APPENDIX DATED 12 APRIL 2016

This Appendix is circulated to shareholders ("Shareholders") of Amara Holdings Limited ("Company") together with the Company's Annual Report 2015. Its purpose is to provide Shareholders with relevant information relating to, and seek Shareholders' approval to renew, the Share Purchase Mandate to be tabled at the Annual General Meeting to be held on 27 April 2016 at 10.30 a.m. at Amara Ballroom 2, Level 3, Amara Singapore, 165 Tanjong Pagar Road, Singapore 088539.

The Notice of Annual General Meeting and a Proxy Form are enclosed with the Annual Report 2015.

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



AMARA HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 197000732N)

APPENDIX TO THE NOTICE OF
ANNUAL GENERAL MEETING
IN RELATION TO
THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

CONTENTS

	Page
Definitions	01
Letter To Shareholders	
1. Introduction	04
2. Rationale For The Share Purchase Mandate	05
3. Authority And Limits On The Share Purchase Mandate	06
4. Status Of Purchased Shares	09
5. Source Of Funds	11
6. Financial Effects	11
7. Tax Implications Arising From Share Purchases	17
8. Reporting Requirements	18
9. Listing Manual	18
10. Code Implications Arising From Share Purchases	19
11. Shares Purchased During The Previous 12 Months	21
12. Directors' And Substantial Shareholders' Interests	22
13. Directors' Recommendations	24
14. Directors' Responsibility Statement	24
15. Documents Available For Inspection	24

DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout this Appendix:

"ACRA"	:	Accounting and Corporate Regulatory Authority of Singapore
"Act"	:	Companies Act, Chapter 50 of Singapore, as may be modified from time to time
"AGM"	:	Annual General Meeting of the Company convened to be held on 27 April 2016 at 10.30 a.m. at Amara Ballroom 2, Level 3, Amara Singapore, 165 Tanjong Pagar Road, Singapore 088539
"Amara Group"	:	The Company and its subsidiaries
"Annual Report 2015"	:	The annual report of the Company for FY2015
"Appendix"	:	This appendix to the notice of AGM dated 12 April 2016 in relation to the proposed renewal of the Share Purchase Mandate
"Board"	:	The Board of Directors of the Company
"Code"	:	The Singapore Code on Take-overs and Mergers, as may be amended or modified from time to time
"Company"	:	Amara Holdings Limited
"Constitution"	:	The Constitution of the Company, as may be modified from time to time
"Controlling Shareholder"	:	A person who: (a) holds directly or indirectly 15% or more of the total number of issued Shares excluding treasury shares (unless the SGX-ST determines that such a person is not a Controlling Shareholder of the Company); or (b) in fact exercises control over the Company
"Directors"	:	The directors of the Company as at the Latest Practicable Date
"EPS"	:	Earnings per Share
"FY2015"	:	Financial year ended 31 December 2015
"Latest Practicable Date"	:	24 March 2016, being the latest practicable date prior to the printing of this Appendix for the purpose of obtaining relevant information for inclusion herein
"Listing Manual"	:	The listing manual of the SGX-ST, as may be amended or modified from time to time
"Market Day"	:	A day on which the SGX-ST is open for securities trading
"NTA"	:	Net tangible assets

DEFINITIONS

"Off-Market Share Purchase"	:	A Share Purchase by the Company effected otherwise than on the SGX-ST pursuant to an equal access scheme, which is in accordance with Section 76C of the Act, for the purchase of Shares from the Shareholders
"On-Market Share Purchase"	:	A Share Purchase by the Company effected on the SGX-ST through one or more duly licensed stock brokers appointed by the Company for such purpose
"SGX-ST"	:	Singapore Exchange Securities Trading Limited
"Shareholders"	:	Persons (other than The Central Depository (Pte) Limited) who are for the time being registered as holders of Shares in the Register of Members maintained by the Company and Depositors who have Shares entered against their names in the Depository Register
"Share Purchase"	:	Purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate
"Share Purchase Mandate"	:	General mandate from the Shareholders to authorise the Directors to exercise all the powers of the Company to purchase or otherwise acquire Shares in accordance with the terms set out in the resolution authorising the same
"Shares"	:	Ordinary shares in the share capital of the Company
"Substantial Shareholder"	:	A person (including a corporation) who has an interest in not less than 5% of all issued voting Shares of the Company
"S$" and "cents"	:	Singapore dollars and cents respectively
"%"	:	Per centum or percentage

The terms "Depositor" and "Depository Register" shall have the meanings ascribed to them respectively in Section 130A of the Act.

The term "treasury shares" shall have the meaning ascribed to it in Section 4 of the Act.

The term "subsidiary" shall have the meaning ascribed to it in Section 5 of the Act.

The terms "associate" and "associated company" shall have the meanings ascribed to them respectively, in the Listing Manual, unless otherwise indicated or the context otherwise requires.

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

DEFINITIONS

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Any word defined under the Act, the Listing Manual or any statutory modification thereof and used in this Appendix shall, where applicable, have the meaning assigned to it under the Act or the Listing Manual or any modification thereof, as the case may be, unless otherwise provided.

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

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

Amara Holdings Limited

(Incorporated in the Republic of Singapore)
(Company Registration No. 197000732N)

Directors:

Executive Directors:
Albert Teo Hock Chuan (CEO) (Non-Independent)
Susan Teo Geok Tin (Non-Independent)

Non-Executive Directors:
Lawrence Mok Kwok Wah (Non-Independent)
Chang Meng Teng (Independent)
Richard Khoo Boo Yeong (Independent)
Foo Ko Hing (Independent)
Chia Kwok Ping (Independent)

Registered Office:

100 Tras Street
#06-01, 100 AM
Singapore 079027

To: The Shareholders of Amara Holdings Limited

12 April 2016

Dear Sir/Madam

PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

1. INTRODUCTION

1.1 At the Annual General Meeting of the Company held on 29 April 2015 ("2015 AGM"), the Shareholders approved the Share Purchase Mandate to enable the Company to purchase or otherwise acquire its issued Shares as permitted under and in accordance with the provisions of the Act. The rationale for the authority and limitations on, and the financial effects of, the Share Purchase Mandate were set out in the Appendix to the Notice of Annual General Meeting in relation to the proposed renewal of the Share Purchase Mandate dated 14 April 2015.

1.2 The Share Purchase Mandate approved at the 2015 AGM was expressed, among other things, to continue in force until (a) the date on which the next annual general meeting of the Company is held or required by law or the Constitution to be held; (b) the date on which the purchase of Shares by the Company pursuant to the Share Purchase Mandate is carried out to the full extent mandated; or (c) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Shareholders in general meeting, whichever is the earliest.

1.3 As the Share Purchase Mandate would be expiring on 27 April 2016, being the date of the AGM, the Directors are seeking Shareholders' approval for the proposed renewal of the Share Purchase Mandate at the AGM. The renewal of the Share Purchase Mandate is set out in Ordinary Resolution 11 under the heading "As Special Business" in the Notice of the AGM accompanying the Annual Report 2015.

1.4 The purpose of this Appendix is to provide Shareholders with information relating to the proposed renewal of the Share Purchase Mandate.

2. RATIONALE FOR THE SHARE PURCHASE MANDATE

2.1 The rationale for the Company to undertake the Share Purchases pursuant to the Share Purchase Mandate is to enable the Directors to return the Amara Group's surplus funds over and above its ordinary capital requirements, which are in excess of the foreseeable financial and investment needs of the Amara Group, to Shareholders expediently and cost-efficiently.

2.2 The Share Purchase Mandate will give the Directors the flexibility to purchase or acquire the Shares if and when circumstances permit. The Share Purchase Mandate will also allow the Company greater flexibility over its share capital structure and dividend policy and may lead to an enhancement of EPS and/or NTA per Share of the Company and the Amara Group, depending on market conditions and funding arrangements at the time. As the Share Purchases will give the Directors the opportunity to purchase Shares when the Shares are under-valued, the Directors are of the opinion that the Share Purchases could help to buffer short-term share price volatility and offset the effects of share price speculation.

2.3 If and when circumstances permit, the Directors will decide whether to effect the Share Purchases via On-Market Share Purchases or Off-Market Share Purchases, after taking into account the amount of surplus cash available, the then prevailing market conditions and the most cost effective and efficient approach.

2.4 Although the Share Purchase Mandate authorises Share Purchases up to a maximum of 10% of the total number of issued Shares during the duration referred to in Section 3.2 of this Appendix, the Share Purchases would be made only as and when the Directors consider it to be in the best interests of the Company and in circumstances which they believe will not result in any material adverse effect to the financial position of the Company or the Amara Group, or result in the Company being delisted from the SGX-ST. The Directors will use their best efforts to ensure that after a Share Purchase, the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or adversely affect the orderly trading and listing status of the Shares on the SGX-ST.

3. AUTHORITY AND LIMITS ON THE SHARE PURCHASE MANDATE

The authority and limitations placed on the Share Purchases by the Company under the Share Purchase Mandate, if renewed at the AGM, are set out below:

3.1 Maximum Number of Shares

The Company may only purchase or acquire Shares which are issued and fully paid-up. The total number of Shares which may be purchased or acquired by the Company pursuant to the Share Purchase Mandate is, subject to the provisions of the Act, limited to that number of Shares representing not more than 10% of the total number of issued Shares (excluding treasury shares, if any) as at the date of the AGM at which the Share Purchase Mandate is proposed to be renewed. Any Shares which are held as treasury shares will be disregarded for the purposes of computing the 10% limit.

For illustrative purposes only, on the basis of 576,936,000 issued Shares (out of which 1,800,400 Shares were held in treasury) as at the Latest Practicable Date, and assuming that no further Shares are issued or purchased on or prior to the AGM, not more than 57,513,560 issued Shares (representing 10% of the total number of issued Shares (excluding the 1,800,400 Shares held in treasury)) may be purchased by the Company pursuant to the Share Purchase Mandate for the duration referred to in Section 3.2.

3.2 Duration of Authority

(a) Share Purchases may be made, at any time and from time to time, on and from the renewal date, up to:

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

(ii) the date on which the Share Purchases are carried out to the full extent mandated; or

(iii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Shareholders in a general meeting,

whichever is the earliest.

(b) The authority conferred on the Directors by the Share Purchase Mandate to purchase Shares may be renewed. When seeking the approval of the Shareholders for the renewal of the Share Purchase Mandate, the Company is required to disclose details pertaining to Share Purchases made during the previous 12 months, including the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such Share Purchases, where relevant, and the total consideration paid for such Share Purchases.

3.3 Manner of Share Purchases

(a) Share Purchases may be made by way of:

(i) an On-Market Share Purchase; and/or

(ii) an Off-Market Share Purchase.

(b) In the case of an Off-Market Share Purchase, the Directors may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the Listing Manual and the Act, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme. However, an Off-Market Share Purchase effected in accordance with an equal access scheme must satisfy all the following conditions:

(i) offers for the Share Purchase shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;

(ii) all of those persons shall be given a reasonable opportunity to accept the offers made to them; and

(iii) the terms of all the offers shall be the same, except that there shall be disregarded:

(aa) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;

(bb) (if applicable) differences in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid; and

(cc) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

(c) In addition, the Listing Manual provides that, in making an Off-Market Share Purchase, the Company must issue an offer document to all Shareholders, which must contain at least the following information:

(i) the terms and conditions of the offer;

(ii) the period and procedures for acceptance;

(iii) the reasons for the proposed Share Purchase;

(iv) the consequences, if any, of Share Purchases that will arise under the Code or other applicable take-over rules;

(v) whether the Share Purchase, if made, could affect the listing of the Shares on the SGX-ST;

(vi) details of any Share Purchases in the previous 12 months (whether On-Market Share Purchases or Off-Market Share Purchases), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the Share Purchases, where relevant, and the total consideration paid for the Share Purchases; and

(vii) whether the shares purchased by the issuer will be cancelled or kept as treasury shares.

3.4 Maximum Purchase Price

(a) The purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) to be paid for a Share purchased or acquired pursuant to the Share Purchase Mandate will be determined by the Directors.

(b) However, the purchase price to be paid for the Shares pursuant to Share Purchases must not exceed:

(i) in the case of an On-Market Share Purchase, 105% of the Average Closing Price (as defined below) of the Shares; and

(ii) in the case of an Off-Market Share Purchase, 120% of the Average Closing Price of the Shares

("**Maximum Price**") in either case, excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses.

(c) For the above purposes:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last 5 Market Days, on which transactions in the Shares were recorded, immediately preceding the date of making the On-Market Share Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Share Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant 5 Market Days; and

"**date of the making of the offer**" means the date on which the Company announces its intention to make an offer for an Off-Market Share Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Share Purchase) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Share Purchase.

4. STATUS OF PURCHASED SHARES

4.1 General

(a) Under Section 76B of the Act, any Share which is purchased, unless held as a treasury share pursuant to Section 76H of the Act, is deemed to be cancelled immediately on purchase or acquisition, and all rights and privileges attached to that Share will expire on cancellation. All Shares purchased by the Company, unless held as treasury shares, will be automatically delisted by the SGX-ST, and (where applicable) all certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following the settlement of any such purchase. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired which are cancelled and not held as treasury shares.

(b) The Shares purchased by the Company under the Share Purchase Mandate will either be cancelled or kept as treasury shares at the discretion of the Board.

4.2 Treasury Shares

Some of the salient provisions on treasury shares under the Act are summarised below:

(a) Maximum holdings

The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares (including the treasury shares), and the Company shall be entered as the member holding those Shares.

(b) Voting and other rights

The Company shall not exercise any right in respect of the treasury shares and any purported exercise of such a right is void. In particular, the Company cannot exercise any right to attend or vote at meetings, and for the purposes of the Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made to the Company in respect of the treasury shares. However, the allotment of shares as fully paid bonus shares in respect of the treasury shares, and the subdivision or consolidation of any treasury shares (so long as the total value of the treasury shares after the subdivision or consolidation is the same as before the subdivision or consolidation) is permitted.

(c) Disposal and cancellation

Where Shares purchased or acquired by the Company are held as treasury shares, the Company may at any time:

(i) sell the treasury shares for cash;

(ii) transfer the treasury shares for the purposes of or pursuant to an employees' share scheme;

(iii) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;

(iv) cancel the treasury shares; or

(v) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

The Company will immediately announce the sale, transfer, cancellation and/or use of the treasury shares set out above, citing the following details:

(aa) date of the sale, transfer, cancellation and/or use;

(bb) purpose of such sale, transfer, cancellation and/or use;

(cc) number of treasury shares sold, transferred, cancelled and/or used;

(dd) number of treasury shares before and after such sale, transfer, cancellation and/or use;

(ee) percentage of the number of treasury shares against the total number of issued shares of the same class as the treasury shares which are listed before and after such sale, transfer, cancellation and/or use; and

(ff) value of the treasury shares if they are used for a sale or transfer, or cancelled.

5. SOURCE OF FUNDS

5.1 In purchasing or otherwise acquiring Shares pursuant to the Share Purchase Mandate, the Company may only apply funds legally available for such purchase or acquisition in accordance with the Constitution and applicable laws.

5.2 Under the Act, any payment made by the Company in consideration of the purchase or acquisition of its Shares may be made out of the Company's capital and/or profits so long as the Company is solvent. The Company is solvent if:

(a) the Company is able to pay its debts in full at the time of the payment of the consideration for, among other things, acquisition of any right with respect to the Share Purchase and will be able to pay its debts as they fall due in the normal course of business during the period of 12 months immediately following the date of the payment; and

(b) the value of the Company's assets is not less than the value of its liabilities (including contingent liabilities), having regard to the most recent financial statements of the Company and all other circumstances that the directors or managers know or ought to know affect or may affect such values, and will not after, among other things, the Share Purchase, become less than the value of its liabilities (including contingent liabilities).

5.3 The Company intends to use internal sources of funds, external borrowings or a combination of internal sources of funds and external borrowings to finance the Share Purchases.

6. FINANCIAL EFFECTS

6.1 If Shares purchased by the Company are cancelled pursuant to Section 76B(5) of the Act, the purchase price paid by the Company for the Shares (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) will correspondingly:

(a) reduce the amount of its share capital where the Shares were purchased or acquired out of the capital of the Company; and

(b) reduce the amount of its share capital and distributable reserves proportionately where the Shares were purchased or acquired out of both the capital and the profits of the Company.

6.2 The amount of funding required for the Company to purchase or acquire its Shares and the financial impact on the Company and the Amara Group arising from Share Purchases which may be made pursuant to the Share Purchase Mandate will depend on, among other things, the aggregate number of Shares purchased or acquired, the consideration paid at the relevant time and the source of funds applied by the Company.

6.3 Based on 576,936,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued and disregarding the 1,800,400 Shares that are held by the Company as treasury shares on or prior to the AGM, the purchase or acquisition by the Company of up to the maximum limit of 10% of its issued Shares will result in the purchase or acquisition by the Company of up to 57,513,560 Shares.

The financial effects of the purchase or acquisition of Shares by the Company set out in this section are on the basis of the purchase or acquisition of 57,513,560 Shares made entirely out of the capital of the Company.

6.4 Assuming that the Company purchases or acquires 57,513,560 Shares at the Maximum Price, the maximum amount of funds required (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) is:

(a) in the case of On-Market Share Purchase, approximately S$24,155,695 based on the Maximum Price of S$0.42 per Share (being the price equivalent to 105% of the Average Closing Price (as defined in Section 3.4(c)) of the Shares; and

(b) in the case of Off-Market Share Purchase, approximately S$27,606,509 based on the Maximum Price of S$0.48 per Share (being the price equivalent to 120% of the Average Closing Price (as defined in Section 3.4(c)) of the Shares.

6.5 On the basis of the assumptions set out above and assuming that (i) such Share Purchase is financed by internal sources; (ii) the Share Purchase Mandate had been effective on 1 January 2015; and (iii) the Company had purchased 57,513,560 Shares (representing 10% of its total number of issued Shares (excluding the Shares held in treasury) as at the Latest Practicable Date), the financial impact of the Share Purchase of 57,513,560 Shares made by the Company pursuant to the Share Purchase Mandate on the audited financial statements of the Amara Group and the Company for FY2015 is set out below:

(a) Purchases made entirely out of capital and held as treasury shares

(i) On-Market Share Purchase

	Amara Group		Company	
As at 31 December 2015	**Before Share Purchase S$'000**	**After Share Purchase S$'000**	**Before Share Purchase S$'000**	**After Share Purchase S$'000**
Profit after Taxation and Non-controlling Interests	14,306	14,306	5,964	5,964
Share Capital	125,646	125,646	125,646	125,646
Treasury Shares	(913)	(25,069)	(913)	(25,069)
Reserves	221,633	221,633	(41,135)	(41,135)
Non-controlling Interests	(131)	(131)	–	–
Total Equity	346,235	322,079	83,598	59,442
NTA[1]	345,037	320,881	83,598	59,442
Current Assets	75,094	50,938	42,863	18,707
Current Liabilities	88,558	88,558	327	327
Working Capital	(13,464)	(37,620)	42,536	18,380
Net Borrowings[2]	273,890	298,046	–	–
Number of Shares[3] ('000)	575,136	517,622	575,136	517,622
Number of Treasury Shares ('000)	1,800[4]	59,314	1,800[4]	59,314
Financial Ratios				
Earnings per Share[5] (cents)	2.49	2.76	1.04	1.15
NTA per Share (S$)	0.60	0.62	0.15	0.11
Gearing Ratio[6] (times)	0.44	0.48	n/m[8]	n/m[8]
Current Ratio[7] (times)	0.85	0.58	n/m[8]	n/m[8]

Notes

(1) NTA is the Total Equity, less any intangible assets and goodwill.

(2) Net Borrowings is the sum of current and non-current external borrowings less cash and bank balances.

(3) Number of Shares is the number of issued Shares (excluding treasury shares) as at the Latest Practicable Date.

(4) Treasury shares held as at the Latest Practicable Date.

(5) For the Earnings per Share computation, treasury shares and shares cancelled are excluded from the weighted average number of shares in issue.

(6) Gearing Ratio is equal to Net Borrowings divided by the sum of Total Equity and Net Borrowings.

(7) Current Ratio is equal to Current Assets divided by Current Liabilities.

(8) Not meaningful.

(ii) Off-Market Share Purchase

As at 31 December 2015	Amara Group Before Share Purchase S$'000	Amara Group After Share Purchase S$'000	Company Before Share Purchase S$'000	Company After Share Purchase S$'000
Profit after Taxation and Non-controlling Interests	14,306	14,306	5,964	5,964
Share Capital	125,646	125,646	125,646	125,646
Treasury Shares	(913)	(28,520)	(913)	(28,520)
Reserves	221,633	221,633	(41,135)	(41,135)
Non-controlling Interests	(131)	(131)	–	–
Total Equity	346,235	318,628	83,598	55,991
NTA[1]	345,037	317,430	83,598	55,991
Current Assets	75,094	47,487	42,863	15,256
Current Liabilities	88,558	88,558	327	327
Working Capital	(13,464)	(41,071)	42,536	14,929
Net Borrowings[2]	273,890	301,497	–	–
Number of Shares[3] ('000)	575,136	517,622	575,136	517,622
Number of Treasury Shares ('000)	1,800[4]	59,314	1,800[4]	59,314
Financial Ratios				
Earnings per Share[5] (cents)	2.49	2.76	1.04	1.15
NTA per Share (S$)	0.60	0.61	0.15	0.11
Gearing Ratio[6] (times)	0.44	0.49	n/m[8]	n/m[8]
Current Ratio[7] (times)	0.85	0.54	n/m[8]	n/m[8]

Notes

(1) NTA is the Total Equity, less any intangible assets and goodwill.

(2) Net Borrowings is the sum of current and non-current external borrowings less cash and bank balances.

(3) Number of Shares is the number of issued Shares (excluding treasury shares) as at the Latest Practicable Date.

(4) Treasury shares held as at the Latest Practicable Date.

(5) For the Earnings per Share computation, treasury shares and shares cancelled are excluded from the weighted average number of shares in issue.

(6) Gearing Ratio is equal to Net Borrowings divided by the sum of Total Equity and Net Borrowings.

(7) Current Ratio is equal to Current Assets divided by Current Liabilities.

(8) Not meaningful.

(b) Purchases made entirely out of capital and cancelled

(i) On-Market Share Purchase

	Amara Group		Company	
As at 31 December 2015	**Before Share Purchase S$'000**	**After Share Purchase S$'000**	**Before Share Purchase S$'000**	**After Share Purchase S$'000**
Profit after Taxation and Non-controlling Interests	14,306	14,306	5,964	5,964
Share Capital	125,646	100,577	125,646	100,577
Treasury Shares	(913)	–	(913)	–
Reserves	221,633	221,633	(41,135)	(41,135)
Non-controlling Interests	(131)	(131)	–	–
Total Equity	346,235	322,079	83,598	59,442
NTA[(1)]	345,037	320,881	83,598	59,442
Current Assets	75,094	50,938	42,863	18,707
Current Liabilities	88,558	88,558	327	327
Working Capital	(13,464)	(37,620)	42,536	18,380
Net Borrowings[(2)]	273,890	298,046	–	–
Number of Shares[(3)] ('000)	575,136	517,622	575,136	517,622
Number of Treasury Shares ('000)	1,800[(4)]	–	1,800[(4)]	–
Financial Ratios				
Earnings per Share[(5)] (cents)	2.49	2.76	1.04	1.15
NTA per Share (S$)	0.60	0.62	0.15	0.11
Gearing Ratio[(6)] (times)	0.44	0.48	n/m[(8)]	n/m[(8)]
Current Ratio[(7)] (times)	0.85	0.58	n/m[(8)]	n/m[(8)]

Notes

(1) NTA is the Total Equity, less any intangible assets and goodwill.

(2) Net Borrowings is the sum of current and non-current external borrowings less cash and bank balances.

(3) Number of Shares is the number of issued Shares (excluding treasury shares) as at the Latest Practicable Date.

(4) Treasury shares held as at the Latest Practicable Date.

(5) For the Earnings per Share computation, treasury shares and shares cancelled are excluded from the weighted average number of shares in issue.

(6) Gearing Ratio is equal to Net Borrowings divided by the sum of Total Equity and Net Borrowings.

(7) Current Ratio is equal to Current Assets divided by Current Liabilities.

(8) Not meaningful.

(ii) Off-Market Share Purchase

As at 31 December 2015	Amara Group Before Share Purchase S$'000	Amara Group After Share Purchase S$'000	Company Before Share Purchase S$'000	Company After Share Purchase S$'000
Profit after Taxation and Non-controlling Interests	14,306	14,306	5,964	5,964
Share Capital	125,646	97,126	125,646	97,126
Treasury Shares	(913)	–	(913)	–
Reserves	221,633	221,633	(41,135)	(41,135)
Non-controlling Interests	(131)	(131)	–	–
Total Equity	346,235	318,628	83,598	55,991
NTA[1]	345,037	317,430	83,598	55,991
Current Assets	75,094	47,487	42,863	15,256
Current Liabilities	88,558	88,558	327	327
Working Capital	(13,464)	(41,071)	42,536	14,929
Net Borrowings[2]	273,890	301,497	–	–
Number of Shares[3] ('000)	575,136	517,622	575,136	517,622
Number of Treasury Shares ('000)	1,800[4]	–	1,800[4]	–
Financial Ratios				
Earnings per Share[5] (cents)	2.49	2.76	1.04	1.15
NTA per Share (S$)	0.60	0.61	0.15	0.11
Gearing Ratio[6] (times)	0.44	0.49	n/m[8]	n/m[8]
Current Ratio[7] (times)	0.85	0.54	n/m[8]	n/m[8]

Notes

(1) NTA is the Total Equity, less any intangible assets and goodwill.

(2) Net Borrowings is the sum of current and non-current external borrowings less cash and bank balances.

(3) Number of Shares is the number of issued Shares (excluding treasury shares) as at the Latest Practicable Date.

(4) Treasury shares held as at the Latest Practicable Date.

(5) For the Earnings per Share computation, treasury shares and shares cancelled are excluded from the weighted average number of shares in issue.

(6) Gearing Ratio is equal to Net Borrowings divided by the sum of Total Equity and Net Borrowings.

(7) Current Ratio is equal to Current Assets divided by Current Liabilities.

(8) Not meaningful.

6.6 As illustrated above, On-Market Share Purchase and Off-Market Share Purchase of a maximum of 57,513,560 Shares will result in an increase in the EPS at the Amara Group level and the Company level. The NTA per Share increase in On-Market Share Purchase and Off-Market Share Purchase at the Amara Group level and decrease in On-Market Share Purchase and Off-Market Share Purchase at the Company level.

6.7 The Directors emphasise that they do not propose to exercise the Share Purchase Mandate to the extent that the liquidity and capital adequacy position of the Amara Group would be materially and adversely affected. The Directors will be prudent in exercising the Share Purchase Mandate only to such extent where the Directors believe will enhance shareholders' value giving consideration to the prevailing market conditions, the financial position of the Amara Group and other relevant factors.

6.8 Shareholders should be aware that the financial effects set out above are based on the assumptions set out above and are only for illustrative purposes. The above analysis is based on historical figures for FY2015 and is not necessarily representative of the Company's or the Amara Group's future financial performance. Although the proposed Share Purchase Mandate would authorise the Company to buy back up to 10% of the total number of issued Shares as at the date the Share Purchase Mandate is obtained, the Company may not necessarily buy back or be able to buy back 10% of the total number of issued Shares in full.

7. TAX IMPLICATIONS ARISING FROM SHARE PURCHASES

Shareholders who are in doubt as to their respective tax positions or tax implications of Share Purchases, or who may be subject to tax whether in or outside Singapore, should consult their own professional advisers.

8. REPORTING REQUIREMENTS

8.1 Notification to ACRA

Within 30 days of the Approval Date, the Company shall lodge a copy of the resolution approving the renewal of the Share Purchase Mandate with ACRA.

The Company shall lodge with ACRA a notice of a Share Purchase within 30 days of the Share Purchase. Such notification shall include the date of the Share Purchase, the total number of Shares purchased or otherwise acquired by the Company, the number of Shares cancelled, the number of treasury shares held, the Company's issued share capital before and after the Share Purchase, the amount of consideration paid by the Company for the Share Purchase, whether the Shares were purchased or acquired out of profits or capital of the Company and such other particulars as may be required in the prescribed form.

8.2 Notification to SGX-ST

The Listing Manual requires a listed company to notify the SGX-ST of all purchases or acquisitions of its Shares not later than 9.00 a.m.:

(a) in the case of an On-Market Share Purchase, on the Market Day following the day on which the On-Market Share Purchase was made, and

(b) in the case of an Off-Market Share Purchase under an equal access scheme, on the second Market Day after the close of acceptance of the offer for the Off-Market Share Purchase.

The notification of such purchase or acquisition of Shares to the SGX-ST shall be in such form and shall include such details that the SGX-ST may prescribe.

9. LISTING MANUAL

9.1 While the Listing Manual does not expressly prohibit any purchase or acquisition of shares by a listed company during any particular time or times, because the listed company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any Share Purchase at any time after any matter or development of a price sensitive nature has occurred or has been the subject of consideration and/or a decision of the Board until such price sensitive information has been publicly announced. In particular, the Company will not undertake any Share Purchase during the period commencing 2 weeks before the announcement of the Company's results for each of the first, second and third quarters of its financial year, or 1 month before the announcement of the Company's annual results, as the case may be, and ending on the date of announcement of the relevant results.

9.2 The Listing Manual requires a listed company to ensure that at least 10% of the total of number of its issued shares excluding treasury shares (excluding preference shares and convertible equity securities) in a class that is listed is at all times held by the public. The term "public" is defined in the Listing Manual to mean persons other than the directors, chief executive officer, Substantial Shareholders or Controlling Shareholders of the company and its subsidiaries, as well as the associates of such persons. As at the Latest Practicable Date, there are 156,934,310 Shares in the hands of public Shareholders, representing approximately 27% of the total number of issued Shares (excluding Shares held in treasury). Assuming the Company exercises the Share Purchase Mandate in full and purchases or acquires 10% of the total number of issued Shares (excluding Shares held in treasury) from the public, the number of Shares in the hands of the public would be reduced to 99,420,750 Shares, representing approximately 19% of the total number of issued Shares (excluding Shares held in treasury).

Accordingly, the Company is of the view that there is a sufficient number of Shares in issue held by public Shareholders which would permit the Company to undertake the Share Purchases up to the full 10% limit pursuant to the Share Purchase Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to affect orderly trading.

10. CODE IMPLICATIONS ARISING FROM SHARE PURCHASES

10.1 If, as a result of any Share Purchase, the proportionate interest in the voting capital of the Company of a Shareholder or persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Code. Consequently, depending on the number of Shares purchased or acquired by the Company and the Company's issued share capital at that time, a Shareholder or group of Shareholders acting in concert with each other could obtain or consolidate effective control of the Company and could become obliged to make an offer under Rule 14.

10.2 Under the Code, persons acting in concert or concert parties comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company to obtain or consolidate effective control of the company. Unless the contrary is established, the Code presumes, among others, the following individuals and companies to be persons acting in concert with each other:

(a) the following companies:

(i) a company;

(ii) the parent company of (i);

(iii) the subsidiaries of (i);

(iv) the fellow subsidiaries of (i);

(v) the associated companies of any of (i), (ii), (iii) or (iv);

(vi) companies whose associated companies include any of (i), (ii), (iii), (iv) or (v); and

(vii) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights; and

(b) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts).

For this purpose, a company is an associated company of another company if the second company owns or controls at least 20% but not more than 50% of the voting rights of the first-mentioned company.

10.3 The circumstances under which Shareholders (including Directors) and persons acting in concert with them respectively will incur an obligation to make a take-over offer under Rule 14 after a purchase or acquisition of Shares by the Company are set out in Appendix 2 of the Code.

10.4 In general terms, the effect of Rule 14 and Appendix 2 is that, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or, in the event that such Directors and their concert parties hold between 30% and 50% of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than 1% in any period of 6 months.

10.5 Under Appendix 2 of the Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Purchase Mandate.

10.6 The interests of the Directors and Substantial Shareholders of the Company in the Shares are disclosed in Section 12 below.

10.7 As at the Latest Practicable Date, our Chief Executive Officer, Albert Teo Hock Chuan, together with our Directors, Susan Teo Geok Tin (who is the sister of Albert Teo Hock Chuan) and Lawrence Mok Kwok Wah (who is the brother-in-law of Albert Teo Hock Chuan and Susan Teo Geok Tin) together with Corinne Teo Siew Bee and Teo Kwee Chuan ("Teo Family") hold, as at the Latest Practicable Date, in aggregate, more than 50% of the total number of issued Shares.

Since the Teo Family already collectively hold more than 50% of the total number of issued Shares, Share Purchases pursuant to the Share Purchase Mandate will not result in any of the Teo Family incurring an obligation to make a mandatory take-over offer under Rule 14 read with Appendix 2 of the Code.

10.8 Taking into account the foregoing and so far as the Company is aware, as at the Latest Practicable Date, assuming (a) the Company purchases the maximum limit of 10% of the total number of issued Shares, and (b) there is no change in the number of Shares held or deemed to be held by the Directors and Substantial Shareholders prior to and after the exercise of the Share Purchase Mandate, none of the Directors and Substantial Shareholders will become obligated to make a mandatory take-over offer under Rule 14 in the event that the Company purchases or acquires the maximum number of 57,513,560 Shares under the Share Purchase Mandate.

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 any Share Purchase by the Company should consult the Securities Industry Council and/or their professional advisers at the earliest opportunity.

11. SHARES PURCHASED DURING THE PREVIOUS 12 MONTHS

As at the Latest Practicable Date, the Company had purchased an aggregate of 890,500 Shares by way of On-Market Share Purchase pursuant to the Share Purchase Mandate approved by the Shareholders at the 2015 AGM. The highest and lowest price paid was S$0.510 and S$0.455 per Share respectively and the total consideration (excluding Goods and Services Tax) paid for all purchases was S$441,137.98.

As at the Latest Practicable Date, 1,800,400 Shares were held as treasury shares.

12. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at the Latest Practicable Date, the interests of Directors and Substantial Shareholders of the Company in the Shares, based on the Company's register of interest of Directors and register of interest of Substantial Shareholders respectively, are as follows:

12.1 Directors' Interests in Shares

	Direct Interest		Indirect/Deemed Interest[1]		Total Interest		
Directors	**Number of Shares**	**%[2]**	**Number of Shares**	**%[2]**	**Number of Shares**	**Before Share Purchase (%)[2]**	**After Share Purchase (%)[3]**
Albert Teo Hock Chuan[4]	14,799,619	2.57	234,468,917	40.77	249,268,536	43.34	48.16
Chang Meng Teng	10,000	n/m[7]	-	-	10,000	n/m[7]	n/m[7]
Susan Teo Geok Tin[5]	14,820,447	2.58	234,458,917	40.77	249,279,364	43.34	48.16
Lawrence Mok Kwok Wah[6]	710,030	0.12	249,558,336	43.39	250,268,366	43.51	48.35
Richard Khoo Boo Yeong	-	-	-	-	-	-	-
Foo Ko Hing	-	-	-	-	-	-	-
Chia Kwok Ping	-	-	-	-	-	-	-

Notes

(1) Deemed interest refers to interests in shares as defined under Section 7 of the Act.

(2) As a percentage of the total number of issued Shares as at the Latest Practicable Date, comprising 575,135,600 Shares (excluding treasury shares which have no voting rights).

(3) As a percentage of the total number of issued Shares, comprising 517,622,040 Shares (assuming that the Company purchases the maximum number of 57,513,560 Shares under the Share Purchase Mandate and excluding treasury shares which have no voting rights).

(4) Albert Teo Hock Chuan's deemed interest arises from his spouse's direct interest in the Company and his and his associates' controlling interest in Firstrust Equity Pte Ltd.

(5) Susan Teo Geok Tin's deemed interest arises from her and her associates' controlling interest in Firstrust Equity Pte Ltd.

(6) Lawrence Mok Kwok Wah's deemed interest arises from his spouse's and her associates' controlling interest in Firstrust Equity Pte Ltd. Additionally, his spouse is directly interested in 15,099,419 Shares.

(7) Not meaningful.

12.2 Substantial Shareholders' Interests in Shares

	Direct Interest		Indirect/Deemed Interest[1]		Total Interest		
Directors	**Number of Shares**	**%[7]**	**Number of Shares**	**%[7]**	**Number of Shares**	**Before Share Purchase (%)[7]**	**After Share Purchase (%)[8]**
Albert Teo Hock Chuan[2]	14,799,619	2.57	234,458,917	40.77	249,258,536	43.34	48.15
Susan Teo Geok Tin[3]	14,820,447	2.58	234,458,917	40.77	249,279,364	43.34	48.16
Corinne Teo Siew Bee[4]	15,099,419	2.63	234,458,917	40.77	249,558,336	43.39	48.21
Teo Kwee Chuan[5]	14,757,449	2.57	234,458,917	40.77	249,216,366	43.33	48.15
Teo Chew Chuan[6]	42,578,500	7.40	3,153,493	0.55	45,731,993	7.95	8.84
Teo Peng Chuan	36,744,419	6.39	-	-	36,744,419	6.39	7.10
Teo Hin Chuan	32,580,997	5.66	-	-	32,580,997	5.66	6.29
Firstrust Equity Pte Ltd	234,458,917	40.77	-	-	234,458,917	40.77	45.30
First Security Pte Ltd[9]	-	-	234,458,917	40.77	234,458,917	40.77	45.30

Notes

(1) Deemed interest refers to interests in shares as defined under Section 7 of the Act.

(2) Albert Teo Hock Chuan's deemed interest arises from his and his associates' controlling interest in Firstrust Equity Pte Ltd.

(3) Susan Teo Geok Tin's deemed interest arises from her and her associates' controlling interest in Firstrust Equity Pte Ltd.

(4) Corinne Teo Siew Bee's deemed interest arises from her and her associates' controlling interest in Firstrust Equity Pte Ltd.

(5) Teo Kwee Chuan's deemed interest arises from his and his associates' controlling interest in Firstrust Equity Pte Ltd.

(6) Teo Chew Chuan's deemed interest arises from the 3,153,493 Shares held by his spouse.

(7) As a percentage of the total number of issued Shares as at the Latest Practicable Date, comprising 575,135,600 Shares (excluding treasury shares which have no voting rights).

(8) As a percentage of the total number of issued Shares, comprising 517,622,040 Shares (assuming that the Company purchases the maximum number of 57,513,560 Shares under the Share Purchase Mandate and excluding treasury shares which have no voting rights).

(9) First Security Pte Ltd's deemed interest arises from its controlling interest in Firstrust Equity Pte Ltd.

12.3 No Other Interest, Whether Direct or Indirect in the Shares

Save as disclosed in this Appendix, the Directors and the Substantial Shareholders of the Company do not have any interest, whether direct or indirect in the Shares.

13. DIRECTORS' RECOMMENDATIONS

The Directors unanimously consider that the proposed renewal of the Share Purchase Mandate is in the interests of the Company and recommend that Shareholders vote in favour of Ordinary Resolution 11 for the proposed renewal of the Share Purchase Mandate as set out in the Notice of the AGM accompanying the Annual Report 2015.

14. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the proposed renewal of the Share Purchase Mandate, the issuer and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading.

15. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company during normal business hours on any weekday (public holidays excepted) up to and including the date of the AGM:

(a) the Constitution of the Company; and

(b) the Annual Report 2015.

Yours faithfully

For and on behalf of the Board of Directors
Amara Holdings Limited

Albert Teo Hock Chuan
Chief Executive Officer