

GOODLAND GROUP LIMITED
(Company Registration No. 200405522N)
(Incorporated in the Republic of Singapore on 6 May 2004)

NOTICE OF EXPIRY OF WARRANTS W160217

TO ALL HOLDERS OF WARRANTS W160217 TO SUBSCRIBE FOR NEW ORDINARY SHARES IN THE CAPITAL OF GOODLAND GROUP LIMITED (THE "COMPANY")

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

Holders of the Company's Warrants W160217 (the "**Warrantholders**") who have sold their Warrants W160217 should immediately upon receipt of a copy of this Notice, send it to the purchaser or to the bank, stockbroker or agent through whom the sale was effected for onward transmission to the purchaser.

In this Notice, the term "**Warrants W160217**" refer to all warrants issued by the Company, the terms of which are constituted in the deed poll executed by the Company on 11 January 2011 (the "**Deed Poll**").

EXPIRY OF WARRANTS W160217 ON 17 FEBRUARY 2016 AT 5.00 P.M.

Warrantholders are reminded that in accordance with the terms and conditions of the Warrants W160217, the rights to subscribe for new ordinary shares in the capital of the Company (the "**New Shares**") comprised in the Warrants W160217 will expire at **5.00 p.m. on Wednesday, 17 February 2016** after which time, any subscription rights comprised in the Warrants W160217 which have not been exercised will lapse and the Warrants W160217 will cease to be valid for any purpose whatsoever.

EXERCISE PRICE

The exercise price of the Warrants W160217 is S\$0.16 for each New Share (the "**Exercise Price**").

PROCEDURE FOR EXERCISE OF WARRANTS W160217

Warrantholders who wish to exercise their subscription rights must do so in accordance with the terms and conditions of the Warrants W160217. In order to exercise the Warrants W160217, a Warrantholder must complete and sign the exercise notice relating to the Warrants W160217 in the prescribed form (the "**Exercise Form**").

A copy of the Exercise Form is attached with this Notice sent out to each Warrantholder today. Copies of the Exercise Form are also can be obtained from the Warrant Agent, B.A.C.S. Private Limited. The address, telephone number and business hours of the Warrant Agent are as follows:-

B.A.C.S. Private Limited
8 Robinson Road #03-00
ASO Building, Singapore 048544
Telephone Number: 6593 4848
Business Hours: 9.00 a.m. to 5.00 p.m. from Mondays to Fridays
(closed on Saturdays, Sundays and Public Holidays)

The completed Exercise Form must be delivered to the Warrant Agent not later than **5.00 p.m. on Wednesday, 17 February 2016** accompanied by the following:-

1. (a) where the Warrants W160217 are not registered in the name of The Central Depository (Pte) Limited ("**CDP**"), the Warrantholder must produce the relevant Warrant certificate(s);
or

(b) where the Warrants W160217 are registered in the name of CDP, Warranholders should note that the exercise of their Warrants is conditional upon, *inter alia*, the number of

Warrants so exercised being available in the "Free Balance" of their securities account with CDP.

2. any such evidence as the Warrant Agent may require to determine or verify the due execution of the Exercise Notice by or on behalf of the exercising Warranholder (including every joint Warranholder, if any);
3. payment of the Exercise Price in Singapore currency by banker's draft or cashier's order drawn on a bank in Singapore made payable to "**GOODLAND GROUP LIMITED**" for the full amount of the monies payable in respect of the aggregate number of Warrants W160217 exercised. Any such remittance shall be accompanied by the delivery to the Warrant Agent of the payment advice referred to below and shall comply with any exchange control or other statutory requirement for the time being applicable.

Payment shall be made free of any foreign exchange commissions, remittance charges or other deductions and shall be accompanied by a payment advice containing:-

- (a) the name of the exercising Warranholder;
 - (b) the number of Warrants W160217 exercised; and
 - (c) if the relevant Warrant certificate is registered in the name of a person other than CDP, the certificate number of the relevant Warrant certificate, or where the relevant Warrant certificate is registered in the name of CDP, the securities account number(s) of the exercising Warranholder from which the number of Warrants W160217 being exercised is to be debited, as the case may be; and
4. any deposit or other fees for the time being chargeable by and payable to CDP, if any, and any stamp issue, registration or other similar taxes or duties arising from the exercise of the Warrants W160217 as the Warrant Agent may require.

Any New Shares arising from such exercise of the Warrants W160217 shall rank *pari passu* in all respects with the then existing Shares of the Company, save for dividends, rights, allotments and other distributions that may be declared or paid, the Record Date of which is before the date of issue of the New Shares. Record Date in this context means, in relation to any dividends, rights, allotments or other distributions, the date on which as at the close of business shareholders of the Company must be registered with the Company or in the case of shareholders whose shares are registered in the name of CDP, with CDP, in order to participate in such dividends, rights, allotments or other distributions.

LAST DAY FOR TRADING IN WARRANTS W160217

The last day for trading in the Warrants W160217 on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") will be 10 February 2016 and trading will cease with effect from 9.00 a.m. on 11 February 2016. The Warrants W160217 will then be de-listed from the Official List of the SGX-ST with effect from 9.00 a.m. on 18 February 2016.

AFTER THE CLOSE OF BUSINESS AT 5.00 P.M. ON 17 FEBRUARY 2016 ANY SUBSCRIPTION RIGHTS UNDER THE WARRANTS W160217 WHICH HAVE NOT BEEN EXERCISED AS AFORESAID WILL LAPSE AND EVERY WARRANT W160217 WILL THEREAFTER CEASE TO BE VALID FOR ANY PURPOSE WHATSOEVER.

By Order of the Board
GOODLAND GROUP LIMITED

Tan Chee Tiong
Chief Executive Officer
15 January 2016