

OFFER INFORMATION STATEMENT DATED 29 JUNE 2015

(Lodged with the Monetary Authority of Singapore on 29 June 2015)

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL, TAX OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

A copy of this Offer Information Statement (as defined herein) has been lodged with the Monetary Authority of Singapore (the “**Authority**”). The Authority assumes no responsibility for the contents of this Offer Information Statement. Lodgement of this Offer Information Statement with the Authority does not imply that the Securities and Futures Act, Chapter 289 of Singapore, or any other legal or regulatory requirements, have been complied with. The Authority has not, in any way, considered the merits of the Rights Shares (as defined herein) being offered, or in respect of which an invitation is made, for investment.

Approval in-principle has been obtained from the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the listing and quotation of the Rights Shares on the Mainboard of the SGX-ST, subject to certain conditions. The Rights Shares will be admitted to the Official List of the SGX-ST and official quotation is expected to commence after all conditions imposed by the SGX-ST are satisfied, all certificates relating thereto have been issued and the notification letters from The Central Depository (Pte) Limited (“**CDP**”) have been despatched.

Approval in-principle granted by the SGX-ST for the listing and quotation of the Rights Shares on the Mainboard of the SGX-ST is not to be taken as an indication of the merits of the Rights Issue (as defined herein), the Rights Shares, the Nil-Paid Rights (as defined herein), Jardine Cycle & Carriage Limited (the “**Company**”) and/or its subsidiaries. The SGX-ST assumes no responsibility for the accuracy of any of the statements made, reports contained or opinions expressed in this Offer Information Statement.

**JARDINE CYCLE & CARRIAGE LIMITED**

(Incorporated in the Republic of Singapore on 15 February 1969)
(Company Registration Number: 196900092R)

RENOUNCEABLE UNDERWRITTEN RIGHTS ISSUE (THE “RIGHTS ISSUE”) OF 39,523,628 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (THE “RIGHTS SHARES”) AT THE ISSUE PRICE OF S\$26.00 FOR EACH RIGHTS SHARE, ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY NINE (9) EXISTING ORDINARY SHARES IN THE CAPITAL OF THE COMPANY HELD BY THE ENTITLED SHAREHOLDERS (AS DEFINED HEREIN) AS AT THE BOOKS CLOSURE DATE (AS DEFINED HEREIN). FRACTIONAL ENTITLEMENTS ARE TO BE DISREGARDED.

Joint Underwriters of the Rights Issue



Morgan Stanley

No Rights Shares shall be allotted or allocated on the basis of this Offer Information Statement later than six (6) months after the date of lodgement of this Offer Information Statement with the Authority. Your attention is drawn to the section “Risk Factors” of this Offer Information Statement which you should review carefully.

The AREs (as defined herein), the ARSs (as defined herein), the PALs (as defined herein), the Nil-Paid Rights and the Rights Shares have not been and will not be registered under the United States Securities Act of 1933 (the “Securities Act”) and may not be offered, sold or delivered within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Offers of the Nil-Paid Rights and the Rights Shares in the United States as part of the Rights Issue will be made only to a limited number of Eligible U.S. Shareholders (as defined herein) in transactions exempt from the registration requirements of the Securities Act, provided however that no offers or sales will be made to such a person unless they have first executed and delivered to the Company an Investor Representation Letter (as defined herein) confirming such person’s status as an Eligible U.S. Shareholder and setting forth certain restrictions and procedures regarding the Rights Shares, amongst other things. The Nil-Paid Rights and the Rights Shares are being offered outside the United States in accordance with the exemption from registration available under Regulation S under the Securities Act (“Regulation S”). There is no intention to register any portion of the Rights Issue or any securities described herein in the United States or to conduct a public offering of the AREs, the ARSs, the PALs, the Nil-Paid Rights and the Rights Shares in the United States.

IMPORTANT DATES AND TIMES

Last date and time for splitting	:	9 July 2015 at 5.00 p.m.
Last date and time for acceptance and payment	:	15 July 2015 at 5.00 p.m. (or 9.30 p.m. for Electronic Applications (as defined herein) through ATMs of Participating Banks (as defined herein))
Last date and time for renunciation and payment	:	15 July 2015 at 5.00 p.m.
Last date and time for excess application and payment	:	15 July 2015 at 5.00 p.m. (or 9.30 p.m. for Electronic Applications through ATMs of Participating Banks)