

**CIRCULAR DATED 29 OCTOBER 2015**

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

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

If you have sold or transferred all your shares in the capital of Rowsley Ltd. (the “**Company**”), you should immediately forward this Circular, the Notice of Extraordinary General Meeting and the attached Proxy Form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

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



**ROWSLEY LTD.**

(Incorporated in the Republic of Singapore)  
(Company Registration No. 199908381D)

**CIRCULAR TO SHAREHOLDERS**

**in relation to**

- (1) THE INTERESTED PERSON TRANSACTION RELATING TO THE PROPOSED ACQUISITION OF 50% OF THE ISSUED SHARE CAPITAL OF GG COLLECTIONS PRIVATE LIMITED;**
- (2) THE INTERESTED PERSON TRANSACTION RELATING TO THE PROPOSED ACQUISITION OF 50% OF THE ISSUED SHARE CAPITAL OF ORCHID LEISURE LIMITED; AND**
- (3) THE INTERESTED PERSON TRANSACTION RELATING TO THE PROPOSED ACQUISITION OF 75% OF THE ISSUED SHARE CAPITAL OF CAFÉ FOOTBALL LIMITED.**

Independent Financial Adviser to  
the Recommending Directors (as defined herein) of the Company  
in relation to the Proposed Acquisitions (as defined herein)



**PROVENANCECAPITAL**

**PROVENANCE CAPITAL PTE. LTD.**

(Incorporated in the Republic of Singapore)  
(Company Registration No. 200309056E)

**IMPORTANT DATES AND TIMES**

Last date and time for lodgement of Proxy Form	:	14 November 2015 at 11.00 a.m.
Date and time of Extraordinary General Meeting	:	16 November 2015 at 11.00 a.m.
Place of Extraordinary General Meeting	:	Holiday Inn Singapore Atrium 317 Outram Road Singapore 169075

---

## CONTENTS

---

DEFINITIONS.....	2
CAUTIONARY NOTE ON FORWARD LOOKING STATEMENTS.....	8
LETTER TO SHAREHOLDERS .....	9
1. INTRODUCTION.....	9
2. INFORMATION ON GG COLLECTIONS, ORCHID LEISURE, CAFÉ FOOTBALL AND THE RESPECTIVE VENDORS.....	10
3. MATERIAL TERMS OF THE PROPOSED ACQUISITIONS .....	15
4. RATIONALE FOR AND BENEFITS OF THE PROPOSED ACQUISITIONS.....	18
5. FINANCIAL EFFECTS OF THE PROPOSED ACQUISITIONS.....	18
6. SELECTED FINANCIAL INFORMATION OF GG COLLECTIONS AND ITS SUBSIDIARY AND ORCHID LEISURE AND ITS SUBSIDIARIES .....	20
7. THE GG COLLECTIONS IPT, ORCHID LEISURE IPT AND CAFÉ FOOTBALL IPT.....	25
8. ADVICE OF THE INDEPENDENT FINANCIAL ADVISER .....	28
9. AUDIT AND RISK MANAGEMENT COMMITTEE'S STATEMENT .....	29
10. DIRECTORS' RECOMMENDATIONS .....	29
11. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS .....	29
12. EXTRAORDINARY GENERAL MEETING.....	30
13. ACTION TO BE TAKEN BY THE SHAREHOLDERS .....	31
14. ABSTENTION FROM VOTING.....	31
15. CONSENTS .....	31
16. DIRECTORS' RESPONSIBILITY STATEMENT .....	32
17. DOCUMENTS AVAILABLE FOR INSPECTION .....	32
APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS.....	A-1
APPENDIX B - SUMMARY VALUATION REPORT ON GG HOSPITALITY MANAGEMENT LIMITED.....	B-1
APPENDIX C - SUMMARY VALUATION REPORT ON HOTEL FOOTBALL .....	C-1
APPENDIX D - CONDITIONS PRECEDENT.....	D-1
APPENDIX E - RISK FACTORS.....	E-1
NOTICE OF EXTRAORDINARY GENERAL MEETING .....	N-1
PROXY FORM	

---

## DEFINITIONS

---

For the purpose of this Circular, the following definitions apply throughout unless the context otherwise requires or unless otherwise stated:

### General

- “Adjusted NAV”** : The adjusted net asset value of Café Football, excluding shareholder’s loans partly due to be repaid and partly to be waived referred to in Section 3.1 of this Circular
- “Associate”** : In the case of a company,
- (a) in relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:
    - (i) his immediate family;
    - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
    - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and
  - (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
- “Board”** : The board of Directors of the Company as at the date of this Circular
- “Café Football”** : Café Football Limited
- “Café Football Acquisition”** : The proposed acquisition of the Café Football Sale Shares for a purchase consideration of £0.75 in cash and the giving of a loan by Rowsley CFL to Café Football of £449,999.25
- “Café Football IPT”** : The proposed acquisition by Rowsley CFL from Orchid Leisure of 75% of its sub-divided ordinary shares in Café Football pursuant to the Café Football Acquisition
- “Café Football Sale and Purchase Agreement”** : The SPA entered into between Rowsley CFL, Gary Neville, Ryan Giggs, Orchid Leisure and Incanto on 27 August 2015 in relation to the Café Football Acquisition

---

## DEFINITIONS

---

<b>“Café Football Sale Shares”</b>	: An aggregate of 750 ordinary shares representing 75% of the issued share capital of Café Football
<b>“CDP”</b>	: The Central Depository (Pte) Limited
<b>“Circular”</b>	: This circular to Shareholders dated 29 October 2015
<b>“Companies Act”</b>	: The Companies Act (Cap. 50) of Singapore, as amended or modified from time to time
<b>“Company” or “Rowsley”</b>	: Rowsley Ltd.
<b>“Completion”</b>	: Completion of the Proposed Acquisitions
<b>“Controlling Shareholder”</b>	: A person who: <ul style="list-style-type: none"> <li>(a) holds directly or indirectly 15% or more of the total number of issued Shares excluding treasury shares in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or</li> <li>(b) in fact exercises control over the Company</li> </ul>
<b>“Director”</b>	: A director of the Company as at the date of this Circular, and <b>“Directors”</b> shall be construed accordingly
<b>“Dorset 17”</b>	: Dorset 17 Pte. Ltd.
<b>“EGM”</b>	: The extraordinary general meeting of the Company to be held on Monday, 16 November 2015, notice of which is set out on pages N-1 and N-2 of this Circular
<b>“EPS”</b>	: Earnings per Share
<b>“Gary Neville”</b>	: Gary Alexander Neville
<b>“GG Collections”</b>	: GG Collections Private Limited
<b>“GG Collections Acquisition”</b>	: The proposed acquisition of the GG Collections Sale Shares for a purchase consideration of £5,050,100 in cash and the giving of a loan by the Company to GG Collections of £499,900
<b>“GG Collections IPT”</b>	: The proposed acquisition by the Company of Kestrel’s 50% shareholding interest in GG Collections pursuant to the GG Collections Acquisition
<b>“GG Collections Sale and Purchase Agreement”</b>	: The SPA entered into between the Company and the GG Collections Vendors on 27 August 2015 in relation to the GG Collections Acquisition

---

## DEFINITIONS

---

<b>“GG Collections Sale Shares”</b>	: An aggregate of 75 ordinary shares representing 75% of the issued share capital of GG Collections
<b>“GG Collections Vendors”</b>	: Kestrel, Gary Neville and Ryan Giggs collectively and a <b>“GG Collections Vendor”</b> shall be construed accordingly
<b>“GGH Management Limited”</b>	: GG Hospitality Management Limited
<b>“Group”</b>	: The Company and its subsidiaries collectively
<b>“Group NTA”</b>	: The latest audited consolidated NTA of S\$380,893,097 of the Group as at 31 December 2014
<b>“IFA”</b>	: Provenance Capital Pte. Ltd., the independent financial adviser to the Recommending Directors in relation to the Proposed Acquisitions
<b>“IFA Letter”</b>	: The letter dated 29 October 2015 from the IFA to the Recommending Directors in relation to the Proposed Acquisitions, entitled “Letter from Provenance Capital Pte. Ltd. to the Recommending Directors in relation to the Proposed Acquisitions” as set out in <b>Appendix A</b> to this Circular
<b>“Incanto”</b>	: Incanto Investments Limited
<b>“interested person”</b>	: In the case of a company, means: <ul style="list-style-type: none"> <li>(i) a Director, chief executive officer, or Controlling Shareholder of the issuer; or</li> <li>(ii) an Associate of any such Director, chief executive officer, or Controlling Shareholder</li> </ul>
<b>“interested person transaction”</b>	: A transaction between an entity at risk and an interested person
<b>“Kestrel”</b>	: Kestrel Investments Pte. Ltd.
<b>“Latest Practicable Date”</b>	: 26 October 2015, being the latest practicable date prior to the printing of this Circular
<b>“Listing Manual”</b>	: The listing manual of the SGX-ST, as amended or modified from time to time
<b>“NAV”</b>	: Net asset value
<b>“Non-recommending Directors”</b>	: The Directors who are deemed to be non-independent for the purpose of or have abstained from making a recommendation to the Shareholders in relation to the Proposed Acquisitions, namely Chiang Chie Foo, Tan Wee Tuck, Dr Wong Chiang Yin and Lock Wai Han

---

## DEFINITIONS

---

<b>"Notice of EGM"</b>	: The notice of EGM as set out on pages N-1 and N-2 of this Circular
<b>"NTA"</b>	: Net tangible assets
<b>"Orchid Leisure"</b>	: Orchid Leisure Limited
<b>"Orchid Leisure Acquisition"</b>	: The proposed acquisition of the Orchid Leisure Sale Shares for a purchase consideration of £11,134,026 in cash and the giving of a loan by Rowsley HFM to Orchid Leisure of £11,965,974
<b>"Orchid Leisure IPT"</b>	: The proposed acquisition by Rowsley HFM of Incanto's entire 50% shareholding interest in Orchid Leisure pursuant to the Orchid Leisure Acquisition and following the restructuring exercise as referred to in Section 2.2 of this Circular
<b>"Orchid Leisure Sale and Purchase Agreement"</b>	: The SPA entered into between Rowsley HFM and the Orchid Leisure Vendors on 27 August 2015 in relation to the Orchid Leisure Acquisition
<b>"Orchid Leisure Sale Shares"</b>	: An aggregate of 8,600 ordinary shares representing 75% of the issued share capital of Orchid Leisure
<b>"Orchid Leisure Vendors"</b>	: Incanto, Gary Neville, Ryan Giggs, Philip Neville, Paul Scholes and Nicholas Butt collectively and an <b>"Orchid Leisure Vendor"</b> shall be construed accordingly
<b>"Old Trafford"</b>	: The Manchester United Football Club stadium
<b>"Peter Lim"</b>	: Lim Eng Hock
<b>"Proposed Acquisitions"</b>	: The GG Collections Acquisition, the Café Football Acquisition and the Orchid Leisure Acquisition collectively
<b>"Proposed IPTs"</b>	: The GG Collections IPT, Orchid Leisure IPT and Café Football IPT collectively
<b>"Proxy Form"</b>	: The proxy form in respect of the EGM as set out in this Circular
<b>"Recommending Directors"</b>	: The Directors who are deemed to be independent for the purposes of making a recommendation to the Shareholders in relation to the Proposed Acquisitions, namely Lai Huen Poh, Ho Kiam Kheong, Dr Lam Lee G, Claire Lee Suk Leng, Chua Hwee Song and Gary Ho Kuat Foong
<b>"Register of Members"</b>	: Register of members of the Company
<b>"Rowsley CFL"</b>	: Rowsley (CFL) Pte. Ltd., formerly known as R4 Investment Pte. Ltd., a wholly owned subsidiary of the Company
<b>"Rowsley HFM"</b>	: Rowsley (HFM) Pte. Ltd., formerly known as R5 Investment

---

## DEFINITIONS

---

	Pte. Ltd., a wholly owned subsidiary of the Company
<b>“Ryan Giggs”</b>	: Ryan Joseph Giggs
<b>“Securities Account”</b>	: A securities account maintained by a Depositor with CDP but does not include a securities sub-account maintained with a Depository Agent
<b>“SGX-ST”</b>	: Singapore Exchange Securities Trading Limited
<b>“Shares”</b>	: Ordinary shares in the share capital of the Company
<b>“Shareholders”</b>	: Registered holders of Shares in the Register of Members, except that where the registered holder is CDP, the term <b>“Shareholders”</b> shall, in relation to such Shares and where the context so admits, mean the Depositors whose Securities Accounts are credited with those Shares
<b>“SPAs”</b>	: The GG Collections Sale and Purchase Agreement, the Café Football Sale and Purchase Agreement and the Orchid Leisure Sale and Purchase Agreement collectively and a <b>“SPA”</b> shall be construed accordingly
<b>“Substantial Shareholders”</b>	: Persons who hold directly or indirectly 5% or more of the total number of issued Shares excluding treasury shares in the Company
<b>“Summary Valuation Report on GGH Management Limited”</b>	: Summary valuation report on GGH Management Limited issued by BDO Advisory Pte. Ltd. dated 4 September 2015 set out in <b>Appendix B</b> to this Circular
<b>“Summary Valuation Report on Hotel Football”</b>	: Valuation certificate for Hotel Football issued by Colliers International Specialist and Consulting UK LLP dated 7 September 2015 set out in <b>Appendix C</b> to this Circular
<b>“S\$” and “cents”</b>	: Singapore dollars and cents, respectively, being the lawful currency of Singapore
<b>“Valuers”</b>	: (i) BDO Advisory Pte. Ltd.; and (ii) Colliers International Specialist and Consulting UK LLP, and each a <b>“Valuer”</b>
<b>“£”</b>	: Pound Sterling, the lawful currency of the United Kingdom
<b>“%”</b>	: Percentage or per centum

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

The term **“subsidiary”** shall have the meaning ascribed to it by Section 5 of 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.

---

## DEFINITIONS

---

References to persons shall include corporations.

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

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Companies Act, the Listing Manual or any modification thereof and not otherwise defined in this Circular shall, where applicable, have the same meaning ascribed to it under the Companies Act, the Listing Manual or such modification thereof, as the case may be.

In certain parts of this Circular, amounts denominated in £ have been converted into S\$ at an exchange rate of £1 to S\$2.1692, which is the exchange rate as at 27 August 2015, being the date of the SPAs.



---

## CAUTIONARY NOTE ON FORWARD LOOKING STATEMENTS

---

All statements other than statements of historical facts included in this Circular 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”, “if”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Company’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. Shareholders should not place undue reliance on such forward-looking statements, and the Company assumes no obligation to update publicly or revise any forward-looking statement.

---

## LETTER TO SHAREHOLDERS

---

### ROWSLEY LTD.

(Incorporated in the Republic of Singapore)  
(Company Registration No. 199908381D)

#### Board of Directors:

Chiang Chie Foo (*Non-Executive Non-Independent Chairman*)  
Lock Wai Han (*Executive Director & Group Chief Executive Officer*)  
Tan Wee Tuck (*Executive Director & Group Chief Financial Officer*)  
Lai Huen Poh (*Executive Director*)  
Ho Kiam Kheong (*Executive Director*)  
Dr Wong Chiang Yin (*Non-Executive Non-Independent Director*)  
Dr Lam Lee G (*Lead Independent Director*)  
Claire Lee Suk Leng (*Independent Director*)  
Chua Hwee Song (*Independent Director*)  
Gary Ho Kuat Foong (*Independent Director*)

#### Registered Office:

1 Kim Seng Promenade #14-01  
Great World City East Tower  
Singapore 237994

29 October 2015

To : The Shareholders of Rowsley Ltd.

Dear Shareholders,

- (1) **THE INTERESTED PERSON TRANSACTION RELATING TO THE PROPOSED ACQUISITION OF 50% OF THE ISSUED SHARE CAPITAL OF GG COLLECTIONS PRIVATE LIMITED;**
- (2) **THE INTERESTED PERSON TRANSACTION RELATING TO THE PROPOSED ACQUISITION OF 50% OF THE ISSUED SHARE CAPITAL OF ORCHID LEISURE LIMITED; AND**
- (3) **THE INTERESTED PERSON TRANSACTION RELATING TO THE PROPOSED ACQUISITION OF 75% OF THE ISSUED SHARE CAPITAL OF CAFÉ FOOTBALL LIMITED.**

## 1. INTRODUCTION

### 1.1 The Proposed Acquisitions

On 27 August 2015, the Company announced that the following SPAs have been entered into by companies within the Group:-

- (i) the GG Collections Sale and Purchase Agreement in relation to the proposed acquisition of an aggregate of 75 ordinary shares representing 75% of the issued share capital of GG Collections (the “**GG Collections Sale Shares**”) for a purchase consideration of £5,050,100 in cash and the giving of a loan by the Company to GG Collections of £499,900 (the “**GG Collections Acquisition**”);
- (ii) the Orchid Leisure Sale and Purchase Agreement in relation to the proposed acquisition of an aggregate of 8,600 ordinary shares representing 75% of the issued share capital of Orchid Leisure (the “**Orchid Leisure Sale Shares**”) for a purchase consideration of £11,134,026 in cash and the giving of a loan by Rowsley HFM to Orchid Leisure of £11,965,974 (the “**Orchid Leisure Acquisition**”); and

---

## LETTER TO SHAREHOLDERS

---

- (iii) the Café Football Sale and Purchase Agreement in relation to the proposed acquisition of an aggregate of 750 ordinary shares representing 75% of the issued share capital of Café Football (the “**Café Football Sale Shares**”) for a purchase consideration of £0.75 in cash and the giving of a loan by Rowsley CFL to Café Football of £449,999.25 (the “**Café Football Acquisition**”).

The Proposed Acquisitions are in line with the Group’s business as a multi-disciplinary lifestyle real estate group as these are hospitality real estate and related assets which expand the Group’s real estate offerings and capabilities. The Orchid Leisure Acquisition will allow the Group to buy into a profitable hotel real estate asset, the Café Football Acquisition will allow the Group to buy into a complementary café hospitality business and the GG Collections Acquisition will allow the Group to buy into a hospitality management business which will help the Group to manage the hotel and café businesses and scale up the hotel real estate business in the future.

The Proposed Acquisitions involve the GG Collections IPT, Orchid Leisure IPT and Café Football IPT, all of which are interested person transactions. Further details are contained in Section 2 and Section 7 below.

### 1.2 Purpose of this Circular

The purpose of this Circular is to provide Shareholders with information relating to the Proposed Acquisitions, and to seek Shareholders’ approval in relation to the Proposed IPTs at the EGM to be convened.

The Notice of EGM is set out on pages N-1 and N-2 of this Circular.

**Shareholders should note that the passing of all the resolutions contained within this Circular are inter-conditional. This means that if any of the resolutions is not approved, the other resolutions would not be duly passed and the Proposed Acquisitions will not be completed.**

## 2. **INFORMATION ON GG COLLECTIONS, ORCHID LEISURE, CAFÉ FOOTBALL AND THE RESPECTIVE VENDORS**

### 2.1 GG Collections and the GG Collections Vendors

GG Collections is a private limited company incorporated in Singapore on 17 September 2012 and is an investment holding company. As at the Latest Practicable Date, the directors of GG Collections are Gary Neville, Ryan Giggs and Yun Tar Aun Andy. As an investment holding company, GG Collections does not have any employees. The business of GG Collections is managed by its directors. The directors of GG Collections are not related to the Company.

As at the Latest Practicable Date, GG Collections has an issued and paid-up share capital of £100 comprising 100 ordinary shares of which Kestrel, Gary Neville and Ryan Giggs hold 50 shares, 38 shares and 12 shares respectively.

Pursuant to the GG Collections Acquisition, Kestrel will dispose of its entire 50% shareholding interest in GG Collections to the Company (the “**GG Collections IPT**”) and Gary Neville and Ryan Giggs will dispose of shares representing 19% and 6% respectively of the issued share

---

## LETTER TO SHAREHOLDERS

---

capital of GG Collections. Kestrel is an exempt private limited company incorporated in Singapore. As at the Latest Practicable Date, Kestrel has an issued and paid-up share capital of S\$1 comprising 1 ordinary share which is held by Peter Lim. Peter Lim is a Controlling Shareholder of the Company. Peter Lim, through his 100% interest in Jovina Investments Limited, Bellton International Limited and Garville Pte Ltd (which owns 100% in Garville (Hong Kong) Limited), is deemed to be interested in 49.04% of the Shares held by these companies. Kestrel is therefore an Associate of the Company's Controlling Shareholder and it is accordingly an interested person in relation to the Company.

GG Collections was, up to 15 October 2015, a 95% shareholder of GGH Management Limited, a company registered in the United Kingdom that is in the business of managing and growing hotel and restaurant chains, both in the United Kingdom and overseas. The other 5% was held by the former Managing Director of GGH Management Limited. In connection with his resignation, GGH Management Limited had, pursuant to its Articles of Association, on 15 October 2015 bought back and cancelled 5% of the shares that were held by him for a consideration of £5. Following the share cancellation, GG Collections became the sole shareholder of GGH Management Limited. GG Collections owns the Hotel Football and Café Football brands which have been licensed to Hotel Football and Café Football. GGH Management Limited manages Hotel Football in Manchester as well as the Café Football restaurants in London and Manchester. Due to the brand creation of Hotel Football by GG Collections and effective management by GGH Management Limited, Hotel Football has been successful since its opening in March 2015.

GGH Management Limited is a young and vibrant company that is making waves in the hospitality industry. Under the stewardship of its directors, Gary Neville and Ryan Giggs, who will continue to remain on board after the Proposed Acquisitions are completed, it has successfully launched Hotel Football, making it one of the most popular hotels in Manchester. GGH Management Limited recently won the Best Marketing Campaign Award at The Cateys Awards in July 2015 which recognises the United Kingdom hospitality industry's highest flyers, strongest performers and most successful brands. In addition, due to GGH Management Limited's successful launch strategy, Hotel Football won the Business Start Up Award at the Manchester Weekly News Trafford Business Awards.

Experienced industry figures who are part of GGH Management Limited's team are: -

### **Michael Wignall – Creative Director**

Michael Wignall is one of the top six most decorated chefs in the world, with two Michelin stars and five AA rosettes.

### **Michael Harding – Finance Director**

Michael Harding has worked in the hospitality industry for over 20 years during which he has helped to shape some leading international hotels and restaurants.

In addition, GGH Management Limited works closely with Hotel Football's general manager, Stewart Davies, who has over 15 years' of hotel experience and a track record of creating, developing and leading highly successful and motivated teams in the industry.

Selected financial information of GG Collections and GGH Management Limited are set out in Section 6.1 of this Circular.

---

## LETTER TO SHAREHOLDERS

---

### 2.2 Orchid Leisure and the Orchid Leisure Vendors

Orchid Leisure is a company incorporated in the British Virgin Islands on 31 May 2011 and is an investment holding company. Orchid Leisure's subsidiary, Old Trafford Supporters Club Limited, owns the business of Hotel Football and has title absolute to the land on the South West side of Wharfside Way, Trafford Park, Manchester, on which Hotel Football is built.

The directors of Orchid Leisure are Gary Neville, Ryan Giggs and Chan Lay Hoon. They are not related to the Company. As Orchid Leisure is an investment holding company, it does not have a separate management team and does not have any employees.

Hotel Football, a boutique hotel with 133 rooms and a presidential suite, is located across Old Trafford. Hotel Football opened in March 2015 and its many facilities include the 185-seat football-themed Café Football Manchester, a rooftop football pitch, the Old Trafford Supporters Club in its basement and conference rooms including the stadium suite. The stadium suite is a premium events space which offers a spectacular view of Old Trafford.

Hotel Football has a total gross floor area of 86,701 square feet and a net area of 61,575 square feet. It has freehold title. It consists of 12 separate floors. The canal level is where the Old Trafford Supporters Club is situated, which can hold up to 1,000 spectators on match days. The ground floor is where the reception area and Café Football are located. The mezzanine floor is the players' lounge which is a large conference and banqueting space with excellent view overlooking Old Trafford. On match days, this can accommodate up to 200 fans for a 3-course meal. The first floor of Hotel Football is the stadium suite, a large conference and banqueting space with an excellent view overlooking Old Trafford. On match days, this can accommodate up to 285 fans for a sit down meal experience. The second to eighth floors are hotel bedrooms. The ninth floor is a banqueting suite named "Heaven" which doubles up as 5-a-side pitch with a retractable roof, which can hold up to 220 fans on match days in a buffet style set up.

As at the Latest Practicable Date, Orchid Leisure has an issued and paid-up share capital of £1,000 comprising 427 Class A ordinary shares and 573 Class B ordinary shares. Gary Neville holds 287 of the Class A ordinary shares and Ryan Giggs holds 140 of the Class A ordinary shares and all the 573 Class B ordinary shares are held by Incanto. Orchid Leisure in turn owns 87.2% of Old Trafford Supporters Club Limited and the remaining 12.8% of Old Trafford Supporters Club Limited is owned equally by Philip Neville, Paul Scholes and Nicholas Butt, also former Manchester United footballers and part of the "Class of 92". Pursuant to a restructuring of Orchid Leisure, Old Trafford Supporters Club Limited will become a wholly-owned subsidiary of Orchid Leisure as Philip Neville, Paul Scholes and Nicholas Butt will sell their entire 12.8% shareholding interest in Old Trafford Supporters Club Limited in exchange for their 12.8% shareholding interest in Orchid Leisure to be held equally by Philip Neville, Paul Scholes and Nicholas Butt. As a result, the shares of Orchid Leisure will be held 50% by Incanto as Class A ordinary shares, 25% by Gary Neville as Class B ordinary shares, 12.2% by Ryan Giggs as Class C ordinary shares and the remaining 12.8% Class D ordinary shares will be held by each of Philip Neville, Paul Scholes and Nicholas Butt equally.

Pursuant to the Orchid Leisure Acquisition and following the restructuring, pursuant to which Old Trafford Supporters Club Limited will become a wholly-owned subsidiary of Orchid Leisure, Incanto will dispose of its entire 50% shareholding interest in Orchid Leisure to Rowsley HFM (the "**Orchid Leisure IPT**"), and Gary Neville and Ryan Giggs will dispose of 12.5% and 6.1% respectively of their shareholding interests in Orchid Leisure to Rowsley HFM. Philip Neville, Paul Scholes and Nicholas Butt shall dispose of an aggregate of 6.3% of their shareholding

---

## LETTER TO SHAREHOLDERS

---

interest to Rowsley HFM.

Following the restructuring exercise, Orchid Leisure will hold the entire share capital of Old Trafford Supporters Club Limited and Rowsley HFM will hold 75% of the share capital of Orchid Leisure.

Incanto is an interested person in relation to the Company. Further details in this regard are set out in Section 7.2 below. Incanto is a company incorporated in the British Virgin Islands on 8 October 2010. It is an investment holding company that is ultimately owned by Peter Lim. The director of Incanto is Chan Lay Hoon, who is not related to the Company. As Incanto is an investment holding company, it does not have a separate management team and does not have any employees.

The restructuring exercise of Orchid Leisure will be completed prior to or on the same day that the Orchid Leisure Acquisition, Cafe Football Acquisition and GG Collections Acquisition are completed. The Company believes that there is no adverse legal implication of the restructuring exercise of Orchid Leisure on the Company and/or the Proposed Acquisitions.

Selected financial information of Orchid Leisure and Old Trafford Supporters Club Limited are set out in Section 6.2 of this Circular.

### 2.3 Café Football

Café Football is a company incorporated in the United Kingdom on 16 June 2011. It owns Café Football, London. The directors of Café Football are Gary Neville and Ryan Giggs. The key management of Café Football are Liz Reece (general manager) and Giovann Attard (head chef). The directors and key management of Café Football are not related to the Company.

Café Football, London is a 120-seat restaurant located in Stratford's Westfield shopping centre, east of London. The restaurant is close to the Olympic Stadium where West Ham United Football Club will be relocating to in 2016.

As at the Latest Practicable Date, Café Football has an issued and paid-up share capital of £1 comprising 1 ordinary share of £1 each. Orchid Leisure holds all the issued shares of Café Football. The issued share capital of Café Football will be sub-divided into 1,000 ordinary shares of £0.001 each. Pursuant to the Café Football Acquisition, Orchid Leisure will dispose of 75% of its sub-divided ordinary shares in Café Football to Rowsley CFL (the "**Café Football IPT**"). As 57.3% of the issued shares of Orchid Leisure are held by Incanto at the time the Café Football Sale and Purchase Agreement was entered into, and the shares of Incanto are wholly-owned by Kestrel, Orchid Leisure is also an interested person in relation to the Company.

The Company is acquiring Café Football directly from Orchid Leisure rather than hold Cafe Football through Orchid Leisure because, after completion of the Orchid Leisure Acquisition and the Café Football Acquisition, the beneficial ownership of Orchid Leisure and Café Football will be different in that Philip Neville, Paul Scholes and Nicholas Butt will have beneficial ownership in Orchid Leisure but not Café Football.

One of the purposes of the restructuring is to separate Orchid Leisure and Cafe Football into separate discrete parts. A separate valuation was done for each of these parts. Accordingly, for the avoidance of doubt, there is no double counting of the consideration payable by Rowsley for Cafe Football and Orchid Leisure (which will only hold Hotel Football after completion of the Orchid Leisure Acquisition).

---

## LETTER TO SHAREHOLDERS

---

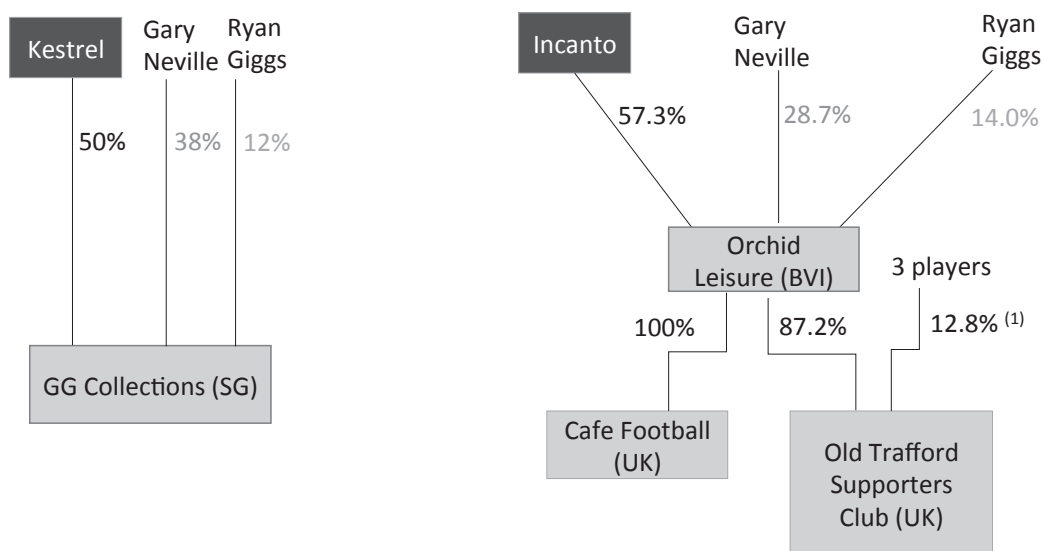
Orchid Leisure is an interested person in relation to the Company. Further details in this regard are set out in Section 7.2 below.

Selected financial information of Café Football is set out in Section 6.3 of this Circular.

### 2.4 Group Structure

The following diagrams set out (a) the existing group structure before the restructuring of Orchid Leisure; (b) the group structure post-restructuring of Orchid Leisure and pre-completion of the Proposed Acquisitions; and (c) the post completion group structure.

#### Existing Group Structure before restructuring

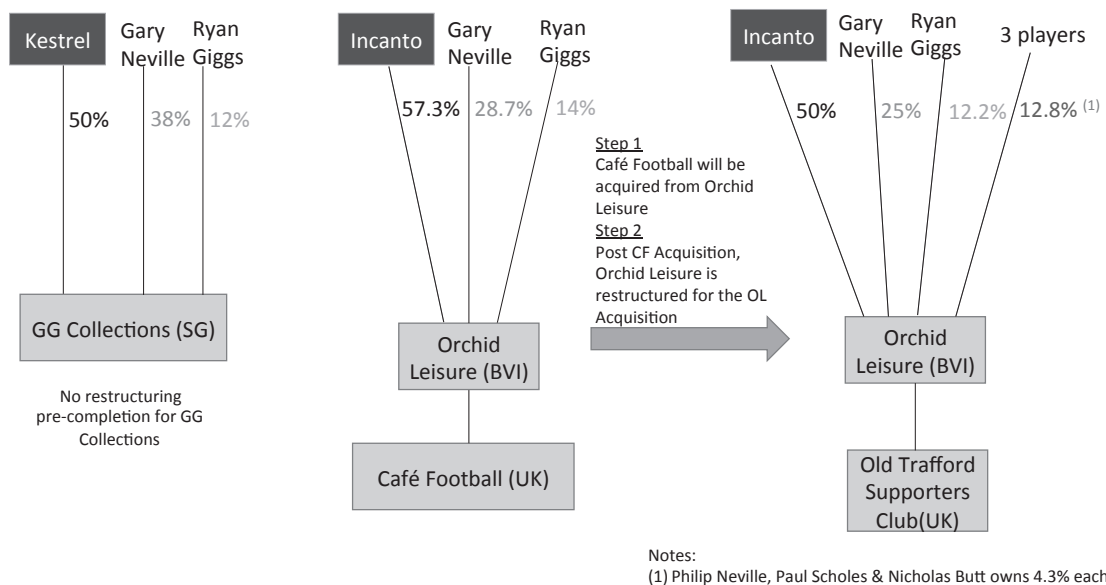


Notes:

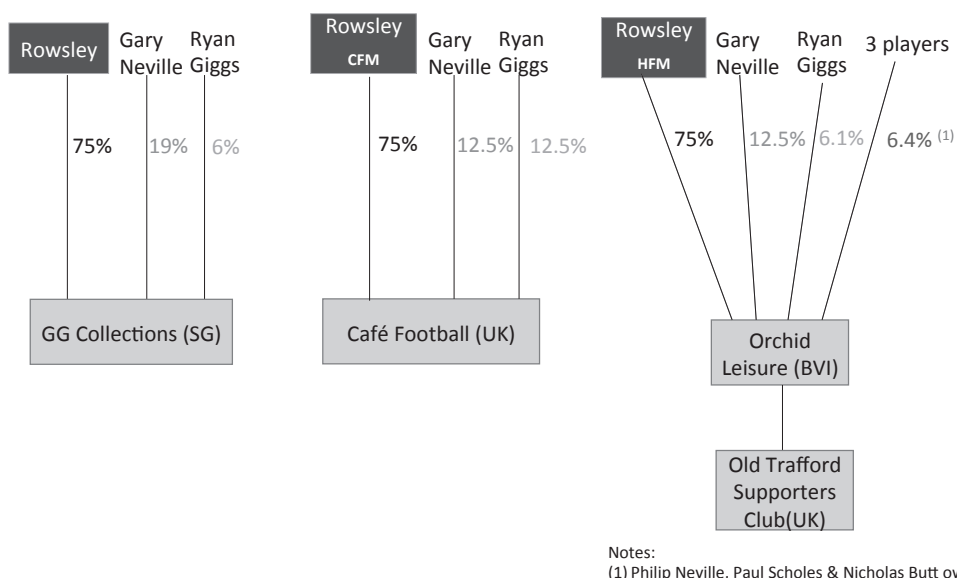
(1) Philip Neville, Paul Scholes & Nicholas Butt owns 4.3% each

## LETTER TO SHAREHOLDERS

### Post-restructuring and pre-completion structure



### Post-completion structure



### 3. MATERIAL TERMS OF THE PROPOSED ACQUISITIONS

#### 3.1 Purchase Consideration

The purchase consideration for the GG Collections Sale Shares comprises a purchase consideration of £5,050,100 in cash and the giving of a loan by the Company to GG Collections (only upon completion of the sale and purchase of the GG Collections Sale Shares) of



---

## LETTER TO SHAREHOLDERS

---

£499,900 amounting to an aggregate of £5,550,000 to be paid or lent, as the case may be, by the Company.

The purchase consideration for the Café Football Sale Shares comprises a purchase consideration of £0.75 in cash and the giving of a loan by Rowsley CFL to Café Football (only upon completion of the sale and purchase of the Café Football Sale Shares) of £449,999.25 amounting to an aggregate of £450,000 to be paid or lent, as the case may be, by Rowsley CFL. The purchase consideration was based on the adjusted net asset value of Café Football of £600,000 as of 30 June 2015, excluding shareholder's loans partly due to be repaid and partly to be waived (the "**Adjusted NAV**"). As Rowsley CFL is acquiring 75% of Café Football, the purchase consideration is 75% of £600,000 which amounts to £450,000.

The purchase consideration for the Orchid Leisure Sale Shares comprises a purchase consideration of £11,134,026 in cash and the giving of a loan by Rowsley HFM to Orchid Leisure (only upon completion of the sale and purchase of the Orchid Leisure Sale Shares) of £11,965,974 amounting to an aggregate of £23,100,000 to be paid or lent, as the case may be, by Rowsley HFM. The valuation of £23,100,000 is based on the projected cashflows of Hotel Football, using the discounted cashflow methodology. The valuation has excluded Café Football.

The Company had engaged BDO Advisory Pte. Ltd. and Colliers International Specialist and Consulting UK LLP to conduct a market valuation of GGH Management Limited and Hotel Football respectively. The Valuers are reputable international firms with extensive experience in valuing similar businesses and hotel assets. BDO Advisory Pte. Ltd. has carried out valuation and advisory work on similar businesses including a 150-key hotel in Kuala Lumpur and 200-key hotel in Singapore. Colliers International Specialist and Consulting UK LLP has carried out valuations of many hotels for both hospitality players, investment funds as well as banks. Some of its previous clients included Hilton, Accor, London & Regional, Cerberus, Venn Partners, Starboard, Royal Bank of Scotland, Barclays and United Overseas Bank.

The Summary Valuation Report on GGH Management Limited is set out in **Appendix B** and the Summary Valuation Report on Hotel Football is set out in **Appendix C** of this Circular. For Café Football, the consideration was based on the Adjusted NAV.

Colliers International Specialist and Consulting UK LLP had valued Hotel Football at £42 million. The purchase consideration of £23.1 million is 75% of £30.8 million, which is Hotel Football's valuation of £42 million less the existing bank loan of £11.2 million. The NAV of Orchid Leisure was negative £841.40 as at 30 June 2015. As Orchid Leisure is an investment holding company for Old Trafford Supporters Club Limited, it was not necessary for a valuation to be conducted on Orchid Leisure.

BDO Advisory Pte. Ltd. had valued GGH Management Limited at between £6.8 million to £10.8 million, with a base case valuation of £8.6 million. The purchase consideration of £5.55 million for the GG Collections Sale Shares is 75% of a valuation of £7.4 million, which is lower than BDO Advisory Pte. Ltd.'s base case valuation of £8.6 million.

The fair value of Café Football was determined using the Adjusted NAV. No valuation was done as Café Football is a relatively simple business and its purchase consideration is small relative to the total consideration for the Proposed Acquisitions.

The consideration for each of the Proposed Acquisitions was arrived at based on arm's length negotiations between the Company and each of the GG Collections Vendors, Orchid Leisure

## LETTER TO SHAREHOLDERS

Vendors and Orchid Leisure respectively after taking into account the prevailing market conditions, the valuations of each of GGH Management Limited and Hotel Football and the Adjusted NAV of Café Football.

The consideration payable to each of the respective vendors under each of the Proposed Acquisitions and the loans to be advanced to each of GG Collections, Orchid Leisure and Café Football will be made in cash on Completion.

The loans advanced to GG Collections, Orchid Leisure and Café Football as well as the consideration payable to Orchid Leisure, will be used by GG Collections, Orchid Leisure and Café Football to repay existing shareholders' loans from the GG Collections Vendors, Orchid Leisure Vendors and Orchid Leisure. A table setting out the breakdown of the total consideration for the Proposed Acquisitions, the repayment of loans by GG Collections, Orchid Leisure and Café Football to the interested persons and other vendors and the value of each of the Proposed IPTs is set out below.

PROPOSED ACQUISITIONS	TOTAL CONSIDERATION FOR EACH OF THE PROPOSED ACQUISITIONS			VALUE OF PROPOSED IPTS																												
GG Collections Acquisition	<p>£5,550,000 comprising:</p> <table><tr><td>(a)</td><td>£5,050,100 to be paid to the GG Collections Vendors as follows:</td><td>(b)</td><td>£499,900 loan to be provided by Rowsley and to be used by GG Collections to repay shareholders' loans from the GG Collections Vendors as follows:</td></tr><tr><td>Kestrel</td><td>- £3,366,717</td><td>Kestrel</td><td>- £333,283</td></tr><tr><td>Gary Neville</td><td>- £1,279,371</td><td>Gary Neville</td><td>- £126,629</td></tr><tr><td>Ryan Giggs</td><td>- £404,012</td><td>Ryan Giggs</td><td>- £39,988</td></tr></table>			(a)	£5,050,100 to be paid to the GG Collections Vendors as follows:	(b)	£499,900 loan to be provided by Rowsley and to be used by GG Collections to repay shareholders' loans from the GG Collections Vendors as follows:	Kestrel	- £3,366,717	Kestrel	- £333,283	Gary Neville	- £1,279,371	Gary Neville	- £126,629	Ryan Giggs	- £404,012	Ryan Giggs	- £39,988	£3,700,000 - -												
(a)	£5,050,100 to be paid to the GG Collections Vendors as follows:	(b)	£499,900 loan to be provided by Rowsley and to be used by GG Collections to repay shareholders' loans from the GG Collections Vendors as follows:																													
Kestrel	- £3,366,717	Kestrel	- £333,283																													
Gary Neville	- £1,279,371	Gary Neville	- £126,629																													
Ryan Giggs	- £404,012	Ryan Giggs	- £39,988																													
Café Football Acquisition	<p>£450,000 comprising:</p> <table><tr><td>(a)</td><td>£0.75 to be paid to OL</td><td>(b)</td><td>£449,999.25 loan to be provided by Rowsley and to be used by Café Football to repay shareholder's loan from OL</td></tr></table>			(a)	£0.75 to be paid to OL	(b)	£449,999.25 loan to be provided by Rowsley and to be used by Café Football to repay shareholder's loan from OL	£450,000																								
(a)	£0.75 to be paid to OL	(b)	£449,999.25 loan to be provided by Rowsley and to be used by Café Football to repay shareholder's loan from OL																													
Orchid Leisure Acquisition	<p>£23,100,000 comprising:</p> <table><tr><td>(a)</td><td>£11,134,026 to be paid to the Orchid Leisure Vendors as follows:</td><td>(b)</td><td>£11,965,974 loan to be provided by Rowsley and to be used by Orchid Leisure to repay shareholders' loans from the Orchid Leisure Vendors as follows:</td></tr><tr><td>Incanto</td><td>- £9,193,273</td><td>Incanto</td><td>- £6,206,727</td></tr><tr><td>Gary Neville</td><td>- £265,587</td><td>Gary Neville</td><td>- £3,103,413</td></tr><tr><td>Ryan Giggs</td><td>- £332,993.66</td><td>Ryan Giggs</td><td>- £1,513,860</td></tr><tr><td>Philip Neville</td><td>- £447,390.78</td><td>Philip Neville</td><td>- £380,658</td></tr><tr><td>Paul Scholes</td><td>- £447,390.78</td><td>Paul Scholes</td><td>- £380,658</td></tr><tr><td>Nicholas Butt</td><td>- £447,390.78</td><td>Nicholas Butt</td><td>- £380,658</td></tr></table>			(a)	£11,134,026 to be paid to the Orchid Leisure Vendors as follows:	(b)	£11,965,974 loan to be provided by Rowsley and to be used by Orchid Leisure to repay shareholders' loans from the Orchid Leisure Vendors as follows:	Incanto	- £9,193,273	Incanto	- £6,206,727	Gary Neville	- £265,587	Gary Neville	- £3,103,413	Ryan Giggs	- £332,993.66	Ryan Giggs	- £1,513,860	Philip Neville	- £447,390.78	Philip Neville	- £380,658	Paul Scholes	- £447,390.78	Paul Scholes	- £380,658	Nicholas Butt	- £447,390.78	Nicholas Butt	- £380,658	£15,400,000 - - - - -
(a)	£11,134,026 to be paid to the Orchid Leisure Vendors as follows:	(b)	£11,965,974 loan to be provided by Rowsley and to be used by Orchid Leisure to repay shareholders' loans from the Orchid Leisure Vendors as follows:																													
Incanto	- £9,193,273	Incanto	- £6,206,727																													
Gary Neville	- £265,587	Gary Neville	- £3,103,413																													
Ryan Giggs	- £332,993.66	Ryan Giggs	- £1,513,860																													
Philip Neville	- £447,390.78	Philip Neville	- £380,658																													
Paul Scholes	- £447,390.78	Paul Scholes	- £380,658																													
Nicholas Butt	- £447,390.78	Nicholas Butt	- £380,658																													

The value of the Proposed IPTs is the value of the consideration paid to the interested persons, while the total consideration paid for the Proposed Acquisitions is the aggregate value of the consideration paid to the interested persons and to the vendors who are not the interested persons. Hence the values are not the same.

### 3.2 Conditions Precedent

Completion of the sale and purchase of the sale shares under each SPA is conditional upon the fulfilment of conditions precedent which are set out in **Appendix D** of this Circular. The purchaser, being the Company, Rowsley CFL or Rowsley HFM (as the case may be), under each SPA is however entitled to waive any condition precedent to completion.

---

## LETTER TO SHAREHOLDERS

---

### 4. RATIONALE FOR AND BENEFITS OF THE PROPOSED ACQUISITIONS

The Company has developed a strategy to develop, acquire and manage good hospitality real estate in choice locations, so as to allow Shareholders to participate in both long-term capital appreciation and recurrent income through hotel earnings. Through the Proposed Acquisitions, the Company will be buying into a hotel management company to jumpstart its hospitality real estate strategy, a good hotel asset and a complementary café business.

Gary Neville and Ryan Giggs, two of Manchester United Football Club's longest serving and most well-known footballers, have successfully led a team of professionals to develop and open Hotel Football. A boutique hotel with 133 rooms and a presidential suite overlooking Old Trafford, Hotel Football opened to rave reviews in March 2015, with the New York Times listing it as a reason to visit Manchester. Hotel Football has been an income-producing hotel asset since its opening on 2 March 2015.

Manchester has seen tremendous growth in the past decade and this momentum is set to continue as more businesses see the city as a cost-effective alternative to London. It is also home to famous football clubs Manchester City and Manchester United which attract a huge worldwide football fan base. Hotel Football's close proximity to Old Trafford underpins its uniqueness and advantage in tapping into the fan base of the well-supported club.

The Proposed Acquisitions will benefit the Group in the following ways:

- (a) allow the Group to build a sustainable source of income through its hospitality real estate business;
- (b) enable the Group to enter the Manchester real estate market to tap on growing demand, limited supply and future capital appreciation and build a platform for the Company to further venture into real estate in the United Kingdom;
- (c) strengthen the hospitality aspect of the Group's mixed development projects; and
- (d) diversify the geographical presence of its real estate development business beyond Iskandar, Malaysia.

The risks associated with the entering into a new geographical location are set out in **Appendix E** of this Circular.

### 5. FINANCIAL EFFECTS OF THE PROPOSED ACQUISITIONS

The proforma financial effects of the Proposed Acquisitions as presented below are strictly for illustrative purposes and do not necessarily reflect the actual results and future financial situation of the Group after Completion.

The proforma financial effects of the Proposed Acquisitions were prepared based on the latest audited financial statements of the Group for the financial year ended 31 December 2014.

#### 5.1 Proforma NAV

For illustrative purposes, assuming that the Proposed Acquisitions had taken place on 31 December 2014, the proforma financial effects of the Proposed Acquisitions would have the

---

## LETTER TO SHAREHOLDERS

---

following impact on the consolidated NAV of the Company and the consolidated NAV per Share:

	<b>Before the Proposed Acquisitions</b>	<b>After the Proposed Acquisitions<sup>(1)</sup></b>
NAV (S\$'000)	501,473	501,542
Number of issued Shares excluding treasury shares ('000)	4,258,206	4,258,206
NAV per Share (cents)	11.78	11.78

**Note:**

- (1) The financial year end for Café Football and subsidiaries of GG Collections and Orchid Leisure is June and therefore, the audited/management accounts for the financial year ended 30 June 2014 have been used to compute the NAV. The financial year for GG Collections and Orchid Leisure ends in December and therefore, their audited/management accounts for the financial year ended 31 December 2014 have been used to compute the NAV.

### 5.2 Proforma EPS

For illustrative purposes, assuming that the Proposed Acquisitions had taken place on 1 January 2014, being the beginning of the most recently completed financial year, the proforma financial effects of the Proposed Acquisitions would have the following impact on the consolidated EPS of the Company:

	<b>Before the Proposed Acquisitions</b>	<b>After the Proposed Acquisitions<sup>(2)</sup></b>
Net profit after tax (S\$'000)	49,444	48,016
Weighted average number of issued Shares ('000)	4,254,973	4,254,973
EPS (cents)	1.16	1.13

**Note:**

- (2) The financial year end for Café Football and subsidiaries of GG Collections and Orchid Leisure is June and therefore, the audited/management accounts for the financial year ended 30 June 2014 have been used to compute the net profit after tax. GG Collections and Orchid Leisure's financial year ends in December and therefore, their audited/management accounts for the financial year ended 31 December 2014 have been used to compute the net profit after tax.

The proforma net profit after tax and EPS are lower after the Proposed Acquisitions as Hotel Football was under development during the period of the proforma financials and therefore did not generate any revenue (Hotel Football only commenced business in March 2015). Café Football only commenced business in December 2013 and was in the phase of ramping up its business.

### 5.3 The Proposed Acquisitions do not have any effect on the share capital of the Company.

---

## LETTER TO SHAREHOLDERS

---

### 6. SELECTED FINANCIAL INFORMATION OF GG COLLECTIONS AND ITS SUBSIDIARY AND ORCHID LEISURE AND ITS SUBSIDIARIES

#### 6.1 Selected financial information of GG Collections and GGH Management Limited

##### 6.1.1 GG Collections

The financial year end of GG Collections is 31 December.

The summary of the financial information of GG Collections set out below is extracted from the audited financial statements of GG Collections for the financial years ended 31 December 2013 and 31 December 2014:

#### Extracted from Statement of Profit or Loss and Other Comprehensive Income

	<u>Audited</u> <u>Year ended</u> <u>31 December 2013</u> £	<u>Audited</u> <u>Year ended</u> <u>31 December 2014</u> £
<b><u>Other items of income</u></b>		
Interest income	37	1
Unrealised foreign currency translation gain	-	2,990
<b><u>Other items of expense</u></b>		
Administrative expense	(37,617)	(4,176)
Other losses	(21,193)	(6)
<b>Loss before income tax</b>	(58,773)	(1,191)
<b>Income tax expense</b>	-	-
<b>Loss after income tax</b>	(58,773)	(1,191)
<b>Other comprehensive income for the year, net of tax</b>	-	-
<b>Total comprehensive loss</b>	(58,773)	(1,191)

#### Extracted from Statement of Financial Position

	<u>Audited</u> <u>As at</u> <u>31 December 2013</u> £	<u>Audited</u> <u>As at</u> <u>31 December 2014</u> £
<b>Assets</b>		
<b><u>Non-current assets</u></b>		
Intangible assets	2	2
Investment in a subsidiary	95	95
<b>Total non-current assets</b>	97	97
<b><u>Current assets</u></b>		
Loan receivable from a subsidiary	270,000	270,000
Other assets	-	446
Cash and cash equivalents	175,001	173,495
<b>Total current assets</b>	445,001	443,941
<b>Total assets</b>	445,098	444,038

## LETTER TO SHAREHOLDERS

	<u>Audited</u> <u>As at</u> <u>31 December 2013</u> £	<u>Audited</u> <u>As at</u> <u>31 December 2014</u> £
<b>Equity and liabilities</b>		
<b><u>Equity</u></b>		
Share capital	100	100
Accumulated losses	(58,773)	(59,964)
<b>Total equity</b>	<u>(58,673)</u>	<u>(59,864)</u>
<b><u>Non-current liabilities</u></b>		
Shareholders loan	499,900	499,900
<b>Total non-current liabilities</b>	<u>499,900</u>	<u>499,900</u>
<b><u>Current liabilities</u></b>		
Other liabilities	3,871	4,002
<b>Total current liabilities</b>	<u>3,871</u>	<u>4,002</u>
<b>Total liabilities</b>	<u>503,771</u>	<u>503,902</u>
<b>Total equity and liabilities</b>	<u>445,098</u>	<u>444,038</u>

### 6.1.2 GGH Management Limited

The financial year end of GGH Management Limited is 30 June.

The summary of the financial information of GGH Management Limited set out below is extracted from the unaudited financial statements of GGH Management Limited for the financial years ended 30 June 2013 and 30 June 2014:

#### **Extracted from Statement of Profit or Loss and Other Comprehensive Income**

	<u>Unaudited</u> <u>Period ended</u> <u>30 June 2013</u> £	<u>Unaudited</u> <u>Year ended</u> <u>30 June 2014</u> £
<b>Turnover</b>	25,728	166,794
Administrative expenses	(103,227)	(306,456)
<b>Loss on ordinary activities before taxation</b>	<u>(77,499)</u>	<u>(139,662)</u>
Tax on loss on ordinary activities	-	-
<b>Loss for the year</b>	<u>(77,499)</u>	<u>(139,662)</u>

---

## LETTER TO SHAREHOLDERS

---

### Extracted from Statement of Financial Position

	<u>Unaudited</u> <u>As at</u> <u>30 June 2013</u> £	<u>Unaudited</u> <u>As at</u> <u>30 June 2014</u> £
<b>Current assets</b>		
Debtors	16,626	67,743
Cash at bank and in hand	107,300	26,177
	<u>123,926</u>	<u>93,920</u>
<b>Creditors: amounts falling due within one year</b>	<u>(201,424)</u>	<u>(310,981)</u>
<b>Total assets less current liabilities</b>	<u>(77,498)</u>	<u>(217,061)</u>
<b>Capital and reserves</b>		
Called up share capital	1	100
Profit and loss account	<u>(77,499)</u>	<u>(217,161)</u>
<b>Shareholders' funds</b>	<u>(77,498)</u>	<u>(217,061)</u>

The Company intends to fund the business through operating profits and, if necessary, continuing shareholders' loans.

### 6.2 Selected financial information of Orchid Leisure and Old Trafford Supporters Club Limited

#### 6.2.1 Orchid Leisure

The financial year end of Orchid Leisure is 31 December.

The summary of the financial information of Orchid Leisure set out below is extracted from the unaudited financial statements of Orchid Leisure for the years ended 31 December 2013 and 31 December 2014:

### Extracted from Statement of Profit and Loss and Other Comprehensive Income

	<u>Unaudited</u> <u>Year ended</u> <u>31 December 2013</u> £	<u>Unaudited</u> <u>Year ended</u> <u>31 December 2014</u> £
Expenses	(470)	(604)
Loss before income tax	(470)	(604)
Income tax expense	-	-
Loss after income tax	<u>(470)</u>	<u>(604)</u>

---

## LETTER TO SHAREHOLDERS

---

### Extracted from Statement of Financial Position

	<u>Unaudited</u> <u>As at</u> <u>31 December 2013</u> £	<u>Unaudited</u> <u>As at</u> <u>31 December 2014</u> £
<b>Non-current assets</b>		
Investment in subsidiaries	2,950,001	2,950,001
Amounts due from subsidiaries	8,975,000	8,975,000
<b>Total non-current assets</b>	<u>11,925,001</u>	<u>11,925,001</u>
<b>Current asset</b>		
Cash and cash equivalents	99,984	98,926
<b>Total assets</b>	<u>12,024,985</u>	<u>12,023,927</u>
<b>Non-current liabilities</b>		
Amounts due to shareholders	<u>12,024,455</u>	<u>12,024,000</u>
<b>Equity</b>		
Share capital	1,000	1,000
Accumulated losses	<u>(470)</u>	<u>(1,073)</u>
Total equity	<u>530</u>	<u>(73)</u>
<b>Total liabilities and equity</b>	<u><u>12,024,985</u></u>	<u><u>12,023,927</u></u>

### 6.2.2 Old Trafford Supporters Club Limited

The financial year end of Old Trafford Supporters Club Limited is 30 June.

The summary of the financial information of Old Trafford Supporters Club Limited set out below is extracted from the audited financial statements of Old Trafford Supporters Club Limited for the years ended 30 June 2013 and 30 June 2014:

### Extracted from Statement of Profit and Loss and Other Comprehensive Income

	<u>Audited</u> <u>Year ended</u> <u>30 June 2013</u> £	<u>Audited</u> <u>Year ended</u> <u>30 June 2014</u> £
Administrative expenses	(132,464)	(296,652)
<b>Operating loss</b>	(132,464)	(296,652)
Other interest receivable and similar income	365	8,439
<b>Loss on ordinary activities before taxation</b>	(132,099)	(288,213)
Tax on loss on ordinary activities	-	-
<b>Loss for the year</b>	<u><u>(132,099)</u></u>	<u><u>(288,213)</u></u>



## LETTER TO SHAREHOLDERS

### Extracted from Statement of Financial Position

	<u>Audited</u> <u>As at</u> <u>30 June 2013</u>	<u>Audited</u> <u>As at</u> <u>30 June 2014</u>
	£	£
<b>Fixed assets</b>		
Tangible assets	3,414,281	13,189,834
<b>Current assets</b>		
Debtors	84,014	304,308
Cash at bank and in hand	6,613,279	1,620,476
	<u>6,697,293</u>	<u>1,924,784</u>
<b>Creditors: amount falling due within one year</b>	<u>(781,573)</u>	<u>(3,166,721)</u>
<b>Net current liabilities</b>	5,915,720	(1,241,937)
<b>Total assets less current liabilities</b>	9,330,001	11,947,897
<b>Creditors: amount falling due after more than one year</b>	<u>(8,916,973)</u>	<u>(11,823,082)</u>
	<u>413,028</u>	<u>124,815</u>
<b>Capital and reserves</b>		
Called up share capital	160,550	160,550
Share premium account	492,477	492,477
Profit and loss account	<u>(239,999)</u>	<u>(528,212)</u>
<b>Shareholders' funds</b>	<u>413,028</u>	<u>124,815</u>

### 6.3 Selected financial information of Café Football

The financial year end of Café Football is 30 June.

The summary of the financial information of Café Football set out below is extracted from the audited financial statements of Café Football for the years ended 30 June 2013 and 30 June 2014:

### Extracted from Statement of Profit and Loss and Other Comprehensive Income

	<u>Audited</u> <u>Year ended</u> <u>30 June 2013</u>	<u>Audited</u> <u>Year ended</u> <u>30 June 2014</u>
	£	£
<b>Turnover</b>	-	692,284
Cost of sales	-	(216,554)
<b>Gross profit</b>	-	475,730
Administrative expenses	-	(729,367)
<b>Operating loss</b>	-	(253,637)
Interest payable and similar charges	-	(39)
<b>Loss on ordinary activities before taxation</b>	-	(253,676)
Tax on loss on ordinary activities	-	-
<b>Loss for the year</b>	<u>-</u>	<u>(253,676)</u>

## LETTER TO SHAREHOLDERS

### Extracted from Statement of Financial Position

	<u>Audited</u> <u>As at 30 June 2013</u>		<u>Audited</u> <u>As at 30 June 2014</u>	
	£	£	£	£
<b>Fixed assets</b>				
Tangible assets		-		820,379
<b>Current assets</b>				
Stocks	-		39,176	
Debtors	1		105,065	
Cash at bank and in hand	-		251,907	
	1		396,148	
<b>Creditors: amount falling due within one year</b>	-		(270,202)	
<b>Net current assets</b>		1		125,946
<b>Total assets less current liabilities</b>		1		946,325
<b>Creditors: amount falling due after more than one year</b>		-		(1,200,000)
		1		(253,675)
<b>Capital and reserves</b>				
Called up share capital		1		1
Profit and loss account		-		(253,676)
<b>Shareholders' funds</b>		1		(253,675)

The Company intends to fund the business through operating profits and, if necessary, continuing shareholders' loans.

## 7. THE GG COLLECTIONS IPT, ORCHID LEISURE IPT AND CAFÉ FOOTBALL IPT

### 7.1 Chapter 9 of the Listing Manual

Chapter 9 of the Listing Manual governs transactions in which a listed company or any of its subsidiaries or associated companies (known as the “**entity at risk**”) enters into or proposes to enter into with a party who is an interested person of the listed company. Under Chapter 9 of the Listing Manual, an immediate announcement and subsequent shareholders' approval is required in respect of a transaction between an entity at risk and its interested persons if the value of that transaction exceeds 5% of the group's latest audited NTA.

The following definitions are contained in Chapter 9 of the Listing Manual:

- (a) the term “**approved exchange**” means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9;
- (b) the term “**entity at risk**” means:
  - (i) the issuer;

---

## LETTER TO SHAREHOLDERS

---

- (ii) a subsidiary of the issuer that is not listed on the SGX-ST or an approved exchange; or
  - (iii) an associated company of the issuer that is not listed on the SGX-ST or an approved exchange, provided that the issuer and its subsidiaries (the “**listed group**”), or the listed group and its interested person(s) has control over the associated company;
- (c) the term “**interested person**”, in the case of a company, means:
- (i) a director, chief executive officer, or controlling shareholder of the issuer; or
  - (ii) an associate of any such director, chief executive officer, or controlling shareholder; and
- (d) the term “**interested person transaction**” means a transaction between an entity at risk and an interested person.

### 7.2 Each of the GG Collections IPT, Orchid Leisure IPT and Café Football IPT is an Interested Person Transaction under Chapter 9 of the Listing Manual

Kestrel is an exempt private limited company incorporated in Singapore. As at the Latest Practicable Date, Kestrel has an issued and paid-up share capital of S\$1 comprising 1 ordinary share which is held by Peter Lim. Peter Lim is a Controlling Shareholder of the Company. Peter Lim, through his 100% interest in Jovina Investments Limited, Bellton International Limited and Garville Pte Ltd (which owns 100% in Garville (Hong Kong) Limited), is deemed to be interested in 49.04% of the Shares held by these companies. Kestrel is therefore an Associate of the Company’s Controlling Shareholder and it is accordingly an interested person in relation to the Company.

Incanto is a company incorporated in the British Virgin Islands. As the shares of Incanto are wholly-owned by Kestrel, Incanto is an interested person in relation to the Company.

As Incanto holds 57.3% of the issued shares of Orchid Leisure at the time the Café Football Sale and Purchase Agreement was entered into, Orchid Leisure is also an interested person in relation to the Company.

As such, under Chapter 9 of the Listing Manual each of the GG Collections IPT, Orchid Leisure IPT and Café Football IPT represents a **transaction between the Company or a company within the Group (as the case may be) as an “entity at risk”** and an Associate of Peter Lim as an “**interested person**” and each would accordingly constitute an interested person transaction pursuant to Chapter 9 of the Listing Manual.

### 7.3 Materiality Thresholds under Chapter 9 of the Listing Manual

In accordance with Rule 906(1) and Rule 918 of Chapter 9 of the Listing Manual, where the value of an interested person transaction, or when aggregated with other transactions entered into during the same financial year, is equal to or exceeds 5% of the Group’s latest audited NTA, the approval of Shareholders is required to be obtained either prior to the transaction being entered into, or if the transaction is expressed to be conditional on such approval, prior to the completion of such transaction, as the case may be.

---

## LETTER TO SHAREHOLDERS

---

Based on the latest audited consolidated NTA of S\$380,893,097 of the Group as at 31 December 2014 (the “**Group NTA**”) the value of the Proposed Acquisitions (calculated as including both the cash consideration and the giving of the loan under the Proposed Acquisitions) is S\$63,123,720 and represents approximately 16.57% of the Group NTA.

The aggregate value of the Proposed IPTs is S\$42,407,860 representing approximately 11.13% of the Group NTA. As the aggregate value of the Proposed IPTs is more than 5% of the Group NTA, pursuant to Rule 906(1)(a) of the Listing Manual, the Proposed IPTs are subject to the approval of Shareholders. Accordingly, the Company is convening the EGM to seek Shareholders’ approval for the Proposed IPTs.

Pursuant to Chapter 9 of the Listing Manual, the Company has appointed the IFA to advise the Recommending Directors, for the purposes of making recommendation to the Shareholders, on whether the Proposed IPTs are on normal commercial terms and whether they are prejudicial to the interests of the Company and its minority Shareholders.

### 7.4 Total Value of Interested Person Transactions

Save for the Proposed IPTs there are no other interested person transactions (excluding transactions less than S\$100,000) which were entered into with Peter Lim and/or his Associates by the Group for the current financial year ending 2015 up to the Latest Practicable Date.

The total value of all interested person transactions (excluding transactions less than S\$100,000) entered into by the Group, comprising the Proposed IPTs and other interested person transactions, for the current financial year up to the Latest Practicable Date is S\$45,579,469, representing approximately 11.97% of the Group NTA.

### 7.5 On-going transactions involving Orchid Leisure and GGH Management Limited with interested persons

#### (a) Hotel apartment booking arrangement between Hotel Football and Incanto

An arrangement in relation to the use and booking of 7 rooms and the presidential suite (equivalent to the size of 6 rooms) for a term of 12 months commencing from 1 July 2015 up to 30 June 2016 at a fee of £484,866 (inclusive of VAT).

The fee of £484,866 (inclusive of VAT) is at an average rate of £102 (inclusive of VAT) per room per day. This rate is consistent with the rate that Hotel Football generally charges to third parties.

The contract value of the hotel apartment booking arrangement between Hotel Football and Incanto is £484,866 (which amounts to approximately S\$1,051,771). The contract value does not amount to more than 3% of the Group NTA.

Having considered, *inter alia*, the terms of the hotel apartment booking arrangement between Hotel Football and Incanto, the Audit and Risk Management Committee is of the opinion that the transaction is on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

---

## LETTER TO SHAREHOLDERS

---

(b) Lease agreement between Dorset 17 and GGH Management Limited

Pursuant to a lease agreement dated 1 July 2014, Dorset 17 agreed to lease to GGH Management Limited office premises at the ground floor of 17 Dorset Square London NW1 6QB for a term of 24 months commencing from the date of the lease agreement up to 31 July 2016 at a rent of £1,280 per month.

Dorset 17 is a company incorporated in Singapore. Lai Huen Poh, a director of the Company, holds 375 ordinary shares representing 37.5% of the issued share capital of Dorset 17.

The Company was informed on 16 October 2015 that GGH Management Limited has on 13 October 2015 given to Dorset 17 a 3-months' notice to quit pursuant to the terms of the lease agreement. The notice to quit was accepted by Dorset 17. Accordingly, the lease will expire on 13 January 2016.

7.6 Chapter 10 of the Listing Manual

For illustrative purposes only, the relative figures computed on the basis set out in Rule 1006 of the Listing Manual in relation to the Proposed Acquisitions are as follows:

**Rule 1006 of  
the Listing  
Manual**

	<b>Bases</b>	<b>Relative Figures</b>
(a)	The net asset value of the assets to be disposed of, compared with the Group's net asset value.	Not applicable
(b)	The net profits attributable to the assets acquired, compared with the Group's net profits.	-13.69%
(c)	The aggregate value of the consideration given, compared with the Company's market capitalisation based on the total number of issued shares (excluding treasury shares).	7.96%
(d)	The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Group's proved and probable reserves.	Not applicable

## 8. **ADVICE OF THE INDEPENDENT FINANCIAL ADVISER**

Chapter 9 of the Listing Manual provides that, where Shareholders' approval is required for an interested person transaction, the Circular must include an opinion from an independent financial adviser as to whether such transaction (and all other transactions which are the subject of aggregation pursuant to Rule 906) (i) is on normal commercial terms; and (ii) is prejudicial to the interests of the Company and its minority Shareholders.

---

## LETTER TO SHAREHOLDERS

---

Accordingly, Provenance Capital Pte. Ltd. has been appointed as the IFA to the Recommending Directors to advise them on whether the Proposed IPTs are on normal commercial terms and are prejudicial to the interests of the Company and its minority Shareholders.

A copy of the IFA Letter dated 29 October 2015 to the Recommending Directors, containing the IFA's opinion in full, is set out in **Appendix A** to this Circular. Shareholders are advised to read the IFA Letter carefully and in its entirety.

**Taking into consideration the factors set out in the IFA Letter, the IFA is of the opinion that, the Proposed IPTs are on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.**

### 9. AUDIT AND RISK MANAGEMENT COMMITTEE'S STATEMENT

Having considered, *inter alia*, the terms and rationale for and benefits of the Proposed Acquisitions, as well as the advice and recommendation of the IFA, the Audit and Risk Management Committee concurs with the opinion of the IFA and is of the view that the Proposed IPTs are on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

### 10. DIRECTORS' RECOMMENDATIONS

Having considered, *inter alia*, the terms and rationale for and benefits of the Proposed Acquisitions, as well as the advice and recommendation of the IFA, the Recommending Directors are of the opinion that the Proposed IPTs are in the interests of the Company. Accordingly, the Recommending Directors recommend that Shareholders vote in favour of the ordinary resolutions relating to the Proposed IPTs to be proposed at the EGM.

The Non-recommending Directors comprise Chiang Chie Foo, Tan Wee Tuck and Dr Wong Chiang Yin who are nominees of Peter Lim on the Board, and Lock Wai Han. In addition, Tan Wee Tuck is also a nephew of Peter Lim. They are deemed to be non-independent for the purpose of making a recommendation to the Shareholders in respect of the Proposed IPTs. Lock Wai Han has been appointed as a non-independent non-executive director of another company in which Peter Lim has an interest. Although such appointment is not related to the Proposed Acquisitions or Proposed IPTs, for good governance, Lock Wai Han has requested to abstain from making a recommendation to the Shareholders in respect of the Proposed IPTs. Accordingly, the Non-recommending Directors have abstained from making any such recommendation to the Shareholders on the ordinary resolutions.

### 11. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

#### 11.1 Interests of Directors and Substantial Shareholders in Shares

As at the Latest Practicable Date, the shareholdings of the Directors and Substantial Shareholders based on the Company's Register of Directors' Shareholdings and the Register of Substantial Shareholders as well as disclosures received from Substantial Shareholders are as follows:

---

## LETTER TO SHAREHOLDERS

---

	Direct interest		Deemed interest	
	Number of Shares	%	Number of Shares	%
<b>Directors</b>				
Chiang Chie Foo	-	-	20,000 <sup>(1)</sup>	0.00046
Lock Wai Han	-	-	-	-
Tan Wee Tuck	-	-	-	-
Lai Huen Poh	-	-	125,000,000 <sup>(2)</sup>	2.85
Ho Kiam Kheong	-	-	-	-
Dr Wong Chiang Yin	-	-	-	-
Dr Lam Lee G	-	-	-	-
Claire Lee Suk Leng	-	-	-	-
Chua Hwee Song	-	-	-	-
Gary Ho Kuat Foong	-	-	-	-
<b>Substantial Shareholders</b>				
Jovina Investments Limited	-	-	1,267,311,317 <sup>(2)</sup>	28.91
Bellton International Limited	-	-	586,347,894 <sup>(3)</sup>	13.38
DYAM Tunku Ismail Idris Ibni Sultan Ibrahim Ismail	-	-	543,133,422 <sup>(2)</sup>	12.39
Albert Hong Hin Kay	-	-	644,920,000 <sup>(2)</sup>	14.71
Garville Pte Ltd	111,930,588	2.55	183,848,294 <sup>(4)</sup>	4.19
Peter Lim	-	-	2,149,438,093 <sup>(5)</sup>	49.04

**Notes:**

- (1) Chiang Chie Foo is deemed interested in the 20,000 Shares held by his spouse.
- (2) These Shares are held through a nominee.
- (3) These Shares are held through nominees.
- (4) Garville Pte Ltd is deemed interested in the Shares registered in the name of Garville (Hong Kong) Limited by virtue of Section 4 of the Securities and Futures Act, Cap. 289.
- (5) Peter Lim is deemed interested in the Shares registered in the name of Jovina Investments Limited, Bellton International Limited, Garville Pte Ltd and Garville (Hong Kong) Limited by virtue of Section 4 of the Securities and Futures Act, Cap. 289.

### 11.2 Interests of Directors and Substantial Shareholders in the Proposed Acquisitions

Save as disclosed in this Circular, none of the Directors or Controlling Shareholders (other than through their directorships and/or shareholdings in the Company) has any interest, direct or indirect, in the Proposed Acquisitions.

## 12. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 and N-2 of this Circular, shall be held on Monday, 16 November 2015 at 11.00 a.m., (or any adjournment thereof), for the purpose of considering, and if thought fit, passing with or without modifications, the ordinary resolutions set out in the Notice of the EGM.

---

## LETTER TO SHAREHOLDERS

---

A Depositor shall not be entitled to attend and vote at the EGM unless he is shown to have Shares of the Company entered against his name in the Depository Register as at 48 hours before the time fixed for holding the EGM, as certified by CDP to the Company.

### 13. ACTION TO BE TAKEN BY THE SHAREHOLDERS

Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote at the EGM on their behalf, may 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 reach the registered office of the Company at 1 Kim Seng Promenade, #14-01 Great World City East Tower, Singapore 237994 not later than 48 hours before the time fixed for the holding of the EGM. The completion and return of the Proxy Form by a Shareholder will not prevent him from attending and voting at the EGM, if he wishes to do so, in place of his proxy.

### 14. ABSTENTION FROM VOTING

- 14.1 Peter Lim, being an interested person, will abstain, and ensure that his Associates will abstain, from voting on the ordinary resolutions to be proposed at the EGM.

Further, Peter Lim will decline, and ensure that his Associates decline, to accept appointment as proxy(ies) for any Shareholder to vote at the EGM in respect of the ordinary resolutions to be proposed at the EGM, unless the Shareholder concerned has given specific instructions as to the manner in which his votes are to be cast.

The Associates of Peter Lim and their percentage of shareholdings in the Company are as follows:-

Associates	Percentage of Shares
Jovina Investments Limited	28.91
Bellton International Limited	13.38
Garville Pte Ltd	2.55
Garville (Hong Kong) Limited	4.19

- 14.2 The Non-recommending Directors who hold Shares (if any) will not abstain from voting on the ordinary resolutions to be proposed at the EGM.

### 15. CONSENTS

#### 15.1 IFA Consent

Provenance Capital Pte. Ltd., the IFA, has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name, the IFA Letter set out in **Appendix A** and all references thereto, in the form and context in which they appear in this Circular.

#### 15.2 Valuers' Consent

- (i) BDO Advisory Pte. Ltd. has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name, the Summary Valuation Report on GGH Management Limited set out in **Appendix B** and all references thereto, in the



---

## LETTER TO SHAREHOLDERS

---

form and context in which they appear in this Circular.

- (ii) Colliers International Specialist and Consulting UK LLP has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name, the Summary Valuation Report on Hotel Football set out in **Appendix C** and all references thereto, in the form and context in which they appear in this Circular.

### 16. 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 Acquisitions and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this 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 this Circular in its proper form and context.

### 17. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 1 Kim Seng Promenade, #14-01 Great World City East Tower, Singapore 237994 during normal business hours for a period of three months from the date of this Circular:

- (i) the Memorandum and Articles of Association of the Company;
- (ii) the consolidated financial statements of the Group for the year ended 31 December 2014;
- (iii) the Summary Valuation Report on GGH Management Limited and the full valuation report dated 4 September 2015;
- (iv) the Summary Valuation Report on Hotel Football and the full valuation report dated 7 September 2015;
- (v) the IFA Letter; and
- (vi) the letters of consent referred to in Section 15 above.

Yours faithfully

For and on behalf of the Board of Directors of  
**ROWSLEY LTD.**

LOCK WAI HAN  
Executive Director & Group Chief Executive Officer

---

## APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS

---

### PROVENANCE CAPITAL PTE. LTD.

(Company Registration Number: 200309056E)  
(Incorporated in the Republic of Singapore)  
96 Robinson Road #13-01 SIF Building  
Singapore 068899

29 October 2015

To: The Independent Directors of Rowsley Ltd.  
(deemed to be independent in respect of the Interested Person Transactions)

Mr Lai Huen Poh	(Executive Director)
Mr Ho Kiam Kheong	(Executive Director)
Dr Lam Lee G	(Lead Independent Director)
Ms Claire Lee Suk Leng	(Independent Director)
Mr Chua Hwee Song	(Independent Director)
Mr Gary Ho Kuat Foong	(Independent Director)

Dear Sirs/Madam,

### THE PROPOSED ACQUISITIONS OF GG COLLECTIONS PRIVATE LIMITED, CAFÉ FOOTBALL LIMITED AND ORCHID LEISURE LIMITED

*Unless otherwise defined or the context otherwise requires, all terms used herein have the same meanings as defined in the circular to the shareholders of the Company ("Shareholders") dated 29 October 2015 ("Circular"). For the purpose of our IFA Letter, where applicable, we have used the foreign exchange rate of £1.00 : S\$2.1692 on 27 August 2015, being the Announcement Date, and as used in the Announcement and the Circular. The above foreign exchange rate is extracted from published information by Bloomberg L.P. and is provided solely for information only.*

#### 1. INTRODUCTION

1.1 On 27 August 2015 ("**Announcement Date**"), the Board of Directors ("**Board**") of Rowsley Ltd. ("**Company**", together with its subsidiaries, "**Group**") announced, *inter alia*, that the Group had on the same day, entered into the following sale and purchase agreements (each, an "**SPA**", collectively, "**SPAs**") to acquire the following companies:

- (1) a 75.0% shareholding interest in GG Collections Private Limited ("**GG Collections**") from the GG Collections Vendors (including Kestrel Investments Pte. Ltd. ("**Kestrel**")) for a purchase consideration of £5,050,100 in cash and an extension of an interest free loan of £499,900 to GG Collections ("**GG Collections Acquisition**");
- (2) a 75.0% shareholding interest in Café Football Limited ("**Café Football**") from Orchid Leisure Limited ("**Orchid Leisure**") for a purchase consideration of £0.75 in cash and an extension of an interest free loan of £449,999.25 to Café Football ("**Café Football Acquisition**"); and
- (3) a 75.0% shareholding interest in Orchid Leisure (post-restructuring) from the Orchid Leisure Vendors (including Incanto Investments Limited ("**Incanto**")) for a purchase consideration of £11,134,026 in cash and an extension of an interest free loan of £11,965,974 to Orchid Leisure ("**Orchid Leisure Acquisition**"),

(collectively, "**Proposed Acquisitions**"). Each of the Proposed Acquisitions are inter-conditional upon each other.

1.2 Orchid Leisure, through its wholly-owned subsidiary, Old Trafford Supporters Club Limited ("**Old Trafford Supporters Club**"), owns Hotel Football in Manchester ("**Hotel Football**"). Café Football owns Café Football, London ("**Café Football**").

---

## APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS

---

**1.3** GG Collections, through its subsidiary, GG Hospitality Management Limited ("**GG Hospitality**"), is in the business of managing and growing hotel and restaurant chains, both in the United Kingdom and overseas. GG Hospitality manages Hotel Football as well as Café Football. As at the Announcement Date, GG Collection owned 95.0% of GG Hospitality. The remaining 5.0% of GG Hospitality was owned by Mr Stuart Procter who was the then Managing Director of GG Hospitality. In connection with Mr Stuart Procter's subsequent resignation, GG Hospitality had, pursuant to its Articles of Association, on 15 October 2015, bought back and cancelled Mr Stuart Procter's 5.0% shareholding for a consideration of £5.00. As such, GG Hospitality became a wholly-owned subsidiary of GG Collection.

**1.4** Kestrel is an exempt private limited company incorporated in Singapore with a paid-up share capital of S\$1.00 comprising one (1) ordinary share which is held by Mr Lim Eng Hock ("**Mr Peter Lim**"). Incanto is a wholly-owned subsidiary of Kestrel. Incanto, in turn, owns 57.3% of the issued shares in Orchid Leisure (before restructuring) and 50.0% of the issued shares of Orchid Leisure (post-restructuring). Pursuant to Chapter 9 of the Listing Manual, Kestrel, Incanto and Orchid Leisure are deemed to be associates of Mr Peter Lim.

Pursuant to the Listing Manual, Mr Peter Lim is considered as the controlling shareholder of the Company as he has a deemed interest of 49.04% of the issued shares of the Company ("**Shares**") through his deemed interests in Jovina Investments Limited, Bellton International Limited, Garville Pte Ltd and Garville (Hong Kong) Limited.

**1.5** As such, Mr Peter Lim is deemed an interested person as defined under Chapter 9 of the Listing Manual ("**Interested Person**", and together with his associates, "**Interested Persons**"). Accordingly, the Proposed Acquisitions with respect to the purchases from the Interested Persons (namely, Kestrel, Orchid Leisure and Incanto) are deemed as interested person transactions (each an "**Interested Person Transaction**", collectively, "**Interested Person Transactions**").

**1.6** In accordance with Chapter 9 of the Listing Manual, Shareholders' approval must be obtained for any Interested Person Transaction of a value equal to or more than 5.0% of the Group's latest audited net tangible assets ("**NTA**") or when aggregated with other Interested Person Transactions with the same Interested Person during the same financial period, the value is equal to or more than 5.0% of the Group's latest audited NTA. In obtaining such approval, pursuant to Rule 919 of the Listing Manual, the Interested Persons are required to abstain from voting on the resolution approving the Interested Person Transaction.

**1.7** Based on the Group's latest audited accounts for the financial year ended 31 December 2014 ("**FY2014**"), the Group's audited NTA amounted to S\$380.89 million. The aggregate value of the Proposed Acquisitions (calculated to include both the cash consideration and the extension of loans) amounts to £29.10 million (approximately S\$63.12 million). Of the £29.10 million payable by the Company in relation to the Proposed Acquisitions, £19.55 million (approximately S\$42.41 million) is payable to the Interested Persons (i.e. Kestrel, Orchid Leisure and Incanto) and represents approximately 11.1% of the Group's latest audited NTA. Pursuant to the Listing Manual, the Interested Person Transactions are subject to the approval of the Company's independent shareholders ("**Independent Shareholders**") at an extraordinary general meeting ("**EGM**") to be convened.

Mr Peter Lim and his associates, including Jovina Investments Limited, Bellton International Limited, Garville Pte Ltd and Garville (Hong Kong) Limited, will abstain from voting on each of the ordinary resolutions pertaining to the Interested Person Transactions at the EGM in respect of their entire shareholding interests in the Company.

**1.8** In compliance with the requirements of Chapter 9 of the Listing Manual, Provenance Capital Pte. Ltd. ("**Provenance Capital**") has been appointed as the independent financial adviser ("**IFA**") to render an opinion on whether the Interested Person Transactions are on normal commercial terms and are not prejudicial to the interests of the Company and its Independent Shareholders.

---

## APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS

---

- 1.9 Mr Chiang Chie Foo, who is the Non-Executive Non-Independent Chairman of the Company, Mr Tan Wee Tuck, who is an Executive Director and the Group Chief Financial Officer of the Company, and Dr Wong Chiang Yin, who is a Non-Executive Non-Independent Director of the Company, are nominees of Mr Peter Lim on the Board. In addition, Mr Tan Wee Tuck is a nephew of Mr Peter Lim. As such, Mr Chiang Chie Foo, Mr Tan Wee Tuck and Dr Wong Chiang Yin are deemed to be associates of Mr Peter Lim and will abstain from making any recommendation on the Interested Person Transactions as Directors of the Company.

Mr Lock Wai Han, an Executive Director and the Group Chief Executive Officer, has been appointed as a non-independent non-executive director of another company in which Mr Peter Lim has an interest. Although there is no conflict of interest, for good corporate governance, Mr Lock Wai Han has requested to abstain from making any recommendation on the Interested Person Transactions as a Director of the Company.

The remaining six Directors, namely, Mr Lai Huen Poh, Mr Ho Kiam Kheong, Dr Lam Lee G, Ms Claire Lee Suk Leng, Mr Chua Hwee Song and Mr Gary Ho Kuat Foong, are all deemed to be independent for the purpose of the Interested Person Transactions ("**Independent Directors**").

- 1.10 This letter ("**Letter**") is addressed to the Independent Directors and sets out, *inter alia*, our evaluation and opinion on the Interested Person Transactions. This Letter forms part of the Circular to Shareholders which provides, *inter alia*, the details of the Interested Person Transactions and the recommendation of the Independent Directors thereon.

### 2. TERMS OF REFERENCE

We have been appointed as the IFA to advise the Independent Directors in respect of the Interested Person Transactions. We are not and were not involved or responsible, in any aspect, of the negotiations in relation to the Interested Person Transactions nor were we involved in the deliberations leading up to the decision on the part of the Directors to propose the Interested Person Transactions, and we do not, by this Letter, warrant the merits of the Interested Person Transactions other than to express an opinion on whether the Interested Person Transactions are on normal commercial terms and are not prejudicial to the interests of the Company and its Independent Shareholders.

It is not within our terms of reference to evaluate or comment on the legal, strategic, commercial and financial merits and/or risks of the Interested Person Transactions or to compare their relative merits *vis-à-vis* alternative transactions previously considered by the Company (if any) or that may otherwise be available to the Company currently or in the future, and we have not made such evaluation or comment. Such evaluation or comment, if any, remains the sole responsibility of the Directors and/or the management of the Company ("**Management**") although we may draw upon the views of the Directors and/or the Management or make such comments in respect thereof (to the extent deemed necessary or appropriate by us) in arriving at our opinion as set out in this Letter.

In the course of our evaluation, we have held discussions with the Directors and Management and/or their professional advisers and have examined and relied on publicly available information collated by us as well as information provided and representations made to us, both written and verbal, by the Directors, the Management and the professional advisers of the Company, including information contained in the Circular. We have not independently verified such information or representations, whether written or verbal, and accordingly cannot and do not make any representation or warranty, express or implied, in respect of, and do not accept any responsibility for the accuracy, completeness or adequacy of such information or representations. Whilst care has been exercised in reviewing the information on which we have relied on, we have not independently verified the information but nevertheless have made such reasonable enquiries and judgment as were deemed necessary and have found no reason to doubt the accuracy or reliability of the information and representations.

---

## APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS

---

The Directors (including those who may have delegated detailed supervision of the Circular) have confirmed that, having made all reasonable enquiries, to the best of their respective knowledge and belief, information and representations as provided by the Directors and Management are accurate and have confirmed to us that, upon making all reasonable enquiries and to their best knowledge and beliefs, all material information available to them in connection with the Proposed Acquisitions, the Interested Person Transactions, the Company and/or the Group have been disclosed to us, that such information is true, complete and accurate in all material respects and that there is no other information or fact, the omission of which would cause any information disclosed to us or the facts of or in relation to the Proposed Acquisitions, the Interested Person Transactions, the Company and/or the Group stated in the Circular to be inaccurate, incomplete or misleading in any material respect. The Directors have jointly and severally accepted full responsibility for such information described herein.

We have not independently verified and have assumed that all statements of fact, belief, opinion and intention made by the Directors in the Circular in relation to the Proposed Acquisitions and the Interested Person Transactions have been reasonably made after due and careful enquiry. Whilst care has been exercised in reviewing the information on which we have relied on, we have not independently verified the information but nevertheless have made such reasonable enquiries and judgment as were deemed necessary and have found no reason to doubt the accuracy or reliability of the information and representations.

Save as disclosed, we would like to highlight that all information relating to the Proposed Acquisitions, the Interested Person Transactions, the Company and the Group that we have relied upon in arriving at our recommendation or advice has been obtained from publicly available information and/or from the Directors and the Management. We have not independently assessed and do not warrant or accept any responsibility as to whether the aforesaid information adequately represents a true and fair position of the financial, operational and business affairs of the companies involved in the Proposed Acquisitions, the Interested Person Transactions, the Company and/or the Group at any time or as at 26 October 2015, being the Latest Practicable Date as referred to in the Circular.

The scope of our appointment does not require us to conduct a comprehensive independent review of the business, operations or financial condition of the companies involved in the Proposed Acquisitions, the Interested Person Transactions, the Company and/or the Group, or to express, and we do not express, a view on the future growth prospects, value and earnings potential of the Company and/or the Group after the Proposed Acquisitions. Such review or comment, if any, remains the responsibility of the Directors and the Management, although we may draw upon their views or make such comments in respect thereof (to the extent required by the Listing Manual and/or deemed necessary or appropriate by us) in arriving at our advice as set out in this Letter. We have not obtained from the Company and/or the Group any projection of the future performance including financial performance of the companies involved in the Proposed Acquisitions, the Interested Person Transactions, the Company and/or the Group and further, we did not conduct discussions with the Directors and the Management on, and did not have access to, any business plan and financial projections of the companies involved in the Proposed Acquisitions, the Interested Person Transactions, the Company and/or the Group. In addition, we are not expressing any view herein as to the prices at which the Shares may trade or the future value, financial performance or condition of the Company and/or the Group, upon or after the Proposed Acquisitions or if the Proposed Acquisitions are not effected.

We have not made an independent evaluation or appraisal of the assets and liabilities of the companies involved in the Proposed Acquisitions, the Interested Person Transactions, the Company and/or the Group (including without limitation, property, plant and equipment).

In connection with the Proposed Acquisitions, the Company had commissioned the independent valuers to carry out a valuation of GG Hospitality and Hotel Football. We have been furnished with the following:

- (i) a business valuation report on GG Hospitality dated 4 September 2015 (“**GG Hospitality Valuation Report**”) prepared by BDO Advisory Pte. Ltd. (“**BDO**”).

---

## APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS

---

BDO had carried out an independent business valuation of GG Hospitality as at 30 June 2015 for the purpose of the GG Collections Acquisition. A copy of the summary of the GG Hospitality Valuation Report is set out in Appendix B to the Circular; and

- (ii) a valuation report on Hotel Football dated 7 September 2015 ("**Hotel Football Valuation Report**") prepared by Colliers International Specialist and Consulting UK LLP ("**Colliers**"). Colliers had carried out an independent valuation of Hotel Football as at 1 September 2015 for the purpose of the Orchid Leisure Acquisition. A copy of the valuation certificate for Hotel Football is set out in Appendix C to the Circular.

We are not experts in the evaluation or appraisal of the assets concerned and we have placed sole reliance on the GG Hospitality Valuation Report and the Hotel Football Valuation Report for such asset appraisals and have not made any independent verification of the contents thereof. In particular, we do not assume any responsibility to enquire about the basis of the valuation contained in the GG Hospitality Valuation Report and the Hotel Football Valuation Report or if the contents thereof have been prepared and/or included in the Circular in accordance with the requirements of the Listing Manual.

Our view as set out in this Letter is based upon the market, economic, industry, monetary and other conditions (if applicable) prevailing as of the Latest Practicable Date and the information provided and representations provided to us as of the Latest Practicable Date. In arriving at our view, with the consent of the Directors or the Company, we have taken into account certain other factors and have been required to make certain assumptions as set out in this Letter. We assume no responsibility to update, revise or reaffirm our opinion in light of any subsequent development after the Latest Practicable Date that may affect our opinion contained herein. Shareholders should further take note of any announcements relevant to the Proposed Acquisitions which may be released by the Company after the Latest Practicable Date.

In rendering our advice and giving our recommendations, we did not have regard to the specific investment objectives, financial situation, tax position, risk profiles or unique needs and constraints of any Independent Shareholder or any specific group of the Independent Shareholders. As each Independent Shareholder would have different investment objectives and profiles, we recommend that any individual Independent Shareholder or group of Independent Shareholders who may require specific advice in relation to his or their investment portfolio(s) or objective(s) consult his or their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

The Company has been separately advised by its own professional advisers in the preparation of the Circular (other than this Letter). We have had no role or involvement and have not and will not provide any advice (financial or otherwise) in the preparation, review and verification of the Circular (other than this Letter). Accordingly, we take no responsibility for and express no views, whether express or implied, on the contents of the Circular (other than this Letter).

Whilst a copy of this Letter may be reproduced in the Circular, neither the Company, the Directors nor any other persons may reproduce, disseminate or quote this Letter (or any part thereof) for any purposes other than for the purposes of the Shareholders' resolution in relation to the Interested Person Transactions at any time and in any manner without the prior written consent of Provenance Capital in each specific case.

We have prepared this Letter for the use of the Independent Directors in connection with their consideration of the Interested Person Transactions and their advice to the Independent Shareholders arising thereof. The recommendations made to the Independent Shareholders in relation to the Interested Person Transactions remain the sole responsibility of the Independent Directors.

**Our opinion in relation to the Interested Person Transactions should be considered in the context of the entirety of this Letter and the Circular.**



---

## APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS

---

### 3. INFORMATION ON THE GROUP

The Company was incorporated in Singapore on 31 December 1999 under the name of asp Holdings Pte Ltd. It eventually changed its name to aspnetcentre Ltd on 20 June 2002 and was listed on the Mainboard of the SGX-ST on 10 July 2002. On 16 October 2003, the Company changed its name to Rowsley Ltd.

2014 marked a pivotal year for the Company as it completed the first full year of the Group's transformation from an investment holding company to an integrated real estate group. The Group is a multi-disciplinary lifestyle real estate group with capabilities in planning, architecture, engineering, investment and development. Its two major assets are a piece of land in southern Malaysia and RSP Architects Planners & Engineers (Pte) Ltd.

As at the Latest Practicable Date, the Company has an issued and paid-up share capital comprising 4,383.2 million Shares. Based on the last transacted Share price of S\$0.197 and the outstanding Shares as at the Latest Practicable Date, the market capitalisation of the Company is approximately S\$863.49 million.

The Company believes that the Proposed Acquisitions are in line with the Group's business as a multi-disciplinary lifestyle real estate group.

The Proposed Acquisitions have elements of Interested Persons Transactions as Mr Peter Lim is deemed to have an interest in certain vendors of the target companies to be acquired by the Group, namely Kestrel, Orchid Leisure and Incanto. The other vendors include former Manchester United football stars, Mr Gary Neville and Mr Ryan Giggs who are also part of a group of former football players popularly referred to as the "Class of 92".

In a separate announcement on the same Announcement Date, the Company also announced entering into a joint venture agreement ("**JVA**") with joint venture partners Mr Gary Neville, Mr Ryan Giggs and BCEGI (Hong Kong) Company Limited (part of the Beijing Construction Engineering Group), to develop an integrated property project in Manchester, United Kingdom called St. Michael's. St. Michael's is proposed to be a landmark city centre development project comprising retail, office, residential and luxury hotel components sited at a land parcel bounded by Jackson's Row, Bootle Street and Southmill Street. Under the JVA, the Company will, through its wholly-owned subsidiary, Rowsley (SM) Pte. Ltd., invest approximately £40.0 million for a 75.0% stake in the joint venture company. Mr Gary Neville, Mr Ryan Giggs and BCEGI (Hong Kong) Company Limited will have an interest of 2.0%, 2.0% and 21.0% respectively in the joint venture company. The gross development value of St. Michael's is estimated at £200.0 million.

The Proposed Acquisitions with a high presence in Manchester and the proposed St. Michael's project are the Group's expansion efforts to enter the Manchester market. The joint venture on St. Michael's is not an interested person transaction and hence not subject to Shareholders' approval at an EGM.

---

## APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS

---

### 4. THE PROPOSED ACQUISITIONS

- 4.1 Details of the Proposed Acquisitions are set out in Section 3 of the Circular. Salient terms of the Proposed Acquisitions are set out below:

#### ***GG Collections Acquisition***

GG Collections is owned by Kestrel (50.0%), Mr Gary Neville (38.0%) and Mr Ryan Giggs (12.0%), being the GG Collections Vendors. Pursuant to the GG Collections Acquisition, the Company will acquire Kestrel's entire 50.0% interest in GG Collections, 19.0% from Mr Gary Neville and 6.0% from Mr Ryan Giggs for a cash consideration of £5,050,100 and an extension of an interest free loan of £499,900 to GG Collections. Upon completion of the GG Collections Acquisition, GG Collections will be owned by the Company (75.0%), Mr Gary Neville (19.0%) and Mr Ryan Giggs (6.0%). The interest free loan from the Company will be used to repay in full the shareholders' loans from the GG Collections Vendors: Kestrel (£333,283), Mr Gary Neville (£126,629) and Mr Ryan Giggs (£39,988).

Kestrel is wholly-owned by Mr Peter Lim.

As mentioned in Section 1.3 of this Letter, as at the Announcement Date, GG Collection owned 95.0% of GG Hospitality. The remaining 5.0% of GG Hospitality was owned by Mr Stuart Procter who was the then Managing Director of GG Hospitality. On 15 October 2015, GG Hospitality bought back and cancelled Mr Stuart Procter's 5.0% shareholding. Accordingly, GG Hospitality became a wholly owned subsidiary of GG Collection.

GG Hospitality manages Hotel Football as well as Café Football.

#### ***Café Football Acquisition***

Café Football is wholly-owned by Orchid Leisure. Orchid Leisure is deemed to be an associate of Mr Peter Lim.

Orchid Leisure has extended loans of £1,200,000 to Café Football which were funded ultimately by Incanto (£600,000), Mr Gary Neville (£300,000) and Mr Ryan Giggs (£300,000). Pursuant to the Café Football Acquisition, Rowsley (CFL) Pte. Ltd. ("**Rowsley CFL**"), an indirect wholly-owned subsidiary of the Company, Mr Gary Neville and Mr Ryan Giggs will acquire 75.0%, 12.5% and 12.5% respectively, totalling 100.0%, of the interest in Café Football from Orchid Leisure for a total consideration of £1.00. Rowsley CFL, Mr Gary Neville and Mr Ryan Giggs will also extend interest free loans of £449,999.25, £74,999.88 and £74,999.88 respectively, totalling £599,999, to Café Football which will, together with its internal resources of £1, be used to repay half of the £1,200,000 loans from Orchid Leisure. Orchid Leisure will, in turn, repay the loans to Incanto (£299,999.50), Mr Gary Neville (£149,999.75) and Mr Ryan Giggs (£149,999.75). The remaining £600,000 loans owing by Café Football to Orchid Leisure (which is ultimately owing to Incanto, Mr Gary Neville and Mr Ryan Giggs) shall be waived by Orchid Leisure and these respective ultimate lenders.

Incanto is wholly-owned by Kestrel, which is in turn wholly-owned by Mr Peter Lim.

Café Football owns the restaurant, Café Football.

#### ***Orchid Leisure Acquisition***

Orchid Leisure (before restructuring) is owned by Incanto (57.3%), Mr Gary Neville (28.7%) and Mr Ryan Giggs (14.0%). Orchid Leisure in turn owns 87.2% of Old Trafford Supporters Club and the remaining 12.8% of Old Trafford Supporters Club is owned equally by Mr Philip Neville, Mr Paul Scholes and Mr Nicholas Butt, also former Manchester United footballers and part of the "Class of 92".

Pursuant to the restructuring of Orchid Leisure, Old Trafford Supporters Club will become a wholly-owned subsidiary of Orchid Leisure as Mr Philip Neville, Mr Paul Scholes and



---

## APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS

---

Mr Nicholas Butt will sell their entire 12.8% shareholding interest in Old Trafford Supporters Club in exchange for their 12.8% shareholding interest in Orchid Leisure to be held equally by Mr Philip Neville, Mr Paul Scholes and Mr Nicholas Butt. As a result, Orchid Leisure (post restructuring) will be owned by Incanto (50.0%), Mr Gary Neville (25.0%), Mr Ryan Giggs (12.2%) and remaining 12.8% owned equally by Mr Philip Neville, Mr Paul Scholes and Mr Nicholas Butt. The terms of the restructuring of Orchid Leisure were agreed among themselves.

In addition, pursuant to the restructuring, the shareholders' loans of £1,141,974 extended equally by Mr Philip Neville (£380,658), Mr Paul Scholes (£380,658) and Mr Nicholas Butt (£380,658) to Old Trafford Supporters Club will be assigned to Orchid Leisure and Orchid Leisure will then owe these same amount of loans to Mr Philip Neville, Mr Paul Scholes and Mr Nicholas Butt. The existing shareholders of Orchid Leisure (before restructuring) have also extended loans to Orchid Leisure, namely Incanto (£6,206,727), Mr Gary Neville (£3,103,413) and Mr Ryan Giggs (£1,513,860), totalling £10,824,000.

As mentioned under Café Football Acquisition above, Orchid Leisure also extended £1,200,000 to Café Football. As the repayment to the above £1,200,000 loan is separately arranged to be repaid directly to the ultimate lenders, pursuant to the Orchid Leisure Acquisition, the repayment of the shareholders' loans referred to in the paragraph below does not include this £1,200,000.

Pursuant to the Orchid Leisure Acquisition, Rowsley (HFM) Pte. Ltd. ("**Rowsley HFM**"), an indirect wholly-owned subsidiary of the Company, will acquire Incanto's entire 50.0% interest in Orchid Leisure, 12.5% from Mr Gary Neville and 6.1% from Mr Ryan Giggs, and an aggregate of 6.3% of the shareholding interests from Mr Philip Neville, Mr Paul Scholes and Mr Nicholas Butt ("**Orchid Leisure Vendors**"), for a cash consideration of £11,134,026 and an extension of an interest free loan by Rowsley HFM of £11,965,974 to Orchid Leisure. Upon completion of the Orchid Leisure Acquisition, Orchid Leisure will be owned by Rowsley HFM (75.0%), Mr Gary Neville (12.5%), Mr Ryan Giggs (6.1%) and 6.3% collectively by Mr Philip Neville, Mr Paul Scholes and Mr Nicholas Butt. The interest free loan from Rowsley HFM will be used to repay in full the shareholders' loans from the Orchid Leisure Vendors, that is, Incanto (£6,206,727), Mr Gary Neville (£3,103,413), Mr Ryan Giggs (£1,513,860), Mr Philip Neville (£380,658), Mr Paul Scholes (£380,658) and Mr Nicholas Butt (£380,658), totalling £11,965,974.

Old Trafford Supporters Club owns Hotel Football in Manchester.

### **Summary**

A summary of the payments to be made by the Group for the acquisitions of the 75.0% shareholding interests in each of GG Collections, Café Football and Orchid Leisure is set out in the table below:

Payment by the Group	Purchase consideration (£)	Extension of loans (£)	Total (£)
GG Collections	5,050,100	499,900	5,550,000
Café Football	0.75	449,999.25	450,000
Orchid Leisure	11,134,026	11,965,974	23,100,000
<b>Total</b>	<b>16,184,126.75</b>	<b>12,915,873.25</b>	<b>29,100,000</b>
<b>S\$ equivalent</b>	<b>35,106,608</b>	<b>28,017,112</b>	<b>63,123,720</b>

The purchase consideration and extension of loans for each of the Proposed Acquisitions were arrived at based on arm's length negotiations between the Group and each of the GG Collections Vendors in respect of the GG Collections Acquisition, Orchid Leisure in respect of the Café Football Acquisition and Orchid Leisure Vendors in respect of the Orchid Leisure Acquisition after taking into account, *inter alia*, the prevailing market conditions, the business

---

## APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS

---

valuation of GG Hospitality, valuation of the Hotel Football and the adjusted net asset value of Café Football after taking into consideration the waiver of certain shareholders' loans to Café Football as detailed in Section 6.1 of this Letter.

We note that with respect to the Proposed Acquisitions, the Group and/or other investors chose to invest in the target companies by way of a mix of equity and shareholders' loans. As these shareholders' loans are unsecured, non-interest bearing and no fix term of repayment, we have therefore analysed the terms of each of the Proposed Acquisitions based on the total payment (comprising the purchase consideration and the extension of loans) made by the Group for the share of their equity interests in each of the target companies to be acquired for the purpose of evaluating and opining on whether the Interested Person Transactions are on normal commercial terms and are not prejudicial to the interests of the Company and its Independent Shareholders.

Of the total amount payable by the Group to the respective vendors of £29.1 million, £19.55 million is payable to the Interested Persons (i.e. Kestrel, Orchid Leisure and Incanto). Details of the Interested Person Transactions by value are as follows:

	Payment to the Interested Persons	Total amount payable (£)
GG Collections Acquisition	Kestrel	3,700,000
Café Football Acquisition	Orchid Leisure	450,000
Orchid Leisure Acquisition	Incanto	15,400,000
<b>Total</b>		<b>19,550,000</b>
<b>S\$ equivalent</b>		<b>42,407,860</b>

### 4.2 Settlement of the Consideration

The consideration payable to each of the respective vendors under each of the Proposed Acquisitions and the loans to be advanced to each of GG Collections, Café Football and Orchid Leisure will be made in cash on Completion.

### 4.3 Conditions Precedent

The Interested Person Transactions are, *inter alia*, subject to the approval from Independent Shareholders at the EGM.

### 4.4 Inter-conditionality of the Proposed Acquisitions

If any of the Interested Person Transactions are not approved by the Independent Shareholders at the EGM, none of the IPTs will proceed. Thus, by extension, none of the Proposed Acquisitions will proceed.

---

## APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS

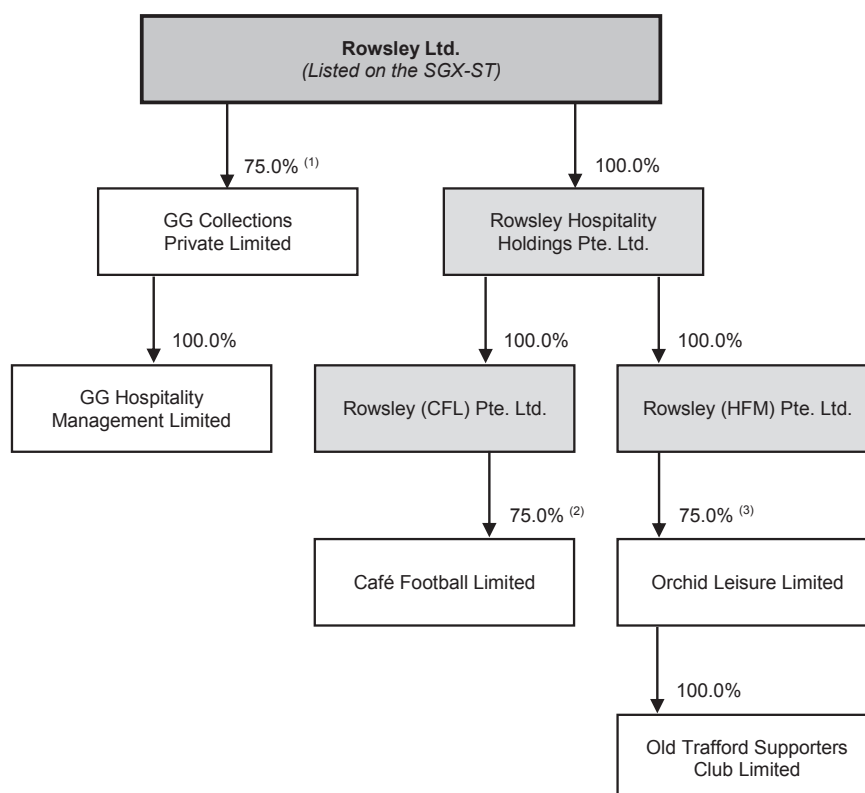
---

### 4.5 Group Structure of the Proposed Acquisitions

The Company has a wholly-owned intermediate holding company, Rowsley Hospitality Holdings Pte. Ltd. (“**Rowsley Hospitality**”), which in turn holds the Group’s 100.0% interest in each of Rowsley CFL and Rowsley HFM.

Pursuant to the Café Football Acquisition and the Orchid Leisure Acquisition, Rowsley CFL and Rowsley HFM will then own 75.0% of Café Football and 75.0% of Orchid Leisure respectively. Pursuant to the GG Collections Acquisition, the Company will own 75.0% of GG Collections directly.

The shareholding structure with respect to the target companies to be acquired will be as follows after the Completion of the Proposed Acquisitions:



**Notes:**

- (1) The remaining shareholders in GG Collections are: Mr Gary Neville (19.0%) and Mr Ryan Giggs (6.0%);
- (2) The remaining shareholders in Café Football are: Mr Gary Neville (12.5%) and Mr Ryan Giggs (12.5%); and
- (3) The remaining shareholders in Orchid Leisure are: Mr Gary Neville (12.5%), Mr Ryan Giggs (6.1%) and Mr Philip Neville, Mr Paul Scholes and Mr Nicholas Butt (collectively, 6.3%).

---

## APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS

---

### 5. THE GG COLLECTIONS ACQUISITION

#### 5.1 Information on GG Collections and GG Hospitality

GG Collections is a private limited company incorporated in Singapore on 17 September 2012 with an issued and paid-up share capital of £100.00 comprising 100 ordinary shares which are held by Kestrel (50 shares), Mr Gary Neville (38 shares) and Mr Ryan Giggs (12 shares). Kestrel is wholly-owned by Mr Peter Lim.

The principal activity of GG Collections is to establish, own, enhance, lease and franchise of brands and services, and provision of hospitality (hotels, serviced apartments and restaurants) management services. GG Collections owns the trademark and logo of Hotel Football and Café Football.

GG Collections has a 100.0% shareholding interest in GG Hospitality. GG Hospitality is a private limited company incorporated in the United Kingdom on 28 September 2012, with an issued and paid-up share capital of £95.00 comprising 95 ordinary shares which are all held by GG Collections. GG Hospitality provides management and consultancy services to the hospitality sector.

We note that GG Collections' main operation is through GG Hospitality, which manages Hotel Football and Café Football. GG Collections funds its operations mainly through shareholders' loans of £499,900 from Kestrel (£333,283), Mr Gary Neville (£126,629) and Mr Ryan Giggs (£39,988).

Pursuant to the GG Collections Acquisition, the existing shareholders' loans will be fully repaid and replaced by the shareholders' loan of £499,900 from the Company to GG Collections. Pursuant to the GG Collections Acquisition, the Company will acquire a 75.0% shareholding interest in GG Collections by acquiring GG Collections shares from Kestrel (50 shares), Mr Gary Neville (19 shares) and Mr Ryan Giggs (6 shares) for a total cash consideration of £5,050,100.

The breakdown of the cash consideration payable and the loans repayable by the Company to each of the GG Collections Vendors are as follows:

GG Collections Vendors	No. of GG Collections Shares	Shareholding in GG Collections (%)	Cash Consideration (£)	Loans repayment (£)	Total payment (£)	Total payment per GG Collections Share (£)
Kestrel	50	50.0	3,366,717	333,283	3,700,000	74,000
Mr Gary Neville	19	19.0	1,279,371	126,629	1,406,000	74,000
Mr Ryan Giggs	6	6.0	404,012	39,988	444,000	74,000
<b>Total</b>	<b>75</b>	<b>75.0</b>	<b>5,050,100</b>	<b>499,900</b>	<b>5,550,000</b>	<b>74,000</b>

From the table above, we note that the Company is acquiring the 75.0% equity interest in GG Collections at the same price of £74,000 per GG Collections share from each of the GG Collections Vendors.

---

## APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS

---

### 5.2 Selected financial information of the GG Collections and GG Hospitality

GG Collections' financial year end is 31 December while GG Hospitality's financial year end is 30 June. GG Collections' audited financial statements are not prepared on a consolidated basis as the parent company of GG Collections and its other owners do not object to GG Collections not presenting consolidated financial statements. We have thus evaluated the separate financial information of GG Collections and GG Hospitality.

#### ***GG Collections***

For the financial year ended 31 December 2014, GG Collections is in a negative net worth position of £59,864 as its total liabilities exceeded its total assets by £59,864 as at 31 December 2014. Total liabilities of £503,902 are represented mainly by shareholders' loans and total assets of £444,038 comprise mainly cash and a loan receivable from GG Hospitality. The audited financial statements of GG Collections were prepared on a going concern basis on the basis that shareholders of GG Collections have agreed to provide continuing financial support to GG Collections to meet its liabilities as and when they fall due. GG Collections has minimal activities and had reported losses of £58,773 and £1,191 for the financial years ended 31 December 2013 and 31 December 2014 respectively.

For the half year ended 30 June 2015, profile of the financials of GG Collections is similar to 31 December 2014. Based on unaudited management's financial information on GG Collections, GG Collections reported losses of £7,440 for the half year ended 30 June 2015 and is in a negative net worth position of £67,303.

#### ***GG Hospitality***

GG Hospitality's financial statements for the financial year ended 30 June 2014 were not audited as it is exempted from audit under Section 477 of the Companies Act 2006 (of England and Wales) relating to small companies. The financial statements of GG Hospitality were also prepared on a going concern basis as GG Hospitality is supported by GG Collections.

For the financial year ended 30 June 2014, GG Hospitality is in a negative net worth position of £217,061 as at 30 June 2014 as total liabilities exceeded total assets by £217,061. Total liabilities of £310,981 are represented by loans from GG Collections and total assets of £93,920 comprise mainly cash and trade debtors. For the financial years ended 30 June 2013 and 2014, GG Hospitality had achieved turnover of £25,728 and £166,794, but reported losses of £77,499 and £139,662 respectively for its first two years of operations. For the financial year ended 30 June 2015, GG Hospitality reported losses of £100,046 and its negative equity position had increased to £317,106 as at 30 June 2015.

#### ***Proforma GG Collections Group***

For the purpose of the GG Collections Acquisition, Management had provided us with the proforma consolidated financial statements of GG Collections which includes GG Hospitality ("**GG Collections Group**"). For the half year ended 30 June 2015, the GG Collections Group reported attributable losses of £56,517 on turnover of £129,998 and its equity is in a negative position of £384,414 as at 30 June 2015 after adjusting for the cancellation of Mr Stuart Procter's 5.0% shareholding as mentioned in Sections 1.3 and 4.1 of this Letter.

---

## APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS

---

### 5.3 Independent Business Valuation of GG Hospitality

As GG Hospitality is the main operating entity of the GG Collections Group, in connection with the GG Collections Acquisition, the Company had engaged BDO as the valuer to provide an independent view of the fair market value of GG Hospitality as at 30 June 2015. The summary of the business valuation of GG Hospitality dated 4 September 2015 is attached as Appendix B to the Circular.

#### Valuation methodology and summary results

The standard of value that BDO have adopted is the “fair market value” which is defined as “*the price, expressed in terms of cash equivalents, at which property would change hands between a hypothetical willing and able buyer and a hypothetical willing and able seller, acting at arms-length in an open and unrestricted market, when neither is under compulsion to buy or sell and when both have reasonable knowledge of the relevant facts*”.

In arriving at the valuation results, BDO had adopted the income approach, using the discounted cash flow (“**DCF**”) methodology, as the primary valuation approach to value GG Hospitality for the following reasons:

- the value proposition of GG Hospitality is primarily income driven and being a relatively young company, its valuation will be derived mainly from future growth. The DCF methodology will better reflect a valuation that is based on income derived from future plans and growth of GG Hospitality;
- the general insufficiency of information available on precedent transactions completed in the recent past, of companies with similar characteristics as GG Hospitality; and
- the lack of publicly traded companies with similar characteristics to GG Hospitality.

Under this approach and methodology, BDO first required GG Hospitality management to project the free cash flows of the GG Hospitality business for the period from the financial years ending 30 June 2016 to 30 June 2020 and also attribute a terminal value at the end of the projection period. The projected cash flows are primarily those from revenue streams pertaining to the cafés and hotels listed below (existing or being developed) that GG Hospitality is managing or is in discussions to be managing:

- (a) “Café Football” in London, UK;
- (b) “Hotel Football” in Manchester, UK;
- (c) “Stock Exchange” in Manchester, UK;
- (d) “Jackson’s Row” in Manchester, UK;
- (e) “FASTrack” in Iskandar, Malaysia; and
- (f) “Valencia” in Valencia, Spain.

---

## APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS

---

BDO then factored in appropriate discounts for key man risks and probability of failure and discounted the projected cash flows of each revenue stream using appropriate discount rates to derive the likely value range of the equity value of GG Hospitality through sensitivity analysis. The results are summarised below:

£ 'million	Base Case	Worst Case	Best Case
Equity Value	8.59	6.84	10.81

We note that BDO's valuation range for GG Hospitality is quite wide, the Base Case valuation of £8.59 million is approximately 25.6% higher than the Worst Case basis and the Best Case valuation of £10.81 million is approximately 25.8% higher than the Base case scenario.

BDO also used the comparable companies' analysis to triangulate the derived valuation results for cross checking purposes. The comparable companies are:

- (i) PPHE Hotel Group LTD;
- (ii) Dalata Hotel Group PLC;
- (iii) Actions Hotel PLC;
- (iv) Elegant Hotels PLC; and
- (v) iBosses Corporation Ltd ("**iBosses**").

PPHE Hotel Group LTD, Dalata Hotel Group PLC, Actions Hotel PLC and Elegant Hotels PLC are hotels operating in the hospitality industry and they are all listed on the Alternative Investment Market ("**AIM**") of the London Stock Exchange.

iBosses is in the business of providing management and consultancy services to budding enterprises, in particular to entrepreneurs to help them progress efficiently from start-up to accessing the capital markets through IPOs. BDO is of the view that iBosses has a similar operating profile to GG Hospitality to be considered as comparable to GG Hospitality. iBosses was listed on the Australian Stock Exchange in August 2015 to raise capital through its IPO.

In the GG Hospitality Valuation Report, BDO had stated that a key value proposition of GG Hospitality is the expertise, industry network and experience of Mr Stuart Procter, its then Managing Director, who had since resigned. We note that BDO, in its valuation methodology, had taken into consideration the impact of the possibility of the departure of a key man and had factored in key man risks adjustments in its likely value range of the equity value of GG Hospitality.

---

## APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS

---

### 5.4 Implied Market Value of the GG Collections Group

Based on the financial information of the GG Collections Group, the GG Collections Group does not have much assets and its equity is negated by losses and supported by shareholders' loans. The valuation of the GG Collections Group is thus substantially dependent on the business valuation of GG Hospitality, the main operating entity of the GG Collections Group.

Based on BDO's equity valuation of GG Hospitality on the Base Case scenario, GG Collections' 100.0% equity interest in GG Hospitality is worth £8.59 million. After adjusting for the net liabilities position of the GG Collections Group of £384,414 as at 30 June 2015, the revalued NTA of the GG Collections Group is £8,205,584, representing £82,056 per GG Collections share, computed as follows:

<i>(as at 30 June 2015)</i>		£
Adjusted proforma net asset value of the GG Collections Group		(384,414)
Less: Intangible assets		(2)
Add: Equity value of investment in GG Hospitality		8,590,000
Revalued NTA of the GG Collections Group		8,205,584
Revalued NTA per GG Collections share		<b>£82,056</b>

Based on the above computations in Sections 5.1 and 5.4 of this Letter, the Company is acquiring the GG Collections shares at a discount of approximately 9.82% to the revalued NTA per GG Collections share as at 30 June 2015.



---

## APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS

---

### 6. THE CAFÉ FOOTBALL ACQUISITION

#### 6.1 Information on Café Football

Café Football is a private company incorporated in the United Kingdom on 16 June 2011 with an issued and paid up share capital of £1.00 comprising 1 ordinary share of £1.00 each, which is solely held by Orchid Leisure. The principal activity of Café Football is that of food service activities.

Café Football owns Café Football in London. Café Football is a 120 seat restaurant located in Stratford's Westfield shopping centre, east of London. The restaurant is close to the Olympic Stadium where West Ham United Football Club will be relocating to in 2016.

For the purpose of the Café Football Acquisition, prior to the completion of the Café Football Acquisition, the issued share capital of Café Football comprising 1 ordinary share of £1 will be sub-divided into 1,000 ordinary shares of £0.001 each (0.1 pence) ("**Café Football Shares**").

Pursuant to the Café Football Acquisition, Orchid Leisure will dispose of its entire interest in Café Football to Rowsley CFL (750 Café Football Shares), Mr Gary Neville (125 Café Football Shares) and Mr Ryan Giggs (125 Café Football Shares) based on the par value of the Café Football Shares of £0.001 each, totalling £1. Rowsley CFL is an indirect wholly-owned subsidiary of the Company.

Café Football funds its operations mainly through shareholders' loans of £1,200,000 from Orchid Leisure. As mentioned in Section 4.1 of this Letter, these shareholders' loans are ultimately funded by Incanto (£600,000), Mr Gary Neville (£300,000) and Mr Ryan Giggs (£300,000). Incanto is wholly-owned by Kestrel, which is in turn wholly-owned by Mr Peter Lim.

Pursuant to the Café Football Acquisition, Rowsley CFL, Mr Gary Neville and Mr Ryan Giggs will also extend interest free loans of £449,999.25, £74,999.88 and £74,999.88 respectively, totalling £599,999, to Café Football which will, together with its internal resources of £1.00, be used to repay half of the £1,200,000 loans from Orchid Leisure. Orchid Leisure will, in turn, repay the loans to Incanto (£299,999.50), Mr Gary Neville (£149,999.75) and Mr Ryan Giggs (£149,999.75). The remaining £600,000 loans owing by Café Football to Orchid Leisure (which is ultimately owing to Incanto, Mr Gary Neville and Mr Ryan Giggs) shall be waived by Orchid Leisure and these respective ultimate lenders. As a result, the existing shareholders' loans of £1,200,000 will be deemed fully repaid as £599,999 will be replaced with the shareholders' loans from Rowsley CFL, Mr Gary Neville and Mr Ryan Giggs, £1 repaid through internal resources and the balance £600,000 waived by Orchid Leisure and the ultimate lenders. The total amount payable by each of the purchasers of the Café Football Shares are as follows:

Purchasers of Café Football Shares	No. of Café Football Shares	Shareholding in Café Football	Cash consideration (£)	Share- holders' loans (£)	Total payment (£)	Total payment per Café Football Share (£)
Rowsley CFL	750	75.0%	0.750	449,999.25	450,000	600
Mr Gary Neville	125	12.5%	0.125	74,999.88	75,000	600
Mr Ryan Giggs	125	12.5%	0.125	74,999.88	75,000	600
<b>Total</b>	<b>1,000</b>	<b>100.0%</b>	<b>1.000</b>	<b>599,999.00<sup>(1)</sup></b>	<b>600,000</b>	<b>600</b>

**Note:**

(1) Does not add up due to rounding.

From the table above, we note that the Group and other investors, Mr Gary Neville and Mr Ryan Giggs, are acquiring their respective equity interests in Café Football at the same price of £600 per Café Football Share.

---

## APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS

---

### 6.2 Selected financial information of Café Football

Café Football's financial year end is 30 June. For the financial year ended 30 June 2014, the audited financial statements of Café Football are prepared on a going concern basis on the basis of financial support by its shareholder, Orchid Leisure. Café Football's restaurant operations only commenced in December 2013.

For the financial year ended 30 June 2014, Café Football achieved turnover of £692,284 but reported losses of £253,676. Café Football was also in a negative net worth position of £253,675 as its total liabilities exceeded total assets by £253,675 as at 30 June 2014. Total liabilities of £1,470,202 are represented mainly by shareholders' loans of £1,200,000 and total assets of £1,216,527 comprise mainly fixed assets of £820,379 and cash £251,907. Fixed assets relate to the fixtures, fittings and equipment for the restaurant, Café Football. The shareholders' loans are unsecured, non-interest bearing and repayable no later than the 7<sup>th</sup> anniversary of the date of the shareholders' loans.

Based on the unaudited management accounts of Café Football for the financial year ended 30 June 2015, Café Football achieved higher revenue of £1,256,893 and reported slightly lower losses of £220,259. However, as a result of the losses, Café Football's negative equity position increased to £473,932 as at 30 June 2015.

#### **Adjusted NTA of Café Football**

As a result of the waiver of the shareholders' loans of £600,000, the NTA of Café Football will be uplifted by the same amount. Café Football does not have any intangible assets. Hence, its net asset value is the same as its NTA. Café Football's negative NTA of £473,932 will become a positive adjusted NTA of £126,068 as at 30 June 2015, computed as follows:

<i>(as at 30 June 2015)</i>	£
NTA of Café Football	(473,932)
Add: waiver of shareholders' loans	600,000
Adjusted NTA of Café Football	126,068
Adjusted NTA per Café Football Share	<b>£126</b>

Based on the above computations in Sections 6.1 and 6.2 of this Letter, the Group and other investors, Mr Gary Neville and Mr Ryan Giggs, are acquiring the Café Football Shares at a premium at £600 per Café Football Share compared to the adjusted NTA per Café Football Share of £126.

## 7. THE ORCHID LEISURE ACQUISITION

### 7.1 Information on Orchid Leisure and Old Trafford Supporters Club

Orchid Leisure is a private limited company incorporated in the British Virgin Islands on 31 May 2011 with an issued and paid-up share capital of £1,000 comprising 1,000 shares, which are held by Incanto (573 Shares or 57.3%), Mr Gary Neville (287 Shares or 28.7%) and Mr Ryan Giggs (140 Shares or 14.0%). Incanto is wholly-owned by Kestrel, which, in turn, is wholly-owned by Mr Peter Lim.

Orchid Leisure is an investment holding company. Its main investments are the 100.0% equity interest in Café Football and 87.2% equity interest in Old Trafford Supporters Club.

Café Football owns the restaurant, Café Football. Café Football is proposed to be sold to the Group and other investors, namely Mr Gary Neville and Mr Ryan Giggs, pursuant to the Café Football Acquisition. Orchid Leisure's shareholders' loans to Café Football will be fully

---

## APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS

---

discharged through the repayment of the loans and the waiver of the remaining loans pursuant to the Café Football Acquisition as detailed in Section 6.1 of this Letter.

Old Trafford Supporters Club is a private limited company incorporated in the United Kingdom on 25 January 2011 with an issued and paid-up share capital of £160,550 comprising 160,550 ordinary shares of £1 each, which are held by Orchid Leisure (140,000 shares or 87.2%), Mr Philip Neville (6,850 shares or 4.27%), Mr Paul Scholes (6,850 shares or 4.27%) and Mr Nicholas Butt (6,850 shares or 4.27%).

Old Trafford Supporters Club's principal activity is to construct and trade a commercial complex including a hotel and supporters club. It owns the Hotel Football which is a newly built 133-room boutique hotel located directly adjacent to, in fact just 50 metres from, Manchester United Football Club's Old Trafford stadium at the intersection of Sir Matt Busby Way and Wharfside Way, Manchester, United Kingdom. Hotel Football commenced operations in March 2015.

### ***Restructuring of Orchid Leisure***

Prior to the Orchid Leisure Acquisitions, Orchid Leisure will undergo a restructuring exercise which involves, *inter alia*, the following:

- (a) the 1,000 Orchid Leisure shares will be sub-divided into 10,000 shares of £0.10 each ("**Orchid Leisure Shares**");
- (b) Orchid Leisure will issue 489 new Orchid Leisure Shares to each of Mr Philip Neville, Mr Paul Scholes and Mr Nicholas Butt in exchange for their 20,550 shares in Old Trafford Supporters Club. As a result, Orchid Leisure will own 100.0% shareholding interest in Old Trafford Supporters Club; Mr Philip Neville, Mr Paul Scholes and Mr Nicholas Butt will collectively own 12.8% of the enlarged issued share capital of Orchid Leisure; and the existing shareholders of Orchid Leisure will have their shareholdings in Orchid Leisure diluted slightly, as shown below:

Shareholders of Orchid Leisure	Before restructuring		Post restructuring	
	No. of Orchid Leisure Shares	%	No. of Orchid Leisure Shares	%
Incanto	5,730	57.3	5,730	49.97
Mr Gary Neville	2,870	28.7	2,870	25.02
Mr Ryan Giggs	1,400	14.0	1,400	12.21
Mr Philip Neville	-	-	489	4.26
Mr Paul Scholes	-	-	489	4.26
Mr Nicholas Butt	-	-	489	4.26
Total	10,000	100.0	11,467	100.00 <sup>(1)</sup>

**Note:**

- (1) Does not add up due to rounding.

- (c) The shareholders' loans extended by Mr Philip Neville, Mr Paul Scholes and Mr Nicholas Butt to Old Trafford Supporters Club aggregating £1,141,974 will be assigned to Orchid Leisure, in consideration of Orchid Leisure creating a debt of the same amount of £1,141,974 to these persons.

The terms of the restructuring of Orchid Leisure were agreed among Orchid Leisure, Mr Gary Neville, Mr Ryan Giggs, Mr Philip Neville, Mr Paul Scholes and Mr Nicholas Butt.

---

## APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS

---

### ***Orchid Leisure Acquisition***

Following the restructuring of Orchid Leisure and pursuant to the Orchid Leisure Acquisition, Incanto will dispose of its entire shareholding interest in Orchid Leisure to Rowsley HFM, while Mr Gary Neville, Mr Ryan Giggs, Mr Philip Neville, Mr Paul Scholes and Mr Nicholas Butt will each dispose of half of their respective shareholding interests in Orchid Leisure to Rowsley HFM, for an aggregate cash consideration of £11,134,026. Rowsley HFM will thereafter own 75.0% shareholding interest in Orchid Leisure and Mr Gary Neville, Mr Ryan Giggs, Mr Philip Neville, Mr Paul Scholes and Mr Nicholas Butt will collectively own the remaining 25.0% shareholding interest in Orchid Leisure.

Pursuant to the Orchid Leisure Acquisition, Rowsley HFM will also extend shareholders' loans of £11,965,974 to Orchid Leisure to repay in full all the existing shareholders' loans of Orchid Leisure. This comprises (a) the existing shareholders' loans from Incanto, Mr Gary Neville and Mr Ryan Giggs of £10,824,000; (b) the shareholders' loans from Mr Philip Neville, Mr Paul Scholes and Mr Nicholas Butt pursuant to the restructuring of Orchid Leisure; but excludes the £1,200,000 shareholders' loans in relation to Café Football which is to be settled directly between Café Football and the ultimate lenders of the loans as described in Section 6 of this Letter.

The total amount payable by the Company to each of the Orchid Leisure Vendors are as follows:

Orchid Leisure Vendors	No. of Orchid Leisure Shares	Shareholding in Orchid Leisure (%)	Cash Consideration (£)	Loans repayment (£)	Total payment (£)	Total payment per Orchid Leisure Share (£)
Incanto	5,730	50.0	9,193,273.00	6,206,727.00	15,400,000.00	2,687.61
Mr Gary Neville	1,435	12.5	265,587.00	3,103,413.00	3,369,000.00	2,347.74
Mr Ryan Giggs	700	6.1	332,993.66	1,513,860.00	1,846,853.66	2,638.36
Mr Philip Neville	245	2.1	447,390.78	380,658.00	828,048.78	3,379.79
Mr Paul Scholes	245	2.1	447,390.78	380,658.00	828,048.78	3,379.79
Mr Nicholas Butt	245	2.1	447,390.78	380,658.00	828,048.78	3,379.79
<b>Total</b>	<b>8,600</b>	<b>75.0</b>	<b>11,134,026.00</b>	<b>11,965,974.00</b>	<b>23,100,000.00</b>	<b>2,686.05</b>

From the table above, we note that overall, the Group is acquiring the 75.0% equity interest in Orchid Leisure at £2,686.05 per Orchid Leisure Share, which is approximately the same price of £2,687.61 per Orchid Leisure share that it will pay Incanto for its Orchid Leisure Shares. We note that the payment to the various Orchid Leisure Vendors varies on a per Orchid Leisure Share basis based on internal arrangements amongst the Orchid Leisure Vendors. On an overall basis, the payment to Incanto for its Orchid Leisure Shares at £2,687.61 per Orchid Leisure Share is similar to the payment to the rest of the five individual Orchid Leisure Vendors collectively for their Orchid Leisure Shares at £2,682.93 per Orchid Leisure Share.

### **7.2 Selected financial information of Orchid Leisure and Old Trafford Supporters Club**

#### ***Orchid Leisure***

Orchid Leisure as a company incorporated in the British Virgin Islands is not required to prepare audited financial statements. Orchid Leisure also does not prepare consolidated financial statements that includes Old Trafford Supporters Club. We have thus evaluated the separate financial information of Orchid Leisure and Old Trafford Supporters Club.

Orchid Leisure's financial year end is 31 December. As Orchid Leisure is an investment holding company, Orchid Leisure does not have any significant profit and loss statements. For the financial year ended 31 December 2014, Orchid Leisure reported losses of £604.

---

## APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS

---

Based on the unaudited balance sheet of Orchid Leisure as at 31 December 2014, Orchid Leisure was in a negative net worth position of £73 as its total liabilities exceeded total assets by £73. Total liabilities of £12,024,000 are represented entirely by shareholders' loans relating to Café Football (£1,200,000), Orchid Leisure (£100,000) and Old Trafford Supporters Club (£10,724,000). Total assets of £12,023,927 comprise mainly investments in Old Trafford Supporters Club (£2,950,000), and amount due from Old Trafford Supporters Club (£7,775,000) and Café Football (£1,200,000). The shareholders' loans are unsecured, non-interest bearing and repayable no later than the 7<sup>th</sup> anniversary of the date of the shareholders' loans.

Based on the unaudited balance sheet of Orchid Leisure as at 31 July 2015, Orchid Leisure's negative net worth position increased slightly to £847 due to losses incurred for the 7-month period ended 31 July 2015. The profile of the balance sheet of Orchid Leisure as at 31 July 2015 is similar to 31 December 2014.

### ***Old Trafford Supporters Club***

Old Trafford Supporters Club's financial year end is 30 June. For the financial year ended 30 June 2014, the audited financial statements of Old Trafford Supporters Club are prepared on a going concern basis on the basis of financial support by its shareholders as Old Trafford Supporters Club was expected to make operating losses until its asset under construction, Hotel Football, is completed. Hotel Football was completed and commenced operations in March 2015.

Hence, for the financial year ended 30 June 2014, Old Trafford Supporters Club did not generate any revenue and reported losses of £288,213.

As at 30 June 2014, Old Trafford Supporters Club had shareholders' equity of £124,815 represented by total assets of £15,114,618 and total liabilities of £14,989,803. Total assets were mainly represented by buildings (Hotel Football) of £13,189,834 and cash of £1,620,476. Total liabilities were represented by bank loans of £2,906,109 and shareholders' loans of £8,916,973. The shareholders' loans are unsecured, non-interest bearing and repayable no later than the 7<sup>th</sup> anniversary of the date of the shareholders' loans.

Based on the unaudited management accounts of Old Trafford Supporters Club for the financial year ended 30 June 2015, Old Trafford Supporters Club achieved revenue of £2,097,342 and reported lower losses of £157,282. As a result of the losses, Old Trafford Supporters Club's net equity position turned into a net liability position of £32,467 as its total liabilities exceeded total assets by £32,467. We note that as at 30 June 2015, total liabilities had increased to £21,622,607 due mainly to the increase in bank loans of £11,200,000 and total assets had also increased to £21,590,140 due mainly to the increase in fixed assets with the completion of the construction of Hotel Football.

### **7.3 Independent Valuation of Hotel Football**

In connection with the Orchid Leisure Acquisition and as Hotel Football is the main asset of Old Trafford Supporters Club, the Company had engaged Colliers to undertake a desktop valuation of the market value of the freehold interest in Hotel Football as at 1 September 2015. A copy of the valuation certificate for Hotel Football is set out in Appendix C to the Circular.

#### Valuation Methodology

Colliers had valued the property on the basis of "Market Value", which is defined as "*the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion*".

In completing the valuation of Hotel Football, Colliers had considered the following key attributes to the asset:

---

## APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS

---

- “• *Hotel Football is a unique property that is located directly adjacent to Manchester United Football Club’s Old Trafford stadium, a key source of income and profit to the hotel.*
- *In this context, Manchester United has one of the highest average home attendances in Europe, almost always reaching its capacity of 75,811, and a truly worldwide fan base estimated at 700 million, drawn from more than 200 officially recognised branches of the Manchester United Supporters Club from at least 24 countries in addition to the many unofficial supporters’ organisations.*
- *Manchester United was the second-richest football club in the world in 2013–14 with annual revenue of €518 million and the world’s second most valuable sports team in 2013, valued at \$3.165 billion.*
- *In June Manchester United was named the world’s most valuable football brand at \$1.2 billion and has recently signed a \$1.1 billion 10-year dual global sponsorship and licensing deal with Adidas that begins with the 2015-16 season.*
- *Manchester United is one of the most widely supported football teams in the world.”*

The overall methodology that Colliers had used for their valuations is to reflect the trading projections that have been prepared by Old Trafford Supporters Club then inflated from year three onwards at 2% per annum, in a DCF Model. Colliers had stated the following: “*This is the approach for a newly built hotel of this nature that has not yet traded to maturity we consider the market would adopt. It involves the capitalisation of the 10 year income stream discounted back to today’s date*”

Accordingly, Colliers are of the opinion that the market value of Hotel Football is £42.0 million.

### 7.4 Revalued NTA of Orchid Leisure

Management has represented to us that the computation of the revalued NTA of Orchid Leisure group (which includes Old Trafford Supporters Club) cannot be easily derived from the historical financial statements of Orchid Leisure and Old Trafford Supporters Club for various reasons:

- (a) Orchid Leisure does not prepare consolidated accounts;
- (b) Orchid Leisure is going through an internal restructuring and the effects are not reflected in the financial information of Orchid Leisure; and
- (c) Orchid Leisure is also disposing of Café Football and its shareholders’ loans are to be dealt with separately in accordance with the terms of the Café Football Acquisition.

We note, however, that after Orchid Leisure’s internal restructuring and the proposed disposal of Café Football pursuant to the Café Football Acquisition, Orchid Leisure’s main asset and operation will be through its 100%-owned Old Trafford Supporters Club, which owns and operates Hotel Football. Hotel Football commenced operations in March 2015. As a group, its only external debt is the bank borrowings of £11.2 million from The Hongkong and Shanghai Banking Corporation Limited (“**HSBC**”) as Old Trafford Supporters Club and Orchid Leisure are mainly funded by shareholders’ loans.

Hence, based on Colliers’ independent valuation of Hotel Football at £42.0 million and the bank borrowings of £11.2 million from HSBC, the equity value of Orchid Leisure is £30.8 million. The Group’s 75.0% equity interest in the Orchid Leisure group would amount to a valuation of £23.1 million.



---

## APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS

---

### 8. EVALUATION OF THE INTERESTED PERSON TRANSACTIONS

In our evaluation of the Interested Person Transactions, we have given due consideration to, *inter alia*, the following key factors:

- (a) rationale for the Proposed Acquisitions;
- (b) assessment of the Interested Person Transaction in respect of the GG Collections Acquisition;
- (c) assessment of the Interested Person Transaction in respect of the Café Football Acquisition;
- (d) assessment of the Interested Person Transaction in respect of the Orchid Leisure Acquisition;
- (e) financial effects of the Proposed Acquisitions; and
- (f) inter-conditionality of the Proposed Acquisitions.

#### 8.1 Rationale for the Proposed Acquisitions

It is not within our terms of reference to comment or express an opinion on the merits of the Proposed Acquisitions or the future prospects of the Group after the Proposed Acquisitions. Nevertheless, we have reviewed the rationale for the Proposed Acquisitions. The full text of the rationale for the Proposed Acquisitions is set out in Section 4 of the Circular and reproduced below in italics for your reference:

#### **“4. RATIONALE FOR AND BENEFITS OF THE PROPOSED ACQUISITIONS**

*The Company has developed a strategy to develop, acquire and manage good hospitality real estate in choice locations, so as to allow Shareholders to participate in both long-term capital appreciation and recurrent income through hotel earnings. Through the Proposed Acquisitions, the Company will be buying into a hotel management company to jumpstart its hospitality real estate strategy, a good hotel asset and a complementary café business.*

*Mr Gary Neville and Mr Ryan Giggs, two of Manchester United Football Club's longest serving and most well-known footballers, have successfully led a team of professionals to develop and open Hotel Football. A boutique hotel with 133 rooms and a presidential suite overlooking Old Trafford, Hotel Football opened to rave reviews in March 2015, with the New York Times listing it as a reason to visit Manchester. Hotel Football has been an income-producing hotel asset since its opening on 2 March 2015.*

*Manchester has seen tremendous growth in the past decade and this momentum is set to continue as more businesses see the city as a cost-effective alternative to London. It is also home to famous football clubs Manchester City and Manchester United which attract a huge worldwide football fan base. Hotel Football's close proximity to Old Trafford underpins its uniqueness and advantage in tapping into the fan base of the well-supported club.*

*The Proposed Acquisitions will benefit the Group in the following ways:*

- (a) *allow the Group to build a sustainable source of income through its hospitality real estate business;*
- (b) *enable the Group to enter the Manchester real estate market to tap on growing demand, limited supply and future capital appreciation and build a platform for the Company to further venture into real estate in the United Kingdom;*

---

## APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS

---

- (c) *strengthen the hospitality aspect of the Group's mixed development projects; and*
- (d) *diversify the geographical presence of its real estate development business beyond Iskandar, Malaysia."*

### **8.2 Assessment of the Interested Person Transaction in respect of the GG Collections Acquisition**

As described in Section 4.1 of this Letter, the Company's payment for the GG Collections Acquisition of £5,550,000 for the 75.0% interest in GG Collections is by way of a mix of equity and shareholders' loans, determined based on arm's length negotiations between the Company and the GG Collections Vendors, and after taking into account the prevailing market conditions and the valuation of GG Hospitality.

Based on our analysis in Section 5.1 of this Letter, the Company is acquiring the 50.0% equity interest in GG Collections at £74,000 per GG Collections share from Kestrel, an Interested Person. This is also the same price that the Company is paying for the acquisition of the additional 25.0% from the other GG Collections Vendors, Mr Gary Neville and Mr Ryan Giggs, who are considered as non-Interested Persons.

In addition, based on our analysis of the revalued NTA per GG Collections share after taking into account the Base Case business valuation of GG Hospitality in Sections 5.3 and 5.4 of this Letter, the Company's payment for the GG Collections shares at £74,000 per GG Collections is at discount of approximately 9.82% to the revalued NTA per GG Collections share as at 30 June 2015.

Following from the above, we are of the opinion that the Interested Person Transaction in respect of the GG Collections Acquisition is on normal commercial terms and not prejudicial to the interests of the Company and its Independent Shareholders.

### **8.3 Assessment of the Interested Person Transaction in respect of the Café Football Acquisition**

As with the GG Collections Acquisition, the Company's payment for the Café Football Acquisition of £450,000 for 75.0% interest in Café Football is also by way of a mix of equity and shareholders' loans, determined based on arm's length negotiations, and after taking into account the prevailing market conditions and the adjusted net asset value of Café Football as a result of the partial waiver of the shareholders' loans. The description of the Café Football Acquisition is set out in Sections 4.1 and 6 of this Letter.

Based on our analysis in Section 6.2 of this Letter, the Group and other investors, Mr Gary Neville and Mr Ryan Giggs, is acquiring the Café Football Shares at £600 per Café Football Share which is at a premium above the adjusted net asset value of £126 per Café Football Share.

We note that Café Football's operation is relatively small currently as it operates only one restaurant, Café Football and the restaurant only started operations in December 2013. Café Football is also fully supported by shareholders' loans as it has no external borrowings. After the partial waiver of the shareholders' loans, the adjusted NTA of Café Football is only £126,068 as at 30 June 2015. Hence, the implied valuation of Café Football of £600,000 (represented by the payment of £600 per Café Football Share for 1,000 Café Football Shares), represents the agreed upon premium that the investors, namely the Group, Mr Gary Neville and Mr Ryan Giggs, are prepared to pay for their shareholding interests in Café Football.

The Group is paying £600 per Café Football Share for its 75.0% interest in Café Football from Orchid Leisure, an Interested Person. This is also the same price that the other investors, Mr Gary Neville and Mr Ryan Giggs, who are considered as non-Interested Persons, are paying for each of their 12.5% interest in Café Football from Orchid Leisure.



---

## **APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS**

---

Following from the above, we are of the opinion that the Interested Person Transaction in respect of the Café Football Acquisition is on normal commercial terms and not prejudicial to the interests of the Company and its Independent Shareholders.

### **8.4 Assessment of the Interested Person Transaction in respect of the Orchid Leisure Acquisition**

As with the GG Collections Acquisition and Café Football Acquisition, the Company's payment for the Orchid Leisure Acquisition of £23.1 million for its 75.0% interest in Orchid Leisure is also by way of a mix of equity and shareholders' loans, determined based on arm's length negotiations between the Company and the Orchid Leisure Vendors, and after taking into account the prevailing market conditions and the valuation of Hotel Football, being the main asset of the Orchid Leisure Group. The description of the Orchid Leisure Acquisition is set out in Section 4.1 and 7 of this Letter.

Based on our analysis in Section 7.1 of this Letter, the Group is acquiring the 50.0% equity interest in Orchid Leisure at £2,687.61 per Orchid Leisure share from Incanto, an Interested Person. We note that the Group is acquiring the additional 25.0% equity interest from five individual Orchid Leisure Vendors at varying prices on a per Orchid Leisure share basis. However, payment per Orchid Leisure share basis could not be directly compared as Orchid Leisure and these 5 individual Orchid Leisure Vendors had to take into consideration the effects of the internal restructuring. Overall, the Group will be paying £2,686.05 per Orchid Leisure share for the 75.0% equity interest in Orchid Leisure which is similar to the payment of £2,687.61 per Orchid Leisure share to Incanto. The Company is therefore paying approximately the same price per Orchid Leisure share to Incanto as well as to other Orchid Leisure Vendors, who are considered as non-Interested Persons.

In addition, as mentioned in Section 7.4 of this Letter, the Group's payment for the 75.0% equity interest in the Orchid Leisure group is supported by the independent valuation of Hotel Football.

Following from the above, we are of the opinion that the Interested Person Transaction in respect of the Orchid Leisure Acquisition is on normal commercial terms and not prejudicial to the interests of the Company and its Independent Shareholders.

### **8.5 Financial effects of the Proposed Acquisitions**

Details on the financial effects of the Proposed Acquisitions on the Group are set out in Section 5 of the Circular and are based on the financial statements of the Group for FY2014, and the respective audited or management accounts of Café Football, GG Collections and Orchid Leisure. These proforma financial effects are for illustration purposes only and do not necessarily reflect the actual results and financial position of the Group after the completion of the Proposed Acquisitions.

The financial effects on the Group's net asset value are not significant from a historical perspective as the target companies' net asset values are low and they are funded mainly by shareholders' loans. The financial effects on the Group's earnings are also not significant as the target companies are either in their early phases of development or had commenced operations fairly recently.

### **8.6 Inter-conditionality of the Proposed Acquisitions**

It is pertinent to note that if any of the Interested Person Transactions are not approved by the Independent Shareholders at the EGM, none of the IPTs will proceed. Thus, by extension, none of the Proposed Acquisitions will proceed.

---

## APPENDIX A - LETTER FROM PROVENANCE CAPITAL PTE. LTD. TO THE RECOMMENDING DIRECTORS IN RELATION TO THE PROPOSED ACQUISITIONS

---

### 9. OUR OPINION

In arriving at our opinion in respect of the Interested Person Transactions, we have reviewed and examined all factors which we consider to be pertinent in our assessment, including the following key considerations:

- (a) rationale for the Proposed Acquisitions;
- (b) assessment of the Interested Person Transaction in respect of the GG Collections Acquisition;
- (c) assessment of the Interested Person Transaction in respect of the Café Football Acquisition;
- (d) assessment of the Interested Person Transaction in respect of the Orchid Leisure Acquisition;
- (e) financial effects of the Proposed Acquisitions; and
- (f) inter-conditionality of the Proposed Acquisitions.

**Overall, having considered the above and the information available to us as at the Latest Practicable Date, we are of the opinion that the Interested Person Transactions are on normal commercial terms and are not prejudicial to the interests of the Company and its Independent Shareholders.**

Our opinion, as disclosed in this Letter, is based solely on publicly available information and information provided by the Directors and the Management and does not reflect any projections of future financial performance of the Company or the Group after the completion of the Proposed Acquisitions. In addition, our opinion is based on the economic and market conditions prevailing as at the Latest Practicable Date and is solely confined to our views on the Interested Person Transactions.

This Letter is addressed to the Independent Directors for their benefit and for the purpose of their consideration of the Interested Person Transactions. The recommendation to be made by the Independent Directors to the Independent Shareholders shall remain the sole responsibility of the Independent Directors. Whilst a copy of this Letter may be reproduced in the Circular, neither the Company, the Directors nor any other person may reproduce, disseminate or quote this Letter (or any part thereof) for any other purpose other than for the purpose of the EGM and for the purpose of the Interested Person Transactions, at any time and in any manner without the prior written consent of Provenance Capital in each specific case.

Our opinion is governed by, and construed in accordance with, the laws of Singapore, and is strictly limited to the matters stated herein and does not apply by implication to any other matter.

Yours faithfully  
For and on behalf of  
**PROVENANCE CAPITAL PTE. LTD.**

Wong Bee Eng  
Chief Executive Officer

---

**APPENDIX B**  
**SUMMARY VALUATION REPORT ON GG HOSPITALITY MANAGEMENT LIMITED**

---

The Board of Directors  
Rowsley Ltd.  
**1 Kim Seng Promenade #14-01**  
**Great World City East Tower**  
**Singapore 237994**

4 September 2015

**Independent Valuation Summary – GG Hospitality Management Limited**

**In relation to the proposed acquisition of 75% of the issued and paid-up share capital of GG Collections Pte. Ltd.**

Dear Sirs:

1. Introduction

This is a summary of the information contained in our Independent Valuation Report dated 4 September 2015 (the “**Summary**”). Accordingly, it should be read in conjunction with the full text of the said Independent Valuation Report (the “**Report**”).

The information contained in the Report pertains to our appointment by the Board of Directors of Rowsley Ltd. (“**Rowsley**” or the “**Company**”) to perform the necessary valuation procedures relating to the valuation of GG Hospitality Management Limited (“**GGH**”). The information is furnished in connection with the proposed acquisition by the Company of 75% of the issued and paid-up share capital of GG Collections Pte. Ltd., which owns 95% of the equity in GGH (“**Proposed GGC Acquisition**”).

2. Terms of reference

We are to provide an independent view of the fair market value of GGH as at 30 June 2015 (the “Valuation Date”).

We are instructed by Rowsley, that as of Valuation Date, GGH is 95% owned by GGC and it is the only subsidiary and operating business in the GGC group of companies. We are also instructed that, save for the intellectual property rights agreements held by GGC in respect of the hotel brands managed by GGH, GGC does not hold other significant assets.

Our estimation of the fair market value of GGH is to be based on GGH’s existing operations and likely future expansion plans only, and does not take into account any fundamentally different business that the management team of GGH (the “GGH Management”) may pursue in the foreseeable future.

Our terms of reference do not require us to provide advice on legal, regulatory, accounting, property or taxation matters and where specialist advice has been obtained by Rowsley and or GGH and made available to us, we have considered and where appropriate, relied on such advice.

We are not expressing an opinion on the commercial merits of the Proposed GGC Acquisition and accordingly, this Summary and the Report do not purport to contain all the information that may be necessary to fully evaluate the commercial or investment merit of the Proposed GGC Acquisition by the shareholders of Rowsley.

---

**APPENDIX B**  
**SUMMARY VALUATION REPORT ON GG HOSPITALITY MANAGEMENT LIMITED**

---

In addition, this Summary and the Report should not be construed as a provision of any investment advice to the prospective investors of Rowsley and cannot be relied upon for making investment decisions and we expressly disclaim a duty of care or liability to any third party who is shown or gains access to this Summary or the Report.

3. Use of this Summary and our Report

This Summary and the Report are addressed to, and are intended for the use of the Directors of Rowsley for the purpose as set out in the Report. Accordingly neither the Report nor this Summary may be used or relied upon by, nor confer any benefit to, any other person (including without limitation, the shareholders of Rowsley and the prospective investors of Rowsley). Any recommendation made by the Directors to the shareholders of Rowsley shall remain the responsibility of the Directors.

4. Reliance on information and representation

The information used by us in preparing the Report has been obtained primarily from GGH Management and other sources as indicated in the Report. These include:

- a) Information obtained from discussion with GGH Management;
- b) Management accounts of GGH and the hotels under GGH's management for financial years ("FY") or periods ended 30 June 2015 including balance sheets as at the same year/period end;
- c) Financial forecast from FY2016 to FY2020 for GGH and the hotels under GGH's management;
- d) Information on economic outlook, industry outlook, competition and comparables of the hospitality business provided by GGH Management and obtained from other sources;
- e) Financial data obtained from Bloomberg Professional Service; and
- f) All other publicly available information.

While our work has involved analysis of above mentioned operational and financial information and accounting records, it has not included an audit in accordance with generally accepted auditing standards. Accordingly we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided to us.

The management of GGH has reviewed the information contained in our Report and has confirmed that the information provided to us is accurate and that no significant information essential to the Report has been withheld.

5. Valuation methodology

The standard of value that we have adopted is the fair market value which is defined as "the price, expressed in terms of cash equivalents, at which property would change hands between a hypothetical willing and able buyer and a hypothetical willing and able seller, acting at arms-length in an open and unrestricted market, when neither is under compulsion to buy or sell and when both have reasonable knowledge of the relevant facts."

---

## APPENDIX B

### SUMMARY VALUATION REPORT ON GG HOSPITALITY MANAGEMENT LIMITED

---

In arriving at the valuation results, we have adopted the income approach, using the DCF methodology, as the primary valuation approach to value GGH for the following reasons:

- The value proposition of GGH is primarily income driven and being a relatively young company, its valuation will be derived mainly from future growth. The DCF methodology will better reflect a valuation that is based on income derived from future plans and growth of GGH;
- The general insufficiency of information available on precedent transactions completed in the recent past, of companies with similar characteristics as GGH; and
- The lack of publicly traded companies with similar characteristics to GGH.

Under this approach and methodology, we first required GGH Management to project the free cash flows of the GGH business for the period from financial year ending 30 June 2016 to 30 June 2020 and also attribute a terminal value at the end of the projection period. The projected cash flows are primarily those from revenue streams pertaining to the cafes and hotels listed below, that GGH is managing and will be managing:-

- a. 'Café Football' in London, UK;
- b. 'Hotel Football' in Manchester, UK;
- c. 'Stock Exchange' in Manchester, UK;
- d. 'Jackson's Row' in Manchester, UK;
- e. 'FASTrack' in Iskandar, Malaysia; and
- f. 'Valencia' in Valencia, Spain.

The projected cash flows of each revenue stream are adjusted with appropriate discounts for key man risks and probability of failure and discounted to present value using appropriate discount rates to derive the likely value range of the equity value of GGH through sensitivity analysis. The results are summarised below:

£ million	Base Case	Worst Case	Best Case
Equity Value	8.59	6.84	10.81

We used the comparable companies analysis to triangulate the derived valuation results for cross checking purpose.

The projection of cash flows used in the DCF analysis have been based upon certain identified assumptions. Some of these assumptions inevitably will not materialise, and unanticipated events may occur; therefore, the actual results achieved during the projection period will vary from the projection, and the variations may be substantial. Consequently, they cannot be relied upon to the same extent as information derived from audited accounts for completed accounting periods. For these reasons we express no opinion as to how closely the actual results achieved will correspond to those projected.

We have set out in the Report, the key assumptions as well as the risk factors, which may materially affect the valuation of GGH. These include:

- i. GGH and the hotels under its management (including those under development or being conceptualised), will continue as, or be going concerns without any significant

---

**APPENDIX B**  
**SUMMARY VALUATION REPORT ON GG HOSPITALITY MANAGEMENT LIMITED**

---

- changes in their respective management teams and ownership (other than the prospective acquisition by Rowsley) such that the future operations of GGH and the hotels will not be adversely affected;
- ii. The information provided to us by Management reflects the best estimate of the financial results of GGH and the hotels under GGH's management, which have not been subjected to audit or reviews;
  - iii. GGH has legal title to all assets included in the financial information on GGH furnished by GGH Management;
  - iv. All such assets, which are physically in existence, are in good working condition. There are no risks that any of these assets are subject to compulsory acquisition by any third party or government body;
  - v. There will be no major changes in the corporate taxation basis or rates applicable to GGH and the hotels;
  - vi. Related party transactions, if any, in GGH are carried out on an arm's length basis and will continue to be for the foreseeable future even if there are any changes in ownership; and
  - vii. The financial effects of any significant events subsequent to the period ended of GGH's management accounts have been factored into the financial forecasts.

6. Conclusion

As detailed in the Report, the indicative equity value of GGH is in the range of £6.8million to £10.8million as at Valuation Date.

We assume no responsibility and are not required to update, revise or reaffirm our conclusion of value to reflect events or developments subsequent to the date of the Report and this Summary.

Yours faithfully,  
For and on behalf of  
BDO Advisory Pte Ltd



Cheng Soon Keong  
Director, Advisory



## VALUATION CERTIFICATE

<b>Date</b>	: 7 September 2015
<b>Our Reference</b>	: DIH/CC/JM33954
<b>Valuation Prepared for</b>	: Rowsley Ltd
<b>Purpose of Valuation</b>	: For corporate reporting purposes
<b>Address of Property</b>	: Hotel Football, Sir Matt Busby Way, Old Trafford, Manchester M16 0SZ
<b>Type of Property</b>	: Hotel
<b>Brief Description</b>	: The property comprises a purpose built full service hotel that opened for trading on 2 March 2015.

The property is constructed over ten floors, plus roof, and is of clad concrete framed construction beneath flat roofs that will be mostly used as al fresco trading areas.

The hotel accommodation is as follows:

Reception

Old Trafford Supporters Club (OTSC) – 800 internal standing capacity plus 200 on the terraced area overlooking the canal

Café Football – seats 185 plus 60 in the former proposed retail area

Players' Lounge - flexible overspill area at mezzanine level, with up to 200 standing

Conference area on the first floor – 285 seated capacity, 500 standing

Owners' Suite – meeting room for 16

"Heaven" - roof top terrace with football pitch/open area events space for 220 standing

Potentially 139 en suite letting bedrooms – six of which have been converted to a suite

Mini gym

Car parking for 110 vehicles plus 17 motorcycles and 43 cycles



---

## APPENDIX C – SUMMARY VALUATION REPORT ON HOTEL FOOTBALL

---



<b>Legal Description</b>	: Class C1 Use Classes Order
<b>Tenure</b>	: Freehold hotel, leasehold car park
<b>Registered Proprietor(s)</b>	: Old Trafford Supporters' Club Limited
<b>Site Area</b>	: Approximately 0.09 hectares (0.22 acres)
<b>Year of Completion</b>	: 2015
<b>Condition</b>	: Excellent – new build
<b>Occupancy/Tenancy</b>	: Management Agreement – GG Hospitality Ltd (a related company)
<b>Basis of Valuation</b>	: As a fully equipped and operational hotel
<b>Methods of Valuation</b>	<p>: The overall methodology we have used for our valuation is to reflect the trading projections that have been prepared by the owners then inflated from year three onwards at 2% per annum, in a Discounted Cash Flow (DCF) Model</p> <p>This is the approach for a newly built hotel of this nature that has not yet traded to maturity we consider the market would adopt. It involves the capitalisation of the 10 year income stream discounted back to today's date</p>
<b>Valuation</b>	: In view of the foregoing, based on the projected trading accounts and having taken in to consideration the prevailing market conditions as at 1 September 2015 we are of the opinion that the Market Value of the subject property is <b>£42,000,000 (Forty Two Million Pounds)</b>

**Colliers International Specialist and Consulting UK LLP**

DIH/CC/JM33954

*This Certificate must not be read in isolation but in conjunction with our Valuation Report and all comments and restrictions contained therein dated 7 September 2015 addressed to Rowsley Ltd. For the avoidance of any doubt Colliers International Specialist and Consulting UK LLP accepts no liability in respect of this Certificate and/or the Valuation Report to any party other than Rowsley Ltd.*



---

## APPENDIX D – CONDITIONS PRECEDENT

---

### (A) Conditions Precedent in respect of the GG Collections Sale Shares

The obligation of Rowsley to complete the sale and purchase of the GG Collections Sale Shares under the GG Collections Sale and Purchase Agreement is conditional upon:

1. the purchase of the GG Collections Sale Shares, the Café Football Acquisition and the Orchid Leisure Acquisition having been approved by Rowsley's audit committee, board of directors and shareholders (where required) at a general meeting of Rowsley or at any adjournment thereof;
2. the purchase by Rowsley of the GG Collections Sale Shares, the Café Football Acquisition and the Orchid Leisure Acquisition being approved by the SGX-ST, where required, and where approval from SGX-ST is obtained subject to any conditions, such conditions being reasonably acceptable to Rowsley;
3. Rowsley being satisfied in its sole and absolute discretion with the results of its due diligence investigations into the legal, financial, contractual, tax and trading position and prospects of GG Collections and GGH Management Limited (the "**GG Collections Group Companies**") and the titles of each GG Collections Group Company to its respective properties and assets (including intellectual property rights);
4. there having been no event the occurrence of which may render any of the GG Collections Vendors' warranties in the GG Collections Sale and Purchase Agreement untrue, inaccurate or misleading in any material respect;
5. there being no material breaches of any covenants, undertakings and agreements required to be performed or caused to be performed by any GG Collections Vendor under the GG Collections Sale and Purchase Agreement on or before the completion date;
6. Rowsley or the GG Collections Vendors (or any of them) not having received notice of any claim, action, injunction, order, directive or notice restraining or prohibiting the entering into or the consummation of the transactions contemplated by the GG Collections Sale and Purchase Agreement or seeking damages or other recourse in respect thereof, or notice that any of the foregoing is pending or threatened;
7. there being no circumstance amounting to or event of force majeure occurring or in the reasonable opinion of Rowsley, being likely to occur that may have a material adverse effect on the businesses, operations, assets, prospects or condition (financial or otherwise) of the parties and/or the GG Collections Group Companies;
8. there being no default by any GG Collections Group Company in any of its obligations by which such GG Collections Group Company may become bound or liable to be called upon to repay prematurely any loan capital or borrowed moneys, save where the default arises solely as a result of the acquisition by Rowsley or the sale by the GG Collections Vendors of the GG Collections Sale Shares;
9. all approvals, waivers or consents as may be required for the sale of the GG Collections Sale Shares, to enable Rowsley to be registered as holder of all of the GG Collections Sale Shares, and to give effect to the transactions contemplated under the GG Collections Sale and Purchase Agreement (including without limitation, under any applicable legislation or regulation of any jurisdiction and such waivers as may be

---

## APPENDIX D – CONDITIONS PRECEDENT

---

necessary of terms which would otherwise constitute a default under any instrument, contract, document or agreement to which any GG Collections Vendor or any GG Collections Group Company is a party or by which any GG Collections Vendor or any GG Collections Group Company or its or their respective assets are bound) being obtained and where any waiver, consent or approval is subject to conditions, such conditions being satisfactory to Rowsley (acting reasonably) in its sole and absolute discretion and if required to be fulfilled by a particular date, being so fulfilled, and such approvals, waivers or consents remaining valid and in full force and effect;

10. completion of the sale and purchase of the GG Collections Sale Shares, the Café Football Acquisition and the Orchid Leisure Acquisition taking place simultaneously;
11. the shareholders' agreement to be executed by Rowsley, Gary Neville and Ryan Giggs on completion of the sale and purchase of all the GG Collections Sale Shares, in a form approved by each of the parties, having been entered into by each of the parties thereto and remaining in full force and effect;
12. the loan agreement to be executed by Rowsley and GG Collections on completion of the sale and purchase of all the GG Collections Sale Shares, in a form approved by Rowsley, having been entered into by each of Rowsley and GG Collections and remaining in full force and effect;
13. no termination or revocation of, and no GG Collections Group Company having received or been served with a notice of termination, suspension, variation and/or revocation in respect of any consent, approval, contract and/or licence or entered into by or issued to any GG Collections Group Company prior to the expiry date thereof;
14. the matters (and the details of such matters) disclosed including in any update to the disclosure letter being reasonably acceptable to Rowsley; and
15. where any consent or approval required pursuant to Clause 2.1 of the GG Collections Sale and Purchase Agreement is subject to any conditions, such conditions being reasonably acceptable to Rowsley.

### (B) Conditions Precedent in respect of the Orchid Leisure Sale Shares

The obligation of Rowsley HFM to complete the sale and purchase of the Orchid Leisure Sale Shares under the Orchid Leisure Sale and Purchase Agreement is conditional upon:

1. the purchase of the Orchid Leisure Sale Shares, the Café Football Acquisition and the GG Collections Acquisition having been approved by Rowsley's audit committee, board of directors and shareholders (where required) at a general meeting of Rowsley or at any adjournment thereof;
2. the purchase by Rowsley HFM of the Orchid Leisure Sale Shares, the Café Football Acquisition and the GG Collections Acquisition being approved by the SGX-ST, where required, and where approval from SGX-ST is obtained subject to any conditions, such conditions being reasonably acceptable to Rowsley HFM;
3. Rowsley HFM being satisfied in its sole and absolute discretion with the results of Rowsley HFM's due diligence investigations into the legal, financial, contractual, tax and trading position and prospects of Orchid Leisure and Old Trafford Supporters Club Limited (the "**Orchid Leisure Group Companies**") and the titles of each Orchid

---

## APPENDIX D – CONDITIONS PRECEDENT

---

Leisure Group Company to its respective properties and assets (including intellectual property rights);

4. there having been no event the occurrence of which may render any of the Orchid Leisure Vendors' warranties in the Orchid Leisure Sale and Purchase Agreement untrue, inaccurate or misleading in any material respect;
5. there being no material breaches of any covenants, undertakings and agreements required to be performed or caused to be performed by any Orchid Leisure Vendor under the Orchid Leisure Sale and Purchase Agreement on or before the completion date;
6. Rowsley HFM or the Orchid Leisure Vendors (or any of them) not having received notice of any claim, action, injunction, order, directive or notice restraining or prohibiting the entering into or the consummation of the transactions contemplated by the Orchid Leisure Sale and Purchase Agreement or seeking damages or other recourse in respect thereof, or notice that any of the foregoing is pending or threatened;
7. there being no circumstance amounting to or event of force majeure occurring or in the reasonable opinion of Rowsley HFM, being likely to occur that may have a material adverse effect on the businesses, operations, assets, prospects or condition (financial or otherwise) of the parties and/or the Orchid Leisure Group Companies;
8. there being no default by any Orchid Leisure Group Company in any of its obligations by which such Orchid Leisure Group Company may become bound or liable to be called upon to repay prematurely any loan capital or borrowed moneys, save where the default arises solely as a result of the acquisition by Rowsley HFM or the sale by the Orchid Leisure Vendors of the Orchid Leisure Sale Shares;
9. all approvals, waivers or consents as may be required for the sale of the Orchid Leisure Sale Shares, to enable Rowsley HFM to be registered as holder of all of the Orchid Leisure Sale Shares, and to give effect to the transactions contemplated under the Orchid Leisure Sale and Purchase Agreement (including without limitation, under any applicable legislation or regulation of any jurisdiction and such waivers as may be necessary of terms which would otherwise constitute a default under any instrument, contract, document or agreement to which any Orchid Leisure Vendor or any Orchid Leisure Group Company is a party or by which any Orchid Leisure Vendor or any Orchid Leisure Group Company or its or their respective assets are bound) being obtained and where any waiver, consent or approval is subject to conditions, such conditions being satisfactory to Rowsley HFM (acting reasonably) in its sole and absolute discretion and if required to be fulfilled by a particular date, being so fulfilled, and such approvals, waivers or consents remaining valid and in full force and effect;
10. completion of the sale and purchase of the Orchid Leisure Sale Shares, the Café Football Acquisition and the GG Collections Acquisition taking place simultaneously;
11. the shareholders' agreement to be executed by Rowsley HFM and all the Orchid Leisure Vendors (save for Incanto) on completion of the sale and purchase of all the Orchid Leisure Sale Shares, in a form approved by each of the parties, having been entered into by each of the parties thereto and remaining in full force and effect;
12. the loan agreement to be executed by Rowsley HFM and Orchid Leisure on completion of the sale and purchase of all the Orchid Leisure Sale Shares, in a form

---

## APPENDIX D – CONDITIONS PRECEDENT

---

approved by Rowsley HFM, having been entered into by each of Rowsley HFM and Orchid Leisure and remaining in full force and effect;

13. no termination or revocation of, and no Orchid Leisure Group Company having received or been served with a notice of termination, suspension, variation and/or revocation in respect of any consent, approval, contract and/or licence or entered into by or issued to any Orchid Leisure Group Company prior to the expiry date thereof;
14. the restructuring having been completed by the completion date;
15. the Orchid Leisure Vendors procuring that Project 92 Limited enters into a non-exclusive licence agreement with Old Trafford Supporters Club Limited, in the form approved by Rowsley HFM, by the completion date in relation to the licence of all the assigned rights by Project 92 Limited to Old Trafford Supporters Club Limited for a nominal aggregate licence fee of £1;
16. the matters (and the details of such matters) disclosed including in any update to the disclosure letter being reasonably acceptable to Rowsley HFM; and
17. where any consent or approval required pursuant to Clause 2.1 of the Orchid Leisure Sale and Purchase Agreement is subject to any conditions, such conditions being reasonably acceptable to Rowsley HFM.

### (C) Conditions Precedent in respect of the Café Football Sale Shares

The obligation of Rowsley CFL, Gary Neville and Ryan Giggs (collectively the “**Purchasers**”) to complete the sale and purchase of the Café Football Sale Shares under the Café Football Sale and Purchase Agreement is conditional upon:

1. the purchase of the Café Football Sale Shares, the Orchid Leisure Acquisition and the GG Collections Acquisition having been approved by Rowsley’s audit committee, board of directors and shareholders (where required) at a general meeting of Rowsley or at any adjournment thereof;
2. the purchase by Rowsley CFL of the relevant Café Football Sale Shares, the Orchid Leisure Acquisition and the GG Collections Acquisition being approved by the SGX-ST, where required, and where approval from SGX-ST is obtained subject to any conditions, such conditions being reasonably acceptable to Rowsley CFL;
3. Rowsley CFL being satisfied in its sole and absolute discretion with the results of Rowsley CFL’s due diligence investigations into the legal, financial, contractual, tax and trading position and prospects of Café Football and the titles of Café Football to its properties and assets (including intellectual property rights);
4. there having been no event the occurrence of which may render any of Incanto, Gary Neville and Ryan Giggs (collectively the “**Warrantors**”) warranties in the Café Football Sale and Purchase Agreement untrue, inaccurate or misleading in any material respect;
5. there being no material breaches of any covenants, undertakings and agreements required to be performed or caused to be performed by Orchid Leisure or any of the Warrantors under the Café Football Sale and Purchase Agreement on or before the completion date;

---

## APPENDIX D – CONDITIONS PRECEDENT

---

6. Rowsley CFL or Orchid Leisure or the Warrantors (or any of them) not having received notice of any claim, action, injunction, order, directive or notice restraining or prohibiting the entering into or the consummation of the transactions contemplated by the Café Football Sale and Purchase Agreement or seeking damages or other recourse in respect thereof, or notice that any of the foregoing is pending or threatened;
7. there being no circumstance amounting to or event of force majeure occurring or in the reasonable opinion of Rowsley CFL, being likely to occur that may have a material adverse effect on the businesses, operations, assets, prospects or condition (financial or otherwise) of the parties and/or Café Football;
8. there being no default by Café Football in any of its obligations by which Café Football may become bound or liable to be called upon to repay prematurely any loan capital or borrowed moneys, save where the default arises solely as a result of the acquisition by the Purchasers or the sale by Orchid Leisure of the Café Football Sale Shares;
9. all approvals, waivers or consents as may be required for the sale of the Café Football Sale Shares, to enable the Purchasers to be registered as holders of all of the Café Football Sale Shares, and to give effect to the transactions contemplated under the Café Football Sale and Purchase Agreement (including without limitation, under any applicable legislation or regulation of any jurisdiction and such waivers as may be necessary of terms which would otherwise constitute a default under any instrument, contract, document or agreement to which Orchid Leisure or Café Football is a party or by which Orchid Leisure or Café Football or its assets are bound) being obtained and where any waiver, consent or approval is subject to conditions, such conditions being satisfactory to Rowsley CFL in its sole and absolute discretion and if required to be fulfilled by a particular date, being so fulfilled, and such approvals, waivers or consents remaining valid and in full force and effect;
10. the subdivision of the issued ordinary share of £1 in the capital of Café Football into 1,000 ordinary shares of £0.001 (0.1 pence) each;
11. completion of the sale and purchase of the Café Football Sale Shares, the Orchid Leisure Acquisition and the GG Collections Acquisition taking place simultaneously;
12. the loan agreements to be executed by each of the Purchasers and Café Football on completion of the sale and purchase of all the Café Football Sale Shares, in a form approved by Rowsley CFL, having been entered into by each of the Purchasers and Café Football and remaining in full force and effect;
13. no termination or revocation of, and Café Football not having received or been served with a notice of termination, suspension, variation and/or revocation in respect of any consent, approval, contract and/or licence or entered into by or issued to Café Football prior to the expiry date thereof;
14. the matters (and the details of such matters) disclosed including in any update to the disclosure letter being reasonably acceptable to Rowsley CFL;
15. the shareholders' agreement to be executed by Rowsley CFL and each of the Warrantors (save for Incanto) on completion of the sale and purchase of all the Café

---

## **APPENDIX D – CONDITIONS PRECEDENT**

---

Football Sale Shares, in a form approved by each of them, having been entered into by each of the parties thereto and remaining in full force and effect; and

16. where any consent or approval required pursuant to Clause 2.1 of the Café Football Sale and Purchase Agreement is subject to any conditions, such conditions being reasonably acceptable to Rowsley CFL.

---

## APPENDIX E – RISK FACTORS

---

### ***The Group is subject to government regulations of the countries in which the Group intends to operate its real estate business***

The Group is subject to various laws and regulations in the countries which it intends to operate its real estate business. The Group may be required to obtain licences, permits, certificates, consents or regulatory approvals for its business. If the Group fails to obtain the requisite licences, permits or approvals in the relevant country, or if the Group fails to renew the licences, permits or approvals upon their expiration, the Group will not be able to operate or continue to operate its real estate business in such country.

The Group must also comply with the laws and regulations applicable to its real estate business, failing which the Group may be subject to penalties, have its licences, permits or approvals revoked, or lose its right to operate its real estate business in the relevant country. This may have a material and adverse impact on the Group's business, financial condition, results of operations and prospects. Further, any changes in applicable laws and regulations could result in higher compliance costs and adversely affect the business and financial performance of the Group.

There can also be no assurance that the licences, approvals and agreements will be renewed upon their expiration on commercially reasonable terms, if at all.

### ***The Group is subject to changes in economic situation and government regulations of the relevant countries where it intends to operate its real estate business***

The performance of the Group depends largely on the economic situation and the performance of the real estate industry. There is no assurance that the countries in which the Group intends to operate its real estate business will continue to grow. Should the economy or the real estate market experience a downturn, whether globally or in any country in which the Group operates, the Group's performance may be adversely affected.

The Group may also be affected if there are changes in government regulations in the country in which the Group operates its real estate development business as it may result in the Group being unable to complete any property development project, or sell any completed property development project. This may adversely affect the Group's business and financial performance. In the event any government regulations are changed, the Group may not be able to comply with the new government regulations without incurring additional costs, and where insufficient notice of the change is provided, the Group may not be able to comply with the new government regulations within the stipulated time frame.

Changes in the business environment for jurisdictions in which the Group operates may include delays in procuring the necessary relevant approvals, licenses or certificates from government bodies, changes in laws, regulations and policies in relation to property development, fluctuation in demand for properties, delays in construction schedules due to poor weather conditions, labour disputes and fluctuation in costs of construction materials and other costs of development. Such delays may result in the Group incurring additional costs, thus affecting the business and financial performance of the Group.

### ***The Group may face intense competition from existing and potential competitors***

The real estate business is highly competitive, with strong competition from established industry participants and possibly from new entrants in the relevant countries. The Group may not be able to provide comparable services at lower prices or respond more quickly to market trends than existing or potential competitors who may have larger financial resources and stronger track records. In the event that the Group is unable to compete in the relevant country where it intends to operate its real estate business, the Group's business and financial performance will be adversely affected.



---

## APPENDIX E – RISK FACTORS

---

### ***The Group is susceptible to fluctuation in foreign exchange rates that could result in the Group incurring foreign exchange losses***

The Company's functional and presentation currency is denominated in S\$. Any depreciation in the foreign exchange rates against the S\$ may affect the Group's profitability and financial position. In the event of an unfavourable fluctuation of the foreign currencies in the country which the Group intends to operate against the S\$, it could result in the Group incurring foreign exchange losses and the Group's business and financial performance may be adversely affected.

### ***The Company is subject to the general risk of doing business overseas***

There are inherent general risks in doing business overseas. These general risks include unexpected changes in regulatory requirements, difficulties in staffing and managing foreign operations, social and political instability, fluctuation in currency exchange rates, potentially adverse tax consequences, legal uncertainty regarding liability, tariffs and other trade barriers, variable and unexpected changes in local law and barriers to the repatriation of capital or profits, any of which could materially affect the overseas operations of the Group. These risks if materialised may affect the Group's business and financial condition. In addition, if the governments in the jurisdictions which the Group intends to enter its real estate business tighten or otherwise adversely change their laws and regulations relating to the repatriation of their local currency, it may affect the ability of the Group's overseas operations to repatriate profits to the Group and, accordingly, the business and financial performance of the Group will be adversely affected.

### ***The current management may not have sufficient relevant expertise to ensure success of the Group operating in a particular country***

Operating in a new geographical area of business may cause the Group to face additional risks, uncertainties and problems commonly associated with the entry into any new country which the Group has no prior track record in. These risks, uncertainties and problems include, among other things, the inability to find the right joint venture, strategic or other business partnerships, the inability to manage expanding operations and costs, failure to attract and retain customers, difficulty in establishing a database of suppliers, failure to provide the results, level of revenue and margins the Group is expecting and failure to identify, attract, retain and motivate qualified personnel.

In addition, the Group's current management may not have the relevant expertise to ensure success in these areas. While the Group will seek to engage persons with the relevant experience for the Group's proposed operations in such countries, there is no assurance that the Group will be able to attract and retain the right persons. If the Group is unable to attract and retain a sufficient number of suitably skilled and qualified personnel with detailed knowledge of operating in such country, the Group's business and financial performance may be adversely affected.

The success of the Group's operations outside of Singapore depends upon the ability of its management to develop and implement the strategies to achieve the objectives of the Group. Subjective decisions made by management or a general lack of management capability may cause the Group to incur losses or to miss profit opportunities or otherwise have an adverse effect on the business and financial performance of the Group.

### ***Working relationships with and cooperation from government authorities and other partners***

The Group will seek to work in cooperation with the government authorities and other partners in the respective countries. There is however no guarantee that the Group will manage to build good constructive working relationships with the aforementioned parties. Even if the Group manages to establish good constructive working relationships with all of the governmental authorities and other partners relevant to the Group's business, its business, financial condition and results of operations could be adversely affected if the Group is unable to maintain the relationships with these parties.



---

## APPENDIX E – RISK FACTORS

---

***The Group is affected by political, terrorist, strikes, work stoppages and other risks in countries where the Group may operate***

Wars, unsettled political conditions, social unrest, riots, terrorist attacks, piracy and government actions such as possible seizure of land and assets and import/export restrictions in countries where the Group may operate in the future could potentially affect the Group, adversely affecting the Group's business and financial performance.

Such disruptions may also affect the ability of the Group's customers to meet their payment obligations to the Group and increase the insurance premium for its operations. This would adversely affect the Group's business and financial performance.

Terrorist activities, anti-terrorist efforts, piracy or other armed conflict may adversely affect the country and global economies. If events of this nature occur and persist, the associated political instability and societal disruption could adversely affect the business and financial performance of the Group.

In addition, the Group may experience disruptions to its operations due to strikes, labour disputes or other labour unrest, which may adversely affect its business, financial condition, results of operations and prospects. Such disruptions could adversely affect the business and financial performance of the Group.

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

### **ROWSLEY LTD.**

(Incorporated in the Republic of Singapore)  
(Company Registration No. 199908381D)

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of Rowsley Ltd. (the “Company”) will be held at Holiday Inn Singapore Atrium, 317 Outram Road, Singapore 169075 on Monday, 16 November 2015 at 11.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following ordinary resolutions.

Unless otherwise defined, all capitalised terms used herein shall bear the same meaning ascribed to them in the Company’s Circular to Shareholders dated 29 October 2015 in respect of the resolutions herein.

**Shareholders should note that resolutions 1, 2 and 3 are inter-conditional upon each other. This means that:**

- (a) if resolution 1 is not passed, resolutions 2 and 3 would not be passed;
- (b) if resolution 2 is not passed, resolutions 1 and 3 would not be passed; and
- (c) if resolution 3 is not passed, resolutions 1 and 2 would not be passed.

#### **ORDINARY RESOLUTIONS:**

**(1) THE INTERESTED PERSON TRANSACTION RELATING TO THE PROPOSED ACQUISITION OF 50% OF THE ISSUED SHARE CAPITAL OF GG COLLECTIONS PRIVATE LIMITED**

That contingent upon the passing of resolutions 2 and 3:

- (a) approval be and is hereby given for the GG Collections IPT in accordance with the terms and conditions of the GG Collections Sale and Purchase Agreement; and
- (b) the Directors and any of them be and are hereby authorised and empowered to approve, complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable or necessary or in the interests of the Company to give effect to the GG Collections IPT, the transactions contemplated by the GG Collections IPT and/or authorised by this resolution.

**(2) THE INTERESTED PERSON TRANSACTION RELATING TO THE PROPOSED ACQUISITION OF 50% OF THE ISSUED SHARE CAPITAL OF ORCHID LEISURE LIMITED**

That contingent upon the passing of resolutions 1 and 3:

- (a) approval be and is hereby given for the Orchid Leisure IPT in accordance with the terms and conditions of the Orchid Leisure Sale and Purchase Agreement; and
- (b) the Directors and any of them be and are hereby authorised and empowered to approve, complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable or necessary or in the interests of the Company to give effect to the Orchid Leisure IPT, the transactions contemplated by the Orchid

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

Leisure IPT and/or authorised by this resolution.

(3) **THE INTERESTED PERSON TRANSACTION RELATING TO THE PROPOSED ACQUISITION OF 75% OF THE ISSUED SHARE CAPITAL OF CAFÉ FOOTBALL LIMITED**

That contingent upon the passing of resolutions 1 and 2:

- (a) approval be and is hereby given for the Café Football IPT in accordance with the terms and conditions of the Café Football Sale and Purchase Agreement; and
- (b) the Directors and any of them be and are hereby authorised and empowered to approve, complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable or necessary or in the interests of the Company to give effect to the Café Football IPT, the transactions contemplated by the Café Football IPT and/or authorised by this resolution.

### BY ORDER OF THE BOARD

KANNAN MALINI  
Company Secretary  
Singapore  
29 October 2015

#### Notes:

- (1) A member entitled to attend and vote at the EGM may appoint not more than two proxies to attend and vote on his behalf. Where a member appoints more than one proxy, he shall specify the proportion of his shareholdings to be represented by each proxy. A proxy need not be a member of the Company.
- (2) A member that is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
- (3) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 1 Kim Seng Promenade, #14-01 Great World City East Tower, Singapore 237994 not less than 48 hours before the time set for the EGM.

#### 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) for the purpose of the processing and administration by the Company (or its agents) 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) 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), 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) 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.

*This page is left blank intentionally.*

# PROXY FORM EXTRAORDINARY GENERAL MEETING

## ROWSLEY LTD.

(Incorporated in the Republic of Singapore)  
(Company Registration No. 199908381D)

### IMPORTANT FOR CPF INVESTORS ONLY:

1. This Circular to Shareholders is forwarded to you at the request of your CPF Approved Nominees and is sent SOLELY FOR INFORMATION ONLY.
2. This Proxy Form is therefore not valid for use by CPF investors and shall not be effective for all intents and purposes if used or purported to be used by them.
3. CPF Investors who wish to attend the EGM as OBSERVERS have to submit their requests through their respective Agent Banks so that their Agent Banks may register with the Company Secretary of Rowsley Ltd.

I / We \_\_\_\_\_

NRIC / Passport / Co. Registration No. \_\_\_\_\_

of \_\_\_\_\_

being a member/members of **ROWSLEY LTD.** (the “Company”), hereby appoint:

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

and/or (delete as appropriate)

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

as my/our proxy/proxies to attend and to vote for me/us on my/our behalf and, if necessary, to demand a poll at the Extraordinary General Meeting (“EGM”) of the Company to be held on **Monday, 16 November 2015 at 11.00 a.m.** at Holiday Inn Singapore Atrium, 317 Outram Road, Singapore 169075 and at any adjournment thereof. I/We direct my /our proxy/proxies to vote for or against the Resolutions to be proposed at the EGM as indicated hereunder. If no specific directions as to voting are given, the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the EGM. If no person is named in the above boxes, the Chairman of the EGM shall be my/our proxy to vote, for or against the Resolutions to be proposed at the EGM as indicated hereunder for me/us and on my/our behalf at the EGM and at any adjournment thereof.

No.	Ordinary Resolutions <sup>1</sup>	* For	* Against
1.	The interested person transaction relating to the proposed acquisition of 50% of the issued share capital of GG Collections Private Limited		
2.	The interested person transaction relating to the proposed acquisition of 50% of the issued share capital of Orchid Leisure Limited		
3.	The interested person transaction relating to the proposed acquisition of 75% of the issued share capital of Café Football Limited		

\* If you wish to use all your votes “For” or “Against”, please indicate with a “X” or “√” within the box provided. Otherwise, please indicate the number of votes.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Total number of Shares held in:	
Depository Register	
Register of Members	

\_\_\_\_\_  
Signature of Member(s) or  
Common Seal of Corporate Member

**IMPORTANT : PLEASE READ NOTES OVERLEAF**

<sup>1</sup> Shareholders should note that resolutions 1, 2 and 3 are inter-conditional upon each other. This means that:  
(a) if resolution 1 is not passed, resolutions 2 and 3 would not be passed;  
(b) if resolution 2 is not passed, resolutions 1 and 3 would not be passed; and  
(c) if resolution 3 is not passed, resolutions 1 and 2 would not be passed.



**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, Cap. 50), you should insert that number. If you have shares registered in your name in the Register of Members of the Company, you should insert that number. 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. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.
2. A member entitled to attend and vote at the EGM of the Company is entitled to appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 1 Kim Seng Promenade, #14-01 Great World City East Tower, Singapore 237994 not less than 48 hours before the time set for the EGM.
4. 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 number or proportion is specified the first named proxy shall be deemed as representing 100% of the shareholding and any second named proxy as an alternate to the first named.
5. The instrument appointing a proxy or proxies shall be in writing and signed by the appointer or by an attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised.
6. Where an instrument appointing a proxy or proxies is signed on behalf of the appointer by the attorney, the power of attorney (or other authority) or a notarially duly certified copy thereof must be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
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 EGM, in accordance with Section 179 of the Companies Act, Cap. 50.
8. The Company shall be entitled to reject this instrument of proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in this instrument of proxy. In addition, in case of members whose shares are entered in the Depository Register, the Company may reject an instrument of proxy lodged if the member, being the appointer, is not shown to have shares entered against his name in the Depository Register as at 48 hours before the time set for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

**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.

**General:**

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 EGM, as certified by The Central Depository (Pte) Limited to the Company.

*This page is left blank intentionally.*



