



## CENTURION CORPORATION LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No.: 198401088W)

If you are in doubt about its contents or the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional adviser immediately.

If you have sold all your issued and paid-up ordinary shares in the capital of Centurion Corporation Limited (the “**Company**”), you should immediately hand this Summary Sheet together with the Annual Report to the purchaser or transferee, or the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Summary Sheet.

### SUMMARY SHEET FOR RENEWAL OF SHARE PURCHASE MANDATE

#### (A) Shares Purchased in the Previous Twelve Months

Pursuant to the renewal of the share purchase mandate (the “**Share Purchase Mandate**”) obtained at the annual general meeting of the Company held on 29 April 2016 (“**2016 Share Purchase Mandate**”), the maximum number of ordinary issued shares (excluding treasury shares) in the capital of the Company (“**Shares**”) authorised for repurchase by the Company under the 2016 Share Purchase Mandate was 74,761,493 Shares.

For the period of 12 months prior to and including 17 March 2017 (the “**Latest Practicable Date**”), the Company has repurchased an aggregate of 7,650,500 Shares by way of market acquisitions (the “**Repurchased Shares**”). The particulars relating to such purchases are set out below:

Transaction Date	Number of Shares Purchased	Purchase Price per Share (S\$)	Highest Price per Share (S\$)	Lowest Price per Share (S\$)	Total Consideration Paid (S\$)
10/05/2016	6,700,000	0.365	–	–	2,449,686.69
27/05/2016	175,500	0.37	–	–	65,087.85
30/05/2016	40,000	0.37	–	–	14,849.14
31/05/2016	128,000	0.375	–	–	48,112.99
01/06/2016	7,000	0.375	–	–	2,668.92
06/06/2016	300,000	0.37467	–	–	112,665.59
14/06/2016	300,000	0.38	–	–	114,268.35
Total	7,650,500				2,807,339.53

The number of Repurchased Shares represented 1.0233% of the Company’s issued Shares (excluding treasury shares) as at the date of the 2016 Share Purchase Mandate.

The Repurchased Shares are held as treasury shares.

As at the Latest Practicable Date, the number of issued Shares (excluding treasury shares) stood at 739,964,438 and the number of treasury shares held after Share purchases stood at 16,908,900.

### **(B) Renewal of the Share Purchase Mandate**

The Ordinary Resolution No. 9, if passed at the annual general meeting of the Company to be held on 26 April 2017 (the “**Annual General Meeting**”), will renew the Share Purchase Mandate approved by the shareholders of the Company from the date of the Annual General Meeting until the date that the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier.

### **(C) Rationale for the Share Purchase Mandate**

Short term speculation may at times cause the market price of the Company’s Shares to be depressed below the true value of the Company and the Group. The proposed Share Purchase Mandate will provide the Directors with the means to restore investors’ confidence and to protect existing shareholders’ investments in the Company in a depressed share-price situation through judicious Share purchases to enhance the earnings per Share and/or the net asset value per Share. The Share purchases will enhance the net asset value per Share if the Share purchases are made at a price below the net asset value per Share.

The proposed Share Purchase Mandate will also provide the Company with an expedient and cost-effective mechanism to facilitate the return of surplus cash reserves to the shareholders, as and when the Directors are of the view that this would be in the best interests of the Company and the shareholders.

The Directors will only make a Share purchase as and when the circumstances permit and only if the Directors are of the view that such purchases are in the best interests of the Company and the shareholders. The Directors will decide whether to purchase Shares only after taking into account, among other things, the market conditions at such time, the Company’s financial condition and whether such purchases will cause the Company to become insolvent (i.e. the Company is unable to pay its debts as they become due in the ordinary course of business, or the value of the Company’s assets is less than the value of its liabilities including contingent liabilities), and whether such purchases represent the most efficient and cost-effective approach to enhance Share value. Share purchases will only be made if the Directors believe that such purchases are likely to benefit the Company and increase economic value for shareholders.

The Directors will ensure that the Share purchases will not have any effect on the listing of the Company’s securities including the Shares listed on the SGX-ST. Rule 723 of the listing manual of the SGX-ST (the “**Listing Manual**”) requires at least ten per cent. (10%) of the total number of issued Shares excluding treasury shares (excluding preference shares and convertible equity securities) in a class that is listed is at all times held by the public. The Directors shall safeguard the interests of public shareholders before undertaking any Share purchases. Before exercising the Share Purchase Mandate, the Directors shall at all times take due cognisance of (a) the then shareholding spread of the Company in respect of the number of Shares held by substantial shareholders and by non-substantial shareholders and (b) the volume of trading on the SGX-ST in respect of the Shares immediately before the exercise of any Share purchase.

Currently, 216,275,908 Shares (29.228%) of a total of 739,964,438 issued Shares (excluding treasury shares) are held by public shareholders. The Company is of the view that there is a sufficient number of shares in issue held by public shareholders which would permit the Company to undertake Share purchases of up to ten per cent. (10%) of its issued Shares (excluding treasury shares) without affecting the listing status of the Shares on the SGX-ST. The Company will ensure that the Share purchases will not cause market illiquidity or affect orderly trade.

#### **(D) Financial Impact of the Proposed Share Purchases**

1. The purchased Shares shall be deemed to be cancelled immediately on purchase or acquisition, unless such Shares are held by the Company in treasury. Any Share Purchase will:
  - (i) reduce the amount of the Company's share capital where the Shares were purchased or acquired out of the capital of the Company;
  - (ii) reduce the amount of the Company's retained profits where the Shares were purchased or acquired out of the profits of the Company; or
  - (iii) reduce the amount of the Company's share capital and profits proportionately where the Shares were purchased or acquired out of both the capital and the profits of the Company;

by the total amount of the purchase price paid by the Company for the Shares cancelled, which shall include any expenses (including brokerage or commission) incurred directly in such purchase or acquisition of Shares.
2. The financial effects on the Company and the Group arising from the proposed purchases of the Company's Shares which may be made pursuant to the proposed Share Purchase Mandate will depend on, *inter alia*, the aggregate number of Shares purchased and the consideration paid at the relevant time.
3. Based on the existing issued Shares of the Company (excluding treasury shares), which is 739,964,438 Shares as at the Latest Practicable Date, not more than 73,996,443 Shares, representing not more than ten per cent. (10%) of the Shares in issue as at the date of the Annual General Meeting, may be purchased by the Company pursuant to the Share Purchase Mandate.
4. An illustration of the impact of Share purchases by the Company pursuant to the Share Purchase Mandate on the Group's and the Company's financial position is set out below based on the following assumptions:
  - (a) audited financial statements of the Group and the Company as at 31 December 2016;
  - (b) in full exercise of the Share Purchase Mandate, 73,996,443 Shares (representing ten per cent. (10%) of 739,964,438 issued Shares (excluding treasury shares) as at the Latest Practicable Date were purchased and assuming no further Shares are issued and no further Shares are held by the Company as treasury shares on or prior to the Annual General Meeting);
  - (c) assuming that the Company purchases or acquires at the maximum price, in the case of both market purchases and off-market purchases, of \$0.4169 for one share, which is five per cent. (5%) above the average closing prices of the Shares over the last five (5) market days preceding the Latest Practicable Date on which the transactions in Shares were recorded on the SGX-ST; and
  - (d) the maximum amount of funds required for the Share purchases in the aggregate is approximately \$30,849,000.

## A. Illustrative Financial Effects

For illustrative purposes only and on the basis of the assumptions set out in the above paragraph, the financial effects on the consolidated financial statements of the Group and the Company for the financial year ended 31 December 2016 based on a purchase or acquisition by the Company of up to ten per cent. (10%) of the total number of its issued Shares (excluding treasury shares) would have been as follows:

	<b>Group before Share purchase (\$'000)</b>	<b>Group after Share purchase (\$'000)</b>	<b>Company before Share purchase (\$'000)</b>	<b>Company after Share purchase (\$'000)</b>
<b>As at 31 December 2016</b>				
Shareholders' funds	392,598	361,749	210,299	179,450
Total equity	399,482	368,633	210,299	179,450
Current assets	103,834	72,985	43,434	12,585
Current liabilities <sup>(1)</sup>	97,615	97,615	11,865	11,865
Cash and cash equivalents	82,545	51,696	34,584	3,735
Borrowings	660,398	660,398	136,038	136,038
Number of Shares ('000), excluding treasury shares	739,964	665,968	739,964	665,968
<b>Financial Ratios</b>				
Net assets per Share excluding treasury shares (\$)	0.5306	0.5432	0.2842	0.2694
Net Gearing <sup>(2)</sup>	55%	59%	29%	42%
Current ratio <sup>(3)</sup>	1.06	0.75	3.66	1.06

### Notes:

- (1) The above computation assumes that the maximum number of Shares are purchased.
- (2) Net Gearing equals borrowings less cash and cash equivalents divided by total equity and borrowings.
- (3) Current ratio equals current assets divided by current liabilities.

5. Shareholders should note that the financial effects set out above are based on the audited financial statements of the Group and the Company for the financial year ended 31 December 2016 and are for illustration only. The results of the Group and the Company for the financial year ended 31 December 2016 may not be representative of future performance.
6. The Company intends to use internal sources of funds or borrowings or a combination of both to finance its purchases or acquisitions of the Shares pursuant to the Share Purchase Mandate. The Directors do not propose to exercise the Share Purchase Mandate in a manner and to such extent that the working capital requirements of the Group would be materially affected.

The Company will take into account both financial and non-financial factors, among other things, the market conditions at such time, the Company's financial condition, the performance of the Shares and whether such Share purchases would represent the most efficient and cost-effective approach to enhance the Share value. Share purchases will only be made if the Directors believe that such purchases are likely to benefit the Company and increase economic value for shareholders.

**(E) Takeover Implications under the Singapore Code on Takeovers and Mergers ("Takeover Code")**

1. Obligation To Make A Takeover Offer

Under Rule 14 of the Takeover Code ("**Rule 14**"), a shareholder and persons acting in concert with the shareholder will incur an obligation to make a mandatory takeover offer for the Company if, *inter alia*, he and persons acting in concert with him increase their voting rights in the Company to 30% or more or, if they, together holding between 30% and 50% of the Company's voting rights, increase their voting rights in the Company by more than 1% in any period of 6 months.

Appendix 2 to the Takeover Code contains the Share Buy-Back Guidance Note ("**Appendix 2**"). Pursuant to Appendix 2, an increase of a shareholder's proportionate interest in the voting rights of the Company resulting from a share buy-back by the Company will be treated as an acquisition for the purposes of Rule 14.

When a group acting in concert holds over 50% of the voting rights, no obligation would normally arise from acquisitions by any member of the group. However, the Securities Industry Council ("**SIC**") may, subject to various considerations as set out in Note 5 to Rule 14.1 of the Takeover Code, regard as giving rise to an obligation to make an offer any acquisition by a single member or sub-group of the group acting in concert of voting rights sufficient to increase his or its holding to 30% or more or, if he or it already holds between 30% and 50%, by more than 1% in any 6-month period.

Accordingly, a shareholder or a group of shareholders acting in concert could, depending on the level of increase in his or their interest in the Company, become obliged to make a mandatory offer in accordance with Rule 14 as a result of the Company's purchase of Shares.

## 2. Persons Acting In Concert

Under the Takeover Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company to obtain or consolidate effective control of that company.

Unless the contrary is established, the Takeover Code presumes, *inter alia*, the following individuals and companies to be persons acting in concert with each other:

- (a) a company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the above companies, and any company whose associated companies include any of the above companies. For this purpose, a company is an associated company of another company if the second company owns or controls at least 20% but not more than 50% of the voting rights of the first mentioned company;
- (b) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);
- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund in respect of the investment account which such person manages on a discretionary basis;
- (e) a financial or other professional adviser (including stockbroker), with its clients in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser and all the funds which the adviser manages on a discretionary basis, where the shareholding of the adviser and any of those funds in the client total ten per cent. (10%) or more of the client's equity share capital;
- (f) directors of a company, together with their close relatives, related trusts and companies controlled by any of them, which is subject to an offer where they have reason to believe a *bona fide* offer for their company may be imminent;
- (g) partners; and
- (h) an individual, his close relatives, his related trusts, and any person who is accustomed to act according to the instructions and companies controlled by any of the above.

### 3. Application of The Takeover Code

As at the Latest Practicable Date, the shareholding interests of shareholders with an interest of five per cent. (5%) or more (“**Substantial Shareholders**”) and Directors are as follows:

	<b>Direct Interest</b>	<b>%<sup>(1)</sup></b>	<b>Deemed Interest</b>	<b>%<sup>(1)</sup></b>	<b>Total Interest</b>	<b>%<sup>(1)</sup></b>
<b>Substantial Shareholders</b>						
Centurion Properties Pte Ltd <sup>(2)</sup>	388,869,206	52.552	10,000,000	1.351	398,869,206	53.903
Centurion Global Ltd <sup>(3)</sup>	–	–	398,869,206	53.903	398,869,206	53.903
Loh Kim Kang David <sup>(4)</sup>	14,553,900	1.967	398,869,206	53.903	413,423,106	55.871
Han Seng Juan <sup>(5)</sup>	3,672,000	0.496	406,094,206	54.880	409,766,206	55.376
Teo Peng Kwang <sup>(6)</sup>	56,357,664	7.616	–	–	56,357,664	7.616
Lian Beng Group Ltd <sup>(7)</sup>	19,000,000	2.568	19,000,000	2.568	38,000,000	5.135
Ong Sek Chong & Sons Pte Ltd <sup>(8)</sup>	–	–	38,000,000	5.135	38,000,000	5.135
<b>Directors</b>						
Wong Kok Hoe	–	–	–	–	–	–
Loh Kim Kang David <sup>(4)</sup>	14,553,900	1.967	398,869,206	53.903	413,423,106	55.871
Han Seng Juan <sup>(5)</sup>	3,672,000	0.496	406,094,206	54.880	409,766,206	55.376
Chandra Mohan s/o Rethnam	–	–	–	–	–	–
Gn Hiang Meng <sup>(9)</sup>	–	–	225,000	0.030	225,000	0.030
Owi Kek Hean	–	–	–	–	–	–

#### Notes:

- (1) Based on 739,964,438 issued ordinary shares (excluding treasury shares) as at the Latest Practicable Date.
- (2) 78,869,206 Shares of Centurion Properties Pte. Ltd. (“**Centurion Properties**”) are registered in the name of UOB Kay Hian Private Limited and 310,000,000 Shares of Centurion Properties are registered in the name of DB Nominees (S) Pte. Ltd. Centurion Properties is deemed to be interested in 10,000,000 Shares held by Thinkpac Limited (“**Thinkpac**”), its wholly-owned subsidiary.
- (3) Centurion Properties is a wholly-owned subsidiary of Centurion Global Ltd (“**Centurion Global**”) and Thinkpac is a wholly-owned subsidiary of Centurion Properties. Centurion Global is, therefore, deemed to be interested in 388,869,206 Shares held by Centurion Properties and 10,000,000 Shares held by Thinkpac.
- (4) Loh Kim Kang David (“**Mr Loh**”) holds a 50% shareholding interest in Centurion Global. Mr Loh is, therefore, deemed to be interested in 388,869,206 Shares held by Centurion Properties and 10,000,000 Shares held by Thinkpac. 10,053,900 Shares of Mr Loh are registered in the name of UOB Kay Hian Private Limited, 3,000,000 Shares of Mr Loh are registered in the name of CIMB Securities (S) Pte. Ltd. and 1,500,000 Shares of Mr Loh are registered in the name of Raffles Nominees (Pte.) Limited.
- (5) Han Seng Juan (“**Mr Han**”) holds a 50% shareholding interest in Centurion Global. Mr Han is, therefore, deemed to be interested in 388,869,206 Shares held by Centurion Properties and 10,000,000 Shares held by Thinkpac. Mr Han also has a deemed interest in 7,225,000 Shares held by his spouse, Kang Lee Cheng Susanna. 3,000,000 Shares of Mr Han are registered in the name of Citibank Nominees Singapore Pte. Ltd.
- (6) 56,045,164 Shares of Teo Peng Kwang (“**Mr Teo**”) are registered in the name of DBS Nominees Pte Ltd, 87,500 Shares of Mr Teo are registered in the name of United Overseas Bank Nominees Pte Ltd, and 225,000 Shares of Mr Teo are registered in the name of DBS Vickers Securities (S) Pte Ltd.
- (7) 19,000,000 Shares of Lian Beng Group Ltd (“**Lian Beng**”) are registered in the name of DBS Nominees Pte Ltd.
- (8) Ong Sek Chong & Sons Pte Ltd is a controlling shareholder holding 28.6% shareholding interest in Lian Beng and is, therefore, deemed to be interested in 38,000,000 Shares held by Lian Beng.
- (9) Gn Hiang Meng is deemed interested in 225,000 Shares held by his spouse.

As at the Latest Practicable Date, the Company's total issued share capital comprised 739,964,438 Shares and Centurion Properties Pte Ltd ("**Centurion Properties**"), together with its concert parties (including Thinkpac Limited ("**Thinkpac**"), Loh Kim Kang David ("**LKK**") and Han Seng Juan ("**HSJ**") (collectively, the "**Concert Party Group**"), hold an aggregate of 424,320,106 Shares, representing approximately 57.34% of the total number of issued Shares (excluding treasury shares) of the Company. Centurion Properties holds an interest of 388,869,206 Shares representing 52.552%, Thinkpac holds an interest of 10,000,000 Shares representing 1.351%, LKK holds a direct interest of 14,553,900 Shares representing 1.967% and HSJ holds a direct interest of 3,672,000 Shares representing 0.496% and a deemed interest of 7,225,000 Shares (held by his spouse) representing 0.976% respectively of the total number of issued share (excluding treasury shares) of the Company. Centurion Properties is a wholly-owned subsidiary of Centurion Global Ltd. Thinkpac is a wholly-owned subsidiary of Centurion Properties.

Since the Concert Party Group already has an aggregate shareholding interests of more than 50% in the Company as at the Latest Practicable Date and are acting in concert with each other, any increase in their shareholdings in the event the Company purchases the Shares pursuant to the Share Purchase Mandate will not require them to make a general offer under Rule 14.

**Shareholders who are in doubt as to their obligations, if any, to make a mandatory takeover offer under the Takeover Code as a result of the Share buy-backs by the Company are advised to consult their professional advisers and/or the SIC and/or other relevant authorities at the earliest opportunity.**

**(F) Miscellaneous**

Share purchases will be made in accordance with the "Guidelines on Share Purchases" as set out in Section (G) of this Summary Sheet.

**(G) Guidelines on Share Purchases**

1. Shareholders' Approval

- (a) Repurchases of Shares by the Company must be approved in advance by the shareholders at a general meeting of the Company, by way of a general mandate.
- (b) A general mandate authorising the repurchase of Shares by the Company representing up to ten per cent. (10%) of the Company's issued Shares (excluding treasury shares) will expire on the earlier of:-
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held;
  - (iii) the time when this mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; or
  - (iv) the date on which the purchases or acquisitions of Shares by the Company have been carried out to the full extent mandated.
- (c) The authority conferred on the Directors by the Share Purchase Mandate to repurchase Shares shall be renewed at the next annual general meeting of the Company.

- (d) When seeking shareholders' approval for the renewal of the Share Purchase Mandate, the Company shall disclose details pertaining to the purchases of Shares made during the previous 12 months (whether market acquisitions or off-market acquisitions in accordance with an equal access scheme), including the total number of Shares purchased, the purchase price per Share or the highest and lowest price for such purchases of Shares, where relevant, and the total consideration paid for such purchases.

## 2. Mode of Purchase

Purchases or acquisitions of Shares may be made by way of:

- (a) an on-market purchase ("**Market Purchase**"), transacted on the SGX-ST through the ready market, through one or more duly licensed stock brokers appointed by the Company for the purpose; and/or
- (b) an off-market purchase ("**Off-Market Purchase**") effected pursuant to an equal access scheme.

The Directors may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the Listing Manual, the Companies Act, Chapter 50 of Singapore (the "**Companies Act**") and the Constitution of the Company ("Constitution") as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes.

## 3. Source of Funds

The Company may only apply funds legally available for the purchase or acquisition of the Shares as provided in the Constitution and in accordance with the applicable laws in Singapore. The Company may not purchase or acquire its Shares for a consideration other than in cash or, in the case of a Market Purchase, for settlement otherwise than in accordance with the trading rules of the SGX-ST.

A payment made by the Company in consideration of the purchase or acquisition of its own Shares may be made out of the Company's capital or profits so long as the Company is solvent (as defined in Section 76F(4) of the Companies Act).

The Company intends to use internal sources of funds or borrowings or a combination of both to finance the Company's purchase or acquisition of the Shares pursuant to the Share Purchase Mandate. In purchasing or acquiring Shares pursuant to the Share Purchase Mandate, the Directors will principally consider the availability of internal resources. In addition, the Directors will also consider the availability of external financing. However, in considering the option of external financing, the Directors will consider particularly the prevailing gearing level of the Group. The Directors will only make purchases or acquisitions pursuant to the Share Purchase Mandate in circumstances which they believe will not result in any material adverse effect to the financial position of the Company or the Group.

## 4. Trading Restrictions

The number of Shares which can be repurchased pursuant to the Share Purchase Mandate is such number of Shares which represents up to a maximum of ten per cent. (10%) of the issued Shares (excluding treasury shares) of the Company as at date of approval of the renewal of the Share Purchase Mandate, unless the Company has effected a reduction of the issued share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the relevant period, in which event the total number of issued Shares of the Company shall be taken to be the total number of the issued Shares of the Company as altered excluding any treasury shares that may be held by the Company from time to time. For the purposes of calculating the percentage of issued Shares above, any of the Shares which are held as treasury shares will be disregarded.

## 5. Purchase Price

The purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) to be paid for a Share will be determined by a committee of Directors constituted for the purposes of effecting purchases or acquisitions of Shares by the Company under the Share Purchase Mandate. However, the purchase price to be paid for the Shares pursuant to the purchases or acquisitions of the Shares must not exceed:

- (a) in the case of a Market Purchase, 105% of the Average Closing Price (as defined below); and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price (as defined below),

(the “**Maximum Price**”) in either case, excluding related expenses of the purchase or acquisition.

For the purposes of determining the Maximum Price:

“**Average Closing Price**” means the average of the closing market prices of a Share for the five (5) consecutive Market Days, on which the Shares were transacted on the SGX-ST, before the day on which the purchase or acquisition of Shares was made, or as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted in accordance with the listing rules of the SGX-ST for any corporate action that occurs after the relevant five (5) Market Days period.

“**Day of the making of the offer**” means the day on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

## 6. Off-Market Purchases

- (a) For purchases of Shares made by way of an Off-Market Purchase, the Company shall issue an offer document to all shareholders. The offer document shall contain, *inter alia*, the following information:
  - (i) the terms and conditions of the offer;
  - (ii) the period and procedures for acceptances;
  - (iii) the reasons for the proposed Share purchase;
  - (iv) the consequences, if any, of Share purchase by the Company that will arise under the Takeover Code or any other applicable take-over rules;
  - (v) whether the share purchase, if made, would have any effect on the listing of the Company’s securities on the SGX-ST; and
  - (vi) details of any share purchase made by the Company in the previous 12 months whether through Market Purchases or Off-Market Purchases, including the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such purchases of Shares, where relevant, and the total consideration paid for such purchases.

- (b) All Offeree Shareholders shall be given a reasonable opportunity to accept any offer made by the Company to purchase their Shares under the Share Purchase Mandate.
- (c) The Company may offer to repurchase Shares from time to time under the Share Purchase Mandate subject to the requirement that the terms of any offer to repurchase Shares by the Company shall be *pari passu* in respect of all Offeree Shareholders save under the following circumstances:
  - (i) where there are differences in consideration attributable to the fact that an offer relates to Shares with different dividend entitlements;
  - (ii) where there are differences in consideration attributable to the fact that an offer relates to Shares with different amounts remaining unpaid; and
  - (iii) where there are differences in an offer introduced solely to ensure that every shareholder is left with a whole number of Shares in board lots of 100 Shares after the Share purchases, in the event there are Offeree Shareholders holding odd numbers of Shares.

#### 7. Status of Purchased Shares

Any Shares purchased or acquired pursuant to the Share Purchase Mandate will be dealt with in such manner as may be permitted by the Companies Act.

Under the Companies Act, any Share purchased or acquired by the Company shall be deemed to be cancelled immediately on purchase or acquisition (and all rights and privileges attached to that Share shall expire on cancellation), unless such Share is held by the Company in treasury in accordance with Sections 76H to 76K of the Companies Act.

Any Share purchase will:

- (i) reduce the amount of the Company's share capital where the Shares were purchased or acquired out of the capital of the Company;
- (ii) reduce the amount of the Company's retained profits where the Shares were purchased or acquired out of the profits of the Company; or
- (iii) reduce the amount of the Company's share capital and profits proportionately where the Shares were purchased or acquired out of both the capital and the profits of the Company;

by the total amount of the purchase price paid by the Company for the Shares cancelled, in such purchase or acquisition of Shares.

#### 8. Treasury Shares

Under the Companies Act, the Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act are summarised below:

##### (a) *Maximum Holdings*

The aggregate number of Shares held as treasury shares cannot at any time exceed ten per cent. (10%) of the total number of issued Shares.

(b) *Voting and Other Rights*

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. Also, a subdivision or consolidation of any treasury share into treasury shares of a greater or smaller amount is allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

(c) *Disposal and Cancellation*

Where Shares are held as treasury shares, the Company may at any time:

- (i) sell the treasury shares (or any of them) for cash;
- (ii) transfer the treasury shares (or any of them) for the purposes of or pursuant to any share scheme, whether for employees, Directors or other persons;
- (iii) transfer the treasury shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the treasury shares (or any of them); or
- (v) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

The Shares purchased or acquired under the Share Purchase Mandate will be held as treasury shares or cancelled by the Company taking into consideration the then prevailing circumstances and requirements of the Company at the relevant time.

9. Notification to Accounting and Corporate Regulatory Authority ("ACRA")

- (a) Within thirty (30) days of the passing of a shareholders' resolution to approve the Share Purchase Mandate, the Company shall lodge a copy of such resolution with ACRA.
- (b) The Company shall notify ACRA within thirty (30) days of a repurchase of Shares. Such notification shall include details of, *inter alia*, the date of the repurchase, the total number of Shares repurchased by the Company, the Company's total number of issued Shares/share capital before the repurchase and after the repurchase and the amount of consideration paid by the Company for the repurchase.
- (c) Within thirty (30) days of the cancellation or disposal of treasury shares in accordance with the provisions of the Companies Act, the Directors shall lodge with ACRA the notice of cancellation or disposal of treasury shares in the prescribed form as required by ACRA.

#### 10. Notification to the SGX-ST

For purchases of Shares made by way of an Off-Market Purchase, the Company shall notify the SGX-ST in respect of any acquisition or purchase of Shares in the relevant form prescribed by the SGX-ST from time to time, not later than 9.00 a.m. on the second trading day after the close of acceptances of an offer, or within such time period that may be prescribed by the SGX-ST from time to time.

For purchases of Shares made by way of a Market Purchase, the Company shall notify the SGX-ST in respect of any acquisition or purchase of Shares in the relevant form prescribed by the SGX-ST from time to time, not later than 9.00 a.m. on the trading day following the date of market acquisition by the Company, or within such time period that may be prescribed by the SGX-ST from time to time.

The notification of such purchase or acquisition of Shares to the SGX-ST shall be in such form and shall include such details that the SGX-ST may prescribe, in particular Rule 886(2) of the Listing Manual.

The Company, upon undertaking any sale, transfer, cancellation and/or use of treasury shares, will comply with Rule 704(28) of the Listing Manual, which provides that an issuer must make an immediate announcement thereof, stating the following:

- (a) date of the sale, transfer, cancellation and/or use;
- (b) purpose of such sale, transfer, cancellation and/or use;
- (c) number of treasury shares sold, transferred, cancelled and/or used;
- (d) number of treasury shares before and after such sale, transfer, cancellation and/or use;
- (e) percentage of the number of treasury shares against the total number of Shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and
- (f) value of the treasury shares if they are used for a sale or transfer, or cancelled.

#### 11. Suspension of Purchase

The Company will not undertake any repurchases of Shares prior to the announcement of any price-sensitive information by the Company, until such time as the price sensitive information has been publicly announced or disseminated in accordance with the requirements of the Listing Manual.

The Company will not effect any repurchases of Shares on the SGX-ST during the period commencing two weeks before the announcement of the Company's financial statements for each of the first three quarters of its financial year, or one month before the announcement of the Company's full year financial statements, as the case may be, and ending on the date of announcement of the relevant results.

#### **(H) Directors' Recommendation**

The Directors of the Company are of the opinion that the proposed renewal of the Share Purchase Mandate is in the best interests of the Company. Accordingly, the Directors of the Company recommend that shareholders vote in favour of Ordinary Resolution No. 9.

**(I) Directors' Responsibility Statement**

The Directors of the Company collectively and individually accept full responsibility for the accuracy of the information given in this Summary Sheet and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Summary Sheet constitutes full and true disclosure of all material facts about the proposed renewal of the Share Purchase Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Summary Sheet misleading. Where information in this Summary Sheet 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 this Summary Sheet in its proper form and context.

**(J) DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the Company at 45 Ubi Road 1 #05-01 Singapore 408696, during normal business hours from the date of this Summary Sheet up to and including the date of the Annual General Meeting:

- (a) the Constitution of the Company; and
- (b) the annual report of the Company for the financial year ended 31 December 2016.

**By order of the Board**

Wong Kok Hoe  
Non-Executive Chairman  
10 April 2017

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