

COGENT HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

(Registration No. 200710813D)

ACQUISITION OF ENTIRE SHARE CAPITAL IN AN INDIRECT ASSOCIATE COMPANY

1. Introduction

The Board of Directors (“**Board**”) of Cogent Holdings Limited (the “**Company**”) together with its subsidiaries (collectively known as the “**Group**”) wishes to announce that SH Cogent Logistics Pte Ltd (“**SH Cogent**”), a wholly-owned subsidiary of the Company has entered into a sale and purchase agreement with Joint Win Container Logistics Ltd (“**JW**”), a company incorporated in the British Virgin Islands, to acquire the remaining 450,000 shares representing 50% of the equity interest (the “**Proposed Acquisition**”) in the capital of JWC Logistics Pte. Ltd. (“**JWC**”), a joint venture company incorporated in Singapore at the purchase consideration of S\$3,315.

2. Purchase Consideration and Rule 1010(3) of the Listing Manual

The purchase consideration of S\$3,315 has been arrived at after arms' length negotiations, on a “willing buyer and willing seller” basis after taking into account the mutually agreed net asset value of the Company as at 31 October 2013 and offset by a mutually agreed discount. The purchase consideration shall be payable in full by telegraphic transmission on the completion date, being 30 September 2014 or such other dates the parties may mutually agree in writing.

Upon completion of the Proposed Acquisition, JWC will become a wholly-owned subsidiary of SH Cogent.

The Proposed Acquisition will be funded through internal resources and is not expected to have any material impact on the Group's earnings per share or net tangible assets for the current financial year ending 31 December 2014.

3. Rule 1010(5) of the Listing Manual

Based on the unaudited financial statements of JWC as at 30 June 2014, the book value, net tangible assets (“**NTA**”) value and latest available open market value of JWC are as follows:

| | S\$ |
|------------------------------------|----------------|
| Book value | 27,114 |
| NTA value | 27,114 |
| Latest available open market value | Not Applicable |

4. Application of Rule 1005 of the Listing Manual

Rule 1005 provides that in determining whether a transaction falls within the category of Rule 1004, separate transactions completed within the last 12 months may be aggregated and treated as if they were one transaction.

As announced on 16 June 2014, the Company had entered into a share sale agreement with JW to acquire the remaining 50% equity interest in the capital of JW Cogent Logistics Sdn. Bhd. (“JWM”) (“**Acquisition of JWM**”).

All the relative figures computed on the basis of Rule 1006 in respect of the Proposed Acquisition together with the Acquisition of JWM would still be below 5% and as such the Proposed Acquisition would remain as a non-disclosable transaction under Rule 1008 of the Listing Manual.

5. Directors and Controlling Shareholder’ Interests in the Proposed Transactions

None of the directors or Controlling Shareholders (as defined in the Listing Manual) or their respective Associates (as defined in the Listing Manual) of the Company has any interest, direct or indirect, in the Proposed Acquisition, save for their respective shareholdings in the Company.

6. Responsibility Statement for Directors

The directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Acquisition, and the directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in the announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the announcement in its proper form and context.

On behalf of the Board

Tan Yeow Khoo
Executive Chairman and CEO

23 September 2014