



# BBR HOLDINGS (S) LTD

(Company Registration No. 199304349M)  
(Incorporated in the Republic of Singapore)

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## PROPOSED PRIVATE PLACEMENT OF UP TO 180,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF BBR HOLDINGS (S) LTD (THE "PLACEMENT")

### A. Introduction

The Board of Directors of BBR Holdings (s) Ltd (the "**Company**") wishes to announce that the Company has today entered into a placement agreement (the "**Placement Agreement**") with CIMB-GK Securities Pte. Ltd. (the "**Placement Agent**") pursuant to which the Company has agreed to issue, and the Placement Agent has agreed to use its best endeavours to procure the subscription and payment for up to 180,000,000 new ordinary shares in the capital of the Company (the "**Placement Shares**") at an issue price of S\$0.146 per Placement Share (the "**Issue Price**") amounting to an aggregate consideration of up to S\$26.28 million, and on the terms and conditions of the Placement Agreement.

The Issue Price represents a discount of approximately 9.9% from the weighted average price of the Company's shares (the "**Shares**") of S\$0.1621 based on trades done on the Main Board of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 17 April 2007 and 18 April 2007 (being the preceding market day and up to the time the Placement Agreement is signed). Pursuant to the Company's request, trading in the Shares was halted this afternoon.

The Company will pay to the Placement Agent a placement commission of 5.0% of the Issue Price (and Goods and Services Tax of 5.0% thereon) for each Placement Share for which the Placement Agent procures subscription and payment.

The Placement Shares are to be issued by the Company free from all claims, charges, liens and other encumbrances and shall rank *pari passu* in all respects with the Shares existing as at the date of issue of the Placement Shares except for any dividends, distributions or entitlements the record date of which falls on or before such date of issue.

The Placement Shares will be issued pursuant to the general mandate authorising the Directors of the Company to issue new Shares and convertible securities, which was granted by the shareholders of the Company by way of an ordinary resolution at the annual general meeting of the Company held on 28 April 2006. If the completion of the Placement is to take place after the conclusion of the next Annual General Meeting of the Company to be held on 30 April 2007 (the "**2007 Annual General Meeting**"), the issue of the Placement Shares will be conditional upon the passing of the shareholders' resolution relating to the renewal of the general mandate at the 2007 Annual General Meeting, and will be effected pursuant to such resolution. The Placement Shares represent approximately 13.23% of the total number of issued Shares in the Company as at the date of this Announcement.

Pursuant to the Placement Agreement, the Placement Agent has undertaken, *inter alia*, that it will not offer or sell or procure subscriptions or make an invitation for or in respect of the Placement Shares to or by any person who (to the best of the Placement Agent's knowledge, information and belief and after having made due and careful enquiries) falls within Rule 812 of the Listing Manual of the SGX-ST.

## B. Conditions precedent to Completion

Completion of the Placement is conditional upon, *inter alia*,:-

- (a) the approval in-principle for the listing and quotation of the Placement Shares on the Main Board of the SGX-ST having been obtained;
- (b) the issue and subscription of the Placement Shares not being prohibited by any statute, order, rule, regulation, ruling, direction or request promulgated or made after the date of the Placement Agreement, whether or not having the force of law, by any legislative, executive or regulatory body or authority of Singapore (including the SGX-ST, the Monetary Authority of Singapore and the Securities Industry Council);
- (c) if the completion of the Placement is to take place after the conclusion of the 2007 Annual General Meeting, Resolution 6 relating to the renewal of the share issue mandate as set out in the Notice of 2007 Annual General Meeting, pursuant to which the Placement Shares are to be issued, having been passed by shareholders of the Company at the 2007 Annual General Meeting; and
- (d) the warranties and undertakings given by the Company to the Placement Agent in the Placement Agreement remaining true and correct in all material respects as at the completion date of the Placement.

In the event that any of the conditions set out in the Placement Agreement is not satisfied on or before 18 May 2007 or such later date as the Company and the Placement Agent may agree in writing, the Placement Agreement will terminate and neither party shall have any claim against the other save for any commission payable by the Company to the Placement Agent in the event any of the Loan Shares (as defined below) had been placed out as described in Section C below.

Completion of the Placement is to take place on the third business day after the date on which the last in time of the conditions to the completion of the Placement is satisfied (or such other date as the Company and the Placement Agent may agree in writing).

The Company has today, in respect of the Placement, lodged an Offer Information Statement with the Monetary Authority of Singapore pursuant to Section 277 of the Securities and Futures Act, Chapter 289. A copy of the Offer Information Statement is attached to this Announcement.

The Company will be making an application to the SGX-ST for the listing and quotation of the Placement Shares on the Main Board of the SGX-ST.

## C. Share Lending Arrangements

In connection with the Placement, the Company, the Placement Agent and Singapore Warehouse Company (Private) Ltd ("**SWC**") (a substantial shareholder of the Company) and Mr Tan Kheng Hwee Andrew ("**AT**") (a Director and substantial shareholder of the Company) (collectively, the "**Lenders**"), have today entered into a share lending agreement ("the "**Share Lending Agreement**") pursuant to which the Lenders have agreed to lend up to an aggregate of 180,000,000 Shares (the "**Loan Shares**") (with SWC lending up to 115,380,000 Loan Shares or 64.1% of the Loan Shares and AT lending up to 64,620,000 Loan Shares or 35.9% of the Loan Shares) to the Placement

Agent, so as to facilitate the early delivery and settlement of Shares to placees procured by the Placement Agent. SWC is a subsidiary of Hwa Hong Corporation Limited, a company of which Mr Ong Choo Eng (a Director of the Company) is a substantial shareholder and director. The Lenders will not receive any fee for lending the Loan Shares under the Share Lending Agreement.

In the event that the Placement Agent borrows any Loan Shares for the aforesaid purpose, upon completion of the Placement, the Placement Agent will direct the Company to issue the Placement Shares (of an amount equal to the number of Loan Shares placed out) to the Lenders as redelivery of such Loan Shares.

In the event that the conditions for the Placement are not satisfied and completion of the Placement does not take place, but the Placement Agent has applied Loan Shares for the purposes of settlement and delivery to placees procured by the Placement Agent for the purposes of or in connection with the Placement Agreement, the Placement Agent may (in lieu of redelivering such number of Shares equal to such Loan Shares) pay to the Lenders in cash an amount equivalent to the aggregate Issue Price of such Shares. In such event, the Company shall be obliged to pay to the Placement Agent an amount equivalent to the placement commission which the Placement Agent would otherwise have been entitled to receive had completion of the Placement taken place.

#### **D. Use of Net Proceeds**

The Placement will allow the Company to raise estimated net proceeds (the “**Net Proceeds**”) of approximately S\$24.67 million (after deducting expenses relating to the Placement and assuming that the Placement Agent procures subscription for all the 180,000,000 Placement Shares).

Out of the net proceeds of up to approximately S\$24.67 million,:-

- (a) the first approximately S\$8.0 million is intended to be used to finance the balance of the consideration payable for the acquisition of the property at 19 and 21 Holland Hill, Singapore, and part of the development costs of such property; and
- (b) the balance of up to approximately S\$16.67 million is intended to be used for the Group’s general working capital purposes.

Pending the deployment of the Net Proceeds, such proceeds may be placed as deposits with banks and financial institutions or invested in short term money markets or debt instruments or for any other purpose on a short-term basis as the Directors of the Company may in their absolute discretion deem fit from time to time.

#### **E. Financial Impact**

Based on the issued share capital of the Company of S\$19,086,918.89 comprising 1,361,052,278 Shares as at the date of this Announcement and assuming that all the 180,000,000 Placement Shares are issued, on completion of the Placement, the issued share capital of the Company will increase to S\$45,366,918.89 comprising 1,541,052,278 Shares. The Placement Shares represent approximately 13.23% of the present issued share capital of the Company and approximately 11.68% of the enlarged issued share capital of the Company immediately after the completion of the Placement.

Based on the audited consolidated financial statements of the Company for the financial year ended 31 December 2006 (“**FY2006**”), the Group’s net asset value per Share was

approximately 1.11 Singapore cents as at 31 December 2006 and the Group's earnings per Share for FY2006 was approximately 0.17 Singapore cents. Assuming that the Placement had been effected on 31 December 2006 and that all the 180,000,000 Placement Shares are issued, the Group's net asset value per Share and earnings per Share, after adjusting for the issue of the Placement Shares, would be approximately 2.59 Singapore cents and 0.15 Singapore cents, respectively.

**F. General**

Save as disclosed in this Announcement, none of the Directors of the Company nor (so far as the Directors of the Company are aware) any controlling shareholder of the Company has any interest, direct or indirect, in the Placement.

By Order of the Board  
**BBR HOLDINGS (S) LTD**

Tan Kheng Hwee Andrew  
Director

18 April 2007