

SINGAPORE WINDSOR HOLDINGS LIMITED

(Registration No. 200505764Z)

(Incorporated in Singapore)

PROPOSED DIVERSIFICATION OF THE CORE BUSINESS OF THE GROUP TO INCLUDE THE PROVISION OF SERVICED OFFICE SERVICES

- JOINT VENTURE AGREEMENT

Capitalised words which are not defined in this announcement shall carry the same meanings ascribed to them in the announcement dated 30 June 2014.

Further to the announcement released on the SGXNET on 30 June 2014 in relation to the proposed diversification of the core business of the Group to include the Proposed Serviced Office Segment, the Board of Directors (the "**Board**") of Singapore Windsor Holdings Limited (the "**Company**" and together with its subsidiaries, the "**Group**") wishes to make the following progress updates in relation to the proposed diversification of the core business of the Group to include the Proposed Service Office Segment.

1. JOINT VENTURE AGREEMENT ("JV AGREEMENT") WITH ARCC OFFICES PTE. LTD.

The Company has entered into a JV Agreement with an unrelated third party, ARCC Offices Pte. Ltd., for the establishment of a joint venture to set up and operate serviced offices and to provide services which are related and ancillary to such serviced offices, which includes the supply of office space for rental, part-time offices, day offices, meeting room facilities, business centres, virtual desking, hot desking, home working and mobile working, corporate services (such as assistance and support services for setting up companies and business establishments), office administration, secretarial and other office support services in Myanmar (the "**Proposed Joint Venture**") with ARCC Offices Pte. Ltd. (the "**JV Partner**").

The Proposed Joint Venture is in line with the Company's plan to diversify its business to include the Proposed Service Office Segment. The Directors believe that the Proposed Joint Venture enables the Group to leverage on the knowledge and expertise of the JV Partner which is a prudent and cost-effective strategy to develop its business in relation to the Proposed Service Office Segment in Myanmar.

2. INFORMATION ON THE JVC

Kinnaya Pte. Ltd. ("**Kinnaya**") is currently a wholly-owned subsidiary of the Company and will serve as the joint venture company (the "**JVC**") and the JV Partner shall participate in the increase in share capital of Kinnaya such that the Company and the JV Partner will hold shares in the proportion of 65:35 (the "**Agreed Proportions**"), subject to the fulfilment of the condition precedent contained in the JV Agreement. Kinnaya intends to incorporate a wholly-owned subsidiary in Myanmar ("**Myanmar Subsidiary**") for the purposes of operating the business of the Proposed Joint Venture.

3. INFORMATION ON THE JV PARTNER

The JV Partner operates and manages serviced offices in Singapore, Malaysia and China under Arcc Offices Pte. Ltd. and related subsidiaries with locations at 30 Raffles Place #23-00, 9 Temasek Blvd #31-00, 9 Battery Road #11-00 and #12-00, and 75 High Street #B1 to #7-00 in Singapore. Integra Tower, The Intermark #28-00, Pavilion Tower #16-00, Centre Point South #27-00, and Gardens North Tower #30-00 in Malaysia. 93 Huai Hai Zhong Road #26-00, 233 Tai Cang Road #12-00, 500 Zhang Yang Road #17-00, 166 Lujiazui Ring Road #20-00, 1228 Yan An Zhong Road #22-00 in Shanghai. Ping An International Financial Plaza Tower B #17-00, Gemdale Plaza Tower #16-00 and Beijing World Financial Centre East Tower #10-00 in

Beijing. The controlling shareholders of the JV Partner are not related to any of the Directors or Controlling Shareholders of the Company.

4. PROVISION OF SERVICES BY THE JV PARTNER

Pursuant to the terms of the JV Agreement, the Myanmar Subsidiary will enter into a management agreement (“**Management Agreement**”) for the JV Partner to provide management services in relation to the serviced offices operated by the Myanmar Subsidiary in Myanmar according to the provisions thereunder. Under the terms of the Management Agreement, the JV Partner will be paid a sum equivalent to 5% of the gross sales before tax per annum for services to be rendered by it.

5. CAPITAL CONTRIBUTION TOWARDS THE JVC

The issued and paid-up share capital of JVC will be increased by US\$1,000,000 (the “**Agreed Capital**”) by way of allotment and issuance of 1,000,000 ordinary shares of US\$1.00 each, which will be subscribed by the Company and the JV Partner for the JVC such that the final proportions after the allotment of shares shall result in the Agreed Proportions. The paid-up capital of US\$1,000,000 for the JVC will be applied towards the working capital of the JVC.

By Order of the Board

Ho Kwok Wai
Executive Director and Chairman
29 July 2014