

**WATERLOO INVESTMENT HOLDINGS LIMITED ANNOUNCES SHARE
OFFER AND THE PUBLICATION OF THE COMPANY'S ANNUAL REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016**

July 21, 2016 – Waterloo Investment Holdings Limited (the “Company”) (Bermuda Stock Exchange Ticker Symbol – ‘WIHL.BH’) announces the launching of its offer of 396,277,657 ordinary shares at US\$0.50 per share (the “New Ordinary Shares”) to Eligible Shareholders (the “Offer”).

The Offer allows Eligible Shareholders the opportunity to commit to subscribing for up to 396,277,657 New Ordinary Shares, with a minimum subscription of 10,000 New Ordinary Shares.

The Company expects that the Offer will raise US\$198,138,828.50 of additional capital in the Company before expenses. The proceeds of the Offer will be used to repay the amounts of principal and accrued interest outstanding under the Series 3 Loan Notes and Series 4 Loan Notes issued by the Company (the “Loan Notes”) and held by Daza Corporation as nominee for Lord Ashcroft KCMG PC (“Lord Ashcroft”), the principal shareholder of the Company.

Lord Ashcroft has confirmed to the Company that he or his nominees will be subscribing for the Basic Share Entitlements (as defined below) allocated under the Offer to him and the nominee shareholders who hold ordinary shares in the Company on his behalf.

Lord Ashcroft has also agreed with the Company that he or his nominees will subscribe for any New Ordinary Shares not taken up by other Eligible Shareholders pursuant to the Offer.

The Company considers that the repayment of the Loan Notes will significantly strengthen shareholder equity and substantially reduce the Company’s annual interest charges. The Company also considers that the repayment of the Loan Notes will give the Company the financial stability and flexibility to pursue suitable investments and development opportunities as and when they arise.

Subject to over subscription, the New Ordinary Shares shall be allocated in accordance with each Eligible Shareholder’s subscription. If valid applications under the Offer are received from Eligible Shareholders for more than the total number of New Ordinary Shares available, the New Ordinary Shares will be allocated to Eligible Shareholders; firstly in a manner to ensure that there is no dilution of their current percentage shareholding in the Company (the “Basic Share Entitlement”), and secondly, each application received for additional shares beyond this Basic Share Entitlement will be scaled down by the Company on a pro rata basis against the size of the total subscriptions for additional shares received from Eligible Shareholders.

“Eligible Shareholders” for the purposes of the Offer comprise of all holders of existing ordinary shares of the Company on the register of members of the Company as at 5.30 pm GMT time on July 18, 2016 (the “Record Date”) but excluding:

- (a) all shareholders with a registered address in an European Economic Area (“EEA”) State who hold less than 5,000 ordinary shares of the Company at the Record Date;
- (b) all shareholders with a registered address outside the EEA, the UK, Belize, BVI or Bermuda with a registered address in Canada, Australia, Japan or South Africa and any other jurisdiction where the making of the Offer would breach any applicable law or regulation;
- (c) any US Person (within the meaning ascribed in Rule 902 (k)(1) of Regulation S under the US Securities Act of 1993 (as amended) (“Securities Act”)) who holds less than 100,000 ordinary shares in the Company at the Record Date and who is not both an Accredited Investor (within the meaning ascribed to it in Rule 501(a) of Regulation D under the Securities Act) and a Qualified Purchaser (within the meaning ascribed to it in Section 2(a)(51) of the US Investment Company Act of 1940 (as amended)); and
- (d) any person who is unwilling or unable to give the warranties and representations set out in the personalised application form issued by the Company together with the Offer Document on which Eligible Shareholders may apply for New Ordinary Shares under the Offer.

A personalised application form and the Offer Document providing full details of the terms and conditions of the Offer on which Eligible Shareholders may apply for New Ordinary Shares under the Offer, is being dispatched to the Company’s Eligible Shareholders.

Prior to the launching of the Offer, the Company submitted a preliminary application to the BSX for the listing of the New Ordinary Shares. Pursuant to the BSX Regulations, the grant of such listing is required prior to the issuance of the New Ordinary Shares. The Company has received “approval in principle” from the BSX for the grant of a listing of the New Ordinary Shares on the date on which they are to be issued pursuant to the Offer.

The timetable for the Offer is as follows (with all references being to GMT time):

Event	Time and date
Record Date for the Offer	5.30 p.m. on 18 July 2016
Announcement of the Offer	21 July 2016
Ex-entitlement Date	21 July 2016
Posting of this document and Application Forms to Eligible Shareholders	21 July 2016
Latest time and date for submission of	4.00 p.m. on 15 August 2016

completed Application Forms and
payment in full by Eligible Shareholders

Announcement of results of the Offer 4.00 p.m. on 22 August 2016

Issue of the New Ordinary Shares 25 August 2016

Listing of the New Ordinary Shares on
the BSX 25 August 2016

Despatch of definitive share certificates
in respect of the New Ordinary Shares
where applicable by no later than 8 September 2016

The Company also announces the release of its Annual Report containing the audited consolidated financial statements for the Company as at and for the financial year ended March 31, 2016.

A copy of WIHL's Annual Report will be sent to all shareholders. A copy of the Annual Report can also be downloaded from the Company's website: <http://www.wihl.com> or can be obtained from the Company's Listing Sponsor, Estera Securities (Bermuda) Limited of Canon's Court, 22 Victoria Street, Hamilton, HM12, Bermuda

For further information please contact:

Mr. Abner Peralta, Company Secretary, Waterloo Investment Holdings Limited at wihlcosec@gmail.com or send an email to the Company via the Company's web-site <http://www.wihl.com>.