

OFFER DOCUMENT DATED 26 MARCH 2014

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

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

Chin Bay Ching (the “**Offeror**”) does not purport to advise the shareholders of Adventus Holdings Limited (the “**Company**”). In preparing his letter to the shareholders of the Company, the Offeror has not had regard to the general or specific investment objectives, tax position, risks profiles, financial situation or particular needs and constraints of any shareholder of the Company.

Shareholders should note that they will receive this Offer Document together with the Form of Acceptance and Authorisation for the Offer Shares (as defined herein) (“**FAA**”) or the Form of Acceptance and Transfer for the Offer Shares (“**FAT**”), as the case may be, in respect of the Offer (as defined herein).

If you have sold or transferred all your ordinary shares in the capital of the Company (the “**Shares**”) held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Offer Document and the accompanying FAA to the purchaser or transferee, as CDP will arrange for a separate Offer Document and FAA to be sent to the purchaser or transferee. If you have sold or transferred all your Shares which are not held through CDP, you should immediately hand this Offer Document and the accompanying FAT to the purchaser or the transferee or the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

The views of the directors of the Company who are considered independent for the purpose of the Offer (the “Independent Directors”) and the independent financial adviser to the Independent Directors on the Offer will be made available to you in due course. You may wish to consider their views before taking any action in relation to the Offer.

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 Offer Document.

MANDATORY UNCONDITIONAL CASH OFFER

by

CHIN BAY CHING
(NRIC: S1173413H)

to acquire all the issued and paid-up ordinary shares in the capital of

The logo for Adventus, featuring the word "Adventus" in a bold, sans-serif font. A stylized orange and yellow swoosh is positioned above the letter 'A'.

ADVENTUS HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200301072R)

**other than those already owned, controlled or agreed to be acquired by
Chin Bay Ching and parties acting in concert with him**

ACCEPTANCES SHOULD BE RECEIVED BY THE CLOSE OF THE OFFER AT 5.30 P.M. ON 23 APRIL 2014 (THE “CLOSING DATE”). THE OFFEROR DOES NOT INTEND TO EXTEND THE OFFER BEYOND THAT DATE OR TO REVISE THE TERMS OF THE OFFER.

NOTICE IS HEREBY GIVEN THAT THE OFFER WILL CLOSE AT 5.30 P.M. ON THE CLOSING DATE AND WILL NOT BE OPEN FOR ACCEPTANCE BEYOND 5.30 P.M. ON THE CLOSING DATE AND WILL NOT BE REVISED, SAVE THAT SUCH NOTICE SHALL NOT BE CAPABLE OF BEING ENFORCED IN A COMPETITIVE SITUATION.

The procedures for acceptance are set out in Appendix 4 to this Offer Document and in the accompanying FAA and/or FAT.

CONTENTS

DEFINITIONS	3
CAUTIONARY NOTE ON FORWARD LOOKING STATEMENTS	6
SUMMARY TIMETABLE	7
LETTER TO SHAREHOLDERS	8
1. INTRODUCTION	8
2. THE OFFER	8
3. ESOS OPTIONS PROPOSAL	9
4. WARRANTS OFFER	10
5. UNDERTAKINGS	11
6. INFORMATION ON THE OFFEROR	11
7. INFORMATION ON THE COMPANY	12
8. RATIONALE FOR THE OFFER AND THE OFFEROR'S INTENTIONS FOR THE COMPANY	12
9. LISTING STATUS	12
10. FINANCIAL EVALUATION OF THE OFFER	13
11. CONFIRMATION OF FINANCIAL RESOURCES	14
12. OVERSEAS SHAREHOLDERS	14
13. GENERAL	15
14. RESPONSIBILITY STATEMENT	16
APPENDIX 1 – ADDITIONAL GENERAL INFORMATION	17
APPENDIX 2 – ADDITIONAL INFORMATION ON THE COMPANY	20
APPENDIX 3 – FURTHER DETAILS OF THE OFFER	21
APPENDIX 4 – PROCEDURES FOR ACCEPTANCE OF THE OFFER	23

DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout this Offer Document, the FAA and the FAT:

“Acceptance Forms”	: The FAA and the FAT collectively, or either one of them (as the case may be)
“Business Day”	: A day which is not a Saturday, a Sunday or a public holiday in Singapore
“CDP”	: The Central Depository (Pte) Limited
“Closing Date”	: 5.30 p.m. on 23 April 2014, being the last day for the lodgement of acceptances of the Offer, the ESOS Options Proposal or the Warrants Offer (as the case may be)
“Code”	: The Singapore Code on Take-overs and Mergers
“Companies Act”	: The Companies Act, Chapter 50 of Singapore
“CPF”	: Central Provident Fund
“CPF Agent Banks”	: Agent banks included under the CPFIS
“CPFIS”	: Central Provident Fund Investment Scheme
“CPFIS Investors”	: Investors who have purchased Shares using their CPF contributions pursuant to the CPFIS
“Despatch Date”	: 26 March 2014, being the date of despatch of this Offer Document
“Encumbrances”	: Has the meaning ascribed to it in Section 2.6 of this Offer Document
“ESOS”	: The SNF 2004 share option scheme, approved and adopted by the Company at the extraordinary general meeting of the Company held on 17 February 2004 and subsequently amended on 29 December 2008
“ESOS Optionholders”	: Holders of ESOS Options
“ESOS Options”	: Employee share options to subscribe for new Shares granted by the Company pursuant to the ESOS
“ESOS Options Proposal”	: The proposal put forth by the Offeror to the ESOS Optionholders as described in Section 3 of this Offer Document
“FAA”	: Form of Acceptance and Authorisation, which forms part of this Offer Document and which is issued to the Shareholders whose Shares are deposited with CDP
“FAT”	: Form of Acceptance and Transfer, which forms part of this Offer Document and which is issued to the Shareholders whose Shares are not deposited with CDP
“Last Trading Day”	: 25 November 2013, being the last full Market Day on which there were trades on the SGX-ST prior to the Pre-Conditional Offer Announcement Date

DEFINITIONS

“Latest Practicable Date”	: 19 March 2014, being the latest practicable date prior to the printing of this Offer Document
“Listing Manual”	: Listing Manual Section B: Rules of Catalist of the SGX-ST
“Market Day”	: A day on which the SGX-ST is open for trading in securities
“Offer”	: The mandatory unconditional cash offer by the Offeror to acquire all the Offer Shares on the terms and subject to the conditions set out in this Offer Document, the FAA and the FAT
“Offer Announcement”	: The announcement relating to the Offer made by the Offeror on the Offer Announcement Date
“Offer Announcement Date”	: 12 March 2014, being the date of the Offer Announcement
“Offer Document”	: This offer document dated 26 March 2014 issued by the Offeror, including the FAA and the FAT
“Offer Period”	: The period from the Pre-Conditional Offer Announcement Date until the date the Offer is declared to have closed or lapsed
“Offer Price”	: \$0.0165 in cash for each Offer Share
“Offer Shares”	: All Shares to which the Offer relates, as more particularly defined in Section 2.5 of this Offer Document
“Offeror”	: Chin Bay Ching
“Option Price”	: Has the meaning ascribed to it in Section 3.1 of this Offer Document
“Overseas Shareholders”	: Shareholders whose addresses are outside Singapore, as shown on the Register or in the records of CDP (as the case may be)
“Pre-Conditional Offer Announcement”	: The announcement relating to the Offer made by the Offeror on the Pre-Conditional Offer Announcement Date
“Pre-Conditional Offer Announcement Date”	: 26 November 2013, being the date of the Pre-Conditional Offer Announcement
“Register”	: The register of members of the Company
“Relevant Day”	: Has the meaning ascribed to it in paragraph 2.1 of Appendix 3 to this Offer Document
“Relevant Securities”	: Has the meaning ascribed to it in paragraph 1.1 of Appendix 1 to this Offer Document
“Securities Account”	: A securities account maintained by a Depositor with CDP, but does not include a securities sub-account
“Share Registrar”	: Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.)
“Shareholders”	: Holders of Shares, including persons whose Shares are deposited with CDP or who have purchased Shares on the SGX-ST

DEFINITIONS

“Shares”	: The issued and paid-up ordinary shares in the capital of the Company
“Subscription”	: Has the meaning ascribed to it in Section 1.1(a) of this Offer Document
“SGX-ST”	: Singapore Exchange Securities Trading Limited
“SIC”	: Securities Industry Council of Singapore
“S\$” and “cents”	: Singapore dollars and cents respectively, being the lawful currency of Singapore
“Undertakings”	: The undertakings given in favour of the Offeror, as described in Section 5 of this Offer Document
“VWAP”	: Volume-weighted average price
“Warrant Price”	: Has the meaning ascribed to it in Section 4.1 of this Offer Document
“Warrantholders”	: Holders of Warrants
“Warrants”	: Warrants to subscribe for new Shares issued by the Company pursuant to the deed poll dated 6 January 2012
“Warrants Offer”	: The offer by the Offeror to the Warrantholders as described in Section 4 of this Offer Document
“%” or “per cent.”	: Percentage or per centum

The term “**acting in concert**” shall have the meaning ascribed to it in the Code, and references to “**concert parties**” shall be construed accordingly.

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

The terms “**subsidiaries**” and “**related corporations**” shall have the meanings ascribed to them respectively in the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include corporations.

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

Any discrepancies in this Offer Document between the listed amounts and the total thereof are due to rounding. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures that precede them.

Any reference in this Offer Document to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the Listing Manual or the Code or any statutory or regulatory modification thereof and not otherwise defined in this Offer Document, shall have the meaning assigned to it under the Companies Act, the Listing Manual or the Code or any such modification thereof, as the case may be, unless the context otherwise requires.

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

CAUTIONARY NOTE ON FORWARD LOOKING STATEMENTS

All statements other than statements of historical facts included in this Offer Document are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Offeror’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. The Shareholders and investors should not place undue reliance on such forward-looking statements, and the Offeror does not undertake any obligation to update publicly or revise any forward-looking statements.

SUMMARY TIMETABLE

Date of despatch of Offer Document	:	26 March 2014
Last date for despatch of the Company's circular to its Shareholders	:	9 April 2014
Closing Date	:	5.30 p.m. on 23 April 2014
Date of settlement of consideration	:	Within 10 days after the date of receipt of each valid and complete acceptance

LETTER TO SHAREHOLDERS

CHIN BAY CHING (NRIC: S1173413H)

26 March 2014

To: The Shareholders of Adventus Holdings Limited

Dear Sir/Madam

MANDATORY UNCONDITIONAL CASH OFFER BY THE OFFEROR FOR THE OFFER SHARES

1. INTRODUCTION

1.1 Offer Announcement. On 12 March 2014, the Offeror announced that:

- (a) he had, on 12 March 2014, completed the subscription for an aggregate of 875,000,000 Shares at the issue price of S\$0.0165 per Share, pursuant to the subscription agreement entered into between the Offeror and the Company (the “**Subscription**”), representing approximately 51.47% of the total number of Shares as at the Offer Announcement Date¹; and
- (b) the Offeror is required to make a mandatory unconditional cash offer for all Shares, other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with him as at the date of the Offer, in accordance with Section 139 of the Securities and Futures Act, Chapter 289 of Singapore and Rule 14 of the Code.

A copy of the Offer Announcement is available on the website of the SGX-ST at www.sgx.com.

1.2 Offer Document. This Offer Document contains the formal Offer by the Offeror, for the Offer Shares, subject to the terms and conditions set out in this Offer Document. Shareholders are urged to read this Offer Document carefully and properly consider this Offer.

2. THE OFFER

The Offeror hereby offers to acquire all the Offer Shares in accordance with Section 139 of the Securities and Futures Act, Chapter 289 of Singapore and the Code. The Offer is being made subject to the terms and conditions set out in this Offer Document, the FAA and the FAT, on the following basis:

2.1 Offer Price.

For each Offer Share: S\$0.0165 in cash.

2.2 No Increase of Offer Price. The Offeror does not intend to increase the Offer Price. **Shareholders should note that the Offer Price of S\$0.0165 per Offer Share is final and will not be revised.**

2.3 No Extensions. The Offeror does not intend to extend the Offer beyond the Closing Date. Accordingly, **the Offer will close at 5.30 p.m. on 23 April 2014.**

2.4 No Conditions to the Offer. The Offer is **unconditional in all respects.**

¹ In the Offer Announcement, all references to the total number of Shares was to 1,700,054,385 Shares, based on information available to the Offeror as at 12 March 2014, and all percentage shareholdings were rounded to the nearest 2 decimal places.

LETTER TO SHAREHOLDERS

2.5 **Offer Shares.** The Offer is extended to:

- (a) all the Shares not already owned, controlled or agreed to be acquired by the Offeror and the parties acting in concert with the Offeror; and
- (b) all new Shares (if any) unconditionally issued or to be issued prior to the close of the Offer, pursuant to the valid exercise of any:
 - (i) outstanding Warrants; and
 - (ii) outstanding ESOS Options.

As at the Latest Practicable Date, based on the latest information available to the Offeror, there are 244,454,946 outstanding Warrants and 8,305,000 outstanding ESOS Options which may be exercised and result in Shares being issued, on or prior to the close of the Offer. For the purpose of the Offer, the expression “**Offer Shares**” shall include such Shares.

2.6 **No Encumbrances.** The Offer Shares will be acquired (a) fully paid, (b) free from any mortgage, debenture, lien, charge, pledge, title retention, right to acquire, security interest, option, pre-emptive or similar right, right of first refusal and any other encumbrance or condition whatsoever (“**Encumbrances**”), and (c) with all such rights, benefits and entitlements attached thereto as at the Pre-Conditional Offer Announcement Date and thereafter attaching thereto, including the right to receive and retain all dividends, rights and other distributions (if any) declared, paid or made by the Company on or after the Pre-Conditional Offer Announcement Date. If any dividend, distribution or return of capital is announced, declared, paid or made on or after the Pre-Conditional Offer Announcement Date, the Offeror reserves the right to reduce the Offer Price by the amount of such dividend, distribution or return of capital.

2.7 **Warranty.** Acceptance of the Offer will be deemed to constitute an unconditional and irrevocable warranty by the accepting Shareholder that each Offer Share tendered in acceptance of the Offer is sold by the accepting Shareholder, as or on behalf of the beneficial owner(s) thereof, (a) fully paid, (b) free from any Encumbrance, and (c) with all such rights, benefits and entitlements attached thereto as at the Pre-Conditional Offer Announcement Date and thereafter attaching thereto, including the right to receive and retain all dividends, rights and other distributions (if any) declared, paid or made by the Company on or after the Pre-Conditional Offer Announcement Date.

2.8 **Further Details of the Offer.** Please refer to Appendix 3 to this Offer Document which sets out further details on (a) the settlement of the consideration for the Offer, (b) the requirements relating to the announcement of the level of acceptances of the Offer, and (c) the right of withdrawal of acceptances of the Offer.

2.9 **Procedures for Acceptance.** Please refer to Appendix 4 to this Offer Document which sets out the procedures for acceptance of the Offer.

3. ESOS OPTIONS PROPOSAL

3.1 **Terms.** As at the Latest Practicable Date, based on the latest information available to the Offeror, there are 8,305,000 outstanding ESOS Options granted under the ESOS.

Under the rules of the ESOS, the ESOS Options are not transferrable by the ESOS Optionholders. In view of this restriction, the Offeror will not make an offer to acquire the ESOS Options (although, for the avoidance of doubt, the Offer will be extended to all new Shares issued or to be issued pursuant to the valid exercise of the ESOS Options on or prior to the close of the Offer). Instead, in accordance with Rule 19 of the Code, the Offeror intends to make a proposal (the “**ESOS Options Proposal**”) to the ESOS Optionholders on the following terms:

LETTER TO SHAREHOLDERS

Subject to such ESOS Options continuing, on or after the date of the ESOS Options Proposal, to be exercisable into new Shares, the Offeror will pay to such ESOS Optionholders a cash amount determined as provided below (the “**Option Price**”) in consideration of such ESOS Optionholder agreeing:

- (a) not to exercise the ESOS Options held by him into new Shares; and
- (b) not to exercise any of his rights as a holder of the ESOS Options,

in each case, from the date of his acceptance of the ESOS Options Proposal to the respective dates of expiry of the relevant ESOS Options, and

- (c) to surrender his ESOS Options for cancellation.

3.2 **Option Price.** The Option Price is computed on a “see-through” basis. In other words, the Option Price in relation to any ESOS Option is the amount by which the Offer Price is in excess of the exercise price of that Option. For illustration purposes, if the exercise price for an outstanding ESOS Option is S\$0.0100 and with the Offer Price being S\$0.0165, the Option Price for that outstanding ESOS Option will be S\$0.0065. If the exercise price of an Option is equal to or more than the Offer Price, the Option Price for each Option will be the nominal amount of S\$0.001.

3.3 **Separate Offer.** For the avoidance of doubt, the Offer is not conditional upon acceptances received in relation to the ESOS Options Proposal. The Offer and the ESOS Options Proposal are separate and are mutually exclusive. The ESOS Options Proposal does not form part of the Offer, and *vice versa*. Without prejudice to the foregoing, if ESOS Optionholders exercise their ESOS Options in order to accept the Offer in respect of the new Shares to be issued pursuant to such exercise, they may not accept the ESOS Options Proposal in respect of such ESOS Options. Conversely, if ESOS Optionholders wish to accept the ESOS Options Proposal in respect of their ESOS Options, they may not exercise those ESOS Options in order to accept the Offer in respect of the new Shares to be issued pursuant to such exercise.

3.4 **Duration of the ESOS Options Proposal.** The ESOS Options Proposal shall remain open for acceptance until 5.30 p.m. on the Closing Date.

3.5 **Acceptance Irrevocable.** Acceptances of the ESOS Options Proposal shall be irrevocable.

3.6 **ESOS Options Proposal.** A separate letter setting out further details of the ESOS Options Proposal will be despatched to the ESOS Optionholders on the same day as the date of despatch of this Offer Document.

4. WARRANTS OFFER

4.1 **Terms.** As at the Latest Practicable Date, based on the latest information available to the Offeror, there are 244,454,946 outstanding Warrants. The Offeror intends to make an offer to Warrantholders, in accordance with Rule 19 of the Code, on the following terms (the “**Warrants Offer**”):

Subject to such Warrants continuing, on or after the date of the Warrants Offer, to be exercisable into new Shares, the Offeror will pay to such Warrantholders a cash amount determined as provided below (the “**Warrant Price**”) in consideration of such Warrantholder agreeing to transfer his Warrants to the Offeror, fully paid, free from all Encumbrances and with all such rights, benefits and entitlements attached thereto as at the Pre-Conditional Offer Announcement Date and thereafter attaching thereto.

The Warrants acquired by the Offeror pursuant to the Warrants Offer will be surrendered for cancellation.

LETTER TO SHAREHOLDERS

- 4.2 **Warrant Price.** The Warrant Price is computed on a “see-through” basis. In other words, the Warrant Price in relation to any Warrant is the amount by which the Offer Price is in excess of the exercise price of that Warrant. If the exercise price of a Warrant is equal to or more than the Offer Price, the Warrant Price for each Warrant will be the nominal amount of S\$0.001. As at the Latest Practicable Date, based on the latest information available to the Offeror, the exercise price of a Warrant is S\$0.02. As the exercise price of a Warrant is more than the Offer Price, the Warrant Price for each Warrant will be S\$0.001.
- 4.3 **Separate Offer.** For the avoidance of doubt, the Offer is not conditional upon acceptances received in relation to the Warrants Offer. The Offer and the Warrants Offer are separate and are mutually exclusive. The Warrants Offer does not form part of the Offer, and *vice versa*. Without prejudice to the foregoing, if Warrantholders exercise their Warrants in order to accept the Offer in respect of the new Shares to be issued pursuant to such exercise, they may not accept the Warrants Offer in respect of such Warrants. Conversely, if Warrantholders wish to accept the Warrants Offer in respect of their Warrants, they may not exercise those Warrants in order to accept the Offer in respect of the new Shares to be issued pursuant to such exercise.
- 4.4 **Duration of the Warrants Offer.** The Warrants Offer shall remain open for acceptance until 5.30 p.m. on the Closing Date.
- 4.5 **Acceptance Irrevocable.** Acceptances of the Warrants Offer shall be irrevocable.
- 4.6 **Warrants Offer.** A separate letter setting out further details of the Warrants Offer will be despatched to the Warrantholders on the same day as the date of despatch of this Offer Document.

5. UNDERTAKINGS

- 5.1 **In respect of Shares.** Each of (i) Jonathan Lim, the chairman and executive director of the Company; (ii) Tang Jia Li Jared; and (iii) Kum Ping Wei, the executive director of the Company, has provided an undertaking to the Offeror (a) not to sell, dispose or otherwise transfer any of the Shares held by each of them as at the Pre-Conditional Offer Announcement Date (unless consented to by the Offeror) from the Pre-Conditional Offer Announcement Date up to the close of the Offer; and (b) not to accept the Offer in respect of any Shares held by each of them as at the Pre-Conditional Offer Announcement Date.
- 5.2 **In respect of Warrants.** Each of (i) Jonathan Lim and (ii) Tang Jia Li Jared has provided an undertaking to the Offeror not to (a) sell, dispose or otherwise transfer and/or convert any of the Warrants held by each of them as at the Pre-Conditional Offer Announcement Date (unless consented to by the Offeror) from the Pre-Conditional Offer Announcement Date up to the close of the Offer; and (b) not to accept the Warrants Offer in respect of any of the Warrants held by each of them as at the Pre-Conditional Offer Announcement Date.
- 5.3 **No Other Undertakings.** Save as disclosed in this Offer Document, the Offeror has not received any undertaking from any party to accept or reject the Offer as at the Latest Practicable Date.

6. INFORMATION ON THE OFFEROR

Following completion of the Subscription, the Offeror is a substantial shareholder of the Company. The Offeror has been involved in property development for the last 25 years, with experience and business contacts in the property development industry.

For purposes of information and disclosure, please note that Rule 23.4(a) to (h) (both inclusive) of the Code requiring disclosure of certain financial information of the Offeror is not relevant in this case as the Offeror is an individual and not a corporate entity.

LETTER TO SHAREHOLDERS

7. INFORMATION ON THE COMPANY

- 7.1 **Corporate Information.** The Company is a public company limited by shares incorporated in Singapore on 6 February 2003, and was listed on the Catalist Board of the SGX-ST on 18 March 2004.
- 7.2 **Principal Activities.** The principal activity of the Company is that of investment holding. The subsidiaries of the Company are in the business of (i) manufacturing of sputtering targets and provision of services for thin film solutions; and (ii) trading in printing machines, lithographic supplies and services for silkscreen printing.
- 7.3 **Share Capital.** Based on information available to the Offeror as at the Latest Practicable Date, the Company's issued and paid-up share capital comprises S\$46,188,464 divided into 1,700,054,385 Shares. The Company's issued and paid-up share capital does not take into account the expenses of the Subscription.

Additional information on the Company is set out in Appendix 2 to this Offer Document.

8. RATIONALE FOR THE OFFER AND THE OFFEROR'S INTENTIONS FOR THE COMPANY

- 8.1 **Rationale for the Offer.** The Offer is made to comply with the requirements of the Code because following the Subscription, the Offeror and parties acting in concert with him hold an aggregate of 875,000,000 Shares, representing approximately 51.47% of the total number of Shares as at the Latest Practicable Date².
- 8.2 **The Offeror's Intentions for the Company.** In line with the announcement in relation to the Subscription made by the Company on 26 November 2013 and the Pre-Conditional Offer Announcement, the Offeror may offer his experience and business contacts in the property development industry to the Company for future growth prospects in addition to carrying on its existing businesses. It is the intention of the Offeror that the Company maintains its listing status on the SGX-ST. Save as disclosed in this Offer Document, the Offeror presently has no plans to (i) introduce any major changes to the businesses of the Company or the operations of any of its subsidiaries, (ii) redeploy any of the fixed assets of the Company or (iii) discontinue the employment of any of the employees of the Company and its subsidiaries, other than in the ordinary course of business.

The intentions of the Offeror for the Company as set out in this Section 8 are based on current views and assumptions and involve known and unknown risks, uncertainties and other factors, many of which are outside the control of the Offeror. There is no assurance that the current intentions will be carried into effect, and the Offeror retains the flexibility at any time to consider any options in relation to the Company which may present themselves and which the Offeror may regard to be in the interest of the Offeror or the Company.

9. LISTING STATUS

- 9.1 **No Compulsory Acquisition.** Pursuant to Section 215(1) of the Companies Act, if an offeror (which is a corporation) receives valid acceptances pursuant to an offer in respect of not less than 90% of the total number of shares in a company (other than those already held by the offeror, its related corporations or their respective nominees as at the date of the offer, and excluding treasury shares), the offeror will be entitled to exercise the right to compulsorily acquire all the shares from the shareholders of that company who have not accepted the offer. Section 215(1) of the Companies Act cannot be invoked by a natural person.

² In this Offer Document, unless otherwise stated, all references to the total number of Shares as at the Latest Practicable Date shall be to 1,700,054,385 Shares based on information available to the Offeror as at 19 March 2014 and all percentage shareholdings are rounded to the nearest 2 decimal places. There has been no change to the total number of Shares from the date of completion of the Subscription up to the Latest Practicable Date.

LETTER TO SHAREHOLDERS

The Offeror, being a natural person, is not entitled to exercise the right of compulsory acquisition under Section 215(1) of the Companies Act. It is anyways the intention of the Offeror to maintain the listing status of the Company on the SGX-ST.

- 9.2 **Free Float Requirement.** Under Rule 1104 of the Listing Manual, upon the announcement by the Offeror that valid acceptances have been received pursuant to the Offer that bring the Shares owned by the Offeror and parties acting in concert with him to above 90% of the total number of Shares (excluding treasury shares), the SGX-ST may suspend the listing of the Shares until it is satisfied that at least 10% of the total number of Shares (excluding treasury shares) are held by at least 200 Shareholders who are members of the public. Rule 1303(1) of the Listing Manual also states that if the Offeror garners acceptances exceeding 90% of the total number of Shares (excluding treasury shares), thus causing the percentage of Shares held in public hands to fall below 10%, the SGX-ST may suspend the trading of the Shares at the close of the Offer.

In addition, under Rule 724 of the Listing Manual, if the percentage of Shares held in public hands falls below 10%, the Company must, as soon as practicable, notify its sponsor and announce that fact, and the SGX-ST may suspend trading of all the Shares. Rule 724 of the Listing Manual further provides that the SGX-ST may allow the Company a period of 3 months, or such longer period as the SGX-ST may agree, to raise the percentage of Shares in public hands to at least 10%, failing which the Company may be delisted from the SGX-ST.

As it is the current intention of the Offeror to maintain the listing status of the Company on the SGX-ST, the Offeror reserves the right to take appropriate actions to procure that at least 10% of the total number of Shares are held by the public in accordance with the rules of the Listing Manual. The Offeror may engage a licensed intermediary to place out some or all of the Offer Shares acquired pursuant to the Offer following the close of the Offer. Further details on any such arrangements will be announced in due course as and when it is appropriate.

10. FINANCIAL EVALUATION OF THE OFFER

- 10.1 **Evaluation of the Offer Price.** The Offer Price represents the following discount over the historical traded prices of the Shares up to and including the Last Trading Day:

		Benchmark Price⁽¹⁾	Discount of Offer Price to the Benchmark Price⁽²⁾
(i)	Last transacted price as quoted on the SGX-ST on the Last Trading Day	S\$0.018	8.3%
(ii)	VWAP for the one-week period up to the Last Trading Day	S\$0.018	8.3%
(iii)	VWAP for the one-month period up to the Last Trading Day	S\$0.021	21.4%
(iv)	VWAP for the three-month period up to the Last Trading Day	S\$0.024	31.3%
(v)	VWAP for the six-month period up to the Last Trading Day	S\$0.025	34.0%
(vi)	VWAP for the twelve-month period up to the Last Trading Day	S\$0.027	38.9%

Notes:

(1) Based on data extracted from Bloomberg L.P.

(2) Rounded to the nearest 1 decimal place.

LETTER TO SHAREHOLDERS

11. CONFIRMATION OF FINANCIAL RESOURCES

DMG & Partners Securities Pte Ltd has confirmed that sufficient financial resources are available to the Offeror to satisfy in full all acceptances in respect of the Offer on the basis of the Offer Price.

12. OVERSEAS SHAREHOLDERS

12.1 **Availability to Overseas Shareholders.** The availability of the Offer to Overseas Shareholders may be affected by the laws of the relevant overseas jurisdictions. It is currently not intended that the Offer will be made in or into, and the Offer is not capable of acceptance in or from, any jurisdiction in or from which the making of the Offer is prohibited or affected by the laws of that jurisdiction. Accordingly, Overseas Shareholders should inform themselves about and observe any applicable legal requirements. For the avoidance of doubt, the Offer is open to all the Shareholders, including those to whom this Offer Document, the FAAs and/or the FATs have not been, or may not be, despatched.

12.2 **Overseas Jurisdiction.** It is the responsibility of any Overseas Shareholder who wishes to accept the Offer to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholder shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Offeror and any person acting on his behalf shall be fully indemnified and held harmless by such Overseas Shareholder for any such taxes, imposts, duties or other requisite payments as the Offeror and/or any person acting on his behalf may be required to pay. Any Overseas Shareholder who is in any doubt about his position should consult his professional adviser in the relevant jurisdiction. In accepting the Offer, the Overseas Shareholder represents and warrants to the Offeror that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities or legal requirements.

12.3 **Copies of the Offer Document.** The Offeror reserves the right not to send this Offer Document, the FAA and the FAT to any Overseas Shareholder due to potential restrictions on sending such documents to the relevant jurisdictions. Any affected Overseas Shareholder may, nonetheless, apply to obtain copies of this Offer Document, and the FAA or the FAT, as the case may be, and any related documents during normal business hours and up to the Closing Date, from the Offeror through the Share Registrar, being Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), at 80 Robinson Road, #02-00, Singapore 068898. Alternatively, an Overseas Shareholder may write in to the Offeror through the Share Registrar at the above-stated address to request for this Offer Document, the FAA or the FAT, as the case may be, and any related documents to be sent to an address in Singapore by ordinary post at his own risk (the last date for despatch in respect of such request shall be a date falling 3 Market Days prior to the Closing Date). It is the responsibility of any Overseas Shareholder who wishes to request for this Offer Document, the FAA, the FAT and any related documents to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements. In requesting for this Offer Document, the FAA, the FAT and any related documents, the Overseas Shareholder represents and warrants to the Offeror that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities or legal requirements.

12.4 **Notice.** The Offeror reserves the right to notify any matter, including the fact that the Offer has been made, to any or all of the Shareholders (including Overseas Shareholders) by announcement to the SGX-ST or paid advertisement in a daily newspaper published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder to receive or see such announcement or advertisement.

LETTER TO SHAREHOLDERS

13. GENERAL

- 13.1 **Accidental Omission.** Any omission relating to the despatch of this Offer Document, the FAA and/or the FAT, or any notice or announcement required to be given under the terms of the Offer to, or any failure to receive the same by, any person to whom the Offer is made or should be made shall not invalidate the Offer in any way.
- 13.2 **Governing Law and Jurisdiction.** The Offer, this Offer Document, the FAA and the FAT, all acceptances of the Offer, all contracts made pursuant thereto and all action taken or deemed to be taken in connection with any of the foregoing shall be governed by, and construed in accordance with, the laws of Singapore and all accepting Shareholders agree, by accepting the Offer, to submit to the non-exclusive jurisdiction of the Singapore courts.
- 13.3 **No Third Party Rights.** A person who is not a party to any contracts made pursuant to the Offer, this Offer Document, the FAAs and/or the FATs has no right under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore to enforce any term of such contracts. Notwithstanding any term herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.
- 13.4 **Valid Acceptances.** The Offeror reserves the right to treat acceptances of the Offer as valid if received by or on behalf of either of them at any place or places determined by them otherwise than as stated herein or in the FAA and/or the FAT, or if made otherwise than in accordance with the provisions herein and in the FAA and/or the FAT.
- 13.5 **Independent Advice.** The Offeror does not purport to advise the Shareholders. In preparing his letter to the Shareholders, the Offeror has not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any Shareholder.

The views of the Independent Directors and the independent financial adviser to the Independent Directors will be made available by the Company to the Shareholders in due course and in any event within 14 days of the posting of this Offer Document. Shareholders may wish to consider their advice before taking any action in relation to the Offer.

Additional general information relating to the Offer is provided in Appendix 1 to this Offer Document. Your attention is drawn to all the Appendices to this Offer Document, the FAA and the FAT which form part of this Offer Document.

- 13.6 **Information Pertaining to CPFIS Investors.** CPFIS Investors will receive further information on how to accept the Offer from their respective CPF Agent Banks directly. CPFIS Investors are advised to consult their respective CPF Agent Banks should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors should seek independent professional advice. CPFIS Investors who wish to accept the Offer are to reply to their respective CPF Agent Banks by the deadline stated in the letter from their respective CPF Agent Banks. CPFIS Investors who accept the Offer will receive the Offer Price payable in respect of their Offer Shares in their CPF investment accounts.

LETTER TO SHAREHOLDERS

14. RESPONSIBILITY STATEMENT

The Offeror has taken all reasonable care to ensure that the facts stated and all opinions expressed in this Offer Document are fair and accurate and that no material facts have been omitted from this Offer Document and he accepts responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the Offeror has been to ensure through reasonable enquiries that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Offer Document.

Yours faithfully,

Chin Bay Ching

APPENDIX 1 – ADDITIONAL GENERAL INFORMATION

1. DISCLOSURE OF INTERESTS

- 1.1 **Shareholdings.** As at the Latest Practicable Date, save as disclosed below, none of the Offeror and parties acting in concert with him owns, controls or has agreed to acquire any (a) Shares, (b) securities which carry voting rights in the Company, or (c) convertible securities, warrants (including Warrants), options (including ESOS Options) or derivatives in respect of such Shares or securities which carry voting rights in the Company (collectively, the “**Relevant Securities**”):

Name	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Offeror	875,000,000	51.47	–	–	875,000,000	51.47

Notes:

- (1) The percentage shareholding interest is based on the total number of issued Shares of 1,700,054,385 Shares, based on information available to the Offeror as at the Latest Practicable Date. The figures are rounded to the nearest 2 decimal places.

- 1.2 **Dealings.** Save as disclosed below, none of the Offeror and parties acting in concert with him have dealt for value in the Relevant Securities during the period commencing 6 months prior to the Pre-Conditional Offer Announcement Date and ending on the Latest Practicable Date:

Name	Date	No. of Shares Acquired	No. of Shares Sold	Transaction Price per Share (S\$)
Offeror	12 March 2014	875,000,000	–	0.0165

- 1.3 **Security and Other Arrangements.** As at the Latest Practicable Date, none of the Offeror and parties acting in concert with him has, in relation to the Relevant Securities:

- (a) granted any security interest to another person, whether through a charge, pledge or otherwise;
- (b) borrowed from another person (excluding borrowed Relevant Securities which have been on-lent or sold); or
- (c) lent to another person.

- 1.4 **No Agreement having any Connection with or Dependence upon the Offer.** As at the Latest Practicable Date, save for the Undertakings as disclosed in Section 5 of this Offer Document, there is no agreement, arrangement or understanding between (i) the Offeror and/or parties acting in concert with him and (ii) any of the present or recent directors of the Company or any of the present or recent Shareholders or any other person having any connection with or dependence upon the Offer.

- 1.5 **Indemnity and Other Arrangements.** As at the Latest Practicable Date, save as disclosed in this Offer Document, neither the Offeror nor any party acting in concert with him has entered into any arrangement of the kind referred to in Note 7 on Rule 12 of the Code, including indemnity or option arrangements, and any agreement or understanding, formal or informal, of whatever nature, relating to the Offer Shares which may be an inducement to deal or refrain from dealing in the Offer Shares.

- 1.6 **Transfer of Offer Shares.** As at the Latest Practicable Date, there is no agreement, arrangement or understanding whereby any of the Offer Shares acquired by the Offeror pursuant to the Offer will or may be transferred to any other persons.

APPENDIX 1 – ADDITIONAL GENERAL INFORMATION

- 1.7 **No Payment or Benefit to Directors of the Company.** As at the Latest Practicable Date, there is no agreement, arrangement or understanding for any payment or other benefit to be made or given to any director of the Company or any of its related corporations (as defined in the Companies Act) as compensation for loss of office or as consideration for, or in connection with, his retirement from office or otherwise in connection with the Offer.
- 1.8 **No Agreement Conditional upon Outcome of Offer.** As at the Latest Practicable Date, save for the Undertakings as disclosed in Section 5 of this Offer Document, there is no agreement, arrangement or understanding between the Offeror and any of the directors of the Company or any other person in connection with or conditional upon the outcome of the Offer or otherwise connected with the Offer.
- 1.9 **Transfer Restrictions.** The Memorandum and Articles of Association of the Company do not contain any restrictions on the right to transfer the Offer Shares.
- 1.10 **No Material Change in any Information.** Save as disclosed in this Offer Document, there has been no material change in any information previously published by the Offeror during the period commencing from the Pre-Conditional Offer Announcement Date and ending on the Latest Practicable Date.

2. GENERAL

- 2.1 **Consent.** DMG & Partners Securities Pte Ltd has given and has not withdrawn its written consent to the issue of this Offer Document with the inclusion of its name and all references to itself, in the form and context in which they respectively appear in this Offer Document.
- 2.2 **Costs and Expenses.** All costs and expenses of or incidental to the Offer including the preparation and circulation of this Offer Document, the FAA and the FAT (other than professional fees and other costs relating to the Offer or any revision thereof incurred or to be incurred by the Company) and stamp duty and transfer fees resulting from acceptances of the Offer will be paid by the Offeror.

3. MARKET QUOTATIONS

- 3.1 **Closing Prices.** The following table sets out the closing prices of Shares on the SGX-ST (as reported by Bloomberg L.P.) on (a) a monthly basis for the 6 calendar months preceding the Pre-Conditional Offer Announcement Date; (b) the Last Trading Day, and (c) the Latest Practicable Date:

Date	Last Closing Price (S\$)	Highest Closing Price (S\$)	Lowest Closing Price (S\$)
May 2013	0.027	0.029	0.025
June 2013	0.025	0.027	0.025
July 2013	0.024	0.027	0.024
August 2013	0.026	0.031	0.023
September 2013	0.026	0.028	0.026
October 2013	0.023	0.026	0.022
November 2013	0.021	0.023	0.018
25 November 2013 (the Last Trading Day)	0.018	0.018	0.018
19 March 2014 (the Latest Practicable Date)	0.023	0.023	0.022

APPENDIX 1 – ADDITIONAL GENERAL INFORMATION

- 3.2 **Highest and Lowest Prices.** The highest and lowest closing prices of Shares on the SGX-ST (as reported by Bloomberg L.P.) for the period commencing 6 months prior to the Pre-Conditional Offer Announcement Date and ending on the Latest Practicable Date are as follows:

	Price (S\$)	Date(s)
Highest Closing Price	0.031	23 August 2013
Lowest Closing Price	0.018	12, 22 and 25 November 2013

4. DOCUMENTS FOR INSPECTION

- 4.1 Copies of the following documents may be inspected at the office of the Share Registrar, being Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), at 80 Robinson Road, #02-00, Singapore 068898, during normal business hours, while the Offer remains open for acceptance:
- (a) the Pre-Conditional Offer Announcement;
 - (b) the Offer Announcement;
 - (c) the Undertakings referred to in Section 5 of this Offer Document; and
 - (d) the letter of consent from DMG & Partners Securities Pte Ltd referred to in paragraph 2.1 of this Appendix.

APPENDIX 2 - ADDITIONAL INFORMATION ON THE COMPANY

1. DIRECTORS

Based on information available to the Offeror, the names, addresses and description of the directors of the Company as at the Latest Practicable Date are as follows:

Name	Address	Description
Lim Keng Hock Jonathan	43 Windsor Park Road Singapore 574147	Chairman and Executive Director
Kum Ping Wei	108 Wilkinson Road Singapore 436748	Executive Director
Gersom G Vetuz	839 Bukit Timah Road #01-09 Singapore 279890	Non-Executive Independent Director
Tan Poh Chye Allan	Blk 760 Bedok Reservoir Road #11-13 Singapore 479245	Non-Executive Independent Director
Ong Soon Teik	66 Jambol Place Singapore 119386	Non-Executive Independent Director

2. REGISTERED OFFICE

The registered office of the Company is at 20 Maxwell Road, #05-09 Maxwell House, Singapore 069113.

3. MATERIAL CHANGES IN FINANCIAL POSITION

Save as disclosed in this Offer Document, in the unaudited consolidated financial statements of the Company for the financial year ended 31 December 2013 announced by the Company on 28 February 2014 and any other information on the Company which is publicly available (including, without limitation, the announcements released by the Company on the SGX-ST), there has not been, within the knowledge of the Offeror, any material change in the financial position or prospects of the Company since 30 April 2013, being the date of the last consolidated set of financial information laid before the Shareholders in general meeting.

APPENDIX 3 - FURTHER DETAILS OF THE OFFER

1. SETTLEMENT

- 1.1 **Settlement.** Subject to the receipt by the Offeror of valid acceptances, complete in all respects and in accordance with the instructions given in this Offer Document and the relevant FAA and/or FAT (as the case may be), and in the case of Depositors, the receipt by the Offeror of confirmation satisfactory to it that the relevant number of Offer Shares are standing to the credit of the “Free Balance” of the Depositors’ Securities Accounts at the relevant times, remittances in the form of S\$ cheques for the appropriate amounts will be despatched (or by such other manner as the accepting Shareholders may have agreed with CDP for the payment of any cash distribution), pursuant to Rule 30 of the Code, to the accepting Shareholders (or, in the case of Shareholders holding share certificate(s) which are not deposited with CDP, their designated agents (if any)) by ordinary post, at the risk of the accepting Shareholders, as soon as practicable, and in any case within 10 days after receipt of such acceptances.

2. ANNOUNCEMENTS

- 2.1 **Timing and Contents.** Pursuant to Rule 28.1 of the Code, by 8.00 a.m. on the dealing day immediately after the day on which the Offer is due to expire, or is revised or extended (if applicable) (the “**Relevant Day**”), the Offeror will announce and simultaneously inform the SGX-ST of the total number of Offer Shares (as nearly as practicable):

- (a) for which valid acceptances of the Offer have been received;
- (b) held by the Offeror and parties acting in concert with him before the Offer Period; and
- (c) acquired or agreed to be acquired by the Offeror and parties acting in concert with him during the Offer Period,

and will specify the percentages of the total number of Shares in issue represented by such numbers.

- 2.2 **Suspension.** Under Rule 28.2 of the Code, if the Offeror is unable within the time limit to comply with paragraph 2.1 above, the SIC will consider requesting the SGX-ST to suspend dealings in Shares until the relevant information is given.

- 2.3 **Announcements.** In this Offer Document, references to the making of any announcement or the giving of notice by the Offeror include the release of an announcement by advertising agents, for and on behalf of the Offeror, to the press or the delivery of or transmission by telephone or facsimile or through SGXNET or otherwise of an announcement to the SGX-ST. An announcement made otherwise than to the SGX-ST shall be notified simultaneously to the SGX-ST.

- 2.4 **Valid Acceptances of Offer Shares.** In computing the number of Offer Shares represented by acceptances, the Offeror will, at the time of making an announcement, take into account acceptances which are valid in all respects. Acceptances of the Offer will only be treated as valid for the purposes of the acceptance condition if the relevant requirements of Note 2 on Rule 28.1 of the Code are met.

3. RIGHT OF WITHDRAWAL

- 3.1 **Right of Withdrawal.** Except as expressly provided in this Offer Document and the Code, acceptances of the Offer shall be irrevocable.

If the Offeror fails to comply with any of the requirements of Rule 28.1 of the Code by 3.30 p.m. on the Relevant Day, then immediately thereafter:

- (a) Shareholders holding Shares which are deposited with CDP and accepting the Offer will be entitled to withdraw their acceptances by written notice to Chin Bay Ching, c/o The Central Depository (Pte) Limited, Robinson Road Post Office P.O. Box 1984, Singapore 903934; and

APPENDIX 3 - FURTHER DETAILS OF THE OFFER

- (b) Shareholders holding Shares which are not deposited with CDP and accepting the Offer will be entitled to withdraw their acceptances by written notice to Chin Bay Ching, c/o Tricor Barbinder Share Registration Services, 80 Robinson Road, #02-00, Singapore 068898 (such notice of withdrawal shall be effective only when actually received by the Offeror).

Subject to Rule 22.9 of the Code, this right of withdrawal may be terminated not less than 8 days after the Relevant Day by the Offeror confirming (if that be the case) that the Offer is still unconditional and complying with Rule 28.1 of the Code.

APPENDIX 4 - PROCEDURES FOR ACCEPTANCE OF THE OFFER

1. DEPOSITORS

- 1.1 **Depositors whose Securities Accounts are credited with Offer Shares.** If you have Offer Shares standing to the credit of your Securities Account, you should receive this Offer Document together with a FAA.

Acceptance. If you wish to accept the Offer, you should:

- (i) complete and sign the FAA in accordance with the provisions in this Offer Document and the instructions printed on the FAA. In particular, you must state in Part A of the FAA, the number of Offer Shares in respect of which you wish to accept the Offer. If you:
 - (a) do not specify such number; or
 - (b) specify a number which exceeds the number of Offer Shares standing to the credit of the "Free Balance" of your Securities Account as at 5.00 p.m. on the date of receipt of the FAA by CDP (the "**Date of Receipt**") or, in the case where the Date of Receipt is on the Closing Date, as at 5.30 p.m. on the Closing Date (provided always that the Date of Receipt is on or before the Closing Date),

you shall be deemed to have accepted the Offer in respect of all the Offer Shares standing to the credit of the "Free Balance" of your Securities Account as at 5.00 p.m. on the Date of Receipt or 5.30 p.m. on the Closing Date (if the FAA is received by CDP on the Closing Date); and

- (ii) deliver the completed and signed original FAA:
 - (a) **by hand** to Chin Bay Ching, c/o The Central Depository (Pte) Limited, at 4 Shenton Way, #02-01 SGX Centre 2, Singapore 068807 on or prior to 11 April 2014 and at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588 from 14 April 2014 onwards; or
 - (b) **by post**, in the enclosed pre-addressed envelope at your own risk, to Chin Bay Ching, c/o The Central Depository (Pte) Limited, Robinson Road Post Office P.O. Box 1984, Singapore 903934,

in either case so as to arrive not later than 5.30 p.m. on the Closing Date. If the completed and signed FAA is delivered by post to the Offeror, please use the enclosed pre-addressed envelope. It is your responsibility to affix adequate postage on the said envelope.

If you have sold or transferred all your Offer Shares held through CDP, you need not forward this Offer Document and the accompanying FAA to the purchaser or transferee, as CDP will arrange for a separate Offer Document and FAA to be sent to the purchaser or transferee.

- 1.2 **Depositors whose Securities Accounts will be credited with Offer Shares.** If you have purchased Offer Shares on the SGX-ST, and such Offer Shares are in the process of being credited to the "Free Balance" of your Securities Account, you should also receive this Offer Document together with a FAA.

Acceptance. If you wish to accept the Offer, you should, after the "Free Balance" of your Securities Account has been credited with such number of Offer Shares:

- (i) complete and sign the FAA in accordance with paragraph 1.1 of this Appendix 4 and the instructions printed on the FAA; and

APPENDIX 4 - PROCEDURES FOR ACCEPTANCE OF THE OFFER

- (ii) deliver the completed and signed original FAA:
- (a) **by hand** to Chin Bay Ching, c/o The Central Depository (Pte) Limited, at 4 Shenton Way, #02-01 SGX Centre 2, Singapore 068807 on or prior to 11 April 2014 and at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588 from 14 April 2014 onwards; or
 - (b) **by post**, in the enclosed pre-addressed envelope at your own risk, to Chin Bay Ching, c/o The Central Depository (Pte) Limited, Robinson Road Post Office P.O. Box 1984, Singapore 903934,

in either case so as to arrive not later than 5.30 p.m. on the Closing Date. If the completed and signed FAA is delivered by post to the Offeror, please use the enclosed pre-addressed envelope. It is your responsibility to affix adequate postage on the said envelope.

Rejection. If upon receipt by CDP, for and on behalf of the Offeror, of the FAA, it is established that such Offer Shares have not been credited to the "Free Balance" of your Securities Account (for example, where you sell or have sold such Offer Shares), your acceptance will be rejected and none of CDP and the Offeror accepts any responsibility or liability for such a rejection, including the consequences of such a rejection.

If you purchase Offer Shares on the SGX-ST on a date close to the Closing Date, your acceptance in respect of such Offer Shares is liable to be rejected if the "Free Balance" of your Securities Account is not credited with such Offer Shares by 5.00 p.m. on the Date of Receipt or 5.30 p.m. on the Closing Date (if the FAA is received by CDP on the Closing Date). None of CDP and the Offeror accepts any responsibility or liability for such a rejection, including the consequences of such a rejection.

- 1.3 **Depositors whose Securities Accounts are and will be credited with Offer Shares.** If you have Offer Shares credited to the "Free Balance" of your Securities Account, and have purchased additional Offer Shares on the SGX-ST which are in the process of being credited to your Securities Account, you may accept the Offer in respect of the Offer Shares standing to the credit of the "Free Balance" of your Securities Account and may accept the Offer in respect of the additional Offer Shares purchased which are in the process of being credited to your Securities Account only after the "Free Balance" of your Securities Account has been credited with such number of Offer Shares. The provisions set out above in relation to acceptance shall apply in the same way to your acceptance(s).
- 1.4 **General.** No acknowledgement will be given for submissions of the FAA made by hand at CDP's counters, by post to CDP or deposited into boxes located at CDP's premises. All communications, notices, documents and payments to be delivered or sent to you will be sent by ordinary post at your risk to your address as it appears in the records of CDP. For reasons of confidentiality, CDP will not entertain telephone enquiries relating to the number of Offer Shares credited to your Securities Account. You can verify such number through: (a) CDP Online, if you have registered for the CDP Internet Access Service, or (b) CDP Phone Service, if you have a T-PIN. Alternatively, you may proceed personally to CDP with your identity card or passport to verify the number of Offer Shares credited to your Securities Account.
- 1.5 **Suspense Account.** Upon receipt of the FAA which is complete and valid in all respects, CDP will transfer the Offer Shares in respect of which you have accepted the Offer from the "Free Balance" of your Securities Account to a "Suspense Account". Such Offer Shares will be held in the "Suspense Account" until the consideration for such Offer Shares has been despatched to you.

APPENDIX 4 - PROCEDURES FOR ACCEPTANCE OF THE OFFER

1.6 **Offer Notification.** CDP will send you a notification letter stating the number of Offer Shares debited from your Securities Account together with payment of the Offer Price by way of a cheque drawn on a bank in Singapore for the appropriate amount, or in such other manner as you may have agreed with CDP for the payment of any cash distributions.

1.7 **No Securities Account.** If you do not have any existing Securities Account in your own name at the time of acceptance of the Offer, your acceptance as contained in the FAA will be rejected.

2. SCRIP HOLDERS

2.1 **Shareholders whose Offer Shares are not deposited with CDP.** If you hold Offer Shares which are not deposited with CDP (“**in scrip form**”), you should receive this Offer Document together with a FAT.

2.2 **Acceptance.** If you wish to accept the Offer, you should:

(i) complete and sign the FAT in accordance with this Offer Document and the instructions printed on the FAT. If you:

(a) do not specify a number in Part (A) of the FAT; or

(b) specify a number in Part (A) of the FAT which exceeds the number of Offer Shares represented by the attached share certificate(s),

you shall be deemed to have accepted the Offer in respect of all the Offer Shares represented by the share certificate(s) accompanying the FAT; and

(ii) deliver:

(a) the completed and signed FAT in its entirety (no part may be detached or otherwise mutilated);

(b) the share certificate(s), other document(s) of title and/or relevant document(s) required by the Offeror relating to the Offer Shares in respect of which you wish to accept the Offer. If you are recorded in the Register as holding Offer Shares but do not have the relevant share certificate(s) relating to such Offer Shares, you, at your own risk, are required to procure the Company to issue such share certificate(s) in accordance with the Memorandum and Articles of Association of the Company and then deliver such share certificate(s) in accordance with the procedures set out in this Offer Document and in the FAT; and

(c) where such Offer Shares are not registered in your name, a transfer form, duly executed by the person in whose name such share certificate(s) is/are registered and stamped, with the particulars of transferee left blank (to be completed by the Offeror or a person authorised by it),

either **by hand** to Chin Bay Ching, c/o Tricor Barbinder Share Registration Services, 80 Robinson Road, #02-00, Singapore 068898; or **by post**, in the enclosed pre-addressed envelope at your own risk, to Chin Bay Ching, c/o Tricor Barbinder Share Registration Services, 80 Robinson Road, #02-00, Singapore 068898, **in either case so as to arrive not later than 5.30 p.m. on the Closing Date.**

2.3 **Receipt.** No acknowledgement of receipt of any FAT, share certificate(s) or any other document(s) will be given by the Offeror or the Share Registrar.

APPENDIX 4 - PROCEDURES FOR ACCEPTANCE OF THE OFFER

3. GENERAL

- 3.1 **Disclaimer.** The Offeror, CDP or the Share Registrar (as the case may be) will be authorised and entitled, in their absolute discretion, to reject any acceptances of the Offer which are not entirely in order or which do not comply with the terms of this Offer Document and the relevant Acceptance Forms or which are otherwise incomplete, incorrect, unsigned or invalid in any respect. If you wish to accept the Offer, it is your responsibility to ensure that the FAA and/or FAT, as the case may be, is properly completed in all respects, signed and all required documents are provided. Any decision to reject any acceptance will be final and binding and none of the Offeror, CDP and the Share Registrar accepts any responsibility or liability in relation to such a decision, including the consequences thereof.
- 3.2 **Discretion.** The Offeror reserves the right to treat acceptances of the Offer as valid if received by or on behalf of him at any place or places determined by them otherwise than as stated in this Offer Document or in the FAA and/or the FAT, as the case may be, or if made otherwise than in accordance with the provisions of this Offer Document and in the FAA and/or the FAT, as the case may be.
- Except as specifically provided for in this Offer Document and the Code, acceptance of the Offer is irrevocable.
- 3.3 **Scrip and Scripless Offer Shares.** If you hold some Offer Shares in scrip form and others with CDP, you should complete the FAT for the former and the FAA for the latter in accordance with the respective procedures set out in this Appendix 4 if you wish to accept the Offer in respect of all such Offer Shares.
- 3.4 **Acceptances received on Saturday, Sunday or public holidays.** Acceptances in the form of the FAA and/or the FAT received by the Offeror, CDP and/or the Share Registrar, on a Saturday, Sunday or public holidays will only be processed and validated on the next Business Day.
- 3.5 **Deposit Time.** If you hold Offer Shares in scrip form, the Offer Shares may not be credited into your Securities Account with CDP in time for you to accept the Offer if you were to deposit your share certificate(s) with CDP after the Despatch Date. If you wish to accept the Offer in respect of such Offer Shares, you should complete the FAT and follow the procedures set out in paragraph 2 of this Appendix 4.
- 3.6 **Correspondences.** All communications, notices, documents and remittances to be delivered or sent to you (or your designated agent or, in the case of joint accepting Shareholders who have not designated any agent, to the one first named in the Register) will be sent by ordinary post to your respective addresses as they appear in the records of CDP or the Share Registrar, as the case may be, at the risk of the person entitled thereto (or for the purposes of remittances only, to such different name and addresses as may be specified by you in the FAT, as the case may be, at your own risk).
- 3.7 **Evidence of Title.** Delivery of the duly completed and signed FAA and/or FAT to CDP and/or the Share Registrar and/or the Offeror, as the case may be, shall be conclusive evidence in favour of CDP, the Share Registrar and the Offeror of the right and title of the person signing it to deal with the same and with the Offer Shares to which it relates.