

OFFER DOCUMENT DATED 28 JULY 2016

THIS OFFER DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt about the Offer (as defined herein) or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

CIMB Bank Berhad, Singapore Branch ("**CIMB**") is acting for and on behalf of Bevrian Pte. Ltd. (the "**Offeror**"), and does not purport to advise the shareholders (the "**Shareholders**") of Ellipsiz Ltd (the "**Company**") and/or any other person. In preparing its letter to Shareholders on behalf of the Offeror, CIMB has not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any Shareholder.

If you have sold or transferred all your issued and paid-up ordinary shares in the capital of the Company ("**Shares**") held through The Central Depository (Pte) Limited ("**CDP**"), you need not forward this Offer Document and the accompanying Form of Acceptance and Authorisation for Offer Shares ("**FAA**") to the purchaser or transferee as CDP will arrange for a separate Offer Document and FAA to be sent to the purchaser or transferee. If you have sold or transferred all your Shares which are not deposited with CDP, you should immediately hand this Offer Document and the accompanying Form of Acceptance and Transfer for Offer Shares ("**FAT**") to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee. However, such documents should not be forwarded or transmitted to any jurisdiction outside of Singapore.

The views of the directors of the Company who are considered independent for the purposes of the Offer and the independent financial adviser to such directors on the Offer will be made available to you by the Company within 14 days of the Despatch Date (as defined herein). You should consider their views before taking any action in relation to the Offer.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Offer Document.

MANDATORY CONDITIONAL CASH OFFER

By



CIMB BANK BERHAD (13491-P)

Singapore Branch
(Incorporated in Malaysia)

for and on behalf of

BEVRIAN PTE. LTD.

(Incorporated in Singapore)
(Co. Reg. No: 201502291H)

to acquire all of the issued and paid-up ordinary shares
in the capital of

ELLIPSIZ LTD

(Incorporated in Singapore)
(Co. Reg. No: 199408329R)

other than those already owned, controlled or agreed to be acquired by
Bevrian Pte. Ltd.

ACCEPTANCES SHOULD BE RECEIVED BY THE CLOSE OF THE OFFER AT 5.30 P.M. (SINGAPORE TIME) ON 25 AUGUST 2016 OR SUCH LATER DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE OFFEROR.

The procedures for acceptance of the Offer are set out in **Appendix 2** on pages 20 to 25 of this Offer Document, and in the accompanying FAA and/or FAT (as applicable).

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DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout this Offer Document, the FAA and the FAT:

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| “3Q2016 Results” | : | The unaudited consolidated financial statements of the Group for the third quarter ended 31 March 2016 which were released by the Company on SGXNET on 12 May 2016 |
| “Acceptance Forms” | : | The FAA and the FAT collectively or any one of them, as the case may be |
| “Acquisition” | : | Shall have the meaning ascribed to it in Section 1.1 of this Offer Document |
| “ACRA” | : | The Accounting and Corporate Regulatory Authority of Singapore |
| “Business Day” | : | A day (other than Saturday, Sunday or a public holiday) on which commercial banks are open for business in Singapore |
| “CDP” | : | The Central Depository (Pte) Limited |
| “CIMB” | : | CIMB Bank Berhad, Singapore Branch |
| “Closing Date” | : | 5.30 p.m. (Singapore time) on 25 August 2016 or such later date(s) as may be announced from time to time by or on behalf of the Offeror, being the last day for the lodgement of acceptances for the Offer |
| “Code” | : | The Singapore Code on Take-overs and Mergers |
| “Companies Act” | : | The Companies Act (Chapter 50) of Singapore |
| “Company” | : | Ellipsiz Ltd |
| “Company Securities” | : | (i) Shares; (ii) securities which carry voting rights in the Company; or (iii) Convertible Securities, Warrants, Options or Derivatives in respect of the Shares or securities which carry voting rights in the Company |
| “Convertible Securities” | : | Securities convertible or exchangeable into new shares or existing shares in the Company |
| “CPF” | : | Central Provident Fund |
| “CPF Agent Banks” | : | Agent banks included under the CPFIS |

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| “CPFIS” | : | Central Provident Fund Investment Scheme |
| “CPFIS Investors” | : | Investors who have purchased Shares using their CPF contributions pursuant to the CPFIS |
| “Date of Receipt” | : | The date of receipt of the FAA and/or the FAT by CDP or the Registrar (as the case may be) on behalf of the Offeror |
| “Derivative” | : | Includes any financial product whose value in whole or in part is determined directly or indirectly by reference to the price of an underlying security or securities, in this case, the Shares |
| “Despatch Date” | : | 28 July 2016, being the date of despatch of this Offer Document |
| “Distribution” | : | Shall have the meaning ascribed to it in Section 2.3(c) of this Offer Document |
| “Electronic Acceptance” | : | The SGX-SSH service provided by CDP as listed in Schedule 3 of the Terms and Conditions for User Services for Depository Agents |
| “Encumbrances” | : | Shall have the meaning ascribed to it in Section 2.3(b) of this Offer Document |
| “FAA” | : | Form of Acceptance and Authorisation for Offer Shares which forms part of this Offer Document and which is issued to Shareholders whose Offer Shares are deposited with CDP |
| “Facility Agreement” | : | The facility agreement dated 7 July 2016 entered into between the Offeror and CIMB to obtain financing for the purpose of the Offer |
| “FAT” | : | Form of Acceptance and Transfer for Offer Shares which forms part of this Offer Document and which is issued to Shareholders whose Shares are not deposited with CDP |
| “FP2015” | : | Financial period from 23 January 2015 (being the date of incorporation of the Offeror) to 31 December 2015 |
| “Free Float Requirement” | : | Shall have the meaning ascribed to it in Section 6.3(a) of this Offer Document |
| “FY2016 Results” | : | The unaudited consolidated financial statements of the Group for the financial year ended 30 June 2016 which are expected to be released by the Company on SGXNET on 2 August 2016 as stated in the Company’s announcement dated 15 July 2016 |
| “Group” | : | The Company and its subsidiaries |

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| “Last Trading Day” | : | 5 July 2016, being the last Market Day on which the Shares were traded on the SGX-ST prior to the Offer Announcement Date |
| “Latest Practicable Date” | : | 21 July 2016, being the latest practicable date prior to the printing of this Offer Document |
| “Listing Manual” | : | The listing manual of the SGX-ST |
| “Market Day” | : | A day on which the SGX-ST is open for trading of securities |
| “Minimum Acceptance Condition” | : | Shall have the meaning ascribed to it in Section 2.4 of this Offer Document |
| “Non-Assenting Shareholders” | : | Shall have the meaning ascribed to it in Section 6.2 of this Offer Document |
| “Offer” | : | The mandatory conditional cash offer by CIMB, for and on behalf of the Offeror, to acquire all the Offer Shares other than those already owned, controlled or agreed to be acquired by the Offeror, on the terms and subject to the conditions set out in this Offer Document, the FAA and the FAT, as such offer may be amended, extended and revised from time to time by or on behalf of the Offeror |
| “Offer Announcement” | : | The announcement in relation to the Offer released by CIMB, for and on behalf of the Offeror, on the Offer Announcement Date |
| “Offer Announcement Date” | : | 7 July 2016, being the date of the Offer Announcement |
| “Offer Document” | : | This document dated 28 July 2016 and any other document(s) which may be issued for and on behalf of the Offeror to amend, revise, supplement or update this document from time to time |
| “Offer Period” | : | The period commencing from the Offer Announcement Date until the date the Offer is declared to have closed or lapsed |
| “Offer Price” | : | S\$0.380 in cash for each Offer Share |
| “Offer Shares” | : | All the issued Shares to which the Offer relates, as more particularly described in Section 2.2 of this Offer Document |
| “Offeror” | : | Bevrian Pte. Ltd. |
| “Options” | : | Options to subscribe for or purchase new shares or existing shares in the Company |
| “Overseas Shareholder” | : | Shall have the meaning ascribed to it in Section 10 of this Offer Document |

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| “Reference Period” | : | The period commencing six (6) months prior to the Offer Announcement Date and ending on the Latest Practicable Date |
| “Register” | : | The register of holders of the Shares, as maintained by the Registrar |
| “Registrar” | : | M & C Services Private Limited, in its capacity as the share registrar of the Company |
| “Relevant Day” | : | Shall have the meaning ascribed to it in Paragraph 2.1 of Appendix 1 to this Offer Document |
| “Restricted Jurisdiction” | : | Shall have the meaning ascribed to it in Section 10 of this Offer Document |
| “S\$” | : | The lawful currency of the Republic of Singapore |
| “Securities Account” | : | A securities account maintained by a depositor with CDP but does not include a securities sub-account |
| “SFA” | : | The Securities and Futures Act (Chapter 289 of Singapore) |
| “SGX-ST” | : | Singapore Exchange Securities Trading Limited |
| “Shareholders” | : | Holders of Shares (including persons whose Shares are deposited with CDP or who have purchased Shares on the SGX-ST) |
| “Shares” | : | Issued and paid-up ordinary shares in the capital of the Company |
| “SIC” | : | Securities Industry Council of Singapore |
| “SRS” | : | Supplementary Retirement Scheme |
| “SRS Agent Banks” | : | Agent banks included under the SRS |
| “SRS Investors” | : | Investors who have purchased Shares using their SRS contributions pursuant to the SRS |
| “VWAP” | : | Volume weighted average price per Share as transacted on the SGX-ST |
| “Warrants” | : | Rights to subscribe for or purchase new shares or existing shares in the Company |
| “%” or “per cent.” | : | Per centum or percentage |

Acting in Concert. The expression “acting in concert” shall have the meaning ascribed to it in the Code.

Depositors and Depository Agents. The terms “depositor” and “depository agent” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

Gender. Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter gender and *vice versa*. References to persons shall, where applicable, include corporations.

Headings. The headings in this Offer Document are inserted for convenience only and shall be ignored in construing this Offer Document.

Rounding. Any discrepancies in figures included in this Offer Document between amounts shown and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Offer Document may not be arithmetic aggregations of the figures that precede them.

Shareholders. References to “you”, “your” and “yours” in this Offer Document are, as the context so determines, to Shareholders (including persons whose Shares are deposited with CDP or who have purchased Shares on the SGX-ST).

Statutes. Any reference in this Offer Document to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined in the Companies Act, the SFA, the Listing Manual or the Code or any modification thereof and used in this Offer Document shall, where applicable, have the meaning assigned to it under the Companies Act, the SFA, the Listing Manual or the Code, or any modification thereof, as the case may be, unless the context otherwise requires.

Time and Date. Any reference to a time of the day and date in this Offer Document shall be a reference to Singapore time and date, respectively, unless otherwise stated.

Total Number of issued Shares. Based on a search conducted at the ACRA, the Company has 167,128,185 Shares in issue and does not have any treasury shares as at the Latest Practicable Date. Based on publicly available information as at the Latest Practicable Date, the Group does not have any existing share option plan or performance share plan. Unless otherwise stated, references in this Offer Document to the total number of issued Shares are based on 167,128,185 Shares in issue as at the Latest Practicable Date.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

All statements other than statements of historical facts included in this Offer Document are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Offeror’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information as at the Latest Practicable Date. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results or outcomes may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and none of the Offeror or CIMB undertakes any obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.



CIMB BANK BERHAD (13491-P)
Singapore Branch
(Incorporated in Malaysia)

28 July 2016

To: The Shareholders of Ellipsiz Ltd

Dear Sir/Madam

MANDATORY CONDITIONAL CASH OFFER BY CIMB, FOR AND ON BEHALF OF THE OFFEROR, FOR THE OFFER SHARES

1. INTRODUCTION

1.1 The Acquisition. On 7 July 2016, CIMB announced, for and on behalf of the Offeror, that:

- (a) prior to 7 July 2016, the Offeror owned an aggregate of 49,051,330 Shares, representing approximately 29.35% of the total number of issued Shares;
- (b) the Offeror had, on 7 July 2016, acquired an aggregate of 7,932,000 additional Shares at S\$0.380 per Share (the "**Acquisition**");
- (c) as a result of the Acquisition, the Offeror owned, controlled or had agreed to acquire an aggregate of 56,983,330 Shares, representing approximately 34.10 per cent. of the total number of issued Shares; and
- (d) in accordance with Rule 14 of the Code, the Offeror is required to make a mandatory conditional cash offer for all the Shares other than those already owned, controlled or agreed to be acquired by the Offeror.

A copy of the Offer Announcement is available on the website of the SGX-ST at www.sgx.com.

1.2 Offer Document. This Offer Document contains the formal offer by CIMB, for and on behalf of the Offeror, to acquire all the Offer Shares. This Offer Document, together with the FAA and/or the FAT, has been despatched to Shareholders on the Despatch Date. Shareholders are urged to read this Offer Document carefully.

2. THE OFFER

2.1 Offer Terms. In accordance with Rule 14 of the Code and on the terms and subject to the conditions set out in this Offer Document, the FAA and the FAT, CIMB, for and on behalf of the Offeror, hereby makes the Offer to acquire all the Offer Shares on the following basis:

For each Offer Share: S\$0.380 in cash

2.2 Offer Shares. The Offer is for all the Shares not already owned, controlled or agreed to be acquired by the Offeror (the "**Offer Shares**") in accordance with Section 139 of the SFA and the Code.

For the avoidance of doubt, the Offer is extended, on the same terms and conditions, to all the Shares (if any) owned, controlled or agreed to be acquired by parties acting or presumed to be acting in concert with the Offeror. For the purpose of the Offer, the expression “**Offer Shares**” shall include such Shares.

2.3 No Encumbrances. The Offer Shares will be acquired:

- (a) fully paid;
- (b) free from all liens, equities, mortgages, charges, pledges, claims, encumbrances, rights of pre-emption and any other third party rights or interests of any nature whatsoever (“**Encumbrances**”); and
- (c) together with all rights, benefits, entitlements and advantages attached thereto as at the Offer Announcement Date and thereafter attaching thereto, including but not limited to all voting rights, the right to receive and retain all dividends, rights, other distributions and return of capital (“**Distribution**”) (if any) announced, declared, paid or made by the Company on or after the Offer Announcement Date.

If any Distribution is announced, declared, paid or made by the Company on or after the Offer Announcement Date to a Shareholder who accepts or has accepted the Offer, the Offeror reserves the right to reduce the Offer Price payable to such accepting Shareholder by the amount of such Distribution.

2.4 Minimum Acceptance Condition. The Offer is conditional upon the Offeror having received, by the Closing Date, valid acceptances (which have not been withdrawn) in respect of such number of Offer Shares which, when taken together with Shares owned, controlled or agreed to be acquired by the Offeror and parties acting or deemed to be acting in concert with the Offeror, will result in the Offeror and parties acting or deemed to be acting in concert with the Offeror holding such number of Shares carrying more than 50 per cent. of the total voting rights attributable to the issued Shares (excluding any Shares held in treasury) as at the Closing Date (the “**Minimum Acceptance Condition**”).

The Offer is unconditional in all other respects.

2.5 No Undertakings. As at the Latest Practicable Date, neither the Offeror nor any party acting in concert with the Offeror has received any irrevocable undertaking from any party (including any party acting in concert with the Offeror) to accept or reject the Offer.

2.6 Warranty. Acceptance of the Offer is deemed to constitute an unconditional and irrevocable warranty by the accepting Shareholder that each Offer Share tendered in acceptance of the Offer is sold by the accepting Shareholder as, or on behalf of, the beneficial owner(s) thereof and is:

- (a) fully paid;
- (b) free from all Encumbrances; and
- (c) together with all rights, benefits, entitlements and advantages attached thereto as at the Offer Announcement Date and thereafter attaching thereto, including but not limited to all voting rights, the right to receive and retain all Distribution (if any) announced, declared, paid or made by the Company, on or after the Offer Announcement Date.

2.7 Duration of the Offer

- (a) **First Closing Date.** The Offer is open for acceptance by Shareholders for at least 28 days from the date of posting of this Offer Document, unless the Offer is withdrawn with the consent of the SIC and every person released from any obligation incurred thereunder.

The Offer will close at 5.30 p.m. (Singapore time) on 25 August 2016 or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

- (b) **Offer to Remain Open for 14 Days after Being Declared Unconditional as to Acceptances.** Pursuant to Rule 22.6 of the Code, if the Offer becomes or is declared to be unconditional as to acceptances, the Offer will remain open for acceptance for not less than 14 days after the date on which it would otherwise have closed, in order to give those Shareholders who have not accepted the Offer the opportunity to do so. This requirement does not apply if, before the Offer becomes or is declared to be unconditional as to acceptances, the Offeror has given notice in writing to the Shareholders at least 14 days before the specified Closing Date that the Offer will not be open for acceptance beyond that date, provided that such notice may not be given, or if already given, shall not be capable of being enforced in a competitive situation. If a declaration that the Offer is unconditional as to acceptances is confirmed in accordance with **Paragraph 3.3 of Appendix 1** to this Offer Document, such 14-day period referred to in Rule 22.6 of the Code will run from the date of such confirmation (if given), or the date on which the Offer would otherwise have expired, whichever is later.
- (c) **Final Day Rule.** Pursuant to Rule 22.9 of the Code, the Offer (whether revised or not) will not be capable of becoming or being declared to be unconditional as to acceptances after 5.30 p.m. (Singapore time) on the 60th day after the date of posting of this Offer Document or of being kept open after the expiry of such period, unless it has previously become or been declared to be unconditional as to acceptances, except with the prior approval of the SIC. The SIC will consider granting such permission in circumstances, including but not limited to, where a competing offer has been announced.
- (d) **Revision.** The Offeror reserves the right to revise the terms of the Offer in accordance with the Code. Pursuant to Rule 20.1 of the Code, the Offer, if revised, will remain open for acceptance for a period of at least 14 days from the date of posting of the written notification of the revision to Shareholders. In any case, where the terms are revised, the benefit of the Offer (as so revised) will be made available to each of the Shareholders, including those who had previously accepted the Offer.
- (e) **Subsequent Closing Date.** Pursuant to Rule 22.4 of the Code, any announcement of an extension of the Offer will state the next closing date or if the Offer is unconditional as to acceptances, a statement may be made that the Offer will remain open until further notice. In the latter case, those Shareholders who have not accepted the Offer will be notified in writing at least 14 days before the Offer is closed. The Offeror is not obliged to extend the Offer if the Minimum Acceptance Condition is not fulfilled by the Closing Date.

2.8 Details of the Offer

Appendix 1 to this Offer Document sets out further details on: (a) the settlement of the consideration for the Offer; (b) the requirements relating to the announcement of the level of acceptances of the Offer; and (c) the right of withdrawal of acceptances of the Offer.

2.9 Procedures for Acceptance of the Offer

Appendix 2 to this Offer Document sets out the procedures for acceptance of the Offer.

3. DESCRIPTION OF THE OFFEROR

The Offeror is a company incorporated in Singapore on 23 January 2015 and its principal activity is that of an investment holding company. The registered address of the Offeror is at 14 Kung Chong Road, #08-01 Lum Chang Building, Singapore 159150.

As at the Latest Practicable Date, the Offeror has an issued and paid-up share capital of S\$1.00 comprising one (1) ordinary share held by Mr. David Lum Kok Seng. As at the Latest Practicable Date, the directors of the Offeror are Mr. David Lum Kok Seng, Mr. Kelvin Lum Wen-Sum and Mr. Adrian Lum Wen Hong. Mr. Kelvin Lum Wen-Sum and Mr. Adrian Lum Wen Hong are the sons of Mr. David Lum Kok Seng.

Appendix 3 to this Offer Document sets out additional information on the Offeror.

4. DESCRIPTION OF THE COMPANY

The Company is incorporated in Singapore and listed on the Mainboard of the SGX-ST.

The Group is a probe card and distribution and service solutions provider serving the semiconductor and electronics manufacturing industries. The Group's customers include global semiconductor companies such as integrated design manufacturers and foundries as well as the electronics contract manufacturers. The Group is headquartered in Singapore and has operations in China, France, India, Japan, Malaysia, Singapore, Taiwan, Thailand, United States of America and Vietnam.

As at the Latest Practicable Date, the Company has an issued and paid-up share capital of S\$89,588,161.50 comprising 167,128,185 Shares and does not have any treasury shares. As at the Latest Practicable Date, the Company does not have any outstanding options, rights, warrants or other instruments convertible into, exercisable for or redeemable with, any Shares.

As at the Latest Practicable Date, the directors of the Company are Mr. Chng Hee Kok (Chairman and Independent Director), Mr. Melvin Chan Wai Leong (Director and Chief Executive Officer), Mr. Kelvin Lum Wen-Sum (Executive Director), Ms. Ong Suat Lian (Director and Chief Financial Officer), Mr. Jeffrey Staszak (Lead Independent Director), Mr. Amos Leong Hong Kiat (Independent Director) and Mr. Clement Leow Wee Kia (Independent Director).

Appendix 4 to this Offer Document sets out additional information on the Company.

5. RATIONALE FOR THE OFFER

As at the Latest Practicable Date, the Offeror is the single largest Shareholder of the Company. As a result of the Acquisition, the Offeror is required to make the Offer in compliance with the requirements of the Code.

6. THE OFFEROR'S INTENTIONS IN RELATION TO THE COMPANY

6.1 Intention for the Company. It is the present intention of the Offeror that the Group continues with its existing business activities and that the Company maintains its listing status on the SGX-ST. The Offeror currently has no plans for (a) any major changes to the

business of the Company, (b) the redeployment of its core fixed assets, or (c) any material changes to the employment of the employees of the Company, in each case, other than in the ordinary course of business, following the Closing Date.

Nonetheless, the Offeror retains the flexibility at any time to consider any options in relation to the Group which may present themselves and which the Offeror may regard to be in the interests of the Group.

6.2 Compulsory Acquisition. Pursuant to Section 215(1) of the Companies Act, if the Offeror acquires not less than 90 per cent. of the total number of issued Shares as at the date of the Offer (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer and excluding treasury shares), the Offeror will be entitled to exercise the right to compulsorily acquire, at the Offer Price, all the Offer Shares held by Shareholders who have not accepted the Offer (the “**Non-Assenting Shareholders**”).

In such an event, the Offeror, depending on the outcome of its evaluation of options in connection with the listing of the Company on the SGX-ST (as described in **Section 6.3(b)** of this Offer Document), may also consider the option of exercising its right of compulsory acquisition pursuant to Section 215(1) of the Companies Act.

Non-Assenting Shareholders have the right under and subject to Section 215(3) of the Companies Act, to require the Offeror to acquire their Shares at the Offer Price in the event that the Offeror acquires such number of Shares which, together with the Shares held by the Offeror, its related corporations or their respective nominees, comprise 90 per cent. or more of the total number of issued Shares. Non-Assenting Shareholders who wish to exercise such right are advised to seek their own independent legal advice.

6.3 Listing Status.

(a) **Listing Status of the Company.** Pursuant to Rule 723 of the Listing Manual, the Company must ensure that at least 10 per cent. of the total number of issued Shares (excluding treasury shares) is at all times held by the public (the “**Free Float Requirement**”). Under Rule 1105 of the Listing Manual, in the event that the Offeror and parties acting in concert with the Offeror should, as a result of the Offer or otherwise, own or control more than 90 per cent. of the total number of issued Shares (excluding treasury shares), the SGX-ST may suspend the trading of the Shares on the SGX-ST until such time when the SGX-ST is satisfied that at least 10 per cent. of the total number of issued Shares (excluding treasury shares) are held by at least 500 shareholders of the Company who are members of the public. Rule 1303(1) of the Listing Manual also states that where the Offeror succeeds in garnering acceptances exceeding 90 per cent. of the total number of issued Shares (excluding treasury shares), thus causing the percentage of the total number of issued Shares (excluding treasury shares) held in public hands to fall below 10 per cent., the SGX-ST will suspend the trading of the Shares only at the close of the Offer.

In addition, under Rule 724(1) of the Listing Manual, if the Free Float Requirement is not complied with, the Company must, as soon as possible, announce that fact and the SGX-ST may suspend trading of all the Shares on the SGX-ST. Pursuant to Rule 724(2) of the Listing Manual, the SGX-ST may allow the Company a period of three (3) months, or such longer period as the SGX-ST may agree, to raise the percentage of Shares held by members of the public to at least 10 per cent., failing which the Company may be removed from the Official List of the SGX-ST.

- (b) **Intention of the Offeror.** It is the current intention of the Offeror to maintain the listing status of the Company on the SGX-ST following completion of the Offer. However, in the event the percentage of the total number of issued Shares (excluding treasury shares) held in public hands falls below 10 per cent. and the SGX-ST suspends trading of the Shares, the Offeror reserves the right to re-evaluate its position, including its right of compulsory acquisition (if applicable) under Section 215(1) of the Companies Act as described in **Section 6.2** of this Offer Document, taking into account, *inter alia*, the level of acceptances received by the Offeror and the prevailing market conditions at the relevant time. Accordingly, there is no assurance that the Offeror will take steps to preserve the listing status of the Company on the SGX-ST if the public float of the Company is less than 10 per cent..

7. FINANCIAL ASPECTS OF THE OFFER

Set out below is a comparison of the Offer Price against the historical traded prices of the Shares:

| | Benchmark Price⁽¹⁾ (S\$) | Premium over Benchmark Price (%) |
|--|--|---|
| Last traded price of the Shares on the Last Trading Day | 0.3600 | 5.6 |
| VWAP of the Shares on the SGX-ST for the one-month period immediately preceding and including the Last Trading Day | 0.3529 | 7.7 |
| VWAP of the Shares for the three-month period immediately preceding and including the Last Trading Day | 0.3468 | 9.6 |
| VWAP of the Shares for the six-month period immediately preceding and including the Last Trading Day | 0.3284 | 15.7 |
| VWAP of the Shares for the twelve-month period immediately preceding and including the Last Trading Day | 0.3349 | 13.5 |

Note:

(1) The historical traded prices are rounded to the nearest four (4) decimal places. The historical traded prices and the corresponding premium are computed based on data extracted from Bloomberg L.P..

8. DISCLOSURE OF HOLDINGS AND DEALINGS

8.1 Holdings and Dealings. Appendix 5 to this Offer Document sets out, based on responses to enquiries that the Offeror has made:

- (a) the number of Company Securities owned, controlled or agreed to be acquired by the Offeror and parties acting or deemed to be acting in concert with the Offeror as at the Latest Practicable Date; and
- (b) the dealings in the Company Securities by the Offeror and parties acting or deemed to be acting in concert with the Offeror during the Reference Period.

8.2 No Other Holdings and Dealings. Save as disclosed in this Offer Document, and based on responses to enquiries that the Offeror has made, as at the Latest Practicable Date, none of the Offeror and the parties acting or deemed to be acting in concert with the Offeror:

- (a) owns, controls or has agreed to acquire any Company Securities; or
- (b) has dealt for value in any Company Securities during the Reference Period.

8.3 Other Arrangements. Save as disclosed in this Offer Document, and based on responses to enquiries that the Offeror has made, as at the Latest Practicable Date, none of the Offeror and the parties acting or deemed to be acting in concert with the Offeror has:

- (a) granted any security interest relating to any Company Securities to another person, whether through a charge, pledge or otherwise;
- (b) borrowed any Company Securities from another person (excluding borrowed Company Securities which have been on-lent or sold); or
- (c) lent any Company Securities to another person.

The Offeror has entered into the Facility Agreement with CIMB to obtain financing for the purpose of the Offer. Pursuant to the terms of the Facility Agreement, the Offeror has granted a share charge over all existing Shares held by the Offeror as at the Offer Announcement Date and all Shares to be acquired by the Offeror pursuant to the Offer or otherwise during the period of the Offer in favour of CIMB as security under the Facility Agreement.

8.4 No Irrevocable Undertakings. As at the Latest Practicable Date, none of the Offeror and parties acting or deemed to be acting in concert with the Offeror has received any irrevocable commitment or undertakings from any party to accept or reject the Offer.

9. CONFIRMATION OF FINANCIAL RESOURCES

CIMB, as financial adviser to the Offeror in connection with the Offer, confirms that sufficient financial resources are available to the Offeror to satisfy the full acceptance of the Offer.

10. OVERSEAS SHAREHOLDERS

This Offer Document does not constitute an offer to sell or a solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this Offer Document in any jurisdiction in contravention of applicable law.

The release, publication or distribution of this Offer Document in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this Offer Document is released, published or distributed should inform themselves about and observe such restrictions.

Copies of this Offer Document and any other formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer would violate the law of that jurisdiction (a “**Restricted Jurisdiction**”) and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted

Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The Offer (unless otherwise determined by the Offeror and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction, and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

The availability of the Offer to Shareholders whose addresses are outside Singapore, as shown on the Register or, as the case may be, in the records of CDP (each, an “**Overseas Shareholder**”), may be affected by the laws of the relevant overseas jurisdictions in which they are located. Accordingly, Overseas Shareholders should inform themselves about and observe any applicable requirements in the relevant overseas jurisdictions.

For the avoidance of doubt, the Offer will be open to all Shareholders including those to whom the Offer Document and the FAAs and the FATs may not be sent.

It is the responsibility of Overseas Shareholders who wish to (a) request for this Offer Document, the FAA and/or the FAT and/or any related documents; and/or (b) accept the Offer, to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholders shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Offeror, its related corporations, CIMB, CDP, the Registrar and any person acting on their behalf shall be fully indemnified and held harmless by such Overseas Shareholders for any such taxes, imposts, duties or other requisite payments as the Offeror, its related corporations, CIMB, CDP, the Registrar and/or any person acting on its behalf may be required to pay. In (i) requesting for this Offer Document, the FAA and/or the FAT and any related documents; and/or (ii) accepting the Offer, each Overseas Shareholder represents and warrants to the Offeror and CIMB that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities or legal requirements.

Any Overseas Shareholder who is in any doubt about his position should consult his professional adviser in the relevant jurisdiction.

Where there are potential restrictions on sending this Offer Document and the FAA and/or FAT to any overseas jurisdiction, the Offeror and CIMB each reserves the right not to send these documents to Overseas Shareholders in such overseas jurisdictions. Subject to compliance with applicable laws, any affected Overseas Shareholder may, nonetheless, attend in person and obtain copies of this Offer Document, the FAAs and/or the FATs and any related documents, during normal business hours and up to the Closing Date, from the office of the Registrar, M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902.

Alternatively, an Overseas Shareholder may, subject to compliance with applicable laws, write to the Offeror c/o the Registrar at the above-stated address to request for this Offer Document, the FAA and/or the FAT and any related documents to be sent to an address in Singapore by ordinary post at the Overseas Shareholder’s own risk, up to five (5) Market Days prior to the Closing Date.

The Offeror and CIMB each reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Shareholders (including Overseas Shareholders) by announcement to the SGX-ST or notice and if necessary, paid advertisement in a daily newspaper published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder to receive or see such announcement, notice or advertisement.

11. GENERAL

11.1 Valid Acceptances. The Offeror and CIMB each reserves the right to treat acceptances of the Offer as valid if received by or on behalf of either of them at any place or places determined by them otherwise than as stated herein or in the FAA or the FAT, or if made otherwise than in accordance with the provisions herein and in the FAA and the FAT.

11.2 Information Pertaining to CPFIS Investors and SRS Investors. CPFIS Investors and SRS Investors will receive further information on how to accept the Offer from their respective CPF Agent Banks and SRS Agent Banks directly. CPFIS Investors and SRS Investors are advised to consult their respective CPF Agent Banks and SRS Agent Banks should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors and SRS Investors should seek independent professional advice. CPFIS Investors and SRS Investors who wish to accept the Offer are to reply to their respective CPF Agent Banks and SRS Agent Banks by the deadline stated in the letters from their respective CPF Agent Banks and SRS Agent Banks. Subject to the Offer becoming or being declared to be unconditional as to acceptances, CPFIS Investors and SRS Investors who accept the Offer will receive the Offer Price payable in respect of their Offer Shares in their CPF investment accounts and SRS accounts.

11.3 Governing Law and Jurisdiction. The Offer, this Offer Document, the FAAs and/or the FATs, all acceptances of the Offer, all contracts made pursuant thereto and all actions taken or deemed to be taken in connection with any of the foregoing shall be governed by, and construed in accordance with, the laws of Singapore and all accepting Shareholders agree, by accepting the Offer, to submit to the non-exclusive jurisdiction of the Singapore courts.

11.4 No Third Party Rights. A person who is not a party to any contracts made pursuant to the Offer, this Offer Document, the FAAs and/or the FATs has no rights under the Contracts (Rights of Third Parties) Act (Chapter 53B) of Singapore to enforce any term of such contracts. Notwithstanding any term herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

11.5 Accidental Omission. Any omission relating to the despatch of this Offer Document, the FAAs and/or the FATs, or any notice, advertisement or announcement required to be given under the terms of the Offer to, or any failure to receive the same by, any person to whom the Offer is made or should be made shall not invalidate the Offer in any way.

11.6 Independent Advice. CIMB is acting for and on behalf of the Offeror and does not purport to advise the Shareholders. In preparing its letter to the Shareholders on behalf of the Offeror, CIMB has not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any Shareholder.

The views of the directors of the Company who are considered independent for the purposes of the Offer and the independent financial adviser to such directors on the Offer will be made available by the Company to Shareholders within 14 days of the Despatch Date. Shareholders should consider their advice before taking any action in relation to the Offer.

11.7 General Information. Appendix 5 to this Offer Document sets out additional general information relating to the Offer. Your attention is drawn to all the Appendices which form part of this Offer Document.

12. RESPONSIBILITY STATEMENT

The directors of the Offeror (including any director who may have delegated detailed supervision of this Offer Document) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Offer Document are fair and accurate and that there are no material facts not contained in this Offer Document, the omission of which would make any statement in this Offer Document misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the directors of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Offer Document.

The directors of the Offeror jointly and severally accept full responsibility accordingly.

Yours faithfully,
CIMB BANK BERHAD, SINGAPORE BRANCH

For and on behalf of
BEVRIAN PTE. LTD.

APPENDIX 1 – DETAILS OF THE OFFER

1. SETTLEMENT

Subject to the Offer becoming or being declared to be unconditional in all respects in accordance with its terms and the receipt by the Offeror from accepting Shareholders of valid acceptances and all relevant documents required by the Offeror which are complete in all respects and in accordance with the instructions given in this Offer Document and in the FAA and/or the FAT (as the case may be) and in the case of a depositor, the receipt by the Offeror of confirmation satisfactory to it that the relevant number of Offer Shares tendered by the accepting Shareholders in acceptance of the Offer are standing to the credit of the “Free Balance” of their respective Securities Accounts at the relevant time(s), remittances for the appropriate amounts will be despatched, pursuant to Rule 30 of the Code, to the accepting Shareholders (or, in the case of Shareholders holding share certificate(s) which are not deposited with CDP, their designated agents, as they may direct) by means of a Singapore Dollar crossed cheque drawn on a bank in Singapore and sent by ordinary post to their respective addresses as they appear in the records of CDP or in the Register (as the case may be), at the risk of the accepting Shareholders (or in such manner as the accepting Shareholders may have agreed with CDP for payment of any cash distribution) as soon as practicable and in any case:

- (a) in respect of acceptances of the Offer which are complete and valid in all respects and are received **on or before** the date on which the Offer becomes or is declared to be unconditional in all respects in accordance with its terms, within seven (7) Business Days of that date; or
- (b) in respect of acceptances of the Offer which are complete and valid in all respects and are received **after** the Offer becomes or is declared to be unconditional in all respects in accordance with its terms, but before the Offer closes, within seven (7) Business Days of the date of such receipt.

2. ANNOUNCEMENTS

2.1 Pursuant to Rule 28.1 of the Code, by 8.00 a.m. (Singapore time) on the dealing day (the “**Relevant Day**”) immediately after the day on which the Offer is due to expire, or becomes or is declared unconditional as to acceptances, or is revised or extended (if applicable), the Offeror will announce and simultaneously inform the SGX-ST of the total number of Offer Shares (as nearly as practicable):

- (a) in respect of which valid acceptances of the Offer have been received;
- (b) held by the Offeror and any party acting in concert with it before the Offer Period; and
- (c) acquired or agreed to be acquired by the Offeror and any party acting in concert with it during the Offer Period,

and will specify the percentages of the issued share capital of the Company represented by such numbers.

2.2 Under Note 5 to Rule 28.1 of the Code, purchases made through the SGX-ST by the Offeror and parties acting in concert with it with no pre-agreement or collusion between the parties to such transactions or their agents, may be counted towards satisfying the Minimum Acceptance Condition. All other purchases by the Offeror and parties acting in concert with it (i.e. off market purchases) may only be counted when fully completed and settled.

- 2.3** Under Rule 28.2 of the Code, if the Offeror is unable, within the time limit, to comply with **Paragraph 2.1** of this **Appendix 1**, the SIC will consider requesting the SGX-ST to suspend dealings in the Shares until the relevant information is given.
- 2.4** In this Offer Document, references to the making of any announcement or the giving of notice by the Offeror include the release of an announcement by CIMB or advertising agents, for and on behalf of the Offeror, to the press or the delivery of or transmission by telephone or facsimile or through SGXNET or otherwise of an announcement to the SGX-ST. An announcement made otherwise than to the SGX-ST shall be notified simultaneously to the SGX-ST.
- 2.5** In computing the number of Offer Shares represented by acceptances, the Offeror will at the time of making an announcement take into account acceptances which are valid in all respects. Acceptances of the Offer will only be treated as valid for the purposes of the Minimum Acceptance Condition if the relevant requirements of Note 2 on Rule 28.1 of the Code are met.

3. RIGHT OF WITHDRAWAL

- 3.1** Except as expressly provided in this Offer Document and the Code, acceptances of the Offer shall be irrevocable.
- 3.2** If the Offer has become or been declared to be unconditional as to acceptances, but the Offeror fails to comply with any of the requirements of Rule 28.1 of the Code by 3.30 p.m. (Singapore time) on the Relevant Day, then immediately thereafter:
- (a) any Shareholder holding Offer Shares which are deposited with CDP and accepting the Offer will be entitled to withdraw his acceptance by written notice to Bevrian Pte. Ltd. c/o The Central Depository (Pte) Limited at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588; and
 - (b) any Shareholder holding Offer Shares which are not deposited with CDP and accepting the Offer will be entitled to withdraw his acceptance by written notice to Bevrian Pte. Ltd. c/o M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902,

such notice of withdrawal shall be effective only if signed by the accepting Shareholder or his agent duly appointed in writing and evidence of whose appointment is produced in a form satisfactory to the Offeror within the said notice and when actually received by the Offeror.

- 3.3** Subject to Rule 22.9 of the Code, this right of withdrawal may be terminated not less than eight (8) days after the Relevant Day by the Offeror confirming (if that be the case) that the Offer is still unconditional as to acceptances and complying with Rule 28.1 of the Code. For the purpose of the 14-day period referred to in Rule 22.6 of the Code (referred to in **Section 2.7(b)** of this Offer Document), such period will run from the date of such confirmation (if given), or the date on which the Offer would otherwise have expired, whichever is later.
- 3.4** A Shareholder who accepts the Offer will be entitled to withdraw his acceptance after 14 days from the first Closing Date, if the Offer has not by then become unconditional as to acceptances. Such entitlement to withdraw will be exercisable until the Offer becomes or is declared to be unconditional as to acceptances.
- 3.5** In a competitive situation, if one offer becomes unconditional as to acceptances, then Shareholders who have tendered their acceptances for the other offer can, if they wish, immediately withdraw their acceptances for such other offer.

APPENDIX 2 – PROCEDURES FOR ACCEPTANCE OF THE OFFER

1. DEPOSITORS

1.1 Depositors whose Securities Accounts are credited with Offer Shares. If you have Offer Shares standing to the credit of the “Free Balance” of your Securities Account, you should receive this Offer Document together with the FAA. If you do not receive the FAA, you may obtain a copy of such FAA, upon production of satisfactory evidence that you are a Shareholder, from CDP at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588.

Acceptance. If you wish to accept the Offer, you should:

- (a) complete the FAA in accordance with the provisions and instructions in this Offer Document and the FAA (which provisions and instructions shall be deemed to form part of the terms of the Offer). In particular, you must state in Part A of the FAA the number of Offer Shares in respect of which you wish to accept the Offer. If you:
 - (i) do not specify such number; or
 - (ii) specify a number which exceeds the number of Offer Shares standing to the credit of the “Free Balance” of your Securities Account as at 5.00 p.m. (Singapore time) on the date of receipt by CDP, on behalf of the Offeror, of the FAA (the “**Date of Receipt**”), or, in the case where the Date of Receipt is on the Closing Date, as at 5.30 p.m. (Singapore time) on the Closing Date (provided always that the Date of Receipt must fall on or before the Closing Date),

you shall be deemed to have accepted the Offer in respect of all the Offer Shares standing to the credit of the “Free Balance” of your Securities Account as at 5.00 p.m. (Singapore time) on the Date of Receipt or, in the case where the Date of Receipt is on the Closing Date, as at 5.30 p.m. (Singapore time) on the Closing Date;

- (b) sign the FAA in accordance with this Offer Document and the instructions printed on the FAA; and
- (c) deliver the completed and signed FAA in its entirety (no part may be detached or otherwise mutilated):
 - (i) **by hand**, to Bevrian Pte. Ltd. c/o The Central Depository (Pte) Limited, 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588; or
 - (ii) **by post**, in the enclosed pre-addressed envelope at your own risk, to Bevrian Pte. Ltd. c/o The Central Depository (Pte) Limited, Robinson Road Post Office, P.O. Box 1984, Singapore 903934,

in either case so as to arrive not later than 5.30 p.m. (Singapore time) on the Closing Date. If the completed and signed FAA is delivered by post to the Offeror, please use the enclosed pre-addressed envelope. It is your responsibility to affix adequate postage on the said envelope.

If you have sold or transferred all your Offer Shares held through CDP, you need not forward this Offer Document and the accompanying FAA to the purchaser or transferee, as CDP will arrange for a separate Offer Document and FAA to be sent to the purchaser or transferee.

If you are a depository agent, you may accept the Offer *via* Electronic Acceptance. CDP has been authorised by the Offeror to receive Electronic Acceptances on its behalf and such Electronic Acceptances must be submitted **not later than 5.30 p.m. (Singapore time) on the Closing Date**. Electronic Acceptances submitted will be deemed irrevocable and subject to each of the terms and conditions contained in the FAA and this Offer Document as if the FAA had been completed and delivered to CDP.

1.2 Depositors whose Securities Accounts will be credited with Offer Shares. If you have purchased Offer Shares on the SGX-ST and such Offer Shares are in the process of being credited to the “Free Balance” of your Securities Account, you should also receive this Offer Document together with the FAA. If you do not receive that FAA, you may obtain a copy, upon production of satisfactory evidence that you have purchased the Offer Shares on the SGX-ST, from CDP at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588.

Acceptance. If you wish to accept the Offer in respect of such Offer Shares, you should, **AFTER** the “Free Balance” of your Securities Account has been credited with such number of Offer Shares purchased:

- (a) complete and sign the FAA in accordance with this Offer Document and the instructions printed on the FAA; and
- (b) deliver the completed and signed FAA in its entirety (no part may be detached or otherwise mutilated):
 - (i) **by hand**, to Bevrian Pte. Ltd. c/o The Central Depository (Pte) Limited, 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588; or
 - (ii) **by post**, in the enclosed pre-addressed envelope at your own risk, to Bevrian Pte. Ltd. c/o The Central Depository (Pte) Limited, Robinson Road Post Office, P.O. Box 1984, Singapore 903934,

in either case so as to arrive not later than 5.30 p.m. (Singapore time) on the Closing Date. If the completed and signed FAA is delivered by post to the Offeror, please use the enclosed pre-addressed envelope. It is your responsibility to affix adequate postage on the said envelope.

1.3 Depositors whose Securities Accounts are and will be credited with Offer Shares. If you have Offer Shares credited to the “Free Balance” of your Securities Account, and have purchased additional Offer Shares on the SGX-ST which are in the process of being credited to the “Free Balance” of your Securities Account, you may accept the Offer in respect of the Offer Shares standing to the credit of the “Free Balance” of your Securities Account and may accept the Offer in respect of the additional Offer Shares purchased which are in the process of being credited to your Securities Account only **AFTER** the “Free Balance” of your Securities Account has been credited with such number of additional Offer Shares purchased. The provisions set out above shall apply *mutatis mutandis* to your acceptance of the Offer.

1.4 Rejection. If upon receipt by CDP, on behalf of the Offeror, of the FAA, it is established that such Offer Shares have not been credited to the “Free Balance” of your Securities Account (as, for example, where you are selling or have sold such Offer Shares), then your acceptance is liable to be rejected and none of CDP, CIMB and the Offeror (and, for the avoidance of doubt, any of the Offeror’s related corporations) accepts any responsibility or liability for such a rejection, including the consequences of such a rejection.

If you purchase Offer Shares on the SGX-ST during the Offer Period and on a date near to the Closing Date, your acceptance of the Offer in respect of such Offer Shares will be rejected if the “Free Balance” of your Securities Account is not credited with such Offer Shares by 5.00 p.m. (Singapore time) on the Date of Receipt or 5.30 p.m. (Singapore time) on the Closing Date (if the Date of Receipt is on the Closing Date). None of CDP, CIMB and the Offeror (and, for the avoidance of doubt, any of the Offeror’s related corporations) accepts any responsibility or liability for such a rejection, including the consequences of such a rejection.

1.5 Receipt. No acknowledgement of receipt will be given by CDP for submissions of the FAA made by hand or by post or deposited into boxes located at CDP’s premises. All communications, notices, documents and payments will be sent by ordinary post at your risk to your mailing address as it appears in the records of CDP. For reasons of confidentiality, CDP will not entertain telephone enquiries relating to the number of Offer Shares credited to your Securities Account. You can verify the number of Offer Shares credited to your Securities Account through: (a) CDP Online if you have registered for the CDP Internet Access Service or (b) CDP Phone Service if you have a T-PIN.

1.6 Suspense Account. Upon receipt by CDP, for and on behalf of the Offeror, of the duly completed and signed original of the FAA, CDP will take such measures as it may consider necessary and expedient to prevent any trading of the Offer Shares in respect of which you have accepted the Offer during the period commencing on the Date of Receipt and ending on the date of settlement of the consideration in the event the Offer becomes or is declared unconditional in all respects in accordance with its terms (including, without limitation, earmarking, blocking, and/or transferring the relevant number of such Offer Shares from the “Free Balance” of your Securities Account to a “Suspense Account”).

1.7 Return of Offer Shares. In the event the Offer does not become or is not declared unconditional in all respects in accordance with its terms, the relevant Offer Shares in respect of which you have accepted the Offer will be returned to the “Free Balance” of your Securities Account as soon as possible but, in any event, not later than 14 days from the lapse of the Offer.

1.8 Offer Conditional. In the event the Offer becomes or is declared unconditional in all respects in accordance with its terms, CDP will send you a notification letter stating the number of Offer Shares debited from your Securities Account together with payment of the consideration by means of a Singapore Dollar crossed cheque drawn on a bank in Singapore for the appropriate amount and sent by ordinary mail to your mailing address as recorded with CDP, or in such other manner as you may have agreed with CDP for the payment of any cash distribution, at your own risk.

1.9 No Securities Account. If you do not have any existing Securities Account in your own name at the time of acceptance of the Offer, your acceptance as contained in the FAA will be rejected.

2. SCRIP HOLDERS

2.1 Shareholders whose Offer Shares are not deposited with CDP. If you hold Offer Shares which are not deposited with CDP (“in scrip form”), you should receive this Offer Document together with the FAT. If you do not receive the FAT, you may obtain a copy of such FAT, upon production of satisfactory evidence that you are a Shareholder, from M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902.

Acceptance. If you wish to accept the Offer, you should:

- (a) complete the FAT in accordance with the provisions and instructions in this Offer Document and the FAT (which provisions and instructions shall be deemed to form part of the terms of the Offer). In particular, you must state in Part A of the FAT the number of Offer Shares in respect of which you wish to accept the Offer. If you:
 - (i) do not specify any number in Part A of the FAT; or
 - (ii) specify a number in Part A of the FAT which exceeds the number of Offer Shares represented by the attached share certificate(s) accompanying the FAT,you shall be deemed to have accepted the Offer in respect of all the Offer Shares represented by the share certificate(s) accompanying the FAT;
- (b) sign the FAT in accordance with this Offer Document and the instructions printed on the FAT; and
- (c) deliver:
 - (i) the completed and signed FAT in its entirety (no part may be detached or otherwise mutilated);
 - (ii) the share certificate(s), other document(s) of title and/or other relevant document(s) required by the Offeror relating to the Offer Shares in respect of which you wish to accept the Offer. If you are recorded in the Register as holding Offer Shares but do not have the relevant share certificate(s) relating to such Offer Shares, you, at your own risk, are required to procure the Company to issue such share certificate(s) in accordance with the Constitution of the Company and then deliver such share certificate(s) in accordance with the procedures set out in this Offer Document and the FAT; and
 - (iii) where such Offer Shares are not registered in your name, a transfer form, duly executed by the person in whose name such share certificate(s) is/are registered and stamped, with the particulars of transferee left blank (to be completed by the Offeror or a person authorised by it),

either **by hand**, to Bevrian Pte. Ltd. c/o M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902, or **by post**, in the enclosed pre-addressed envelope at your own risk, to Bevrian Pte. Ltd. c/o M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902, **in either case so as to arrive not later than 5.30 p.m. (Singapore time) on the Closing Date**. If the completed and signed FAT is delivered by post to the Offeror, please use the enclosed pre-addressed envelope. It is your responsibility to affix adequate postage on the said envelope.

2.2 Receipt. No acknowledgement of receipt of any FAT, share certificate(s), other document(s) of title, transfer form(s) or any other accompanying document(s) will be given by the Offeror, CIMB or the Registrar.

2.3 Return of Offer Shares. In the event that Offer does not become or is not declared unconditional in all respects in accordance with its terms, the FAT, share certificate(s) and/or any other accompanying document(s) will be returned to you as soon as possible but, in any event, not later than 14 days from the lapse of the Offer.

3. GENERAL

- 3.1 Disclaimer.** The Offeror, CIMB, CDP and/or the Registrar will be entitled, at their sole and absolute discretion, to reject or treat as valid any acceptance of the Offer through the FAA and/or the FAT, as the case may be, which is not entirely in order or which does not comply with the terms of this Offer Document and the relevant Acceptance Forms or which is otherwise incomplete, incorrect, signed but not in its originality, or invalid in any respect. If you wish to accept the Offer, it is your responsibility to ensure that the relevant Acceptance Forms are properly completed and executed in all respects and are submitted with original signature(s) and that all required documents (where applicable) are provided. Any decision to reject or treat as valid any acceptance will be final and binding and none of the Offeror (or, for the avoidance of doubt, any of the Offeror's related corporations), CIMB, CDP and/or the Registrar accepts any responsibility or liability for such a decision, including the consequences of such a decision.
- 3.2 Discretion.** The Offeror and CIMB each reserves the right to treat acceptances of the Offer as valid if received by or on behalf of either of them at any place or places determined by them otherwise than as stated in this Offer Document or in the relevant Acceptance Forms, or if made otherwise than in accordance with the provisions of this Offer Document and in the relevant Acceptance Forms. Any decision to reject or treat as valid any acceptance will be final and binding and none of the Offeror (or, for the avoidance of doubt, any of the Offeror's related corporations), CIMB, CDP and/or the Registrar accepts any responsibility or liability for such a decision, including the consequences of such a decision.
- 3.3 Scrip and Scripless Offer Shares.** If you hold some Offer Shares in scrip form and others with CDP, you should complete a FAT for the former and a FAA for the latter in accordance with the respective procedures set out in this **Appendix 2** and the relevant Acceptance Forms if you wish to accept the Offer in respect of all such Offer Shares.
- 3.4 Acceptances received on Saturday, Sunday or public holiday.** Acceptances in the form of the FAA and/or the FAT received by CDP and/or the Registrar, for and on behalf of the Offeror, on a Saturday, Sunday or public holiday will only be processed and validated on the next Business Day.
- 3.5 Deposit Time.** If you hold Offer Shares in scrip form, the Offer Shares may not be credited into your Securities Account with CDP in time for you to accept the Offer by way of the FAA if you were to deposit your share certificate(s) with CDP after the Despatch Date. If you wish to accept the Offer in respect of such Offer Shares held in scrip form, you should complete the FAT and follow the procedures set out in **Paragraph 2** of this **Appendix 2** and the FAT.
- 3.6 Correspondences.** All communications, certificates, notices, documents and remittances to be delivered or sent to you (or, in the case of scrip holders, your designated agent or, in the case of accepting joint Shareholders who have not designated any agent, to the one first named in the Register, as the case may be) will be sent by ordinary post to your mailing address appearing in the records of CDP or the Register, as the case may be, at the risk of the person(s) entitled thereto (or for the purposes of remittances only, to such address as may be specified by you in the FAT, at your own risk).
- 3.7 Evidence of Title.** Delivery of the duly completed and signed FAA and/or FAT, as the case may be, together with the relevant share certificate(s) and/or other documents of title and/or other relevant documents required by the Offeror, to the Offeror, CDP and/or the Registrar, as the case may be, shall be conclusive evidence in favour of the Offeror (or its nominee), CDP and/or the Registrar, as the case may be, of the right and title of the person(s) signing it to deal with the same and with the Offer Shares to which it relates.

- 3.8 Loss in Transmission.** The Offeror, CIMB, CDP or the Registrar, as the case may be, shall not be liable for any loss in transmission of the FAA, the FAT, and/or any other documents.
- 3.9 Acceptance Irrevocable.** Except as expressly provided in this Offer Document and the Code, acceptances of the Offer shall be irrevocable.

APPENDIX 3 – ADDITIONAL INFORMATION ON THE OFFEROR

1. DIRECTORS

The names, addresses and descriptions of the directors of the Offeror as at the Latest Practicable Date are as follows:

| Name | Address | Description |
|-------------------------|---|-------------|
| Mr. David Lum Kok Seng | 14 Kung Chong Road #08-01 Lum Chang Building Singapore 159150 | Director |
| Mr. Kelvin Lum Wen-Sum | 14 Kung Chong Road #08-01 Lum Chang Building Singapore 159150 | Director |
| Mr. Adrian Lum Wen Hong | 14 Kung Chong Road #08-01 Lum Chang Building Singapore 159150 | Director |

2. PRINCIPAL ACTIVITY AND SHARE CAPITAL

The Offeror is a company incorporated in Singapore on 23 January 2015 and its principal activity is that of an investment holding company. It has an issued and paid-up share capital of S\$1.00 comprising one (1) ordinary share held by Mr. David Lum Kok Seng.

3. SUMMARY OF FINANCIAL PERFORMANCE

A summary of the audited statement of comprehensive income of the Offeror for FP2015 is set out in the table below. The summary is extracted from, and should be read in conjunction with, the audited financial statements of the Offeror for FP2015 (a copy of which is enclosed in **Appendix 6** to this Offer Document).

| | Audited FP2015 (S\$) |
|---------------------------------|-------------------------------------|
| Revenue | |
| Dividend income | 523,728 |
| | 523,728 |
| Other income | |
| Gain on disposal of investments | 15,173 |
| Foreign exchange gain | 659,880 |
| Interest income | 37 |
| | 675,090 |
| Operating expenses | |
| Finance cost | (257) |
| Other operating expenses | (40,604) |
| | (40,861) |

| | Audited FP2015 (S\$) |
|--|-------------------------------------|
| Profit from operating activities before income tax expense | 1,157,957 |
| Income tax expense | — |
| Profit for the financial period | <u>1,157,957</u> |
| Other comprehensive income | |
| Net loss on available-for-sale financial assets | <u>(6,308,977)</u> |
| Other comprehensive expense for the financial period net of tax | <u>(6,308,977)</u> |
| Total comprehensive expense for the financial period | <u><u>(5,151,020)</u></u> |

4. SUMMARY OF FINANCIAL POSITION

A summary of the audited balance sheet of the Offeror as at 31 December 2015 is set out in the table below. The summary is extracted from, and should be read in conjunction with, the audited financial statements of the Offeror for FP2015 (a copy of which is enclosed in **Appendix 6** to this Offer Document).

| | Audited As at 31 December 2015 (S\$) |
|--|---|
| Assets | |
| Non-current assets | |
| Investments | 13,344,783 |
| Current assets | |
| Other receivable | 6,789,729 |
| Cash and cash equivalents | 396,270 |
| Net assets | <u>7,185,999</u> |
| Non-current liability | |
| Other payable | <u>(25,681,801)</u> |
| Net liability | <u><u>(5,151,019)</u></u> |
| Equity attributable to the owner of the Company | |
| Share capital | 1 |
| Retained earnings | 1,157,957 |
| Fair value adjustment reserve | <u>(6,308,977)</u> |
| | <u><u>(5,151,019)</u></u> |

5. MATERIAL CHANGES IN FINANCIAL POSITION

As at the Latest Practicable Date, save for the making and financing of the Offer, there has been no known material change in the financial position of the Offeror since 31 December 2015, being the date of the last audited financial statements of the Offeror.

6. SIGNIFICANT ACCOUNTING POLICIES

The audited financial statements of the Offeror for FP2015 have been prepared in accordance with the Companies Act and the Singapore Financial Reporting Standards. The significant accounting policies of the Offeror are set out in Note 2 to the audited financial statements of the Offeror for FP2015 (a copy of which is enclosed in **Appendix 6** to this Offer Document).

7. CHANGES IN ACCOUNTING POLICIES

As at the Latest Practicable Date, there has been no change in the accounting policies of the Offeror which will cause the figures set out in **Paragraphs 3 and 4** of this **Appendix 3** to be not comparable to a material extent.

8. REGISTERED OFFICE

The registered office of the Offeror is at 14 Kung Chong Road, #08-01 Lum Chang Building, Singapore 159150.

APPENDIX 4 – ADDITIONAL INFORMATION ON THE COMPANY

1. DIRECTORS

Based on publicly available information, the names, addresses and descriptions of the directors of the Company as at the Latest Practicable Date are as follows:

| Name | Address | Description |
|------------------------------|--|---|
| Mr. Chng Hee Kok | 54 Serangoon North Avenue 4 #05-02 Cyberhub North Singapore 555854 | Chairman and Independent Director |
| Mr. Melvin Chan Wai Leong | 54 Serangoon North Avenue 4 #05-02 Cyberhub North Singapore 555854 | Director and Chief Executive Officer |
| Mr. Kelvin Lum Wen- Sum | 54 Serangoon North Avenue 4 #05-02 Cyberhub North Singapore 555854 | Executive Director |
| Ms. Ong Suat Lian | 54 Serangoon North Avenue 4 #05-02 Cyberhub North Singapore 555854 | Director and Chief Financial Officer |
| Mr. Jeffrey Staszak | 54 Serangoon North Avenue 4 #05-02 Cyberhub North Singapore 555854 | Lead Independent Director |
| Mr. Amos Leong Hong Kiat | 54 Serangoon North Avenue 4 #05-02 Cyberhub North Singapore 555854 | Independent Director |
| Mr. Clement Leow Wee Kia | 54 Serangoon North Avenue 4 #05-02 Cyberhub North Singapore 555854 | Independent Director |

2. SHARE CAPITAL

As at the Latest Practicable Date, based on the Bizfile search extracted from the ACRA on the Latest Practicable Date, the Company has 167,128,185 Shares. The Company does not hold any treasury shares and does not have any other class of share capital as at the Latest Practicable Date.

3. MATERIAL CHANGES IN FINANCIAL POSITION

As at the Latest Practicable Date, save as disclosed in this Offer Document and save for information on the Company and the Group which is publicly available (including without limitation, the announcements released by the Company on the SGX-ST and the 3Q2016 Results) and save as may be announced by the Company from time to time (including without limitation, the FY2016 Results which are expected to be announced by the Company on 2 August 2016 as stated in the Company's announcement dated 15 July 2016), there has not been, within the knowledge of the Offeror, any material change in the financial position or prospects of the Group since 30 June 2015, being the date of the last audited balance sheet of the Company laid before Shareholders in general meeting.

The 3Q2016 Results are available, and the FY2016 Results are expected to be made available, on the website of SGX-ST at www.sgx.com.

4. REGISTERED OFFICE

The registered office of the Company is at 54 Serangoon North Avenue 4, #05-02 Cyberhub North, Singapore 555854.

APPENDIX 5 – ADDITIONAL GENERAL INFORMATION

1. HOLDINGS IN COMPANY SECURITIES

Based on responses to enquiries that the Offeror has made, as at the Latest Practicable Date, save as disclosed below, none of the Offeror, its directors, or any of the parties acting or deemed to be acting in concert with the Offeror owns, controls or has agreed to acquire any Company Securities:

| Name | No. of Shares | | | |
|--|-----------------|---------------------|---------------------------|-------|
| | Direct Interest | | Deemed Interest | |
| | No. of Shares | % | No. of Shares | % |
| Offeror | – | – | 56,983,330 ⁽¹⁾ | 34.10 |
| Mr. David Lum Kok Seng ⁽²⁾ | – | – | 56,983,330 ⁽¹⁾ | 34.10 |
| CIMB Securities (Singapore) Pte Ltd ⁽³⁾ | 80 | n.m. ⁽⁴⁾ | – | – |

Notes:

- (1) These Shares are held by the Offeror through CIMB Securities (Singapore) Pte Ltd (acting as depository agent).
- (2) Mr. David Lum Kok Seng is the sole shareholder of the Offeror and is deemed to have an interest in all the Shares held by the Offeror by virtue of Section 4 of the SFA.
- (3) CIMB Securities (Singapore) Pte Ltd is a related corporation of CIMB.
- (4) n.m. denotes not meaningful.

2. DEALINGS IN COMPANY SECURITIES

Based on responses to enquiries that the Offeror has made, as at the Latest Practicable Date, save as disclosed below, none of the Offeror, its directors or any of the parties acting or deemed to be acting in concert with the Offeror has dealt for value in the Company Securities during the Reference Period.

| Name | Date | No. of Shares Acquired | No. of Shares Sold | Transaction Price per Share (S\$) |
|---------|-----------------|------------------------|--------------------|-----------------------------------|
| Offeror | 7 January 2016 | 400,000 | – | 0.300 |
| | 8 January 2016 | 79,500 | – | 0.300 |
| | 8 January 2016 | 11,800 | – | 0.290 |
| | 11 January 2016 | 101,000 | – | 0.295 |
| | 11 January 2016 | 55,000 | – | 0.290 |
| | 12 January 2016 | 200,000 | – | 0.295 |
| | 12 January 2016 | 88,400 | – | 0.290 |
| | 13 January 2016 | 256,200 | – | 0.295 |
| | 13 January 2016 | 9,700 | – | 0.290 |
| | 14 January 2016 | 50,000 | – | 0.290 |
| | 15 January 2016 | 22,500 | – | 0.280 |
| | 18 January 2016 | 141,700 | – | 0.280 |

| Name | Date | No. of Shares Acquired | No. of Shares Sold | Transaction Price per Share (S\$) |
|--------------|------------------|-------------------------------|---------------------------|--|
| Offeror | 19 January 2016 | 72,000 | – | 0.290 |
| | 20 January 2016 | 251,300 | – | 0.290 |
| | 20 January 2016 | 15,800 | – | 0.285 |
| | 21 January 2016 | 114,000 | – | 0.290 |
| | 21 January 2016 | 199,000 | – | 0.285 |
| | 22 January 2016 | 100,500 | – | 0.295 |
| | 22 January 2016 | 100,000 | – | 0.290 |
| | 22 January 2016 | 15,200 | – | 0.285 |
| | 26 January 2016 | 118,500 | – | 0.285 |
| | 27 January 2016 | 100 | – | 0.295 |
| | 27 January 2016 | 198,800 | – | 0.290 |
| | 27 January 2016 | 1,600 | – | 0.285 |
| | 29 January 2016 | 96,100 | – | 0.285 |
| | 1 February 2016 | 150,000 | – | 0.290 |
| | 1 February 2016 | 300 | – | 0.285 |
| | 2 February 2016 | 120,000 | – | 0.285 |
| | 3 February 2016 | 13,000 | – | 0.285 |
| | 4 February 2016 | 54,000 | – | 0.290 |
| | 5 February 2016 | 107,600 | – | 0.290 |
| | 10 February 2016 | 151,900 | – | 0.300 |
| | 10 February 2016 | 150,700 | – | 0.295 |
| | 10 February 2016 | 160,100 | – | 0.290 |
| | 10 February 2016 | 1,900 | – | 0.285 |
| | 12 February 2016 | 123,600 | – | 0.290 |
| | 15 February 2016 | 100,000 | – | 0.300 |
| | 15 February 2016 | 83,500 | – | 0.295 |
| | 17 February 2016 | 107,800 | – | 0.300 |
| | 17 February 2016 | 37,700 | – | 0.295 |
| | 19 February 2016 | 28,700 | – | 0.300 |
| | 19 February 2016 | 223,300 | – | 0.295 |
| | 22 February 2016 | 87,600 | – | 0.300 |
| | 23 June 2016 | 64,800 | – | 0.350 |
| | 23 June 2016 | 15,200 | – | 0.345 |
| 24 June 2016 | 212,500 | – | 0.350 | |
| 24 June 2016 | 167,500 | – | 0.345 | |
| 27 June 2016 | 147,000 | – | 0.350 | |

| Name | Date | No. of Shares Acquired | No. of Shares Sold | Transaction Price per Share (S\$) |
|--|----------------------------|------------------------|--------------------|-----------------------------------|
| Offeror | 27 June 2016 | 9,000 | – | 0.345 |
| | 28 June 2016 | 280,000 | – | 0.350 |
| | 29 June 2016 | 315,000 | – | 0.355 |
| | 30 June 2016 | 4,300 | – | 0.355 |
| | 1 July 2016 | 20,000 | – | 0.355 |
| | 4 July 2016 | 93,700 | – | 0.360 |
| | 5 July 2016 | 30,000 | – | 0.360 |
| | 7 July 2016 ⁽¹⁾ | 7,932,000 | – | 0.380 |
| CIMB Securities (Singapore) Pte Ltd ⁽²⁾ | 7 January 2016 | 60 | – | 0.270 |
| | 13 January 2016 | – | 100 | 0.295 |
| | 14 January 2016 | 60 | – | 0.265 |
| | 15 January 2016 | – | 4 | 0.360 |
| | 27 January 2016 | – | 100 | 0.295 |
| | 17 February 2016 | 50 | – | 0.260 |
| | 25 February 2016 | 70 | – | 0.193 |
| | 3 March 2016 | 60 | – | 0.173 |
| | 3 March 2016 | – | 100 | 0.305 |
| | 4 March 2016 | 70 | – | 0.153 |
| | 7 March 2016 | – | 100 | 0.310 |
| | 9 March 2016 | 50 | – | 0.133 |
| | 9 March 2016 | – | 100 | 0.310 |
| | 6 April 2016 | 80 | – | 0.113 |
| | 27 May 2016 | 10 | – | 0.093 |
| | 27 May 2016 | 80 | – | 0.073 |
| | 27 May 2016 | – | 100 | 0.340 |
| 2 June 2016 | 10 | – | 0.053 | |

Notes:

(1) This relates to the Acquisition.

(2) These were proprietary dealings by CIMB Securities (Singapore) Pte Ltd (a related corporation of CIMB).

3. DISCLOSURE OF INTERESTS

3.1 No Agreement having any Connection with or Dependence upon the Offer. As at the Latest Practicable Date, there is no agreement, arrangement or understanding between (a) the Offeror or any party acting in concert with the Offeror; and (b) any of the current or recent directors of the Company or any of the current or recent Shareholders having any connection with or dependence upon the Offer.

3.2 Transfer of Offer Shares. As stated in **Section 8.3** of this Offer Document, the Offeror has entered into the Facility Agreement with CIMB to obtain financing for the purpose of the Offer. Pursuant to the terms of the Facility Agreement, the Offeror has granted a share charge over

all existing Shares held by the Offeror as at the Offer Announcement Date and all Shares to be acquired by the Offeror pursuant to the Offer or otherwise during the period of the Offer in favour of CIMB as security under the Facility Agreement.

As at the Latest Practicable Date, save as disclosed in this Offer Document, there is no agreement, arrangement or understanding whereby any of the Offer Shares acquired pursuant to the Offer will be transferred to any other person. However, the Offeror reserves the right to transfer any of the Offer Shares to any of its related corporations.

3.3 No Payment or Benefit to Directors of the Company. As at the Latest Practicable Date, there is no agreement, arrangement or understanding for any payment or other benefit to be made or given to any director of the Company or to any director of any corporation which is by virtue of Section 6 of the Companies Act deemed to be related to the Company, as compensation for loss of office or otherwise in connection with the Offer.

3.4 No Agreement Conditional upon Outcome of Offer. As at the Latest Practicable Date, save for the Facility Agreement as described in **Section 8.3** of this Offer Document, there is no agreement, arrangement or understanding between (a) the Offeror; and (b) any of the directors of the Company or any other person in connection with or conditional upon the outcome of the Offer or is otherwise connected with the Offer.

3.5 No Indemnity Arrangements. To the best knowledge of the directors of the Offeror, as at the Latest Practicable Date, neither the Offeror nor any party acting in concert with the Offeror has entered into any arrangement with any person of the kind referred to in Note 7 to Rule 12 of the Code, including indemnity or option arrangements, and any agreement or understanding, formal or informal, of whatever nature, relating to the Company Securities which may be an inducement to deal or refrain from dealing in the Company Securities.

3.6 No Transfer Restrictions. There is no restriction in the Constitution of the Company on the right to transfer any Offer Shares, which has the effect of requiring the holders of such Offer Shares before transferring them, to offer them for purchase by members of the Company or any other person.

3.7 No Material Change in Information. Save as disclosed in this Offer Document, as far as the Offeror is aware, there has been no material change in any information previously published by or on behalf of the Offeror during the period commencing from the Offer Announcement Date and ending on the Latest Practicable Date.

4. GENERAL

4.1 Consent from Financial Adviser. CIMB, as financial adviser to the Offeror in relation to the Offer, has given and has not withdrawn its written consent to the issue of this Offer Document with the inclusion herein of its name and all references thereto in the form and context in which they appear in this Offer Document.

4.2 Consent from Registrar. M & C Services Private Limited, as the share registrar of the Company, has given and has not withdrawn its written consent to the issue of this Offer Document with the inclusion herein of its name and all references thereto in the form and context in which they appear in this Offer Document.

4.3 Costs and Expenses. All costs and expenses of or incidental to the Offer including the preparation and circulation of this Offer Document, the FAA and the FAT (other than professional fees and other costs relating to the Offer incurred or to be incurred by the Company) and stamp duty and transfer fees resulting from acceptances of the Offer, will be paid by the Offeror.

5. MARKET QUOTATIONS

5.1 Closing Prices. The table below sets out the closing prices of the Shares on the SGX-ST, as reported by Bloomberg L.P., on (i) the Latest Practicable Date; (ii) 5 July 2016 (being the Last Trading Day); and (iii) the last Market Day of each month from January 2016 to June 2016:

| | Closing Price (S\$) |
|-------------------------|--------------------------------|
| Latest Practicable Date | 0.375 |
| 5 July 2016 | 0.360 |
| June 2016 | 0.355 |
| May 2016 | 0.345 |
| April 2016 | 0.340 |
| March 2016 | 0.305 |
| February 2016 | 0.300 |
| January 2016 | 0.285 |

5.2 Highest and Lowest Prices. The highest and lowest closing prices of the Shares on the SGX-ST (as reported by Bloomberg L.P.) during the period commencing six (6) calendar months prior to the Offer Announcement Date and ending on the Latest Practicable Date, and their respective dates transacted are as follows:

| | Price (S\$) | Date(s) transacted |
|-----------------------|------------------------|---------------------------------|
| Highest closing price | 0.390 | 8 July 2016 and 11 July 2016 |
| Lowest closing price | 0.280 | 15 January 2016 |

6. DOCUMENTS FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Offeror at 14 Kung Chong Road, #08-01 Lum Chang Building, Singapore 159150, during normal business hours, while the Offer remains open for acceptance:

- (a) the Offer Announcement;
- (b) the Constitution of the Offeror;
- (c) the audited financial statements of the Offeror for FP2015; and
- (d) the letters of consent from CIMB and the Registrar referred to in **Paragraphs 4.1 and 4.2** of this **Appendix 5**.

**APPENDIX 6 – AUDITED FINANCIAL STATEMENTS OF THE OFFEROR
FOR THE FINANCIAL PERIOD FROM 23 JANUARY 2015
(BEING THE DATE OF INCORPORATION) TO 31 DECEMBER 2015**

Company Registration No. 201502291H

Bevrian Pte Ltd

Annual Financial Statements
For the period 23 January 2015 (date of incorporation)
to 31 December 2015



Bevrian Pte Ltd

General information

Directors

David Lum Kok Seng (Appointed on 23 January 2015)
Lum Wen-Sum Kelvin (Appointed on 23 January 2015)
Adrian Lum Wen Hong (Appointed on 23 January 2015)

Company secretary

Iris Wu Hwee Tan (Appointed on 22 July 2015)

Registered office

14 Kung Chong Road
#08-01
Lum Chang Building
Singapore 159150

Banker

Oversea-Chinese Banking Corporation

Auditor

Ernst & Young LLP

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Bevrian Pte Ltd

Directors' statement

The directors are pleased to present their statement to the member together with the audited financial statements of Bevrian Pte Ltd (the "Company") for the financial period from 23 January 2015 (date of incorporation) to 31 December 2015.

Opinion of the directors

In the opinion of the directors,

- (i) the accompanying balance sheet, statement of comprehensive income, statement of changes in equity and statement of cash flows together with the notes thereto are drawn up so as to give a true and fair view of the financial position of the Company as at 31 December 2015, and the financial performance of the business, changes in equity and cash flows of the Company for the financial period ended on that date, and
- (ii) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due as its sole shareholder, which is also the Director of the Company will provide adequate funds to the Company to enable to continue its operations, and will not call for payment of the amount due from the Company as at 31 December 2015 within the next 12 months from the date of the financial statements unless it has sufficient funds.

Directors

The directors of the Company in office at the date of this statement are:

| | |
|---------------------|--------------------------------|
| David Lum Kok Seng | (Appointed on 23 January 2015) |
| Lum Wen-Sum Kelvin | (Appointed on 23 January 2015) |
| Adrian Lum Wen Hong | (Appointed on 23 January 2015) |

Arrangements to enable directors to acquire shares and debentures

Neither at the end of nor at any time during the financial period was the Company a party to any arrangement whose object is, or one of whose objects are to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

Directors' interests in shares and debentures

The following director, who held office at the end of the financial period had, according to the register of directors' shareholdings required to be kept under Section 164 of the Singapore Companies Act, Chapter 50 (the "Act"), an interest in shares of the Company as stated below:

| | Direct interest | |
|------------------------|--|------------------------------------|
| | At date of incorporation or date of appointment | At end of the financial year |
| The Company | | |
| Bevrian Pte Ltd | | |
| David Lum Kok Seng | 1 | 1 |

Except as disclosed in this report, no director who held office at the end of the financial period had interests in shares, share options, warrants or debentures of the Company, or of related corporations, either at the beginning of the financial period, or date of appointment if later, or at the end of the financial period.

Bevrian Pte Ltd

Directors' statement

Auditor

Ernst & Young LLP have expressed their willingness to accept re-appointment as auditor.

On behalf of the board of directors:



David Lum Kok Seng
Director



Lum Wen-Sum Kelvin
Director

Singapore

3 May 2016

Bevrian Pte Ltd

Independent auditor's report

For the financial period from 23 January 2015 (date of incorporation) to 31 December 2015

Independent auditor's report to the member of Bevrian Pte Ltd

Report on the Financial Statements

We have audited the accompanying financial statements of Bevrian Pte Ltd (the "Company"), which comprise the balance sheet as at 31 December 2015, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the period from 23 January 2015 (date of incorporation) to 31 December 2015, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Bevrian Pte Ltd

Independent auditor's report

For the financial period from 23 January 2015 (date of incorporation) to 31 December 2015

Independent auditor's report to the member of Bevrian Pte Ltd

Opinion

In our opinion, the financial statements are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the financial position of the Company as at 31 December 2015 and the financial performance, changes in equity and cash flows of the Company for the financial period from 23 January 2015 (date of incorporation) to 31 December 2015.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.



Ernst & Young LLP

Public Accountants and
Chartered Accountants
Singapore

3 May 2016

Bevrian Pte Ltd**Statement of comprehensive income****For the financial period from 23 January 2015 (date of incorporation) to 31 December 2015**

| | Note | 23.01.2015 (date of incorporation) to 31.12.2015 \$ |
|--|------|---|
| Revenue | | |
| Dividend income | | 523,728 |
| | | <hr/> |
| | | 523,728 |
| Other income | | |
| Gain on disposal of investments | | 15,173 |
| Foreign exchange gain | | 659,880 |
| Interest income | | 37 |
| | | <hr/> |
| | | 675,090 |
| Operating expenses | | |
| Finance cost | | (257) |
| Other operating expenses | | (40,604) |
| | | <hr/> |
| | | (40,861) |
| Profit from operating activities before income tax expense | | <hr/> |
| Income tax expense | 4 | 1,157,957 |
| | | - |
| | | <hr/> |
| Profit for the financial period | | 1,157,957 |
| | | <hr/> |
| Other comprehensive income | | |
| Net loss on available-for-sale financial assets | | (6,308,977) |
| | | <hr/> |
| Other comprehensive expense for the financial period net of tax | | (6,308,977) |
| | | <hr/> |
| Total comprehensive expense for the financial period | | (5,151,020) |
| | | <hr/> |

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Bevrian Pte Ltd**Balance sheet
As at 31 December 2015**

| | Note | 2015 \$ |
|--|------|---------------------|
| Assets | | |
| Non-current assets | | |
| Investments | 5 | 13,344,783 |
| Current assets | | |
| Other receivable | 6 | 6,789,729 |
| Cash and cash equivalents | 7 | 396,270 |
| Net assets | | <u>7,185,999</u> |
| Non-current liability | | |
| Other payable | 8 | <u>(25,681,801)</u> |
| Net liability | | <u>(5,151,019)</u> |
| Equity attributable to the owner of the Company | | |
| Share capital | 9 | 1 |
| Retained earnings | | 1,157,957 |
| Fair value adjustment reserve | 10 | (6,308,977) |
| | | <u>(5,151,019)</u> |

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Bevrian Pte Ltd**Statement of changes in equity****For the financial period from 23 January 2015 (date of incorporation) to 31 December 2015**

| | Share capital (Note 9) \$ | Retained earnings \$ | Fair value adjustment reserve (Note 10) \$ | Total \$ |
|---|--|---------------------------------|---|---------------------|
| At date of incorporation (23 January 2015) | 1 | – | – | 1 |
| Profit for the financial period | – | 1,157,957 | – | 1,157,957 |
| Other comprehensive income for the financial period | – | – | (6,308,977) | (6,308,977) |
| Total comprehensive income for the financial period | – | 1,157,957 | (6,308,977) | (5,151,020) |
| At 31 December 2015 | 1 | 1,157,957 | (6,308,977) | (5,151,019) |

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Bevrian Pte Ltd**Statement of cash flows****For the financial period from 23 January 2015 (date of incorporation) to 31 December 2015**

| | 23.01.2015 (date of incorporation) to 31.12.2015 \$ |
|---|--|
| Cash flow from operating activities: | |
| Operating profit before income tax expense | 1,157,957 |
| <u>Adjustments for:</u> | |
| Gain on disposal of investments | (15,173) |
| Unrealized exchange gain | (659,880) |
| Interest income | (37) |
| Operating cash flow before changes in working capital | 482,867 |
| Interest income | 37 |
| Net cash flows generated from operating activities | 482,904 |
| Cash flows from investing activities: | |
| Advances to a related party | (6,129,849) |
| Purchase of investments | (19,638,587) |
| Net cash flows used in investing activities | (25,768,436) |
| Cash flows from financing activities: | |
| Proceeds from issuance of share | 1 |
| Advances from a director | 25,681,801 |
| Net cash flows generated from financing activities | 25,681,802 |
| Net increase in cash and cash equivalents | 396,270 |
| Cash and cash equivalents at beginning of the financial period | - |
| Cash and cash equivalents at end of the financial period | 396,270 |

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Notes to the financial statements
For the financial period from 23 January 2015 (date of incorporation) to 31 December 2015

1. Corporate information

The Company is a limited company incorporated in Singapore.

The registered office of the Company is located at 14 Kung Chong Road, #08-01 Lum Chang Building, Singapore 159150.

The principal activity of the Company is that of investment holding.

There has been no significant change in the nature of this activity since its incorporation.

2. Summary of significant accounting policies

2.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with Singapore Financial Reporting Standards ("FRS").

The financial statements have been prepared on a historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Singapore dollars ("SGD" or "\$").

Going concern basis

The Company incurred a net total loss of \$5,151,020 during the financial period from 23 January 2015 (date of incorporation) to 31 December 2015 and as at that date, the Company's total liabilities exceeded its total assets by \$5,151,019. The Company's sole shareholder, which is also the Director of the Company will provide adequate funds to the Company to enable to continue its operations and will not call for payment of the amount due from the Company as at 31 December 2015 within the 12 months from the date of financial statements until it has sufficient funds.

2.2 Standards issued but not yet effective

The Company has not adopted the following standards that have been issued but not yet effective:

| <i>Description</i> | <i>Effective for annual periods beginning on or after</i> |
|---|---|
| FRS 114 <i>Regulatory Deferral Accounts</i> | 1 January 2016 |
| Amendments to FRS 16 and FRS 41 <i>Agriculture - Bearer Plants</i> | 1 January 2016 |
| Amendments to FRS 27 <i>Equity Method in Separate Financial Statements</i> | 1 January 2016 |
| Amendments to FRS 16 and FRS 38 <i>Clarification of Acceptable Methods of Depreciation and Amortisation</i> | 1 January 2016 |
| Amendments to FRS 7: <i>Disclosure Initiative</i> | 1 January 2017 |
| Amendments to FRS 12: <i>Recognition of Deferred Tax Assets for Unrealised Losses</i> | 1 January 2017 |
| Improvements to FRSs (November 2014) | |
| - Amendments to FRS 105 <i>Non-current Assets Held for Sale and Discontinued Operations</i> | 1 January 2016 |
| - Amendments to FRS 107 <i>Financial Instruments: Disclosures</i> | 1 January 2016 |
| - Amendments to FRS 19 <i>Employee Benefits</i> | 1 January 2016 |

Notes to the financial statements
For the financial period from 23 January 2015 (date of incorporation) to 31 December 2015

2. Summary of significant accounting policies (cont'd)

2.2 Standards issued but not yet effective (cont'd)

| <i>Description</i> | <i>Effective for annual periods beginning on or after</i> |
|---|---|
| Amendments to FRS 111 <i>Accounting for Acquisitions of Interests in Joint Operations</i> | 1 January 2016 |
| Amendments to FRS 110, FRS 112 and FRS 28: <i>Investment Entities: Applying the Consolidation Exception</i> | 1 January 2016 |
| Amendments to FRS 110 & FRS 28 <i>Safe or Contribution of Assets between an Investor and its Associate or Joint Venture</i> | Date to be determined |
| Amendments to FRS 1 <i>Disclosure Initiative</i> | 1 January 2016 |
| Amendments to FRS 110, FRS 112 and FRS 28 <i>Investment Entities: Applying the Consolidation Exception</i> | 1 January 2016 |
| FRS 115 <i>Revenue from Contracts with Customers</i> | 1 January 2018 |
| FRS 109 <i>Financial Instruments</i> | 1 January 2018 |

The directors expect that the adoption of the standards above will have no material impact on the financial statements in the period of initial application.

2.3 Dividend income

Dividend income is recognised when the Company's right to receive payment is established.

2.4 Foreign currency

The financial statements are presented in Singapore dollars, which is also the Company's functional currency.

Transactions and balances

Transactions in foreign currencies are measured and recorded on initial recognition in the functional currency at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss.

2. Summary of significant accounting policies (cont'd)

2.5 Taxes

(a) Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the end of the reporting period.

Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(b) Deferred tax

Deferred tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all temporary differences, except where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the end of each reporting period.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

2. Summary of significant accounting policies (cont'd)

2.6 Provisions

Provisions are recognised when the Company has a present obligation as a result of a past event, it is probable that an outflow of economic resources will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.7 Financial instruments

(a) Financial assets

Financial assets are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial assets at initial recognition.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

i) Loans and receivables

Non-derivative financial assets with fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired, and through the amortisation process.

ii) Available-for-sale financial assets

Available-for-sale financial assets include equity and debt securities. Equity investments classified as available-for-sale are those, which are neither classified as held for trading nor designated at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in the market conditions.

After initial recognition, available-for-sale financial assets are subsequently measured at fair value. Any gains or losses from changes in fair value of the financial assets are recognised in other comprehensive income, except that impairment losses, foreign exchange gains and losses on monetary instruments and interest calculated using the effective interest method are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is derecognised.

Investments in equity instruments whose fair value cannot be reliably measured are measured at cost less impairment loss.

2. Summary of significant accounting policies (cont'd)

2.7 *Financial instruments (cont'd)*

(a) *Financial assets (cont'd)*

De-recognition

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On de-recognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that has been recognised directly in other comprehensive income is recognized in profit or loss.

(b) *Financial Liabilities*

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value, plus, in the case of financial liabilities not at fair value through profits or loss, directly attributed transaction costs.

Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

2. Summary of significant accounting policies (cont'd)

2.8 Impairment of financial assets

The Company assesses at each reporting date whether there is any objective evidence that a financial asset is impaired.

(a) Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Company first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Company determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss on financial assets carried at amortised cost has incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account. The impairment loss is recognised in profit or loss.

When the asset becomes uncollectible, the carrying amount of impaired financial assets is reduced directly or if an amount was charged to the allowance account, the amounts charged to the allowance account are written off against the carrying value of the financial asset.

To determine whether there is objective evidence that an impairment loss on financial assets has incurred, the Company considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments.

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that the carrying amount of the asset does not exceed its amortised cost at the reversal date. The amount of reversal is recognised in profit or loss.

2. Summary of significant accounting policies (cont'd)

2.8 Impairment of financial assets (cont'd)

(b) Available-for-sale financial assets

In the case of equity investments classified as available-for-sale, objective evidence of impairment include (i) significant financial difficulty of the issuer or obligor, (ii) information about significant changes with an adverse effect that have taken place in the technological, market, economic or legal environment in which the issuer operates, and indicates that the cost of the investment in equity instrument may not be recovered; and (iii) a significant or prolonged decline in the fair value of the investment below its costs.

If an available-for-sale financial asset is impaired, an amount comprising the difference between its acquisition cost (net of any principal repayment and amortisation) and its current fair value, less any impairment loss previously recognised in profit or loss, is transferred from other comprehensive income and recognised in profit or loss. Reversals of impairment losses in respect of equity instruments are not recognised in profit or loss; increase in their fair value after impairment are recognised directly in other comprehensive income.

In the case of debt instruments classified as available-for-sale, impairment is assessed based on the same criteria as financial assets carried at amortised cost. However, the amount recorded for impairment is the cumulative loss measured as the difference between the amortised cost and the current fair value, less any impairment loss on that investment previously recognised in profit or loss. Future interest income continues to be accrued based on the reduced carrying amount of the asset, using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income. If, in a subsequent year, the fair value of a debt instrument increases and the increases can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed in profit or loss.

2.9 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank, which are subject to insignificant risk of changes in value.

2.10 Contingencies

A contingent liability is:

- (a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or

2. Summary of significant accounting policies (cont'd)

2.10 Contingencies (cont'd)

- (b) a present obligation that arises from past events but is not recognised because:
- (i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - (ii) The amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Contingent liabilities and assets are not recognised on the balance sheet of the Company, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

3. Significant accounting judgements and estimates

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future.

In the process of applying the Company's accounting policies, management has made the following judgement which has the most significant effect on the amounts recognised in the financial statements:

Impairment of available-for-sale financial assets

The Company classifies certain assets as available-for-sale financial assets and recognises changes in their fair value in equity. When the fair value declines, management exercises judgement based on the observable data relating to the possible events that may have caused the decline in value to determine whether the decline in value is an impairment that should be recognised in the income statement. For the financial period ended 31 December 2015, the amount of impairment loss recognised for available-for sale financial assets was \$Nil.

Bevrian Pte Ltd

Notes to the financial statements

For the financial period from 23 January 2015 (date of incorporation) to 31 December 2015

4. Income tax expense

**23.01.2015
(date of
incorporation)
to 31.12.2015
\$**

Current income tax

—

Relationship between tax expense and accounting profit

The reconciliation between tax expense and the product of accounting profit multiplied by the applicable corporate tax rate for the financial period ended 31 December 2015 is as follows:

**23.01.2015
(date of
incorporation)
to 31.12.2015
\$**

Profit before income tax

1,157,957

Income tax at statutory tax rate of 17%

196,853

Adjustments:

Non-deductible expenses

4,360

Non-taxable income

(201,213)

—

5. Investments

**2015
\$**

Available-for-sale financial assets:

Unquoted shares

162,277

Quoted shares

13,182,506

Total investments

13,344,783

Bevrian Pte Ltd

Notes to the financial statements

For the financial period from 23 January 2015 (date of incorporation) to 31 December 2015

| | |
|---------------------------------|-------------|
| 6. Other receivable | 2015 |
| | \$ |
| Other receivable | |
| Amount due from a related party | 6,789,729 |
| | <hr/> |
| Total other receivable | 6,789,729 |
| Add: Cash and cash equivalents | 396,270 |
| | <hr/> |
| Total loans and receivables | 7,185,999 |
| | <hr/> <hr/> |

The amount due from a related party, being company in which a director has significant interest, are non-trade related, unsecured, interest free and are repayable on demand.

At the end of the reporting period, other receivable amounting to \$6,789,729 is denominated in British Pound ("GBP").

| | |
|---|-------------|
| 7. Cash and cash equivalents | 2015 |
| | \$ |
| Cash at bank | 37,225 |
| Stockbroking trust account – UOB Kay Hian Pte Ltd | 359,045 |
| | <hr/> |
| Cash and cash equivalents | 396,270 |
| | <hr/> <hr/> |

| | |
|---|-------------|
| 8. Other payable | 2015 |
| | \$ |
| Other payable (non-current): | |
| Amount due to a director | 25,681,801 |
| | <hr/> |
| Total financial liability carried at amortised cost | 25,681,801 |
| | <hr/> <hr/> |

Amount due to a director

The amount due to a director is non-trade related, unsecured, interest free and is not subject to immediate recall.

Bevrian Pte Ltd

Notes to the financial statements

For the financial period from 23 January 2015 (date of incorporation) to 31 December 2015

9. Share capital

| | 2015 | |
|--|---------------------------------|----|
| | Number of ordinary shares | \$ |
| Issued and fully paid ordinary shares: | | |
| At 23 January 2015 (date of incorporation) | – | – |
| Issuance of share | 1 | 1 |
| At 31 December 2015 | 1 | 1 |

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions. The ordinary shares have no par value.

10. Fair value adjustment reserve

The fair value adjustment reserve records the cumulative fair value changes of available-for-sale financial assets until they are derecognised or impaired.

| | 2015 \$ |
|--|-------------|
| Opening balance at 23 January 2015 (date of incorporation) | – |
| Net loss on available-for-sale financial assets: | |
| - Net loss on fair value changes during the financial period | (6,308,977) |
| Closing balance at 31 December | (6,308,997) |

11. Financial instruments

Financial risk management objectives and policies

The Company is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include foreign currency risk and liquidity risk. The board of directors reviews and agrees policies and procedures for the management of these risks. It is the Company's policy that no derivatives shall be undertaken. The Company does not apply hedge accounting.

The following sections provide details regarding the Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

(a) *Foreign currency risk*

The Company has transactional currency exposures arising from advances to a related party that is denominated in a currency other than its functional currency. The foreign currency in which these transactions are denominated is British Pound ("GBP").

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Company's profit net of tax to a reasonably possible change in the GBP exchange rate against the functional currency of the Company, with all other variables held constant.

| | 2015 \$ Profit net of tax |
|-------------------|------------------------------------|
| SGD/GBP | |
| - strengthened 3% | 169,064 |
| - weakened 3% | (169,064) |

(b) *Liquidity risk*

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Company's objective is to maintain a level of cash and cash equivalents deemed adequate by management to finance the Company's operations and mitigate the effects of fluctuations in cash flows.

The Company depends on funding from its director to provide financial support to meet its liabilities as and when they fall due.

11. Financial instruments (cont'd)

Financial risk management objectives and policies (cont'd)

(b) *Liquidity risk (cont'd)*

Analysis of financial instruments by remaining contractual maturities

The table below summarises the maturity profile of the Company's financial assets and liabilities at the end of the reporting period based on contractual undiscounted repayment obligations.

| 2015 | One year or less \$ | More than one year \$ | Total \$ |
|--|---------------------------|-----------------------------|--------------|
| Financial assets: | | | |
| Other receivables | 6,789,729 | – | 6,789,729 |
| Cash and cash equivalents | 396,270 | – | 396,270 |
| Total undiscounted financial assets | 7,185,999 | – | 7,185,999 |
| Financial liability: | | | |
| Other payable | – | (25,681,801) | (25,681,801) |
| Total undiscounted financial liability | – | (25,681,801) | (25,681,801) |
| Total net undiscounted financial liabilities | 7,185,999 | (25,681,801) | (18,495,802) |

12. Fair values of financial instruments

The fair value of a financial instrument is the amount at which the instrument could be exchanged or settled between knowledgeable and willing parties in an arm's length transaction, other than in a forced or liquidation sale.

(a) *Financial instruments carried at fair value*

The Company has carried all investments that are classified as available-for-sale financial assets as required by FRS 39.

The following table shows an analysis of financial instruments carried at fair value by level of fair value hierarchy:

| | 2015 | | | |
|--|--|---|--|------------|
| | Quoted prices in active markets for identical instruments (Level 1) | Significant other observable inputs (Level 2) | Significant unobservable inputs (Level 3) | Total |
| Financial assets: | | | | |
| Available-for-sale financial assets (Note 5) | | | | |
| Equity instruments | | | | |
| - Quoted | 13,182,506 | - | - | 13,182,506 |
| - Unquoted | - | - | 162,277 | 162,277 |
| At 31 December 2015 | 13,182,506 | - | 162,277 | 13,344,783 |

Fair value hierarchy

The Company classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy have the following levels:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices), and
- Level 3 - Inputs for the asset or liability that are not based on observable market data (unobservable inputs)

There have been no transfers between the different level of fair value hierarchy during the financial period ended 2015.

12. Fair values of financial instruments (cont'd)

(b) ***Financial instruments whose carrying amount approximates fair value***

Management has determined that the carrying amounts of cash and cash equivalents and other receivable, based on their notional amounts, reasonably approximate their fair values because these are mostly short-term in nature.

(c) ***Investments (quoted shares)***

Fair value is determined directly by reference to their published market price at the balance sheet date.

(d) ***Other payable (non-current liability)***

The amount due to a director has no repayment terms and is repayable only when the cash flows of the borrower permits.

Accordingly, the fair value of the amount is not determinable as the timing of the future cash flows cannot be estimated reliably.

13. Capital management

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

No changes were made in the objectives, policies or processes since its date of incorporation.

14. Comparatives

There are no comparative figures as this is the first set of financial statements prepared since its incorporation.

15. Authorisation of financial statements

The financial statements of the Company for the financial period ended 31 December 2015 were authorised for issue in accordance with a resolution of the directors on 3 May 2016.