



**FUJI OFFSET PLATES MANUFACTURING LTD**  
(Company Registration No. 198204769G)  
(Incorporated in Singapore)

---

**PROPOSED DISPOSAL OF PROPERTY**

---

**Introduction**

The Board of Directors (“Directors”) of Fuji Offset Plates Manufacturing Ltd (the “Company”, together with all its subsidiaries, collectively the “Group”) wishes to announce that the Company’s wholly-owned subsidiary, Fujiplates Manufacturing Sdn Bhd (“FPM” or “Vendor”) has on 29 August 2014 entered into a Sale and Purchase Agreement (the “Agreement”) with K-Fix Production Sdn Bhd (the “Purchaser”), an unrelated party, in respect of the sale of the property owned by the Group (the “Proposed Disposal”) located at Lot 2592, Mukim Senai, Kulajaya, Senai Industrial Estate, Johor, (hereinafter referred to as the “Property”).

**Information on the Property**

Description & Location	Effective Group Interest	Site Area (Sq Meters)	Built-up Area (Sq Meters)	Tenure of Property
Warehouse building located at Lot 2592, Mukim Senai–Kulai, Senai Industrial Estate, Johor Bahru, Johor, Malaysia	100%	37,104	14,690	Freehold

The Property is currently leased out by the Group to the Purchaser, a subsidiary of Kingsmen Creatives Ltd., a company listed on the Mainboard of the Singapore Exchange Securities Trading Limited (the “SGX-ST”). The Purchaser is in the business of interiors and exhibitions furniture, fixtures and displays.

**Consideration**

The sales price of the Property is RM35,000,000.00 (the “Purchase Price”). The Purchase Price is arrived at on a willing buyer willing seller basis, after taking into consideration current market conditions and the prevailing transacted prices in the vicinity of the Property.

The Company had commissioned a valuation of the Property by IPC Island Property Consultants Sdn Bhd (the “Valuer”). The Valuer assessed the Property’s valuation at RM35,000,000.00 in its valuation report dated 26 February 2014 (the “Valuation Report”).

The Purchase Price shall be paid in the following manner:

- (a) The sum of RM3,500,000.00 (the “Deposit”) (equivalent to 10% of the Purchase Price) shall be payable by the Purchaser to the Vendor’s Solicitors as stakeholder, upon execution of the Sale and Purchase Agreement, to be released to the Vendor pending the fulfilment of the condition precedents below; and
- (b) The balance of the Purchase Price of RM31,500,000.00 (equivalent to 90% of the Purchase Price) shall be paid upon completion of the sale of the Property.

**Condition Precedent**

The sale and purchase of the Property is subject to and conditional upon, *inter alia*, the Company’s Shareholders’ approval in an extraordinary general meeting (“EGM”) to be convened for the sale and transfer of the Property or the Company having obtained a waiver from SGX-ST to convene the EGM.

Save for the aforementioned, there are no material conditions attaching to the transaction including a put, call or other option and details thereof.

### Existing Tenancy

The Property is sold subject to existing tenancy and on an “as is, where is” condition. The Property is currently tenanted to the Purchaser under a Tenancy Agreement dated 28 June 2011. The Tenancy Agreement, which expired on 14 March 2014, shall be renewed commencing from 15 March 2014 and expire on the Completion of the Sale and Purchase Agreement.

### Completion

The completion of the sale and purchase of the Property shall take place within three (3) months from the date on which the Purchaser’s Solicitors are in receipt of a copy of the Company’s Shareholders’ approval at an EGM or the Company having obtained a waiver from the SGX-ST to convene the EGM (the “Completion Period”).

### Rationale for the Proposed Disposal

The Directors considers it an appropriate time to dispose of and unlock the value of the Property given the current outlook of the industrial property market in Johor.

### Use of Sale Proceeds

The Group currently intends to use the sale proceeds for investment opportunities as and when they arise.

### Relative Figures under Rule 1006 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited

		S\$ (A)	S\$ (B)	Relative Figures (A)/(B) in (%)
Rule 1006(a)	Net assets value of assets to be disposed of (A), compared with the net assets value of the Group (B) <sup>(1)(4)</sup>	13,671,000	25,998,000	52.6
Rule 1006(b)	The net profits attributable to the assets acquired or disposed of (A), compared with the consolidated net profits of the Group (B) <sup>(2)(4)</sup>	456,900	709,000	64.4
Rule 1006(c)	The aggregate value of the consideration given or received (A), compared with the Company’s market capitalisation based on the total number of issued shares excluding treasury shares (B) <sup>(3)(4)</sup>	13,671,000	23,958,000	57.1
Rule 1006(d)	Number of equity securities issued by the Company as consideration for the Disposal (A), compared with the number of equity securities previously in issue (B)	-	-	Not applicable
Rule 1006(e)	Aggregate volume or amount of proven and probable reserves to be disposed of (A), compared with the aggregate of the Group’s proven and probable reserves (B)	-	-	Not applicable

## **Notes:-**

- (1) Based on valuation by IPC Island Property Consultants Sdn Bhd on 2 September 2014. The excess of the net proceeds of the Property to be disposed of over the net book value is S\$8,818,000 and the gain on disposal of the Property is S\$7,712,500.
- (2) Based on the rental income of the Property less related expenses for financial year ended 31 December 2013.
- (3) The Company's market capitalisation of S\$23,958,000 is computed based on the Company's existing issued share capital of 49,912,500 shares multiplied by the volume weighted average price of the Company's shares of S\$0.48 per Share on 28 August 2014, being the latest available market day where the shares were traded preceding the date of signing of the Sale and Purchase Agreement.
- (4) The net profits attributable to the Property being disposed of and the aggregate value of the Purchase Consideration received is converted from Malaysian Ringgit ("RM") to Singapore Dollar ("S\$") at an exchange rate of S\$0.3906 to RM1.00.

Based on the relative figures above, the Proposed Disposal of the Property constitutes a major transaction under Chapter 10 of the Listing Manual Section B: Rules of Catalist of the SGX-ST (the "Catalist Rules") and is conditional upon approval by Shareholders in an EGM or the Company having obtained a waiver from SGX-ST to convene the EGM.

In the absence of the Company having obtained a waiver from SGX-ST to convene an EGM, the Company will be circulating the Shareholders' Circular in due course and will make the relevant announcement for the convening of the EGM of the Company.

## **Financial Effects of the Proposed Disposal**

The financial effects of the Proposed Disposal on the Group set out below are theoretical in nature and for illustrative purposes only and are, therefore, not indicative of the actual financial performance or position of the Group immediately after the Proposed Disposal.

### **Net tangible assets ("NTA") per Share**

Based on the audited financial statements of the Group for FY2013 and on the assumption that the Disposal had been effected at the end of FY2013, the NTA per Share of the Group after the Disposal is 67.54 Singapore cents as compared with 52.09 Singapore cents before the Disposal as at the end of FY2013, being 31 December 2013.

### **Earnings per Share ("EPS")**

Based on the audited financial statements of the Group for FY2013 and on the assumption that the Disposal had been effected at the beginning of FY2013, being 1 January 2013, the EPS of the Group after the Disposal is 14.76 Singapore cents per Share as compared with 0.22 Singapore cents per Share before the Disposal.

## **Directors' Service Contracts**

No Directors are proposed to be appointed to the Company in connection with the Proposed Disposal. Accordingly there are no service contracts to be entered into.

## **Interests of Directors or Controlling Shareholders**

Save for the shareholdings in the Company, none of the Directors or the controlling shareholders of the Company or associates of such Directors or controlling shareholders has any interest, direct or indirect, in the Proposed Disposal.

## Documents for inspection

A copy each of the Sale and Purchase Agreement and Valuation Report is available for inspection at the Company's registered office at 2 Jalan Rajah, #06-28 Golden Wall Flatted Factory, Singapore 329134 for a period of three (3) months from the date of this announcement.

By Order of the Board

David Teo Kee Bock  
Chairman  
2 September 2014

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). The Sponsor has not independently verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Alicia Kwan (Tel: 65-6221 5590) at 1 Robinson Road, #21-02 AIA Tower, Singapore 048542.