



NOEL
NOEL GIFTS INTERNATIONAL LTD
(Company Registration Number: 198303940Z)
(Incorporated in the Republic of Singapore)

Appendix A

**APPENDIX TO THE NOTICE OF ANNUAL GENERAL MEETING
DATED 16 SEPTEMBER 2015
IN RELATION TO THE RENEWAL OF
SHARE BUY-BACK MANDATE**

NOEL GIFTS INTERNATIONAL LTD

(Company Registration Number: 198303940Z)
(Incorporated in the Republic of Singapore)

Directors:-

Alfred Wong Siu Hong (Managing Director)
Wong Phui Hong (Non-Executive Director)
Freddie Heng Kim Chuan (Independent, Non-Executive Director)
Koh Soo Keong (Independent, Non-Executive Director)

Registered Office:-

21 Ubi Road 1
#03-01
Singapore 408724

To:- The Members of Noel Gifts International Ltd

Dear Sir/Madam

RENEWAL OF SHARE BUY-BACK MANDATE

1. INTRODUCTION

The Board of Directors of Noel Gifts International Ltd (the “**Company**”) proposes to seek the approval of the members of the Company (the “**Members**”) at the Annual General Meeting to be held on 02 October 2015 (“**2015 AGM**”) for the renewal of the Share Buy-Back Mandate originally approved by the Members at an extraordinary general meeting of the Company held on 24 February 2006, authorizing the directors of the Company (the “**Directors**”) to purchase or otherwise acquire its issued ordinary shares (the “**Shares**”) on the terms of such mandate (the “**2006 Mandate**”). The general mandate was renewed at last Annual General Meeting of the Company held on 28 October 2014 (“**2014 AGM**”).

Reference is made to the Notice of the 2015 AGM dated 16 September 2015 (the “**Notice**”) accompanying the Annual Report of the Company for the financial year ended 30 June 2015 (“**FY2015**”) and the proposed ordinary Resolution 7 in relation to the Renewal of the Share Buy-Back Mandate, which sets the authority and limitations on the Share Buy-Back Mandate.

The purpose of this letter is to provide Members with information relating to the Share Buy-Back Mandate.

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

2. DETAILS OF THE SHARE BUY-BACK MANDATE

2.1 Shareholders’ Approval

The authority contained in the 2006 Mandate was expressed to continue in force until the next annual general meeting of the Company and as such, will be expiring on 02 October 2015, being the date of the 2015 AGM. The general mandate was renewed at previous general meetings of the Company held on 30 October 2006, 26 October 2007, 21 October 2008, 20 October 2009, 19 October 2010, 25 October 2011, 30 October 2012, 29 October 2013 and 28 October 2014. As at the date of this Notice, the Company has not made any purchase or acquisitions of its issued Shares pursuant to the 2006 Mandate.

If approved by the Members at 2015 AGM, the authority conferred by the renewed Share Buy-Back Mandate will take effect from the date of the 2015 AGM and continue in force until the next annual general meeting of the Company or the date that the next annual general meeting of the Company is required by law to be held, unless prior thereto, share buy-backs have been

carried out to the full extent mandated or the Share Buy-Back Mandate is varied or revoked by the Company in general meeting. The Share Buy-back Mandate may be put to Members for the renewal at each subsequent annual general meeting of the Company.

As at 31 August 2015, being the latest practicable date prior to the printing of this letter (the "**Latest Practicable Date**"), the Company had in issue 102,476,024 Shares.

2.2 **Rationale for the Share Buy-Back Mandate**

A Share buy-back programme will provide the Directors of the Company with a cost-efficient, expedient and effective mechanism to:

- (i) return to Members surplus cash which is in excess of the financial requirements of the Group;
- (ii) improve shareholders' value by enhance the Group's earnings per share;
- (iii) better manage the Company's capital structure, dividend payout and cash reserves; and
- (iv) mitigate short-term market volatility and offset the effects of short-term speculation.

Members can be assured that any purchase or acquisition of Shares pursuant to the Share Buy-Back Mandate will only be undertaken in circumstances which would not have an adverse effect on the financial position of the Company, after taking into account the amount of surplus cash available and the prevailing market conditions. No purchase or acquisition of Shares will be made by the Company to the extent that would, or in circumstances that might, result in a material adverse effect on the liquidity, the orderly trading of the Shares, the working capital or gearing ratio of the Group (beyond such levels as the Directors may consider appropriate), or the Company being delisted from the SGX-ST.

2.3 **Authority and Limits of the Share Buy-Back Mandate**

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the proposed Share Buy-Back Mandate are the same as that under the 2006 Mandate and are summarised below:-

2.3.1 Maximum number of Shares

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

The total number of Shares which can be purchased or acquired pursuant to the Share Buy-Back Mandate is limited to that number of Shares representing not more than 10% of the total number of issued ordinary share capital of the Company as at the date the Share Buy-Back Mandate is approved. It should be noted that the purchases or acquisitions under the Share Buy-Back Mandate may not be carried out to the full limit authorized.

Purely for illustrative purposes, on the basis of 102,476,024 Shares in issue as at the Latest Practicable Date, and assuming that no further Shares are issued on or prior to the 2015 AGM, not more than 10,247,602 Shares (representing 10% of the Shares in issue as at that date) may be purchased or acquired by the Company pursuant to the proposed Share Buy-Back Mandate.

2.3.2 Duration of authority

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the date of the 2015 AGM at which the Share Buy-Back Mandate is approved, up to the earlier of:-

- (i) the date on which the next annual general meeting of the Company is held or required by law to be held;

- (ii) the date on which the purchases or acquisitions pursuant to the Share Buy-Back Mandate is carried out to the full extent mandated; or
- (iii) the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by the Members of the Company in general meeting.

2.3.3 Manner of purchases or acquisitions of Shares

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

- (i) on-market purchases on the SGX-ST ("**Market Purchases**"); and/or
- (ii) off-market purchases otherwise than on the SGX-ST, in accordance with an equal access scheme, as defined in Section 76C of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**") ("**Off-Market Purchases**").

Market Purchases refer to purchases or acquisitions of Shares by the Company effected on the SGX-ST through the SGX-ST's Central Limit Order Book (CLOB) trading system, through one or more duly licensed stockbrokers appointed by the Company for the purpose.

Off-Market Purchases refer to purchases or acquisitions of Shares by the Company made under an equal access scheme or schemes for the purchase of Shares from Members. The Directors may impose such terms and conditions which are consistent with the Share Buy-Back Mandate, the rules contained in the Listing Manual of the SGX-ST (the "**Listing Rules**") and the Companies Act, as they consider fit in the interests of the Company in connection with or in relation to an equal access scheme or schemes. Under the Companies Act, an equal access scheme must satisfy all of the following conditions:-

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

In addition, in making an Off-Market Purchase, the Company must, pursuant to the Listing Rules, issue an offer document to all Members which must contain at least the following information:

- (i) terms and conditions of the offer;
- (ii) period and procedure for acceptances;
- (iii) reasons for the proposed share buy-back;
- (iv) consequences, if any, that will arise under the Singapore Code on Take-overs and Mergers (the "**Take-over Code**") or other applicable take-over rules;
- (v) whether the proposed purchase or acquisition of the Shares could affect the listing of the Shares on the SGX-ST; and

- (vi) details of any purchase or acquisition of Shares made by the Company pursuant to the Share Buy-Back Mandate in the previous twelve (12) months (whether by way of 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.

2.3.4 Price Restrictions

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

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

(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) consecutive market days on which transactions in a Share were recorded, immediately preceding the day of the Market Purchase, and deemed to be adjusted, in accordance with the Listing Rules, for any corporate action that occurs after such five (5) market day period;

“**Closing Market Price**” means the last dealt price for a Share transacted through the SGX-ST’s CLOB trading system as shown in any publication of the SGX-ST or other sources;

“**Highest Last Dealt Price**” means highest price transacted for a Share as recorded on the SGX-ST on the market day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to an Off-Market Purchase;

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

“**Market day**” means a day on which the SGX-ST is open for trading in securities.

2.4 **Status of Purchased Shares**

2.4.1 Cancellation of Shares

Any Share which is purchased by the Company is deemed cancelled immediately on purchase, and all rights and privileges attached to that Share shall expire on cancellation, unless such Share is held by the Company as a treasury share.

The Company’s 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.

2.4.2 Treasury Shares

Under the Companies Act, any Share which is repurchased by the Company may be held as treasury shares. Treasury shares may be, *inter alia*, sold for cash, transferred for the purposes of or pursuant to an employee share option scheme, transferred as consideration for the acquisition of shares in or assets of another company or assets of another person, or cancelled, or sold, transferred or otherwise used for such other purposes as may be prescribed by the Minister for Finance.

As the Company only has one class of Shares, the aggregate number of Shares that may be held as treasury shares shall not at any time exceed 10% of the total number of Shares of the Company at that time.

Any treasury shares held by the Company will not confer upon the Company any right to attend or vote at meetings, nor any right to receive dividends and/or other distributions (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up). The Company may, however, allot treasury shares as fully paid bonus shares, and also subdivide or consolidate any treasury share into treasury shares of a smaller amount as long as the total value of the treasury shares after the subdivision or consolidation is the same as the total value of the treasury shares before the subdivision or the consolidation, as the case may be.

2.5 Source of Funds

Under the Companies Act, any buy-back of Shares may be made out of the Company's capital or profits as long as the Company is solvent.

The Company will use a combination of internal resources and external borrowings to finance the purchases or acquisitions of its Shares.

2.6 Financial Impact

2.6.1 Where the consideration 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. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration (excluding brokerage, commission, goods and services tax and other related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

2.6.2 The financial impact on the Company and the Group arising from purchases or acquisitions of Shares which may be made pursuant to the proposed Share Buy-Back Mandate will depend on, *inter alia*, the aggregate number of Shares purchased or acquired, the price at which such Shares are purchased or acquired and the amount (if any) borrowed by the Company to fund the purchase or acquisition.

2.6.3 The possible financial impact of the purchase or acquisition of Shares in the Company pursuant to the Share Buy-Back Mandate on the Group's and Company's financial position is illustrated below:

(a) Market Purchase

For the purposes of illustration, it is assumed that the Company uses external borrowings to finance its share buy-back in a Market Purchase of 10,247,602 Shares (representing 10% of the Shares in issue as at the Latest Practicable Date) and that the Maximum Price is 32.13 cents per Share (being the price equivalent to 105% of the Average Closing Price of a Share immediately preceding the Latest Practicable Date on which transactions in the Shares were recorded), the funds required for the share buy-back would amount to approximately S\$3,293,000 and attributable interest expenses of approximately S\$95,000 would be incurred.

Based on the above assumptions, the impact of the purchase or acquisition of Shares in the Company undertaken in accordance with the Share Buy-Back Mandate on the Group's and Company's audited financial statements for FY2015, and assuming that the Shares purchased are cancelled, is as follows:

	Group		Company	
	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
As at 30 June 2015	\$'000	\$'000	\$'000	\$'000
Profit after tax	2,913	2,818	–	–
Shareholder's Funds	34,432	31,044	33,267	29,879
Net Tangible Assets	34,432	31,044	33,267	29,879
Current Assets	19,572	19,572	15,734	15,734
Current Liabilities	4,000	7,388	3,921	7,309
Working Capital	15,572	12,184	11,813	8,425
Total Borrowings	–	3,293	–	3,293
Number of shares	102,476,024	92,228,422	102,476,024	92,228,422
Financial Ratios				
NTA per share (cents)	33.60	33.66	32.46	32.40
Earnings per share (cents)	2.84	3.06	–	–
Gearing %	–	11	–	11
Current Ratio (times)	4.89	2.65	4.01	2.15

Notes:-

- (1) NTA is Net assets less intangible assets.
- (2) Gearing is equal to total borrowings divided by shareholders' funds.
- (3) Current ratio is equal to current assets divided by current liabilities.

As illustrated above, a Market Purchase of the maximum of 10,247,602 Shares will result in an increase in NTA per Share from 33.60 cents to 33.66 cents and an increase in Earnings per Share from 2.84 cents to 3.06 cents of the Group. The purchase of such Shares will affect working capital and the gearing of the Group and of the Company negatively.

(b) Off-Market Purchase

For the purposes of illustration, it is assumed that the Company uses external borrowings to finance its share buy-back in an Off-Market Purchase of 10,247,602 Shares (representing 10% of the Shares in issue as at the Latest Practicable Date) and that the Maximum Price is 36.00 cents per Share (being the price equivalent to 120% of the Highest Last Dealt Price of a Share immediately preceding the Latest Practicable Date), the funds required for the share buy-back would amount to approximately S\$3,689,000 and attributable interest expenses of approximately S\$107,000 would be incurred.

Based on the above assumptions, the impact of the purchase or acquisition of Shares in the Company undertaken in accordance with the Share Buy-Back Mandate on the Group's and Company's audited financial statements for FY2015, and assuming that the Shares purchased are cancelled, is as follows:

	Group		Company	
	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
As at 30 June 2015	\$'000	\$'000	\$'000	\$'000
Profit after tax	2,913	2,806	–	–
Shareholder's Funds	34,432	30,636	33,267	29,471
Net Tangible Assets	34,432	30,636	33,267	29,471
Current Assets	19,572	19,572	15,734	15,734
Current Liabilities	4,000	7,796	3,921	7,717
Working Capital	15,572	11,776	11,813	8,017
Total Borrowings	–	3,689	–	3,689
Number of shares	102,476,024	92,228,422	102,476,024	92,228,422
Financial Ratios				
NTA per share (cents)	33.60	33.22	32.46	31.95
Earnings per share (cents)	2.84	3.04	–	–
Gearing %	–	12	–	13
Current Ratio (times)	4.89	2.51	4.01	2.04

Notes:-

- (1) NTA is Net assets less intangible assets.
- (2) Gearing is equal to total borrowings divided by shareholders' funds.
- (3) Current ratio is equal to current assets divided by current liabilities.

As illustrated above, an Off-Market Purchase of the maximum of 10,247,602 shares will result in a decrease in NTA per Share from 33.60 cents to 33.22 cents and an increase in Earnings per Share from 2.84 cents to 3.04 cents of the Group. The purchase of such Shares will affect working capital and the gearing of the Group and the Company negatively.

- 2.6.4 **Shareholders should note that the financial effects set out above, based on the respective aforementioned assumptions, are for illustration purposes only. In particular, it is important to note that the above analysis is based on historical numbers from the Company's audited financial statements for FY2015, which is not necessarily representative of future financial performance.**
- 2.6.5 **Although the Share Buy-Back Mandate would authorise the Company to purchase up to 10% of the issued Shares, the Company may not necessarily purchase or be able to purchase the entire 10% of the issued Shares. In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased in treasury.**
- 2.6.6 The Company will take into account both financial factors (for example, cash surplus, debt position and working capital requirement) and non-financial factors (for example, share market conditions and the performance of the Shares) in assessing the relative impact of a share buy-back before execution.

2.6.7 The Directors do not propose to exercise the Share Buy-back Mandate to such an extent that it would have a material adverse effect on the working capital requirements of the Group. The purchase or acquisition of Shares will only be effected after considering relevant factors such as the working capital requirements, availability of financial resources, the expansion and investment plans of the Group and the prevailing market conditions. The Share Buy-back Mandate will be exercised with a view to enhance the earnings per share and/or the net tangible assets value per Share the Group.

2.7 Tax Implications

Members who are in doubt as to their respective tax positions or the tax implications of a share buy-back by the Company, or who may be subject to tax whether in or outside Singapore, should consult their own professional advisers.

2.8 Listing Rules

2.8.1 The Listing Rules specify 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 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 (which must be in the form of Appendix 8.3.1 to the Listing Manual of the SGX-ST) must include details of the total number of shares purchased, the date of purchase, the purchase price per share or the highest and lowest prices paid for such shares, as applicable, and the total consideration (including stamp duties, clearing charges, etc.) paid or payable for the shares.

2.8.2 While the SGX 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 Purchase 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, the Company will not purchase or acquire any Shares through Market Purchases or Off-Market Purchases during the period of two weeks immediately preceding the announcement of the Company’s result for the first half of the financial year, and during the period of one month immediately preceding the announcement of the full year results.

2.8.3 The Listing Rules also require a listed company to ensure that at least 10% of any class of its listed securities are, at all times, in the hands of the public. The “public” as defined under the Listing Rules, are persons other than the Directors, chief executive officer, substantial shareholders or controlling shareholders of the Company and its subsidiaries, as well as the associates (as defined in the Listing Rules) of such persons.

2.8.4 As at the Latest Practicable Date, there are approximately 26,199,775 Shares in the hands of an aggregate of approximately 1,039 public shareholders, representing 25.57% of the issued share capital of the Company. Assuming that the Company purchases its Shares through Market Purchases to the full 10% limit pursuant to the Share Buy-Back Mandate, the number of Shares in the hands of the public would be reduced to 15,952,173 Shares, representing 17.30% of the issued share capital of the Company. Accordingly, the Company is of the view that there is, at present, a sufficient number of Shares in the hands of the public that would permit the Company to potentially undertake purchases or acquisitions of the Shares through Market Purchases up to the full 10% limit pursuant to the proposed Share Buy-Back Mandate without adversely affecting the listing status of the Shares on the SGX-ST. The Company will not effect a share buy-back if, immediately following the share buy-back, the continuing shareholding spread requirement prescribed by SGX-ST which is in force at the time of the intended share buy-back cannot be maintained. The Directors will ensure that the share buy-backs will not have an adverse impact on the listing status of the Shares on SGX-ST.

2.9 Take-over Code Implications

- 2.9.1 Pursuant to Appendix 2 of the Take-over Code, when a company buys back its shares, any resulting increase in the percentage of voting rights held by a shareholder and persons acting in concert with him will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. Accordingly, if as a result of the Company's purchase or acquisition of Shares under the Share Buy-Back Mandate, a Shareholder or persons acting in concert with the Shareholder, obtains or consolidates effective control of the Company, they could incur an obligation to make a takeover offer for the Company under Rule 14 of the Take-over Code.
- 2.9.2 Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal) co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company. Unless the contrary is established, the following persons will be presumed to be acting in concert, namely: (a) a company with any of its directors and (b) a company, its parent, subsidiaries and fellow subsidiaries, and their associated companies, and companies of which such companies are associated companies, all with each other. For this purpose, ownership or control of at least 20% but not more than 50% of the voting rights of a company will be regarded as the test of associated company status.
- 2.9.3 The circumstances under which Members of the Company, including Directors, and persons acting in concert with them respectively will incur an obligation to make a takeover offer under Rule 14 after a purchase or acquisition of Shares by the Company are set out in Rule 14 and Appendix 2 of the Take-over Code.
- 2.9.4 Unless exempted (or if exempted, if such exemption is subsequently revoked), the Directors and persons (including Members) acting in concert with them will incur an obligation to make a takeover offer under Rule 14 if, as a result of the Company purchasing or acquiring 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 1% in any period of six (6) months.
- 2.9.5 Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a takeover offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder 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 Buy-Back Mandate.

Based on the Shareholdings of the Directors and substantial shareholders of the Company, as at the Latest Practicable Date, details of which are set out in paragraphs 3 and 4 below, the Share Buy-Back Mandate is not expected to result in any Director or substantial shareholder incurring an obligation to make a general offer for the Shares of the Company under Rule 14 or Appendix 2 of the Take-over Code.

- 2.9.6 Mr Alfred Wong Siu Hong ("**Mr Alfred Wong**"), Mdm Wong Phui Hong and Mr Wong Koon Hong are siblings. As at the Latest Practicable Date, together with his wife, Mdm Lim Julian, his two daughters, Miss Wong Lai Kuan Kim and Miss Wong Lai Yee Kristine, and his son, Mr Wong Ho Hon Keith, have an aggregate interest of approximately 44.44% of the issued share capital of the Company. Mdm Wong Phui Hong, together with her husband, Mr Tan Bian Kian and her two sons, Mr Tan Deng Zhi and Mr Tan Deng Zheng, hold an aggregate interest of approximately 14.96% of the issued share capital of the Company. Mr Wong Koon Hong, together with his wife Mdm Lim Yew Lian, have an aggregate interest of approximately 5.20% of the issued share capital of the Company. As Mr Alfred Wong and his immediate family, Mdm Wong Phui Hong and her immediate family, and Mr Wong Koon Hong and his spouse are deemed as concert parties under the Take-over Code, their shareholdings will aggregated for the purposes of Rule 14 of the Take-over Code. Mr Alfred Wong and his concert parties therefore hold an aggregate of approximately 64.59% of the issued share capital of the Company.

2.9.7 Based on the existing issued share capital of 102,476,024 Shares as at the Latest Practicable Date, the exercise in full of the Share Buy-Back Mandate would result in the purchase of 10,247,602 Shares. Consequently, the interest of Mr Alfred Wong and his concert parties in the Company may increase to approximately 71.77%. As Mr Alfred Wong and his concert parties hold more than 50% of the Company's voting rights, notwithstanding any increase in Mr Alfred Wong and/or his concert parties' interest in the Company, there is no requirement for Mr Alfred Wong and/or his concert parties to make a general offer for the Shares held by other Members under Rule 14 of the Take-over Code. Notwithstanding the aforesaid, the Securities Industry Council of Singapore ("SIC") may, subject to the considerations set out in Note 4 to Rule 14.1 of the Take-over Code, regard as giving rise to an obligation to make an offer, any acquisition by a single member or sub-group of the group acting in concert, of voting rights sufficient to increase his holding to 30% or more, or, if he already holds between 30% and 50%, by more than 1% in any period of six (6) months.

2.9.8 **Members who are in doubt as to their obligations, if any, under the Take-over Code to make a general offer, are advised to consult their professional advisers and/or the SIC and/or the relevant authorities at the earliest opportunity.**

2.10 Details of Shares purchased in the previous 12 months

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

3. DIRECTORS' INTERESTS

As at the Latest Practicable Date, the interests of Directors in the Shares of the Company as recorded in the Register of Directors' Shareholdings pursuant to Section 164 of the Companies Act, were as follows:-

Directors	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Alfred Wong Siu Hong	22,537,627	21.99%	23,000,000	22.44%	45,537,627	44.44%
Wong Phui Hong	6,831,372	6.67%	8,500,000	8.29%	15,331,372	14.96%

Notes:-

- (1) Based on the total issued and paid-up share capital of the Company of 102,476,024 Shares as at the Latest Practicable Date.
- (2) Mr Alfred Wong Siu Hong's deemed interest comprises 23,000,000 Shares held by following persons:
 - (i) 8,000,000 held by his wife, Mdm Lim Julian;
 - (ii) 5,000,000 held by his daughter Miss Wong Lai Kuan Kim;
 - (iii) 5,000,000 held by his son Mr Wong Ho Hon Keith; and
 - (iv) 5,000,000 held by his daughter Miss Wong Lai Yee Kristine.
- (3) Ms Wong Phui Hong's deemed interest comprises 8,500,000 Shares held by following persons:
 - (i) 4,500,000 held by her husband Mr Tan Bian Kian;
 - (ii) 2,000,000 held by her son Mr Tan Deng Zhi; and
 - (iii) 2,000,000 held by her son Mr Tan Deng Zheng.

4. SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at the Latest Practicable Date, the interests of the substantial shareholders of the Company as recorded in the Register of Substantial Shareholders pursuant to Section 88 of the Companies Act, were as follows:-

Substantial	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Shareholders						
Alfred Wong Siu Hong	22,537,627	21.99%	23,000,000	22.44%	45,537,627	44.44%
Wong Phui Hong	6,831,372	6.67%	8,500,000	8.29%	15,331,372	14.96%
Lim Julian	8,000,000	7.81%	22,537,627	21.99%	30,537,627	29.80%
Wong Koon Hong	3,620,000	3.53%	1,705,250	1.66%	5,325,250	5.20%
Lim Yew Lian	1,705,250	1.66%	3,620,000	3.53%	5,325,250	5.20%
Royal Inst of Construction Economists Pte Ltd	9,956,000	9.72%	–	0.00%	9,956,000	9.72%

Notes:-

- (1) Based on the total issued and paid-up share capital of the Company of 102,476,024 Shares as at the Latest Practicable Date.
- (2) Mr Alfred Wong Siu Hong 's deemed interest comprises 23,000,000 Shares held by following persons
 - (i) 8,000,000 held by his wife, Mdm Lim Julian;
 - (ii) 5,000,000 held by his daughter Miss Wong Lai Kuan Kim;
 - (iii) 5,000,000 held by his son Mr Wong Ho Hon Keith; and
 - (iv) 5,000,000 held by his daughter Miss Wong Lai Yee Kristine
- (3) Mdm Lim Julian is deemed to be interested in the shares held by her husband, Mr. Alfred Wong Siu Hong..
- (4) Ms Wong Phui Hong's deemed interest comprises 8,500,000 Shares held by following persons:
 - (i) 4,500,000 held by her husband Mr Tan Bian Kian;
 - (ii) 2,000,000 held by her son Mr Tan Deng Zhi; and
 - (iii) 2,000,000 held by her son Mr Tan Deng Zheng.
- (5) Mr Wong Koon Hong is deemed to be interested in the shares held by his wife, Mdm Lim Yew Lian.
- (6) Mdm Lim Yew Lian is deemed to be interested in the shares held by her husband, Mr. Wong Koon Hong.

5. ACTION TO BE TAKEN BY MEMBERS

Members who are unable to attend the 2015 AGM and wish to appoint a proxy to attend and vote at the 2015 AGM on their behalf will find attached to the Annual Report a proxy form ("**Proxy Form**") which they should complete, sign and return in accordance with the instructions printed thereon as soon as possible and in any event so as to reach the registered office of the Company at 21 Ubi Road 1, #03-01, Singapore 408724, not less than 48 hours before the time appointed for holding the 2015 AGM. The sending of a Proxy Form by a Member does not preclude him from attending and voting in person at the 2015 AGM if he finds he is able to do so.

6. DIRECTORS' RECOMMENDATION

The Directors are of the opinion that the renewal of the Share Buy-Back Mandate is in the best interests of the Company. They accordingly recommend that Members vote in favour of Resolution 7, being the ordinary resolution to approve the proposed renewal of the Share Buy-Back Mandate, at the 2015 AGM.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the renewal of share buy-back mandate, the issuer and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading, and where the circular contains a profit forecast, the Directors are satisfied that the profit forecast has been stated after due and careful enquiry.

Where information in the Circular has been extracted from published or otherwise publicly available sources, 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 Circular in its proper form and context.

8. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the registered office of the Company at 21 Ubi Road 1, #03-01, Singapore 408724 during normal business hours from the date of this letter up to and including the date of the 2015 AGM:

- (a) the Memorandum and Articles of Association of the Company;
- (b) the Annual Report of the Company for FY2015.

Yours faithfully
For and on behalf of
the Board of Directors

Alfred Wong Siu Hong
Managing Director

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