



(Incorporated in the Republic of Singapore)
Company Registration No. 196700511H

JOINT VENTURE IN RESPECT OF LAND PARCEL AT WOODLANDS SQUARE

The Board of Directors refers to the announcement released by the Company on 17 April 2014 in relation to the Proposed Joint Venture by its wholly-owned subsidiary, Tannery Holdings Pte Ltd ("**THPL**") with Far East Civil Engineering (Pte.) Limited ("**FECE**") and Sekisui House, Ltd ("**Sekisui**") for the proposed development of a land parcel at Woodlands Square (the "**Property**") (the "**Announcement**").

As mentioned in the Announcement, the Proposed Joint Venture is considered an interested person transaction pursuant to Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**Listing Manual**") by virtue of FECE being wholly-owned by the Estate of the late Mr Ng Teng Fong (the "**Estate**"). The Company's controlling shareholder, Far East Organisation Pte Ltd ("**FEOPL**"), is 50% owned by the Estate. FECE is therefore considered an associate of FEOPL.

Further thereto, the Company wishes to announce that THPL, FECE and Sekisui had on 5 May 2014 incorporated a private limited company known as Woodlands Square Pte. Ltd. ("**WSPL**") to own and undertake the development of the Property (the "**Joint Venture**"). The issued and paid-up share capital of WSPL is S\$6.00 divided into 6 ordinary shares. Each of THPL, FECE and Sekisui holds one-third interest (or 2 ordinary shares) in the share capital of WSPL (the "**Agreed Proportion**").

THPL, FECE and Sekisui have entered into a joint venture agreement ("**JVA**") on 30 January 2015 for the purpose of recording and regulating the affairs of the Joint Venture and their respective rights in respect of the Joint Venture.

Under the terms of the JVA, THPL's, FECE's and Sekisui's respective interests in the Joint Venture shall be in the Agreed Proportion. The parties have also agreed that all risks and rewards of the Joint Venture shall be borne and enjoyed by the parties in the Agreed Proportion.

The Audit & Risk Committee of the Company has considered the terms of the JVA and is of the view that the risks and rewards of the Joint Venture are in proportion to the equity of each Joint Venture partner and the terms of the Joint Venture are not prejudicial to the interests of the Company and its minority shareholders.

As such, the Joint Venture complies with the requirements of Rule 916(2) of the Listing Manual.

ON BEHALF OF THE BOARD

Lui Chong Chee
Director

2 March 2015