

**APPENDIX DATED 13 APRIL 2015**

**THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

This Appendix is circulated to the Shareholders (as defined in this Appendix) of Best World International Limited (the “**Company**”) together with the Company’s annual report for the financial year ended 31 December 2014 (the “**Annual Report**”). Its purpose is to explain to the Shareholders the rationale and provide information to the Shareholders for the proposed renewal of the Share Buyback Mandate (as defined in this Appendix) to be tabled at the annual general meeting of the Company (“**AGM**”) to be held at the Auditorium at 26 Tai Seng Street, #04-01, Singapore 534057 on 28 April 2015 at 10 a.m..

The Notice of the AGM and a proxy form are enclosed with the Annual Report.

If you have sold all your Shares (as defined in this Appendix), you should immediately forward this Appendix, the Annual Report and proxy form to the purchaser or to the bank, stockbroker or agent through whom the sale was effected for onward transmission to the purchaser.

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

**If you are in any doubt as to the contents herein or as to any action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or any other professional adviser immediately.**



**BEST WORLD INTERNATIONAL LIMITED**

(Incorporated in the Republic of Singapore on 11 December 1990)

(Company Registration No. 199006030Z)

**APPENDIX TO SHAREHOLDERS**

**IN RELATION TO**

**THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE**

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## DEFINITIONS

For the purpose of this Appendix, the following definitions have, where appropriate, been used:

<b>“2015 AGM”</b>	: The annual general meeting of the Company to be held on 28 April 2015 at 10 a.m. at 26 Tai Seng Street, #04-01, Singapore 534057, notice of which is enclosed with the Annual Report 2014
<b>“AGM”</b>	: The annual general meeting of the Company
<b>“Annual Report 2014”</b>	: The annual report of the Company for the financial year ended 31 December 2014
<b>“Approval Date”</b>	: Has the meaning ascribed to it in Section 1.3.1 of this Appendix
<b>“Associates”</b>	: Shall bear the meaning assigned to it by the Listing Manual
<b>“Average Closing Price”</b>	: Has the meaning ascribed to it in Section 1.3.4 of this Appendix
<b>“Board”</b>	: The board of the Directors of the Company for the time being
<b>“CDP”</b>	: The Central Depository (Pte) Limited
<b>“Company” or “BWI”</b>	: Best World International Limited
<b>“Companies Act”</b>	: The Companies Act (Chapter 50) of Singapore, as amended, modified or supplemented from time to time
<b>“Controlling Shareholder”</b>	: A person who:  (a) holds directly or indirectly 15% or more of the total number of issued Shares excluding treasury shares in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or  (b) in fact exercises control over a company
<b>“Directors”</b>	: Directors of the Company for the time being
<b>“EPS”</b>	: Earnings per Share
<b>“Group”</b>	: The Company and its subsidiaries
<b>“Latest Practicable Date”</b>	: 31 March 2015, being the latest practicable date prior to the printing of this Appendix
<b>“Listing Manual”</b>	: The Listing Manual of the SGX-ST, as amended, modified or supplemented from time to time
<b>“Market Day”</b>	: A day on which the SGX-ST is open for trading in securities
<b>“Market Purchase”</b>	: Has the meaning ascribed to it in Section 1.3.3(a) of this Appendix

<b>“Maximum Price”</b>	: Has the meaning ascribed to it in Section 1.3.4 of this Appendix
<b>“Memorandum”</b>	: The Memorandum of Association of the Company
<b>“NTA”</b>	: Net tangible assets
<b>“Off-Market Purchase”</b>	: Has the meaning ascribed to it in Section 1.3.3(b) of this Appendix
<b>“Ordinary Resolution”</b>	: The ordinary resolution relating to the proposed renewal of the Share Buyback Mandate, set out in the Notice of the 2015 AGM
<b>“Parties”</b>	: Has the meaning ascribed to it in Section 1.9.4(h) of this Appendix
<b>“Relevant Period”</b>	: The period commencing from the date the last AGM was held or was required by law to be held before the resolution relating to the Share Buyback Mandate is passed, and expiring on the date the next AGM is or required by law to be held, whichever is the earlier, after the said resolution is passed
<b>“Securities Account”</b>	: Securities accounts maintained by a Depositor with CDP but not including securities sub-accounts maintained with a Depository Agent
<b>“SGX-ST”</b>	: Singapore Exchange Securities Trading Limited
<b>“Share Buyback”</b>	: The buyback of Shares by the Company pursuant to the terms of the Share Buyback Mandate
<b>“Share Buyback Mandate”</b>	: The proposed mandate to enable the Company to purchase or otherwise acquire its Shares, the terms of which are set out in Section 1 of this Appendix
<b>“Shareholders”</b>	: Persons who are registered as holders of the Shares except where the registered holder is CDP, in which case the term <b>“Shareholders”</b> shall in relation to such Shares mean the Depositors whose Securities Accounts with CDP are credited with the Shares
<b>“Shares”</b>	: Ordinary shares in the capital of the Company
<b>“SIC”</b>	: The Securities Industry Council
<b>“subsidiaries”</b>	: The subsidiaries of a company (as defined in Section 5 of the Companies Act) and <b>“subsidiary”</b> shall be construed accordingly
<b>“Substantial Shareholder”</b>	: A person who holds directly or indirectly 5% or more of the issued voting shares in capital of the Company
<b>“Take-over Code”</b>	: The Singapore Code on Take-overs and Mergers, as amended, modified or supplemented from time to time

## Currencies and others

- “S\$”, “\$” and “cents” : Singapore dollars and cents respectively
- “%” or “per cent” : Per centum or percentage

The terms “**Depositor**”, “**Depository Register**” and “**Depository Agent**” shall have the meanings ascribed to them respectively by Section 130A of the Companies Act. The term “**treasury shares**” shall have the meaning ascribed to it in Section 4 of the Companies Act.

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Companies Act or the Listing Manual or any modification thereof and used in this Appendix shall, where applicable, have the same meaning assigned to it under the Companies Act or the Listing Manual or any modification thereof, unless otherwise provided.

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 genders and *vice versa*. References to persons, where applicable, shall include corporations.

All discrepancies in the figures included herein between the listed amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in this Appendix may not be an arithmetic aggregation of the figures that precede them.

Any reference to a time of a day and date in this Appendix is a reference to Singapore time and date unless otherwise stated.

**BEST WORLD INTERNATIONAL LIMITED**  
(Incorporated in the Republic of Singapore on 11 December 1990)  
(Company Registration No. 199006030Z)

**LETTER TO SHAREHOLDERS**

**Directors:**

Dr. Dora Hoan Beng Mui (Co-Chairman, Group CEO/ Managing Director)  
Dr. Doreen Tan Nee Moi (Co-Chairman, President)  
Mr. Huang Ban Chin (Chief Operating Officer and Executive Director)  
Mr. Lee Sen Choon (Lead Independent Director)  
Mr. Ravindran s/o Ramasamy (Independent Director)  
Mr. Lee Teck Leng Robson (Independent Director)

**Registered Office:**

26 Tai Seng Street  
#05-01 Singapore 534057

13 April 2015

To: The Shareholders of Best World International Limited

**THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE**

Dear Shareholder,

**1. THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE**

**1.1 Introduction**

The purpose of this Appendix is to provide Shareholders with the relevant information pertaining to, and to seek Shareholders' approval at the 2015 AGM to be held on 28 April 2015 for, *inter alia*, the proposed renewal of the Share Buyback Mandate.

Any purchase or acquisition of Shares by the Company must be made in accordance with, and in the manner prescribed by the Companies Act, the Listing Manual, the Memorandum and Articles of Association of the Company and such other laws and regulations as may for the time being be applicable.

The Shareholders had approved the renewal of the Share Buyback Mandate to enable the Company to purchase or otherwise acquire its issued Shares at the AGM of the Company held on 30 April 2014 (the "**2014 Mandate**").

The 2014 Mandate will expire on the date of the 2015 AGM to be held on 28 April 2015. In this regard, approval is now being sought from Shareholders for the renewal of the Share Buyback Mandate at the 2015 AGM. If approved, the Share Buyback Mandate will take effect from the date of the 2015 AGM and continue in force until the date of the next AGM or such date as the next AGM is required by law to be held, unless prior thereto, Share Buybacks are carried out to the full extent mandated or the Share Buyback Mandate is revoked or varied by the Company in a general meeting.

The SGX-ST takes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Appendix.

## 1.2 Rationale

The Directors constantly seek to increase Shareholders' value and to improve, *inter alia*, the return on equity of the Group. A Share Buyback at the appropriate price level is one of the ways through which the return on equity of the Group may be enhanced.

Share Buybacks provide the Company with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements in an expedient, effective and cost-efficient manner. It will also provide the Directors with greater flexibility over the Company's share capital structure with a view to enhancing the earnings and/or NTA value per Share.

The Directors further believe that Share Buybacks by the Company will help mitigate short-term market volatility, offset the effects of short-term speculation and bolster the confidence of Shareholders.

If and when circumstances permit, the Directors will decide whether to effect the Share Buybacks via Market Purchases or Off-Market Purchases, after taking into account the amount of surplus cash available, the prevailing market conditions and the most cost-effective and efficient approach. The Directors do not propose to carry out Share Buybacks to an extent that would, or in circumstances that might, result in a material adverse effect on the liquidity and/or the orderly trading of the Shares and/or the financial position of the Group, taking into account the working capital requirements of the Company or the gearing levels, which in the opinion of the Directors, are from time to time appropriate for the Company.

## 1.3 Terms of the Share Buyback Mandate

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the Share Buyback Mandate are summarised below:

### 1.3.1 Maximum number of Shares

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company.

The total number of Shares that may be purchased or acquired by the Company is limited to that number of Shares representing not more than 10% of the issued ordinary share capital of the Company as at the date of the 2015 AGM at which the renewal of the Share Buyback Mandate is approved (the "**Approval Date**") (unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered excluding any treasury shares that may be held by the Company from time to time). Shares which are held as treasury shares will be disregarded for purposes of computing the 10% limit. The Company holds 1,573,000 treasury shares as at the Latest Practicable Date.

For illustrative purposes only, based on the existing issued ordinary share capital of the Company of 220,183,864 Shares (excluding treasury shares) as at the Latest Practicable Date, and assuming that no further Shares are issued or repurchased and held as treasury shares or cancelled, on or prior to the 2015 AGM, not more than 22,018,386 Shares (representing approximately 10% of the issued ordinary share capital of the Company, as at the date of the 2015 AGM (excluding treasury shares)) may be purchased or acquired by the Company pursuant to the Share Buyback Mandate.

### 1.3.2 Duration of authority

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the Approval Date, up to the earlier of:

- (a) the date on which the next AGM of the Company is held or required by law to be held;
- (b) the date on which the Share Buybacks are carried out to the full extent mandated; or
- (c) the date on which the authority contained in the Share Buyback Mandate is varied or revoked by the Shareholders in general meeting.

### 1.3.3 Manner of purchase of Shares

Purchases of Shares may be made by way of, *inter alia*:

- (a) on-market purchases ("**Market Purchase**"), transacted on the SGX-ST through the SGX-ST's trading system or, as the case may be, any other securities exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (b) off-market purchases ("**Off-Market Purchase**") (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) and as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Listing Manual.

Under the Companies Act, an equal access scheme must satisfy all of the following conditions:

- (a) offers for the purchase or acquisition of issued Shares shall be made to every person who holds issued Shares to purchase or acquire the same percentage of their issued Shares;
- (b) all of those persons shall be given a reasonable opportunity to accept the offers made; and
- (c) the terms of all the offers are the same, except that there shall be disregarded:
  - (i) differences in consideration attributable to the fact that the offers relate to Shares with different accrued dividend entitlements;
  - (ii) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid; and
  - (iii) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.



In addition, Rule 885 of the Listing Manual provides that, in making an Off-Market Purchase in accordance with an equal access scheme, the Company must issue an offer document to all Shareholders which must contain at least the following information:

- (a) the terms and conditions of the offer;
- (b) the period and procedures for acceptances;
- (c) the reasons for the proposed Share Buyback;
- (d) the consequences, if any, of Share Buybacks by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (e) whether the Share Buyback, if made, would have any effect on the listing of the Shares on the SGX-ST;
- (f) details of any Share Buyback made by the Company in the previous twelve (12) months (whether Market Purchases or Off-Market Purchases), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and
- (g) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

#### 1.3.4 Maximum Purchase Price

The purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors. However, the purchase price to be paid for a Share as determined by the Directors must not exceed:

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

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

For the above purposes “**Average Closing Price**” means the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded, in the case of a Market Purchase, preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant 5-day period, or in the case of an Off-Market Purchase, preceding the date on which the Company makes an offer for the purchase or acquisition of Shares from Shareholders, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

#### **1.4 Status of purchased Shares under the Share Buyback Mandate**

A Share purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a treasury share. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.

#### **1.5 Treasury shares**

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

##### **1.5.1 Maximum holdings**

The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of Shares.

In the event that the number of treasury shares held by the Company exceeds 10% of the total number of Shares, the Company shall dispose of or cancel the excess Shares within six (6) months of the day on which such contravention occurs, or such further period as the Registrar of Companies may allow.

##### **1.5.2 Voting and other rights**

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

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

##### **1.5.3 Disposal and cancellation**

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

- (a) sell the treasury shares for cash;
- (b) transfer the treasury shares for the purposes of or pursuant to an employee's share scheme;
- (c) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the treasury shares; or
- (e) sell, transfer or otherwise use the treasury shares for such other purposes as the Minister for Finance may by order prescribe.

Pursuant to Rule 704(28) of the Listing Manual, the Company will immediately announce any sale, transfer, cancellation and/or use of treasury shares, stating the following:

- (i) date of the sale, transfer, cancellation and/or use;
- (ii) purpose of such sale, transfer, cancellation and/or use;
- (iii) number of treasury shares sold, transferred, cancelled and/or used;
- (iv) the number of treasury shares before and after such sale, transfer, cancellation and/or use;
- (v) percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and
- (vi) value of the treasury shares if they are used for a sale or transfer, or cancelled.

#### **1.6 Sources of funds for Share Buyback**

The Companies Act permits the Company to purchase its own Shares out of capital, as well as from its distributable profits, provided that:

- (a) the Company is able to pay its debts in full at the time it purchases the Shares and will be able to pay its debts as they fall due in the normal course of business in the twelve (12) months immediately following the date of the purchase; and
- (b) the value of the Company's assets is not less than the value of its liabilities (including contingent liabilities) and will not after the purchase of Shares become less than the value of its liabilities (including contingent liabilities).

Further, for the purposes of determining the value of a contingent liability, the Directors or managers of the Company may take into account the following:

- (a) the likelihood of the contingency occurring; and
- (b) any claim the Company is entitled to make and can reasonably expect to be met to reduce or extinguish the contingent liability.

The Company intends to use internal resources and/or external borrowings and/or a combination of both to finance purchases of Shares pursuant to the Share Buyback Mandate.

#### **1.7 Financial effects of the Share Buyback Mandate**

The financial effects on the Company and the Group arising from purchases or acquisition of Shares which may be made pursuant to the Share Buyback Mandate will depend on, *inter alia*, how the Shares are purchased or acquired, the price paid for such Shares and whether the Shares purchased or acquired are held as treasury shares or cancelled. The financial effects on the Company and the Group, based on the audited financial statements of the Company and the Group for the financial year ended 31 December 2014, are based on the following principal assumptions:

- (a) the purchase or acquisition of Shares pursuant to the Share Buyback Mandate had taken place on 1 January 2014 for the purpose of computing the financial effects on the EPS of the Group and the Company;
- (b) the purchase or acquisition of Shares pursuant to the Share Buyback Mandate had taken place on 1 January 2014 for the purpose of computing the financial effects on the Shareholders' equity, NTA per Share and gearing of the Group and the Company; and
- (c) transaction costs incurred for the purchase or acquisition of Shares pursuant to the Share Buyback Mandate are assumed to be insignificant and have been ignored for the purpose of computing the financial effects.

#### 1.7.1 Purchase or acquisition out of capital or profits

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent.

Where the consideration (excluding related brokerage, goods and services tax, stamp duties and clearance fees) paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced but the issued share capital of the Company will be reduced by the value of the Shares purchased. Where the consideration (excluding related brokerage, goods and services tax, stamp duties and clearance fees) paid by the Company for the purchase or acquisition of the Shares is made out of profits, such consideration will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

#### 1.7.2 Number of Shares acquired or purchased

For illustrative purposes only, on the basis of 220,183,864 Shares (excluding treasury shares) in issue as at the Latest Practicable Date, and assuming no change in the number of Shares on prior to the date of the 2015 AGM, the purchase by the Company of 10% of its issued Shares (excluding treasury shares) will result in the purchase or acquisition of 22,018,386 Shares.

#### 1.7.3 Maximum price paid for Shares acquired or purchased

*In the case of Market Purchases by the Company:*

Assuming the Company purchases or acquires 22,018,386 Shares at the maximum price of S\$0.25305 for one (1) Share (being the price equivalent to 5% above the average of the closing market prices of the Shares over the five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 22,018,386 Shares (representing approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at the Latest Practicable Date, which is the maximum number of Shares the Company is allowed to purchase) under and during the duration of the Share Buyback Mandate, is approximately S\$5,572,000.

*In the case of Off-Market Purchases by the Company:*

Assuming the Company purchases or acquires 22,018,386 Shares at the maximum price of S\$0.2892 for one (1) Share (being the price equivalent to 20% above the average of the closing market prices of the Shares over the five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 22,018,386 Shares (representing approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at the Latest Practicable Date, which is the maximum number of Shares the Company is allowed to purchase) under and during the duration of the Share Buyback Mandate, is approximately S\$6,368,000.

1.7.4 Illustrative financial effects

**For illustrative purposes only**, and on the basis of the assumptions set out below, the financial effects of the:

- (a) acquisition of Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made out of capital and held as treasury shares; and
- (b) acquisition of Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made out of capital and cancelled,

based on the audited financial statements of the Group and the Company for the financial year ended 31 December 2014 are set out in the sections below.

The financial effects of the acquisition of Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made out of profits are similar to that of purchases made out of capital. Therefore, only the financial effects of the acquisition of the Shares pursuant to the Share Buyback Mandate by way of purchases made out of capital are set out in this Appendix.

Scenario 1(A)

Market Purchases of 22,018,386 Shares out of capital, and the maximum number of Shares permitted under the Companies Act to be held in treasury are held in treasury and the balance are cancelled

As at 31 December 2014	Company		Group	
	Before the Share Buyback	After the Share Buyback	Before the Share Buyback	After the Share Buyback
Shareholders' equity (S\$'000)	44,881	39,309	55,457	49,885
NTA (S\$'000)	44,785	39,213	47,557	41,985
Current Assets (S\$'000)	22,889	17,317	67,053	61,481
Current Liabilities (S\$'000)	12,083	12,083	25,658	25,658
Working Capital (S\$'000)	10,806	5,234	41,395	35,823
Total Borrowings (S\$'000)	6,047	6,047	6,047	6,047
Cash & Cash Equivalents/(Over drafts) (S\$'000)	3,673	(1,899)	40,975	35,403
Net Profit/ (Loss) (S\$'000)	(842)	(842)	4,054	4,054
Number of Shares, excluding treasury shares	220,183,864	198,165,478 <sup>(1)</sup>	220,183,864	198,165,478 <sup>(1)</sup>
<b><u>Financial Ratios</u></b>				
NTA per Share (cents)	20.34	19.79	21.60	21.19
Basic EPS (cents)	(0.38)	(0.42)	1.84	2.05
Gearing Ratio <sup>(2)</sup>	0.13	0.15	0.11	0.12
Current Ratio (times)	1.90	1.40	2.60	2.40

**Notes:**

- (1) Number of Shares excludes Shares that are held as treasury shares and assumes no change in the number of Shares on or prior to the date of the 2015 AGM.
- (2) Both the Company and the Group are in net cash position.

Scenario 1(B)

*Off-Market Purchases of 22,018,386 Shares out of capital, and the maximum number of Shares permitted under the Companies Act to be held in treasury are held in treasury and the balance are cancelled*

As at 31 December 2014	Company		Group	
	Before the Share Buyback	After the Share Buyback	Before the Share Buyback	After the Share Buyback
Shareholders' equity (S\$'000)	44,881	38,513	55,457	49,089
NTA (S\$'000)	44,785	38,417	47,557	41,189
Current Assets (S\$'000)	22,889	16,521	67,053	60,685
Current Liabilities (S\$'000)	12,083	12,083	25,658	25,658
Working Capital (S\$'000)	10,806	4,438	41,395	35,027
Total Borrowings (S\$'000)	6,047	6,047	6,047	6,047
Cash & Cash Equivalents/ (Overdrafts) (S\$'000)	3,673	(2,695)	40,975	34,607
Net Profit/(Loss) (S\$'000)	(842)	(842)	4,054	4,054
Number of Shares, excluding treasury shares	220,183,864	198,165,478 <sup>(1)</sup>	220,183,864	198,165,478 <sup>(1)</sup>
<b>Financial Ratios</b>				
NTA per Share (cents)	20.34	19.39	21.60	20.79
Basic EPS (cents)	(0.38)	(0.42)	1.84	2.05
Gearing Ratio <sup>(2)</sup>	0.13	0.16	1.11	0.12
Current Ratio (times)	1.90	1.40	2.60	2.40

**Notes:**

- (1) Number of Shares excludes Shares that are held as treasury shares and assumes no change in the number of Shares on or prior to the date of the 2015 AGM.
- (2) Both the Company and the Group are in net cash position.

Scenario 2(A)

Market Purchases of 22,018,386 Shares out of capital and cancelled

As at 31 December 2014	Company		Group	
	Before the Share Buyback	After the Share Buyback	Before the Share Buyback	After the Share Buyback
Shareholders' equity (S\$'000)	44,881	39,039	55,457	49,885
NTA (S\$'000)	44,785	39,213	47,557	41,985
Current Assets (S\$'000)	22,889	17,317	67,053	61,481
Current Liabilities (S\$'000)	12,083	12,083	25,658	25,658
Working Capital (S\$'000)	10,806	5,234	41,395	35,823
Total Borrowings (S\$'000)	6,047	6,047	6,047	6,047
Cash & Cash Equivalents/(Overdraft s) (S\$'000)	3,673	(1,899)	40,975	35,403
Net Profit/(Loss) (S\$'000)	(842)	(842)	4,054	4,054
Number of Shares, excluding treasury shares	220,183,864	198,165,478 <sup>(1)</sup>	220,183,864	198,165,478 <sup>(1)</sup>
<b>Financial Ratios</b>				
NTA per Share (cents)	20.34	19.79	21.60	21.19
Basic EPS (cents)	(0.38)	(0.42)	1.84	2.05
Gearing Ratio <sup>(2)</sup>	0.13	0.15	0.11	0.12
Current Ratio (times)	1.90	1.40	2.60	2.40

**Notes:**

- (1) Number of Shares excludes Shares that are cancelled and assumes no change in the number of Shares on or prior to the date of the 2015 AGM.
- (2) Both the Company and the Group are in net cash position.



Scenario 2(B)

Off-Market Purchases of 22,018,386 Shares out of capital and cancelled

As at 31 December 2014	Company		Group	
	Before the Share Buyback	After the Share Buyback	Before the Share Buyback	After the Share Buyback
Shareholders' equity (S\$'000)	44,881	38,513	55,457	49,089
NTA (S\$'000)	44,785	38,417	47,557	41,189
Current Assets (S\$'000)	22,889	16,521	67,053	60,685
Current Liabilities (S\$'000)	12,083	12,083	25,658	25,658
Working Capital (S\$'000)	10,806	4,438	41,395	35,027
Total Borrowings (S\$'000)	6,047	6,047	6,047	6,047
Cash & Cash Equivalents/ (Overdrafts) (S\$'000)	3,673	(2,695)	40,975	34,607
Net Profit/(Loss) (S\$'000)	(842)	(842)	4,054	4,054
Number of Shares, excluding treasury shares	220,183,864	198,165,478 <sup>(1)</sup>	220,183,864	198,165,478 <sup>(1)</sup>
<b>Financial Ratios</b>				
NTA per Share (cents)	20.34	19.39	21.60	20.79
Basic EPS (cents)	(0.38)	(0.42)	1.84	2.05
Gearing Ratio <sup>(2)</sup>	0.13	0.16	0.11	0.12
Current Ratio (times)	1.90	1.40	2.60	2.40

**Notes:**

- (1) Number of Shares excludes Shares that are cancelled and assumes no change in the number of Shares on or prior to the date of the 2015 AGM.
- (2) Both the Company and the Group are in net cash position.

Shareholders should note that the financial effects set out above are for illustrative purposes only. In particular, it is important to note that the above analysis is based on historical audited financial statements for the financial year ended 31 December 2014 and is not necessarily representative of future financial performance.

Although the Share Buyback Mandate would authorise the Company to purchase or acquire up to 10% of the issued ordinary share capital of the Company (excluding treasury shares), the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 10% of the issued ordinary share capital of the Company (excluding treasury shares). In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased as treasury shares.

## **1.8 Listing status of the Shares**

The Listing Manual requires a listed company to ensure that at least 10% of its issued shares (excluding treasury shares) must be held by public shareholders. As at the Latest Practicable Date, approximately 42.35% of the issued Shares (excluding treasury shares) are held by public Shareholders. As at the Latest Practicable Date and assuming the Company undertakes purchases or acquisitions of its Shares up to the full 10% limit pursuant to the Share Buyback Mandate, approximately 35.98% of the issued Shares (excluding treasury shares) will be held by public Shareholders. Accordingly, the Company is of the view that there is a sufficient number of Shares in issue held by public Shareholders which would permit the Company to undertake purchases or acquisitions of its Shares up to the full 10% limit pursuant to the Share Buyback Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to affect orderly trading.

## **1.9 Take-over implications**

Appendix 2 of the Take-over Code contains the Share Buyback Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below:

### **1.9.1 Obligation to make a take-over offer**

If, as a result of any purchase or acquisition by the Company of its Shares, a Shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. If such increase results in a change of effective control, or, as a result of such increase, a Shareholder or group of Shareholders acting in concert obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert could become obliged to make a general take-over offer for the Company under Rule 14 of the Take-over Code.

### 1.9.2 Persons acting in concert

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

Unless the contrary is established, the following persons will, *inter alia*, be presumed to be acting in concert:

- (a) a company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the foregoing companies, any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights;
- (b) a company with any of its directors, together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts;
- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
- (e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and persons controlling, controlled by or under the same control as the adviser, and all the funds which the adviser manages on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total 10% or more of the client's equity share capital;
- (f) directors of a company (together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts) which is subject to an offer or where the directors have reason to believe a *bona fide* offer for their company may be imminent;
- (g) partners; and
- (h) an individual, his close relatives, his related trusts, any person who is accustomed to act according to the instructions of that individual, companies controlled by any of the above, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

For this purpose, a company is an "associated company" of another company if the second company owns or controls at least 20% but not more than 50% of the voting rights of the first-mentioned company.

### 1.9.3 Effect of Rule 14 and Appendix 2 of the Take-over Code

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, Directors of the Company and persons acting in concert with them will incur an obligation to make a takeover offer for the Company under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or if the voting rights of such Directors and their concert parties fall between 30% and 50% of the

Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than 1% in any period of six (6) months. The Directors and their concert parties will be exempted from the requirement to make a take-over offer subject to certain conditions, including, *inter alia*, the submission by each of the Directors of an executed form prescribed by the SIC within seven (7) days of the passing of the resolution to authorise the implementation of the Share Buyback Mandate.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors of the Company will not be required to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Buyback Mandate.

**Shareholders are advised to consult their professional advisers and/or the SIC and/or the relevant authorities at the earliest opportunity as to whether an obligation to make a take-over offer would arise by reason of any Share purchases or acquisitions by the Company pursuant to the Share Buyback Mandate.**

#### 1.9.4 Application of the Take-over Code

##### 1.9.4.1 *Dr. Doreen Tan, Dr. Dora Hoan and parties acting in concert with them*

At the Latest Practicable Date, Dr. Doreen Tan Nee Moi ("**Dr. Doreen Tan**"), Dr. Dora Hoan Beng Mui ("**Dr. Dora Hoan**") and D2 Investment Pte. Ltd. ("**D2**") are concert parties (the "**Concert Parties Arrangement**") pursuant to a shareholders' agreement dated 23 September 2005 ("**D2 Shareholders' Agreement**").

Pursuant to the D2 Shareholders' Agreement, both Dr. Doreen Tan and Dr. Dora Hoan, each holding 50% of the total voting rights in D2, agreed, *inter alia*, that their voting rights in the Company, consisting of:

- (1) the Shares held directly by D2; and
- (2) the Shares held directly by each of Dr. Doreen Tan and Dr. Dora Hoan,

(collectively (1) and (2), the "**Collective Voting Rights**"), will at all times be exercised unanimously. In the event Dr. Doreen Tan and Dr. Dora Hoan are not able to exercise the Collective Voting Rights unanimously, Dr. Doreen Tan and Dr. Dora Hoan will take steps to terminate the Concert Parties Arrangement, subject to any directions advised by the SIC and prior clearance with the SIC. Pursuant to the D2 Shareholders' Agreement, Dr. Doreen Tan and Dr. Dora Hoan also agreed that each of them shall at all times act in concert in respect of all their deemed and direct shareholding interests in the Company.

As at the Latest Practicable Date:

- (a) Dr. Doreen Tan and Dr. Dora Hoan are shareholders of D2 each holding 50% of the issued and paid-up capital of D2;
- (b) D2 directly holds approximately 35.023% of the voting rights in the Company;
- (c) Dr. Dora Hoan directly holds approximately 5.6098% of the voting rights in the Company;

- (d) Dr. Doreen Tan directly holds approximately 5.6098% of the voting rights in the Company;
- (e) Dr. Dora Hoan and Dr. Doreen Tan are also deemed to be interested in the Shares held by D2 by virtue of each of their 50% shareholding interest in D2;
- (f) Ms. Li Lihui (“**Li Lihui**”), Dr. Dora Hoan’s daughter, directly holds approximately 0.0454% of the voting rights in the Company. Li Lihui is deemed interested in approximately 5.6098% of the voting rights in the Company directly held by Dr. Dora Hoan, and Dr. Dora Hoan is deemed interested in approximately 0.0454% of the voting rights in the Company directly held by Li Lihui;
- (g) Ms. Pek Jia Rong (“**Pek Jia Rong**”), Dr. Doreen Tan’s daughter, directly holds approximately 0.0454% of the voting rights in the Company. Pek Jia Rong is deemed interested in approximately 5.6098% of the voting rights in the Company directly held by Dr. Doreen Tan, and Dr. Doreen Tan is deemed interested in approximately 0.0454% of the voting rights in the Company directly held by Pek Jia Rong; and
- (h) Li Lihui is presumed to be Dr. Dora Hoan’s concert party and Pek Jia Rong is presumed to be Dr. Doreen Tan’s concert party. Dr. Dora Hoan, Dr. Doreen Tan, Li Lihui, Pek Jia Rong and D2 (collectively referred to as the “**Parties**”) are parties acting in concert.

The following table sets out the interests of the Parties in the Shares as at the Latest Practicable Date:

Shareholder	Direct Interest		Deemed Interest	
	Number of Shares	%	Number of Shares	%
D2	77,115,000	35.023	-	-
Dr. Dora Hoan	12,352,000	5.6098	77,215,000 <sup>(1)</sup>	35.0684
Dr. Doreen Tan	12,352,000	5.6098	77,215,000 <sup>(2)</sup>	35.0684
Li Lihui	100,000	0.0454	12,352,000 <sup>(3)</sup>	5.6098
Pek Jia Rong	100,000	0.0454	12,352,000 <sup>(4)</sup>	5.6098

**Notes:**

- (1) Dr. Dora Hoan is deemed interested in the 77,115,000 Shares held by D2 and 100,000 Shares held by her daughter, Li Lihui.
- (2) Dr. Doreen Tan is deemed interested in the 77,115,000 Shares held by D2 and 100,000 Shares held by her daughter, Pek Jia Rong.
- (3) Li Lihui is deemed interested in the 12,352,000 Shares held by her mother, Dr. Dora Hoan.
- (4) Pek Jia Rong is deemed interested in the 12,352,000 Shares held by her mother, Dr. Doreen Tan.

As at the Latest Practicable Date, the Parties hold an aggregate of 102,019,000 Shares, constituting an aggregate of approximately 46.3334% of the voting rights in the Company.

#### 1.9.4.2 Consequences of share buybacks

Based on 220,183,864 issued Shares of the Company (excluding treasury shares) as at the Latest Practicable Date, the exercise in full of the Share Buyback Mandate by the Company would result in the purchase of 22,018,386 Shares. If the exercise in full of the Share Buyback Mandate by the Company (“**Full Share Purchase**”) causes the aggregate voting rights of the Parties to increase by more than 1% (assuming such increases occur within six (6) months), the Parties would thereby incur an obligation to make a general offer under Rule 14 of the Take-over Code.

Based on the direct holding of Shares of the Parties as at the Latest Practicable Date and assuming that:

- (a) the Company undertakes Share Buybacks under the Share Buyback Mandate up to the maximum of 10% of the issued ordinary share capital of the Company (excluding treasury shares) as permitted by the Share Buyback Mandate;
- (b) there is no change in the Parties’ direct holding of Shares between the Latest Practicable Date and the date of the 2015 AGM; and
- (c) there is no change to the Parties’ direct holding of Shares between the date of the 2015 AGM and the date of the Full Share Purchase,

the Parties’ aggregate voting rights in the Company will increase from approximately 46.3334% to approximately 51.4818%, thereby resulting in the Parties incurring an obligation to make a general offer under Rule 14 of the Take-over Code. An illustration of this increase in voting rights held by each of the Parties is shown below:

Shareholder	Voting rights in the Company	
	Before Share Buyback	After Share Buyback
Dr. Dora Hoan <sup>(1)(2)</sup>	5.6098%	6.2332%
Dr. Doreen Tan <sup>(1)(3)</sup>	5.6098%	6.2332%
D2 <sup>(1)</sup>	35.023%	38.9144%
Li Lihui <sup>(2)</sup>	0.0454%	0.0505%
Pek Jia Rong <sup>(3)</sup>	0.0454%	0.0505%
<b>Total voting rights</b>	<b>46.3334%</b>	<b>51.4818%</b>

**Notes:**

- (1) Dr. Dora Hoan and Dr. Doreen Tan are shareholders of D2 each holding 50% of the issued and paid-up capital of D2, and they are deemed interested in the Shares held by D2.
- (2) Dr. Dora Hoan is deemed interested in the Shares held by her daughter, Li Lihui, and Li Lihui is deemed interested in the Shares held by her mother, Dr. Dora Hoan.
- (3) Dr. Doreen Tan is deemed interested in the Shares held by her daughter, Pek Jia Rong, and Pek Jia Rong is deemed interested in the Shares held by her mother, Dr. Doreen Tan.

#### 1.9.4.3 *Exemption under section 3(a) of Appendix 2 of the Take-over Code*

Pursuant to Section 3(a) of Appendix 2 of the Take-over Code, Dr. Dora Hoan, Dr. Doreen Tan and parties acting in concert with them would be eligible to be exempted from the requirement to make a general offer for the Company under Rule 14 of the Take-over Code as a result of the Company buying back its Shares pursuant to the renewed Share Buyback Mandate, subject to the following conditions:

- (a) the Letter to Shareholders on the resolution to approve the renewal of the Share Buyback Mandate to contain advice to the effect that by voting to approve the renewal of the Share Buyback Mandate, Shareholders are waiving their rights to a general offer at the required price from Dr. Dora Hoan, Dr. Doreen Tan and parties acting in concert with them who, as a result of the Share Buybacks, would increase their voting rights by more than 1% in any period of six (6) months;
- (b) the Letter to Shareholders discloses the names of Dr. Dora Hoan, Dr. Doreen Tan and parties acting in concert with them, and their voting rights at the time of the 2015 AGM and after the Company exercises the renewed Share Buyback Mandate in full;
- (c) the ordinary resolution to authorise the renewal of the Share Buyback Mandate is approved by a majority of those Shareholders present and voting at the 2015 AGM on a poll who could not become obliged to make an offer for the Company as a result of the Company purchasing Shares under the Share Buyback Mandate;
- (d) Dr. Dora Hoan, Dr. Doreen Tan and parties acting in concert with them will abstain from voting on the Ordinary Resolution in respect of all their Shares as of the date of the 2015 AGM and/or abstain from making a recommendation to Shareholders to vote in favour of the Ordinary Resolution;
- (e) within seven (7) days after the passing of the Ordinary Resolution, each of Dr. Dora Hoan and Dr. Doreen Tan to submit to the SIC a duly signed form as prescribed by the SIC; and
- (f) Dr. Dora Hoan, Dr. Doreen Tan and parties acting in concert with them have not acquired and will not acquire any Shares between the date on which they know that the announcement of the renewal of the Share Buyback Mandate is imminent and the earlier of:
  - (i) the date on which the authority of the renewed Share Buyback Mandate expires; and
  - (ii) the date on which the Company announces it has (A) bought back such number of Shares as authorised by Shareholders at the 2015 AGM; or (B) decided to cease buying back its Shares,

as the case may be, if such acquisitions, taken together with the Share Buyback(s) under the renewed Share Buyback Mandate, would cause the aggregate voting rights held by the Parties and the parties acting in concert with them in the Company to increase by more than 1% in the preceding six (6) months.

If the aggregate voting rights held by Dr. Dora Hoan, Dr. Doreen Tan and parties acting in concert with them increase by more than 1% solely as a result of the Company buying back Shares as authorised by the Share Buyback Mandate, and none of them has acquired any shares during the period as defined in Section 1.9.4.3(f) above, then Dr. Dora Hoan, Dr. Doreen Tan and parties acting in concert with them would be eligible for the SIC's exemption from the requirement to make a general offer under Rule 14 of the Take-over Code, or where such exemption had been granted, would continue to enjoy the exemption.

**Shareholders should note that by voting for the ordinary resolution relating to the renewal of the Share Buyback Mandate to be proposed at the forthcoming 2015 AGM, they are waiving their rights to a general offer at the required price from Dr. Dora Hoan, Dr. Doreen Tan and the parties acting in concert with them.**

Save as disclosed above, the Directors are not aware of any fact(s) or factor(s) which suggest or imply that any particular person(s) and/or Shareholder(s) are, or may be regarded as, parties acting in concert such that their respective interests in voting Shares should or ought to be consolidated, and consequences under the Take-over Code would ensue as a result of a purchase of Shares by the Company pursuant to the Share Buyback Mandate.

Appendix 2 of the Take-over Code requires that the resolution to authorise the renewal of Share Buyback Mandate be approved by a majority of those Shareholders present and voting at the meeting on a poll who could not become obliged to make an offer under the Take-over Code as a result of the Share Buyback. Accordingly, the Ordinary Resolution is proposed to be taken on a poll, and each of Dr. Doreen Tan and Dr. Dora Hoan will abstain, and will procure their respective concert parties to abstain, from voting on the Ordinary Resolution.

**Shareholders who are in any doubt as to whether they would incur any obligations to make a take-over offer as a result of any Share Buyback pursuant to the Share Buyback Mandate are advised to consult their professional advisers and/or the SIC and/or the relevant authorities at the earliest opportunity before they acquire any Shares during the period when the Share Buyback Mandate is in force.**

#### **1.10 Reporting requirements**

Within thirty (30) days of the passing of a Shareholders' resolution to approve the proposed Share Buyback Mandate, the Directors shall lodge a copy of the relevant Shareholders' resolution with the Registrar of Companies (the "**Registrar**").

The Directors shall lodge with the Registrar a notice of share purchase within thirty (30) days of a share purchase. Such notification shall include the date of the purchase, the number of Shares purchased by the Company, the number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued ordinary share capital before and after the purchase, the amount of consideration paid by the Company for the purchase, whether the Shares were purchased out of the profits or the capital of the Company, and such other particulars as may be required in the prescribed form.

Within thirty (30) days of the cancellation or disposal of treasury shares in accordance with the provisions of the Companies Act, the Directors shall lodge with the Registrar the notice of cancellation or disposal of treasury shares in the prescribed form.



Rule 886 of the Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (a) in the case of a Market Purchase, on the Market Day following the day of purchase or acquisition of any of its shares; and (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer. Such announcement currently requires the inclusion of details of, *inter alia*, the total number of shares purchased, the purchase price per share or the highest and lowest prices paid for such shares, as applicable. Such announcement will be made in the form prescribed by the Listing Manual.

#### **1.11 No purchases during price-sensitive developments**

While the Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time or times, because the listed company would be regarded as an “insider” in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the proposed Share Buyback Mandate at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced. In particular, in line with the best practices on securities dealings under Rule 1207(19) of the Listing Manual, the Company would not purchase or acquire any Shares through Market Purchases during the period of two (2) weeks and one (1) month immediately preceding the announcement of the Company's quarterly results and the annual (full-year) results respectively.

#### **1.12 Shares purchased by the Company in the 12 months preceding the Latest Practicable Date**

The Company has not purchased any Shares in the twelve (12) months preceding the Latest Practicable Date.

## 2. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTEREST

As at the Latest Practicable Date, the interests of the Directors in the Shares (as extracted from the Register of Directors' shareholdings), and the interests of the Substantial Shareholders in the Shares (as extracted from the Register of Shareholders), are as follows:

Name	Number of Shares		Deemed Interest	%
	Direct Interest	%		
<b>Directors</b>				
Dr. Dora Hoan <sup>(1)(2)</sup>	12,352,000	5.6098	77,215,000	35.0684
Dr. Doreen Tan <sup>(1)(3)</sup>	12,352,000	5.6098	77,215,000	35.0684
Huang Ban Chin	9,200,000 <sup>(4)</sup>	4.1783	-	-
Lee Sen Choon	75,000	0.0340	-	-
Lee Teck Leng Robson	66,000	0.0299	-	-
Ravindran s/o Ramasamy	-	-	-	-
<b>Other substantial Shareholders</b>				
D2 <sup>(1)</sup>	77,115,000	35.023	-	-
Shi Jinyu	15,500,717	7.0398	-	-
Li Lihui <sup>(2)</sup>	100,000	0.0454	12,352,000	5.6098
Pek Jia Rong <sup>(3)</sup>	100,000	0.0454	12,352,000	5.6098

### Notes:

- (1) Dr. Dora Hoan and Dr. Doreen Tan are shareholders of D2 each holding 50% of the issued and paid-up capital of D2, and they are deemed interested in the Shares held by D2.
- (2) Dr. Dora Hoan is deemed interested in the Shares held by her daughter, Li Lihui, and Li Lihui is also deemed interested in the Shares held by her mother, Dr. Dora Hoan.
- (3) Dr. Doreen Tan is deemed interested in the Shares held by her daughter, Pek Jia Rong, and Pek Jia Rong is also deemed interested in the Shares held by her mother, Dr. Doreen Tan.
- (4) Includes 6,000,000 Shares and 3,000,000 Shares held in the name of Hong Leong Finance Nominees Pte Ltd and United Overseas Bank Nominees Pte Ltd respectively.

Save as disclosed above, none of the Directors and Substantial Shareholders or their respective associates has any interest, direct or indirect, in the Share Buyback Mandate.

### **3. ACTION TO BE TAKEN BY SHAREHOLDERS**

Shareholders who are unable to attend the 2015 AGM and who wish to appoint a proxy or proxies to attend and vote on their behalf should complete, sign and return the Proxy Form attached to the Notice of the 2015 AGM in accordance with the instructions printed therein as soon as possible and, in any event, so as to arrive at the registered office of Company at 26 Tai Seng Street #05-01 Singapore, Singapore 534057, not later than forty-eight (48) hours before the time fixed for the 2015 AGM. The appointment of a proxy by a Shareholder does not preclude him from attending and voting in person at the 2015 AGM if he so wishes in place of the proxy if he finds that he is able to do so.

A Depositor shall not be regarded as a member of the Company entitled to attend the AGM and to speak and vote thereat unless his name appears on the Depository Register maintained by CDP pursuant to Division 7A of Part IV of the Companies Act at least forty-eight (48) hours before the 2015 AGM.

### **4. DIRECTORS' RECOMMENDATIONS**

Save for Dr. Doreen Tan and Dr. Dora Hoan who have abstained from making any recommendations in respect of the proposed renewal of the Share Buyback Mandate, the Directors are of the opinion that the proposed renewal of the Share Buyback Mandate is in the best interests of the Company. Accordingly, they recommend that the Shareholders vote in favour of the ordinary resolution relating to the proposed renewal of the Share Buyback Mandate to be proposed at the 2015 AGM.

### **5. ABSTENTION FROM VOTING**

Each of Dr. Doreen Tan and Dr. Dora Hoan will abstain, and will procure their respective concert parties to abstain, from voting in respect of their holdings of Shares on the Ordinary Resolution, and will not accept any appointment as proxies or otherwise for voting on the Ordinary Resolution unless specific instructions have been given in the Proxy Form(s) on how the votes are to be cast in respect of the Ordinary Resolution.

### **6. DIRECTORS' RESPONSIBILITY STATEMENT**

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

## 7. DOCUMENTS FOR INSPECTION

A copy of the following documents may be inspected at the registered office of the Company at 26 Tai Seng Street #05-01, Singapore 534057, during normal business hours from the date of this Appendix up to and including the date of the 2015 AGM:

- (a) the Annual Report 2014; and
- (b) the Memorandum and Articles of Association of the Company.

Yours faithfully  
For and on behalf of the Board of Directors of  
**Best World International Limited**

Huang Ban Chin  
Chief Operating Officer and Executive Director