
GRANT OF WAIVERS FROM RULES 705(1), 707(1) and 705(2) OF THE LISTING MANUAL

Unless otherwise defined herein, all capitalised terms used herein shall have the same meanings ascribed to them in the 25 Feb Announcement (as defined herein) and the Company's announcement dated 30 June 2016.

1. The Board of the Company refers to the Company's announcements on 9 February 2015 and 25 February 2015 (the "**25 Feb Announcement**") relating to the Suspension of Ms. Jismyl Teo and Mr. Skip Tang in connection with the HK Investigations, the Company's announcement on 2 October 2015 (the "**2 Oct Announcement**") relating to the grant of waivers sought by the Company from Rules 705(1), 707(1) and 705(2) of the Listing Manual.

A. GRANT OF WAIVERS FROM RULES 705(1), 707(1) AND 705(2) OF THE LISTING MANUAL

2. As stated in the 2 Oct Announcement, the Company had sought and had previously been granted waivers under Rule 705(1) of the Listing Manual to announce the FY2014 Financial Statements by 31 March 2016, under Rule 707(1) of the Listing Manual to hold the AGM in relation to FY2014 (the "**FY2014 AGM**") by 31 May 2016 and under Rule 705(2) of the Listing Manual to announce the 1Q15 Financial Statements, the 2Q15 Financial Statements and the 3Q15 Financial Statements no later than 30 June 2016.
3. As stated in the Company's announcement dated 31 March 2016, the Company made an application to the SGX-ST to seek:
 - (a) further extensions of six (6) months under each of Rule 705(1), Rule 707(1) and Rule 705(2) in respect of the FY2014 Financial Statements, the FY 2014 AGM in relation to FY2014, the 1Q15 Financial Statements, the 2Q15 Financial Statements and the 3Q15 Financial Statements;
 - (b) a further ten (10) months' extension under Rule 705(1) in relation to the financial statements in respect of the year ended 31 December 2015 (the "**FY2015 Financial Statements**");
 - (c) a ten (10) months' extension under Rule 707(1) in respect of the AGM in relation to the FY2015 Financial Statements (the "**FY2015 AGM**");
 - (d) a ten and a half (10.5) months' extension under Rule 705(2) in respect of the first quarter ended 31 March 2016 (the "**1Q16 Financial Statements**");
 - (e) a seven and a half (7.5) months' extension under Rule 705(2) in respect of the second quarter ending 30 June 2016 (the "**2Q16 Financial Statements**"); and
 - (f) a four and a half (4.5) months' extension under Rule 705(2) in respect of the third quarter ending 30 September 2016 (the "**3Q16 Financial Statements**").

The rationale for this application is set out in paragraph 5 below.

4. The Board wishes to announce that the SGX-ST had on 19 May 2016 granted the Company:

- (a) up to 30 September 2016 to announce the FY2014 Financial Statements;
- (b) up to 30 November 2016 to hold the FY2014 AGM;
- (c) up to 31 December 2016 to announce the 1Q15 Financial Statements, 2Q15 Financial Statements and 3Q15 Financial Statements;
- (d) up to 31 December 2016 to announce the FY2015 Financial Statements;
- (e) up to 28 February 2017 to hold the FY2015 AGM; and
- (f) up to 31 March 2017 to announce the 1Q16 Financial Statements, 2Q16 Financial Statements and 3Q16 Financial Statements,

subject to the fulfilment of certain conditions as set out at paragraph 6 of this announcement (the "**Waivers**").

Reasons for the Waivers

5. The Company sought the Waivers on the following grounds:

- (a) As stated in the 2 Oct Announcement, the Company had commenced the Expanded Investigations and engaged the Forensic Accountant as part of the expanded scope of the Initial Investigations. As the scope of the Expanded Investigations was too extensive, the Company worked closely with HK Counsel and the Forensic Accountant, and sought the assistance of the Company's external auditor to refine the scope of the Expanded Investigations in order that the release of the FY2014 Financial Statements may be expedited. Thereafter, the Company continued to work closely with HK Counsel to issue reports on the Expanded Investigations with the assistance of, among others, the Forensic Accountant.
- (b) Due to the substantial costs of continuing the Expanded Investigations and the fees for completing the audit on the Company relating to the FY2014 Financial Statements, the Board of the Company suspended the Expanded Investigations and such audit.
- (c) Further, due to the confidential and sensitive nature of the Expanded Investigations, the interim findings of the Expanded Investigations have yet to be finalised into a form appropriate for review by the Company's external auditors. Pending the disclosure of such findings to the Company's external auditors, the audit on the Company relating to the FY2014 Financial Statements cannot be completed.
- (d) The Company is currently exploring all options for the conditional and qualified release of the interim findings of the Expanded Investigations to the Company's external auditors.
- (e) As the preparation of the 1Q15 Financial Statements, 2Q15 Financial Statements, 3Q15 Financial Statements, the FY2015 Financial Statements, the 1Q16 Financial Statements, the 2Q16 Financial Statements and the 3Q16 Financial Statements will be affected by the delay in the finalisation and announcement of the FY2014 Financial Statements, the Company has also requested for an extension of time for the announcement of the 1Q15 Financial Statements, 2Q15 Financial Statements, 3Q15 Financial Statements, the FY2015 Financial Statements, the 1Q16 Financial Statements, the 2Q16 Financial Statements and the 3Q16 Financial Statements.

- (f) As it is a requirement under Bermuda law that the audited FY2015 Financial Statements be laid at the FY2015 AGM, the FY2015 AGM will also be affected by the delay in the finalisation of the FY2014 Financial Statements. The Company has also requested for an extension of time for holding the FY2015 AGM.

Conditions to the Waivers

6. The Waivers are subject to the following conditions:
- (a) the Company announcing the period of extension granted, the reasons for seeking the extension of time and the conditions as required under Listing Rule 107;
 - (b) submission of a written confirmation from the Company that the waiver does not contravene any laws and regulations governing the Company;
 - (c) submission of a written confirmation from the Company that it is not aware of any information that will have a material bearing on investors' decision which has yet to be announced by the Company; and
 - (d) the Company convening the annual general meetings of the Company for FY2014 and FY2015 by 30 November 2016 and 28 February 2017 respectively subject to approval of the same from the relevant regulatory authority in Bermuda.

Shareholders are advised to exercise caution when dealing in the securities of the Company and to refrain from taking any action in relation to their shares which may be prejudicial to their interests.

BY ORDER OF THE BOARD

Iwao Oishi
Executive Director, Vice Chairman, and Acting Chief Executive Officer
Date: 19 May 2016