

CIRCULAR DATED 10 JULY 2015

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

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

If you have sold or transferred all your shares in the capital of the Company, you should hand this Circular at once to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

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



CSC HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199707845E)

CIRCULAR TO SHAREHOLDERS

in relation to

- (1) THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE; AND**
- (2) THE PROPOSED DIVERSIFICATION OF THE BUSINESS OF THE GROUP TO INCLUDE THE PROPERTY BUSINESS**

IMPORTANT DATES AND TIMES

Last date and time for lodgment of Proxy Form	:	25 July 2015 at 11.30 a.m.
Date and time of Extraordinary General Meeting	:	27 July 2015 at 11.30 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place)
Place of Extraordinary General Meeting	:	No.2 Tanjong Penjuru Crescent, Singapore 608968

TABLE OF CONTENTS

HEADING	PAGE NO.
DEFINITIONS	1
LETTER TO SHAREHOLDERS	
1. INTRODUCTION	4
2. PROPOSED RENEWAL OF SHARE BUYBACK MANDATE	4
3. TAKE-OVER OBLIGATIONS	16
4. THE PROPOSED DIVERSIFICATION	19
5. DISCLOSURE OF SHAREHOLDINGS	28
6. DIRECTORS' SERVICE CONTRACTS	29
7. DIRECTORS' RECOMMENDATION	29
8. EXTRAORDINARY GENERAL MEETING	29
9. ACTION TO BE TAKEN BY SHAREHOLDERS	29
10. ABSTENTION FROM VOTING	29
11. DIRECTORS' RESPONSIBILITY STATEMENT	30
12. DOCUMENTS AVAILABLE FOR INSPECTION	30
APPENDIX 1	31
NOTICE OF EXTRAORDINARY GENERAL MEETING	33
PROXY FORM	

DEFINITIONS

The following definitions apply throughout in this Circular except where the context otherwise requires:-

“ACRA”	: Has the meaning ascribed to it in paragraph 2.6 of this Circular
“AGM”	: Annual General Meeting of the Company
“Annual Report 2015”	: Annual report of the Company for FY2015
“Articles”	: Articles of association of the Company for the time being
“Associated Company”	: A company in which at least 20% but not more than 50% of its shares are held by the Company or the Group
“Board”	: The board of Directors of the Company
“CDP”	: The Central Depository (Pte) Limited
“Companies Act” or “Act”	: Companies Act, Chapter 50, of Singapore, as amended, modified or supplemented from time to time
“Company” or “CSC”	: CSC Holdings Limited
“Controlling Shareholder”	: A person who holds directly or indirectly 15% or more of the total number of issued shares excluding treasury shares in the Company (subject to SGX-ST determining that such a person is not a controlling shareholder) or a person who in fact exercises control over the Company
“Current Core Business”	: The existing business of the Group which comprises foundation and geotechnical engineering works; soil investigation, instrumentation and specialised surveying works; and sales and lease of foundation engineering equipments and accessories.
“Director(s)”	: The director(s) of the Company
“EGM”	: Extraordinary General Meeting of the Company
“EPS”	: Earnings per Share
“FY”	: Financial year ended 31 March
“Group”	: The Company and its subsidiaries
“Independent Shareholders”	: Shareholders other than the TH Investments Group
“Latest Practicable Date”	: The latest practicable date prior to the printing of this Circular being 26 June 2015;
“Listing Manual”	: The Listing Manual of the SGX-ST, as may be amended, modified or supplemented from time to time
“LPS”	: Loss per Share
“Market Day”	: A day on which the SGX-ST is open for trading in securities

DEFINITIONS

“Memorandum”	: Memorandum of association of the Company for the time being
“Non-Executive Director”	: A Director who does not perform an executive function within the Group
“Notice of EGM”	: Notice of Extraordinary General Meeting as set out in pages 33 to 36 of this Circular
“Property Business”	: The business comprising property development, property investment and property management
“Property Related Assets”	Has the meaning ascribed to it in paragraph 4.2 of this Circular.
“Proposed Diversification”	: The proposed diversification of the business of the Group to include the Property Business
“Proposed Diversification Announcement”	Has the meaning ascribed to it in paragraph 1.1 of this Circular.
“SGX-ST”	: Singapore Exchange Securities Trading Limited
“Share(s)”	: Ordinary share(s) in the capital of the Company
“Share Buyback”	: Buyback of Shares by the Company pursuant to the Share Buyback Mandate
“Share Buyback Independent Directors”	: The Directors other than Mr. Ng San Tiong Roland, who are considered independent for the purposes of making recommendations on the resolution to approve the renewal of the Share Buyback Mandate
“Share Buyback Mandate”	: A general mandate given by Shareholders to authorise the Directors to purchase, on behalf of the Company, Shares in accordance with the terms set out in this Circular and the rules and regulations set forth in the Companies Act and the Listing Manual
“Shareholder(s)”	: Shareholder(s) of the Company from time to time
“SIC”	: The Securities Industry Council of Singapore
“Substantial Shareholder”	: Has the meaning ascribed to it in Section 81 of the Companies Act
“Take-over Code”	: The Singapore Code on Take-overs and Mergers, as amended or modified from time to time
“TH Investments Group”	: Mr. Ng San Tiong Roland, Mr. Ng Chwee Cheng and TH Investments Pte Ltd, as well as parties acting in concert with them
“S\$” and “cents”	: Dollars and cents respectively of the currency of Singapore
“%”	: Per centum or percentage

DEFINITIONS

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 130A of the Companies Act.

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. References to persons shall, where applicable, include corporations.

Any reference in this Circular to an enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or any statutory modification thereof and used in this Circular shall, where applicable, have the same meaning assigned to it under the Companies Act or any statutory modification thereof, as the case may be.

The headings in this Circular are inserted for convenience only and shall be ignored for construing this Circular.

Any reference in this Circular to a time of day and date shall be a reference to Singapore time and date respectively, unless otherwise stated.

LETTER TO SHAREHOLDERS

CSC HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199707845E)

Board of Directors:

Mr. Chee Teck Kwong Patrick (Independent Non-Executive Chairman)
Mr. See Yen Tarn (Group Chief Executive Officer)
Mr. Teo Beng Teck (Non-Executive Director)
Mr. Ng San Tiong Roland (Non-Executive Director)
Mr. Tan Ee Ping (Independent Director)
Mr. Tan Hup Foi @ Tan Hup Hoi (Independent Director)

Registered Office:

No. 2 Tanjong Penjuru
Crescent
Singapore 608968

10 July 2015

To: The Shareholders of CSC Holdings Limited

Dear Sir or Madam,

- (1) **THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE; AND**
- (2) **THE PROPOSED DIVERSIFICATION OF THE BUSINESS OF THE GROUP TO INCLUDE PROPERTY BUSINESS**

1. INTRODUCTION

- 1.1 On 3 July 2015, the Company announced its intention to diversify the Current Core Business of the Group to include the Property Business ("**Proposed Diversification Announcement**")
- 1.2 The Company intends to seek the approval of Shareholders at the EGM to be convened in respect of
 - (a) the proposed renewal of the Share Buyback Mandate; and
 - (b) the Proposed Diversification;
- 1.3 The purpose of this Circular is to provide Shareholders with information relating to, and seek Shareholders' approval for, the renewal of the Share Buyback Mandate and the Proposed Diversification at the EGM to be held on 27 July 2015 at 11.30 a.m. at No.2 Tanjong Penjuru Crescent, Singapore 608968.

2. PROPOSED RENEWAL OF SHARE BUYBACK MANDATE

2.1 Background

- 2.1.1 At the EGM held on 25 July 2008 (the "**2008 EGM**"), the Company obtained the approval of Shareholders for the Share Buyback Mandate. The rationale for, the authority and limitations on, and the financial effects of the Share Buyback Mandate approved at the 2008 EGM were set out in the circular to Shareholders dated 2 July 2008. The Share Buyback Mandate was last renewed at the annual general meeting of the Company held on 24 July 2014 (the "**2014 Mandate**").
- 2.1.2 The authority conferred pursuant to each Share Buyback Mandate is exercisable by the Directors at any time during the period commencing from the date of the general meeting approving the Share Buyback Mandate and expiring on the date when the next annual general meeting is held or is required by law to be held, or the day on which the Share Buybacks are carried out to the full extent mandated, or the date on which the authority contained therein is varied or revoked, whichever is earlier.

LETTER TO SHAREHOLDERS

- 2.1.3 As 2014 Mandate will be expiring on 27 July 2015, the Company intends to seek the approval of Shareholders for the renewal of the Share Buyback Mandate at the EGM.

2.2 Rationale for the Mandate

- 2.2.1 The Share Buyback Mandate gives the Company the flexibility to undertake buybacks of the Shares at any time, subject to market conditions, during the period when the Share Buyback Mandate is in force. Further, Share purchases provide the Company with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements in an expedient and cost-efficient manner. In addition, the Directors expect that Share Buybacks may help mitigate against short-term volatility of share price and offset the effects of short-term speculation. Share Buybacks will allow the Company greater flexibility over its share capital structure with a view to enhancing the earnings and/or net asset value per Share.
- 2.2.2 The Share Buyback Mandate also enables the Company to purchase or acquire Shares, hold them as treasury shares and utilise such treasury shares for the purpose of or pursuant to an employees' share scheme.
- 2.2.3 Shareholders can be assured that Share Buybacks by the Company would be made in circumstances where it is considered to be in the best interests of the Company, after taking into account the amount of surplus cash available and the prevailing market conditions. Further, the Directors do not propose to carry out buybacks to such an 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 requirements of the Company or its gearing positions which are, in the opinion of the Directors, appropriate from time to time, or result in the Company being de-listed from the SGX-ST. For example, the Directors will ensure that the Share Buyback will not be carried out to such an extent that the free float of the Company's Shares held by the public falls to below ten per cent. (10%).

2.3 Terms of the Mandate

The authority and limitations placed on the Share Buyback under the proposed Share Buyback Mandate are summarised below:

(a) Maximum number of Shares

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

In accordance with Rule 882 of the Listing Manual, the total number of Shares that may be purchased is limited to such number of Shares representing not more than ten per cent. (10%) of the issued ordinary share capital of the Company as at the date of the EGM at which the Share Buyback Mandate is renewed (the "**Approval Date**").

For illustrative purposes, on the basis of 1,209,723,725 Shares in issue as at 31 March 2015, and assuming that no further Shares are issued on or prior to the EGM, not more than 120,972,373 Shares (representing 10% of the Shares in issue as at that date) may be purchased or acquired by the Company pursuant to the renewed Share Buyback Mandate.

(b) Duration of authority

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

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

LETTER TO SHAREHOLDERS

- (ii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked; or
 - (iii) the date on which the Share Buyback is carried out to the full extent mandated.
- (c) Manner of purchases or acquisitions of Shares

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

- (i) on-market purchases (“**Market Purchases**”), transacted on the SGX-ST through its ready market or, as the case may be, any other stock 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
- (ii) off-market purchases (“**Off-Market Purchases**”) effected pursuant to an equal access scheme (as defined in Section 76C of the Companies Act).

The Directors may impose such terms and conditions, which are consistent with the Share Buyback Mandate, the Listing Manual 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 the following conditions:

- (i) offers for the purchase of issued Shares shall be made to every person who holds issued Shares to purchase the same percentage of their issued Shares;
- (ii) all of those persons shall be given a reasonable opportunity to accept the offers made; and
- (iii) the terms of 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, the Listing Manual provides that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which must contain at least the following information:

- (i) the terms and conditions of the offer;
- (ii) the period and procedures for acceptances;
- (iii) the reasons for the proposed Share Buyback;
- (iv) the consequences, if any, of Share Buybacks by the Company that will arise under the Take-over Code or other applicable takeover rules;
- (v) whether the Share Buyback, if made, would have any effect on the listing of the Shares on the SGX-ST;

LETTER TO SHAREHOLDERS

- (vi) details of any Share Buybacks (whether Market Purchases or Off-Market Purchases) made by the Company in the previous twelve (12) months, 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
 - (vii) whether the Shares purchased will be cancelled or kept as Treasury Shares.
- (d) 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:

- (i) in the case of a Market Purchase, one hundred and five per cent. (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, one hundred and twenty per cent. (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 the Shares over the last five (5) market days on the SGX-ST, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after such five market day period;

“**Highest Last Dealt Price**” means the 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 the Off-Market Purchase; and

“**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 Shareholders, stating the purchase price (which shall not be more 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.

2.4 Status of Purchased Shares

Under the Companies Act, the Company may choose to hold the purchased Shares as treasury shares or to cancel them, and the Articles allow the Company to hold purchased Shares as treasury shares. Accordingly, the Company has the discretion to hold purchased Shares as treasury shares or to cancel them.

Where Shares purchased or acquired by the Company are cancelled, the total number of Shares will be diminished by such number of Shares purchased or acquired.

Any Shares purchased or acquired by the Company and cancelled will be automatically delisted by the SGX-ST. Certificates in respect of purchased or acquired Shares that are cancelled by the Company, will be cancelled by the Company, as soon as reasonably practicable following settlement of any purchase or acquisition of such Shares.

LETTER TO SHAREHOLDERS

2.5 Treasury Shares

As explained in paragraph 2.4 above, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Where the Company holds the purchased Shares as treasury shares, the Company may deal with such treasury shares in such manner as may be permitted by and in accordance with the Companies Act. Some of the provisions on treasury shares under the Companies Act are summarised below.

(a) Maximum Holdings

Under section 76I of the Companies Act, the number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares.

(b) 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.

(c) Disposal and Cancellation

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

- (i) sell the treasury shares (or any of them) for cash;
- (ii) transfer the treasury shares (or any of them) for the purposes of or pursuant to an employees' share scheme;
- (iii) transfer the treasury shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the treasury shares (or any of them); or
- (v) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

Under Rule 704(28) of the Listing Manual, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares (in each case, the "**usage**"). Such announcement must include details such as the date of the usage, the purpose of the usage, the number of treasury shares comprised in the usage, the number of treasury shares before and after the usage, the percentage of the number of treasury shares comprised in the usage against the total number of issued shares (of the same class as the treasury shares) which are listed on the SGX-ST before and after the usage and the value of the treasury shares comprised in the usage.

LETTER TO SHAREHOLDERS

2.6 Reporting Requirements

- 2.6.1 Within thirty (30) days of the passing of a Shareholders' resolution to approve the purchase of Shares by the Company, the Company shall lodge a copy of such resolution with the Accounting & Corporate Regulatory Authority ("ACRA").
- 2.6.2 The Company shall notify the ACRA within thirty (30) days of any purchase of Shares on the SGX-ST or otherwise. Such notification shall include details of the date of the purchases, the total number of Shares purchased by the Company, the number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued share capital before the purchase and after the purchase, the amount of consideration paid by the Company for the purchases, whether Shares were purchased or acquired out of the profits or the capital of the Company, and such other particulars as may be required in the prescribed form.
- 2.6.3 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 date of purchase or acquisition of any of its shares; and (b) in the case of an Off-Market Purchase, on the second market day after the close of acceptances of the offer. The notification of such purchases or acquisitions to the SGX-ST shall be in such form and shall include such details as may be prescribed in the Listing Manual. The Company shall make arrangements with its stockbrokers to ensure that they provide the Company in a timely fashion with the necessary information which will enable the Company to make the notifications to the SGX-ST.
- 2.6.4 For an Off-Market Purchase, the Listing Manual requires that the listed company issue an offer document to all Shareholders containing the information as set out in paragraph 2.3(c).

2.7 Source of Funds for Share Buyback

Previously, any payment made by the Company in consideration of the purchase or acquisition of its own Shares may only be made out of the Company's distributable profits. The Companies Act now permits the Company to also purchase its own Shares out of capital, as well as from its profits.

The Company may not purchase or acquire its Shares on the SGX-ST for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the SGX-ST.

Any purchases or acquisitions of Shares may be made only if the Company is solvent and out of the Company's capital or profits. It is an offence for a Director or manager of the Company to approve or authorise the purchase or acquisition of Shares, knowing that the Company is not solvent. For this purpose, pursuant to the Act, a company is solvent if:

- (a) the company is able to pay its debts in full as they fall due in the normal course of business at the time of payment for the purchase of shares, as well as during the period of twelve (12) months after the purchase; and
- (b) the value of the company's assets, at the time of the purchase and after such purchase, is not less than the value of its liabilities (including contingent liabilities), having regard to the most recent financial statements of the company and all other circumstances that the directors or managers of the company know or ought to know affect or may affect such values.

The Company will use internal resources or external borrowings or a combination of both to fund purchases of Shares pursuant to the Share Buyback Mandate. The Company will only make purchases or acquisitions pursuant to the Share Buyback Mandate in circumstances which they believe will not result in any material adverse effect to the financial position of the Company or would cause the Company to be insolvent.

LETTER TO SHAREHOLDERS

2.8 Financial Effects of the Mandate

The financial effects on the Company and the Group arising from purchases or acquisitions of Shares which may be made pursuant to the Share Buyback Mandate will depend on, *inter alia*, whether the Shares are purchased or acquired, the price paid for such Shares and whether the Shares purchased or acquired are held in treasury or cancelled.

2.8.1 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 purchased Shares are cancelled, a reduction of the total amount of the purchase price paid by the Company for the Shares cancelled will be made to:

- (a) the share capital of the Company where the Shares were purchased out of the capital of the Company;
- (b) the profits of the Company where the Shares were purchased out of the profits of the Company; or
- (c) the share capital and profits of the Company proportionately where the Shares were purchased out of both the capital and profits of the Company.

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

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.

2.8.2 Illustrative Financial Effects

As at the 31 March 2015, the issued capital of the Company comprised 1,209,723,725 Shares. The amount of funding required for the Company to purchase or acquire its Shares and the financial impact on the Company and the Group arising from purchases of Shares which may be made pursuant to the proposed Share Purchase Mandate will depend on, *inter alia*, the aggregate number of Shares purchased or acquired and the consideration paid at the relevant time.

The impact of purchases or acquisitions under the Share Purchase Mandate on the net asset value, earnings per Share and gearing of the Company and the Group will depend, *inter alia*, on the number of Shares purchased or acquired, the price at which they are purchased or acquired and the manner in which the purchase or acquisition is funded. It is therefore not possible to realistically calculate or quantify the impact at this point in time.

Based on the existing number of Shares of the Company as at 31 March 2015, the proposed Share purchases or acquisitions by the Company of up to a maximum of ten per cent. (10%) of its Shares under the Share Purchase Mandate will result in the purchase of up to 120,972,373 Shares.

LETTER TO SHAREHOLDERS

- (a) In the case of Market Purchases by the Company, based on the existing issued and paid-up capital of the Company as at 31 March 2015 and the assumption that, pursuant to the Share Purchase Mandate, the Company purchases the maximum number of 120,972,373 Shares at the Maximum Price of S\$0.041 per Share (being the price equivalent to five per cent. (5%) above the average of the closing market prices of the Shares for the five (5) consecutive market days on which the Shares were traded on the SGX-ST immediately preceding 31 March 2015), the maximum amount of funds required for the purchase of 120,972,373 Shares (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) is approximately S\$4,959,867.
- (b) In the case of Off-Market Purchases by the Company, based on the existing issued and paid-up capital of the Company as at 31 March 2015 and the assumption that, pursuant to the Share Purchase Mandate, the Company purchases the maximum number of 120,972,373 Shares at the Maximum Price of S\$0.047 per Share (being the price equivalent to twenty per cent. (20%) above the average of the closing market prices of the Shares for the five (5) consecutive market days on which the Shares were traded on the SGX-ST immediately preceding 31 March 2015), the maximum amount of funds required for the purchase of 120,972,373 Shares (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) is approximately S\$5,685,702.

On the basis of the above and the assumptions set out below, the financial effects of the:

- (i) acquisition of 10% Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made entirely out of capital and held as treasury shares or cancelled; and
- (ii) acquisition of 10% Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made entirely out of profits and held as treasury shares or cancelled;

on the audited financial statements of the Group and the Company for the financial year ended 31 March 2015 are set out below.

- (i) Purchases made entirely out of capital: (a) purchases made entirely out of capital and held as treasury shares, and (b) purchases made entirely out of capital and cancelled

On the basis of the above assumptions and assuming that the purchase of Shares took place at the beginning of FY2015 on 1 April 2014, the impact of the purchase of Shares by the Company undertaken in accordance with the Share Buyback Mandate on the Company's and the Group's audited financial accounts for financial year ended 31 March 2015 is as follows:

LETTER TO SHAREHOLDERS

As at 31 March 2015		Market Purchase		Off-Market Purchase	
		(A)		(A)	
		Proforma After Share Purchase and held as Treasury shares ⁽¹⁾	(B) Proforma After Share Purchase and cancelled ⁽²⁾	Proforma After Share Purchase and held as Treasury shares ⁽¹⁾	(B) Proforma After Share Purchase and cancelled ⁽²⁾
(S\$'000)	Audited Before Share Purchase				
Company					
Total Shareholders' Equity	110,450	105,490	105,490	104,764	104,764
Current Assets ⁽³⁾	32,296	27,336	27,336	26,610	26,610
Current Liabilities ⁽³⁾	16,293	16,293	16,293	16,293	16,293
Total External Indebtedness ⁽³⁾	-	-	-	-	-
Cash and Cash Equivalents ⁽³⁾	508	508	508	508	508
Net Profit After Tax	1,980	1,980	1,980	1,980	1,980
Number of Shares ('000)	1,209,724	1,088,751	1,088,751	1,088,751	1,088,751
Weighted average number of Shares (basic) ('000)	1,209,724	1,088,751	1,088,751	1,088,751	1,088,751
Weighted average number of Shares (diluted) ('000)	1,209,724	1,088,751	1,088,751	1,088,751	1,088,751
Financial Ratios					
Net Asset per share (cents)	9.1	9.7	9.7	9.6	9.6
Gearing (times)	-	-	-	-	-
Current Ratio (times)	1.98	1.68	1.68	1.63	1.63
Basic EPS (cents)	0.16	0.18	0.18	0.18	0.18
Adjusted Diluted EPS (cents)	0.16	0.18	0.18	0.18	0.18
Group					
Total Shareholders' Equity	179,038	174,078	174,078	173,352	173,352
Current Assets ⁽³⁾	249,047	244,087	244,087	243,361	243,361
Current Liabilities ⁽³⁾	240,112	240,112	240,112	240,112	240,112
Total External Indebtedness ⁽³⁾	118,097	118,097	118,097	118,097	118,097
Cash and Cash equivalents ⁽³⁾	19,167	14,207	14,207	13,481	13,481
Net Loss After Tax	(13,633)	(13,633)	(13,633)	(13,633)	(13,633)
Net Loss After Tax Attributable to Shareholders	(16,699)	(16,699)	(16,699)	(16,699)	(16,699)
Number of Shares ('000)	1,209,724	1,088,751	1,088,751	1,088,751	1,088,751
Weighted average number of Shares basic ('000)	1,209,724	1,088,751	1,088,751	1,088,751	1,088,751
Weighted average number of Shares diluted ('000)	1,209,724	1,088,751	1,088,751	1,088,751	1,088,751

LETTER TO SHAREHOLDERS

As at 31 March 2015	Market Purchase			Off-Market Purchase	
		(A)	(B)	(A)	(B)
	Audited	Proforma	Proforma	Proforma	Proforma
	Before Share	After Share	After Share	After Share	After Share
	Purchase	Purchase and held as	Purchase and	Purchase and held as	Purchase and
(S\$'000)		Treasury shares ⁽¹⁾	cancelled ⁽²⁾	Treasury shares ⁽¹⁾	cancelled ⁽²⁾
Financial Ratios					
Net Asset per share (cents)	14.8	16.0	16.0	15.9	15.9
Gearing (times)	0.66	0.68	0.68	0.68	0.68
Current Ratio (times)	1.04	1.02	1.02	1.01	1.01
Basic LPS (cents) ⁽⁴⁾	(1.38)	(1.53)	(1.53)	(1.53)	(1.53)
Adjusted Diluted LPS (cents) ⁽⁴⁾	(1.38)	(1.53)	(1.53)	(1.53)	(1.53)

Notes:

- (1) For repurchased shares held as treasury shares, the treasury shares are reflected as a debit reserve in equity hence leading to a decrease in equity.
- (2) For repurchased shares to be cancelled, the total amount of the purchase price paid by the company for the shares cancelled would be set off against the share capital and the reserves accordingly.
- (3) As of 31 March 2015, the Group has cash amounting to S\$19,167,000. The assumption is that the Group companies would repay or loan the amounts due to CSC Holdings to enable it to pay for the shares. Therefore, Cash and Cash Equivalents, Current Liabilities and External Indebtedness at Company level would not be affected.
- (4) LPS and Diluted LPS have been computed based on net loss after tax attributable to shareholders of S\$16,699,000.

- (ii) Purchases made entirely out of profit: (a) purchases made entirely out of profits and held as treasury shares, and (b) purchases made entirely out of profits and cancelled

On the basis of the above assumptions and assuming that the purchase of Shares took place at the beginning of FY2015 on 1 April 2014, the impact of the purchase of Shares by the Company undertaken in accordance with the Share Buyback Mandate on the Company's and the Group's audited financial accounts for financial year ended 31 March 2015 is as follows:

As at 31 March 2015	Market Purchase			Off-Market Purchase	
		(A)	(B)	(A)	(B)
	Audited	Proforma	Proforma	Proforma	Proforma
	Before Share	After Share	After Share	After Share	After Share
	Purchase	Purchase and held as	Purchase and	Purchase and held as	Purchase and
(S\$'000)		Treasury shares ⁽¹⁾	cancelled ⁽²⁾	Treasury shares ⁽¹⁾	cancelled ⁽²⁾
Company					
Total Shareholders' Equity	110,450	105,490	105,490	104,764	104,764
Current Assets ⁽³⁾	32,296	27,336	27,336	26,610	26,610
Current Liabilities ⁽³⁾	16,293	16,293	16,293	16,293	16,293
Total External Indebtedness ⁽³⁾	-	-	-	-	-
Cash and Cash Equivalents ⁽³⁾	508	508	508	508	508
Net Profit After Tax	1,980	1,980	1,980	1,980	1,980
Number of Shares ('000)	1,209,724	1,088,751	1,088,751	1,088,751	1,088,751
Weighted average number of Shares (basic) ('000)	1,209,724	1,088,751	1,088,751	1,088,751	1,088,751
Weighted average number of Shares (diluted) ('000)	1,209,724	1,088,751	1,088,751	1,088,751	1,088,751

LETTER TO SHAREHOLDERS

As at 31 March 2015		Market Purchase		Off-Market Purchase	
		(A)		(A)	
		Proforma After Share Purchase and held as Treasury shares ⁽¹⁾	(B) Proforma After Share Purchase and cancelled ⁽²⁾	Proforma After Share Purchase and held as Treasury shares ⁽¹⁾	(B) Proforma After Share Purchase and cancelled ⁽²⁾
(S\$'000)	Audited Before Share Purchase				
Financial Ratios					
Net Asset per share (cents)	9.1	9.7	9.7	9.6	9.6
Gearing (times)	-	-	-	-	-
Current Ratio (times)	1.98	1.68	1.68	1.63	1.63
Basic EPS (cents)	0.16	0.18	0.18	0.18	0.18
Adjusted Diluted EPS (cents)	0.16	0.18	0.18	0.18	0.18
Group					
Total Shareholders' Equity	179,038	174,078	174,078	173,352	173,352
Current Assets ⁽³⁾	249,047	244,087	244,087	243,361	243,361
Current Liabilities ⁽³⁾	240,112	240,112	240,112	240,112	240,112
Total External Indebtedness ⁽³⁾	118,097	118,097	118,097	118,097	118,097
Cash and Cash equivalents ⁽³⁾	19,167	14,207	14,207	13,481	13,481
Net Loss After Tax	(13,633)	(13,633)	(13,633)	(13,633)	(13,633)
Net Loss After Tax Attributable to Shareholders	(16,699)	(16,699)	(16,699)	(16,699)	(16,699)
Number of Shares ('000)	1,209,724	1,088,751	1,088,751	1,088,751	1,088,751
Weighted average number of Shares basic ('000)	1,209,724	1,088,751	1,088,751	1,088,751	1,088,751
Weighted average number of Shares diluted ('000)	1,209,724	1,088,751	1,088,751	1,088,751	1,088,751
Financial Ratios					
Net Asset per share (cents)	14.8	16.0	16.0	15.9	15.9
Gearing (times)	0.66	0.68	0.68	0.68	0.68
Current Ratio (times)	1.04	1.02	1.02	1.01	1.01
Basic LPS (cents) ⁽⁴⁾	(1.38)	(1.53)	(1.53)	(1.53)	(1.53)
Adjusted Diluted LPS (cents) ⁽⁴⁾	(1.38)	(1.53)	(1.53)	(1.53)	(1.53)

Notes:

- (1) For repurchased shares held as treasury shares, the treasury shares are reflected as a debit reserve in equity hence leading to a decrease in equity.
- (2) For repurchased shares to be cancelled, the total amount of the purchase price paid by the company for the shares cancelled would be set off against the share capital and the reserves accordingly.
- (3) As of 31 March 2015, the Group has cash amounting to S\$19,167,000. The assumption is that the Group companies would repay or loan the amounts due to CSC Holdings to enable it to pay for the shares. Therefore, Cash and Cash Equivalents, Current Liabilities and External Indebtedness at Company level would not be affected.
- (4) LPS and Diluted LPS have been computed based on net loss after tax attributable to shareholders of S\$16,699,000.

LETTER TO SHAREHOLDERS

Shareholders should note that the financial effects set out above are for illustrative purposes only. Although the Share Purchase Mandate would authorise the Company to purchase or acquire up to 10% of the issued Shares, the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 10% of 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.

2.9 Taxation

Shareholders who are in doubt as to respective tax positions or tax implications in their respective jurisdictions should consult their own professional tax advisers.

2.10 Listing Rules

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 the total number of shares purchased, the purchase price per share or the highest and lowest prices paid for such shares, as applicable.

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 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 guide on securities dealings issued by the SGX-ST under Rule 1207(19), the Company would not purchase or acquire any Shares through Market Purchases during the period of one (1) month immediately preceding the announcement of the Company’s full-year results and the period of two (2) weeks before the announcement of the first quarter, second quarter and third quarter results.

The Listing Manual requires a listed company to ensure that at least 10% of any class of its listed securities must be held by public shareholders. As at the Latest Practicable Date, approximately 63.48% of the issued Shares are held by public Shareholders. Based on the existing issued and paid-up capital of the Company as at 31 March 2015 and the assumption that, pursuant to the Share Purchase Mandate, the Company purchases the maximum number of 120,972,373 Shares through Market Purchases, approximately 59.46% of the issued Shares will be held by public Shareholders. Accordingly, the Company is of the view that there is a sufficient number of the Shares in issue held by public Shareholders which would permit the Company to undertake purchases or acquisitions of its Shares through Market Purchases up to the full 10% limit pursuant to the Share Purchase Mandate without affecting the listing status of the Shares, 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, liquidity and listing status of the Shares on SGX-ST.

2.11 Shares Purchased in the Previous 12 Months

The Company has not purchased any Shares during the 12 months preceding the Latest Practicable Date.

As at the Latest Practicable Date, the Company holds 20,520,000 treasury shares.

LETTER TO SHAREHOLDERS

3. TAKE-OVER OBLIGATIONS

3.1 Take-over Obligations

3.1.1 The attention of Shareholders is drawn to Rule 14 of the Take-over Code. A Shareholder should note that he, together with persons acting in concert with him, will incur an obligation to extend a general take-over offer for the Company if they:

- (a) acquire Shares carrying 30% or more of the voting rights of the Company, whether by a series of transactions over a period of time or not; or
- (b) hold not less than 30% but not more than 50% of the voting rights of the Company, and he or any person acting in concert with him acquires additional Shares carrying more than 1% of the voting rights of the Company in any period of six (6) months,

as a result of the Company acquiring Shares under the Share Buyback Mandate.

For the avoidance of doubt, when the Company buys back its Shares, any resulting increase in the percentage of voting rights held by a Shareholder would be treated as an acquisition for the purposes of Rule 14. However, a Shareholder who is not acting in concert with the Directors will not be required to make a general offer if, as a result of the Company buying back its Shares, the voting rights of the Shareholder would increase to 30% or more, or, if the Shareholder holds between 30% and 50% of the Company's voting rights, would increase by more than 1% in any period of six (6) months.

3.1.2 Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), 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 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);
- (b) A company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the above companies, and any company whose associated companies include any of the above companies. For this purpose, a company is an associated company of another company if the second-mentioned company owns or controls at least 20% but not more than 50% of the voting rights of the first-mentioned company;
- (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 in respect of the investment account which such person manages on a discretionary basis;
- (e) A financial or other professional adviser including a stockbroker, with its clients in respect of the shareholdings of the adviser and the 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 shareholding 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 them, which is subject to an offer where they have reason to believe a *bona fide* offer for their company may be imminent;

LETTER TO SHAREHOLDERS

(g) Partners; and

(h) An individual, his close relatives, his related trusts, and any person accustomed to act according to the instructions and companies controlled by any of the above.

3.1.3 The statements herein do not purport to be a comprehensive or exhaustive description of all the relevant provisions of, or all implications that may arise under the Take-over Code. Shareholders who are in doubt as to whether they would incur any obligation to make a take-over offer for the Company under the Take-over Code are advised to consult their professional advisers and/or the Securities Industry Council of Singapore at the earliest opportunity.

3.2 Exemption

3.2.1 As at the Latest Practicable Date, TH Investments Group hold an aggregate of 413,191,271 Shares in the issued capital of the Company representing approximately 34.16% of the aggregate voting rights in the Company (excluding treasury shares).

The shareholding of TH Investments Group comprises:

(a) 344,825,771 Shares held by TH Investments Pte Ltd representing approximately 28.50% of the aggregate voting rights in the Company;

(b) 3,957,000 Shares held by Mr. Ng San Tiong Roland representing approximately 0.33% of the aggregate voting rights in the Company; and

(c) 64,408,500 Shares held by Mr. Ng Chwee Cheng representing approximately 5.32% of the aggregate voting rights in the Company.

3.2.2 TH Investments Pte Ltd, Mr. Ng San Tiong Roland and Mr. Ng Chwee Cheng, which comprises TH Investments Group, are considered parties acting in concert under the Take-over Code. TH Investments Pte Ltd is a wholly-owned subsidiary of Tat Hong Investments Pte Ltd, which is a wholly-owned subsidiary of Chwee Cheng & Sons Pte Ltd. Mr. Ng San Tiong Roland is a Director and shareholder, and Mr. Ng Chwee Cheng is a shareholder, of Chwee Cheng & Sons Pte Ltd.

Pursuant to the terms of a trust deed dated 29 July 1997 (as supplemented by a deed dated 12 October 1998) (the “**Trust Deed**”), Mr. Ng San Tiong Roland and his brothers, Mr. Ng Sun Ho Tony, Mr. Ng San Wee David and Mr. Ng Sun Giam Roger, are joint trustees of the Chwee Cheng Trust constituted under the Trust Deed and which owns approximately 42.03% of the issued share capital of Chwee Cheng & Sons Pte Ltd. Under the terms of the Trust Deed, the beneficiaries of the Chwee Cheng Trust are the sons of Mr. Ng Chwee Cheng, namely, Mr. Ng San Tiong Roland, Mr. Ng Sun Ho Tony, Mr. Ng Sun Hoe Patrick, Mr. Ng Sang Kuey Michael, Mr. Ng San Guan William, Mr. Ng Sun Giam Roger, Mr. Ng San Wee David, Mr. Ng Sun Eng Sunny, Mr. Ng Sun Oh Lewis and their descendants.

3.2.3 Pursuant to Rule 14 of the Take-over Code, TH Investments Group would incur an obligation to make a general offer for the Company in the event that their aggregate voting rights in the Company increases by more than 1% in any six-month period as a result of the purchase of Shares by the Company under the Share Buyback Mandate.

3.2.4 For the purposes of illustration, on the basis of 1,209,723,725 Shares in issue as at the 31 March 2015, assuming that (i) no further Shares are issued by the Company on or prior to the EGM approving the renewal of the Share Buyback Mandate, (ii) the Company purchases the maximum number of 120,972,373 Shares under the Share Buyback Mandate, representing 10% of the total number of Shares in issue as at the date of the EGM, and (iii) such Shares are either cancelled or held as treasury shares:

LETTER TO SHAREHOLDERS

- (a) the total number of Shares in issue (excluding the treasury shares) will be reduced from 1,209,723,725 to 1,088,751,352 Shares; and
- (b) the percentage of the aggregate voting rights in the Company held by TH Investments Pte Ltd, Mr. Ng San Tiong Roland and Mr. Ng Chwee Cheng will increase approximately as follows:

	Number of Shares held	Percentage voting rights in the Company	
		Before Share buyback	After Share buyback
TH Investments Pte Ltd	344,825,771	28.50%	31.67%
Ng San Tiong Roland	3,957,000	0.33%	0.36%
Ng Chwee Cheng	64,408,500	5.32%	5.92%
Total	413,191,271	34.16%	37.95%

3.2.6 In accordance with the Share Buyback Guidance Note set out in Appendix 2 of the Take-over Code, TH Investments Group is exempted from the obligation to make a general offer for the Company under Rule 14 of the Take-over Code in relation to the 2015 Mandate, subject to, *inter alia*, the following conditions:

- (a) the circular to Shareholders on the resolution to approve the renewal of the Share Buyback Mandate contains advice to the effect that by voting for the renewal of the Share Buyback Mandate, Shareholders are waiving their rights to a general offer at the required price from TH Investments Group and parties acting in concert with it who, as a result of the Company buying back its shares, would increase their percentage of total voting rights in the Company by more than 1% in any six-month period; and the names of the members of TH Investments Group and parties acting in concert with it, and their voting rights at the time of the resolution and after the Share Buyback are disclosed in the same circular;
- (b) the resolution to authorise (or renew in this Circular) the renewal of the Share Buyback Mandate is 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 as a result of the Share Buyback;
- (c) TH Investments Group and parties acting in concert with it abstain from voting for and recommending Shareholders to vote in favour of the resolution to approve the renewal of the Share Buyback Mandate;
- (d) within seven (7) days after the passing of the resolution to approve the renewal of the Share Buyback Mandate, TH Investments Group and parties acting in concert with it submit to the SIC a duly signed form as prescribed by the SIC; and
- (e) TH Investments Group and parties acting in concert with it have not acquired and will not acquire any Shares between the date on which they know the announcement of the renewal of the Share Buyback Mandate is imminent and the earlier of:
 - (i) the date the authority of the renewed Share Buyback Mandate expires; and
 - (ii) the date on which the Company announces that it has bought back such number of Shares as authorised by the renewed Share Buyback Mandate or it has decided to cease buying back its Shares, as the case may be,

if such acquisitions, taken together with those Shares purchased by the Company under the renewed Share Buyback Mandate, would cause their aggregate voting rights in the Company to increase by more than 1% in the preceding six (6) months.

LETTER TO SHAREHOLDERS

It follows that where the aggregate voting rights held by TH Investments Group and its concert parties increase by more than 1% solely as a result of the Share Buyback, and none of them has acquired any Shares during the relevant period defined in paragraph 3.2.6(e) above, then TH Investments Group and/or its concert parties would be eligible for 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.

If the Company ceases to buy back its Shares under the renewed Share Buyback Mandate and the increase in the aggregate voting rights held by TH Investments Group and its concert parties as a result of the Share Buyback is less than 1%, TH Investments Group and its concert parties may acquire further voting rights in the Company. However, any increase in their percentage of total voting rights in the Company as a result of the Share Buyback will be taken into account together with any voting rights acquired by TH Investments Group (by whatever means) in determining whether TH Investments Group and its concert parties have increased their aggregate voting rights in the Company by more than 1% in any six-month period.

3.3 Vote by Independent Shareholders

The Independent Shareholders are asked to vote by way of a poll on the renewal of the Share Buyback Mandate as set out as the Ordinary Resolution in the Notice of EGM.

By voting in favour of the renewal of the Share Buyback Mandate, the Independent Shareholders will be waiving their rights to receive a mandatory general offer at the required price for their Shares under Rule 14 of the Code from TH Investments Group.

4. THE PROPOSED DIVERSIFICATION

4.1 Existing Business of the Group

The Company was incorporated in Singapore on 15 November 1997 and has been listed on the Mainboard of the SGX-ST since 1998. The Current Core Business is conducted by the Company and through its subsidiaries and jointly controlled entity set out in Appendix 1 and include the following:

(a) Foundation and Geotechnical Engineering Works

The Group has completed some high profile projects such as the S\$240 million diaphragm wall and large diameter bored pile foundation for Marina Bay Sands, S\$40 million driven pile foundation for Neste Oil's bio-diesel plant in Tuas, S\$12 million large diameter bored pile foundation for The Pinnacles @ Duxton - HDB 50-storey public housing at Duxton Hill, Singapore and a S\$16 million driven pile foundation for 32 large oil storage tanks for Horizon Singapore Projects Pte Ltd at Jurong Island. The award of such projects to the Group is a firm recognition of the Group's expertise in its field.

The Group has also served numerous prominent clients both in the private and public sector in completing foundation engineering works for industrial projects, roads, bridges, the mass rapid transit projects and other infrastructure projects, school projects and various public and private housing projects throughout Singapore and South East Asia region.

(b) Soil Investigation, Instrumentation and Specialised Surveying Works

The Group provides soil investigation and related services for land and marine works. The Group has a state-of-the-art soil laboratory which provides a wide range of tests for soil and rock to meet the projects' engineering requirements.

In addition, the Group is the market leader in engineering, tunneling and automated deformation monitoring surveys.

LETTER TO SHAREHOLDERS

(c) Sales and Lease of Foundation Engineering Equipments and Accessories

The Group's foundation engineering equipment business which is a joint venture with Tat Hong Heavy Equipment Pte Ltd, sells and leases various foundation engineering equipment to customers based in Singapore and the region.

4.2 Information Regarding the Proposed Diversification

Upon the approval of Shareholders for the Proposed Diversification being obtained at the EGM, the Group intends to expand its Current Core Business to include the Property Business as described below, as and when appropriate opportunities arise:

- (a) property development activities including acquisition, development and/or sale of residential, hospitality, commercial (retail and office), industrial and any other types of properties (including mixed development properties) ("**Property Related Assets**");
- (b) holding of Property Related Assets as long term investment for the collection of rent, capital growth potential and/or provision of property related services and facilities; and
- (c) management of Property Related Assets.

The Group may also, as part of the Property Business, invest in or acquire or dispose of shares or interests in any entity that is in the Property Business.

The Company does not plan to restrict the Property Business to any specific geographical market as each project and investment will be evaluated and assessed by the Board on its merits. The Group may also explore joint ventures and/or strategic alliances with third parties who have the relevant expertise and resources to carry out the Property Business as and when the opportunity arises.

The decision on whether a project should be undertaken by the Group on its own or in collaboration with third parties will be made by the Board after taking into consideration various factors, such as the nature and scale of each project, amount of investment required and risks associated with such an investment, nature of expertise required, the period of time that is required to complete the project and conditions in the property market, taking into account the opportunities available.

As at the Latest Practicable Date, the Group has not identified any specific property related investments for the Property Business. The Group will update Shareholders at the opportune time when it has identified any specific investments.

Please refer to the sections entitled "Rationale" and "Risks Factors" as set out in paragraphs 4.3 and 4.5 respectively of this Circular for the rationale for and risks associated with the Proposed Diversification.

4.3 Rationale for the Proposed Diversification

(i) Enhance Shareholders' value

The Proposed Diversification is part of the corporate strategy of the Group to provide Shareholders with diversified returns and long term growth. The Directors believe that the Proposed Diversification will reduce the Group's reliance on its existing business, offer new business opportunities, provide the Group with new revenue streams and improve its prospects, so as to enhance Shareholders' value for the Company.

LETTER TO SHAREHOLDERS

(ii) Approval required from Shareholders for Major Transactions

Pursuant to Rules 1013 and 1014 of the Listing Manual, a major transaction is a transaction where any of the relative figures as computed on the bases set out in Rule 1006 exceeds 20% (a "**Major Transaction**"). A Major Transaction must be made conditional upon approval by shareholders in general meeting. Details on Rules 1013 and 1014 can be found in the Listing Manual.

A Major Transaction does not include an acquisition or disposal which is, or in connection with, the ordinary course of an issuer's business or of a revenue nature. In addition, pursuant to Practice Note 10.1 of the Listing Manual, save where the acquisition changes the risk profile of the issuer, shareholders' approval is not required for a Major Transaction if the acquisition will result in an expansion of the issuer's existing core business. Practice Note 10.1 of the Listing Manual further states that the SGX-ST takes the view that it should not in normal circumstances require an issuer to seek shareholders' approval if the expansion is by way of an acquisition of a similar business, when other means to expand its business that are open to the issuer would not require shareholders' approval.

With the proposed change of core business of the Company to include the Property Business, acquisitions which are in the same nature as the Company's core business and which will not change the risk profile of the Company, will not require the approval of the Shareholders and need not be made conditional upon the approval of the Shareholders. However, should an acquisition change the risk profile of the Company, shareholders' approval would need to be sought and this would be notwithstanding that there is no change to the core business of the Company. The change in core business of the Company will allow the Company, in its normal course of business, to enter into Major Transactions relating to the Property Business and which will not change the risk profile of the Company in an efficient and timely manner, without the need for Shareholders' approval. As such, the Company will not need to convene separate general meetings from time to time to seek Shareholders' approval as and when potential transactions which are Major Transactions relating to the Property Business arise, thereby reducing substantially the administrative time and expenses in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the Company.

For the avoidance of doubt, notwithstanding the Proposed Diversification, in respect of transactions:

- (a) which fall within the definition of Rule 1002(1) of the Listing Manual, Rules 1010 and 1014 will still apply;
- (b) where any of the relative figures as computed on the bases set out in Rule 1006 of the Listing Manual exceeds 100% or results in a change in control of the issuer, Rule 1015 of the Listing Manual will still apply to such transactions and such transactions must be, among others, made conditional upon approval by shareholders in general meeting; and
- (c) which constitute an "interested person transaction" as defined under the Listing Manual, Chapter 9 of the Listing Manual will apply to such transaction and the Company will comply with the provisions of Chapter 9 of the Listing Manual.

LETTER TO SHAREHOLDERS

(iii) Prior Experience in the Property Business

As its first foray into the Property Business on a conservative scale, the Group was involved in a joint venture with Soilbuild Group Holdings Pte Ltd in 2009 to carry out and complete the design, construction and marketing of an industrial development at Tuas (“**KOL/SB JV**”). The Group owned 24.8% stake in the KOL/SB JV. Further details of the KOL/SB JV can be found in the Company’s announcements dated 7 December 2009. Since then, all 71 units in the KOL/SB JV were sold, generating revenue of S\$16.1 million. A profit of approximately S\$3.7 million was recognised by the Group for FY2012 in connection with the KOL/SB JV.

In 2013, the Group entered into a joint venture with Tat Hong International Pte Ltd, AME Land Sdn Bhd and BP Lands Sdn Bhd to jointly undertake mixed property development in Iskandar Malaysia (the “**Iskandar Project**”). The Group has a 5% equity stake in the joint venture company, Tat Hong Industries Properties Sdn Bhd (currently known as THAB Development Sdn Bhd), and invested a total of approximately S\$1.9 million in the joint venture through a combination of equity injection and shareholder loans. Further details of this joint venture and the Iskandar Project can be found in the Company’s announcements dated 25 October 2013, 28 October 2013 and 31 December 2013. Since then, the Iskandar Project launched in October 2014 and is expected to complete in December 2016. Sales for phase 1 of the Iskandar Project has completed with a resounding success.

4.4 Managing the Property Business

Although the Property Business is different from the Current Core Business, the Board recognises that the relevant experience and expertise required can be acquired and developed by the Group over time as it progresses in the Property Business. The Board and senior management of the Group comprise individuals with varied qualifications and experience who will provide the strategic vision and policy on the Property Business.

In particular, the Board believes that it will be able to leverage on the experience in property business of Mr. See Yen Tarn, the Chief Executive Officer and Executive Director of the Company. Mr. See has extensive experience in property development and property investment in Singapore, Australia, China and Hong Kong. He was the Group Chief Financial Officer and Executive Director of Tuan Sing Holdings Limited, an investment holding company with interest mainly in property development, property investment and hotel ownership, from 1989 to 2001.

In making decisions, the Board and senior management will seek the advice of reputable external consultants and experts where necessary and appropriate. The Group intends to engage in the Property Business incrementally; it will monitor developments and progress in the Property Business and take the necessary steps to identify suitable candidates both from within the Group as well as externally to manage the Property Business to take it forward as and when required. In addition, the Group will evaluate the manpower and expertise required for the Property Business and will as and when required hire suitably qualified personnel, external consultants, external industry experts and professionals for the Property Business.

The Group may foster partnerships with various third parties in the relevant industries to assist it in undertaking the Property Business more effectively and efficiently as the Group seeks to build its expertise and capabilities in this field. Such partnerships may be done either on a case by case basis or on a term basis. Where necessary, work may be outsourced to reputable third parties who have expertise in the relevant area in relation to the projects concerned. In selecting its partners, the Group will take into account the specific expertise and competencies required for the project in question and the experience, historical track record and financial standing of the party concerned.

LETTER TO SHAREHOLDERS

The Group recognises that although complementary, the Property Business is different from its Current Core Business. However the Group is confident of developing and building up the expertise required for the Property Business over time, given that it has been an experienced long-term player in the construction industry. The Board, which reviews the risk exposure of the Group for all its businesses at regular intervals, will additionally review the risk exposure of the Property Business at more frequent intervals of no less than six months.

4.5 Risk Factors

The Group could be affected by a number of risks that may relate to the Property Business or risks that may relate to the markets in which the Property Business is intended to be engaged. Risks may arise from, *inter alia*, economic, business, market and political factors, including the risks set out below.

The Group has set out below all the risk factors that are known to the Board and which are material to Shareholders in making an informed decision on the Proposed Diversification.

If any of the factors and/or uncertainties described below develops into actual events affecting the Property Business, this may have a material and adverse impact on the Property Business and consequently, the overall results of operations, financial condition and prospects of the Group could be similarly impacted.

The risks described below are not intended to be exhaustive and are not presented in any particular order of importance. There may be additional risks not presently known to the Group or that the Group may currently deem immaterial, which would affect its operations.

Shareholders should consider the risk factors in light of your own investment objectives and financial circumstances and should seek professional advice from your accountant, stock brokers, bank managers, solicitors or other professional advisers if you have any doubt about the actions you should take.

(a) The Group has limited track record or experience in the Property Business

The Group has limited proven track record in carrying out the Property Business. There is no assurance that the Property Business will be commercially successful and that the Group will be able to derive sufficient revenue to offset the capital and start-up costs as well as operating costs arising from the Property Business. The Property Business may require high capital commitments and may expose the Group to unforeseen liabilities or risks associated with its entry into new markets or new businesses.

The Property Business also involves business risks including the financial costs of setting up new operations, capital investment and maintaining working capital requirements. If the Group does not derive sufficient revenue from or does not manage the costs of the Property Business effectively, the overall financial position and profitability of the Group may be adversely affected.

The Group will also be exposed to the risks associated with a different competitive landscape and a different operating environment. In particular, the Group will be affected by factors affecting the property market in the region, as well as the trends and developments affecting the building and construction industry in general. The building and construction industry in turn is affected by general economic conditions such as changes in interest rates and relevant government policies and measures.

LETTER TO SHAREHOLDERS

(b) The Group may not have the ability nor sufficient expertise to execute the Property Business

The Group's ability to successfully diversify into the Property Business is dependent upon its ability to adapt its existing knowledge and expertise and to understand and navigate the Property Business. There is no assurance that the Group's existing experience and expertise will be sufficient for the Property Business, or that the employees hired by the Group to implement the Property Business will have the relevant experience and knowledge. The Group may also appoint third party professionals, third party contractors, and/or foster partnerships with various third parties to assist it in undertaking the Property Business more effectively and efficiently. However, there is no assurance that these third party professionals and/or contractors will be able to deliver and/or that these partnerships will be successful. As such, the Group may not be able to successfully implement the Property Business and this may adversely affect the Group's financial performance and profitability.

(c) The Group is exposed to risk associated with acquisitions, joint ventures or strategic alliances

Depending on available opportunities, feasibility and market conditions, the Group's expansion into the Property Business may involve acquisitions, joint ventures or strategic alliances with third parties. Participation in joint ventures, strategic alliances, acquisitions or other investment opportunities involves numerous risks, including the possible diversion of attention of management from existing business operations and loss of capital or other investments deployed in such joint ventures, strategic alliances, acquisition or opportunities. In such events, the Group's financial performance may be adversely affected.

(d) The Property Business will be dependent on the recruitment and retention of qualified and skilled personnel for its operations and profitability and may be affected by the shortage of such personnel

The Group may have to depend on the expertise of certain individuals to provide guidance and/or its investment partners to jointly undertake the projects coming within the Property Business. The growth of the Property Business will be dependent on the Group's ability to identify, recruit, train and retained qualified employees to form a relevant and strong management team with the requisite expertise to oversee the operations of the Property Business. Having a team of experienced and skilled personnel is essential in maintaining the quality of services. There is no assurance that the Group will be able to attract and retain key members of the management team who have the necessary qualifications and experience to manage the Property Business. The loss of any key member of the management team without any suitable and/or timely replacement may have a material adverse effect on the financial condition and results of operations of the Group. In a rising property market, there may be an increasing shortage of such personnel and/or a general rise in their wages, which may have an adverse effect on the operations of the Property Business and eventually the Group's financial performance.

(e) The Group may be subject to intense competition and the Group may not be able to maintain its competitiveness in the Property Business

The Property Business is highly competitive and the Group faces competition from existing industry participants as well as new entrants to the Property Business. Some of these competitors may possess stronger financial resources and track record that enable them to compete more effectively as compared to the Group. In order to maintain its competitiveness in the Property Business, the Group may have to offer more competitive prices or try to differentiate itself using more innovative marketing strategies and property designs. For instance, competitive bids are required to secure land parcels for development. The Group competes with other contractors and property developers for such land parcels for property development.

LETTER TO SHAREHOLDERS

There is no assurance that the Group will be able to compete effectively with its existing and future competitors and adapt quickly to changing market conditions and trends. In the event that the Group is not able to compete successfully against its competitors or adapt to market conditions, its business operations, financial performance and financial condition may be adversely affected.

(f) The Group will have to renew, maintain and obtain statutory and regulatory permits and licenses as may be required to operate the Property Business and any delay or inability to obtain the same may have an adverse impact on the Property Business

The Property Business will require certain statutory and regulatory licences, permits, consents and approvals to operate. These licences, permits, consents and approvals may be granted for fixed periods of time and will need to be renewed after expiry from time to time. The Group may not be able to apply for and obtain the relevant licences, permits, consents and approvals required for its projects or otherwise within the statutory time limits, and there can be no assurance that the relevant authorities will issue any such licences, permits, consents or approvals in time or at all. Failure by the Group to renew, maintain or obtain the required licences, permits, consents or approvals, or cancellation, suspension or revocation of any of its licences, permits, consents or approvals may result in the Group being unable to undertake the relevant segment of the Property Business and/or in the interruption of its operations and may have a material adverse effect on its business.

(g) The Group may not be able to meet the challenges presented by the Property Business

The success and growth of the Property Business will depend on the ability of the Group to meet the challenges presented by such business. The Group will be subject to the risks, uncertainties and problems frequently encountered by early-stage companies involved in a new business, which include, amongst others, failure to continue to expand the Group's property portfolio or order book without increased pressure on the Group's margins, failure to identify, attract, retain and motivate staff, inability to find the right joint venture, strategic or other business partnerships, and inability to manage expanding operations.

In addition, there is no assurance that the Group's profitability will increase or that the Group will not incur losses after the expenditure in relation to the development of the Property Business due to the potential increase in costs incurred to finance the growth and expansion of the Property Business. The increase in costs without a corresponding increase in revenue will have an adverse impact on the Group's financial performance.

(h) The Group may face potential liability and claims from property development projects and may be involved in legal and other proceedings arising from its operations from time to time

The time required to complete a property development project depends on various factors, including the size of the project, prevailing market conditions and availability of resources. Delays may arise due to various factors, including adverse weather conditions, natural calamities, power failure, machinery and equipment breakdown, shortage of construction materials, shortage of labour, accidents, cessation of business of the Group's contractors, disputes with contractors and unexpected delay in obtaining required approvals. Such delays may result in cost overruns and increased financing costs and accordingly affect the Group's profitability or lead to claims for liquidated damages from purchasers of the properties.

Accidents during the course of construction may give rise to personal injuries and third party liability. In addition, the Group may be involved from time to time in disputes with various parties involved in the property development, investment or management projects that the Group undertakes. These parties include contractors, sub-contractors, suppliers, construction companies, purchasers, tenants and other partners.

LETTER TO SHAREHOLDERS

Claims may also be made against the Group by the owners or occupiers of neighbouring properties in respect of the use and enjoyment of such properties. These disputes may lead to legal and other proceedings. The Group may also have disagreements with regulatory bodies in the jurisdictions in which the Group operates and these may subject the Group to administrative proceedings. In the event that unfavourable decrees are determined by the courts or the regulatory bodies, the Group may suffer not only financial losses but also a delay in the construction or completion of its projects. In such an event, the Group may be liable for damages and incur legal costs, which will have an adverse effect on the Group's financial performance and financial condition.

(i) The operations and profitability of the Property Business may be disrupted by acts of violence or wars and outbreaks of diseases

Any acts of violence (such as terrorist attacks) or wars in the markets in which the Property Business operates may lead to uncertainty in the economic outlook of its markets and there is no assurance that such markets will not be affected, or that recovery from the global financial crisis would continue. All these could have a negative impact on the demand for the Group's Property Business, and the Group's business operations, financial performance, and financial condition may be adversely affected.

Furthermore, an outbreak of infectious diseases such as the severe acute respiratory syndrome (SARS) in the countries in which the Group operates may adversely affect its business operations, financial performance and financial condition. If an outbreak of such infectious diseases occurs in any of the countries in which the Group has operations in the future, customer sentiment and spending could be adversely affected and this may have a negative impact on the Group's business operations, financial performance and financial condition. The staff and employees in these countries may also be affected by any outbreak of such infectious diseases and this may affect the Group's day-to-day operations.

(j) Fluctuations in property prices and the Group's ability to identify suitable land sites and property development projects may have an adverse impact on the Group's property development business and financial condition

Property prices and the availability of suitable land sites will fluctuate. Should property market prices experience a downward trend, the Group's earnings may be adversely affected as the Group may have to postpone the sale of such property development project to a later date, if and when market conditions improve. In the event that the Group is required to sell its property development projects at lower prices, the Group's financial performance will be adversely affected.

The Group can build up its land bank by scouting for and acquiring land sites appropriate for its property development projects via offers from private owners, by participating in property auctions and government land sales programmes as well as through third-party property agents. The Group will face competition for new land sites from other property developers and there is no assurance that suitable sites will always be available to the Group for the purposes of the property development business. If the Group is not able to procure suitable land sites to carry out its property development projects, or carries out property development projects at less favourable locations that may not be as marketable, the Group's sales volume and profitability may be adversely affected.

The Group's performance is also dependent on its ability to identify profitable property development projects, and following such identification, to successfully complete such projects. The viability and profitability of the Group's property development projects are subject to fluctuations and are dependent on, amongst others, the demand for the Group's development projects, the pricing and number of property development projects and the overall schedules of the Group's projects which are in turn, to a large extent, affected by the market sentiment, market competition, general economic and property markets conditions, as well as government regulations.

LETTER TO SHAREHOLDERS

(k) An inability to generate adequate returns on properties acquired or developed and held for long-term investment purposes may result in losses to the Group and may have an adverse impact on the Group's financial position

Property investment is subject to varying degrees of risks. The investment returns available from the property development and property investment business depend, to a large extent, on the amount of capital appreciation generated. The ability to eventually dispose of properties at a profit will depend on market conditions and levels of liquidity, which may be limited or subject to significant fluctuations. Further, completed projects and invested properties are relatively illiquid, and the Group may be unable to convert real estate asset portfolio into cash on short notice. To facilitate a sale of illiquid property assets on short notice, the Group may have to lower the selling price substantially. Illiquidity of property assets also limits the Group's ability to vary its portfolio in response to changes in economic or other conditions in a timely manner. In the event of any adverse change in market conditions or in the event of a need to lower the prices of properties to effect the sale of properties, the Group may not be able to sell its property projects or property investments at above its costs, resulting in the Group suffering losses on the project or property and adversely affecting the Group's financial position.

In addition, the revenue derived from the rental of the relevant properties may be adversely affected by a number of factors, including but not limited to changes in market rates for comparable rentals, the inability to secure renewal of tenancies from tenants, the inability to collect rent due to bankruptcy or insolvency of tenants and the cost from ongoing maintenance, repair and re-letting. In the event that the Group acquires properties for investment and if the Group is unable to generate adequate returns from such investment properties that it acquires, its financial condition and results of operations may be adversely affected.

(l) The Property Business could be capital intensive and may not be profitable

The Group's future plans with regard to the Property Business may not be profitable, may not achieve sales levels and profitability that justify the investments made or may take a long period of time before the Group could realize any return. The Group's property development activities may entail financial and operational risks, including diversion of management attention, difficulty in recruiting suitable personnel and possible negative impacts on the Group's existing business relationships with its clients who may also be property developers themselves.

Further, such future plans and new initiatives could be capital intensive and could also result in potentially dilutive issuances of equity securities, the incurrence of capital commitments, debt and contingent liabilities as well as increased operating expenses, all of which may materially and adversely affect the business of the Group. The Group will face significant financial risks before it can realise any benefits from its future investments in the Property Business.

(m) The Group is subject to risks for its proposed property management business

Revenue for the property management business is derived from the property management fees collected from the residents in the developments where the Group intends to provide such service. The Group's intended range of property management services includes the provision of security, building and equipment maintenance and repairs, cleaning services, facilities management, landscape maintenance and car park management. The Group intends to hire manpower and purchase the materials and/or equipment required to carry out such services. Should the prices of such manpower and the materials increase and the Group is unable to pass on such increase in fees to the customers, the results of the Group's operations and financial condition could be materially and adversely affected. In addition, as the Group intends to provide its property management services on a pool basis, there has to be sufficient demand to allow for economies of scale to allow the cost of providing such services to be economically viable. The Group cannot make any assurance that it will secure and retain enough customers such that the Group will enjoy significant economies of scale required for the property management business to be economically viable.

LETTER TO SHAREHOLDERS

5. DISCLOSURE OF SHAREHOLDINGS

As at the Latest Practicable Date, the interests of the Directors and Substantial Shareholders in the Shares of the Company are as follows:

Interests of Directors

	Direct Interest	Number of Shares		
		%	Deemed Interest	%
Ng San Tiong Roland ^{(1) (2)}	3,457,000	0.29	345,325,771	28.55
See Yen Tarn	-	-	6,350,000	0.52
Chee Teck Kwong Patrick	4,462,000	0.37	-	-
Teo Beng Teck	3,945,000	0.33	-	-
Tan Ee Ping	4,567,000	0.38	50,000	0.00
Tan Hup Foi	-	-	-	-

Notes:

- (1) TH Investments Pte Ltd is a wholly-owned subsidiary of Tat Hong Investments Pte Ltd, which is a wholly-owned subsidiary of Chwee Cheng & Sons Pte Ltd. Pursuant to the terms of a trust deed dated 29 July 1997 (as supplemented by a deed dated 12 October 1998) (the “**Trust Deed**”), Mr. Ng San Tiong Roland (Non-Executive Director of the Company) and his brothers, Mr. Ng Sun Ho Tony, Mr. Ng San Wee David and Mr. Ng Sun Giam Roger, are joint trustees of the Chwee Cheng Trust constituted under the Trust Deed and which owns approximately 42.03% of the issued share capital of Chwee Cheng & Sons Pte Ltd. Under the terms of the Trust Deed, the beneficiaries of the Chwee Cheng Trust are the sons of Mr. Ng Chwee Cheng, namely, Mr. Ng San Tiong Roland, Mr. Ng Sun Ho Tony, Mr. Ng Sun Hoe Patrick, Mr. Ng Sang Kuey Michael, Mr. Ng San Guan William, Mr. Ng Sun Giam Roger, Mr. Ng San Wee David, Mr. Ng Sun Eng Sunny, Mr. Ng Sun Oh Lewis and their descendants. Being a joint trustee of the Chwee Cheng Trust, Mr. Ng San Tiong Roland is deemed to be interested in 344,825,771 Shares held by TH Investments Pte Ltd.
- (2) Mr. Ng San Tiong Roland is also deemed interested in 500,000 Shares held through nominees.

Interests of Substantial Shareholders

	Direct Interest	Number of Shares		
		%	Deemed Interest	%
TH Investments Pte Ltd ⁽¹⁾	-	-	344,825,771	28.50
Chwee Cheng & Sons Pte Ltd ⁽¹⁾	-	-	344,825,771	28.50
Ng San Tiong Roland ^{(1) (2)}	3,457,000	0.29	345,325,771	28.55
Ng Sun Ho Tony ⁽¹⁾	-	-	344,825,771	28.50
Ng San Wee David ⁽¹⁾	-	-	344,825,771	28.50
Ng Sun Giam Roger ⁽¹⁾	-	-	344,825,771	28.50
Ng Chwee Cheng ⁽³⁾	18,472,500	1.53	45,936,000	3.80

Notes:

- (1) TH Investments Pte Ltd is a wholly-owned subsidiary of Tat Hong Investments Pte Ltd, which is a wholly-owned subsidiary of Chwee Cheng & Sons Pte Ltd. Being Joint Trustees of the Chwee Cheng Trust, each of the Trustees, Mr. Ng San Tiong Roland, Mr. Ng Sun Ho Tony, Mr. Ng Sun Giam Roger and Mr. Ng San Wee David, is deemed to be interested in 344,825,771 Shares held by TH Investments Pte Ltd. Please refer to footnote (1) to the previous table of interests of Directors for further details of the Chwee Cheng Trust.
- (2) Mr. Ng San Tiong Roland is also deemed interested in 500,000 Shares held through nominees.
- (3) Mr. Ng Chwee Cheng is deemed interested in 45,936,000 Shares held through nominees.

Save as disclosed above, none of the Directors has any direct or deemed interest in the share capital of the Company or any of its subsidiaries.

LETTER TO SHAREHOLDERS

6. DIRECTORS' SERVICE CONTRACTS

No person is proposed to be appointed as a director of the Company in connection with the renewal of the Share Buyback Mandate and the Proposed Diversification. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

7. DIRECTORS' RECOMMENDATION

The Share Buyback Independent Directors are of the opinion that the renewal of the Share Buyback Mandate is in the interests of the Company, and accordingly recommend that the Independent Shareholders vote in favour of the renewal of the Share Buyback Mandate. Mr. Ng San Tiong Roland has abstained from making a recommendation in accordance with the Share Buyback Guidance Note set out in Appendix 2 of the Take-over Code.

The Directors are of the opinion that the Proposed Diversification is in the interests of the Company, and accordingly recommend that the Shareholders vote in favour of the Proposed Diversification.

Shareholders are advised to read this Circular in its entirety and for those who may require advice in the context of their specific investment, to consult their respective stockbroker, bank manager, solicitor, accountant or other professional adviser.

8. EXTRAORDINARY GENERAL MEETING

The Board is convening an extraordinary general meeting to be held at 11.30 a.m. on 27 July 2015 at No.2 Tanjong Penjuru Crescent, Singapore 608968 (or as soon thereafter following the conclusion or adjournment of the AGM to be held on the same day and at the same place) to seek the approval of the shareholders of the Company for the ordinary resolutions proposed in relation to the renewal of the Share Buy-Back Mandate and the Proposed Diversification. The Notice of EGM is set out on pages 33 to 36 of this Circular.

9. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and who wish to appoint one or two proxies to attend and vote at the EGM on their behalf should complete, sign and return the proxy form attached to the Notice of EGM in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at No. 2 Tanjong Penjuru Crescent, Singapore 608968, not less than 48 hours before the time fixed for the EGM or any postponement or adjournment thereof. The appointment of a proxy or proxies by a Shareholder does not preclude him from attending and voting in person at the EGM if he wishes to do so.

10. ABSTENTION FROM VOTING

In accordance with the Share Buyback Guidance Note set out in Appendix 2 of the Take-over Code, TH Investments Group and its concert parties, namely:

- (1) TH Investments Pte Ltd;
- (2) Ng San Tiong Roland; and
- (3) Ng Chwee Cheng,

will abstain from voting on the renewal of the Share Buyback Mandate.

The aforementioned Shareholders who are to abstain from voting shall not accept nomination as proxies or otherwise for voting at the EGM on the relevant resolution, unless they have been given specific instructions as to the casting of such votes.

LETTER TO SHAREHOLDERS

11. 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 proposed renewal of the Share Buyback Mandate, the Proposed Diversification, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in the Circular 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 Circular in its proper form and context.

12. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at No. 2 Tanjong Penjuru Crescent, Singapore 608968, during normal business hours from the date of this Circular up to the date of the EGM:

- (a) the Memorandum and Articles;
- (b) the Annual Report 2015;
- (c) the Proposed Diversification Announcement;
- (d) the announcements in relation to the KOL/SB JV dated 7 December 2009; and
- (e) the announcements in relation to the Iskandar Project dated 25 October 2013, 28 October 2013 and 31 December 2013.

Yours faithfully,
For and on behalf of the Board of Directors
CSC Holding Limited

See Yen Tarn
Group Chief Executive Officer

APPENDIX 1

As at the Latest Practicable Date, the subsidiaries and joint venture of the Company and their principal activities are as follows:

Subsidiaries

Name of subsidiary	Country of incorporation	Effective interest held by the Group %	Principal business
CS Construction & Geotechnic Pte Ltd	Singapore	100	Investment holding and piling and civil engineering works
CS Geotechnic Pte Ltd	Singapore	100	Civil engineering, piling, foundation and geotechnical engineering works (currently dormant)
CS Bored Pile System Pte Ltd	Singapore	100	Bored piling works
THL Engineering Pte. Ltd.	Singapore	100	Investment holding, sales and rental of heavy equipment, machinery and spare parts (currently dormant)
THL Foundation Equipment Pte Ltd	Singapore	55	Investment holding, trading and rental of construction equipment and related parts
ICE Far East Pte Ltd	Singapore	46.75	Investment holding, trading and rental of piling hammers and other foundation equipment
ICE Far East Offshore Pte Ltd	Singapore	46.75	Trading and rental of foundation engineering equipment and other related services
ICE Far East Sdn Bhd	Malaysia	46.75	Trading and rental of piling hammers and other foundation equipment
ICE Far East (HK) Limited	Hong Kong	46.75	Rental of machinery and other related services
ICE Far East (Thailand) Co., Ltd	Thailand	46.75	Trading and rental of machinery and other related services (currently dormant)
Kolette Pte Ltd	Singapore	100	Sale and sublet of land and property development (currently dormant)
CS Industrial Land Pte Ltd	Singapore	100	Sale and sublet of land and property development (currently dormant)
CSC Ground Engineering Sdn Bhd	Malaysia	100	Investment holding
Borneo Geotechnic Sdn Bhd	Malaysia	100	Piling, foundation and geotechnical engineering works
L&M Foundation Specialist Pte Ltd	Singapore	100	Investment holding, piling, foundation and geotechnical engineering works
L&M Foundation Specialist (Vietnam) Limited Company	Vietnam	100	Piling, foundation and geotechnical engineering works (currently dormant)
L&M Ground Engineering Sdn Bhd	Malaysia	100	Piling, foundation and geotechnical engineering works (currently dormant)
G-Pile Sistem Sdn Bhd	Malaysia	100	Investment holding, piling, foundation and geotechnical engineering works
GPSS Geotechnic Sdn. Bhd.	Malaysia	65	Piling, foundation and geotechnical engineering works (currently dormant)

APPENDIX 1

Name of subsidiary	Country of incorporation	Effective interest held by the Group %	Principal business
DW Foundation Pte Ltd	Singapore	100	Bored piling works
CS Geo (Malaysia) Sdn Bhd	Malaysia	100	Piling, foundation and geotechnical engineering works
Soil Investigation Pte Limited	Singapore	100	Investment holding, Soil investigation, laboratory testing, geotechnical instrumentation and monitoring works
Wisescan Engineering Services Pte Ltd	Singapore	70	Land surveying, tunnel and structural deformation monitoring survey, tunnelling survey
CS Geotechnic Soil Investigation JV	Singapore	100	Soil investigation, geotechnical instrumentation and monitoring works (currently dormant)
CS Ground Engineering (International) Pte Ltd	Singapore	100	Investment holding
CS Industrial Properties Pte Ltd	Singapore	100	Investment holding

Jointly controlled entity

Name of jointly controlled entity	Country of incorporation	Effective interest held by the Group %	Principal business
Siam CSC Engineering Co., Ltd	Thailand	49	Providing piles installation services

NOTICE OF EXTRAORDINARY GENERAL MEETING

CSC HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.:199707845E)

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING (“**EGM**”) of CSC Holdings Limited (the “**Company**”) will be convened on 27 July 2015 at 11.30 a.m. (or such time immediately following the conclusion or adjournment of the Annual General Meeting (“**AGM**”) of the Company to be held at 10.00 a.m. on the same day and at the same place) at No. 2 Tanjong Penjuru Crescent, Singapore 608968, for the purpose of considering and, if thought fit, resolving to pass with or without any modifications the following resolutions:

ORDINARY RESOLUTION 1: THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

That, approval be and is hereby given for the Proposed Renewal of the Share Buyback Mandate (as described below) and for the Directors to:

- (a) for the purposes of the Companies Act (Chapter 50) of Singapore (the “Companies Act”), purchase or otherwise acquire the Shares not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) on-market purchases (“**Market Purchase**”), transacted on the Singapore Exchange Securities Trading Limited (the “SGX-ST”) through the SGX-ST’s Central Limit Order Book (CLOB) trading system or, as the case may be, any other stock 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
 - (ii) off-market purchases (“**Off-Market Purchase**”) (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) 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 of the SGX-ST.

(the “**Proposed Share Buyback Mandate**”)

Shareholders are advised to note that they are waiving their rights to a general offer at the required price from the TH Investments Group, namely Mr. Ng San Tiong Roland, Mr. Ng Chwee Cheng and TH Investments Pte Ltd, and any persons acting in concert with it, whose shareholdings in the Company add up to an aggregate of 34.16% as at the Latest Practicable Date, by voting to approve the Share Buyback Mandate set out in herein;

- (b) unless varied or revoked by the Company in general meeting, have the authority pursuant to the Share Buyback Mandate exercisable at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
 - (i) the date on which the next AGM of the Company is held or required by law to be held;
 - (ii) the date on which the share buybacks are carried out to the full extent mandated; or
 - (iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked;

NOTICE OF EXTRAORDINARY GENERAL MEETING

(c) in this Resolution:

“Prescribed Limit” means 10% of the issued ordinary share capital of the Company as at the date of passing of this Resolution 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);

“Relevant Period” means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution; and

“Maximum Price” in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase : 105% of the Average Closing Price;
- (ii) in the case of an Off-Market Purchase : 120% of the Highest Last Dealt Price, where:

“Average Closing Price” means the average of the closing market prices of a Share over the last five market days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant 5-day period;

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

“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 shareholders of the Company stating the purchase price (which shall not be more 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

- (d) complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

ORDINARY RESOLUTION 2: THE PROPOSED DIVERSIFICATION OF BUSINESS TO INCLUDE PROPERTY BUSINESS

That:-

- (a) approval be and is hereby given for the proposed diversification of the Company’s core business to include property development and property investment, which involves the development of properties for sale and the holding of property related asset as long term investment (the **“Property Business”**);
- (b) the Group be and is hereby authorised to invest in, purchaser or otherwise acquire or dispose of, from time to time any such assets, investments and shares/interests in any entity that is in the Property Business on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all acts or things as they deem desirable, necessary or expedient or give effect to any such investment, purchase, acquisition or disposal; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) exercise such discretion and do all acts or things as they deem desirable, necessary or expedient or give effect to any such investment, purchase, acquisition or disposal; and
- (d) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this Ordinary Resolution as they or he may think fit.

By Order of the Board

Lee Quang Loong
Company Secretary

Singapore

10 July 2015

Notes:

1. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead.
2. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100 per cent. (100%) of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
3. A proxy need not be a member of the Company.
4. A Shareholder which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
5. An instrument appointing a proxy must be deposited at the registered office of the Company at No.2 Tanjong Penjuru Crescent, Singapore 608968, not less than 48 hours before the time fixed for the EGM or any postponement or adjournment thereof.
6. A Depositor's name must appear on the Depository Registry maintained by the CDP as at 48 hours before the time fixed for holding the EGM in order to be entitled to attend and vote at the EGM.

NOTICE OF EXTRAORDINARY GENERAL MEETING

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

CSC HOLDINGS LIMITED

Company Registration No. 199707845E
(Incorporated in the Republic of Singapore)

PROXY FORM

(Please see notes overleaf before completing this Form)

IMPORTANT:

1. For investors who have used their CPF monies to buy CSC HOLDINGS LIMITED's shares, this Report is forwarded to them at the request of the CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF investors who wish to attend the Meeting as an observer must submit their requests through their CPF Approved Nominees within the time frame specified. If they also wish to vote, they must submit their voting instructions to the CPF Approved Nominees within the time frame specified to enable them to vote on their behalf.

I/We, _____ (Name)

of _____ (Address)

being a member/members of **CSC HOLDINGS LIMITED** (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing the person, or either or both of the persons, referred to above, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the Extraordinary General Meeting (the "Meeting") of the Company to be held at the 4th Floor, No. 2 Tanjong Penjuru Crescent, Singapore 608968 on Monday, 27 July 2015 at 11.30a.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion. The authority herein includes the right to demand or to join in demanding a poll and to vote on a poll.

(Please indicate your vote "For" or "Against" with a tick [✓] within the box provided.)

No.	Resolutions relating to:	For	Against
1	Renewal of the Share Buyback Mandate		
2	Proposed Diversification of Business		

Dated this _____ day of _____ 2015

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature of Shareholder(s)
or, Common Seal of Corporate Shareholder



Notes :

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.
4. Completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Meeting.
5. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at No. 2 Tanjong Penjuru Crescent, Singapore 608968 not less than 48 hours before the time appointed for the Meeting.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of its attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

General:

1. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.
2. Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 10 July 2015