

OFFER INFORMATION STATEMENT DATED 3 SEPTEMBER 2014

(Lodged with the Singapore Exchange Securities Trading Limited ("SGX-ST"), acting as agent on behalf of the Monetary Authority of Singapore ("Authority"), on 3 September 2014)

THIS OFFER INFORMATION STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL, TAX OR OTHER PROFESSIONAL ADVISER(S) IMMEDIATELY.

The securities offered are issued by Sitra Holdings (International) Limited ("**Company**"), an entity whose shares are listed for quotation on Catalist (as defined herein).

Companies listed on Catalist may carry higher investment risk when compared with larger or more established companies listed on the Main Board of the SGX-ST. In particular, companies may list on Catalist without a track record of profitability and there is no assurance that there will be a liquid market in the securities traded on Catalist. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser.

This offer is made in or accompanied by an offer information statement ("**Offer Information Statement**"), together with a copy of the Provisional Allotment Letter ("**PAL**"), the Application Form for Rights Shares and Excess Rights Shares ("**ARE**") and the Application Form for Rights Shares ("**ARS**"), which have been lodged with the SGX-ST, acting as agent on behalf of the Authority.

Neither the Authority nor the SGX-ST has examined or approved the contents of this Offer Information Statement. Neither the Authority nor the SGX-ST assumes any responsibility for the contents of this Offer Information Statement, including the correctness or accuracy of any of the statements or opinions made or reports contained herein. Neither the Authority nor the SGX-ST has in any way considered the merits of the securities being offered for investment. The lodgement of this Offer Information Statement with the SGX-ST, acting as agent on behalf of the Authority, does not imply that the Securities and Futures Act (Chapter 289 of Singapore), or any other legal or regulatory requirements, or requirements in the SGX-ST's listing rules, have been complied with.

An application has been made to the SGX-ST for permission for the Rights Shares (as defined herein) to be listed for quotation on Catalist and a listing and quotation notice ("**LQN**") has been obtained from the SGX-ST for the listing of and quotation for the Rights Shares on Catalist, subject to compliance with the SGX-ST's listing requirements and approval of Shareholders (as defined herein) being obtained for the Rights Issue (as defined herein) at an extraordinary general meeting of the Company. The LQN granted by the SGX-ST is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Company, its subsidiaries and their securities.

The Rights Shares will be admitted to Catalist after all the certificates relating thereto have been issued and the allotment letters from The Central Depository (Pte) Limited ("**CDP**") have been despatched.

Acceptance of applications will be conditional upon issue of the Rights Shares and upon listing of the Rights Shares on Catalist. Monies paid in respect of any application accepted will be returned if the listing of the Rights Shares does not proceed.

This Offer Information Statement has been prepared solely in relation to the Rights Issue and shall not be relied upon by any other person or for any other purpose.

After the expiration of six (6) months from the date of lodgement of this Offer Information Statement, no person shall make an offer of securities, or allot, issue or sell any Rights Shares, on the basis of this Offer Information Statement, and no officer or equivalent person or promoter of the Company will authorise or permit the offer of any Rights Shares or the allotment, issue or sale of any Rights Shares, on the basis of this Offer Information Statement. **Your attention is drawn to "Appendix I - Risk Factors" of this Offer Information Statement which you should review carefully.**

Shareholders who wish to apply for and make payments for Rights Shares and Excess Rights Shares (as defined herein) by way of Electronic Applications (as defined herein) should note that such Electronic Applications can only be made through the ATMs (as defined herein) of DBS Bank Ltd (including POSB) and United Overseas Bank Limited and its subsidiary, Far Eastern Bank Limited, being the Participating Banks for the Rights Issue.

This Offer Information Statement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. ("**Sponsor**") for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this Offer Information Statement. The contact person for the Sponsor is Mr Chew Kok Liang, 6 Battery Road, #10-01 Singapore 049909, telephone (65) 6381 6757.



SITRA HOLDINGS (INTERNATIONAL) LIMITED

(Incorporated in the Republic of Singapore on 5 May 1979)
(Company Registration No.: 197901237E)

RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 438,200,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY ("RIGHTS SHARES"), AT AN ISSUE PRICE OF S\$0.01 FOR EACH RIGHTS SHARE, ON THE BASIS OF SEVEN (7) RIGHTS SHARES FOR EVERY FIVE (5) EXISTING ORDINARY SHARES IN THE CAPITAL OF THE COMPANY HELD BY ENTITLED SHAREHOLDERS (AS DEFINED HEREIN) AS AT THE BOOKS CLOSURE DATE (AS DEFINED HEREIN), FRACTIONAL ENTITLEMENTS TO BE DISREGARDED ("RIGHTS ISSUE")

IMPORTANT DATES AND TIMES

Last date and time for splitting	: 15 September 2014 at 5.00 p.m.
Last date and time for acceptance and payment for Rights Shares	: 19 September 2014 at 5.00 p.m. (9.30 p.m. for Electronic Applications (as defined herein))
Last date and time for renunciation and payment for Rights Shares	: 19 September 2014 at 5.00 p.m. (9.30 p.m. for Electronic Applications)
Last date and time for excess application and payment for Rights Shares	: 19 September 2014 at 5.00 p.m. (9.30 p.m. for Electronic Applications)

IMPORTANT NOTICE

Capitalised terms used below which are not otherwise defined herein shall have the same meanings as ascribed to them under the section entitled “**Definitions**” of this Offer Information Statement.

CPFIS Members, SRS Members and investors who hold Shares through a finance company and/or a Depository Agent should see the section entitled “Important Notice to (a) CPFIS Members, (b) SRS Members and (c) Investors Who Hold Shares Through a Finance Company and/or Depository Agent” on important details relating to the offer procedure for CPFIS Members, SRS Members and investors holding Shares through a finance company and/or a Depository Agent.

For renounees of Entitled Shareholders or purchasers of the provisional allotments of Rights Shares traded on Catalist (“Purchasers”) whose purchases are settled through finance companies or Depository Agents, acceptances of the Rights Shares represented by the provisional allotments of Rights Shares purchased must be done through their respective finance companies or Depository Agents (as the case may be). Such renounees and Purchasers are advised to provide their respective finance companies or Depository Agents (as the case may be) with the appropriate instructions no later than the deadlines set by them in order for such intermediaries to make the relevant acceptances on behalf of the renounees or Purchasers (as the case may be) by the Closing Date. Any acceptance of the Rights Shares made directly through CDP, Electronic Applications at ATMs of the Participating Bank, the Share Registrar and/or the Company will be rejected.

For CPFIS Members, acceptances of their Rights Shares and (if applicable) application for excess Rights Shares can only be made using, subject to applicable CPF rules and regulations, their CPF accounts savings under the CPFIS-OA (“CPF Funds”). In the case of insufficient CPF Funds or stock limit, CPFIS Members could top up cash into their CPF Investment Accounts before instructing their respective approved CPF agent banks to accept the Rights Shares and (if applicable) apply for excess Rights Shares. CPF Funds cannot, however, be used for the purchase of the provisional allotments of the Rights Shares directly from the market.

For Entitled Depositors (which exclude Entitled Scripholders, CPFIS Members, SRS Members and investors who hold Shares through a finance company and/or a Depository Agent), acceptances of the Rights Shares and/or (if applicable) applications for Excess Rights Shares may be made through CDP or by way of an Electronic Application at any ATM of a Participating Bank.

For Entitled Scripholders, acceptances of the Rights Shares and/or (if applicable) applications for Excess Rights Shares may be made through the Share Registrar of the Company, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road #02-00 Singapore 068896.

The existing Shares are listed and quoted on Catalist.

Persons wishing to subscribe for the Rights Shares offered by this Offer Information Statement should, before deciding whether to do so, carefully read this Offer Information Statement in its entirety in order to make an informed assessment of the affairs of the Company and the Group, including but not limited to the assets and liabilities, profits and losses, financial position, financial performance, risk factors, performance and prospects of the Company and the Group and the rights and liabilities attaching to the Rights Shares. They should make their own independent enquiries and investigations of any bases and assumptions, upon which financial projections, if any, are made or based and carefully consider this Offer Information Statement in light of their personal circumstances (including financial and taxation affairs). It is recommended that such persons seek professional advice from their legal, financial, tax or other professional adviser before deciding whether to acquire any Rights Shares or invest in the Company.

No person has been authorised to give any information or to make any representations, other than those contained in this Offer Information Statement in connection with the Rights Issue and, if given or made, such information or representation must not be relied upon as having been authorised by the Company or the Sponsor.

Save as expressly stated in this Offer Information Statement, nothing contained herein is, or may be relied upon as, a promise or representation as to the future performance or policies of the Group. Neither the delivery of this Offer Information Statement nor the issue of the Rights Shares shall, under any circumstances, constitute a continuing representation, or give rise to any implication, that there has been no material change in the affairs of the Company or the Group, or any of the information contained herein since the date hereof. Where such changes occur after the date hereof and are material, or is required to be disclosed by law and/or the SGX-ST, the Company may make an announcement of the same via the SGXNET and, if required, lodge a supplementary or replacement document with the SGX-ST, acting as agent on behalf of the Authority. All Entitled Shareholders and their renouncees and Purchasers should take note of any such announcement and, upon the release of such announcement and/or lodgement of such supplementary or replacement document, as the case may be, shall be deemed to have notice of such changes.

Neither the Company nor the Sponsor is making any representation in this Offer Information Statement to any person regarding the legality of an investment in the Rights Shares and/or the Shares, by such person under any investment or any other laws or regulations. No information in this Offer Information Statement should be considered to be business, financial, legal or tax advice. Each prospective investor should consult his own professional or other adviser for business, financial, legal or tax advice regarding an investment in the Rights Issue, the Rights Shares and/or the Shares.

The Sponsor makes no representation, warranty or recommendation whatsoever as to the merits of the Rights Issue, the Rights Shares, the Company, its subsidiaries, their securities or any other matter related to thereto or in connection therewith. Nothing in this Offer Information Statement or the accompanying documents shall be construed as a recommendation to accept or purchase the Rights Shares and/or the Shares. Prospective subscribers of the Rights Shares should rely on their own investigation of the financial condition and affairs of the Company and the Group as well as their own appraisal and determination of the merits of investing in the Company and the Group and shall be deemed to have done so.

This Offer Information Statement and its accompanying documents have been prepared solely for the purpose of acceptance of and subscription for the Rights Shares under the Rights Issue and may not be relied upon by any persons other than the Entitled Shareholders (and their renouncees and Purchasers) to whom these documents are despatched by the Company, or for any other purpose.

This Offer Information Statement, including the ARE, the ARS and the PAL, may not be used for the purpose of, and do not constitute an offer, invitation or solicitation to anyone in any jurisdiction or under any circumstances in which such offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation.

The distribution of this Offer Information Statement and/or its accompanying documents may be prohibited or restricted (either absolutely or subject to various securities requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions. Shareholders or any other persons having possession of this Offer Information Statement and/or its accompanying documents are advised to keep themselves informed of and observe such prohibitions and restrictions at their own expense and without liability to the Company or the Sponsor. Please refer to the section entitled “Eligibility of Shareholders to Participate in the Rights Issue” of this Offer Information Statement for further information.

IMPORTANT NOTICE TO (A) CPFIS MEMBERS, (B) SRS MEMBERS AND (C) INVESTORS WHO HOLD SHARES THROUGH A FINANCE COMPANY AND/OR A DEPOSITORY AGENT

Entitled Shareholders who have subscribed for or purchased Shares under the CPFIS-OA, the SRS, or through a finance company and/or a Depository Agent can only accept their entitlements to the Rights Shares and (if applicable) apply for Excess Rights Shares by instructing the relevant banks in which they hold their CPF Investment Accounts and/or SRS accounts, finance companies and/or Depository Agents (as the case may be) to do so on their behalf.

ANY APPLICATION MADE DIRECTLY BY THE ABOVE-MENTIONED ENTITLED SHAREHOLDERS TO CDP, THE SHARE REGISTRAR, THE COMPANY AND/OR THROUGH ATMS OF THE PARTICIPATING BANK WILL BE REJECTED.

The above-mentioned Entitled Shareholders, where applicable, will receive notification letter(s) from their respective approved bank, finance company and/or Depository Agent and should refer to such notification letter(s) for details of the last date and time to submit applications to their respective approved bank, finance company and/or Depository Agent.

(A) Use of CPF Funds

CPFIS Members who wish to accept the Rights Shares and (if applicable) apply for Excess Rights Shares can only do so using their CPF Funds, subject to applicable CPF rules and regulations.

Such CPFIS Members must instruct their respective approved CPF agent banks, where such Entitled Shareholders hold their CPF Investment Accounts, to accept their entitlements to the Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf in accordance with the terms and conditions of this Offer Information Statement. Such Entitled Shareholders who have insufficient funds in their CPF Investment Accounts may deposit cash into their CPF Investment Accounts with their approved banks before instructing their respective approved CPF agent banks to accept their entitlements to the Rights Shares and (if applicable) apply for Excess Rights Shares. CPF Funds may not, however, be used for the purchase of the “nil-paid” directly from the market.

CPFIS Members are advised to provide their respective approved CPF agent banks with appropriate instructions early in order for their CPF agent banks to make the relevant acceptance and, if applicable, applications on their behalf by the Closing Date.

(B) Use of SRS Funds

SRS Members who had purchased Shares using their SRS accounts and who wish to accept their Rights Shares and/or (if applicable) application for Excess Rights Shares, can only do so, subject to applicable SRS rules and regulations, using monies standing to the credit of their respective SRS accounts.

Such Entitled Shareholders who wish to accept their entitlements to the Rights Shares and (if applicable) apply for Excess Rights Shares using SRS monies, must instruct the relevant banks in which they hold their SRS accounts to accept their entitlements to the Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf in accordance with the terms and conditions of this Offer Information Statement. Such Entitled Shareholders who have insufficient funds in their SRS accounts may, subject to the SRS contribution cap, deposit cash into their SRS accounts with their approved banks before instructing their respective approved banks to accept their entitlements to the Rights Shares and (if applicable) apply for Excess Rights Shares. Monies in the SRS account may not, however, be used for the purchase of the “nil-paid” rights directly from the market.

SRS Members are advised to provide their respective approved banks in which they hold their SRS accounts with the appropriate instructions no later than the deadlines set by their respective approved banks in order for their respective approved banks to make the relevant acceptance and (if applicable) application on their behalf by the Closing Date.

(C) Holdings through Finance Company and/or Depository Agent

Entitled Shareholders who hold Shares through a finance company and/or a Depository Agent must instruct the relevant finance company and/or Depository Agent to accept their entitlements of the Rights Shares and/or (if applicable) apply for Excess Rights Shares on their behalf in accordance with this Offer Information Statement.

TABLE OF CONTENTS

IMPORTANT NOTICE	i
DEFINITIONS	2
SUMMARY OF THE RIGHTS ISSUE	10
EXPECTED TIMETABLE OF KEY EVENTS	12
ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE	13
TRADING	16
CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS	18
TAKE-OVER LIMITS	19
SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005	20
PART II – IDENTITY OF DIRECTORS, ADVISORS AND AGENTS	20
PART III – OFFER STATISTICS AND TIMETABLE	22
PART IV – KEY INFORMATION	25
PART V – OPERATING AND FINANCIAL REVIEW AND PROSPECTS	42
PART VI – THE OFFER AND LISTING	54
PART VII – ADDITIONAL INFORMATION	58
PART VIII – ADDITIONAL INFORMATION REQUIRED FOR OFFER OF DEBENTURES OR UNITS OF DEBENTURES	59
PART IX – ADDITIONAL INFORMATION REQUIRE FOR CONVERTIBLE DEBENTURES	59
PART X – ADDITIONAL INFORMATION REQUIRED FOR OFFER OF SECURITIES BY WAY OF RIGHTS ISSUE	60
ADDITIONAL DISCLOSURE REQUIREMENTS FOR RIGHTS ISSUE UNDER APPENDIX 8A OF THE CATALIST RULES	64
APPENDIX I – RISK FACTORS	66
APPENDIX II – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS	78
APPENDIX III – PROCEDURES FOR ACCEPTANCE, SPLITTING, RENUNCIATION, EXCESS APPLICATION AND PAYMENT BY ENTITLED SCRIPHOLDERS	89
APPENDIX IV – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH AN ATM OF THE PARTICIPATING BANK	94
APPENDIX V – LIST OF PARTICIPATING BANKS	99
DIRECTORS’ RESPONSIBILITY STATEMENT	

DEFINITIONS

For the purposes of this Offer Information Statement, the ARE, the ARS and the PAL, the following definitions shall, unless the context otherwise requires, have the following meanings:

General

“Affected Substantial Shareholders”	:	Has the meaning ascribed to it in paragraph 1(f) of Part X of this Offer Information Statement
“Agreed Proportion”	:	Has the meaning ascribed to it in paragraph 9(c) of Part IV of this Offer Information Statement
“Announcement”	:	The announcement released on the SGXNET by the Company on 23 May 2014 in relation to the Rights Issue
“ARE”	:	Application and acceptance form for Rights Shares and Excess Rights Shares to be issued to Entitled Depositors in respect of their provisional allotments of Rights Shares under the Rights Issue
“ARS”	:	Application and acceptance form for Rights Shares to be issued to Purchasers
“Assignment”	:	Has the meaning ascribed to it in paragraph 9(c) of Part IV of this Offer Information Statement
“ATM”	:	Automated teller machine of a Participating Bank
“Authority”	:	The Monetary Authority of Singapore
“Board”	:	The board of directors of the Company, as at the date of this Offer Information Statement
“Books Closure Date”	:	5.00 p.m. on 2 September 2014 , being the time and date at and on which the Register of Members and the share transfer books of the Company were closed to determine the provisional allotments of Rights Shares of Entitled Shareholders under the Rights Issue
“Business Day”	:	A day (other than a Saturday, Sunday or public holiday) on which banks, the SGX-ST, CDP, the Share Registrar are open for business in Singapore
“Call Option”	:	Has the meaning ascribed to it in paragraph 9(c) of Part IV of this Offer Information Statement
“Catalist”	:	The Catalist Board of the SGX-ST
“Catalist Rules”	:	The Listing Manual Section B: Rules of the Catalist of the SGX-ST, as may be amended, modified or supplemented from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Closing Date”	:	(a) 5.00 p.m. on 19 September 2014 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), being the last time and date for acceptance of and payment, and renunciation and payment, for the Rights Shares and (if applicable) application and payment for Excess Rights Shares, under the Rights Issue through CDP or the Share Registrar respectively; or

DEFINITIONS

	(b) 9.30 p.m. on 19 September 2014 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), being the last time and date for acceptance of and payment for the Rights Shares and (if applicable) application and payment for Excess Rights Shares under the Rights Issue by way of an Electronic Application
“Code”	: The Singapore Code on Takeovers and Mergers, as amended, modified or supplemented from time to time
“Companies Act”	: The Companies Act (Chapter 50) of Singapore, as may be amended, modified or supplemented from time to time
“Company”	: Sitra Holdings (International) Limited
“Concert Parties Shareholders”	: Mr George Chew, Mdm Teresa Tan, Mr Steven Chew and Ms Josca Woo
“CPF”	: Central Provident Fund
“CPF Investment Account”	: An account opened by CPFIS Members with a CPF approved bank from which CPF Funds may be withdrawn for, among others, payment to subscribe for the Rights Shares pursuant to the Rights Issue
“CPFIS Members”	: Investors who have bought Shares under the CPFIS-OA
“CPFIS-OA”	: CPF Investment Scheme – Ordinary Account
“Deed of Undertaking”	: Has the meaning ascribed to it in paragraph 1(f) of Part X of this Offer Information Statement
“Deed of Set-Off”	: Has the meaning ascribed to it in paragraph 1(f) of Part X of this Offer Information Statement
“Directors”	: The directors of the Company as at the date of this Offer Information Statement
“Dubai SPA”	: Has the meaning ascribed to it in paragraph 9(c) of Part IV of this Offer Information Statement
“EGM”	: An extraordinary general meeting of the Company
“Electronic Application”	: Acceptance of the Rights Shares and (if applicable) application for Excess Rights Shares made through an ATM of a Participating Bank in accordance with the terms and conditions of this Offer Information Statement and the relevant procedures for electronic applications at ATMs as set out in this Offer Information Statement or on the ATM screens of the Participating Bank
“Entitled Depositors”	: Shareholders with Shares entered against their names in the Depository Register, maintained by CDP, as at the Books Closure Date and whose registered addresses with CDP are in Singapore as at the Books Closure Date, or who have, at least three (3) Market Days prior to the Books Closure Date, provided CDP with registered addresses in Singapore for the service of notices and documents

DEFINITIONS

“Entitled Scripholders”	:	Shareholders whose share certificates have not been deposited with CDP and who have tendered to the Share Registrar valid transfer of their Shares and the certificates relating thereto for registration up to the Books Closure Date and whose registered addresses with the Company are in Singapore as at the Books Closure Date or who have, at least three (3) Market Days prior to the Books Closure Date, provided the Share Registrar with addresses in Singapore for the service of notices and documents
“Entitled Shareholders”	:	Entitled Depositors and Entitled Scripholders
“Excess Applications”	:	Applications for Excess Rights Shares
“Excess Rights Shares”	:	The Rights Shares represented by provisional allotments: (a) to: (i) Entitled Shareholders, who decline, do not accept or elect not to renounce or sell their provisionally allotted Rights Shares, during the Rights Trading Period prescribed by the SGX-ST; or (ii) Shareholders who are not entitled to participate in the Rights Issue which have not been sold during the Rights Trading Period; or (b) that have not been validly taken up by the original allottees, renouncees or the Purchasers
“Existing Share Capital”	:	The issued and paid-up share capital of the Company comprising 313,000,000 Shares as at the Latest Practicable Date
“Foreign Purchasers”	:	Persons purchasing the provisional allotment of Rights Shares through the book entry (scripless) settlement system and whose registered addresses with CDP are outside Singapore
“Foreign Shareholders”	:	Shareholders whose registered addresses with the Company or CDP are outside Singapore as at the Books Closure Date and who have not, at least three (3) Market Days prior to the Books Closure Date, provided CDP or the Share Registrar, as the case may be, addresses in Singapore for the service of notices and documents
“FY”	:	Financial year ended or, as the case may be, ending 31 December
“Group”	:	The Company and its subsidiaries, collectively
“GST”	:	Goods and services tax
“Irrevocable Undertakings”	:	Has the meaning ascribed to it in paragraph 1(f) of Part X of this Offer Information Statement
“Issue Price”	:	S\$0.01 for each Rights Share
“JTC”	:	Jurong Town Corporation
“Last Transacted Price”	:	Has the meaning ascribed to it in the section entitled “Summary of the Rights Issue” of this Offer Information Statement

DEFINITIONS

“Latest Practicable Date”	:	28 August 2014, being the latest practicable date prior to the lodgement of this Offer Information Statement with the SGX-ST, acting as agent on behalf of the Authority
“Leasehold Interest”	:	Has the meaning ascribed to it in paragraph 9(c) of Part IV of this Offer Information Statement
“LPS”	:	Loss per Share
“LQN”	:	The listing and quotation notice obtained from the SGX-ST on 30 July 2014 for the listing of and quotation for the Rights Shares on Catalist, subject to compliance with the SGX-ST’s listing requirements and Shareholders’ approval for the Rights Issue being obtained at an EGM
“Market Day”	:	A day on which the SGX-ST is open for trading in securities
“Maximum Scenario”	:	Has the meaning ascribed to it in paragraph 2 of Part IV of this Offer Information Statement
“Minimum Scenario”	:	Has the meaning ascribed to it in paragraph 2 of Part IV of this Offer Information Statement
“Minton Rise”	:	Has the meaning ascribed to it in paragraph 9(f) of Part IV of this Offer Information Statement
“MOM”	:	Ministry of Manpower Singapore
“MOU”	:	Has the meaning ascribed to it in paragraph 9(c) of Part IV of this Offer Information Statement
“Net Proceeds”	:	The net proceeds from the Rights Issue, after deducting professional fees and related expenses incurred in connection with the Rights Issue
“NAV”	:	Net asset value
“Offer Information Statement”	:	This offer information statement dated 3 September 2014 issued by the Company in connection with the Rights Issue, together with the PAL, the ARE, the ARS (as the case may be) and all other accompanying documents issued by the Company (where applicable), including where the context admits, any supplementary or replacement document which may be issued by the Company in connection with the Rights Issue
“Option Deed”	:	Has the meaning ascribed to it in paragraph 9(c) of Part IV of this Offer Information Statement
“Option Shares”	:	Has the meaning ascribed to it in paragraph 9(c) of Part IV of this Offer Information Statement
“Outstanding SD Loan”	:	The outstanding loan amount of S\$578,060.00 owing by Sitra Dove to Mr George Chew as at the Latest Practicable Date
“Outstanding SHI Loan”	:	The outstanding loan amount of S\$1,005,504.00 owing by the Company to Mr George Chew as at the Latest Practicable Date
“PAL”	:	The provisional allotment letter to be issued to an Entitled Scripholder setting out the provisional allotments of Rights Shares of such Entitled Scripholder under the Rights Issue

DEFINITIONS

“Participating Banks”	:	DBS Bank Ltd (including POSB) and United Overseas Bank Limited and its subsidiary, Far Eastern Bank Limited
“Placement Shares”	:	Has the meaning ascribed to it in paragraph 9(c) of Part IV of this Offer Information Statement
“Promoters”	:	Has the meaning ascribed to it in paragraph 9(c) of Part IV of this Offer Information Statement
“Promoters Call Option”	:	Has the meaning ascribed to it in paragraph 9(c) of Part IV of this Offer Information Statement
“Property”	:	Has the meaning ascribed to it in paragraph 9(c) of Part IV of this Offer Information Statement
“Proposed IPT”	:	Has the meaning ascribed to it in paragraph 9(c) of Part IV of this Offer Information Statement
“Purchasers”	:	Purchasers of the provisional allotments of Rights Shares traded on Catalist through the book-entry (scripless) settlement system
“Put Option”	:	Has the meaning ascribed to it in paragraph 9(c) of Part IV of this Offer Information Statement
“Record Date”	:	In relation to any dividends, rights, allotments or other distributions, the date as at the close of business (or such other time as may have been notified by the Company) on which Shareholders must be registered with the Share Registrar or with CDP, as the case may be, in order to participate in such dividends, rights, allotments or other distributions
“Register of Members”	:	Register of members of the Company
“Register of Substantial Shareholders”	:	Register of substantial shareholders of the Company
“Rights”	:	The “nil-paid” rights (evidenced by the provisional allotment of the Rights Shares)
“Rights Issue”	:	The renounceable non-underwritten rights issue by the Company of up to 438,200,000 Rights Shares at the Issue Price on the basis of seven (7) Rights Shares for every five (5) existing Shares held by Entitled Shareholders as at the Books Closure Date, fractional entitlements to be disregarded
“Rights Shares”	:	Up to 438,200,000 new Shares to be allotted and issued by the Company pursuant to the Rights Issue
“Rights Trading Period”	:	The trading period of the Rights on a “nil-paid” basis, commencing from 9.00 a.m. on 5 September 2014 and ending at 5.00 p.m. on 15 September 2014
“Sale”	:	Has the meaning ascribed to it in paragraph 9(c) of Part IV of this Offer Information Statement
“SA Option Shares”	:	Has the meaning ascribed to it in paragraph 9(c) of Part IV of this Offer Information Statement
“Securities Account”	:	A securities account maintained by a Depositor with CDP, but does not include a securities sub-account maintained with a Depository Agent

DEFINITIONS

“Settlement”	:	Has the meaning ascribed to it in paragraph 9(f) of Part IV of this Offer Information Statement
“SD Interest”	:	Interests approved by Shareholders (at the EGM convened on 25 August 2014) to be paid by Sitra Dove on the loan advances made by Mr George Chew to Sitra Dove and/or which remain outstanding to Mr George Chew between June 2012 and the Latest Practicable Date, including the Outstanding SD Loan. Please refer to the Company’s circular to Shareholders dated 8 August 2014 for more details
“SFA”	:	Securities and Futures Act (Chapter 289) of Singapore, as may be amended, modified or supplemented from time to time
“SGXNET”	:	A system network used by listed companies to send information and announcements to the SGX-ST or any other system networks prescribed by the SGX-ST
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“SHI Interest”	:	Interests approved by Shareholders (at the EGM convened on 25 August 2014) to be paid by the Company on the loan advances made by Mr George Chew to the Company and/or which remain outstanding to Mr George Chew between October 2010 and the Latest Practicable Date, including the Outstanding SHI Loan. Please refer to the Company’s circular to Shareholders dated 8 August 2014 for more details
“Shareholders”	:	Registered holders of Shares in the Register of Members except that where the registered holder is CDP, the term “ Shareholders ” shall, in relation to such Shares and where the context admits, mean the Depositors whose Securities Accounts are credited with the Shares
“Share Registrar”	:	Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.)
“Shares”	:	Ordinary shares in the capital of the Company
“SIC	:	Securities Industry Council
“SPA”	:	Has the meaning ascribed to it in paragraph 9(c) of Part IV of this Offer Information Statement
“Sponsor”	:	The Catalyst sponsor of the Company, RHT Capital Pte. Ltd.
“SPV”	:	Special purpose vehicle
“SRS”	:	Supplementary Retirement Scheme
“SRS Account”	:	An account opened by a participant in the SRS with an SRS Approved Bank from which money may be withdrawn for, <i>inter alia</i> , payment of the Rights Shares and/or Excess Rights Shares
“SRS Approved Banks”	:	Approved banks in which SRS Members hold their accounts under the SRS
“SRS Funds”	:	Monies standing to the credit of the SRS accounts of SRS Members under the SRS

DEFINITIONS

“SRS Members”	:	Members under the SRS
“Subscriber”	:	Has the meaning ascribed to it in paragraph 9(c) of Part IV of this Offer Information Statement
“Sub-Contract”	:	Has the meaning ascribed to it in paragraph 9(f) of Part IV of this Offer Information Statement
“UAE”	:	United Arab Emirates
“Undertaking Shareholders”	:	Mr George Chew, Mdm Teresa Tan, Mr Steven Chew, Mr Chen and Ms Josca Woo collectively
“Under-subscribed Scenario”	:	Has the meaning ascribed to it in paragraph 1(f) of Part X of this Offer Information Statement
“Unit Share Market”	:	The unit share market of the SGX-ST which allows the trading of odd lots in quantities less than the board lot size
“Whitewash Resolution”	:	Has the meaning ascribed to it in paragraph 1(f) of Part X of this Offer Information Statement
“Whitewash Waiver”	:	Has the meaning ascribed to it in paragraph 1(f) of Part X of this Offer Information Statement

Currencies, Units and Others

“%”	:	Per centum or percentage
“AED”	:	Emirati Dirham, the lawful currency of United Arab Emirates
“Euro”	:	The lawful currency of the Institutions of the European Union
“IDR”	:	Indonesian rupiah, the lawful currency of Indonesia
“S\$” and “cents”	:	Singapore dollars and cents, respectively, the lawful currency of the Republic of Singapore
“US\$”	:	United States dollars, the lawful currency of the United States of America

Names used in this Circular

“Bedec”	:	Bedec Pte Ltd
“Chin Leong Building”	:	Chin Leong Building Construction (2007) Pte Ltd
“Faisal”	:	Mr Faisal Mohamed Saif Salem Al Nayadi
“Hua Teng”	:	Hua Teng Builders Pte Ltd
“JPL”	:	JPL Consultants Pte Ltd
“Mr Chen”	:	Mr Chen Weiping
“Mr George Chew”	:	Mr Chew Ah Ba George
“Mr Steven Chew”	:	Mr Chew Chiew Siang Steven
“Ms Josca Woo”	:	Ms Josca Woo Kong Hwa

DEFINITIONS

“NS Trading”	: NS Trading Pte Ltd
“Rising Engineering”	: Rising Engineering Pte Ltd
“Sitra Dove”	: Sitra Dove Construction and Logistics Pte Ltd, a wholly-owned subsidiary of the Company
“Star One”	: Star One International Pte Ltd
“Qun Da”	: Ho Hin Kew t/a Qun Da (Teng Kee) Transport & Trading
“VSL”	: VSL Singapore Pte Ltd
“WFHPL”	: World Furnishing Hub Pte. Ltd.
“Wood Doctor”	: Wood Doctor Holding Pte Ltd
“Xin Fa”	: Xin Fa Construction Pte Ltd

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

The terms “**subsidiary**” and “**Substantial Shareholder**” shall have the meaning ascribed to it in Section 5 and Section 81 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. References to persons shall, where applicable, include corporations.

Any reference in this Offer Information Statement, the ARE, the ARS, or the PAL to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the SFA, the Companies Act, or the Catalist Rules or any statutory or regulatory modification thereof and used in this Offer Information Statement shall, where applicable, have the meaning assigned to it under the SFA, the Companies Act or the Catalist Rules or such statutory or regulatory modification thereof, as the case may be, unless otherwise provided.

Any reference to any agreement or document shall include the agreement or document, as amended, modified, varied, novated, supplemented or replaced from time to time.

Any reference to a time of day in this Offer Information Statement, the ARE, the ARE or the PAL shall be a reference to Singapore time unless otherwise stated. Any reference to a date and/or time in this Offer Information Statement, the ARE, the ARS or the PAL in relation to the Rights Issue (including but not limited to the last dates and times for acceptance and payment, renunciation and payment, and excess application and payment) shall include such other date(s) and/or time(s) as may be announced from time to time by or on behalf of the Company.

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

Any reference to “**we**”, “**us**” and “**our**” in this Offer Information Statement is a reference to the Group or any member of the Group as the context requires.

SUMMARY OF THE RIGHTS ISSUE

The following is a summary of the principal terms and conditions of the Rights Issue and is derived from and should be read in conjunction with, the full text of this Offer Information Statement, and is qualified in its entirety by reference to information appearing elsewhere in this Offer Information Statement.

- Number of Rights Shares : Up to 438,200,000 Rights Shares to be issued.
- Basis of provisional allotment : Seven (7) Rights Shares for every five (5) existing Shares held by Entitled Shareholders as at the Books Closure Date, fractional entitlements to be disregarded.

Fractional entitlements to the Rights Shares, if any, will be disregarded in arriving at the entitlements of the Entitled Shareholders and will, together with the provisional allotments which are not taken up or allotted for any reason, be aggregated and allocated to satisfy Excess Applications (if any) or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company.

In the allotment of any Excess Rights Shares, preference will be given to Shareholders for the rounding of odd lots and the Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board will rank last in priority for the rounding of odd lots and allotment of Excess Rights Shares.

- Issue Price : S\$0.01 for each Rights Share, payable in full on acceptance and/or application.

- Discount : The Issue Price represents a discount of approximately:
- (i) 68.75% to the closing price of S\$0.032 per Share on 27 February 2014, being the last Market Day on which Shares were traded on the Catalist immediately preceding the Announcement (“**Last Transacted Price**”);
 - (ii) 47.8% to the theoretical ex-rights price of S\$0.0192 per Share based on the Last Transacted Price; and
 - (iii) 16.67% to the closing price of S\$0.012 per Share as at the Latest Practicable Date.

- Eligibility to participate in the Rights Issue : Please refer to the section entitled “Eligibility of Shareholders to Participate in the Rights Issue” of this Offer Information Statement.

- Non-underwritten : The Rights Issue is not underwritten by any financial institution.

- Status of the Rights Shares : The Rights Shares will, upon allotment and issuance, rank *pari passu* in all respects with the then existing Shares, save for any dividends, rights, allotments or other distributions, the Record Date for which falls before the date of issue of the Rights Shares.

- Listing of the Rights Shares : The LQN has been obtained from the SGX-ST on 30 July 2014 for the listing of and quotation for the Rights Shares on Catalist, subject to compliance with the SGX-ST’s listing requirements and Shareholders’ approval for the Rights Issue being obtained at an EGM.

SUMMARY OF THE RIGHTS ISSUE

The LQN is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Company, its subsidiaries and their securities.

Trading of the Rights Shares : Upon the listing of and quotation for the Rights Shares on Catalist, the Rights Shares will be traded on Catalist under the book-entry (scripless) settlement system.

For the purposes of trading on Catalist, each board lot of Shares will comprise 1,000 Shares, or such other number of Shares as may be notified by the Company. Please refer to the section entitled “Trading” of this Offer Information Statement for further details.

Acceptance, Excess Applications and payment procedures : Only Entitled Shareholders (and not the Purchasers or the renounees of Entitled Shareholders) are eligible to apply for additional Rights Shares in excess of the provisional allotments of Rights Shares under the Rights Issue.

The procedures for, and the terms and conditions applicable to, acceptances, splitting, renunciations and/or sales of the provisional allotments of Rights Shares and for the applications for Excess Rights Shares, including the different modes of acceptance or application and payment, are contained in **Appendices II to IV** of this Offer Information Statement and in the ARE, the ARS and the PAL.

Use of CPF Funds : Members who have previously bought their Shares under the CPFIS-OA can only use, subject to applicable CPF rules and regulations, their CPF Funds for the payment of the Issue Price to subscribe for the Rights Shares and (if applicable) apply for Excess Rights Shares. CPFIS Members who wish to accept the provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares using CPF Funds will need to instruct their respective approved banks, where such CPFIS Members hold their CPF Investment Accounts, to accept the provisional allotments of Rights Shares and (if applicable) apply for the Excess Rights Shares on their behalf in accordance with this Offer Information Statement. In the case of insufficient CPF Funds or stock limit, CPFIS Members could top up cash into their CPF Investment Accounts before instructing their respective approved CPF agent banks to accept the Rights Shares and (if applicable) apply for Excess Rights Shares. Any application made directly to the CDP or through ATMs will be rejected. CPF Funds cannot, however, be used for the purchase of the provisional allotments of the Rights Shares directly from the market.

Irrevocable Undertakings : Pursuant to the Irrevocable Undertakings, the Undertaking Shareholders have undertaken to the Company to, *inter alia*, subscribe and pay for an aggregate of 236,895,399 Rights Shares.

Governing Law : Laws of the Republic of Singapore.

Risk Factors : Investing in the Rights Shares involves risks. Please refer to **Appendix I** of this Offer Information Statement.

EXPECTED TIMETABLE OF KEY EVENTS

The important dates and times for the Rights Issue are as follows:

Shares trade ex-rights	: 29 August 2014 from 9.00 am
Books Closure Date	: 2 September 2014 at 5:00 pm
Despatch of Offer Information Statement (together with the ARE or PAL, as the case may be) to the Entitled Shareholders	: 5 September 2014
Commencement of trading of "nil-paid" rights	: 5 September 2014 from 9.00 am
Last date and time for trading of "nil-paid" rights	: 15 September 2014 at 5.00 pm
Last date and time for splitting rights	: 15 September 2014 at 5.00 pm
Last date and time for acceptance and payment for Rights Shares	: 19 September 2014 at 5.00 pm (9.30 pm for Electronic Applications via ATM of Participating Banks)
Last date and time for renunciation of and payment for Rights Shares	: 19 September 2014 at 5.00 pm (9.30 pm for Electronic Applications via ATM of Participating Banks)
Last date and time for application and payment of Excess Rights Shares ⁽¹⁾	: 19 September 2014 at 5.00 pm (9.30 pm for Electronic Applications via ATM of Participating Banks)
Expected date for issuance of Rights Shares	: 26 September 2014
Expected date for crediting of Rights Shares	: 29 September 2014
Expected date for refund of unsuccessful or invalid applications (if made through CDP)	: 29 September 2014
Expected date and time for the listing and commencement of trading of Rights Shares	: 29 September 2014 from 9.00 a.m.

Note:-

- (1) CPF Members, SRS Members and investors who hold Shares through a finance company and/or a Depository Agent, where applicable, will receive notification letter(s) from their respective CPF approved banks, SRS Approved Banks, finance companies and/or Depository Agents and should refer to such notification letter(s) for details of the last date and time to submit applications to their respective CPF approved banks, SRS Approved Banks, finance companies and/or Depository Agents. Any acceptance of the Rights Shares and (if applicable) application for Excess Rights Shares made directly through CDP, Electronic Applications at ATMs of the Participating Banks, the Share Registrar and/or the Company will be rejected.

Pursuant to Rule 820(1) of the Catalist Rules, the Rights Issue will not be withdrawn after the Shares have commenced ex-rights trading. Based on the above timetable, the Shares are expected to commence ex-rights trading on 29 August 2014 from 9.00 a.m..

The above timetable is indicative only and is subject to change. As at the Latest Practicable Date, the Company does not expect the timetable to be modified. However, the Company may, with the approval of the SGX-ST, the Sponsor and/or CDP, modify the above timetable subject to any limitation under any applicable law. In that event, the Company will publicly announce any change to the above timetable through an SGXNET announcement to be posted on the SGX-ST's website at <http://www.sgx.com>.

ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

1. Entitled Shareholders

Entitled Shareholders are entitled to participate in the Rights Issue and to receive this Offer Information Statement together with the ARE or the PAL (as the case may be), and other accompanying documents at their respective Singapore mailing addresses.

Entitled Depositors who do not receive this Offer Information Statement and/or the ARE may obtain them from CDP or the Share Registrar during the period up to the Closing Date. Entitled Scripholders who do not receive this Offer Information Statement and/or the PAL may obtain them from the Share Registrar during the period up to the Closing Date.

2. Entitled Depositors

Entitled Depositors are Shareholders with Shares entered against their names in the Depository Register, maintained by CDP, as at the Books Closure Date and whose registered addresses with CDP are in Singapore as at the Books Closure Date, or who have, at least three (3) Market Days prior to the Books Closure Date, provided CDP with addresses in Singapore for the service of notices and documents.

Entitled Depositors will be provisionally allotted their entitlements on the basis of the number of Shares standing to the credit of their Securities Accounts with CDP as at the Books Closure Date.

3. Entitled Scripholders

Entitled Scripholders are Shareholders whose share certificates have not been deposited with CDP and who have tendered to the Share Registrar valid transfer of their Shares and the certificates relating thereto for registration up to the Books Closure Date and whose registered addresses with the Company are in Singapore as at the Books Closure Date or who have, at least three (3) Market Days prior to the Books Closure Date, provided the Share Registrar with addresses in Singapore for the service of notices and documents.

In order to be provisionally allotted their entitlements, Entitled Scripholders will have to submit duly completed and stamped transfers (in respect of Shares not registered in the name of CDP), together with all relevant documents of title, so as to be received up to the Books Closure Date by the Share Registrar in order to be registered to determine the transferee's provisional entitlements under the Rights Issue.

All dealings in, and transactions of, provisional allotments of Rights Shares through Catalist will be effected under the book-entry (scripless) settlement system. Accordingly, the PALs issued to Entitled Scripholders will not be valid for delivery pursuant to trades done on Catalist.

4. Provisional Allotment

Entitled Shareholders will be provisionally allotted the Rights Shares on the basis of their shareholdings as at the Books Closure Date. Entitled Shareholders will be at liberty to accept (in full or in part), decline, or otherwise renounce or in the case of Entitled Depositors, trade their provisional allotments of the Rights Shares on the SGX-ST during the Rights Trading Period prescribed by the SGX-ST, and will be eligible to apply for Excess Rights Shares under the Rights Issue.

Fractional entitlements to the Rights Shares, if any, will be disregarded in arriving at the entitlements of the Entitled Shareholders and will, together with the provisional allotments which are not taken up or allotted for any reason, be aggregated and allocated to satisfy Excess Applications (if any) or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company.

ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

In the allotment of any Excess Rights Shares, preference will be given to Shareholders for the rounding of odd lots, and the Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board will rank last in priority for the rounding of odd lots and allotment of Excess Rights Shares. The Company will not make any allotment and issuance of any Excess Rights Shares that will result in a transfer of controlling interest in the Company unless otherwise approved by Shareholders in a general meeting.

The procedures for, and the terms and conditions, applicable to, acceptances, splitting, renunciations and/or sales of the provisional allotments of Rights Shares and for the applications for Excess Rights Shares, including the different modes of acceptance or application and payment are contained in **Appendices II to IV** of this Offer Information Statement and in the ARE, the ARS and the PAL.

5. Foreign Shareholders

For practical reasons and in order to avoid any violation of securities legislation applicable in countries other than Singapore, the Rights Issue will **NOT** be offered to Shareholders whose registered addresses with the Company or CDP are outside Singapore as at the Books Closure Date and who have not, at least three (3) Market Days prior to the Books Closure Date, provided CDP or the Share Registrar, as the case may be, addresses in Singapore for the service of notices and documents. Accordingly, Foreign Shareholders will not be entitled to participate in the Rights Issue. This Offer Information Statement and its accompanying documents will not be mailed outside Singapore.

This Offer Information Statement and its accompanying documents will also not be despatched to persons purchasing the provisional allotments of Rights Shares through the book-entry (scripless) settlement system if their registered addresses with CDP are outside Singapore (the **"Foreign Purchasers"**). Foreign Purchasers who wish to accept the provisional allotments of the Rights Shares credited to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore. Any renouncee of an Entitled Scripholder whose address as stated in the PAL is outside Singapore will not be entitled to accept the provisional allotment of Rights Shares renounced to him.

The Company reserves the right to treat as invalid any ARE, ARS or PAL which (a) appears to the Company or its agents to have been executed in any jurisdiction outside Singapore which may violate the applicable legislation of such jurisdiction, (b) provides an address outside Singapore for the receipt of the share certificate(s) for the Rights Shares or which requires the Company to despatch the share certificate(s) to an address in any jurisdiction outside Singapore or (c) purports to exclude any deemed representation or warranty. The Company further reserves the right to reject any acceptances of the Rights Shares and/or applications for Excess Rights Shares where it believes, or has reason to believe, that such acceptances and/or applications may violate the applicable legislation of any jurisdiction.

If it is practicable to do so, arrangements may, at the absolute discretion of the Company, be made for the provisional allotments of Rights Shares which would otherwise have been provisionally allotted to Foreign Shareholders, to be sold "nil-paid" on Catalist as soon as practicable after the Rights Trading Period commences, or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, and no Foreign Shareholder or persons acting for the account or benefit of any such persons shall have any claim whatsoever against the Company, the Sponsor, the CDP or the Share Registrar and their respective officers in connection therewith. Such sales may, however, only be effected if the Company, in its absolute discretion, determines that a premium can be obtained from such sales, after taking into account the relevant expenses to be incurred in relation thereto.

ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

The net proceeds from all such sales, after deduction of all expenses therefrom, will be pooled and thereafter distributed among Foreign Shareholders in proportion to their respective shareholdings or, as the case may be, the number of Shares standing to the credit of their respective Securities Accounts as at the Books Closure Date and sent to them at their own risk by means of a crossed cheque drawn on a bank in Singapore via ordinary post to their mailing address as maintained with CDP or the Share Registrar, or in any such other manner as they may have agreed with CDP for the payment of any cash distributions, where the amount of net proceeds to be distributed to any single Foreign Shareholder is not less than S\$10.00. In the event the amount is less than S\$10.00, the Company shall be entitled to retain or deal with such net proceeds as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder shall have any claim whatsoever against the Company, the Sponsor, CDP, the Share Registrar or their respective officers in connection therewith.

Where such provisional allotments of Rights Shares are sold “nil-paid” on Catalist, they will be sold at such price or prices as the Company may, in its absolute discretion, decide and no Foreign Shareholder shall have any claim whatsoever against the Company, the Sponsor, CDP, the Share Registrar or their respective officers in connection therewith in respect of such sales or the proceeds thereof, the provisional allotments of Rights Shares or the Rights Shares represented by such provisional allotments.

If such provisional allotments of Rights Shares cannot be or are not sold on Catalist as aforesaid for any reason by such time as the SGX-ST shall have declared to be the last day for trading in the provisional allotments of Rights Shares, the Rights Shares represented by such provisional allotments will be allotted and issued to satisfy Excess Applications, disposed of or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder shall have any claim whatsoever against the Company, the Sponsor, CDP, the Share Registrar or their respective officers in connection therewith.

Shareholders should note that the special arrangements described above will apply only to Foreign Shareholders.

Notwithstanding the above, Shareholders and any other person having possession of this Offer Information Statement and/or its accompanying documents are advised to keep themselves informed of and to observe all legal requirements applicable thereto at their own expense and without liability to the Company. No person in any jurisdiction outside Singapore receiving this Offer Information Statement and/or its accompanying documents may treat the same as an offer, invitation or solicitation to subscribe for any Rights Shares unless such offer, invitation or solicitation could lawfully be made without violating any regulatory or legal requirement in such jurisdiction.

This Offer Information Statement and/or its accompanying documents are not intended for distribution outside of Singapore.

1. Listing of and Quotation for the Rights Shares

The Company had on 30 July 2014 received the LQN from the SGX-ST for the listing of and quotation for up to 438,200,000 Rights Shares on Catalist, subject to compliance with the SGX-ST's listing requirements and Shareholders' approval being obtained for the Rights Issue at an EGM. The LQN granted by the SGX-ST is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Company, its subsidiaries and their securities.

The Rights Shares will be admitted to Catalist after all certificate(s) relating thereto have been issued and the allotment letters from CDP have been despatched. Upon listing and quotation on Catalist, the Rights Shares will be traded under the book-entry (scripless) settlement system. All dealings in and transactions (including transfers) of the Rights Shares effected through Catalist and/or CDP shall be made in accordance with CDP's "Terms and Conditions for Operation of Securities Accounts with CDP" and the "Terms and Conditions for CDP to act as Depository for the Rights Shares", as the same may be amended from time to time. Copies of the above are available from CDP.

2. Scripless Trading

To facilitate scripless trading, Entitled Scripholders and their renounees who wish to accept the Rights Shares provisionally allotted to them and (if applicable) apply for Excess Rights Shares, and who wish to trade the Rights Shares issued to them on Catalist under the book-entry (scripless) settlement system, should open and maintain Securities Accounts with CDP in their own names (if they do not already maintain such Securities Accounts) before accepting any Rights Shares or applying for any Excess Rights Shares, in order that the number of Rights Shares and, if applicable, the Excess Rights Shares that may be allotted to them may be credited by CDP into their Securities Accounts.

Entitled Scripholders and their renounees who wish to accept the Rights Shares and/or (if applicable) apply for the Excess Rights Shares and have their Rights Shares credited into their Securities Accounts must fill in their Securities Account numbers and/or National Registration Identity Card ("**NRIC**")/passport numbers (for individuals) or registration numbers (for corporations) in the relevant forms comprised in the PAL.

Entitled Scripholders and their renounees who fail to fill in their Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) or who provide incorrect or invalid Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) or whose particulars provided in the forms comprised in the PAL differ from those particulars in their Securities Accounts currently maintained with CDP, will be issued physical share certificates in their own names for the Rights Shares allotted to them and if applicable, the Excess Rights Shares allotted to them. Such physical share certificates, if issued, will be forwarded to them by ordinary post at their own risk, but will not be valid for delivery pursuant to trades done on Catalist under the book-entry (scripless) settlement system, although they will continue to be *prima facie* evidence of legal title.

If an Entitled Scripholder's address stated in the PAL is different from his address registered with CDP, he must inform CDP of his updated address promptly, failing which the notification letter on successful allotment and other correspondence will be sent to his address last registered with CDP.

A holder of physical certificate(s) or an Entitled Scripholder who has not deposited his share certificate(s) with CDP but wishes to trade on Catalist, must deposit his share certificate(s) with CDP, together with the duly executed instrument(s) of transfer in favour of CDP, and have his Securities Account credited with the number of Rights Shares or existing Shares, as the case may be, before he can effect the desired trade.

TRADING

3. Rights Trading Period

Entitled Depositors who wish to trade all or part of their provisional allotment of their Rights Shares on Catalist can do so for the period commencing on 5 September 2014 from 9.00 a.m., being the date and time of commencement of the Rights Trading Period, and ending on 15 September 2014 at 5.00 p.m., being the last date and time of the Rights Trading Period.

4. Trading of Odd Lots

Shareholders who wish to trade all or part of their provisional allotments of Rights Shares on Catalist during the Rights Trading Period should note that the provisional allotments of Rights Shares will be tradable in board lots, each board lot comprising provisional allotments of 200 or 1,000 Rights Shares, or any other board lot size which the SGX-ST may require.

The existing Shares are currently traded in board lots of 1,000 Shares in the ready market. Following the Rights Issue, the Securities Accounts maintained with CDP of Shareholders (being Depositors) may be credited with odd lots of the Shares (that is, lots other than board lots of 1,000 Shares). Shareholders who receive odd lots of the Shares and who wish to trade in odd lots on the SGX-ST should note that they are able to do so on the Unit Share Market.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

All statements contained in this Offer Information Statement, statements made in public announcements, press releases and oral statements that may be made by the Company or its officers, Directors or employees acting on its behalf, that are not statements of historical fact, constitute “forward-looking statements”. Some of these statements can be identified by words that have a bias towards the future or, are forward-looking such as “anticipate”, “believe”, “could”, “estimate”, “expect”, “forecast”, “if”, “intend”, “may”, “plan”, “possible”, “probable”, “project”, “should”, “will” and “would” or other similar words. However, these words are not the exclusive means of identifying forward-looking statements. All statements regarding the Group’s expected financial position, operating results, business strategy, plans and future prospects of the Group’s industry are forward-looking statements. These forward-looking statements, including, but not limited to, statements as to the Group’s revenue and profitability, prospects, future plans and other matters discussed in this Offer Information Statement regarding matters that are not historical facts, are only predictions. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Group’s actual future results, performance or achievements to be materially different from any future results, performance or achievements expected, expressed or implied by such forward-looking statements.

Given the risks, uncertainties and other factors that may cause the Group’s actual future results, performance or achievements to be materially different from that expected, expressed or implied by the forward-looking statements in this Offer Information Statement, undue reliance must not be placed on these statements. The Group’s actual results, performance or achievements may differ materially from those anticipated in these forward-looking statements. Neither the Company, the Sponsor nor any other person represents or warrants that the Group’s actual future results, performance or achievements will be as discussed in those statements.

Further, the Company and the Sponsor disclaim any responsibility to update any forward-looking statements or publicly announce any revisions to forward-looking statements to reflect future developments, events or circumstances for any reason, even if new information becomes available or other events occur in the future. However, in the event that the Company becomes aware of new developments, events or circumstances that have arisen after the lodgement of this Offer Information Statement with the SGX-ST, acting as agent on behalf of the Authority, but before the Closing Date, and that are materially adverse from the point of view of an investor of the Shares and/or the Rights Shares or are required to be disclosed by law and/or the SGX-ST, the Company may make an announcement of the same via SGXNET and, if required, lodge a supplementary or replacement document with the SGX-ST, acting as agent on behalf of the Authority. The Company is also subject to the provisions of the Catalyst Rules regarding corporate disclosure.

TAKE-OVER LIMITS

The Code regulates the acquisition of ordinary shares of public companies in Singapore, including the Company. Unless exempted, any person acquiring an interest, either on his own or together with parties acting in concert with him, in 30% or more of the voting rights in the Company or if such person holds, either on his own or together with parties acting in concert with him, between 30% and 50% (both inclusive) of the voting rights in the Company, and acquires additional Shares representing more than 1% of the voting rights in the Company in any six-month period, must extend a mandatory take-over offer for the remaining Shares in the Company not held by him and/or parties acting in concert with him in accordance with the provisions of the Code.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Code as a result of the acquisition of Rights Shares pursuant to the Rights Issue or the acceptance of the provisional allotments of Rights Shares and/or the application for Excess Rights Shares, should consult the Securities Industry Council and/or their professional advisers immediately.

Depending on the level of subscription for the Rights Shares, the Company may, if necessary and upon the approval of the Sponsor and/or the SGX-ST, scale down the Rights Shares subscribed by any Shareholder to the extent necessary to avoid placing such Shareholder in the position of incurring an obligation to make a mandatory general offer for the Shares under the Code as a result of other Shareholders not taking up their provisional allotments of the Rights Shares.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

PART II – IDENTITY OF DIRECTORS, ADVISERS AND AGENTS

Directors

1. Provide the names and addresses of each of the directors or equivalent persons of the relevant entity.

Name of Directors	Address
Chew Ah Ba George	203G Ponggol Seventeenth Avenue Singapore 829670
Chew Chiew Siang Steven	203G Ponggol Seventeenth Avenue Singapore 829670
Chin Sek Peng Michael	23 Jalan Raja Udang #07-07 The Arte Singapore 329216
Ng Boon Huan Daniels	649 Ang Mo Kio Avenue 5 #09-3303 Singapore 560649
Tan Eng Kiat Dominic	27 Jalan Limau Kasturi Singapore 468430

Advisers

2. Provide the names and addresses of –
- (a) the issue manager to the offer, if any;
 - (b) the underwriter to the offer, if any; and
 - (c) the legal adviser for or in relation to the offer, if any.

Manager to the Rights Issue	: Not applicable
Underwriter to the Rights Issue	: Not applicable as the Rights Issue is not underwritten
Legal adviser to the Rights Issue	: Tan Siew Hong Law Chambers The Metropolis Tower 2 11 North Buona Vista Drive #08-09 Singapore 138589

**SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF
INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005**

Registrar and Agents

- 3. Provide the names and addresses of the relevant entity's registrars, transfer agents and receiving bankers for the securities being offered, where applicable.**
-

Share Registrar : Tricor Barbinder Share Registration Services
(a division of Tricor Singapore Pte. Ltd.)
80 Robinson Road
#02-00
Singapore 068898

Transfer Agent : Not applicable

Receiving Banker : DBS Bank Ltd
12 Marina Boulevard
Marina Bay Financial Centre Tower 3
Singapore 068809

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

PART III – OFFER STATISTICS AND TIMETABLE

Offer Statistics

1. For each method of offer, state the number of securities being offered.
-

Method of offer	: Renounceable non-underwritten Rights Issue of Rights Shares
Basis of provisional allotment	: Seven (7) Rights Shares for every five (5) existing Shares held by Entitled Shareholders as at the Books Closure Date, fractional entitlements to be disregarded
Number of Rights Shares	: Based on the Existing Share Capital, up to 438,200,000 Rights Shares

Method and Timetable

2. Provide the information referred to in paragraphs 3 to 7 of this Part to the extent applicable to –
- (a) the offer procedure; and
 - (b) where there is more than one group of targeted potential investors and the offer procedure is different for each group, the offer procedure for each group of targeted potential investors.
-

Please refer to paragraphs 3 to 7 of this Part.

3. State the time at, date on, and period during which the offer will be kept open, and the name and address of the person to whom the purchase or subscription applications are to be submitted. If the exact time, date or period is not known on the date of lodgement of the offer information statement, describe the arrangements for announcing the definitive time, date or period. State the circumstances under which the offer period may be extended or shortened, and the duration by which the period may be extended or shortened. Describe the manner in which any extension or early closure of the offer period shall be made public.
-

Please refer to the section entitled “**Expected Timetable of Key Events**” of this Offer Information Statement.

As at the Latest Practicable Date, the Company does not expect the timetable under the section entitled “**Expected Timetable of Key Events**” of this Offer Information Statement to be modified. However, the Company may, with the approval of the SGX-ST, the Sponsor and/or CDP, modify the timetable subject to any limitation under any applicable laws. In that event, the Company will publicly announce the same through an SGXNET announcement to be posted on the SGX-ST’s website at <http://www.sgx.com>.

The procedures for, and the terms and conditions applicable to, acceptances, splitting, renunciations and/or sales of the provisional allotments of Rights Shares and for the applications for Excess Rights Shares, including the different modes of acceptance or application and payment, are contained in **Appendices II to IV** of this Offer Information Statement and in the ARE, the ARS and the PAL.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

4. State the method and time limit for paying up for the securities and, where payment is to be partial, the manner in which, and the date on which, amounts due are to be paid.

The Rights Shares and/or Excess Rights Shares are payable in full upon acceptance and/or application.

The procedures for, and the terms and conditions, applicable to, acceptances, splitting, renunciations and/or sales of the provisional allotments of Rights Shares and for the applications for Excess Rights Shares, including the different modes of acceptance or application and payment, are contained in **Appendices II to IV** of this Offer Information Statement and in the ARE, the ARS and the PAL.

Please refer to the section entitled “**Expected Timetable of Key Events**” of this Offer Information Statement for the last date and time for payment for the Rights Shares and, if applicable, Excess Rights Shares.

As at the Latest Practicable Date, the Company does not expect the timetable under the section entitled “**Expected Timetable of Key Events**” of this Offer Information Statement to be modified. However, the Company may, with the approval of the SGX-ST, the Sponsor and/or CDP, modify the timetable subject to any limitation under any applicable laws. In that event, the Company will publicly announce the same through an SGXNET announcement to be posted on the SGX-ST’s website at <http://www.sgx.com>.

5. State, where applicable, the methods of and time limits for –

- (a) the delivery of the documents evidencing title to the securities being offered (including temporary documents of title, if applicable) to subscribers or purchasers; and**
 - (b) the book-entry transfers of the securities being offered in favour of subscribers or purchasers.**
-

The Rights Shares will be provisionally allotted to Entitled Shareholders on or about 4 September 2014 by crediting the provisional allotments to the Securities Accounts of the respective Entitled Depositors or through the despatch of PALs to Entitled Scripholders based on their respective shareholdings in the Company as at the Books Closure Date.

In the case of Entitled Scripholders and their renounees with valid acceptances for Rights Shares and/or (if applicable) successful applications for Excess Rights Shares and who have, *inter alia*, failed to furnish or furnished incorrect or invalid Securities Account numbers in the relevant form in the PAL, share certificate(s) representing such number of Rights Shares will be sent by ordinary post, at their own risk, to their mailing addresses in Singapore as maintained with the Share Registrar within ten (10) Market Days after the Closing Date.

In the case of Entitled Depositors and Entitled Scripholders and their renounees (who have furnished valid Securities Account numbers in the relevant form comprised in the PAL) with valid acceptances for Rights Shares and/or (if applicable) successful applications for Excess Rights Shares, share certificate(s) representing such number of Rights Shares will be registered in the name of CDP or its nominee and are expected to be despatched to CDP within ten (10) Market Days after the Closing Date and CDP will thereafter credit such number of Rights Shares to their relevant Securities Accounts. CDP will then send a notification letter to the relevant subscribers stating the number of Rights Shares that have been credited to their Securities Accounts.

Please refer to **Appendices II to IV** of this Offer Information Statement for further details.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

6. In the case of any pre-emptive rights to subscribe for or purchase the securities being offered, state the procedure for the exercise of any right of pre-emption, the negotiability of such rights and the treatment of such rights which are not exercised.

Not applicable. No pre-emptive rights have been offered in relation to the Rights Issue.

7. Provide a full description of the manner in which results of the allotment or allocation of the securities are to be made public and, where appropriate, the manner for refunding excess amounts paid by applicants (including whether interest will be paid).

Results of the Rights Issue

The Company will publicly announce, *inter alia*, the results of the allotment or the allocation of the Rights Shares as soon as it is practicable after the Closing Date through an SGXNET announcement to be posted on the SGX-ST's website at <http://www.sgx.com>.

Manner of Refund

When any acceptance for Rights Shares and/or (if applicable) Excess Application is invalid or unsuccessful, the amount paid on acceptance and/or application, or the surplus application monies, as the case may be, will be returned or refunded to the relevant applicant without interest or any share of revenue or other benefit arising therefrom within 14 days after the Closing Date by any one or a combination of the following:

- (a) where the acceptance and/or application had been made through Electronic Applications through an ATM, by crediting the relevant Shareholder's bank account with the relevant Participating Bank at the Shareholder's own risk, the receipt by such bank being a good discharge to the Company and CDP of their obligations, if any, thereunder;
- (b) where the acceptance and/or application had been made through the Share Registrar, by means of a crossed cheque drawn in Singapore currency on a bank in Singapore and sent by ordinary post at the Shareholder's own risk to the Shareholder's mailing address as recorded with the Share Registrar; and/or
- (c) where the acceptance and/or application had been made through CDP, by means of a crossed cheque drawn on a bank in Singapore and sent by ordinary post at the relevant Shareholder's own risk to the Shareholder's mailing address as maintained with CDP or in such other manner as the relevant Shareholder may have agreed with CDP for the payment of any cash distributions, as the case may be.

Please refer to **Appendices II to IV** of this Offer Information Statement, the ARE, ARS and PAL (as the case may be) for further details in respect of the refunding of excess amounts paid by applicants.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

PART IV – KEY INFORMATION

Use of Proceeds from Offer and Expenses Incurred

1. In the same section, provide the information set out in paragraphs 2 to 7 of this Part.

Please refer to paragraphs 2 to 7 of this Part.

2. Disclose the estimated amount of the proceeds from the offer (net of the estimated amount of expenses incurred in connection with the offer) (referred to in this paragraph and paragraph 3 of this Part as the net proceeds). Where only a part of the net proceeds will go to the relevant entity, indicate the amount of the net proceeds that will be raised by the relevant entity. If none of the proceeds will go to the relevant entity, provide a statement of that fact.

Based on the Existing Share Capital and assuming that the Rights Shares are fully subscribed for, an aggregate of 438,200,000 Rights Shares will be issued pursuant to the Rights Issue ("**Maximum Scenario**") and the gross proceeds arising therefrom are S\$4,382,000.00.

Based on the Existing Share Capital and assuming that other than the Undertaking Shareholders, none of the other Entitled Shareholders subscribe for their pro rata entitlements of Rights Shares, an aggregate of 236,895,400 Rights Shares will be issued pursuant to the Rights Issue ("**Minimum Scenario**") and the gross proceeds arising therefrom are S\$2,368,954.00.

The estimated expenses of the Rights Issue are expected to be approximately S\$175,000.00. The estimated Net Proceeds are expected to be approximately S\$2,193,954.00 under the Minimum Scenario and approximately S\$4,207,000.00 under the Maximum Scenario.

All Net Proceeds will go to the Company. As the repayment of the Outstanding SHI Loan and part payment of the SHI Interest will be set-off against the subscription monies payable by Mr George Chew and Madam Teresa for the subscription of their respective Rights Shares entitlements, the actual amount of cash proceeds that will be received by the Company is approximately S\$1,003,800.00 under the Minimum Scenario and approximately S\$3,016,846.00 under the Maximum Scenario. Please refer to paragraph 3 of Part IV of this Offer Information Statement for more details.

3. Disclose how the net proceeds raised by the relevant entity from the offer will be allocated to each principal intended use. If the anticipated proceeds will not be sufficient to fund all of the intended uses, disclose the order of priority of such uses, as well as the amount and sources of other funds needed. Disclose also how the proceeds will be used pending their eventual utilisation for the proposed uses. Where specific uses are not known for any portion of the proceeds, disclose the general uses for which the proceeds are proposed to be applied. Where the offer is not fully underwritten on a firm commitment basis, state the minimum amount which, in the reasonable opinion of the directors or equivalent persons of the relevant entity, must be raised by the offer of securities.
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SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

The Company intends to use the Net Proceeds (in the following order of priority) in the manner set out below:

Use of Net Proceeds	Maximum Scenario (S\$)	Minimum Scenario (S\$)
1. Repayment of Outstanding SHI Loan ⁽¹⁾	1,005,504.00	1,005,504.00
2. Proposed payment of SHI Interest (partial) ⁽²⁾	184,650.00	184,650.00
3. Working capital purposes	3,016,846.00 ⁽³⁾	1,003,800.00
Net Proceeds from Rights Issue	4,207,000.00	2,193,954.00

Notes:

- (1) The payment of the Outstanding SHI Loan will be set-off against the subscription monies payable by Mdm Teresa Tan for her Rights Shares entitlement and part of the subscription monies payable by Mr George Chew for his Rights Shares entitlement.
- (2) The payment of part of the SHI Interest of S\$184,650.00 will be set-off against the balance subscription monies payable by Mr George Chew for the subscription of his Rights Shares entitlement.
- (3) If Mr George Chew applies for and if allocated Excess Rights Shares, he may utilise any balance SHI Interest payable to him to set-off against the subscription monies for his Excess Application. In such an event, the amount reserved for working capital purposes will be reduced by the amount of the balance SHI Interest utilised for the set-off.
- (4) The Company does not intend to utilise the Net Proceeds for the repayment of any balance unpaid SHI Interest not utilised to set-off Mr George Chew's subscription for his Rights Shares entitlement and any Excess Application, the Outstanding SD Loan and/or the SD Interest.
- (5) Please refer to the Company's circular to Shareholders dated 8 August 2014 for full details of the Outstanding SHI Loan, the Outstanding SD Loan, the SHI Interest and the SD Interest.

Pending the deployment of the Net Proceeds, such proceeds may be deposited with banks and/or financial institutions, invested in short-term money markets and/or debt instruments, or used for any other purpose on a short-term basis, as the Directors may, in their absolute discretion, deem fit in the interests of the Company.

The Company will make periodic announcements on the use of the Net Proceeds as and when such proceeds are materially disbursed and will provide a status report on the use of Net Proceeds in the annual report(s) of the Company, until such time the proceeds have been fully utilised.

In the event that any part of the Company's proposed uses of the Net Proceeds does not materialise or proceed as planned, the Directors will carefully evaluate the situation and may reallocate the proceeds to other purposes and/or hold such funds on short-term deposits for as long as the Directors deem it to be in the interest of the Company and the Shareholders. Any material change in the use of the Net Proceeds will be subject to the Catalist Rules and appropriate announcements will be made by the Company on SGXNET.

Based on the reasonable opinion of the Directors as at the date of this Offer Information Statement, no minimum amount must be raised from the Rights Issue beyond the amount which will be raised pursuant to the Irrevocable Undertakings.

Taking into consideration the Irrevocable Undertakings as well as cost considerations, the Company has decided to proceed with the Rights Issue on a non-underwritten basis.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

4. For each dollar of the proceeds from the offer that will be raised by the relevant entity, state the estimated amount that will be allocated to each principal intended use and the estimated amount that will be used to pay for expenses incurred in connection with the offer.

Based on the intended use of proceeds as described in paragraph 3 above, for each dollar of gross proceeds from the Rights Issue, the estimated amount that will be allocated for the intended uses and to pay for costs and expenses incurred in relation to the Rights Issue are as follows:

For each dollar of gross proceeds raised	Maximum Scenario	Minimum Scenario
1. Estimated costs and expenses relating to Rights Issue	S\$0.04	S\$0.07
2. Repayment of Outstanding SHI Loan	S\$0.23	S\$0.42
3. Proposed payment of SHI Interest (partial)	S\$0.04	S\$0.08
4. Working capital purposes	S\$0.69	S\$0.42

Please refer to the notes to the table under paragraph 3 of Part IV of this Offer Information Statement for more details.

5. If any of the proceeds to be raised by the relevant entity will be used, directly or indirectly, to acquire or refinance the acquisition of an asset other than in the ordinary course of business, briefly describe the asset and state its purchase price. If the asset has been or will be acquired from an interested person of the relevant entity, identify the interested person and state how the cost to the relevant entity is or will be determined.

As at the Latest Practicable Date, there is no intention to use the Net Proceeds, directly or indirectly, to acquire or refinance the acquisition of an asset other than in the ordinary course of business. Nevertheless, in the event that an opportunity arises for the Company to acquire any specific asset which the Directors deem to be interest of the Company to acquire, the Company may, subject to approval of Shareholders being obtained if required by the Catalist Rules, utilise part of the Net Proceeds to finance such acquisition.

6. If any of the proceeds to be raised by the relevant entity will be used to finance or refinance the acquisition of another business, briefly describe the business and give information on the status of the acquisition.

As at the Latest Practicable Date, there is no intention to use the Net Proceeds, directly or indirectly, to finance or refinance the acquisition of another business. Nevertheless, in the event that an opportunity arises for the Company to acquire any specific business which the Directors deem to be interest of the Company to acquire, the Company may, subject to approval of Shareholders being obtained if required by the Catalist Rules, utilise part of the Net Proceeds to finance such acquisition.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

7. If any material part of the proceeds to be raised by the relevant entity will be used to discharge, reduce or retire the indebtedness of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, of the group, describe the maturity of such indebtedness and, for indebtedness incurred within the past year, the uses to which the proceeds giving rise to such indebtedness were put.

Save for the repayment of the Outstanding SHI Loan and SHI Interest as disclosed in paragraphs 3 and 4 of Part IV of this Offer Information Statement, there is no intention to use any material part of the Net Proceeds to discharge, reduce or retire the indebtedness of the Company or the Group. The Outstanding SHI Loan has no fixed maturity date and was utilized to meet the working capital requirements of the Group.

In the event that there are sufficient sources of funds in the Group to meet the working capital requirements of the Group, the Company may utilise part of the Net Proceeds to discharge, reduce or retire the indebtedness of the Company or the Group.

8. In the section containing the information referred to in paragraphs 2 to 7 of this Part or in an adjoining section, disclose the amount of discount or commission agreed upon between the underwriters or other placement or selling agents in relation to the offer and the person making the offer. If it is not possible to state the amount of discount or commission, the method by which it is to be determined must be explained.

Not applicable. The Rights Issue is not underwritten and no placement or selling agents have been appointed in relation to the Rights Issue.

Information on the Relevant Entity

- 9(a). Provide information on the address and telephone and facsimile numbers of the relevant entity's registered office and principal place of business (if different from those of its registered office).

Registered office and principal place of business	: 15 Hillview Terrace Singapore 669226
Telephone number	: (65) 6742 3223
Facsimile number	: (65) 6742 8233

- 9(b). Provide information on the nature of the operations and principal activities of the relevant entity or, if it is the holding company or holding entity of a group, of the group.

The Company is a limited liability company incorporated in Singapore on 5 May 1979. The Company was admitted to the Stock Exchange of Singapore Dealing & Automated Quotation System (SESDAQ), the predecessor of Catalist, on 17 November 2006.

The Company is an international distributor of quality wood-based products and premium lifestyle outdoor furniture carrying its proprietary brands. Its products can be categorised into two (2) main groups:—

- (a) high-value wood-based products such as decking, flooring, fencing, door and window components and other moulded products. These products are marketed and distributed mainly under its brands "COMCIA" and "decKING"; and

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

- (b) premium lifestyle outdoor furniture such as outdoor garden furniture and garden accessories. These products are marketed and distributed mainly under its “Pacific” brand range. Since 2005, The Group’s product range has expanded to include lifestyle indoor furniture.

The Group’s products are produced mainly from quality hardwood of different species such as Kwila, Yellow Balau, Kapur, and Keruing. Its customers include manufacturers, wholesalers, major retailers, specialist retailers and consumers in the furniture industry. It has over 200 different corporate customers in 58 countries. The Group also offers its products directly to retail customers through its showroom in Singapore.

The Group operates from its headquarters in Singapore which serve as its marketing and customer service, operational planning, treasury and administrative centre.

The Group has a production facility located in Surabaya, Indonesia which produces the Group’s products as well as undertakes sub-contracting work for suppliers of other wood-based products. For certain range of products, the Group continues to obtain supply of such products from its contract manufacturers mainly in Indonesia.

The Group was awarded the Forest Stewardship Council Chain of Custody aimed towards responsible forestry management since 2007. The timber used to manufacture its products can be traced throughout the supply chain from the source of timber to the sale of the Group’s products.

In late 2009, through its wholly-owned subsidiary, Sitra Dove, the Company established its total design and build solutions strategic business unit to undertake the design and development of concept solutions that involve both outdoor and indoor uses of the Group’s timber products, such as timber decking, timber flooring and timber structures. In addition, the total design and build solutions business unit also carries out structural construction services as a sub-contractor for residential and commercial buildings. Its customers are general builders in Singapore.

The revenue contribution from the Group’s wood-based products, lifestyle outdoor furniture and total design and build solutions segments for the financial year ended 31 December 2013 was 68.8%, 4.4% and 26.8% respectively.

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

Name	Country of incorporation/ principal place of business	Effective interest held by the Company	Principal activities
<u>Subsidiaries held by the Company</u>			
Energetic Industries Sdn Bhd	Malaysia	100%	Inactive
Sitra Dove Logistics Sdn. Bhd.	Malaysia	100%	Inactive
E-Timberhub Pte Ltd	Singapore	100%	Importer, exporter of wood-based and other related products
Sitra Agencies Pte Ltd	Singapore	100%	Importer, exporter of wood-based and other related products
Suncoast Sitra Pte Ltd	Singapore	56.5%	Investment holding and importer, exporter of lifestyle furniture and other related products
Sitra Dove Construction & Logistics Pte Ltd	Singapore	100%	Provider of total design and build solutions and structural construction services as general contractor

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

Name	Country of incorporation/ principal place of business	Effective interest held by the Company	Principal activities
<u>Subsidiary held by Suncoast Sitra Pte Ltd</u>			
Suncoast Sitra Pty Ltd	Australia	71.6%	Inactive
<u>Subsidiary held by Sitra Dove Construction & Logistics Pte Ltd</u>			
Sitra Lifestyle Products Sdn. Bhd.	Malaysia	100%	Inactive
<u>Subsidiaries held by Sitra Agencies Pte Ltd</u>			
Societe 3A	France	51%	Importing, exporting, trading and brokering of all origins and all kinds of wood
Sitra Ukraine Limited	Ukraine	97%	Inactive
Sitra (New Zealand) Limited	New Zealand	100%	Inactive
PT Jaya Raya Trasindo	Indonesia	80%	Manufacturing, supplying and distribution of wood-based and other related products
Sitra BMG Middle East LLC	United Arab Emirates	49%	Inactive
Sitra BMG (Cambodia) Pte Ltd	Cambodia	85%	Inactive
<u>Investment company held by Sitra Agencies Pte Ltd</u>			
World Furnishing Hub Pte Ltd	Singapore	10%	Investment holding
<u>Associated company held by the Company</u>			
S2F International Pte Ltd	Singapore	33.3%	Inactive
<u>Associated companies held by E-Timberhub Pte Ltd</u>			
PT Jaya Raya Trasindo	Indonesia	20%	Manufacturing, supplying and distribution of wood-based and other related products
Suncoast Sitra Pte Ltd	Singapore	38.9%	Investment holding and importer, exporter of lifestyle furniture and other related products

9(c). Provide information on the general development of the business from the beginning of the period comprising the 3 most recent completed financial years to the latest practicable date, indicating any material change in the affairs of the relevant entity or the group, as the case may be, since –

- (i) the end of the most recent completed financial year for which financial statements of the relevant entity have been published; or
 - (ii) the end of any subsequent period covered by interim financial statements, if interim financial statements have been published.
-

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

The general development of the business of the Group in chronological order since 1 January 2011 to the Latest Practicable Date, including material change in the affairs of the Group since 1 January 2014 to the Latest Practicable Date, is set out below. Shareholders are advised to refer to the public announcements released by the Company via SGXNET and Part V of this Offer Information Statement for further details.

General Development in FY2011

- | | |
|------------------|---|
| 22 February 2011 | The Company appointed Mr Tan Eng Kiat Dominic as Independent Non-Executive Director of the Company with effect from 22 February 2011. |
| 23 February 2011 | The Company announced that (a) its wholly-owned subsidiary Sitra Agencies Pte Ltd had acquired the remaining 10% of the shareholding interest in Sitra (New Zealand) Limited for an aggregate cash consideration of NZ\$4,000, and (b) Sitra Agencies Pte Ltd together with E-Timberhub Pte Ltd, another wholly-owned subsidiary of the Company, had respectively acquired 15% and 20% of the shareholding interest in PT Jaya Raya Trasindo for an aggregate cash consideration of US\$35,000, thereby making each of Sitra (New Zealand) Limited and PT Jaya Raya Trasindo wholly-owned subsidiaries of the Company. |
| 29 April 2011 | The Company announced the resignation of Mr Chen Yeow Sin as the Independent Director of the Company with effect from 29 April 2011. |
| 1 November 2011 | The office address of the Company's Share Registrar and the place where the Register of Members and Index is kept was changed to 80 Robinson Road, #02-00 Singapore 068898 with effect from 1 November 2011. |
| 4 November 2011 | <p>The Company announced that it had on 2 November 2011 entered into a conditional subscription and option agreement with Mr Kwan Chee Seng ("Subscriber"), pursuant to which:</p> <ul style="list-style-type: none"> (a) the Company had agreed to allot and issue, and the Subscriber has agreed to subscribe for, 40,000,000 new Shares ("Placement Shares") at an issue price of S\$0.06 per Share for an aggregate consideration of S\$2,400,000; and (b) the Company had granted to the Subscriber a call option ("Call Option") pursuant to which the Subscriber would be entitled to subscribe for up to an additional 40,000,000 new Shares ("Option Shares") at the issue price of S\$0.06 per Share for an aggregate consideration of S\$2,400,000. <p>The 40,000,000 Placement Shares were allotted and issued on 27 February 2012.</p> |
| 19 December 2011 | The Company announced that the Company had filed a Notice of Discontinuance in respect of Suit No. 866 of 2010/S in the High Court of Singapore. The Company had discontinued its claim against Wood Doctor Holding Pte Ltd (" Wood Doctor "). Similarly, Wood Doctor had filed a Notice of Discontinuance in respect of Suit No. 869/2010F in the High Court of Singapore. In respect of the discontinued litigation, the Company had paid a final net aggregate amount of S\$493,405 to Wood Doctor for the (a) payment of goods supplied and/or services provided to the Company of S\$490,654, and (b) payment of the legal cost and disbursement of S\$2,751. |

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

General Development in FY2012

- | | |
|------------------|--|
| 10 February 2012 | The Company appointed Mr Lee Tak Meng as the Chief Financial Officer of the Group with effect from 8 February 2012. |
| 29 March 2012 | The Company announced that Mr Faisal Mohamed Saif Salem Al Nayadi (" Faisal ") had issued a writ of summons Case 967 against Mr George Chew, legal representative of Sitra Agencies Pte Ltd (a wholly-owned subsidiary of the Company) in the Dubai Court, UAE. Faisal was seeking payment of AED420,000 (equivalent to S\$144,489) for three (3) years of annual local agency fees, expenses, advocate charges and interest of 12% (from the claim date to full settlement). The annual fee of AED140,000 (equivalent to S\$48,163) was provided in the Local Agency Agreement signed on 24 March 2008 for Faisal to act as the sponsor to Sitra BMG Middle East L.L.C.. Sitra BMG Middle East L.L.C. had ceased business activities in Dubai since December 2009. |
| 27 June 2012 | The Company announced that the Dubai Court, UAE had on 21 June 2012, rejected Faisal's claim against Mr George Chew, legal representative of Sitra Agencies Pte Ltd. |
| 10 August 2012 | The Company announced that its Indonesian subsidiary, PT Jaya Raya Trasindo had on 27 July 2012, completed the transaction of an agreement entered into on 5 July 2012 to sell the property known as Jalan Margomulyo Indah Block B-02, Surabaya (the " Sale ") to an independent party. The consideration for the Sale was IDR5,681,818,182 (equivalent to S\$748,741.00). |
| 4 September 2012 | The Company announced that its subsidiary, Suncoast Sitra Pte Ltd has increased its share capital from S\$510,000 comprising 510,000 ordinary shares to S\$590,000 comprising 2,110,000 shares by way of a placement of 1,600,000 new shares at S\$0.05 per share, and that the Company's effective interest in Suncoast Sitra Pte Ltd (directly, and indirectly through E-Timberhub Pte Ltd) had increased from 80% to approximately 95.16%. |
| 11 December 2012 | The Company announced that it has entered into a legally binding memorandum of understanding dated 11 December 2012 (" MOU ") with Hafary Pte Ltd, Mr Low See Ching and Mr Ching Chiat Kwong (collectively, the " Promoters "), pursuant to which the Company has granted the Promoters exclusivity for a period of eight (8) weeks from 11 December 2012 to negotiate with the Company the entry into of a conditional sale and purchase agreement (" SPA ") for the proposed sale by the Company of its property located at 18 Sungei Kadut Street 2, Sungei Kadut Industrial Estate, Singapore 729236 (" Property ") for a consideration of S\$8,650,000 to a SPV to be incorporated as a joint venture company between the Company and the Promoters. The Property is a leasehold interest granted by JTC to the Company for a term of 16 years commencing on 1 March 2009 and expiring on 28 February 2025. |
| 28 December 2012 | The Company announced the appointment of RHT Capital Pte. Ltd. to act as its continuing sponsor, in place of KW Capital Pte. Ltd., with effect from 1 January 2013. |

General Development in FY2013

33

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

3 May 2013	The Company announced that its wholly-owned subsidiary, Sitra Agencies Pte Ltd had entered into a sale and purchase agreement dated 3 May 2013 (" Dubai SPA ") with Mr Abdul Lateef, pursuant to which Sitra Agencies Pte Ltd has agreed to sell, and Mr Abdul Lateef had agreed to purchase the office unit situated at Office No. 904, Palladium Tower, Cluster C, Jumeirah Lakes Towers, Dubai, UAE at a consideration of AED1,009,620 (equivalent to approximately S\$338,470). The sale of the property was completed on 25 September 2013.
3 July 2013	The Company announced that the SPV, by the name of World Furnishing Hub Pte. Ltd. (" WFHPL "), had been incorporated on 2 July 2013, with an issued and paid-up share capital of S\$100 divided into 100 ordinary shares. The share capital of WFHPL was held in the following proportion: Hafary Pte Ltd (40 shares), Mr Low See Ching (25 shares), Mr Ching Chiat Kwong (25 shares) and Sitra Agencies Pte Ltd (10 shares).
22 July 2013	The Company announced that the Company and the Promoters had agreed to extend the validity period of the MOU for another 12 weeks to 15 October 2013 to provide more time for the parties to obtain the in-principle approval of JTC to the assignment and lease renewal of the Property, and to negotiate the SPA.
14 October 2013	The Company announced that the Company and the Promoters had agreed to extend the validity period of the MOU for another 12 weeks to 8 January 2014 to provide more time for the parties to obtain the in-principle approval of JTC to the assignment and lease renewal of the Property, and to negotiate the SPA.
15 October 2013	The Company announced that it had obtained the JTC approval in-principle to <i>inter alia</i> (a) the assignment of the balance unexpired leasehold interest in the Property, expiring on 8 February 2025 (" Leasehold Interest ") to World Furnishing Hub Pte. Ltd., and (b) upon the successful completion of the assignment of the Leasehold Interest, the grant to the SPV of a further leasehold term in the Property commencing on 1 March 2025 and expiring on 4 September 2043, all subject to the terms and conditions contained therein.
2 December 2013	<p>The Company announced that the following agreements had been entered into on 2 December 2013:</p> <ul style="list-style-type: none"> (a) a conditional sale and purchase agreement between (i) the Company, (ii) WFHPL, (iii) the Promoters, and (iv) Sitra Agencies Pte Ltd, pursuant to which the Company had agreed to sell to WFHPL, and WFHPL had agreed to purchase from the Company, the Property at a consideration of S\$8,650,000. The sale and purchase of the Property involved an assignment of the Leasehold Interest by the Company to WFHPL ("Assignment"); (b) a shareholders' agreement between (i) the Promoters, (ii) Sitra Agencies Pte Ltd, and (iii) WFHPL, to regulate their rights and obligations in the conduct of business and affairs of WFHPL; and

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

- (c) a put and call option deed between (i) the Promoters, and (ii) Sitra Agencies Pte Ltd (“**Option Deed**”), pursuant to which the Promoters granted to Sitra Agencies Pte Ltd the option (“**Put Option**”) to require the Promoters to purchase from Sitra Agencies Pte Ltd in the proportion of their relative shareholdings in WFHPL (“**Agreed Proportion**”), all of Sitra Agencies Pte Ltd’s shares in WFHPL (“**SA Option Shares**”) free from encumbrances and with all rights attaching thereto. Concurrently, Sitra Agencies Pte Ltd granted to the Promoters the option (“**Promoters Call Option**”) to require Sitra Agencies Pte Ltd to sell to the Promoters in the Agreed Proportion, all of the SA Option Shares free from encumbrances and with all rights attaching thereto.

In addition to the above development, the Company’s subsidiaries in New Zealand and Australia ceased operations in FY2013 as part of the Group’s efforts to contain cost.

General Development since 1 January 2014 to the Latest Practicable Date

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|------------------|---|
| 23 January 2014 | <p>The Company announced that it had on 23 January 2014 entered into a deed supplemental to the Option Deed with the Promoters, pursuant to which the parties have agreed to the following:</p> <ul style="list-style-type: none"> (a) the completion of the sale and purchase of the SA Option Shares pursuant to an exercise of the Put Option shall additionally be subject to the approval of Shareholders being obtained at an EGM to be convened for the exercise of the Put Option by Sitra Agencies Pte Ltd; and (b) the completion of the sale and purchase of the SA Option Shares shall take place not later than one (1) month from the later of (i) the date of receipt of the JTC approval or the parties’ acceptance of the conditions imposed by JTC in relation to the transfer of the SA Option Shares, if any; or (b) the date approval of the Shareholders is obtained for the exercise of the Put Option by Sitra Agencies Pte Ltd, where applicable, if completion of the Assignment is pursuant to the exercise of the Put Option. |
| 28 February 2014 | <p>The Company announced the re-designation of Mr Ng Boon Huan Daniels from Non-Independent Non-Executive Director to Independent Non-Executive Director with effect from 28 February 2014.</p> |
| 4 April 2014 | <p>The Company announced the completion of the sale and purchase of the Property.</p> |
| 23 May 2014 | <p>The Company announced the Rights Issue and proposed interest payment on loans granted by Director and controlling shareholder, Mr George Chew to the Company and its subsidiary (“Proposed IPT”).</p> |
| 29 May 2014 | <p>The Company announced that the Company has appointed Asian Corporate Advisors Pte. Ltd. as the IFA to advise the Directors who are considered independent for the purpose of (a) the whitewash resolution in connection with the Rights Issue, and (b) the Proposed IPT.</p> |

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

30 July 2014	The Company announced the receipt of LQN in relation to the Rights Issue.
25 August 2014	At an EGM held on 25 August 2014, Shareholders approved <i>inter alia</i> , the Rights Issue and the proposed payment of interest on certain loans granted by Mr George Chew to the Company and Sitra Dove. Please refer to the Company's circular to Shareholders dated 8 August 2014 for more details.

9(d). Provide information on the equity capital and the loan capital of the relevant entity as at the latest practicable date, showing –

- (i) in the case of the equity capital, the issued capital; or
 - (ii) in the case of the loan capital, the total amount of the debentures issued and outstanding, together with the rate of interest payable thereon.
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As at the Latest Practicable Date, the Company's share capital and loan capital are as follows:

Issued and paid-up share capital	: S\$13,633,037 comprising 313,000,000 Shares. The Company has no treasury shares.
Loan capital	: Nil

9(e). Provide information on, where –

- (i) the relevant entity is a corporation, the number of shares of the relevant entity owned by each substantial shareholder as at the latest practicable date; or
 - (ii) the relevant entity is not a corporation, the amount of equity interests in the relevant entity owned by each substantial interest-holder as at the latest practicable date.
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The interests of the Substantial Shareholders based on information in the Register of Substantial Shareholders maintained by the Company pursuant to the Companies Act as at the Latest Practicable Date, were as follows:

Substantial Shareholder	Number of Shares Direct Interest	%	Number of Shares Deemed Interest	%
George Chew	49,561,284	15.83	35,449,716 ⁽¹⁾	11.33 ⁽¹⁾
Teresa Tan	35,449,716	11.33	–	–
Josca Woo	37,500,000	11.98	–	–
Chen Weiping	37,500,000	11.98	–	–

Note:

- (1) Mr George Chew is deemed to be interested in the Shares held by Mdm Teresa Tan under Section 164 of the Companies Act by virtue of their spousal relationship.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

- 9(f). Provide information on any legal or arbitration proceedings, including those which are pending or known to be contemplated, which may have, or which have had in the 12 months immediately preceding the date of lodgement of the offer information statement, a material effect on the financial position or profitability of the relevant entity or, where the relevant entity is a holding company or holding entity of a group, of the group.
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As at the date of, and in the 12 months immediately preceding the date of lodgement of this Offer Information Statement, the Group is involved in the legal proceedings set out below. As the claims made against the Group were in relation to payment obligations or liabilities of the Group arising from its usual course of business as part of its operation costs, such payment obligations or liabilities have mostly been accrued or provided for in the financial statements of the Group for the relevant period. Accordingly, the Directors do not anticipate the legal proceedings disclosed below where claims have been made against a member of the Group, to have any material effect on the financial position or profitability of the Group.

- (1) Chin Leong Building Construction (2007) Pte Ltd

On 25 July 2014, Chin Leong Building Construction (2007) Pte Ltd ("**Chin Leong Building**") commenced an action against Sitra Dove to claim for alleged outstanding payments for supply of labour, amounting to S\$167,003.46.

Chin Leong Building obtained default judgment against Sitra Dove on 11 August 2014. As at the Latest Practicable Date, the judgement sum of \$167,003.46 has not been settled and Sitra Dove is negotiating a repayment schedule with Chin Leong.

- (2) VSL Singapore Pte Ltd

On 8 April 2014, VSL Singapore Pte Ltd ("**VSL**") commenced an action against the Company. VSL alleged that it had engaged Sitra Dove to carry out and complete the concreting works for a downtown MRT line project at Woodlands Road/Upper Bukit Timah Road ("**Sub-Contract**") and made an advance payment of \$250,000 to Sitra Dove. The Company had allegedly provided a letter of guarantee to VSL to guarantee Sitra Dove's performance.

VSL alleged that it had terminated its contract with Sitra Dove due to Sitra Dove's non-compliance with the terms and conditions of the Sub-Contract. In reliance on the letter of guarantee, VSL claimed for the return of the advance payment of \$250,000 from the Company.

VSL obtained default judgment against the Company on 24 April 2014. The Company subsequently reached a successful settlement of the dispute with VSL ("**Settlement**") and the Company had settled and complied with its obligations under the Settlement. VSL had set aside the default judgment on 21 May 2014 and filed a Notice of Discontinuance on 22 May 2014. The matter is now closed.

- (3) Ho Hin Kew t/a Qun Da (Teng Kee) Transport & Trading

On 18 March 2014, Ho Hin Kew t/a Qun Da (Teng Kee) Transport & Trading ("**Qun Da**") commenced an action against Sitra Dove for alleged outstanding payments in relation to the provision of transportation services, amounting to S\$18,620.00. Sitra Dove has denied Qun Da's claims.

As at the Latest Practicable Date, the parties have agreed that Sitra Dove will make payment of a sum of \$9,100.00 to Qun Da within three (3) weeks from 22 August 2014 in full and final settlement of the claim.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

(4) NS Trading Pte Ltd

On 12 March 2014, NS Trading Pte Ltd ("**NS Trading**") commenced an action against Sitra Dove for alleged outstanding payments due in relation to certain sale of goods, amounting to S\$31,011.00. NS Trading obtained default judgment against Sitra Dove on 27 March 2014 and Garnishee Order against Sitra Dove's bank on 27 May 2014. As at the Latest Practicable Date, S\$7,123.28 has been paid to NS Trading and the balance payment has not been settled.

(5) Hua Teng Builders Pte Ltd

On 22 January 2014, Hua Teng Builders Pte Ltd ("**Hua Teng**") commenced an action against Sitra Dove for alleged outstanding payments due in relation to certain supply of labour and services rendered, amounting to S\$28,294.00. Hua Teng obtained default judgment against Sitra Dove on 6 February 2014. As at the Latest Practicable Date, the judgment sum of S\$28,294.00 has not been settled.

(6) Rising Engineering Pte Ltd

On 27 December 2013, Rising Engineering Pte Ltd ("**Rising Engineering**") commenced an action against Sitra Dove for alleged payments due in relation to certain services rendered, amounting to S\$51,154.00. Rising Engineering obtained default judgment against Sitra Dove on 10 January 2014.

Rising Engineering subsequently applied for examination of Sitra Dove as the judgment debtor. On 5 May 2014, the application for examination of judgement debtor by Rising Engineering was discharged. The judgement amount has been fully settled and the matter is now closed.

(7) Bedec Pte Ltd

On 30 October 2013, Bedec Pte Ltd ("**Bedec**") commenced an action against Sitra Dove for alleged outstanding payments due in relation to certain sale of goods and services rendered, amounting to S\$165,067.00. Bedec obtained default judgment against Sitra Dove on 18 November 2013. Bedec subsequently commenced garnishee proceeding but the action was discharged on 9 January 2014. The judgement amount has been fully settled and the matter is now closed.

(8) Star One International Pte Ltd and JPL Consultants Pte Ltd

On 23 October 2013, Sitra Dove commenced an action against Star One International Pte Ltd ("**Star One**") and JPL Consultants Pte Ltd ("**JPL**").

Sitra Dove engaged Star One as the sub-contractor who had engaged JPL, the civil engineer, for steelworks and other works to be carried out in the construction of the proposed Minton Rise condominium project ("**Minton Rise**").

Sitra Dove sought damages against Star One for breaches of various contracts for the failure, neglect, and/or refusal to carry out the works as contracted in the construction of Minton Rise, and against JPL for breach of its duty of care in neglecting, failing, or refusing to provide or render its services as the qualified person. Star One in turn counterclaimed a sum of S\$118,710.65 against Sitra Dove.

In June 2014, the parties reached a full and final settlement of the disputes in this action whereby Notices of Discontinuance were filed in July 2014. As part of the full and final settlement, Sitra Dove has to pay Star One the retention sum of S\$23,925.00 (before GST) at the end of the defects liability period, which expires on 31 May 2015, subject to any defects and/or Star One's failure to effect rectification works. JPL paid Sitra Dove a sum of S\$5,000 as part of the full and final settlement. The matter is now closed.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

(9) Rising Engineering Pte Ltd

On 10 July 2013, Rising Engineering commenced an action against Sitra Dove for alleged outstanding payments in relation to certain services rendered, amounting to S\$60,222.11. Rising Engineering obtained judgment against Sitra Dove on 5 August 2013.

Rising Engineering subsequently applied for examination of Sitra Dove as the judgment debtor. On 16 December 2013, the application for examination of judgment debtor by Rising Engineering was discharged. The judgement amount has been fully settled and the matter is now closed.

(10) Xin Fa Construction Pte Ltd

On 4 December 2012, Xin Fa Construction Pte Ltd ("**Xin Fa**") commenced an action against Sitra Dove for alleged outstanding payments in relation to the supply of labour for concreting works to be carried out in the construction of the proposed Connexion Medical Centre development at Race Course Road, amounting to S\$176,802.36. Sitra Dove has denied Xin Fa's claims and, in turn, submitted a counterclaim for the sum of S\$119,902.32.

As at the Latest Practicable Date, the disputes between the parties are pending trial of the action, and the matter is currently pending.

Adjudication Proceeding - Shimizu Corporation

In addition to the legal proceedings set out above, in May 2014, Sitra Dove commenced adjudication under the Security of Payments Act against Shimizu Corporation for outstanding payments for concreting works (including post-tensioning works) carried out in the construction of the proposed 26 storey building at Boon Lay Way, amounting to S\$1,024,619.62 (excluding GST). Shimizu disputed Sitra Dove's claims.

Pursuant to the adjudication determination made on 18 June 2014, Shimizu paid to Sitra Dove the sum of S\$263,420.84 and costs of S\$12,246.15.

9(g). Provide information on, where any securities or equity interests of the relevant entity have been issued within the 12 months immediately preceding the latest practicable date –

- (i) if the securities or equity interests have been issued for cash, state the prices at which the securities have been issued and the number of securities or equity interests issued at each price; or**
- (ii) if the securities or equity interests have been issued for services, state the nature and value of the services and give the name and address of the person who received the securities or equity interests.**

The Company has not issued any securities or equity interests for cash or for services in the 12 months immediately preceding the Latest Practicable Date.

9(h). Provide a summary of each material contract, other than a contract entered into in the ordinary course of business, to which the relevant entity or, if the relevant entity is the holding company or holding entity of a group, any member of the group is a party, for the period of 2 years immediately preceding the date of lodgement of the offer information statement, including the parties to the contract, the date and general nature of the contract, and the amount of any consideration passing to or from the relevant entity or any other member of the group, as the case may be.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

Save as disclosed below, neither the Company nor any of its subsidiaries have entered into any material contracts (not being contracts entered into in the ordinary course of business) during the period of two (2) years immediately preceding the date of lodgement of this Offer Information Statement:

1. The Company's wholly-owned subsidiary, Suncoast Sitra Pte Ltd received two subscription letters from the Company and E-Timber Pte Ltd on or about September 2012 for the subscription of 1,600,000 new shares at S\$0.05 per share in the capital of Suncoast Sitra Pte Ltd.
2. MOU dated 11 December 2012 entered into between the Company and the Promoters in relation to the proposed sale of the Property by the Company to the SPV for a consideration of S\$8,650,000.
3. Extension Agreement dated 6 February 2013 entered into between the Company and the Promoters pursuant to which the validity of the MOU was extended for another 12 weeks to 29 April 2013.
4. Subscription Agreement dated 6 March 2013 entered into between the Company and Mr Chen and Ms Josca Woo in relation to the placement of 75,000,000 new Shares to Mr Chen and Ms Josca Woo for an aggregate consideration of S\$3,210,000.
5. Extension Agreement dated 29 April 2013 entered into between the Company and the Promoters pursuant to which the validity of the MOU was extended for another 12 weeks to 22 July 2013.
6. Dubai SPA dated 3 May 2013 entered into between Sitra Agencies Pte Ltd and Mr Abdul Lateef in relation to the sale of the office unit situated at Office No. 904, Palladium Tower, Cluster C, Jumeirah Lakes Towers, Dubai, UAE by Sitra Agencies at a consideration of AED1,009,620 (equivalent to approximately S\$338,470).
7. Extension Agreement dated 22 July 2013 entered into between the Company and the Promoters pursuant to which the validity of the MOU was extended for another 12 weeks to 15 October 2013.
8. Extension Agreement dated 14 October 2013 entered into between the Company and the Promoters pursuant to which the validity of the MOU was extended for another 12 weeks to 8 January 2014.
9. Conditional sale and purchase agreement dated 2 December 2013 entered into between the Company and WFHPL, the Promoters and Sitra Agencies Pte Ltd in relation to the sale of the Property by the Company to WFHPL at a consideration of S\$8,650,000.
10. Shareholders Agreement dated 2 December 2013 entered into between Sitra Agencies Pte Ltd and the Promoters and WFHPL to regulate their rights and obligations in the conduct of business and affairs of WFHPL.
11. Option Deed dated 2 December 2013 entered into between Sitra Agencies Pte Ltd and the Promoters pursuant to which the Promoters granted to Sitra Agencies Pte Ltd the Put Option to require the Promoters to purchase from Sitra Agencies Pte Ltd the SA Option Shares and Sitra Agencies Pte Ltd granted to the Promoters the Promoters Call Option to require Sitra Agencies Pte Ltd to sell to the Promoters the SA Option Shares.
12. Loan Agreement dated 9 January 2014 entered into between Fan Xuli and Sitra Dove in relation to the grant of a loan of S\$200,000.00 by Fan Xuli to Sitra Dove for the repayment of outstanding loans due and owing to the bankers and financiers and/or working capital purposes.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

13. Deed dated 23 January 2014 entered into between the Company and the Promoters which is supplemental to the Option Deed to regulate certain matters relating to the completion of the sale and purchase of the SA Option Shares pursuant to an exercise of the Put Option.
14. Project Financing Agreement dated 19 March 2014 entered into between Fan Xuli and Sitra Dove in relation to the grant of a loan of S\$400,000 by Fan Xuli to Sitra Dove to finance a project undertaken by Sitra Dove.
15. Deed of Set-Off dated 22 May 2014 and a deed supplemental thereto dated 29 July 2014 entered into among Mr George Chew, Madam Teresa Tan, the Company and Sitra Dove in connection with the Rights Issue, details of which are set out in paragraph 1(f) of Part X of this Offer Information Statement.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

PART V – OPERATING AND FINANCIAL REVIEW AND PROSPECTS

Operating Results

1. Provide selected data from (a) the audited income statement of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, the audited consolidated income statement of the relevant entity or the audited combined income statement of the group, for each financial year (being one of the 3 most recent completed financial years) for which that statement has been published; and (b) any interim income statement of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, any interim consolidated income statement of the relevant entity or interim combined income statement of the group, for any subsequent period for which that statement has been published.

Consolidated Income Statements of the Group

	Audited FY2011 S\$'000	Audited FY2012 S\$'000	Audited FY2013 S\$'000	Unaudited HY2013 S\$'000	Unaudited HY2014 S\$'000
Revenue	32,711	23,407	18,687	9,326	9,355
Cost of sales	(28,446)	(20,461)	(17,624)	(9,019)	(8,703)
Gross profit	4,265	2,946	1,063	307	652
Other income/(losses)-net	442	(220)	(1,483)	583	6,393
Expenses					
- Selling and marketing	(3,303)	(2,265)	(1,317)	(674)	(604)
- Administrative	(5,150)	(5,072)	(3,211)	(2,138)	(1,607)
- Other operating	(2,426)	(1,975)	(727)	(109)	(26)
- Finance	(522)	(426)	(418)	(218)	(160)
Share of losses of associated company	(91)	–	–	–	–
(Loss)/profit before income tax	(6,785)	(7,012)	(6,093)	(2,249)	4,648
Income tax credit/(expense)	7	(8)	(76)	–	–
Net (loss)/profit	(6,778)	(7,020)	(6,169)	(2,249)	4,648
Other comprehensive income/(loss)					
Currency translation differences arising from consolidation – gains	(129)	1,033	1,874	(96)	(58)
Revaluation gain on property, plant and equipment	4,021	2,500	–	–	–
Other comprehensive income/(loss), net of tax	3,892	3,533	1,874	(96)	(58)
Total comprehensive (loss)/income	(2,886)	(3,487)	(4,295)	(2,345)	4,590
(Loss)/profit attributable to:					
Equity holders of the Company	(2,727)	(3,281)	(4,202)	(2,344)	4,577
Non-controlling interests	(159)	(206)	(93)	(1)	13

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

	Audited FY2011 S\$'000	Audited FY2012 S\$'000	Audited FY2013 S\$'000	Unaudited HY2013 S\$'000	Unaudited HY2014 S\$'000
Dividend per Share (S\$ cents)	–	–	–	–	–
Net (loss)/profit per Share (cents)					
- basic ⁽¹⁾	(4.14)	(3.45)	(2.10)	(0.78)	1.48
- diluted	(3.82)	(3.45)	(2.10)	(0.78)	1.48
(Loss)/profit per Share (cents) after adjusting for the Rights Issue assuming Maximum Scenario					
- basic ⁽²⁾	(1.10)	(1.07)	(0.83)	(0.31)	0.61
- diluted ⁽³⁾	(1.07)	(1.07)	(0.83)	(0.31)	0.61
(Loss)/profit per Share (cents) after adjusting for the Rights Issue assuming Minimum Scenario					
- basic ⁽²⁾	(1.66)	(1.57)	(1.15)	(0.43)	0.84
- diluted ⁽³⁾	(1.60)	(1.57)	(1.15)	(0.43)	0.84

Notes:

- (1) The calculation of basic (loss)/profit per Share is based on the Group's loss for the financial year/period attributable to equity holder of the Company and the weighted average number of Shares in issue for the corresponding financial year/period.
- (2) Basic (loss)/profit per Share is calculated based on the Group's (loss)/profit for the financial year/period attributable to equity holder of the Company and the weighted number of Shares in issue for the corresponding financial/period and adjusted for the issue of 438,200,000 and 236,895,400 Rights Shares assuming Maximum and Minimum Scenario respectively.
- (3) Diluted (loss)/profit per Share is calculated based on the Group's (loss)/profit for the financial year/period attributable to equity holder of the Company and the weighted number of Shares outstanding are adjusted for the effects of all dilutive potential ordinary shares in issue and adjusted for the issue of 438,200,000 and 236,895,400 Rights Shares assuming Maximum Scenario and Minimum Scenario respectively.

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- 2. The data referred to in paragraph 1 of this Part shall include the line items in the audited income statement, audited consolidated income statement, audited combined income statement, interim income statement, interim consolidated income statement or interim combined income statement, as the case may be, and shall in addition include the following items –**
- (a) dividends declared per share in both the currency of the financial statements and the Singapore currency, including the formula used for any adjustment to dividends declared;**
 - (b) earnings or loss per share; and**
 - (c) earnings or loss per share, after any adjustment to reflect the sale of new securities.**
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Please refer to paragraph 1 of this Part.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

3. In respect of –

(a) each financial year (being one of the 3 most recent completed financial years) for which financial statements have been published; and

(b) any subsequent period for which interim financial statements have been published,

provide information regarding any significant factor, including any unusual or infrequent event or new development, which materially affected profit or loss before tax of the relevant entity or, if it is the holding company or holding entity of a group, of the group, and indicate the extent to which such profit or loss before tax of the relevant entity or the group, as the case may be, was so affected. Describe any other significant component of revenue or expenditure necessary to understand the profit or loss before tax for each of these financial periods.

A summary of the operations, business and financial performance of the Group for FY2011, FY2012, FY2013, HY2013 and HY2014 is set out below:-

HY2014 vs HY2013

Revenue

Revenue remained approximately the same at S\$9.3 million. The wood-based segment registered an increase of 12.3% in revenue to S\$7.4 million, which was offset by a drop of 39.4% and 25.9% in revenue for the lifestyle outdoor furniture products and total design and build solution to S\$0.4 million and S\$1.6 million, respectively. In terms of business by geographical regions, both the European market and Asian/Others market registered a drop in sales of 11.0% to S\$4.1 million and 20.2% to S\$2.2 million, respectively. The Australia/New Zealand market grew by S\$1.1 million or 53.0% to S\$3.1 million in 1HFY14.

Cost of sales and gross profit margin

The cost of sales decreased by S\$0.3 million or 3.5% to S\$8.7 million. The cost of sales as a percentage of revenue decreased from 96.7% in 1HFY13 to 93.0% in 1HFY14, thus resulting in an increase in gross profit margin from 3.3% in 1HFY13 to 7.0% in 1HFY14. The improvement in gross margin was across the three business product segments.

Other operating income

Other operating income increased by S\$5.8 million to S\$6.4 million. This was mainly due to the gain on disposal of non-current asset held-for-sale, which referred to the Sungei Kadut property in Singapore.

Selling and distribution expenses

Selling and distribution expenses decreased by S\$0.1 million to S\$0.6 million, mainly due to lower staff salaries, travelling and entertainment expenses, which was then partially offset by higher commission fees, dormitory, staff medical and insurance expenses.

Administrative expenses

Administrative expenses decreased by S\$0.5 million to S\$1.6 million, mainly due to lower depreciation charges, office rental and no share placement expenses incurred, offset by higher legal and profession fee and commission paid in relation to the disposal of the Sungei Kadut property in Singapore.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

Other operating expenses

Other operating expenses decreased by S\$0.1 million to S\$0.03 million. This was mainly due to no impairment on value of inventory and no impairment on value of goodwill was provided in 1HFY2014.

Finance expenses

Finance cost remained almost the same at S\$0.2 million in 1HFY2014.

FY2013 vs FY2012

Revenue

The Group's revenue posted a decline of 20.2% from S\$23.4 million in FY2012 to S\$18.7 million in FY2013.

Revenue of wood-based products declined by S\$5.4 million or 29.5% from S\$18.3 million in FY2012 to S\$12.9 million and revenue of lifestyle outdoor furniture products declined by S\$1.2 million or 59.9% from S\$2.0 million to S\$0.8 million. The total design and build solutions business unit registered an increase in revenue of S\$1.9 million or 60.7% from S\$3.1 million in FY2012 to S\$5.0 million in FY2013.

Revenue contribution from the Europe market decreased by S\$3.2 million or 33.3% from S\$9.5 million in FY2012 to S\$6.4 million in FY2013 and revenue contribution from the Australia/New Zealand markets declined by S\$3.9 million from S\$9.7 million in FY2012 to S\$5.7 million in FY2013. The Asia/Others markets registered an increase of S\$2.4 million or 56.2% from S\$4.2 million in FY2012 to S\$6.6 million in FY2013.

Cost of sales and gross profit margin

The cost of sales decreased by S\$2.9 million or 13.9% to S\$17.6 million in FY2013. The cost of sales as a percentage of revenue increased from 87.4% in FY2012 to 94.3% in FY2013; thus resulting in a decline in gross profit margin from 12.6% in FY2012 to 5.7% in FY2013. The increase in cost of sales was due to higher project costs incurred by the total design and build solutions business unit.

Other income/(losses) – net

Other losses – net increased by S\$1.3 million to S\$1.5 million in FY2013. This was mainly due to higher losses in foreign exchange translation of S\$1.1 million and less gain on disposal of plant, property and equipment of S\$0.2 million in FY2013 compared to FY2012.

Selling and distribution expenses

Selling and distribution expenses decreased by S\$1.0 million to S\$1.3 million in FY2013. The decrease was mainly due to lower staff salaries, lower office rental and other selling & distribution expenses incurred following the efforts to contain cost by downsizing and closing down unprofitable overseas subsidiaries.

Administrative expenses

Administrative expenses decreased by S\$1.9 million to S\$3.2 million in FY2013, mainly due to lower staff salaries and office rental arising mainly from the positive cost effects of downsizing and closing down of overseas subsidiaries as well as less headcount in Singapore operations and voluntary salaries reduction for the executive directors and senior management staff.

Other operating expenses

Other operating expenses decreased by S\$1.3 million to S\$0.7 million in FY2013. This was mainly due to lower inventory write-down, less allowance for doubtful debt provision and less advance to supplier written off for the year.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

Finance expenses

Finance cost remained almost the same at S\$0.4 million in FY2013.

FY2012 vs FY2011

Revenue

The weakening economic outlook in Europe has led to a slowdown in customers' orders of the Group's wood-based and lifestyle outdoor furniture products. As a result, the Group posted a decline of 28.4% in revenue from S\$32.7 million in FY2011 to S\$23.4 million in FY2012.

Revenue of wood-based products declined by S\$8.6 million or 32.1% from S\$26.9 million in FY2011 to S\$18.3 million and revenue of lifestyle outdoor furniture products declined by S\$1.2 million or 37.5% from S\$3.3 million to S\$2.0 million. The total design and build solutions business unit registered an increase in revenue of S\$0.5 million or 19.2% from S\$2.6 million in FY2011 to S\$3.1 million in FY2012.

Revenue contribution from the Europe market decreased by S\$8.7 million or 47.6% from S\$18.2 million in FY2011 to S\$9.5 million in FY2012 and revenue contribution from the Australia/New Zealand markets declined by S\$1.2 million from S\$10.9 million to S\$9.7 million. The Asia/Others markets registered an increase of S\$0.5 million or 16.2% from S\$3.2 million in FY2011 to S\$3.7 million in FY2012.

Cost of sales and gross profit margin

In line with the decrease in revenue, the cost of sales decreased by S\$7.9 million or 28.1% to S\$20.5 million in FY2012. Cost of sales as a percentage of revenue increased from 87.0% in FY2011 to 87.4% in FY2012, thus resulting in a decline in gross profit margin from 13.0% in FY2011 to 12.6% in FY2012. The increase in cost of sales was due to higher cost of products.

Other (losses)/income – net

Other losses increased by S\$0.6 million from other income of S\$0.4 million in FY2011 to other losses of S\$0.2 million in FY2012. This was mainly due to higher losses in foreign exchange translation of S\$1.3 million offset by higher rental income of S\$0.3 million and a gain of S\$0.2 million on disposal of property by the Group's Indonesian subsidiary.

Selling and marketing expenses

Selling and marketing expenses decreased by S\$1.0 million to S\$2.3 million in FY2012. The decrease was mainly due to lower staff salaries and other selling & distribution expenses incurred for the Indonesian factory due to the downsize in production and a write back of certification fees of S\$0.4 million due to the termination of the Tropical Trust Fund (TFT) membership.

Administrative expenses

Administrative expenses remained consistent at S\$5.7 million in FY2012 compared to S\$5.15 million in FY2011.

Other operating expenses

Other operating expenses decreased by S\$0.5 million to S\$2.0 million in FY2012. This was mainly due to lower provision of S\$0.4 million for doubtful debts for the Group's associated company and no write off of advances to suppliers of S\$0.6 million as compared to prior year, offset by a higher write down of S\$0.4 million.

Finance expenses

Finance cost decreased by S\$0.1 million from S\$0.5 million to S\$0.4 million mainly due to lower trust receipt interest and finance lease interest that were incurred during FY2012.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

Financial Position

4. Provide selected data from the balance sheet of the relevant entity or, if it is the holding company or holding entity of a group, the group as at the end of –
- (a) the most recent completed financial year for which audited financial statements have been published; or
 - (b) if interim financial statements have been published for any subsequent period, that period.

The audited statement of financial position of the Group as at the end of FY2013 and unaudited statement of financial position of the Group as at end of HY2014 are set out below:

	Audited As at 31 December 2013 S\$'000	Unaudited As at 30 June 2014 S\$'000
ASSETS		
<u>Current assets</u>		
Cash and cash equivalents	456	414
Trade and other receivables	3,014	3,582
Inventories	2,683	2,444
Other current assets	472	509
	<u>6,625</u>	<u>6,949</u>
Non-current asset held-for-sale	7,192	–
	<u>13,817</u>	<u>6,949</u>
<u>Non-current assets</u>		
Property, plant and equipment	3,233	3,402
	<u>3,233</u>	<u>3,402</u>
Total assets	<u>17,050</u>	<u>10,351</u>
LIABILITIES		
<u>Current liabilities</u>		
Trade and other payables	5,488	6,340
Current income tax liabilities	12	5
Borrowings	10,090	2,398
	<u>15,590</u>	<u>8,743</u>
<u>Non-current liabilities</u>		
Borrowings	21	217
Deferred income tax liabilities	55	55
	<u>76</u>	<u>272</u>
Total liabilities	<u>15,666</u>	<u>9,015</u>
NET ASSETS	<u>1,384</u>	<u>1,336</u>
EQUITY		
Capital and reserves attributable to equity holders of the Company		
Share capital	13,633	13,633
Other reserves	7,158	2,478
Accumulated losses	(19,211)	(14,591)
	<u>1,580</u>	<u>1,520</u>
Non-controlling interests	(196)	(184)
Total equity	<u>1,384</u>	<u>1,336</u>

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

5. The data referred to in paragraph 4 of this Part shall include the line items in the audited or interim balance sheet of the relevant entity or the group, as the case may be, and shall in addition include the following items –
- (a) number of shares after any adjustment to reflect the sale of new securities;
 - (b) net assets or liabilities per share; and
 - (c) net assets or liabilities per share after any adjustment to reflect the sale of new securities.
-

The audited balance sheet of the Group as at the end of FY2013 and balance sheet of the Group as at end of HY2014 are set out below:

	As at 31 December 2013		As at 30 June 2014	
	Assuming the Minimum Scenario (S\$'000)	Assuming the Maximum Scenario (S\$'000)	Assuming the Minimum Scenario (S\$'000)	Assuming the Maximum Scenario (S\$'000)
NAV before the Rights Issue	1,336	1,336	1,384	1,384
Add:				
Net Proceeds from Rights Issue	2,194	4,207	2,194	4,207
Adjusted NAV after the Rights Issue	3,530	5,543	3,578	5,591
Before the Rights Issue				
Total number of Shares	313,000,000	313,000,000	313,000,000	313,000,000
NAV per Share (cents)	0.44 ⁽¹⁾	0.44 ⁽¹⁾	0.43 ⁽¹⁾	0.43 ⁽¹⁾
Immediately after the Rights Issue				
Total number of Shares	549,895,400	751,200,000	549,895,400	751,200,000
Adjusted NAV per Share (cents)	0.64 ⁽²⁾	0.74 ⁽³⁾	0.65 ⁽²⁾	0.74 ⁽³⁾
Notes:				
(1)	Based on the Existing Share Capital.			
(2)	Based on enlarged issued and paid-up share capital after Rights Issue under Minimum Scenario of 236,895,400 Rights Shares.			
(3)	Based on enlarged issued and paid-up share capital after Rights Issue under Maximum Scenario of 438,200,000 Rights Shares.			

Liquidity and Capital Resources

6. Provide an evaluation of the material sources and amounts of cash flows from operating, investing and financing activities in respect of –
- (a) the most recent completed financial year for which financial statements have been published; and
 - (b) if interim financial statements have been published for any subsequent period, that period.
-

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

The audited consolidated statement of cash flows for FY2013 and the unaudited consolidated cash flows for HY2014 are set out below:

	Audited FY2013 S\$'000	Unaudited HY2014 S\$'000
<u>Cash Flows from Operating Activities</u>		
Net (loss)/profit	(6,169)	4,648
Adjustments for:		
- Income tax expenses	76	–
- Depreciation	341	146
- Gain on disposal of non-current asset held-for-sale	–	(6,095)
- Interest expense	418	160
- Allowance for/(reversal of) impairment on trade and other receivables	102	–
- Advances to suppliers written off	173	–
- Bad debt written off	2	–
- Inventory write-down	548	–
- (Gain)/loss on disposal of property, plant and equipment	(34)	26
- Interest income	(3)	(3)
- Currency translation losses/(gains)	2,110	(52)
	(2,436)	(1,170)
Change in working capital:		
- Trade and other receivables	(26)	(596)
- Inventories	1,426	239
- Other current assets	221	(37)
- Trade payables and other liabilities	(1,946)	873
Cash used in operations	(2,761)	(691)
Interest received	3	3
Interest paid	(38)	(13)
Income tax paid	(8)	(7)
Net cash used in operating activities	(2,804)	(708)
<u>Cash Flows from Investing Activities</u>		
Issue of new shares	5,610	–
Share issue expenses	(14)	–
Interest received	–	–
Purchase of property, plant and equipment	(3)	(34)
Disposal of property, plant and equipment	327	–
Disposal of non-current asset held-for-sale	–	8,650
Net cash provided by investing activities	5,920	8,616
<u>Cash Flows from Financing Activities</u>		
Proceeds from bank borrowings	–	–
(Repayment to)/Loans from directors and their immediate family members	(1,618)	8
Repayment of bank borrowings	(596)	(7,398)
Repayment of finance lease liabilities	(12)	244
Interest paid	(379)	(146)
Net cash from financing activities	(2,605)	(7,292)
Net increase / (decrease) in cash and cash equivalents	511	616
Cash and cash equivalents at beginning of financial year/period	(867)	(339)
Effects of currency translation on cash and cash equivalents	17	(4)
Cash and cash equivalents as at the end of the year/period	339	273

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

Review of cash flows for HY2014

The Group incurred a net cash used in operating activities before working capital changes of S\$1.2 million. Net cash provided by the working capital was S\$0.5 million due to the decrease in trade and other receivables of S\$0.6 million, offset by the reduction in the inventories of S\$0.2 million and increase in trade and other payables of S\$0.69 million. Net cash used in operating activities stood at S\$0.7 million after interest received and payment of interest and income tax.

The net cash provided by investing activities of S\$8.6 million was from the proceeds arising from the disposal of Sungei Kadut property in Singapore.

Net cash used in financing activities was S\$7.3 million mainly due to the repayment of bank borrowing of S\$7.4 million and interest cost incurred of S\$0.1 million, offset by an increase in finance lease liabilities of S\$0.2 million.

Review of cash flows for FY2013

Net cash used in operating activities before working capital changes was S\$2.4 million. Net cash utilised for working capital was S\$0.4 million coming from an increase in trade and other payables of S\$1.9 million, offset by the decrease in inventories of S\$1.4 million and other current assets of S\$0.2 million. Net cash used in operating activities stood at S\$2.8 million after interest received and payment of interest and income tax.

The net cash provided by investing activities of S\$5.9 million was mainly from the net proceeds arising from the issue of new shares and proceeds from the disposal of the Dubai property.

Net cash used in financing activities was S\$2.6 million, which was mainly used to repay the short term bank borrowings and the loan owed to the directors and the immediate family member, as well as payment of the interest to the bank.

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- 7. Provide a statement by the directors or equivalent persons of the relevant entity as to whether, in their reasonable opinion, the working capital available to the relevant entity or, if it is the holding company or holding entity of a group, to the group, as at the date of lodgement of the offer information statement, is sufficient for present requirements and, if insufficient, how the additional working capital considered by the directors or equivalent persons to be necessary is proposed to be provided.**
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The Directors are of the opinion that, as at the date of lodgement of this Offer Information Statement, barring any unforeseen circumstances and:

- (i) after taking into consideration the present bank facilities, the working capital available to the Group is not sufficient to meet its present requirements; and
- (ii) after taking into consideration the present bank facilities and the net proceeds of the Rights Issue based on the Minimum Scenario, the working capital available to the Group will be sufficient to meet its present requirements.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

8. If the relevant entity or any other entity in the group is in breach of any of the terms and conditions or covenants associated with any credit arrangement or bank loan which could materially affect the relevant entity's financial position and results or business operations, or the investments by holders of securities in the relevant entity, provide –
- (a) a statement of that fact;
 - (b) details of the credit arrangement or bank loan; and
 - (c) any action taken or to be taken by the relevant entity or other entity in the group, as the case may be, to rectify the situation (including the status of any restructuring negotiations or agreement, if applicable).

To the best of the Directors' knowledge, the Group is not in breach of any of the terms and conditions or covenants associated with any credit arrangement or bank loan which could materially affect the Group's financial position and results or business operations, or the investments by holders of securities in the Company.

Trend Information and Profit Forecast or Profit Estimate

9. Discuss, for at least the current financial year, the business and financial prospects of the relevant entity or, if it is the holding company or holding entity of a group, the group, as well as any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on net sales or revenues, profitability, liquidity or capital resources, or that would cause financial information disclosed in the offer information statement to be not necessarily indicative of the future operating results or financial condition. If there are no such trends, uncertainties, demands, commitments or events, provide an appropriate statement to that effect.

Save as disclosed below and in this Offer Information Statement, the Company's annual reports, circulars and SGXNET announcements, the Directors are not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect on net sales or revenues, profitability, liquidity or capital resources, or that would cause financial information disclosed in this Offer Information Statement to be not necessarily indicative of the future operating results or financial condition of the Group.

Business and financial prospects of the Group for the current financial year

The Group's two major markets, Europe and Australia/New Zealand remained weak and this will probably continue to impact on the Group's lifestyle furniture and wood-based products business for FY2014. Although the Group's Australia/New Zealand market has shown some improvement in first half of FY2014, the Group's Europe market will remain weak for the next half year of 2014 due to uncertain economic, social and political situations in Europe.

Uncertainties, events, factors and risks

To the best of the Directors' knowledge and belief, the risk factors that are material to prospective investors and Shareholders in making an informed judgment on the Rights Issue (save for those which have already been disclosed to the general public) are set out in **Appendix I** of this Offer Information Statement. Prospective investors and Shareholders should carefully consider and evaluate each of them and all other information contained in this Offer Information Statement before deciding whether to invest in the Shares and/or the Rights Shares.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

- 10. Where a profit forecast is disclosed, state the extent to which projected sales or revenues are based on secured contracts or orders, and the reasons for expecting to achieve the projected sales or revenues and profit, and discuss the impact of any likely change in business and operating conditions on the forecast.**

Not applicable. No profit forecast is disclosed in this Offer Information Statement.

- 11. Where a profit forecast or profit estimate is disclosed, state all principal assumptions, if any, upon which the directors or equivalent persons of the relevant entity have based their profit forecast or profit estimate, as the case may be.**

Not applicable. No profit forecast or profit estimate is disclosed in this Offer Information Statement.

- 12. Where a profit forecast is disclosed, include a statement by an auditor of the relevant entity as to whether the profit forecast is properly prepared on the basis of the assumptions referred to in paragraph 11 of this Part, is consistent with the accounting policies adopted by the relevant entity, and is presented in accordance with the accounting standards adopted by the relevant entity in the preparation of its financial statements.**

Not applicable. No profit forecast is disclosed in this Offer Information Statement.

- 13. Where the profit forecast disclosed is in respect of a period ending on a date not later than the end of the current financial year of the relevant entity, provide in addition to the statement referred to in paragraph 12 of this Part –**

- (a) a statement by the issue manager to the offer, or any other person whose profession or reputation gives authority to the statement made by him, that the profit forecast has been stated by the directors or equivalent persons of the relevant entity after due and careful enquiry and consideration; or**
- (b) a statement by an auditor of the relevant entity, prepared on the basis of his examination of the evidence supporting the assumptions referred to in paragraph 11 of this Part and in accordance with the Singapore Standards on Auditing or such other auditing standards as may be approved in any particular case by the Authority, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the profit forecast.**

Not applicable. No profit forecast is disclosed in this Offer Information Statement.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

14. Where the profit forecast disclosed is in respect of a period ending on a date after the end of the current financial year of the relevant entity, provide in addition to the statement referred to in paragraph 12 of this Part –
- (a) a statement by the issue manager to the offer, or any other person whose profession or reputation gives authority to the statement made by him, prepared on the basis of his examination of the evidence supporting the assumptions referred to in paragraph 11 of this Part, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the profit forecast; or
 - (b) a statement by an auditor of the relevant entity, prepared on the basis of his examination of the evidence supporting the assumptions referred to in paragraph 11 of this Part and in accordance with the Singapore Standards on Auditing or such other auditing standards as may be approved in any particular case by the Authority, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the profit forecast.

Not applicable. No profit forecast is disclosed in this Offer Information Statement.

Significant Changes

15. Disclose any event that has occurred from the end of –
- (a) the most recent completed financial year for which financial statements have been published; and
 - (b) if interim financial statements have been published for any subsequent period, that period,
- to the latest practicable date which may have a material effect on the financial position and results of the relevant entity or, if it is the holding company or holding entity of a group, the group, or, if there is no such event, provide an appropriate negative statement.

Save as disclosed in this Offer Information Statement, the Company's annual reports, circulars and SGXNET announcements, the Directors are not aware of any event which has occurred since 1 July 2014 up to the Latest Practicable Date which has not been publicly announced which may have a material effect on the financial position and results of the Group.

Meaning of "Published"

16. In this Part, "published" includes publication in a prospectus, in an annual report or on the SGXNET.

Noted.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

PART VI – THE OFFER AND LISTING

Offer and Listing Details

1. **Indicate the price at which the securities are being offered and the amount of any expense specifically charged to the subscriber or purchaser. If it is not possible to state the offer price at the date of lodgement of the offer information statement, the method by which the offer price is to be determined must be explained.**

The Issue Price for each Rights Share is S\$0.01, payable in full on acceptance and/or application.

The expenses incurred in connection with the Rights Issue will not be specifically charged to the subscribers or purchasers of the Rights Shares. However an administrative fee will be incurred for each successful application made through the ATMs of the respective Participating Banks.

2. **If there is no established market for the securities being offered, provide information regarding the manner of determining the offer price, the exercise price or conversion price, if any, including the person who establishes the price or is responsible for the determination of the price, the various factors considered in such determination and the parameters or elements used as a basis for determining the price.**

The Shares are, and the Rights Shares will be, traded on Catalist.

3. **If:**
- (a) **any of the relevant entity's shareholders or equity interest-holders have pre-emptive rights to subscribe for or purchase the securities being offered; and**
 - (b) **the exercise of the rights by the shareholder or equity interest-holder is restricted, withdrawn or waived,**

indicate the reasons for such restriction, withdrawal or waiver, the beneficiary of such restriction, withdrawal or waiver, if any, and the basis for the offer price.

None of the Shareholders have pre-emptive rights to subscribe for or purchase the Rights Shares.

As there may be prohibitions or restrictions against the offering of Rights Shares in certain jurisdictions, only Entitled Shareholders are eligible to participate in the Rights Issue. Please refer to the section entitled “**Eligibility of Shareholders to Participate in the Rights Issue**” of this Offer Information Statement for further details.

4. **If securities of the same class as those securities being offered are listed for quotation on any securities exchange–**
- (a) **in a case where the first-mentioned securities have been listed for quotation on the securities exchange for at least 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the first-mentioned securities–**
 - (i) **for each of the 12 calendar months immediately preceding the calendar month in which the latest practicable date falls; and**
 - (ii) **for the period from the beginning of the calendar month in which the latest practicable date falls to the latest practicable date; or**

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

- (b) in a case where the first-mentioned securities have been listed for quotation on the securities exchange for less than 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the first-mentioned securities—
- (i) for each calendar month immediately preceding the calendar month in which the latest practicable date falls; and
- (ii) for the period from the beginning of the calendar month in which the latest practicable date falls to the latest practicable date;
- (c) disclose any significant trading suspension that has occurred on the securities exchange during the 3 years immediately preceding the latest practicable date or, if the securities have been listed for quotation for less than 3 years, during the period from the date on which the securities were first listed to the latest practicable date; and
- (d) disclose information on any lack of liquidity, if the securities are not regularly traded on the securities exchange.
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- (a) The Rights Shares to be issued upon subscription are of the same class as the Shares and the Shares are listed for quotation on the Catalist.

The highest and lowest market prices and volume traded on Catalist for the Shares in each of the 12 calendar months immediately preceding August 2014, being the latest calendar month in which the Latest Practicable Date falls and for the period from 1 August 2014 to the Latest Practicable Date are as follows:

Month	Price Range in S\$		Volume ('000)
	High ⁽¹⁾	Low ⁽¹⁾	
August 2013	0.0346	0.0274	10,716
September 2013	0.0371	0.0274	18,022
October 2013	0.0338	0.0242	6,253
November 2013	0.0290	0.0250	1,707
December 2013	0.0290	0.0242	2,007
January 2014	0.0282	0.0226	948
February 2014	0.0282	0.0266	5,854
March 2014	—	—	—
April 2014	—	—	—
May 2014	—	—	—
June 2014	0.0266	0.0218	280
July 2014	0.0258	0.0169	777
1 August 2014 to the Latest Practicable Date	0.0242	0.0105	5,883

Source: Reuters⁽²⁾

Notes:

- (1) The high and low prices are based on daily closing price of the Shares.
- (2) Reuters has not consented for the purposes of Sections 249 and 277 of the SFA to the inclusion of the information above which is publicly available, and is thereby not liable for these statements under Sections 253 and Section 254 of the SFA. The Company has included the above information in its proper form and context and has not verified the accuracy of these information.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

- (b) Not applicable. The Shares have been listed and quoted on Catalist for more than 12 months immediately preceding the Latest Practicable Date.
- (c) There has been no trading suspension of the Shares on Catalist during the three (3) years immediately preceding the Latest Practicable Date, save for temporary trading halts for the purposes of releasing material announcements.
- (d) Please refer to the table set out in paragraph 4(a) of this Part for the volume of Shares traded during each of the last 12 months immediately preceding the Latest Practicable Date and for the period from 1 August 2014 to the Latest Practicable Date. The Shares were not traded in three out of the last 12 months, and in the remaining nine months that the Shares were traded, the volumes of trades done in each of the months were relatively small. The Shares had as such not been regularly traded on Catalist in the last 12 months immediately preceding the Latest Practicable Date.

5. Where the securities being offered are not identical to the securities already issued by the relevant entity, provide—

- (a) **a statement of the rights, preferences and restrictions attached to the securities being offered; and**
- (b) **an indication of the resolutions, authorisations and approvals by virtue of which the entity may create or issue further securities, to rank in priority to or *pari passu* with the securities being offered.**

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- (a) The Rights Shares will, upon allotment and issue, rank *pari passu* in all respects with the then existing Shares for any dividends, rights, allotments or other distributions, the Record Date for which falls on or after the date of issue of the Rights Shares.
 - (b) The Rights Shares are to be issued pursuant to the specific approval granted by Shareholders at the EGM held on 25 August 2014.

Plan of Distribution

- 6. Indicate the amount, and outline briefly the plan of distribution, of the securities that are to be offered otherwise than through underwriters. If the securities are to be offered through the selling effects of any broker or dealer, describe the plan of distribution and the terms of any agreement or understanding with such entities. If known, identify each broker or dealer that will participate in the offer and state the amount to be offered through each broker or dealer.**

Basis of Provisional Allotment

The Rights Issue is made on a renounceable non-underwritten basis to Entitled Shareholders at the Issue Price on the basis of seven (7) Rights Shares for every five (5) existing Shares held by the Entitled Shareholders as at the Books Closure Date, fractional entitlements to be disregarded.

Based on the Existing Share Capital, up to 438,200,000 Rights Shares will be issued pursuant to the Rights Issue.

Entitled Shareholders

Entitled Shareholders will be at liberty to accept (in full or in part), decline, renounce or in the case of Entitled Depositors only, trade their provisional allotments of Rights Shares on Catalist during the Rights Trading Period and will be eligible to apply for Excess Rights Shares.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

Fractional entitlements to the Rights Shares, if any, will be disregarded in arriving at the entitlements of the Entitled Shareholders' and will, together with the provisional allotments which are not taken up or allotted for any reason, be aggregated and allocated to satisfy Excess Applications (if any) or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company.

In the allotment of any Excess Rights Shares, preference will be given to Shareholders for the rounding of odd lots, and the Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board will rank last in priority for the rounding of odd lots and allotment of Excess Rights Shares. The Company will not make any allotment and issuance of any Excess Rights Shares that will result in a transfer of controlling interest in the Company unless otherwise approved by Shareholders in a general meeting.

For the avoidance of doubt, only Entitled Shareholders (not the renouncees of the Entitled Shareholders or purchasers of the provisional allotments) shall be entitled to apply for Excess Rights Shares.

Foreign Shareholders

As there may be prohibitions or restrictions against the offering of Rights Shares in certain jurisdictions, only Entitled Shareholders are eligible to participate in the Rights Issue. Please refer to the section entitled "**Eligibility of Shareholders to Participate in the Rights Issue**" of this Offer Information Statement for further details.

Option to Scale Down

Depending on the level of subscription for the Rights Shares, the Company may, if necessary and upon the approval of the Sponsor and/or the SGX-ST, scale down the Rights Shares subscribed by any Shareholder to the extent necessary to avoid placing such Shareholder in the position of incurring an obligation to make a mandatory general offer for the Shares under the Code as a result of other Shareholders not taking up their provisional allotments of the Rights Shares.

Terms and Conditions

The allotment and issue of the Rights Shares pursuant to the Rights Issue is governed by the terms and conditions as set out in this Offer Information Statement, including **Appendices II to IV** of this Offer Information Statement, the ARE, the ARS and the PAL.

The Rights Shares are not offered through the selling efforts of any broker or dealer.

7. Provide a summary of the features of the underwriting relationship together with the amount of securities being underwritten by each underwriter.

Not applicable. The Rights Issue is not underwritten. However, please refer to details of the Irrevocable Undertakings described in Part X of this Offer Information Statement.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

PART VII – ADDITIONAL INFORMATION

Statements by Experts

1. Where a statement or report attributed to a person as an expert is included in the offer information statement, provide such person's name, address and qualifications.

Not applicable. No statement or report made by any expert is included in this Offer Information Statement.

2. Where the offer information statement contains any statement (including what purports to be a copy of, or extract from, a report, memorandum or valuation) made by an expert–

- (a) state the date on which the statement was made;
- (b) state whether or not it was prepared by the expert for the purpose of incorporation in the offer information statement; and
- (c) include a statement that the expert has given, and has not withdrawn, his written consent to the issue of the offer information statement with the inclusion of the statement in the form and context in which it is included in the offer information statement.

Not applicable. No statement or report made by any expert is included in this Offer Information Statement.

3. The information referred to in paragraphs 1 and 2 of this Part need not be provided in the offer information statement if the statement attributed to the expert is a statement to which the exemption under regulation 26 (2) or (3) applies.

Not applicable. No statement or report made by any expert is included in this Offer Information Statement.

Consents from Issue Manager and Underwriter

4. Where a person is named in the offer information statement as the issue manager or underwriter (but not a sub-underwriter) to the offer, include a statement that the person has given, and has not withdrawn, his written consent to being named in the offer information statement as the issue manager or underwriter, as the case may be, to the offer.

Not applicable. No issue manager is appointed and the Rights Issue is not underwritten.

Other Matters

5. Include particulars of any other matters not disclosed under any other paragraph of this Schedule which could materially affect, directly or indirectly–

- (a) the relevant entity's business operations or financial position or results; or
- (b) investments by holders of securities in the relevant entity.

Save as disclosed in this Offer Information Statement, or as may have been publicly announced by the Company via SGXNET, to the best of their knowledge, the Directors are not aware of any other matters not disclosed under any paragraph of this Offer Information Statement which could materially affect, directly or indirectly, the Group's business operations or financial position or results or investments by holders of securities in the Company.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

PART VIII – ADDITIONAL INFORMATION REQUIRED FOR OFFER OF DEBENTURES OR UNITS OF DEBENTURES

Not applicable.

PART IX – ADDITIONAL INFORMATION REQUIRED FOR CONVERTIBLE DEBENTURES

Not applicable.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

PART X – ADDITIONAL INFORMATION REQUIRED FOR OFFER OF SECURITIES BY WAY OF RIGHTS ISSUE

1. Provide:

- (a) the particulars of the rights issue;
 - (b) the last day and time for splitting of the provisional allotment of the securities to be issued pursuant to the rights issue;
 - (c) the last day and time for acceptance of and payment for the securities to be issued pursuant to the rights issue;
 - (d) the last day and time for renunciation of and payment by the renouncee for the securities to be issued pursuant to the rights issue;
 - (e) the terms and conditions of the offer of securities to be issued pursuant to the rights issue;
 - (f) the particulars of any undertaking from the substantial shareholders or substantial equity interest-holders, as the case may be, of the entity to subscribe for their entitlements; and
 - (g) if the rights issue is or will not be underwritten, the reason for not underwriting the issue.
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- (a) Please refer to the section entitled “**Summary of the Rights Issue**” of this Offer Information Statement for particulars of the Rights Issue.
- (b) The last day and time for splitting of the provisional allotment of Rights Shares is **15 September 2014 at 5.00 p.m.** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).
- (c) The last day and time for acceptance of and payment for the Rights Shares is **19 September 2014 at 5.00 p.m. (9.30 p.m. for Electronic Applications)** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).
- (d) The last day and time for renunciation of and payment for the Rights Shares is **19 September 2014 at 5.00 p.m. (9.30 p.m. for Electronic Applications)** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

Entitled Depositors who wish to renounce their provisional allotments of Rights Shares in favour of a third party should note that CDP requires three (3) Market Days to effect such renunciation. As such, Entitled Depositors who wish to renounce are advised to do so early to allow sufficient time for the renouncee to accept his provisional allotments of Rights Shares.

Please refer to the section entitled “**Expected Timetable of Key Events**” of this Offer Information Statement for further details.

- (e) The allotment and issue of the Rights Shares pursuant to the Rights Issue are governed by the terms and conditions as set out in this Offer Information Statement, in particular, **Appendices II to IV** of this Offer Information Statement and in the ARE, the ARS and the PAL.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

(f) As at the Latest Practicable Date:

- (i) Mr George Chew held an aggregate of 49,561,284 Shares, representing approximately 15.83% of the aggregate number of issued Shares. Accordingly, Mr George Chew will be entitled to subscribe for an aggregate of 69,385,797 Rights Shares;
- (ii) Mdm Teresa Tan held an aggregate of 35,449,716 Shares, representing approximately 11.33% of the aggregate number of issued Shares. Accordingly, Mdm Teresa Tan will be entitled to subscribe for an aggregate of 49,629,602 Rights Shares;
- (iii) Mr Steven Chew held an aggregate of 9,200,000 Shares, representing approximately 2.94% of the aggregate number of issued Shares. Accordingly, Mr Steven Chew will be entitled to subscribe for an aggregate of 12,880,000 Rights Shares;
- (iv) Mr Chen held an aggregate of 37,500,000 Shares, representing approximately 11.98% of the aggregate number of issued Shares. Accordingly, Mr Chen will be entitled to subscribe for an aggregate of 52,500,000 Rights Shares; and
- (v) Ms Josca Woo held an aggregate of 37,500,000 Shares, representing approximately 11.98% of the aggregate number of issued Shares. Accordingly, Ms Josca Woo will be entitled to subscribe for an aggregate of 52,500,000 Rights Shares.

As an indication of their support and commitment to the Company,

- (i) Mr Steven Chew, Mr Chen and Ms Josca Woo, have each executed a deed of undertaking dated 21 May 2014 ("**Deed of Undertaking**") pursuant to which they have each given an irrevocable undertaking to the Company to, amongst other things, subscribe and/or cause to be subscribed for and on his/her behalf, their respective entitlements of the Rights Shares subject to the conditions contained therein; and
- (ii) Mr George Chew and Mdm Teresa Tan have pursuant to a deed dated 22 May 2014, as modified by a deed supplemental thereto dated 29 July 2014 (collectively, the "**Deed of Set-Off**") and subject to the terms and conditions therein contained, each given an irrevocable undertaking to the Company to, amongst other things, subscribe and/or cause to be subscribed for and on his/her behalf, their respective entitlements of the Rights Shares,

(collectively, the "**Irrevocable Undertakings**").

The Irrevocable Undertakings are subject to *inter alia*, (a) the Company obtaining the waiver from the SIC of the mandatory obligation on the part of the Concert Parties Shareholders to make an offer under Rule 14.1 of the Code for all the Shares (other than those held by the Concert Parties Shareholders and their concert parties) in the event that the Concert Parties Shareholders and their concert parties increase their shareholdings in the Company by more than 1.0% in any six (6) month period as a result of the Concert Parties Shareholders subscribing for their pro-rata entitlements of the Rights Shares (in whole or in part) as the case may be, including any application for Excess Rights Shares ("**Whitewash Waiver**"); and (b) approval of Shareholders being obtained for the Whitewash Waiver ("**Whitewash Resolution**").

On 27 June 2014, the Whitewash Waiver was granted by the SIC. At the EGM held on 25 August 2014, Shareholders approved the Whitewash Resolution. Please refer to the Company's circular to Shareholders dated 8 August 2014 for details of the Whitewash Resolution.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

In addition, each of Mr Steven Chew, Mr Chen, Ms Josca Woo, Mr George Chew and Mdm Teresa Tan have, in their respective Deeds of Undertaking or Deed of Set-Off, as the case may be, undertaken:

- (a) not to sell, transfer or otherwise deal with their respective shareholdings in the Company between the date of their respective undertakings and until the issue of the Rights Shares; and
- (b) to vote, and procure that their respective representatives and proxies will vote all their Shares and any further Shares which he/she may subsequently own or control in favour of the Rights Issue (other than those resolutions which he/she is required by the Company to abstain from voting).

Mr Steven Chew, Mr Chen and Ms Josca Woo have in their respective Deed of Undertaking confirmed to the Company that he/she has sufficient financial resources to subscribe or procure the subscription in full of all his/her Rights Shares entitlements and Mr George Chew has in the Deed of Set-Off confirmed that he has sufficient financial resources to make payment of the shortfall to the extent the amount of the Outstanding SHI Loan is insufficient to satisfy payment for his subscription of his Rights Shares entitlement.

The Company has received evidence satisfactory to the Company in the form of bank statements of each of Mr George Chew, Mr Steven Chew, Mr Chen and Ms Josca Woo to support their respective confirmations as stated above.

The illustrative shareholding structure of the Company after the completion of the Rights Issue (based on the shareholding information available to the Company as at the Latest Practicable Date) is set out below:

	After the Rights Issue					
	As at the Latest Practicable Date		Based on Maximum Scenario		Based on Minimum Scenario	
	Number of Shares	% of the existing share capital	Number of Shares	% of the enlarged share capital ⁽¹⁾	Number of Shares	% of the enlarged share capital ⁽²⁾
Directors						
George Chew	49,561,284	15.83	118,947,081	15.83	118,947,081	21.63
Steven Chew	9,200,000	2.94	22,080,000	2.94	22,080,000	4.02
Ng Boon Huan Daniels	350,000	0.11	840,000	0.11	350,000	0.06
Chin Sek Peng Michael	60,000	0.02	144,000	0.02	60,000	0.01
Tan Eng Kiat Dominic	–	–	–	–	–	–
Substantial Shareholders (other than the Directors)						
Teresa Tan	35,449,716	11.33	85,079,318	11.33	85,079,318	15.47
Josca Woo	37,500,000	11.98	90,000,000	11.98	90,000,000	16.37
Chen Weiping	37,500,000	11.98	90,000,000	11.98	90,000,000	16.37
Public	143,379,000	45.81	344,109,600	45.81	143,379,000	26.07
TOTAL	313,000,000	100.00%	751,200,000	100.00%	549,895,400	100.00%

Notes:

- (1) Computed based on the enlarged total number of issued Shares of 751,200,000 Shares under the Maximum Scenario.
- (2) Computed based on the enlarged total number of issued Share of 549,895,400 Shares under the Minimum Scenario.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENT) (SHARES AND DEBENTURES) REGULATIONS 2005

The subscription of the Rights Shares entitlements in full by each of Mdm Teresa Tan, Mr Chen and Ms Josca Woo ("**Affected Substantial Shareholders**") pursuant to their Irrevocable Undertakings may potentially result in a transfer of controlling interest in the Company to each of them in the event that there is insufficient subscription of the Rights Shares entitlements and/or applications for Excess Rights Shares by Shareholders other than the Undertaking Shareholders ("**Under-subscribed Scenario**").

Rule 803 of the Catalist Rules provides that an issuer must not issue securities to transfer a controlling interest without the prior approval of shareholders in general meeting. Specific approval of Shareholders has been obtained at the EGM convened on 25 August 2014 for the Company to allot and issue to each of the Affected Substantial Shareholders Rights Shares up to the number of their respective Rights Shares entitlements in an Under-subscribed Scenario to the extent that such issue of Rights Shares constitutes a transfer of controlling interest to such Affected Substantial Shareholder(s) pursuant to Rule 803 of the Catalist Rules.

- (g) The Rights Issue will not be underwritten. The Issue Price of S\$0.01 for each Rights Share, which represents a discount of approximately 68.75% to the Last Transacted Price of S\$0.032. In view of the foregoing and after taking into consideration the discount, Irrevocable Undertakings as well as cost considerations, the Company has decided to proceed with the Rights Issue on a non-underwritten basis.

ADDITIONAL DISCLOSURE REQUIREMENTS FOR RIGHTS ISSUES UNDER APPENDIX 8A OF THE CATALIST RULES

1. REVIEW OF WORKING CAPITAL

Provide a review of the working capital for the last 3 financial years and the latest half year, if applicable.

The working capital of the Group as at 31 December 2011, 31 December 2012, 31 December 2013 and 30 June 2014 are as follows:

	Audited As at 31 December 2011 S\$'000	Audited As at 31 December 2012 S\$'000	Audited As at 31 December 2013 S\$'000	Unaudited As at 30 June 2014 S\$'000
Total Current Assets	12,110	16,139	13,817	6,949
Total Current Liabilities	(16,312)	(20,142)	(15,591)	(8,743)
Working Capital	(4,202)	(4,003)	(1,774)	(1,794)

A review of the working capital of the Group for the relevant periods is set out below:

As at 30 June 2014 compared to 31 December 2013

The Group's working capital remained almost the same as negative S\$1.8 million as at 31 December 2013 and as at 30 June 2014.

As at 31 December 2013 compared to 31 December 2012

The Group's working capital increased by S\$2.2 million or 55.7% from negative S\$4.0 million as at 31 December 2012 to negative S\$1.8 million as at 31 December 2013. This was mainly due to less trade and other payables of S\$3.6 million and less borrowings of S\$1.0 million respectively, offset by less inventories of S\$2.0 million, less trade and other receivables and less other current assets of S\$0.2 million respectively.

As at 31 December 2012 compared to 31 December 2011

The Group's working capital increased by S\$0.2 million or 4.7% from negative S\$4.2 million as at 31 December 2011 to negative S\$4.0 million as at 31 December 2012. This was mainly due to the more trade and other payables of S\$3.2 million, more borrowings of S\$0.7 million, less inventories of S\$2.8 million and less trade and other receivables of S\$0.5 million, offset by higher non-current asset held-for-sale of S\$7.2 million.

2. CONVERTIBLE SECURITIES

- (i) Where the rights issue or bought deal involves an issue of convertible securities, such as company warrants or convertible debt, provide the information in Rule 832 of the Catalist Rules.**
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Not applicable. The Rights Issue does not involve an issue of convertible securities.

- (ii) Where the rights issue or bought deal is underwritten and the exercise or conversion price is based on a price-fixing formula, to state that the exercise or conversion price must be fixed and announced before trading of nil-paid rights commences.**
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Not applicable. The Right Issue does not involve an issue of convertible securities.

**ADDITIONAL DISCLOSURE REQUIREMENTS FOR RIGHTS ISSUES UNDER
APPENDIX 8A OF THE CATALIST RULES**

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3. A statement by the sponsor and each financial adviser that, to the best of its knowledge and belief, the document constitutes full and true disclosure of all material facts about the issue, the issuer and its subsidiaries, and that the sponsor/issue manager is not aware of any facts the omission of which would make any statement in the document misleading; and where the document contains a profit forecast, that it is satisfied that the profit forecast has been stated by the directors after reasonable enquiry.
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Not applicable.

APPENDIX I – RISK FACTORS

To the best of the Directors' knowledge and belief, the risk factors that are material to prospective investors in making an informed judgment on the Rights Issue (save for those which have already been disclosed to the general public) are set out below. Prospective investors should carefully consider and evaluate each of the following considerations and all other information contained in this Offer Information Statement before deciding whether to invest in the Shares and/or the Rights Shares.

The risks described below are not intended to be exhaustive. In addition to the risks described below, the Group could be affected by risks relating to the industry and countries in which the Group operates as well as economic, business, market and political risks. In addition, there may be additional risks not presently known to the Group, or that the Group currently deems immaterial, but which could affect its operations. If any of the following considerations and uncertainties develops into actual events, the business, results of operations, financial condition and prospects of the Group could be materially and adversely affected. In that event, the market price of the Shares and/or the Rights Shares could decline, and investors may lose all or part of their investment in the Shares and/or the Rights Shares.

Risks Relating to the Group's Business and Operations

The Group has experienced and may continue to experience negative operating cash flow

The Group had negative operating cash flow of S\$0.06 million and S\$2.8 million for FY2012 and FY2013 respectively. As such, the Group is subject to the risk that its cash flow will be insufficient to meet its operating expenses. The Group may also underestimate its capital requirements and other expenditures or overestimate its future cash flows. In such an event, additional capital, debt or other forms of financing may be required for the Group's working capital. If any of the aforesaid events occur and the Group is unable, for any reason, to raise additional capital, debt or other financing for its working capital requirements, the Group's business, operating results, liquidity and financial position will be adversely affected.

The Group cannot be certain that it will achieve profitability

The Group reported net losses of approximately S\$6.8 million, S\$7.0 million and S\$6.2 million for FY2011, FY2012 and FY2013 respectively. The losses of the Group were contributed by a number of factors, including but not limited to the global economic downturn, negative operating cash flow and lack of adequate funding to finance the operations and currency fluctuations. There can be no assurance that the Group will be able to secure sufficient contracts to generate significant revenue and to attain profitability in any future period or if attained, it may be able to sustain profitability. The Group is subject to risks inherent in the industry and environment in which it operates and there can be no assurance that it will be able to successfully address these risks. Any adverse events relating to the Group's business or a significant shortfall of revenue will have an adverse effect on the Group's business, operating results and financial condition.

The Group requires adequate funding for its operations

The raw material used for the production of wood-based products and lifestyle outdoor furniture in the Group's Indonesian factory are obtained in cash term from various suppliers. The Group will require adequate funding either from internal resources or borrowings to fund the working capital required to purchase such raw material. There can be no assurance that the Group will be able to secure adequate financing or generate sufficient operating cash flow to fund the purchase of raw material to support production at its Indonesian factory. In the event that the Group is unable to do so, its business and growth will be adversely affected.

The contract sums for projects undertaken by the Group's total design and build solutions business unit are payable by customers to the Group progressively, according to the percentage of completion of the relevant project. To perform a contract, the Group will require adequate funding either from internal resources or borrowings to fund the working capital of the project. There can be no assurance that the Group will be able to secure adequate financing or generate sufficient operating cash flow to fund its projects or be able to secure the requisite performance bonds or guarantees from insurance companies or financial institutions that may be necessary to secure its performance under the relevant contract.

APPENDIX I – RISK FACTORS

In the event that the Group is unable to do so, the Group may not be able to secure new contracts or perform its existing contracts. Any failure to perform may cause the Group to be in breach of contract that can result in substantial damages having to be paid to its customers, suppliers, contractors or sub-contractors. In addition, the business and growth of the total design and build solutions business unit will be adversely affected.

The Group has experienced difficulty in procuring financing

In view of the Company's historical financial performance and position (in particular, the losses incurred and negative net working capital position in FY2010 to FY2013), the Group has experienced difficulty in procuring any meaningful amount of external borrowing from financial institutions. In addition, any external borrowing from third parties may be charged with a high interest rate as was the case with certain external third party loans procured by the Group in FY2010 and FY2014 and/or be on terms which are not favourable or satisfactory to the Group. The lack of adequate funding has materially and adversely affected the business operations and financial performance of the Group. The Company's Executive Chairman and Chief Executive Officer, Mr George Chew had since FY2010 extended personal loans to the Group for its working capital and there is no assurance that such financial support will continue to be made available in the future. As such, if the Group continues to experience difficulty in procuring financing, and is unable to generate sufficient cash to fund its operations, its financial performance and position will continue to be adversely affected.

The Group is exposed to foreign exchange risks

In FY2014, the Group's revenues were mainly in US\$, Euro, S\$ and IDR in the proportion of 51.2%, 16.4%, 25.1% and 5.2% while its costs and operating expenses were mainly in US\$, Euro, S\$ and IDR in the proportion of 41.5%, 10.5%, 31.5% and 14.9%. To the extent that its revenue, purchases and operating expenses are not matched in the same currency and there are timing differences in between collection and payment, the Group may be exposed to foreign currency exchange risks.

The Company's financial statements are reported in S\$. As such, any unfavourable movement in any of the above foreign currencies versus the S\$ will adversely affect the Company. Any significant unfavourable movement of such foreign currency rates in which the Group's revenue is received will have a material and adverse effect on the Group.

Currently, the Company does not have a formal foreign currency hedging policy in respect of its foreign exchange exposure and therefore are exposed to any adverse fluctuations in exchange rates.

The Group is exposed to the risk of significant increase in prices of materials

The prices of the materials that the Group uses, in particular, the prices of Indonesian hardwood, may be subject to price fluctuations due to various factors beyond its control, including severe climatic conditions and governmental regulations, which might reduce supply, leading to increases in supply costs. There is no assurance that such prices will not fluctuate materially in the future. Should there be any significant fluctuations in these prices, and the Group is unable to pass on any increase in costs to its customers, its operating results may be adversely affected.

Spread of communicable diseases may have an adverse impact on its business

The spread of communicable diseases may affect the Group's operations as well as those of its contract manufacturers, suppliers and customers. In the event any of the Group's employees or employees in the Group's contract manufacturers', suppliers' or customers' office or facilities is affected with any communicable diseases, the Group or its contract manufacturers, suppliers or customers may be required to temporarily shut down the affected office or facility to prevent the spread of the disease. This may have a material and adverse impact on the Group's business operations.

The Group may require additional funding in the form of equity or debt

The Group may have to raise capital by issuing equity or debt securities or by borrowing funds from banks or other sources to fund its operations and/or for future business expansion. There is no assurance that any additional financing the Group may need, will be available on terms favourable to it, or at all. If the Group is unable to do so, its business operations and growth will be adversely affected.

APPENDIX I – RISK FACTORS

An issue of Shares or other securities to raise funds will dilute Shareholders' equity interests and may, in the case of a rights issue, require additional investments by Shareholders. Further, an issue of Shares below the then prevailing market price will also affect the value of Shares then held by investors. Dilution in Shareholders' equity interests may occur even if the issue of Shares is at a premium to the market price.

In addition, any additional debt funding may restrict the Group's freedom to operate business as it may have conditions that:-

- limit the Group's ability to pay dividends or require the Group to seek consents for the payment of dividends;
- increase the Group's vulnerability to general adverse economic and industry conditions;
- require the Group to dedicate a portion of its cash flow from operations to repayment of its debt, thereby reducing the availability of the Group's cash flow for capital expenditures, working capital and other general corporate purposes; and
- limit the Group's flexibility in planning for, or reacting to, changes in its business and industry.

Risks Relating to the Group's Wood Based Products and Lifestyle Outdoor Furniture Business

In addition to the abovementioned risks, the Group's wood based products and lifestyle outdoor furniture business is additionally affected by the risks set out below:

The Group may continue to be affected by adverse macroeconomic and political conditions, terrorism and armed conflicts in the markets in which it operates

Adverse macroeconomic conditions including deterioration in the economic environment, political unrest and instability and/or terrorism and armed conflicts in the markets in which the Group operates, such as Europe and the Middle East, has affected and may continue to affect the level of demand for the Group's products and services and/or disrupt the operations of the Group's customers and suppliers. The Group's customers may delay their purchasing decisions or reduce their use of the Group's products and solutions further thereby materially and adversely impact the Group's business operations and financial performance.

The Group is dependent on the adequate supply of Indonesian hardwood

The Group's wood-based products and lifestyle outdoor furniture are produced substantially from hardwood sourced from Indonesian forests. The business operations are as such dependent on the adequate supply of Indonesian hardwood. As the Group does not have long-term supply arrangements with its suppliers, there can be no assurance that it will continue to be able to obtain sufficient quantity of good quality hardwood, at competitive prices from its suppliers. If such an event occurs and the Group is unable to obtain an alternative supply of or substituted raw timber materials for its production requirements, its business operations will be materially and adversely affected.

The Group does not generally enter into long-term contracts with customers for the supply of its wood-based product and lifestyle furniture products and it may be affected by changes in its customers' demand for the Group's products

The Group generally does not enter into long-term contracts with its customers for the supply of its wood-based product and lifestyle furniture business. The Group's ability to maintain its price competitiveness, keep abreast of the latest designs and high quality standards is therefore important to its ability to secure new orders or repeat orders. There is no guarantee that the Group's existing customers will continue to order products from the Group or that the level of their orders will be maintained. If the Group is unable to secure additional orders from other customers, its business operations, financial performance and financial position will be adversely affected. In addition, selling prices of the Group's products may be subject to downward price revisions due to, *inter alia*, price competition from other competitors and the Group's margins may be adversely affected as a result.

APPENDIX I – RISK FACTORS

The Group is exposed to the credit risks of its customers and suppliers

In relation to the sale of its wood-based products and lifestyle outdoor furniture, the Group usually requires cash against documents or letters of credits. As the majority of its customers are located overseas, the Group is exposed to the risk that its customers may delay in making payments to the Group for the products sold and delivered to them. In more severe cases, the Group's customers may refuse the shipment. The risk of overly delayed payment or default will be greater in an economic downturn. Further, as the majority of the Group's customers are located overseas, it may not always be possible or viable to recover payment from them through legal proceedings, which can be costly and time-consuming, and may not always be certain under some jurisdictions. If such an event occurs and the Group is unable to recover payment from its customers, whether through legal proceedings or otherwise, it would have to make appropriate allowance for doubtful debts or to incur bad debt write-offs. This in turn will have a material and adverse impact on the Group's financial performance.

In addition, the Group makes advance payments to some of its suppliers for some of its purchase orders. If these suppliers fail to produce and/or deliver the products to the Group after accepting its advance payments, the Group may not be able to recover payment or compensation from them due to their financial condition. Although the Group may commence legal proceedings against its suppliers to enforce its rights, such legal proceedings can be costly and time-consuming without any certainty of recovery. Further, legal proceedings will inevitably result in a diversion of management time and resources. In the event of its suppliers' default as aforesaid, the Group's business operations and financial performance may be materially and adversely affected.

The Group's inability to meet the changing tastes and preferences of consumers and produce commercially viable and quality products may adversely affect its brand names and business

Demand for the hardwood furniture/products which the Group produces is significantly dependent on consumers' preferences and spending trends. Consumers' preferences and spending trends are influenced by many external factors including, amongst others, the state of the general economy, demographic profiles and changing lifestyles and tastes.

In order to effectively market its brand names and to stay ahead of its competitors, the Group has to constantly produce and distribute innovative and commercially viable products which meet the changing tastes and preferences of consumers. Further, the majority of the Group's products are currently produced from hardwood species such as Kwila, Yellow Balau, Kapur and Keruing. Should the preferences of consumers change to products manufactured from other types of wood species not available in Indonesia or alternative materials other than wood such as composite, synthetic or thermal-treated softwood, the Group has to respond in a timely manner to any such change by *inter alia*, procuring the production of products using such materials and with designs that meet the tastes of consumers. In the event that it is unable to keep abreast of evolving industry standards, design developments and consumers preferences and produce commercially suitable products for a long period of time, or its products do not meet consumers' tastes and preferences (including any change in preference for certain type(s) of wood species or alternative materials), its brand names and business may be adversely affected. This in turn will have a material and adverse impact on the Group's growth and financial performance.

The Group is affected by the economic, legal, social and political conditions in Indonesia and/or the countries to which its products are exported

At present, in addition to producing its own products at its production facility in Indonesia, the Group also outsources its production requirements to its pre-qualified third party contract manufacturers located in Indonesia. The Group's business is as such subject to the economic, legal, social and political conditions in Indonesia affecting its operations. Any change in the regulations or the implementation of new regulations and government policies relating to the timber industry may curtail the availability of timber, or restrict the export of wood-based products and furniture, or impose more onerous requirements for such supply and trading. This may increase timber costs as well as operating costs in respect of the compliance of new regulatory requirements, which in turn may have a material and adverse impact on the Group's financial performance.

APPENDIX I – RISK FACTORS

Any other negative developments with respect to inflation, interest rates, government policies, price and wage controls, exchange control regulations, taxation, expropriation, and other economic, legal, social or political conditions in or affecting Indonesia, particularly the timber industry may materially and adversely affect the Group's business, earnings and prospects.

Recently on or about 22 August 2014, the Indonesian government implemented a new requirement which imposes a levy of 10% of the price of wooden logs purchased in Indonesia. This new regulation increases the cost of purchase of raw wood by the Group from its suppliers. The Group's contract manufacturers may also increase the selling prices of products to the Group as a result of the levy. In the event that the Group is unable to pass on this cost to its customers, its financial result and performance may be adversely affected.

As at the Latest Practicable Date, save as disclosed in this Offer Information Statement, the Group is unaware of any regulatory environmental requirements or restrictions relating to the import of wood-based products and lifestyle outdoor furniture in the countries to which its products are exported, that may materially affect its current business operations. However, it is unable to assure Shareholders that such environmental requirements or restrictions that may affect its business operations will not be imposed by regulatory bodies or by its customers on a voluntary basis in the future. In the event that any such requirements or restrictions are imposed which the Group is unable to fulfil or comply, the Group's financial performance may be materially and adversely affected.

The Group is affected by the cyclical demand for furniture

Historically, the furniture industry has been fluctuating with economic cycles and is sensitive to general economic conditions, including interest rate levels and credit availability, inclement weather and other factors that affect consumer spending habits. As most furniture purchases are discretionary in nature and may represent a significant expenditure to the average consumer, such purchases may be deferred during times of economic uncertainty. Any prolonged global economic slowdown may have a material and adverse effect on the Group's financial performance.

In addition, sales of the Group's lifestyle outdoor furniture are generally seasonal in nature. In countries which experience four seasons in a year, demand for the Group's products is usually higher in summer and reduces towards winter. A lull winter season in Europe, which is in the Northern hemisphere, typically coincides with a peak summer season in Australasia, which is the Southern hemisphere. As the Group exports to countries in both Northern and Southern hemispheres, it strives to balance the opposing peak and lull seasons in the two hemispheres. However, if the Group is unsuccessful in maintaining an effective balance in its sales between the two different hemispheres, its financial performance may be affected by the seasonal nature of its products.

The Group is affected by any significant hikes in freight rates and/or transportation disruptions

The Group's wood based products and lifestyle outdoor furniture are transported by sea to its customers. A major part of its sales are generally on terms that the Group bears the freight costs in respect of the shipment of its products to its customers. Freight costs constituted a significant portion of its costs of sales. Freight rates are affected by various factors, such as oil prices and market demand for shipping services. In the event that there is a significant hike in freight rates, and the Group is unable to pass on the increase in cost to its customers, its financial performance will be materially and adversely affected.

The Group's wood based products and lifestyle outdoor furniture are transported by land from its production facility in Indonesia or the factories of its contract manufacturers to the designated ports of shipment and then by sea to the destinations of its customers. The Group is therefore subject to land transport and shipping disruptions caused by bad weather conditions, political turmoil, social unrest, port strikes, fires, earthquakes, floods, typhoons or other calamities which may lead to delayed or lost containers and/or shipments. If any such event occurs, the Group may not be able to meet the delivery schedules of its customers which may result in an adverse impact on its reputation. The Group's customers may also as a result place less purchase orders with the Group or even cease to deal with the Group thereby materially and adversely affecting the Group's business operations and financial performance.

APPENDIX I – RISK FACTORS

The Group is affected by competition

The Group faces competition from other operators in the furniture and furnishing industries. Although it offers wood-based products and premium lifestyle outdoor furniture marketed under its own brand names, “COMCIA”, “deckKING” and the range of “Pacific” brand names, it cannot give any assurance that consumers will not prefer other types of products offered by the Group’s competitors, which can be wood-based or non-wood-based products or products using other alternative materials and/or designs.

Some of the Group’s competitors may have longer operating histories and greater financial, technical, marketing and other resources and could therefore be in a better position to undertake product development and customer support and to expand their business and market share. They may also engage in aggressive pricing in procurement and/or sales which may necessitate the Group to increase its purchase prices or lower the sale prices of its products significantly in order to remain competitive. If the Group fails to compete successfully against existing competitors and new entrants, its business operations and financial performance will be materially and adversely affected.

The Group may face product liability claims or product recalls which are costly and may create adverse publicity

Currently, the Group has not procured any product liability insurance. If any of its products are found to be unsafe or unfit for their intended purpose, the Group may face product liability claims arising from any bodily injury, loss or damage suffered as a result of the use of its products. If the Group is found liable under product liability claims, it may be required to pay substantial monetary damages. In addition, it may have to recall the relevant products. The Group may not be able to obtain full or any indemnification from its contract manufacturers as a result of any loss or damage suffered by the Group arising from product liability claims against it. Further, even if the Group successfully defends itself against any such claims, it may have to incur substantial expenses and resources in the process. All of the aforesaid would have a material and adverse impact on the reputation and financial performance of the Group.

The Group relies on its contract manufacturers to meet its major production requirements and is affected if its contract manufacturers face disruptions in the operation of their production facilities

The Group outsources the majority of its production requirements to third party contract manufacturers in Indonesia. As such, the Group relies on the capacities of its contract manufacturers and the continued operations of their production facilities to meet the Group’s production requirements. In the event that the production capacities of the Group’s contract manufacturers are insufficient to meet the Group’s production requirements or the Group’s contract manufacturers are unable to continue with their present operations as a result of a revocation of their operating licences or for any other reason, and the Group is unable to source for additional or alternative manufacturers that satisfy its criteria, it will not be able to meet the demands of its customers. Further, if there is any disruption in the supply of utilities, failure or substandard performance of the Group’s contract manufacturers’ machinery, labour strikes, terrorist acts, outbreak of communicable diseases, fires, earthquakes, volcano eruptions, typhoons, floods or other calamities resulting in significant damage to the production facilities of its contract manufacturers, the production and eventual delivery of the Group’s orders could be interrupted. This may result in a longer production lead time and delay in delivery to the Group. Further, the occurrence of any major floods or other natural calamities within Indonesia may also result in a delay in the transportation of finished products within Indonesia to the designated ports of departure. Consequently, the Group may not be able to meet the delivery schedules of its customers. The occurrence of any such event may result in the loss of business or claims against the Group thereby materially and adversely affecting the Group’s reputation and financial performance.

The Group operating results will be adversely affected if it is unable to meet its customers’ required lead time for its products

The production lead time of the Group’s wood-based products and lifestyle outdoor furniture is generally between four and 16 weeks, excluding delivery lead time. In order to better manage its cash flow, the Group will generally procure materials and products only upon receipt of its customers’ orders. As some of its customers may require products shorter than the required procurement and production lead time, the Group may not be able to satisfy its customers’ lead time and consequently will be unable to secure the contracts of such customers.

APPENDIX I – RISK FACTORS

The Group's financial performance will be materially and adversely affected if it is unsuccessful in its marketing and branding strategies

The Group's business strategy is to become a brand centric company epitomizing assured quality recognized all over the world. It believes this in turn will lead to a greater demand for its branded products thus enabling it to maintain and increase its customer base, capture a bigger market share and thereby increase the Group's turnover. To this end, other than those carrying its own brand names, it has substantially reduced the supply of products built to the order of its customers' specifications and instead focus only on the supply of products under the Group's own brand names of "COMCIA", "deckING" and the range of "Pacific" brand names.

The success of the Group's business strategy depends on its ability to establish effective strategies on marketing and branding. In the event that it is not successful in its marketing and branding strategies, as a result of which there is a lack of demand for its products, the financial performance of the Group may be materially and adversely affected.

The Group is affected if its contract manufacturers and third party personnel fail to adhere to its quality control standards

The Group imposes strict quality control standards on its contract manufacturers. As part of its quality control procedure, it regularly visits its contract manufacturers to monitor the progress and production of its wood-based products and furniture. The Group also procures the services of a third party to engage quality control personnel to carry out quality control inspections and supervisions at the premises of its contract manufacturers during production. Notwithstanding the quality control procedures set by the Group, in the event that one or more of its contract manufacturers fail to adhere to its quality control standards, and the Group or the relevant quality control personnel are not able to identify any deficiencies before the products are shipped to the Group's customers, the reputation of the Group may be adversely affected. This in turn may have a material and adverse impact on its financial performance.

Risks Relating to the Group's Total Design and Build Solutions Business

Other than the abovementioned risks, the Group's total design and build solutions business is additionally affected by the risks set out below:

The Group is dependent on the construction industry in Singapore

The Group's total design and build solutions business serves the construction industry in Singapore. Any downturn in the construction industry may result in fewer projects which require the Group's services and products thereby leading to greater competition and erosion of profit margins. This will materially and adversely affect the Group's business, results of operations and financial performance.

The Singapore government's recent spate of measures to cool the Singapore residential property market, such as the imposition of additional or the increase in the stamp duty rates payable on property transactions and the imposition of certain property loan restrictions have affected the sentiments of buyers of residential properties. Such measures may continue to affect the residential property market adversely resulting in reduced demand for construction activities. The Singapore government may introduce additional measures to further curb the growth of the residential and/or commercial property market in Singapore. Any such new measures may have a material adverse effect on the Group's business, results of operations and financial performance.

The Group's total design and build solutions business is susceptible to the general economic conditions in Singapore. Factors such as gross domestic product growth, disposable income and unemployment rates, will affect the demand for construction services which may directly or indirectly affect the operations of this business segment.

APPENDIX I – RISK FACTORS

The financial performance of the Group's total design and solutions business is dependent on its continued ability to secure new projects and the non-cancellation of secured projects

The Group's total design and build solutions business is generally undertaken on a project basis and such projects are non-recurring in nature. As such, it is critical that the Group is able to continually and consistently secure new projects of similar value and volume. In the event that the Group is not able to continually and consistently secure new projects of similar or higher value, size and margins, it will have an adverse impact on the Group's financial performance.

Cancellation of secured projects due to factors such as lack of funds on the part of the Group's customers or project owners and poor market conditions will adversely affect the business and profitability of the Group. Any cancellation of projects could lead to the Group's inability to recover costs associated with the purchase of materials, idle or excess capacity, and may adversely affect the Group's business and financial position.

Additional costs or liquidated damages may be incurred in the event of disputes, claims, defects or delays

The Group typically provides defects liability period ranging from 12 to 24 months in relation to services and products supplied by the total design and build solutions business. During this period, the Group is required to rectify defects or replace products supplied by the Group at no cost to its customers. If the Group is required to rectify defects or replace products during the defects liability period which result in substantial additional costs being borne by the Group, the profitability of the relevant project and hence the profitability of the Group will be reduced.

Customers may require the Group to perform certain works not specified in the contract or to carry out changes not in the specifications agreed upon. In order to facilitate the completion of a project within stipulated deadlines, these variation orders may need to be carried out before the additional charges for these variation works are agreed upon between the customers and the Group. This exposes the Group to the risk that if disputes or litigation occur over the additional charges to be levied for the variation works, and should the Group have to bear a portion of the additional costs incurred, its profits will be materially and adversely affected.

The Group's operating cash flows may be adversely affected by delays in finalisation of the value of additional works under variation orders and in certification of completed works by its customers

Generally, in the course of the projects undertaken by the Group's total design and build solutions business, the Group may be instructed to perform additional works under variation orders before finalisation of the charges for such additional works. As the Group may be required to pay its suppliers and sub-contractors to carry out these additional works notwithstanding that Group has not billed or received payment from its customers, its operating cash flows may be adversely affected.

In addition, due to the nature of the Group's business, it is common for contractors to bill and receive payment for completed works only when the customers have certified that the projects have reached the milestones for billing purposes. As such, pending certifications by its customers for billing purposes, the Group may be required to pay its suppliers and sub-contractors first notwithstanding that its customers have not issued such certificates. Any delay in such certification by the Group's customers leading to a delay in billing and payment will also adversely affect the Group's operating cash flows.

The Group is liable for delays in the completion of projects

A project delay could occur from time to time due to several factors including but not limited to, adverse weather conditions, severe haze conditions in Singapore caused by regional forest fires, shortages of labour, breakdown of equipment, lack of construction materials, welding defects, the occurrence of natural disasters, labour disputes, disputes with suppliers and sub-contractors and industrial accidents.

Contracts for projects usually contain provisions for payment of liquidated damages in the event the project is completed after the date of completion stipulated in the contract. If a project is delayed due to reasons attributable to the Group, the Group could be liable to pay a substantial amount of liquidated damages under the contract, and this will adversely affect the Group's financial performance and financial position.

APPENDIX I – RISK FACTORS

The Group may from time to time be involved in legal and other proceedings arising from the operations of the Group's total design and build solutions business

The Group may be involved from time to time in disputes with various parties involved in the projects undertaken by the Group's total design and build solutions business for reasons such as delays, defective workmanship, materials used and non-compliance with specifications. These parties include contractors, subcontractors, suppliers and construction companies. These disputes may lead to legal and other proceedings and may result in substantial costs and diversion of resources and management's attention. In the event that such legal proceedings are not concluded in the Group's favour and the Group is made liable for damages and incurs legal costs, or the Group accepts settlement terms that are unfavourable to the Group, the Group's financial performance and financial position will be adversely affected. Moreover, if legal proceedings are commenced against the Group's main contractors or customers on whose projects the Group is working on, this may impede the progress of the project and/or result in difficulties in collection of monies owed to the Group.

In addition, the Group may be subject to reviews by regulatory bodies, administrative proceedings and unfavourable directives that may result in pecuniary liabilities and delays to its projects. Such pecuniary liabilities and possible delays would have a material adverse effect on the financial performance of the Group.

The Group may be adversely affected by incorrect estimation of project costs and cost overruns

In preparing quotation submissions for projects, the Group carries out internal costing and budgeting estimates based on the scope of work, cost of materials and labour costs (including subcontract costs). The accuracy of the internal costing and budgeting estimates is subject to the Group's experience and expertise in understanding and assessing the complexity and challenges of each project.

If the Group were to underestimate the project costs and/or there is an unanticipated increase in any of its cost components and/or if there is a delay in executing the project resulting in cost overruns, the profitability of that project will be adversely affected.

The Group may face liquidity and non-payment risks

For most of the projects undertaken by the Group's total design and build solutions business, there is a time lag between any expenditure incurred and actual receipt of payment from its customers. The first progress payment may be received two to three months after the commencement of work or purchase of steel materials. The remaining payments will be payable upon completion of each phase of the project and will be received progressively during the course of the project which may take up to five years to complete. Typically, invoices to customers are raised only upon the certification by the Group's project manager and the project manager of the main contractor of each project for the works completed, which may take one and a half months to three months after the completion of work by the Group. In the event that the Group neglects to make timely submission of its progress payment claims and closely monitor its receivables, it may encounter liquidity problems.

Furthermore, some of the Group's customers may default on their payments to the Group, owing to events or circumstances that are difficult to anticipate or detect that would have an impact on the Group's customers' ability to make timely payments. As such, the Company would have to make provisions for doubtful debts, or to incur write-offs, which may have an adverse effect on its operating results and profitability.

The Group requires various licences and permits to operate its business

The Group is required to obtain various licences and permits to operate its total design and build solutions business in Singapore. The licences and permits are generally subject to conditions stipulated in the licences and permits and/or relevant laws or regulations under which such licences and permits are issued. Accordingly, the Group is required to constantly assess and review its processes and operations to ensure that the Group is in compliance with the relevant conditions, laws and regulations.

APPENDIX I – RISK FACTORS

Failure to comply with such conditions, laws or regulations could result in the revocation, non-renewal or downgrade of the relevant licence, permit or accreditation or imposition of fines or other penalties. In addition, any changes to the existing legislation and regulations may require the Group to apply for new licences, permits and accreditations and there is no assurance that the Group will be able to obtain these new licences, permits and accreditations. In such event, its operations and financial performance will be adversely affected.

Any shortage in the supply of foreign workers or increase in levy for foreign workers, or any restriction on the number of foreign workers that the Group can employ for a project, will adversely affect its operations and financial performance

The business of the Group's total design and build business relies heavily on foreign workers (including skilled workers) from India, Myanmar and Bangladesh to meet its labour requirements. Any changes in the policies of the foreign workers' countries of origin may affect the supply of foreign labour and cause disruptions to the Group's operations. The supply of foreign labour and the number of foreign workers that the Group is allowed to employ are further subject to the policies and regulations imposed by the Singapore regulatory authorities such as the imposition of quota on the number of foreign workers the Group may employ and the imposition and/or increase of foreign workers' levy on employment of foreign workers. In the event that there are shortages in foreign labour, unfavourable policy changes or disciplinary proceedings undertaken by the regulatory authorities in Singapore or elsewhere relating to the Group's use of foreign labour, and there are no suitable and timely replacements obtainable, the Group's operations and financial performance will be adversely affected. In addition, in the event that the Group does not comply with the MOM's policies and/or regulations on the employment of foreign workers, MOM may require the Group to repatriate the affected foreign workers. Further, any failure by the Group to comply with applicable laws and regulations relating to the employment of such foreign workers may result in pecuniary and/or other penalties being imposed on the Group and/or its officers or employees.

The Group is currently dependent on its customers, particularly the main contractors, for its quota entitlement to bring in foreign workers to undertake the projects for which the Group has been commissioned. There is no certainty that its customers will continue to allocate the necessary labour quota entitlements to the Group. Neither can the Group be certain that it will be able to obtain the requisite number of foreign workers to meet its labour requirements on its own. With the increasing demand for foreign workers worldwide, there is also no assurance that it will be able to continue attracting foreign workers at the current level of wages or that its current foreign workers will continue to be employed by it. Any increase in competition for foreign workers, especially skilled workers from outside Singapore, will increase the Group's labour wages. Consequently, if it is not able to pass on the increase in labour costs to its customers, its results of operations and financial performance will be adversely affected.

The occurrence of any of the aforementioned events will have an adverse effect on the Group's market reputation, its overall business operations and financial performance.

The Group may be affected by accidents during the course of its business operations

Due to the nature of the Group's total design and build solutions business, accidents or mishaps may occur during the course of its business operations even though the Group may have put in place certain safety measures. Such type of accidents or mishaps may severely disrupt the Group's operations and lead to a delay in the completion of a project. In the event of such delays, the Group could be liable to pay liquidated damages under the contract with its customers. In such event, the Group's business, results of operations and financial performance may be materially and adversely.

In addition, accidents or mishaps which occur during the course of the Group's business may cause it to be subject to claims from workers or other persons involved in such accidents or mishaps for injuries suffered by them. Further, in the event there are any significant claims for damages due to accidents or mishaps suffered which are not covered by the Group's insurance policies, the Group's results of operations and financial performance may be materially and adversely affected.

APPENDIX I – RISK FACTORS

In addition, if the Group is found to have violated safety requirements at its project sites, it may be penalised with demerit points under the debarment scheme introduced by the MOM. The penalty includes, among others, the freezing of the quota on the number of foreign workers which the Group can employ and being barred from tendering for public projects.

Furthermore, in the event any of the Group's project sites contravene the requisite safety standards imposed by the regulatory authorities, the Group could be issued with stop-work orders which may severely disrupt its operations and lead to a delay in the completion of a project. In such event, the Group's market reputation, business operations and financial performance will be adversely affected.

The Group's total design and build solutions business is subject to laws and regulations imposed by various government and regulatory authorities

The Group's total design and build solutions business is subject to extensive relevant laws and regulations, including maintaining health, safety and environmental standards in the course of providing its services. In the event of a breach of certain regulatory guidelines and regulations imposed by any regulatory authorities, this may result in the cancellation of the Group's present contracts, not being awarded new contracts or regulatory authorities imposing fines, penalties or sanctions on the Group or prohibiting the Group from continuing its operations, each of which could have an adverse effect on the Group. The Group may also have to incur additional cost of compliance if the laws and regulations become more complex.

In particular, pursuant to the Workplace Safety and Health Act, the Group is required to take reasonably practicable measures to ensure the safety and health of workers at the work sites. In the event that the work sites contravene the requisite safety and health standards imposed by the regulatory authorities, the Group could be fined by the regulatory authorities or issued partial or full stop-work orders. In addition, in the event that the work sites of the main contractors in the projects that the Group is involved in contravene the requisite safety and health standards imposed by the regulatory authorities, these work sites may be issued with partial or full stop-work orders. The issuance of such stop-work orders may severely disrupt the Group's operations and lead to a delay in the completion of projects.

Any adverse changes in the political, economic, legal, regulatory, taxation or social conditions in Singapore and in countries in which the Group may expand its business could materially and adversely affect its operations, financial performance and future growth

The Group is governed by the laws, regulations and government policies in Singapore and in the countries in which it may expand its business and operations. Its business and future growth is dependent on the political, economic, legal, regulatory, taxation and social conditions in these countries. Any economic downturn or changes in policies implemented by the governments in these countries, investment restrictions, currency and interest rate fluctuations, capital controls or capital restrictions, changes in labour laws, changes in environmental protection laws and regulations, duties, taxation and limitations on imports and exports could materially and adversely affect the Group's operations, financial performance and future growth.

Risks Relating to the Shares

Investments in shares quoted on Catalist involve a higher degree of risk and can be less liquid than shares quoted on the Main Board of the SGX-ST

Catalist is a listing platform designed primarily for fast-growing and emerging or smaller companies, to which a higher investment risk tends to be attached, as compared to larger or more established companies listed on the Main Board of the SGX-ST. An investment in shares quoted on Catalist may carry a higher risk than an investment in shares quoted on the Main Board of the SGX-ST and the future success and liquidity in the market of the Shares cannot be guaranteed.

APPENDIX I – RISK FACTORS

The Company's Share price may be volatile

The market price for the Shares may be highly volatile and can fluctuate significantly and rapidly in response to, *inter alia*, the following factors, some of which are beyond the Company's control, namely (i) variations in the Group's operating results, (ii) changes in securities analysts' recommendations, perceptions or estimates of the Group's financial performance, (iii) success or failure of the Company's management team in implementing business and growth strategies, (iv) gain or loss of an important business relationship, (v) additions or departures of key personnel, (vi) fluctuations in stock market prices and volume, (vii) involvement in litigation, and (viii) general economic, stock and credit market conditions.

As a result of the Rights Issue, the Undertaking Shareholders may acquire a significant shareholding interest in the Company

Depending on the level of subscriptions for the Rights Shares by the other Shareholders of their pro-rata entitlements as well as the level of applications for Excess Rights Shares, the Undertaking Shareholders may be able to exercise significant influence over all matters requiring Shareholders' approval as a result of the Minimum Scenario, including but not limited to, the election of directors and the approval of significant corporate transactions. They may have veto power with respect to any Shareholders' action or approval requiring a majority vote except where they are required by the rules of the Catalist Rules to abstain from voting. There is no assurance that the objectives of the Undertaking Shareholders will not conflict with the Group's existing business goals and objectives or the goals and objectives of the other Shareholders. Further, a concentration of shareholding interests may also deter or delay a future take-over or change in control of the Company.

An active trading market in the "nil-paid" rights may not develop

There is no certainty that an active trading market for the "nil-paid" rights on Catalist will develop during the Rights Trading Period. Even if an active market develops, the trading price of the "nil-paid" rights, which depends on the trading price of the Shares, may be volatile.

There is no assurance that an active trading market for the Shares will develop after the Rights Issue

Although LQN has been obtained from the SGX-ST to list the Rights Shares on Catalist, there is no assurance that an active trading market for the Shares will develop, or if it develops, will be sustained after the Rights Issue. There is also no assurance that the market price for the Rights Shares will not decline below the Issue Price after the Rights Issue. Volatility in the trading price of the Shares may be caused by factors outside the Company's control and may be unrelated or disproportionate to its operating results.

Shareholders should note that the Shares trade in board lots of 1,000 Shares. Following the Rights Issue, Shareholders who hold odd lots of the Shares (i.e. less than 1,000 Shares) and who wish to trade in odd lots on Catalist should note that there is no assurance that they can acquire such number of Shares to make up one board lot of 1,000 Shares or to dispose of their odd lots (whether in part or whole) on Catalist. Further, Entitled Shareholders who hold odd lots of less than 1,000 Shares may experience difficulty and/or have to bear disproportionate transaction costs in disposing of odd lots of their Shares.

Future sale of Shares could adversely affect the share price

Any future sale or availability of Shares can have a downward pressure on the share price. The sale of a significant amount of Shares in the public market, or the perception that such sales may occur, could materially affect the market price of the Shares. These factors will also affect the Company's ability to sell additional equity securities. There will be no restrictions on the ability of the Substantial Shareholders to sell their Shares either on the Catalist or otherwise.

APPENDIX II – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

1. INTRODUCTION

- 1.1 Entitled Depositors are entitled to receive this Offer Information Statement and the ARE which forms part of this Offer Information Statement. For the purposes of this Offer Information Statement, any reference to an application by way of an Electronic Application without reference to such an Electronic Application being made through an ATM shall, where the Entitled Depositor is a Depository Agent, be taken to include an application made via the SGX-SSH Service.
- 1.2 The provisional allotments of Rights Shares are governed by the terms and conditions of this Offer Information Statement, (if applicable) the Memorandum and Articles of Association of the Company and the instructions in the ARE.

The number of Rights Shares provisionally allotted to each Entitled Depositor is indicated in the ARE (fractional entitlements (if any) having been disregarded). The Securities Accounts of Entitled Depositors have been credited by CDP with the provisional allotments of Rights Shares as indicated in the ARE. Entitled Depositors may accept their provisional allotments of Rights Shares in full or in part and are eligible to apply for Excess Rights Shares. Full instructions for (i) the acceptance of and payment for the provisional allotments of Rights Shares; and (ii) application of and payment for Excess Rights Shares are set out in this Offer Information Statement as well as the ARE.

CPFIS Members who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares can only do so using their CPF Funds, subject to applicable CPF rules and regulations. Such CPFIS Members must instruct their respective approved CPF agent banks, where such Entitled Shareholders hold their CPF Investment Accounts, to accept their entitlements to the Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf in accordance with the terms and conditions of this Offer Information Statement. Such Entitled Shareholders who have insufficient funds in their CPF Investment Accounts may deposit cash into their CPF Investment Accounts with their approved banks before instructing their respective approved CPF agent banks to accept their entitlements to the Rights Shares and (if applicable) apply for Excess Rights Shares. CPF Funds may not, however, be used for the purchase of provisional allotments of the Rights Shares directly from the market. CPFIS Members are advised to provide their respective approved CPF agent banks with appropriate instructions early in order for their CPF agent banks to make the relevant acceptance and, if applicable, applications on their behalf by the Closing Date.

SRS Members who had previously bought Shares using SRS Funds and who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares can only do so, subject to applicable SRS rules and regulations, using SRS Funds. Such SRS Members who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares using SRS Funds, must instruct their respective SRS Approved Banks, with which they hold their SRS Accounts, to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf in accordance with this Offer Information Statement. Such SRS Members who have insufficient funds in their SRS Accounts may, subject to the SRS contribution cap, deposit cash into their SRS Accounts with their respective SRS Approved Banks before instructing their respective SRS Approved Banks to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares. SRS Members are advised to provide their respective SRS Approved Banks with which they hold their SRS Accounts with the appropriate instructions no later than the deadlines set by their respective SRS Approved Banks in order for their respective SRS Approved Banks to make the relevant acceptance and (if applicable) application on their behalf by the Closing Date. Any acceptance and/or application by SRS Members to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares made directly through CDP, the Share Registrar, the Company and/or by way of an Electronic Application will be rejected. SRS Funds, however, cannot be used for the purchase of the provisional allotments of the Rights Shares directly from the market.

Information herein relating to investors who have paid for Shares using SRS Funds are provided in general terms only and such investors should consult their relevant approved banks with which they hold their SRS Accounts.

APPENDIX II – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

- 1.3 If an Entitled Depositor wishes to accept his provisional allotment of Rights Shares specified in the ARE, in full or in part, and (if applicable) apply for Excess Rights Shares, he may do so by way of an Electronic Application or by completing and signing the relevant sections of the ARE. An Entitled Depositor should ensure that the ARE is accurately completed and signed, failing which the acceptance of the provisional allotment of Rights Shares and (if applicable) application for Excess Rights Shares may be rejected.

For and on behalf of the Company, CDP reserves the right to refuse to accept any acceptance(s) and (if applicable) excess application(s) if the ARE is not accurately completed and signed or if the “Free Balance” of the Entitled Depositor’s Securities Account is not credited with, or is credited with less than the relevant number of Rights Shares accepted as at the last time and date for acceptance, application and payment or for any other reason(s) whatsoever the acceptance and (if applicable) the Excess Application is in breach of the terms of the ARE or this Offer Information Statement, at CDP’s absolute discretion, and to return all monies received to the person(s) entitled thereto **BY CREDITING HIS/THEIR BANK ACCOUNT(S) WITH THE RELEVANT PARTICIPATING BANK** (if he/they accept and (if applicable) apply through an ATM of a Participating Bank) or **BY MEANS OF A CROSSED CHEQUE SENT BY ORDINARY POST**, as the case may be, (in each case) **AT HIS/THEIR OWN RISK** or in such other manner as he/they may have agreed with CDP for the payment of any cash distributions without interest or any share of revenue or other benefit arising therefrom (if he/they accept and (if applicable) apply through CDP).

AN ENTITLED DEPOSITOR MAY ACCEPT HIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES SPECIFIED IN HIS ARE AND (IF APPLICABLE) APPLY FOR EXCESS RIGHTS SHARES EITHER THROUGH CDP AND/ OR BY WAY OF AN ELECTRONIC APPLICATION THROUGH AN ATM OF A PARTICIPATING BANK. WHERE AN ENTITLED DEPOSITOR IS A DEPOSITORY AGENT, IT MAY MAKE ITS ACCEPTANCE AND EXCESS APPLICATION (IF APPLICABLE) VIA THE SGX-SSH SERVICE.

Where an acceptance, application and/or payment does not conform strictly to the terms set out under this Offer Information Statement, the ARE, the ARS, the PAL and/or any other application form for the Rights Shares and/or Excess Rights Shares in relation to the Rights Issue or which does not comply with the instructions for an Electronic Application, or in the case of an application by the ARE, the ARS, the PAL, and/or any other application form for the Rights Shares and/or Excess Rights Shares in relation to the Rights Issue which is illegible, incomplete, incorrectly completed, unsigned, signed but not in its originality or which is accompanied by an improperly or insufficiently drawn remittance, the Company and/or CDP may, at their/its absolute discretion, reject or treat as invalid any such acceptance, application, payment and/or other process of remittances at any time after receipt in such manner as they/it may deem fit.

The Company and CDP shall be entitled to process each application submitted for the acceptance of the provisional allotment of Rights Shares, and where applicable, application for Excess Rights Shares and the payment received in relation thereto, pursuant to such application, by an Entitled Shareholder, on its own, without regard to any other application and payment that may be submitted by the same Entitled Shareholder. For the avoidance of doubt, insufficient payment for an application may render the application invalid; evidence of payment (or overpayment) in other applications shall not constitute, or be construed as, an affirmation of such invalid application and (if applicable) application for Excess Rights Shares.

- 1.4 Unless expressly provided to the contrary in this Offer Information Statement, the ARE and/or the ARS with respect to enforcement against Entitled Depositors or their renounees, a person who is not a party to any contracts made pursuant to this Offer Information Statement, the ARE or the ARS has no rights under the Contracts (Rights of Third Parties) Act, Chapter 53B, of Singapore to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

APPENDIX II – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

2. MODE OF ACCEPTANCE AND APPLICATION

2.1 Acceptance/Application by way of Electronic Application through an ATM of a Participating Bank

Instructions for Electronic Applications through ATMs to accept the Rights Shares provisionally allotted or (if applicable) to apply for Excess Rights Shares will appear on the ATM screens of the respective Participating Banks. Please refer to Appendix IV of this Offer Information Statement for the additional terms and conditions for Electronic Applications through an ATM of a Participating Bank.

IF AN ENTITLED DEPOSITOR MAKES AN ELECTRONIC APPLICATION THROUGH AN ATM OF A PARTICIPATING BANK, HE WOULD HAVE IRREVOCABLY AUTHORISED THE PARTICIPATING BANK TO DEDUCT THE FULL AMOUNT PAYABLE FROM HIS BANK ACCOUNT WITH SUCH PARTICIPATING BANK IN RESPECT OF SUCH APPLICATION. IN THE CASE OF AN ENTITLED DEPOSITOR WHO HAS ACCEPTED THE RIGHTS SHARES PROVISIONALLY ALLOTTED TO HIM BY WAY OF THE ARE AND/OR THE ARS AND/OR HAS APPLIED FOR EXCESS RIGHTS SHARES BY WAY OF THE ARE AND ALSO BY WAY OF AN ELECTRONIC APPLICATION THROUGH AN ATM OF A PARTICIPATING BANK, THE COMPANY AND/OR CDP SHALL BE AUTHORISED AND ENTITLED TO ACCEPT HIS INSTRUCTIONS IN WHICHEVER MODE OR COMBINATION AS THE COMPANY AND/OR CDP MAY, IN THEIR ABSOLUTE DISCRETION, DEEM FIT.

2.2 Acceptance/Application through CDP

If the Entitled Depositor wishes to accept the provisional allotment of Rights Shares and (if applicable) apply for Excess Rights Shares through CDP, he must:

- (a) complete and sign the ARE. In particular, he must state in Part (A) of Section (II) of the ARE the number of Rights Shares provisionally allotted to him which he wishes to accept, in Part (B) of Section (II) of the ARE the number of Excess Rights Shares applied for and in Section (II) of the ARE the respective and total amounts to be made payable to **“CDP — SITRA RIGHTS ISSUE ACCOUNT”**; and
- (b) deliver the duly completed and original signed ARE accompanied by **A SINGLE REMITTANCE** for the full amount payable for the relevant number of Rights Shares accepted and (if applicable) Excess Rights Shares applied for:
 - (i) by hand to **SITRA HOLDINGS (INTERNATIONAL) LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, at 9 NORTH BUONA VISTA DRIVE, #01-19/20 THE METROPOLIS, SINGAPORE 138588**;
 - (ii) by post, **AT THE SENDER'S OWN RISK**, in the self-addressed envelope provided, to **SITRA HOLDINGS (INTERNATIONAL) LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147**,

in each case so as to arrive not later than **5.00 p.m. on 19 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

The payment for the relevant number of Rights Shares accepted and (if applicable) Excess Rights Shares applied for at the Issue Price must be made in Singapore currency in the form of a Cashier's Order or Banker's Draft drawn on a bank in Singapore and made payable to **“CDP — SITRA RIGHTS ISSUE ACCOUNT”** and crossed **“NOT NEGOTIABLE, A/C PAYEE ONLY”** with the name and Securities Account number of the Entitled Depositor clearly written in block letters on the reverse side of the Cashier's Order or Banker's Draft.

APPENDIX II – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

NO COMBINED CASHIER'S ORDER OR BANKER'S DRAFT FOR DIFFERENT SECURITIES ACCOUNTS OR OTHER FORMS OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.

2.3 Acceptance through the SGX-SSH Service (for Depository Agents only)

Depository Agents may accept the provisional allotment of Rights Shares and (if applicable) apply for Excess Rights Shares through the SGX-SSH service provided by CDP as listed in Schedule 3 of the Terms and Conditions for User Services for Depository Agents. CDP has been authorised by the Company to receive acceptances on its behalf. Such acceptances and (if applicable) applications will be deemed irrevocable and are subject to each of the terms and conditions contained in the ARE and this Offer Information Statement as if the ARE had been completed and submitted to CDP.

2.4 Insufficient Payment

If no remittance is attached or the remittance attached is less than the full amount payable for the provisional allotment of Rights Shares accepted by the Entitled Depositor and (if applicable) the Excess Rights Shares applied for by the Entitled Depositor; the attention of the Entitled Depositor is drawn to paragraphs 1.3 and 5.2 of this Appendix II which set out the circumstances and manner in which the Company and CDP shall be authorised and entitled to determine and appropriate all amounts received by CDP on the Company's behalf whether under the ARE, the ARS or any other application form for Rights Shares in relation to the Rights Issue.

2.5 Acceptance of Part of Provisional Allotments of Rights Shares and Trading of Provisional Allotments of Rights Shares

An Entitled Depositor may choose to accept his provisional allotment of Rights Shares specified in the ARE in full or in part. If an Entitled Depositor wishes to accept part of his provisional allotment of Rights Shares and trade the balance of his provisional allotment of Rights Shares on the SGX-ST, he should:

- (a) complete and sign the ARE for the number of Rights Shares provisionally allotted which he wishes to accept and submit the duly completed and original signed ARE together with payment in the prescribed manner as described in paragraph 2.2 above to CDP; or
- (b) accept and subscribe for that part of his provisional allotment of Rights Shares by way of Electronic Application(s) in the prescribed manner as described in paragraph 2.1 or 2.3 above.

The balance of his provisional allotment of Rights Shares may be sold as soon as dealings therein commence on the SGX-ST.

Entitled Depositors who wish to trade all or part of their provisional allotments of Rights Shares on the SGX-ST during the Rights Trading Period should note that the provisional allotments of Rights Shares will be tradable in board lots, each board lot comprising provisional allotments of 1,000 Rights Shares, or any other board lot size which the SGX-ST may require. Such Entitled Depositors may start trading in their provisional allotments of Rights Shares as soon as dealings therein commence on the SGX-ST. Entitled Depositors who wish to trade in lot sizes other than mentioned above may do so in the Unit Share Market of the SGX-ST during the Rights Trading Period.

APPENDIX II – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

2.6 Sale of Provisional Allotments of Rights Shares

The ARE need not be forwarded to the purchasers of the provisional allotments of Rights Shares (“**Purchasers**”) as arrangements will be made by CDP for separate ARS to be issued to the Purchasers. Purchasers should note that CDP will, for and on behalf of the Company, send the ARS, accompanied by this Offer Information Statement and other accompanying documents (if any), **BY ORDINARY POST AND AT THE PURCHASERS’ OWN RISK**, to their respective Singapore mailing addresses as maintained in the records of CDP. Purchasers should ensure that their ARSs are accurately completed and signed, failing which their acceptances of the provisional allotments of Rights Shares may be rejected. Purchasers who do not receive the ARS, accompanied by this Offer Information Statement and other accompanying documents (if any), may obtain the same from CDP or the Share Registrar, for the period up to **5.00 p.m. on 19 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

This Offer Information Statement and its accompanying documents will not be despatched to Purchasers whose registered addresses with CDP are not in Singapore (“**Foreign Purchasers**”). Foreign Purchasers who wish to accept the provisional allotments of Rights Shares credited to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore.

PURCHASERS SHOULD INFORM THEIR FINANCE COMPANIES OR DEPOSITORY AGENTS IF THEIR PURCHASES OF SUCH PROVISIONAL ALLOTMENTS OF RIGHTS SHARES ARE SETTLED THROUGH THESE INTERMEDIARIES. IN SUCH INSTANCES, IF THE PURCHASERS WISH TO ACCEPT THE RIGHTS SHARES REPRESENTED BY THE PROVISIONAL ALLOTMENTS OF RIGHTS SHARES PURCHASED, THEY WILL NEED TO GO THROUGH THESE INTERMEDIARIES, WHO WILL THEN ACCEPT THE PROVISIONAL ALLOTMENTS OF RIGHTS SHARES ON THEIR BEHALF.

2.7 Renunciation of Provisional Allotments of Rights Shares

Entitled Depositors who wish to renounce in full or in part their provisional allotments of Rights Shares in favour of a third party should complete the relevant transfer forms with CDP (including any accompanying documents as may be required by CDP) for the number of provisional allotments of Rights Shares which they wish to renounce. Such renunciation shall be made in accordance with the “Terms and Conditions for Operations of Securities Accounts with CDP”, as the same may be amended from time to time, copies of which are available from CDP. As CDP requires at least 3 Market Days to effect such renunciation, Entitled Depositors who wish to renounce are advised to do so early to allow sufficient time for CDP to send the ARS and other accompanying documents, for and on behalf of the Company, to the renounee by ordinary post and **AT HIS OWN RISK**, to his Singapore address as maintained in the records of CDP and for the renounee to accept his provisional allotments of Rights Shares. The last time and date for acceptance of the provisional allotments of Rights Shares and payment for the Rights Shares by the renounee is **5.00 p.m. on 19 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

3. COMBINATION APPLICATION

In the event that the Entitled Depositor or the Purchaser accepts his provisional allotments of Rights Shares by way of the ARE and/or the ARS and/or has applied for Excess Rights Shares by way of the ARE and also by way of Electronic Application(s), the Company and/or CDP shall be authorised and entitled to accept his instructions in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit. Without prejudice to the generality of the foregoing, in such a case, the Entitled Depositor or the Purchaser shall be regarded as having irrevocably authorised the Company and/or CDP to apply all amounts received whether under the ARE, the ARS and (if applicable) any other acceptance of Rights Shares provisionally allotted to him and/or application for Excess Rights Shares (including an Electronic Application(s)) in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit.

APPENDIX II – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

4. ILLUSTRATIVE EXAMPLES (ASSUMPTION: ON THE BASIS OF SEVEN (7) RIGHTS SHARES FOR EVERY FIVE (5) EXISTING ORDINARY SHARES AT AN ISSUE PRICE OF S\$0.01)

As an illustration, if an Entitled Depositor has 5,000 Shares standing to the credit of his Securities Account as at the Books Closure Date, the Entitled Depositor will be provisionally allotted 7,000 Rights Shares as set out in his ARE. The Entitled Depositor's alternative courses of action, and the necessary procedures to be taken under each course of action, are summarised below:

Alternatives

- (a) Accept his entire provisional allotment of 7,000 Rights Shares and (if applicable) apply for Excess Rights Shares.

Procedures to be taken

- (1) Accept his entire provisional allotment of 7,000 Rights Shares and (if applicable) apply for Excess Rights Shares by way of an Electronic Application through an ATM of a Participating Bank as described herein not later than **9.30 p.m. on 19 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or
- (2) Complete and sign the ARE in accordance with the instructions contained herein for the acceptance in full of his provisional allotment of 7,000 Rights Shares and (if applicable) the number of Excess Rights Shares applied for and forward the original signed ARE together with a single remittance for S\$70.00 (or, if applicable, such higher amount in respect of the total number of Rights Shares accepted and Excess Rights Shares applied for) by way of a Cashier's Order or Banker's Draft drawn in Singapore currency on a bank in Singapore, and made payable to **"CDP — SITRA RIGHTS ISSUE ACCOUNT"** and crossed **"NOT NEGOTIABLE, A/C PAYEE ONLY"** for the full amount due on acceptance and (if applicable) application, by hand to **SITRA HOLDINGS (INTERNATIONAL) LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, at 9 NORTH BUONA VISTA DRIVE, #01-19/20 THE METROPOLIS, SINGAPORE 138588** or by post, at his own risk, in the self-addressed envelope provided to **SITRA HOLDINGS (INTERNATIONAL) LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147** so as to arrive not later than **5.00 p.m. on 19 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) and with the name and Securities Account number of the Entitled Depositor clearly written in block letters on the reverse side of the Cashier's Order or Banker's Draft.

NO COMBINED CASHIER'S ORDER OR BANKER'S DRAFT FOR DIFFERENT SECURITIES ACCOUNTS OR OTHER FORMS OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.

APPENDIX II – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

Alternatives

Procedures to be taken

(b) Accept a portion of his provisional allotment of Rights Shares, for example 1,000 provisionally allotted Rights Shares, not apply for Excess Rights Shares and trade the balance on the SGX-ST.

(1) Accept his provisional allotment of 1,000 Rights Shares by way of an Electronic Application through an ATM of a Participating Bank as described herein not later than **9.30 p.m. on 19 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or

(2) Complete and sign the ARE in accordance with the instructions contained therein for the acceptance of his provisional allotment of 1,000 Rights Shares, and forward the original signed ARE, together with a single remittance for S\$10.00, in the prescribed manner described in alternative (a)(2) above, to CDP, so as to arrive not later than **5.00 p.m. on 19 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

The balance of the provisional allotment of 6,000 Rights Shares which is not accepted by the Entitled Depositor may be traded on the SGX-ST during the Rights Trading Period. Entitled Depositors should note that the provisional allotments of Rights Shares would be tradable in the ready market, each board lot comprising provisional allotments size of 1,000 Rights Shares or any other board lot size which the SGX-ST may require. Entitled Depositors who wish to trade in lot sizes other than mentioned above may do so in the Unit Share Market during the Rights Trading Period.

(c) Accept a portion of his provisional allotment of Rights Shares, for example 1,000 provisionally allotted Rights Shares, and reject the balance.

(1) Accept his provisional allotment of 1,000 Rights Shares by way of an Electronic Application through an ATM of a Participating Bank as described herein not later than **9.30 p.m. on 19 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or

(2) Complete and sign the ARE in accordance with the instructions contained herein for the acceptance of his provisional allotment of 1,000 Rights Shares and forward the original signed ARE, together with a single remittance for S\$10.00, in the prescribed manner described in alternative (a)(2) above to CDP so as to arrive not later than **5.00 p.m. on 19 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

APPENDIX II – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

Alternatives

Procedures to be taken

The balance of the provisional allotment of 6,000 Rights Shares which is not accepted by the Entitled Depositor will automatically lapse and cease to be available for acceptance by that Entitled Depositor if an acceptance is not made through an ATM of a Participating Bank by **9.30 p.m. on 19 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) or if an acceptance is not made through CDP by **5.00 p.m. on 19 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

5. TIMING AND OTHER IMPORTANT INFORMATION

5.1 Timing

THE LAST TIME AND DATE FOR ACCEPTANCES AND (IF APPLICABLE) EXCESS APPLICATIONS AND PAYMENT FOR THE RIGHTS SHARES IN RELATION TO THE RIGHTS ISSUE IS:

- (A) 9.30 P.M. ON 19 SEPTEMBER 2014 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY) IF ACCEPTANCE AND (IF APPLICABLE) EXCESS APPLICATION AND PAYMENT FOR THE RIGHTS SHARES IS MADE THROUGH AN ATM OF A PARTICIPATING BANK; OR**
- (B) 5.00 P.M. ON 19 SEPTEMBER 2014 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY) IF ACCEPTANCE AND (IF APPLICABLE) EXCESS APPLICATION AND PAYMENT FOR THE RIGHTS SHARES IS MADE THROUGH CDP OR SGX-SSH SERVICE.**

If acceptance and payment for the Rights Shares in the prescribed manner as set out in the ARE, the ARS or the PAL (as the case may be) and this Offer Information Statement is not received through an ATM of a Participating Bank by **9.30 p.m. on 19 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) or through CDP by **5.00 p.m. on 19 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) from any Entitled Depositor or Purchaser, the provisional allotments of Rights Shares shall be deemed to have been declined and shall forthwith lapse and become void, and such provisional allotments not so accepted will be used to satisfy Excess Applications, if any, or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit. All monies received in connection therewith will be returned by CDP for and on behalf of the Company to the Entitled Depositors or the Purchasers, as the case may be, without interest or any share of revenue or other benefit arising therefrom, by ordinary post **AT THE ENTITLED DEPOSITOR'S OR PURCHASER'S OWN RISK (AS THE CASE MAY BE)** to their mailing address as maintained in the records of CDP.

IF AN ENTITLED DEPOSITOR OR PURCHASER (AS THE CASE MAY BE) IS IN ANY DOUBT AS TO THE ACTION HE SHOULD TAKE, HE SHOULD CONSULT HIS STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

APPENDIX II – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

5.2 Appropriation

Without prejudice to paragraph 1.3 of this Appendix II, an Entitled Depositor should note that:

- (a) by accepting his provisional allotment of Rights Shares and/or applying for Excess Rights Shares, he acknowledges that, in the case where:
 - (i) the amount of remittance payable to the Company in respect of his acceptance of the Rights Shares provisionally allotted to him and (if applicable) in respect of his application for Excess Rights Shares as per the instructions received by CDP whether under the ARE, the ARS and/or in any other application form for Rights Shares in relation to the Rights Issue differs from the amount actually received by CDP, or
 - (ii) the amounts as stated in Parts (A) and (B) of Section (II) in the ARE, the ARS and/or in any other application form for Rights Shares in relation to the Rights Issue differs from the amount received by CDP, or otherwise payable by him in respect of his acceptance of the Rights Shares provisionally allotted to him and (if applicable) in respect of his application for the Excess Rights Shares,

the Company and CDP shall be authorised and entitled to determine and appropriate all amounts received by CDP on the Company's behalf for each application on its own whether under the ARE, the ARS and/or any other application form for Rights Shares in relation to the Rights Issue as follows: firstly, towards payment of all amounts payable in respect of his acceptance of the Rights Shares provisionally allotted to him; and secondly, (if applicable) towards payment of all amounts payable in respect of his application for Excess Rights Shares. The determination and appropriation by the Company and CDP shall be conclusive and binding;

- (b) if the Entitled Depositor has attached a remittance to the ARE, the ARS and/or any other application form for Rights Shares in relation to the Rights Issue made through CDP, he would have irrevocably authorised the Company and CDP, in applying the amounts payable for his acceptance of the Rights Shares and (if applicable) his application for Excess Rights Shares, to apply the amount of the remittance which is attached to the ARE, the ARS and/or any other application form for Rights Shares in relation to the Rights Issue made through CDP; and
- (c) in the event that the Entitled Depositor accepts the Rights Shares provisionally allotted to him by way of the ARE and/or the ARS and/or has applied for Excess Rights Shares by way of the ARE and also by way of Electronic Application(s), the Company and/or CDP shall be authorised and entitled to accept his instructions in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit. Without prejudice to the generality of the foregoing, in such a case, the Entitled Depositor shall be deemed as having irrevocably authorised the Company and/or CDP to apply all amounts received whether under the ARE, the ARS and/or any other acceptance and/or application for Excess Rights Shares (including Electronic Application(s)) in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit.

5.3 Availability of Excess Rights Shares

The Excess Rights Shares available for application are subject to the terms and conditions contained in the ARE, this Offer Information Statement and (if applicable) the Memorandum and Articles of Association of the Company. Applications for Excess Rights Shares will, at the Directors' absolute discretion, be satisfied from such Rights Shares as are not validly taken up by the Entitled Shareholders, the original allottee(s) or their respective renouncee(s) or the Purchaser(s) of the provisional allotments of Rights Shares together with the aggregated fractional entitlements to the Rights Shares, any unsold "nil-paid" provisional allotment of Rights Shares (if any) of Foreign Shareholders and any Rights Shares that are otherwise not allotted for whatever reason in accordance with the terms and conditions contained in the ARE and this Offer Information

APPENDIX II – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

Statement. In the event that applications are received by the Company for more Excess Rights Shares than are available, the Excess Rights Shares available will be allotted in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. **CDP TAKES NO RESPONSIBILITY FOR ANY DECISION THAT THE DIRECTORS MAY MAKE.** In the allotment of Excess Rights Shares, preference will be given to the rounding of odd lots, and Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board will rank last in priority. The Company reserves the right to refuse any application for Excess Rights Shares, in whole or in part, without assigning any reason whatsoever. In the event that the number of Excess Rights Shares allotted to an Entitled Depositor is less than the number of Excess Rights Shares applied for, the Entitled Depositor shall be deemed to have accepted the number of Excess Rights Shares actually allotted to him.

If no Excess Rights Shares are allotted or if the number of Excess Rights Shares allotted is less than that applied for, the amount paid on application or the surplus application monies, as the case may be, will be refunded to such Entitled Depositors, without interest or any share of revenue or other benefit arising therefrom, within 14 days after the Closing Date, by crediting their bank accounts with the relevant Participating Bank **at their own risk** (if they had applied for Excess Rights Shares by way of an Electronic Application through an ATM of a Participating Bank), the receipt by such banks being a good discharge to the Company and CDP of their obligations, if any, thereunder, or by means of a crossed cheque in Singapore currency drawn on a bank in Singapore and sent **BY ORDINARY POST AT THEIR OWN RISK** to their mailing address as maintained in the records of CDP or in such other manner as they may have agreed with CDP for the payment of any cash distributions (if they had applied for Excess Rights Shares through CDP).

5.4 Deadlines

It should be particularly noted that unless:

- (a) acceptance of the provisional allotment of Rights Shares is made by the Entitled Depositors or the Purchasers (as the case may be) by way of an Electronic Application through an ATM of a Participating Bank and payment of the full amount payable for such Rights Shares is effected by **9.30 p.m. on 19 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or
- (b) the duly completed and original signed ARE or ARS accompanied by a single remittance for the full amount payable for the relevant number of Rights Shares accepted and (if applicable) Excess Rights Shares applied for at the Issue Price, made in Singapore currency in the form of a Cashier's Order or Banker's Draft drawn on a bank in Singapore and made payable to **"CDP — SITRA RIGHTS ISSUE ACCOUNT"** and crossed **"NOT NEGOTIABLE, A/C PAYEE ONLY"** with the names and Securities Account numbers of the Entitled Depositors or the Purchasers (as the case may be) clearly written in block letters on the reverse side of the Cashier's order or Banker's Draft is submitted by hand to **SITRA HOLDINGS (INTERNATIONAL) LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED**, at **9 NORTH BUONA VISTA DRIVE, #01-19/20 THE METROPOLIS, SINGAPORE 138588** or by post in the self-addressed envelope provided, **at the sender's own risk**, to **SITRA HOLDINGS (INTERNATIONAL) LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147** by **5.00 p.m. on 19 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or
- (c) acceptance of the provisional allotment of Rights Shares and (if applicable) application for Excess Rights Shares is made by a Depository Agent via the SGX-SSH Service and payment in Singapore currency by way of telegraphic transfer by the Depository Agent/(s) for the Rights Shares is effected by **5.00 p.m. on 19 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company),

APPENDIX II – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

the provisional allotment of Rights Shares will be deemed to have been declined and shall forthwith lapse and become void and cease to be capable of acceptance

All monies received in connection therewith will be returned to the Entitled Depositors or the Purchasers (as the case may be) without interest or any share of revenue or other benefit arising therefrom **BY ORDINARY POST** and at the **ENTITLED DEPOSITOR'S OR PURCHASERS' OWN RISK (AS THE CASE MAY BE)** to their mailing addresses as maintained in the records of CDP.

ACCEPTANCES AND/OR APPLICATIONS ACCOMPANIED BY ANY OTHER FORMS OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL NOT BE ACCEPTED.

5.5 Certificates

The certificates for the Rights Shares and Excess Rights Shares will be registered in the name of CDP or its nominee. Upon the crediting of the Rights Shares and Excess Rights Shares, CDP will send to you, **BY ORDINARY POST AND AT YOUR OWN RISK**, a notification letter showing the number of Rights Shares and Excess Rights Shares credited to your Securities Account.

5.6 General

For reasons of confidentiality, CDP will not entertain telephone enquiries relating to the number of Rights Shares provisionally allotted and credited to your Securities Account. You can verify the number of Rights Shares provisionally allotted and credited to your Securities Account online if you have registered for CDP Internet Access or through the CDP Automated Phone Services Hotline number (65) 6535-7511 using your telephone pin (T-Pin). Alternatively, you may proceed personally to CDP with your identity card or passport to verify the number of Rights Shares provisionally allotted and credited to your Securities Account.

It is your responsibility to ensure that the ARE and/or ARS is accurately completed in all respects and signed. The Company and/or CDP will be authorised and entitled to reject any acceptance and/or application which does not comply with the terms and instructions contained herein and in the ARE and/or ARS, or which is otherwise incomplete, incorrect, unsigned, signed but not in its originality or invalid in any respect. Any decision to reject the ARE and/or ARS on the grounds that it has been signed but not in its originality, incompletely, incorrectly or invalidly signed, completed or submitted will be final and binding, and neither CDP nor the Company accepts any responsibility or liability for the consequences of such a decision.

EXCEPT AS SPECIFICALLY PROVIDED FOR IN THIS OFFER INFORMATION STATEMENT, ACCEPTANCE OF THE PROVISIONAL ALLOTMENT OF RIGHTS SHARES AND (IF APPLICABLE) YOUR APPLICATION FOR EXCESS RIGHTS SHARES IS IRREVOCABLE.

No acknowledgement will be given for any submissions sent by post, deposited into boxes located at CDP's premises or submitted by hand at CDP's counters. You can check the status of your acceptance of the provisional allotment of Rights Shares and (if applicable) your application for Excess Rights Shares through the CDP Automated Phone Services Hotline number (65) 6535-7511 using your T-Pin.

CDP Phone User Guide

1. Dial (65) 6535-7511
2. Press '1' for English; Press '2' Mandarin
3. Press '3' for 'Corporate Actions Announcement and Transactions'
4. Press '2' for your rights application status
5. Enter your 12 digit CDP securities account number
6. Enter your 6 digit telephone pin

All communications, notices, documents and remittances to be delivered or sent to you will be sent by **ORDINARY POST** to your mailing address as maintained in the records of CDP, and **AT YOUR OWN RISK**.

APPENDIX III – PROCEDURES FOR ACCEPTANCE, SPLITTING, RENUNCIATION, EXCESS APPLICATION AND PAYMENT BY ENTITLED SCRIPHOLDERS

Entitled Scripholders are entitled to receive this Offer Information Statement and the PAL which incorporates the following documents, and forms part of this Offer Information Statement:

Form of Acceptance	Form A
Request for Splitting	Form B
Form of Renunciation	Form C
Form of Nomination (with Consolidated Listing Form)	Form D
Excess Rights Shares Application Form	Form E

The provisional allotments of Rights Shares and application for Excess Rights Shares are governed by the terms and conditions of this Offer Information Statement, (if applicable) the Memorandum and Articles of Association of the Company and the instructions contained in the PAL. The number of Rights Shares provisionally allotted to each Entitled Scripholder is indicated in the PAL. Entitled Scripholders may accept their provisional allotments of Rights Shares in whole or in part and are eligible to apply for Rights Shares in excess of their entitlements under the Rights Issue. Full instructions for the acceptance of and payment for the provisional allotments of Rights Shares and the procedures to be adopted should the Entitled Scripholders wish to renounce, transfer or split their provisional allotments are set out in this Offer Information Statement as well as the PAL.

THE FULL AMOUNT PAYABLE FOR THE RELEVANT NUMBER OF RIGHTS SHARES ACCEPTED/ APPLIED FOR WILL BE ROUNDED UP TO THE NEAREST WHOLE CENT, IF APPLICABLE.

Where any acceptance, application and/or payment does not conform strictly to the instructions set out under this Offer Information Statement, the ARE, the ARS, the PAL, (if applicable) the Memorandum and Articles of Association of the Company and/or any other application form for Rights Shares and/or Excess Rights Shares, or is illegible, incomplete, incorrectly completed or is accompanied by an improperly or insufficiently drawn remittance, the Company and/or the Share Registrar may, at their absolute discretion, reject or treat as invalid any such application, payment and/or other processes of remittances at any time after receipt in such manner as they may deem fit.

The Company and/or the Share Registrar shall be entitled to process each application submitted for the acceptance of the provisional allotment of Rights Shares and (if applicable) application for Excess Rights Shares and the payment received in relation thereto, pursuant to such application, by an Entitled Scripholder or a renounee, on its own, without regard to any other application and payment that may be submitted by the same Entitled Scripholder or renounee. For the avoidance of doubt, insufficient payment for an application may render the application invalid. Evidence of payment (or overpayment) in other applications shall not constitute, or be construed as, an affirmation of such invalid application submitted for the acceptance of the provisional allotment of Rights Shares and (if applicable) application for Excess Rights Shares.

Entitled Scripholders should note that all dealings in, and transactions of, the provisional allotments of Rights Shares through the SGX-ST will be effected under the book-entry (scripless) settlement system. Accordingly, the PALs will not be valid for delivery pursuant to trades done on Catalist.

Unless expressly provided to the contrary in this Offer Information Statement and/or the PAL, a person who is not a party to any contracts made pursuant to this Offer Information Statement and/or the PAL has no rights under the Contracts (Rights of Third Parties) Act (Chapter 53B) of Singapore, to enforce any term of such contracts. Notwithstanding any term contained in this Offer Information Statement, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

APPENDIX III – PROCEDURES FOR ACCEPTANCE, SPLITTING, RENUNCIATION, EXCESS APPLICATION AND PAYMENT BY ENTITLED SCRIPHOLDERS

(a) Form of Acceptance (Form A)

Entitled Scripholders who wish to accept all of their provisional allotments of Rights Shares or to accept any part of it and decline the balance, should complete and sign the Form of Acceptance (Form A) for the number of Rights Shares which they wish to accept and forward at the sender's own risk, the PAL in its entirety, duly completed and signed, together with a single remittance for the payment in the prescribed manner to **SITRA HOLDINGS (INTERNATIONAL) LIMITED C/O THE SHARE REGISTRAR, TRICOR BARBINDER SHARE REGISTRATION SERVICES OF 80 ROBINSON ROAD #02-00 SINGAPORE 068898** so as to reach the Share Registrar not later than **5.00 p.m. on 19 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

(b) Insufficient Payment

If no remittance is attached or the remittance attached is less than the full amount payable for the provisional allotment of Rights Shares accepted by the Entitled Scripholder and (if applicable) the Excess Rights Shares applied for by the Entitled Scripholder; the attention of the Entitled Scripholder is drawn to paragraph (c) of this Appendix III entitled "Appropriation" which sets out the circumstances and manner in which the Company and/or the Share Registrar shall be entitled to determine the number of Rights Shares which the Entitled Scripholder has given instructions to accept.

(c) Appropriation

An Entitled Scripholder should note that by accepting his provisional allotment of Rights Shares, he acknowledges that, the Company and the Share Registrar, in determining the number of Rights Shares which the Entitled Scripholder has given instructions to accept, shall be authorised and entitled to have regard to the aggregate amount of payment received for the acceptance of Rights Shares, whether by way of Cashier's Order or Banker's Draft drawn on a bank in Singapore.

(d) Request for Splitting (Form B) and Form of Renunciation (Form C)

Entitled Scripholders who wish to accept only part of their provisional allotments of Rights Shares and renounce the balance of their provisional allotments of Rights Shares, or who wish to renounce all or part of their provisional allotments of Rights Shares in favour of more than one person, should first, using the Request for Splitting (Form B), request to have their provisional allotments of Rights Shares under the PAL split into separate PALs ("**Split Letters**") according to their requirements. The duly completed Form B together with the PAL in its entirety, duly completed and signed should be returned, by post in the self-addressed envelope provided, at the sender's own risk, to **SITRA HOLDINGS (INTERNATIONAL) LIMITED C/O THE SHARE REGISTRAR, TRICOR BARBINDER SHARE REGISTRATION SERVICES OF 80 ROBINSON ROAD #02-00 SINGAPORE 068898** so as to reach the Share Registrar not later than **5.00 p.m. on 15 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). Split Letters will then be issued to Entitled Scripholders in accordance with their request. No Split Letters will be issued to Entitled Scripholders if Form B (together with the PAL in its entirety) is received after **5.00 p.m. on 15 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

The Company reserves the right to reject any request for Split Letters if, in the opinion of the Directors of the Company, the Rights Shares requested for in the Split Letters are in unreasonable denominations. The surrender of the PAL purported to be signed by an Entitled Scripholder shall be conclusive evidence in favour of the Company, the Share Registrar and any other person involved in the Rights Shares of the title of the person(s) lodging it, or on whose behalf it is lodged, to deal with the same and to receive Split Letter(s) and to have credited to that person's Securities Account with CDP the Rights Shares allotted to him or, if relevant, to receive physical Share certificate(s) and/or to receive any statement from CDP and/or refund of acceptance or application monies. Instructions relating to acceptance, payment, renunciation, nomination and consolidation set out in the PAL shall apply to Split Letters received consequent upon the original provisional allotment of Rights Shares being split.

APPENDIX III – PROCEDURES FOR ACCEPTANCE, SPLITTING, RENUNCIATION, EXCESS APPLICATION AND PAYMENT BY ENTITLED SCRIPHOLDERS

The Split Letters representing the number of Rights Shares which Entitled Scripholders intend to renounce, may be renounced by completing and signing the Form of Renunciation (Form C) before delivery to the renounee. Entitled Scripholders should complete Form A of the Split Letter(s) representing that part of their provisional allotments of Rights Shares they intend to accept, if any, and forward the said Split Letter(s) together with a single remittance for the payment in the prescribed manner to **SITRA HOLDINGS (INTERNATIONAL) LIMITED C/O THE SHARE REGISTRAR, TRICOR BARBINDER SHARE REGISTRATION SERVICES OF 80 ROBINSON ROAD #02-00 SINGAPORE 068898** so as to reach the Share Registrar not later than **5.00 p.m. on 19 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

Entitled Scripholders who wish to renounce their entire provisional allotments of Rights Shares in favour of one person, or renounce any part of it in favour of one person and decline the balance, should complete Form C for the number of provisional allotments of Rights Shares which they wish to renounce and deliver the PAL in its entirety to the renounees.

(e) Form of Nomination (with Consolidated Listing Form) (Form D)

Each Entitled Scripholder may consolidate the Rights Shares provisionally allotted in the PAL together with those comprised in any PALs and/or Split Letters renounced in his favour by completing and signing Form A (Form of Acceptance) and the Consolidated Listing Form in Form D (Form of nomination) of the PAL and attaching thereto all the said renounced PALs and/or Split Letters, each duly completed and signed and with the serial number of the Principal PAL (as hereinafter defined) stated on each of them. A renounee who is not an Entitled Scripholder and who wishes to consolidate the provisional allotments of Rights Shares comprised in several renounced PALs and/or Split Letters in one name only or in the name of a joint Securities Account should complete the Consolidated Listing Form in Form D (Form of Nomination) of only one PAL or Split Letter (the “**Principal PAL**”) by entering therein details of the renounced PALs and/or Split Letters and attaching thereto all the said renounced PALs and/or Split Letters, each duly completed and signed, and with the serial number of the Principal PAL stated on each of them. **ALL THE RENOUNCED PALs AND SPLIT LETTERS, EACH DULY COMPLETED AND SIGNED, MUST BE ATTACHED TO FORM A OR FORM D (AS THE CASE MAY BE).**

Form D together with PALs in its entirety, duly completed and signed, together with payment in the prescribed manner, are to reach **SITRA HOLDINGS (INTERNATIONAL) LIMITED C/O THE SHARE REGISTRAR, TRICOR BARBINDER SHARE REGISTRATION SERVICES OF 80 ROBINSON ROAD #02-00 SINGAPORE 068898**, so as to arrive not later than **5.00 p.m. on 19 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

(f) Payment

Payment in relation to the PALs must be made in the form of a Cashier’s Order or Banker’s Draft in Singapore currency drawn on a bank in Singapore and made payable to “**SITRA RIGHTS ISSUE ACCOUNT**” and crossed “**NOT NEGOTIABLE, A/C PAYEE ONLY**” with the name and address of the Entitled Scripholder or acceptor clearly written in block letters on the reverse side of the Cashier’s Order or Banker’s Draft. The completed and signed PAL and remittance should be forwarded, by post in the self-addressed envelope provided at the sender’s own risk, to **SITRA HOLDINGS (INTERNATIONAL) LIMITED C/O THE SHARE REGISTRAR, TRICOR BARBINDER SHARE REGISTRATION SERVICES OF 80 ROBINSON ROAD #02-00 SINGAPORE 068898** so as to reach the Share Registrar not later than **5.00 p.m. on 19 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). **NO OTHER FORM OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.**

APPENDIX III – PROCEDURES FOR ACCEPTANCE, SPLITTING, RENUNCIATION, EXCESS APPLICATION AND PAYMENT BY ENTITLED SCRIPHOLDERS

If acceptance and payment in the manner specified in the PAL are not received by **5.00 p.m. on 19 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), the provisional allotments of Rights Shares will be deemed to have been declined and shall forthwith lapse and become void and will cease to be capable of acceptance, and such provisional allotments not so accepted will be used to satisfy Excess Applications, if any, or disposed of or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. The Company will return all unsuccessful application monies received in connection therewith by means of a crossed cheque drawn on a bank in Singapore and sent BY ORDINARY POST and at the risk of the Entitled Scripholders or their renounee(s) to their mailing addresses as maintained with the Share Registrar, as the case may be, without interest or share of revenue or other benefit arising therefrom within 14 days after the Closing Date.

(g) Excess Rights Shares Application Form (Form E)

Entitled Scripholders who wish to apply for Excess Rights Shares in addition to those which have been provisionally allotted to them may do so by completing and signing the Excess Rights Shares Application Form (Form E) and forwarding it with a **SEPARATE REMITTANCE** for the full amount payable in respect of the Excess Rights Shares applied for in the form and manner set out above, by post in the self-addressed envelope provided at their own risk, to **SITRA HOLDINGS (INTERNATIONAL) LIMITED C/O THE SHARE REGISTRAR, TRICOR BARBINDER SHARE REGISTRATION SERVICES OF 80 ROBINSON ROAD #02-00 SINGAPORE 068898** so as to reach the Share Registrar not later than **5.00 p.m. on 19 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). **NO OTHER FORM OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.**

FORM E IS NOT TRANSFERABLE AND MAY ONLY BE USED BY THE ENTITLED SCRIPHOLDERS NAME HEREIN.

Applications for Excess Rights Shares available for application are subject to the terms and conditions of this Offer Information Statement, (if applicable) the Memorandum and Articles of Association of the Company and the instructions contained in the PAL (including Form E). Applications for Excess Rights Shares will, at the absolute discretion of the Directors, be satisfied from such Rights Shares as are not validly taken up by the Entitled Shareholders or their respective renounee(s) or the Purchaser(s) of the provisional allotments of Rights Shares, the unsold “nil-paid” provisional allotments of Rights Shares (if any) of Foreign Shareholders and any Rights Shares that are otherwise not allotted for whatever reason in accordance with the terms and conditions of this Offer Information Statement, (if applicable) the Memorandum and Articles of Association of the Company and the instructions contained in the PAL (including Form E) and/or any other application form for the Rights Shares. In the event that applications are received by the Company for more Excess Rights Shares than are available, the Excess Rights Shares available will be allotted in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. In the allotment of Excess Rights Shares, preference will be given to Shareholders for the rounding of odds lots, and Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company, or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board shall rank last in priority. The Company reserves the right to reject any application for Excess Rights Shares, in whole or in part, without assigning any reason whatsoever.

In the event that the number of Excess Rights Shares allotted to an applicant is less than the number of Excess Rights Shares applied for, such applicant shall be deemed to have accepted the number of Excess Rights Shares actually allotted to him.

APPENDIX III – PROCEDURES FOR ACCEPTANCE, SPLITTING, RENUNCIATION, EXCESS APPLICATION AND PAYMENT BY ENTITLED SCRIPHOLDERS

If no Excess Rights Shares are allotted to Entitled Scripholders or if the number of Excess Rights Shares allotted to them is less than that applied for, it is expected that the amount paid on application or the surplus application monies, as the case may be, will be refunded to them by the Company without interest or any share of revenue or other benefit arising therefrom within 14 days after the Closing Date, by means of a crossed cheque drawn on a bank in Singapore and sent **BY ORDINARY POST at their own risk** to their mailing addresses as maintained with the Share Registrar.

(h) General

No acknowledgements or receipts will be issued in respect of any acceptances, remittances or applications.

Entitled Scripholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Upon the listing and quotation on Catalist, any trading of the Rights Shares on Catalist will be via the book-entry (scripless) settlement system. All dealings in and transactions (including transfers) of the Rights Shares effected through the SGX-ST and/or CDP shall be made in accordance with CDP's "Terms and Conditions for Operation of Securities Accounts with The Central Depository (Pte) Limited", as the same may be amended from time to time, copies of which are available from CDP.

To facilitate scripless trading, Entitled Scripholders and their renounees who wish to accept the Rights Shares provisionally allotted to them and (if applicable) apply for Excess Rights Shares and who wish to trade the Rights Shares issued to them on Catalist under the book-entry (scripless) settlement system should open and maintain Securities Accounts with CDP in their own names (if they do not already maintain such Securities Accounts) before accepting any Rights Shares or applying for any Excess Rights Shares in order for the number of Rights Shares and, if applicable, the Excess Rights Shares that may be allotted and issued to them to be credited by CDP to their Securities Accounts. Entitled Scripholders and their renounees who wish to accept the Rights Shares and (if applicable) apply for the Excess Rights Shares must fill in their Securities Account numbers and/or National Registration Identity Card ("NRIC")/passport numbers (for individuals) or registration numbers (for corporations) in the relevant forms comprised in the PAL. Entitled Scripholders and their renounees who fail to do so or whose particulars are incorrect or invalid or whose particulars as provided differ from those particulars in their Securities Accounts maintained with CDP will be issued physical certificates in their own names for the Rights Shares allotted to them and if applicable, the Excess Rights Shares allotted to them. Such physical certificates, if issued, will be forwarded to such person(s) entitled thereto by ordinary post at their own risk. Physical certificates will not be valid for delivery pursuant to trades done on Catalist under the book-entry (scripless) settlement system although they will continue to be *prima facie* evidence of legal title.

If the Entitled Scripholders' addresses stated in the PALs are different from their addresses registered with CDP, they must inform CDP of their updated addresses promptly, failing which the notification letters on successful allotments will be sent to their addresses last registered with CDP.

A holder of the physical certificate(s), or an Entitled Scripholder, who has not deposited his certificate(s) with CDP but who wishes to trade on Catalist, must deposit with CDP his certificate(s), together with the duly executed instrument(s) of transfer in favour of CDP, and have his Securities Account credited with the number of Rights Shares or existing Shares, as the case may be, before he can effect the desired trade.

THE LAST TIME AND DATE FOR ACCEPTANCES OF AND/OR EXCESS APPLICATIONS AND PAYMENT FOR THE RIGHTS SHARES IS 5.00 P.M. ON 19 SEPTEMBER 2014 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME.

APPENDIX IV – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH AN ATM OF THE PARTICIPATING BANK

The procedures for Electronic Applications at ATMs of the Participating Banks are set out on the ATM screens of the Participating Banks (the “**Steps**”). Please read carefully the terms and conditions of this Offer Information Statement, the Steps and the terms and conditions for Electronic Applications set out below before making an Electronic Application. Any Electronic Application which does not strictly conform to the instructions set out on the screens of the ATM through which the Electronic Application is made will be rejected.

Any reference to the “**Applicant**” in the terms and conditions for Electronic Applications and the Steps shall mean the Entitled Depositor or his renounees or the purchaser of the provisional allotment who accepts the provisional allotment of Rights Shares and (as the case may be) applies for the Excess Rights Shares through an ATM of the Participating Banks. An Applicant must have an existing bank account with and be an ATM cardholder of, one of the Participating Banks before he can make an Electronic Application at the ATM of that Participating Bank. The actions that the Applicant must take at ATMs of the Participating Banks are set out on the respective ATM screens of the Participating Banks. Upon the completion of his Electronic Application transaction, the Applicant will receive an ATM transaction slip (“**Transaction Record**”), confirming the details of his Electronic Application. The Transaction Record is for retention by the Applicant and should not be submitted with any ARE and/or ARS.

An Applicant, including one who has a joint bank account with a Participating Bank, must ensure that he enters his own Securities Account number when using the ATM Card issued to him in his own name. Using his own Securities Account number with an ATM Card which is not issued to him in his own name will render his acceptance or (as the case may be) application liable to be rejected.

The Electronic Application shall be made on, and subject to, the terms and conditions of this Offer Information Statement including, but not limited to, the terms and conditions appearing below:–

- (1) In connection with his Electronic Application for the Rights Shares, the Applicant is required to confirm statements to the following effect in the course of activating the ATM for his Electronic Application:–
 - (a) **that he has received a copy of this Offer Information Statement and has read, understood and agreed to all the terms and conditions of acceptance and (as the case may be) application for the Rights Shares under the Rights Issue and this Offer Information Statement prior to effecting the Electronic Application and agrees to be bound by the same; and**
 - (b) **that he consents to the disclosure of his name, NRIC/passport number, address, nationality, CDP Securities Account number, and application details (the “Relevant Particulars”) from his account with that Participating Bank to the Share Registrar, Securities Clearing & Computer Services (Pte) Ltd, CDP, the SGX-ST and the Company (the “Relevant Parties”).**

His application will not be successfully completed and cannot be recorded as a completed transaction in the ATM unless he presses the “**Enter**” or “**OK**” or “**Confirm**” or “**Yes**” key. By doing so, the Applicant shall be treated as signifying his confirmation of each of the 2 statements above. In respect of statement 1(b) above, his confirmation, by pressing the “**Enter**” or “**OK**” or “**Confirm**” or “**Yes**” key, shall signify and shall be treated as his written permission, given in accordance with the relevant laws of Singapore including Section 47(2) and the Third Schedule of the Banking Act (Chapter 19) of Singapore, to the disclosure by that Participating Bank of the Relevant Particulars to the Relevant Parties.

- (2) An Applicant may make an Electronic Application at an ATM of any Participating Bank for the Rights Shares using cash only by authorising such Participating Bank to deduct the full amount payable from his account with such Participating Bank.

APPENDIX IV – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH AN ATM OF THE PARTICIPATING BANK

- (3) The Applicant irrevocably agrees and undertakes to subscribe for and to accept up to the aggregate of the number of Rights Shares provisionally allotted and Excess Rights Shares applied for as stated on the Transaction Record or the number of Rights Shares represented by the provisional allotment of Rights Shares as may be standing to the credit of the **"Free Balance"** of his Securities Account as at the Books Closure Date. In the event that the Company decides to allot any lesser number of Excess Rights Shares or not to allot any number of Excess Rights Shares to the Applicant, the Applicant agrees to accept the decision as final.
- (4) If the Applicant's Electronic Application is successful, his confirmation (by his action of pressing the "Enter" or "OK" or "Confirm" or "Yes" key on the ATM) of the number of Rights Shares accepted and/or Excess Rights Shares applied for shall signify and shall be treated as his acceptance of the number of Rights Shares accepted and/or Excess Rights Shares applied for that may be allotted to him.
- (5) In the event that the Applicant accepts the Rights Shares both by way of ARE and/or ARS (as the case may be) and by Electronic Application through an ATM of a Participating Bank, the Company and/or CDP shall be authorised and entitled to accept the Applicant's instructions in whichever mode or a combination thereof as they may, in their absolute discretion, deem fit. In determining the number of Rights Shares which the Applicant has validly given instructions to accept, the Applicant shall be deemed to have irrevocably given instructions to accept the lesser of the number of provisionally allotted Rights Shares which are standing to the credit of the **"Free Balance"** of his Securities Account as at the Books Closure Date and the aggregate number of Rights Shares which have been accepted by the Applicant by way of ARE and/or ARS (as the case may be) and by Electronic Application through an ATM, and the Company and/or CDP, in determining the number of Rights Shares which the Applicant has validly given instructions to accept, shall be authorised and entitled to have regard to the aggregate amount of payment received for the acceptance of Rights Shares, whether by way of Banker's Draft or Cashier's Order drawn on a bank in Singapore accompanying the ARE and/or ARS or by way of the acceptance through Electronic Application through an ATM of a Participating Bank which the Applicant has authorised or is deemed to have authorized to be applied towards the payment in respect of his acceptance.
- (6) If applicable, in the event that the Applicant applies for Excess Rights Shares both by way of ARE and by Electronic Application through an ATM of a Participating Bank, the Company and/or CDP shall be authorised and entitled to accept the Applicant's instructions in whichever mode or a combination thereof as they may, in their absolute discretion, deem fit. In determining the number of Excess Rights Shares which the Applicant has validly given instructions for the application of, the Applicant shall be deemed to have irrevocably given instructions to apply for and agreed to accept such number of Excess Rights Shares not exceeding the aggregate number of Excess Rights Shares for which he has applied by way of ARE and by Electronic Application through an ATM of a Participating Bank. The Company and/or CDP, in determining the number of Excess Rights Shares which the Applicant has given valid instructions for the application, shall be authorised and entitled to have regard to the aggregate amount of payment received for the application of the Excess Rights Shares, whether by way of Banker's Draft or Cashier's Order drawn on a bank in Singapore accompanying the ARE or by way of Electronic Application through an ATM of a Participating Bank, which the Applicant has authorised or is deemed to have authorised to be applied towards the payment in respect of his application.
- (7) The Applicant irrevocably requests and authorises the Company to:–
- (a) register, or to procure the registration of the Rights Shares allotted to the Applicant in the name of CDP for deposit into his Securities Account;
 - (b) return (without interest or any share of revenue or other benefit arising therefrom) the acceptance/application monies, should his Electronic Application in respect of the Rights Shares not be accepted and/or Excess Rights Shares applied for not be accepted by the Company for any reason, by automatically crediting the Applicant's bank account with his Participating Bank with the relevant amount within 14 days after the Closing Date; and

APPENDIX IV – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH AN ATM OF THE PARTICIPATING BANK

- (c) return (without interest or any share of revenue or other benefit arising therefrom) the balance of the application monies, should his Electronic Application for Excess Rights Shares be accepted in part only, by automatically crediting the Applicant's bank account with his Participating Bank with the relevant amount within 14 days after the Closing Date.
- (8) **BY MAKING AN ELECTRONIC APPLICATION, THE APPLICANT CONFIRMS THAT HE IS NOT ACCEPTING/APPLYING FOR THE RIGHTS SHARES AS NOMINEE OF ANY OTHER PERSON.**
- (9) The Applicant irrevocably agrees and acknowledges that his Electronic Application is subject to risks of electrical, electronic, technical and computer-related faults and breakdowns, fires, acts of God, mistakes, losses and theft (in each case whether or not within the control of CDP, the Participating Banks, the Share Registrar, the Company and/or the Receiving Bank), and any other events whatsoever beyond the control of CDP, the Participating Banks, the Share Registrar, the Company, and if, in any such event, CDP and/or the Participating Banks and/or the Share Registrar and/or the Company do not record or receive the Applicant's Electronic Application by **9.30 p.m. on 19 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), or such data or the tape containing such data is lost, corrupted, destroyed or not otherwise accessible, whether wholly or partially for whatever reason, the Applicant shall be deemed not to have made an Electronic Application and the Applicant shall have no claim whatsoever against CDP, the Participating Banks, the Share Registrar, the Company for any purported acceptance thereof and (if applicable) Excess Application therefor, or for any compensation, loss or damage in connection therewith or in relation thereto.
- (10) **Electronic Applications may only be made at the ATMs of the Participating Banks from Mondays to Saturdays between 7.00 a.m. to 9.30 p.m. (excluding public holidays).**
- (11) Electronic Applications shall close at **9.30 p.m. on 19 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).
- (12) All particulars of the Applicant in the records of his Participating Bank at the time he makes his Electronic Application shall be deemed to be true and correct and the relevant Participating Bank and the Relevant Parties shall be entitled to rely on the accuracy thereof. If there has been any change in the particulars of the Applicant after the time of the making of his Electronic Application, the Applicant shall promptly notify his Participating Bank.
- (13) The Applicant must have sufficient funds in his bank account(s) with his Participating Bank at the time he makes his Electronic Application, failing which his Electronic Application will not be completed. Any Electronic Application made at the ATMs of a Participating Bank which does not strictly conform to the instructions set out on the ATM screens of such Participating Bank will be rejected.
- (14) Where an Electronic Application is not accepted, it is expected that the full amount of the acceptance/application monies will be refunded in Singapore dollars (without interest or any share of revenue or other benefit arising therefrom) to the Applicant by being automatically credited to the Applicant's account with the relevant Participating Bank within 14 days after the Closing Date. An Electronic Application may also be accepted in part, in which case the balance amount of acceptance/application monies will be refunded on the same terms.
- (15) In consideration of the Company arranging for the Electronic Application facility through the ATMs of the Participating Banks and agreeing to close the Rights Issue at **9.30 p.m. on 19 SEPTEMBER 2014** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), and by making and completing an Electronic Application, the Applicant agrees that:–
- (a) his Electronic Application is irrevocable (whether or not the form and/or content of this Offer Information Statement is modified (as may be determined by the Authority), or it is amended, supplemented, replaced and/or re-lodged with the Authority);

APPENDIX IV – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH AN ATM OF THE PARTICIPATING BANK

- (b) his Electronic Application, the acceptance by the Company and the contract resulting therefrom shall be governed by and construed in accordance with the laws of Singapore and he irrevocably submits to the exclusive jurisdiction of the Singapore courts;
 - (c) none of the Company, CDP, the Participating Banks, nor the Share Registrar shall be liable for any delays, failures or inaccuracies in the recording, storage or in the transmission or delivery of data relating to his Electronic Application to the Company or CDP due to a breakdown or failure of transmission, delivery or communication facilities or any risks referred to in paragraph 9 above or to any cause beyond their respective control;
 - (d) he will not be entitled to exercise any remedy of rescission or misrepresentation at any time after acceptance of the provisionally allotted Rights Shares and (if applicable) his application for Excess Rights Shares;
 - (e) in respect of the Rights Shares for which his Electronic Application has been successfully completed and not rejected, acceptance of the Applicant's Electronic Application shall be constituted by written notification by or on behalf of the Company and not otherwise, notwithstanding any payment received by or on behalf of the Company; and
 - (f) unless expressly provided to the contrary in this Offer Information Statement or the Electronic Application, a person who is not a party to any contracts made pursuant to this Offer Information Statement or the Electronic Application has no rights under the Contracts (Rights of Third Parties) Act (Chapter 53B) of Singapore, to enforce any term of such contracts. Notwithstanding any term contained in this Offer Information Statement, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.
- (16) The Applicant should ensure that his personal particulars as recorded by both CDP and the relevant Participating Bank are correct and identical. Otherwise, his Electronic Application may be liable to be rejected. The Applicant should promptly inform CDP of any change in his address, failing which the notification letter on successful allotment and other correspondence will be sent to his address last registered with CDP.
- (17) The existence of a trust will not be recognised. Any Electronic Application by an Applicant must be made in his own name and without qualification. The Company will reject any application by any person acting as nominee.
- (18) In the event that the Applicant accepts or subscribes for the provisionally allotted Rights Shares or (if applicable) applies for Excess Rights Shares, as the case may be, by way of ARE and/or ARS or by way of Electronic Application through any ATM of the Participating Bank, the Rights Shares and/or Excess Rights Shares will be allotted in such manner as the Company and/or CDP may, in their absolute discretion, deem fit and the surplus acceptance and (if applicable) application monies, as the case may be, will be refunded, without interest or any share of revenue or other benefit arising therefrom, within 14 days after the Closing Date by any one or a combination of the following:–
- (a) by means of a crossed cheque drawn on a bank in Singapore and sent **BY ORDINARY POST** at his own risk to his mailing address as recorded with CDP or in such other manner as he may have agreed with CDP for the payment of any cash distributions if he accepts and (if applicable) applies through CDP; and/or
 - (b) crediting the Applicant's bank account with the Participating Bank at his own risk if he accepts and (if applicable) applies through an ATM of that Participating Bank, the receipt by such bank being a good discharge to the Company and CDP of their obligations, if any, thereunder.

APPENDIX IV – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH AN ATM OF THE PARTICIPATING BANK

- (19) The Applicant hereby acknowledges that, in determining the total number of Rights Shares represented by the provisional allotment of Rights Shares which he can validly accept, the Company and/or CDP are entitled and the Applicant hereby authorises the Company and/or CDP to take into consideration:–
- (a) the total number of Rights Shares represented by the provisional allotment of Rights Shares which the Applicant has validly accepted, whether under the ARE or any other form of application (including Electronic Application through an ATM) for the Rights Shares ;
 - (b) the total number of Rights Shares represented by the provisional allotment of Rights Shares standing to the credit of the **“Free Balance”** of the Applicant’s Securities Account which is available for acceptance; and
 - (c) the total number of Rights Shares represented by the provisional allotment of Rights Shares which has been disposed of by the Applicant.

The Applicant hereby acknowledges that CDP’s and/or the Company’s determination shall be conclusive and binding on him.

- (20) The Applicant irrevocably requests and authorises CDP to accept instructions from the Participating Banks through whom the Electronic Application is made in respect of the provisional allotment of Rights Shares accepted by the Applicant and (if applicable) the Excess Rights Shares which the Applicant has applied for.
- (21) With regard to any acceptance, application and/or payment which does not conform strictly to the instructions set out under this Offer Information Statement, the ARE, the ARS, the PAL, (if applicable) the Memorandum and Articles of Association of the Company and/or any other application form for the Rights Shares and/or Excess Rights Shares in relation to the Rights Issue or which does not comply with the instructions for Electronic Application or which is illegible, incomplete, incorrectly completed or which is accompanied by an improperly or insufficiently drawn remittance, or where the **“Free Balance”** of the Applicant’s Securities Account is not credited with, or is credited with less than the relevant number of Rights Shares subscribed as at the Closing Date, the Company and/or CDP may, at their absolute discretion, reject or treat as invalid any such application, payment and/or other processes of remittances at any time after receipt in such manner as they may deem fit.
- (22) The Company and/or CDP shall be entitled to process each application submitted for the acceptance of Rights Shares, and where applicable, application of Excess Rights Shares in relation to the Rights Issue and the payment received in relation thereto, pursuant to such application, by an Entitled Shareholder, on its own, without regard to any other application and payment that may be submitted by the same Entitled Shareholder. For the avoidance of doubt, insufficient payment for an application may render the application invalid; evidence of payment (or overpayment) in other applications shall not constitute, or be construed as, an affirmation of such invalid application submitted for the acceptance of Rights Shares and (if applicable) application for Excess Rights Shares.

APPENDIX V – LIST OF PARTICIPATING BANKS

PARTICIPATING BANKS FOR ELECTRONIC APPLICATIONS THROUGH AN ATM:-

- DBS Bank Ltd (including POSB)
- United Overseas Bank Limited and its subsidiary, Far Eastern Bank Limited

Entitled Depositors and purchasers of provisional allotments with existing bank accounts with banks which are not Participating Banks may make payment for acceptances of provisional allotments and applications for Rights Shares or Excess Rights Shares by Cashier's Order or Banker's Draft drawn on their respective banks in Singapore. Such Entitled Depositors and purchasers are advised to seek advice from their respective banks on the procedures for obtaining Cashier's Orders or Banker's Drafts. ATM acceptances and applications made through banks other than the Participating Banks will not be accepted. Please refer to Appendices II to IV of this Offer Information Statement and the ARE, the ARS and the PAL for full details on the mode of acceptance and application.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Offer Information Statement and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, this Offer Information Statement constitutes full and true disclosure of all material facts about the Rights Issue, the Company and its Subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Offer Information Statement misleading. Where information in this Offer Information Statement 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 Offer Information Statement in its proper form and context.

For and on behalf of **SITRA HOLDINGS (INTERNATIONAL) LIMITED**

Chew Ah Ba George

Chew Chiew Siang Steven

Chin Sek Peng Michael

Ng Boon Huan Daniels

Tan Eng Kiat Dominic