



NOTICE OF EXPIRY OF W150721 WARRANTS ON 21 JULY 2015

TO: ALL HOLDERS OF W150721 WARRANTS ("WARRANTS") TO SUBSCRIBE FOR NEW SHARES IN THE CAPITAL OF NET PACIFIC FINANCIAL HOLDINGS LIMITED (THE "COMPANY")

THIS IS AN IMPORTANT NOTICE THAT REQUIRES YOUR IMMEDIATE ATTENTION.

Holders of the W150721 Warrants ("Warranholders") who are in doubt as to the action they should take should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers immediately.

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, "Warrants" or "W150721 Warrants" means the warrants issued by the Company on 22 July 2010 and constituted by the deed poll dated 21 June 2010 (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 Company's Offer Information Statement relating to the issuance of the Warrants dated 29 June 2010.

1. EXPIRY OF WARRANTS ON 21 JULY 2015 (TUESDAY) AT 5.00 P.M.

Warranholders are reminded that in accordance with the terms and conditions of the Deed Poll, 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 21 July 2015 (Tuesday)** (the "Expiry Date") 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.

2. EXERCISE PRICE

The exercise price of the Warrants is S\$0.12 for each New Share (the "Exercise Price").

Each Warrant entitles the Warranholder to subscribe for one (1) New Share upon the exercise thereof. The Warranholders should note that the exercise of the Warrants is subject to and contingent upon certain conditions as specified in the terms and conditions of the Deed Poll being satisfied.

3. PROCEDURES FOR EXERCISE OF WARRANTS

Warranholders who wish to exercise their subscription rights must do so in accordance with the terms and conditions of the Deed Poll.

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"). Copies of the Exercise Notice are available from the Company's 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 : 6536 5355
Business Hours : Monday to Friday
8.30 a.m. to 5.30 p.m.

Pursuant to the terms and conditions of the Deed Poll, in order to exercise the Warrants, a Warranholder must fulfil the following conditions:

- (i) lodgement during normal business hours on any Business Day during the Exercise Period, 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 (for the time being current) obtainable from the Warrant Agent and which are in the form or substantially in the form prescribed by the Deed Poll, 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 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;
- (ii) the furnishing of such evidence (if any, including evidence of nationality) 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 ensure the due exercise of the Warrants and such other evidence as the Company may require to verify due compliance for the purposes of administering and implementing the provisions set out the terms and conditions of the Warrants;
- (iii) the payment or satisfaction of the Exercise Price in accordance with the provisions of Condition 4(B) of the Deed Poll;
- (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) the payment of the expenses for, and the submission of any necessary documents required in order to effect, the registration of the New Shares in the name of the exercising Warranholder or the Depository, as the case may be, and the delivery of the certificates for such New Shares and any property or other securities to be delivered upon the exercise of the relevant Warrants to the place specified by the exercising Warranholder in the Exercise Notice or to the Depository, as the case may be.

Any exercise by a Warranholder in respect of Warrants registered in the name of the Depository shall be further conditional on:

- (i) the number of Warrants so exercised being available in the "Free" balance of the Securities Account of the exercising Warranholder with the Depository and remain so credited until the relevant Exercise Date; and
- (ii) the relevant Exercise Notice specifying that the New Shares arising on exercise of the Warrants are to be credited to the Securities Account of the exercising Warranholder, 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, are to be credited 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 Warranholder and of any other person thereunder shall cease.

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

4. 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 13 July 2015, and trading will cease with effect from 9.00 a.m. on 14 July 2015. The Warrants will then be delisted from the Catalist of the SGX-ST with effect from 9.00 a.m. on 22 July 2015.

By Order of the Board
Ong Chor Wei @ Alan Ong
Chief Executive Officer
20 June 2015

This announcement has been reviewed by the Company's sponsor, CIMB Bank Berhad, Singapore Branch ("Sponsor"), for compliance with the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist. The Sponsor has not independently verified the contents of this announcement. This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement. The contact person for the Sponsor is Ms Tan Cher Ting, Director, Investment Banking, CIMB Bank Berhad, Singapore Branch, at 50 Raffles Place, #09-01 Singapore Land Tower, Singapore 048623, Telephone: +65 6337 5115.