjunction with the Invitation Memorandum.

This announcement and the Invitation Memorandum contain important information which must be read carefully before any decision is made with respect to the Invitation. If any Noteholder is in any doubt as to the action it should take, it should seek its own legal, tax, accounting and financial advice, including as to any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant, tax adviser or other independent financial or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to participate in the Invitation. None of the Issuer, the Dealer Manager, the Trustee, the Principal Paying Agent, the Tender Agent (or any of their respective directors, officers, employees, agents or affiliates) makes any recommendation as to whether Noteholders should participate in the Invitation.

Noteholders are advised to check with the bank, securities broker, The Central Depository (Pte) Limited (“**CDP**”) or other intermediary through which they hold their Series 001 Notes whether such intermediary applies different deadlines for any of the events specified above, and then to adhere to such deadlines if such deadlines are prior to the deadlines set out above. All of the above dates and times are subject to earlier deadlines or other timings that may be set by CDP or any intermediary.

Noteholders are advised to read carefully the Invitation Memorandum for full details of, and information on, the procedures for participating in the Invitation.

Questions or requests for information in relation to the Invitation should be directed to the Dealer Manager:

THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED

21 Collyer Quay
#10-01 HSBC Building
Singapore 049320
Tel: +65 6658 8904
Fax: +65 6226 1669
E-mail: liability.management@hsbcib.com

Questions or requests for information in relation to the the offering to sell procedures should be directed to the Tender Agent:

DEUTSCHE BANK AG, SINGAPORE BRANCH

One Raffles Quay
#16-00 South Tower
Singapore 048583
(Attention: Corporate Trust)
Tel: +65 6423 6656/8232/4091
E-mail: sg.csg@list.db.com

BY ORDER OF THE BOARD

Lo Swee Oi
Company Secretary
22 August 2017