



THE HOUR GLASS THE HOUR GLASS LIMITED

(Incorporated in the Republic of Singapore)
(Co. Reg. No. 197901972D)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 37th Annual General Meeting of the Company will be held at Singapore Marriott Tang Plaza Hotel, Ballroom I, Level 3, 320 Orchard Road, Singapore 238865, on Wednesday, 20 July 2016 at 10.00 a.m. to transact the following business:

AS ORDINARY BUSINESS:

1. To receive and adopt the Directors' Statement, Auditor's Report and Audited Financial Statements for the financial year ended 31 March 2016.
2. To approve the payment of a First and Final Dividend of 2.00 cents per ordinary share (one-tier) for the financial year ended 31 March 2016.
3. (a) To re-appoint the following Directors who retire under the respective resolutions passed at last year's 36th Annual General Meeting pursuant to Section 153(6) of the Companies Act, Chapter 50 of Singapore (which was then in force), as Directors of the Company:
 - (i) Dr Henry Tay Yun Chwan
 - (ii) Dato' Dr Jannie Chan Siew Lee
- (b) To re-elect the following Directors who retire by rotation under Article 99 of the Constitution of the Company:
 - (i) Dr Kenny Chan Swee Kheng
 - (ii) Mr Michael Tay Wee Jin
 - (iii) Mr Philip Eng Heng Nee

(Mr Philip Eng Heng Nee, the Chairman of the Company's Audit Committee, is an independent Director.)
4. To approve the payment of Directors' fees for Non-Executive Directors of up to \$396,000 for the financial year ending 31 March 2017. (2016: \$330,500)
5. To re-appoint Ernst & Young LLP as Auditor and to authorise the Directors to fix its remuneration.

AS SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and the listing rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares of the Company (“**shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares, excluding treasury shares (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued shares, excluding treasury shares (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares, excluding treasury shares, shall be based on the total number of issued shares, excluding treasury shares, at the time that this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards that are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting), the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.”

7. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares of the Company (“**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
- (i) market purchases (each a “**Market Purchase**”) on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”); and/or
 - (ii) off-market purchases (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:
- (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held; and
 - (ii) the date on which purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

(c) in this Resolution:

“**Prescribed Limit**” means that number of issued Shares representing 10% of the issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares); and

“**Maximum Price**” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase, 110% of the Average Closing Price,

where:

“**Average Closing Price**” means the average of the closing market prices of a Share over the last 5 Market Days on which Shares were transacted on the SGX-ST immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, as deemed to be adjusted for any corporate action that occurs after the relevant 5 Market Day period;

“**date of the making of the offer**” means the day on which the Company makes an offer for the purchase or acquisition of Shares from shareholders stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

“**Market Day**” means a day on which the SGX-ST is open for trading in securities; and

- (d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.”

BY ORDER OF THE BOARD

Christine Chan
Company Secretary

4 July 2016
Singapore

Notes:

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member’s form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member’s form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.

2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies must be lodged at the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not less than 48 hours before the time appointed for the Annual General Meeting.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the “**Purposes**”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

Additional information on items of ordinary and special business

- Item 3 Key information on the Directors to be re-appointed/re-elected can be found in the “Board of Directors” and “Corporate Governance” sections of the Annual Report 2016.

Item 3(a)(i) and item 3(a)(ii) are to authorise the continuation of the relevant Director in office, as a Director of the Company, from the date of this Annual General Meeting onwards without limitation in tenure save for prevailing applicable laws, listing rules and/or regulations, including the Company’s Constitution. This is consequent upon the repeal of Section 153 of the Companies Act, Chapter 50 of Singapore, with effect from 3 January 2016. The respective resolutions passed pursuant to Section 153(6) at last year’s Annual General Meeting (as Section 153 was then still in force) could only permit the re-appointment of the relevant Director, being over 70 years of age, to hold office as a Director of the Company, until this Annual General Meeting.

- Item 4 This item is to approve payment of the Directors’ fees for Non-Executive Directors on a current year basis (“FY2017”). The aggregate fees are calculated based on a fee formulation similar to that applied in the prior financial year (please refer to the “Corporate Governance” section of the Annual Report 2016 for more information), taking into account the number of scheduled Board and committee meetings for FY2017, and assuming that all the Non-Executive Directors will hold office for the full period. The amount also includes a buffer to cater for contingencies such as, but are not limited to, *ad hoc* meetings, additional Board committees, etc. In the event the Directors’ fees proposed for FY2017 are insufficient (for example, due to more meetings or enlarged Board size), approval will be sought at next year’s Annual General Meeting for additional fees to meet the shortfall.

- Item 6 This Ordinary Resolution is to empower the Directors, effective until the conclusion of the next Annual General Meeting, to issue shares of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, for such purposes as they consider would be in the interests of the Company, up to a number not exceeding in aggregate 50% of the issued shares (excluding treasury shares), of which up to 20% may be issued other than on a *pro rata* basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the total number of issued shares, excluding treasury shares, will be calculated based on the total number of issued shares, excluding treasury shares, at the time that this Resolution is passed, after adjusting for the conversion or exercise of any convertible securities and share options or vesting of share awards that have been issued or granted (provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual) and which are outstanding or subsisting at the time that this Resolution is passed, and any subsequent bonus issue, consolidation or subdivision of shares.

- Item 7 This Ordinary Resolution is to renew, effective until the date of the next Annual General Meeting, the Share Purchase Mandate for the Company to make purchases or acquisitions of its issued ordinary shares. The Company intends to use internal sources of funds, external borrowings, or a combination of internal resources and external borrowings, to finance purchases or acquisitions of its shares. For illustrative purposes only, the financial effects of an assumed purchase or acquisition by the Company, of 10% of its issued ordinary shares as at 8 June 2016, at a purchase price equivalent to the Maximum Price per share, in the case of a Market Purchase and an Off-Market Purchase respectively, based on the audited financial statements of the Group and the Company for the financial year ended 31 March 2016, and certain other assumptions, are set out in the Company’s letter to shareholders dated 4 July 2016 accompanying this Notice of Annual General Meeting.

LETTER TO SHAREHOLDERS

THE HOUR GLASS LIMITED

(Incorporated in the Republic of Singapore)
(Co. Reg. No. 197901972D)

Registered Office: 302 Orchard Road #11-01, Tong Building, Singapore 238862

To: The shareholders of The Hour Glass Limited
(**"Shareholders"**)

Dear Sir/Madam

1. INTRODUCTION

We refer to item 7 of the Notice of 37th Annual General Meeting of the Company (**"37th AGM"**) which is an Ordinary Resolution (**"Resolution 7"**) to be proposed at the 37th AGM for the renewal of the Company's share purchase mandate (the **"Share Purchase Mandate"**). The purpose of this letter is to provide Shareholders with information relating to Resolution 7.

2. RENEWAL OF THE SHARE PURCHASE MANDATE

- 2.1 **Background.** At the 36th Annual General Meeting of the Company held on 15 July 2015 (**"36th AGM"**), Shareholders had (*inter alia*) approved the renewal of the Share Purchase Mandate. The authority and limitations on the Share Purchase Mandate were set out in a Letter to Shareholders dated 29 June 2015 and the Ordinary Resolution relating to the Share Purchase Mandate was set out in the Notice of 36th AGM. The Share Purchase Mandate was expressed to take effect from the passing of the Ordinary Resolution at the 36th AGM and continue in force until the date of the next Annual General Meeting of the Company and, as such, will be expiring on 20 July 2016, being the date of the forthcoming 37th AGM.

Although the Company has not undertaken any purchases or acquisitions of its ordinary shares (**"Shares"**) pursuant to the authority conferred by the Share Purchase Mandate approved by Shareholders at the 36th AGM, it is proposed nonetheless that the Share Purchase Mandate be renewed at the 37th AGM.

Any purchase or acquisition of its Shares by the Company has to be made in accordance with, and in the manner prescribed by, the Companies Act, Chapter 50 of Singapore (the **"Companies Act"**), the listing rules of Singapore Exchange Securities Trading Limited (the **"SGX-ST"**) and such other laws and regulations as may for the time being be applicable. During the validity period of the Share Purchase Mandate, the Directors of the Company (the **"Directors"**) may exercise the authority conferred by the Share Purchase Mandate from time to time or at any time, in accordance with its terms, to purchase or otherwise acquire issued Shares.

Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Purchase Mandate would only be made in circumstances where it is considered to be in the best interests of the Company. It should also be noted that purchases or acquisitions pursuant to the Share Purchase Mandate may not be carried out to the full extent mandated, or to such an extent that would, or in circumstances which might, result in a material adverse effect on the financial position of the Company, or the Company and its subsidiaries (the **"Group"**), or result in the Company being delisted from the SGX-ST.

2.2 **Rationale and benefit.** The renewal of the Share Purchase Mandate will give the Company the flexibility to undertake purchases or acquisitions of its issued Shares at any time, subject to market conditions, during the period when the Share Purchase Mandate is in force. Share purchases or acquisitions provide the Company with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements, in an expedient and cost-efficient manner, and the opportunity to purchase or acquire Shares when such Shares are undervalued. Share purchases or acquisitions will also allow the Directors greater flexibility over the Company's share capital structure with a view to enhancing the earnings and/or net asset value per Share.

2.3 **Authority and limits.** The authority and limits placed on the Share Purchase Mandate for which renewal is sought are summarised below.

(a) **Maximum number of Shares**

Only issued Shares may be purchased or otherwise acquired by the Company pursuant to the authority conferred by the Share Purchase Mandate. The total number of issued Shares that may be purchased or acquired must not exceed that number representing 10% of the issued Shares as at the date on which the renewal of the Share Purchase Mandate is approved, being the date of the 37th AGM (the "**Approval Date**"), excluding any Shares held as treasury shares. Under the Companies Act, any Shares which are held as treasury shares will be disregarded for purposes of computing the 10% limit.

As at 8 June 2016 (the "**Latest Practicable Date**"), the capital of the Company comprised 705,011,880 issued Shares, none of which were held as treasury shares. Purely for illustrative purposes, on the basis of 705,011,880 issued Shares as at the Latest Practicable Date, and assuming that no further Shares are issued and no Shares are held as treasury shares prior to the 37th AGM, not more than 70,501,188 Shares (representing 10% of the issued Shares as at that date) may be purchased or acquired by the Company pursuant to the renewed Share Purchase Mandate.

(b) **Duration of authority**

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the Approval Date (unless the authority contained in the Share Purchase Mandate is thereafter revoked or varied by the Company in general meeting) up to the earlier of:

- (i) the date (being a date after the Approval Date) on which the next Annual General Meeting of the Company is held or required by law to be held; and
- (ii) the date (being a date after the Approval Date) on which purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated.

(c) **Manner of purchase or acquisition**

Purchases or acquisitions of Shares may be made by way of:

- (i) market purchases ("**Market Purchases**"); and/or
- (ii) off-market purchases in accordance with an equal access scheme ("**Off-Market Purchases**").

Market Purchases refer to purchases or acquisitions of Shares by the Company effected on the SGX-ST through one or more duly licensed stockbrokers appointed by the Company for the purpose.

Off-Market Purchases refer to purchases or acquisitions of Shares by the Company made under an equal access scheme or schemes for the purchase or acquisition of Shares from Shareholders. The Directors may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the listing rules of the SGX-ST and the Companies Act as they consider fit in the interests of the Company in connection with or in relation to an equal access scheme or schemes. Under the Companies Act, an equal access scheme must, however, satisfy all the following conditions:

- (I) offers for the purchase or acquisition of issued Shares shall be made to every person who holds issued Shares to purchase or acquire the same percentage of their issued Shares;
- (II) all of those persons shall be given a reasonable opportunity to accept the offers made; and
- (III) the terms of all the offers are 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; and
 - (bb) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

Additionally, the Listing Manual of the SGX-ST (the “**Listing Manual**”) provides that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which must contain, *inter alia*, the following information:

- (1) the terms and conditions of the offer;
- (2) the period and procedures for acceptances;
- (3) the reasons for the proposed Share purchases;
- (4) the consequences, if any, of Share purchases by the Company that will arise under the Singapore Code on Take-overs and Mergers (the “**Take-over Code**”) or other applicable take-over rules;
- (5) whether the Share purchases, if made, would have any effect on the listing of the Shares on the SGX-ST;
- (6) details of any Share purchases made by the Company in the previous 12 months (whether Market Purchases or Off-Market Purchases), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and
- (7) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

(d) **Maximum purchase price**

The purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors. However, the purchase price must not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase, 110% of the Average Closing Price,

in either case (the “**Maximum Price**”), excluding related expenses of the purchase or acquisition.

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 Shares were transacted on the SGX-ST immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, as deemed to be adjusted for any corporate action that occurs after the relevant 5 Market Day period;

“**date of the making of the offer**” means the day on which the Company makes an offer for the purchase or acquisition of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

“**Market Day**” means a day on which the SGX-ST is open for trading in securities.

2.4 **Status of purchased or acquired Shares.** Under the Companies Act, the Shares purchased or acquired by the Company shall, unless held by the Company as treasury shares, be deemed cancelled immediately upon purchase or acquisition, and all rights and privileges attached to the Shares shall expire on cancellation. The total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company which are cancelled and are not held as treasury shares.

2.5 **Treasury shares.** Under the Companies Act, the Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies 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.

(b) **Voting and other rights**

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies 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 treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. A subdivision or consolidation of any treasury share is also allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

(c) **Disposal and cancellation**

Where Shares purchased or acquired by the Company are held as treasury shares, the Company may at any time (but subject always to the Take-over Code):

- (i) sell the treasury shares for cash;
- (ii) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for employees, directors or other persons;
- (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.

Under the Listing Manual, immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares (in each case, the “usage”). Such announcement must include details such as the date of the usage, the purpose of the usage, the number of treasury shares of the usage, the number of treasury shares before and after the usage, the percentage of the number of treasury shares of the usage against the total number of issued shares (of the same class as the treasury shares) which are listed on the SGX-ST before and after the usage, and the value of the treasury shares of the usage.

- 2.6 **Source of funds.** In purchasing or acquiring Shares, the Company may only apply funds legally available for such purchase or acquisition in accordance with the Constitution of the Company and applicable laws in Singapore. Any payment made by the Company in consideration of the purchase or acquisition of Shares may be made out of the capital and/or profits of the Company, so long as the Company is solvent. The Company intends to use internal sources of funds, external borrowings, or a combination of internal resources and external borrowings, to finance purchases or acquisitions of its Shares.
- 2.7 **Financial effects.** The financial effects on the Group and the Company arising from purchases or acquisitions of Shares which may be made pursuant to the renewed Share Purchase Mandate will depend on, *inter alia*, the aggregate number of Shares purchased or acquired and the consideration paid at the relevant time. The financial effects on the Group and the Company based on the audited financial statements of the Group and the Company for the financial year ended 31 March 2016 are based on the assumptions set out below.

(a) ***Purchase or acquisition out of capital and/or profits***

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company’s profits and/or capital so long as the Company is solvent.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

(b) ***Maximum Price paid for Shares purchased or acquired***

Based on 705,011,880 issued Shares (none of which were treasury shares) as at the Latest Practicable Date, the exercise in full of the Share Purchase Mandate, on the Latest Practicable Date, would result in the purchase or acquisition of 70,501,188 Shares, representing 10% of the issued Shares. In the case of Market Purchases by the Company, and assuming that the Company purchases or acquires, on the Latest Practicable Date, the 70,501,188 Shares at the Maximum Price of \$0.84 for each Share (being the price equivalent to 5% above the Average Closing Price), the amount of funds required would be \$59.22 million. In the case of an Off-Market Purchase by the Company, and assuming that the Company purchases or acquires, on the Latest Practicable Date, the 70,501,188 Shares at the Maximum Price of \$0.88 for each Share (being the price equivalent to 10% above the Average Closing Price), the amount of funds required would be \$62.04 million.

Purely for illustrative purposes, on the basis of the foregoing assumptions, and based on the audited financial statements of the Group and the Company for the financial year ended 31 March 2016, and assuming that (i) purchases or acquisitions of Shares are made to the extent as aforesaid; (ii) such purchases or acquisitions were funded wholly by internal resources; (iii) the total number of Shares issued as at 1 April 2015 is 705,011,880 and no Shares are issued between 1 April 2015 and the Latest Practicable Date; (iv) the Share Purchase Mandate had been effective on 1 April 2015; and (v) the Company had purchased or acquired the 70,501,188 Shares (representing 10% of the issued Shares at the Latest Practicable Date) on 1 April 2015, the financial effects of the purchase or acquisition of such Shares by the Company on the audited financial statements of the Group and the Company for the financial year ended 31 March 2016 are set out below.

MARKET AND OFF-MARKET PURCHASES

	GROUP		
	Before Share Purchase \$'000	After Market Purchase (1) \$'000	After Off-Market Purchase (1) \$'000
<u>As at 31 March 2016</u>			
Equity attributable to owners of the Company	439,872	380,651	377,831
Net tangible assets (NTA)	435,253	376,032	373,212
Current assets	430,010	370,789	367,969
Current liabilities	88,370	88,370	88,370
Total loans and borrowings	63,422	63,422	63,422
Cash and cash equivalents	93,898	34,677	31,857
Profit attributable to owners of the Company	52,324	52,324	52,324
No. of Shares as at 8 June 2016 ('000)	705,012	634,511	634,511
<u>Financial ratios</u>			
NTA per Share (\$)	(2) 0.62	0.59	0.59
Gearing (%)	(3) 14.42	16.66	16.79
Current ratio (times)	(4) 4.87	4.20	4.16
Earnings per Share (cents)	(5) 7.42	8.25	8.25
	COMPANY		
	Before Share Purchase \$'000	After Market Purchase (1) \$'000	After Off-Market Purchase (1) \$'000
<u>As at 31 March 2016</u>			
Equity attributable to owners of the Company	253,575	194,354	191,534
Net tangible assets (NTA)	253,419	194,198	191,378
Current assets	229,239	197,147	197,147
Current liabilities	57,811	84,940	87,760
Total loans and borrowings	36,000	36,000	36,000
Cash and cash equivalents	32,092	–	–
Profit attributable to owners of the Company	28,335	28,335	28,335
No. of Shares as at 8 June 2016 ('000)	705,012	634,511	634,511
<u>Financial ratios</u>			
NTA per Share (\$)	(2) 0.36	0.31	0.30
Gearing (%)	(3) 14.20	18.52	18.80
Current ratio (times)	(4) 3.97	2.32	2.25
Earnings per Share (cents)	(5) 4.02	4.47	4.47

Notes:

- (1) The disclosed financial effects remain the same irrespective of whether (i) the purchase or acquisition of Shares is effected out of capital or profits, or (ii) the purchased or acquired Shares are held in treasury or cancelled.
- (2) Equity attributable to owners of the Company excludes non-controlling interest. NTA per Share equals equity attributable to owners of the Company (excluding non-controlling interest) less intangible assets divided by number of issued Shares.
- (3) Gearing equals total loans and borrowings divided by equity attributable to owners of the Company.
- (4) Current ratio equals current assets divided by current liabilities.
- (5) Earnings per Share equals equity attributable to owners of the Company divided by number of issued Shares.

As illustrated in the foregoing tables, a Market Purchase or an Off-Market Purchase of the 70,501,188 Shares will have the effect of reducing the working capital and the NTA of the Company and the Group by the dollar value of the Shares purchased. In the case of the Market Purchase, the consolidated NTA per Share as at 31 March 2016 would decrease from \$0.62 to \$0.59, and the consolidated basic earnings per Share of the Group for the financial year ended 31 March 2016 would increase from 7.42 cents to 8.25 cents per Share. In the case of the Off-Market Purchase, the consolidated NTA per Share as at 31 March 2016 would decrease from \$0.62 to \$0.59, and the consolidated basic earnings per Share of the Group for the financial year ended 31 March 2016 would increase from 7.42 cents to 8.25 cents per Share. The said disclosed financial effects remain the same irrespective of whether the purchase or acquisition of the Shares are effected out of capital or profits or whether the purchased or acquired Shares are held in treasury or are cancelled.

SHAREHOLDERS SHOULD NOTE THAT THE FOREGOING FINANCIAL EFFECTS, BASED ON THE RESPECTIVE AFOREMENTIONED ASSUMPTIONS, ARE FOR ILLUSTRATIVE PURPOSES ONLY. In particular, Shareholders should note that the foregoing illustration is based on historical financial year 2016 numbers and is not necessarily reflective of future financial performance. It is not possible for the Company to realistically calculate or quantify the impact of purchases or acquisitions that may be made pursuant to the Share Purchase Mandate on the NTA and earnings per Share as the resultant effect would depend on factors such as the aggregate number of Shares purchased, the purchase prices paid at the relevant time, and the amount (if any) borrowed by the Company to fund the purchases or acquisitions. In addition, the Company may cancel or hold in treasury all or part of the Shares so purchased or acquired.

- 2.8 **Taxation.** Shareholders who are in doubt as to their respective tax positions or any tax implications, or who may be subject to tax in a jurisdiction outside Singapore, should consult their own professional advisers.
- 2.9 **Listing status of the Shares.** The Listing Manual provides that a listed company shall ensure that at least 10% of its equity securities (excluding treasury shares, preference shares and convertible equity securities) are held by public shareholders at all times. As there is a public float of approximately 30.05% in the issued Shares as at the Latest Practicable Date, the Company is of the view that there is, as of that date, a sufficient number of the Shares in public hands that would permit the Company to potentially undertake purchases of its Shares through Market Purchases up to the full 10% limit pursuant to the Share Purchase Mandate without adversely affecting the listing status of the Shares on the SGX-ST. Additionally, the Company will consider investor interests when maintaining a liquid market in its securities, and will ensure that there is a sufficient float for an orderly market in its securities when purchasing its issued Shares.
- 2.10 **Listing rules.** Any purchase or acquisition by the Company of its issued Shares pursuant to the Share Purchase Mandate will be reported by the Company in accordance with prevailing reporting requirements of the SGX-ST. Currently, the Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (a) in the case of a market purchase, on the Market Day following the day of purchase or acquisition of any of its shares, and (b) in the case of an off-market purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer. Such announcement (which

must be in the form prescribed by the Listing Manual) must include details such as the date of the purchase, the total number of shares purchased, the purchase price per share or the highest and lowest prices paid for such shares, as applicable, and the total consideration (including stamp duties and clearing charges) paid or payable for the shares.

The Listing Manual currently restricts a listed company from purchasing shares by way of market purchases at a price per share which is more than 5% above the “average closing price”, being the average of the closing market prices of the shares over the last 5 Market Days on which transactions in the shares were recorded, before the day on which the purchases were made, as deemed to be adjusted for any corporate action that occurs after the relevant 5-day period. The Maximum Price for a Share in relation to Market Purchases referred to in Paragraph 2.3 above complies with this requirement. Although the Listing Manual does not prescribe a maximum price in relation to purchases of shares by way of off-market purchases, the Company has set a cap of 10% above the “average closing price” as the Maximum Price for a Share to be purchased or acquired by way of an Off-Market Purchase.

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 purchase or acquisition of Shares pursuant to the Share Purchase Mandate 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 of Directors until such price sensitive information has been publicly announced. In particular, in line with the Company’s internal guide on securities dealings, the Company will not purchase or acquire Shares through Market Purchases during a period of two weeks immediately preceding the announcement of the Company’s results for each of the first three quarters of its financial year, or one month immediately preceding the announcement of the Company’s full-year results, as the case may be.

2.11 Take-over implications. 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 of the Take-over Code after a purchase or acquisition of Shares by the Company are set out in Appendix 2 of the Take-over Code (“**R14-Appendix**”). These take-over implications are summarised below.

(a) *Obligation to make a take-over offer*

If, as a result of any purchase or acquisition by the Company of its issued Shares, a Shareholder’s proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. Consequently, a Shareholder or a group of Shareholders acting in concert with a Director could obtain or consolidate effective control of the Company and become obliged to make a take-over offer under Rule 14 of the Take-over Code.

(b) *Persons acting in concert*

Under the Take-over Code, persons acting in concert 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 control of that company. Unless the contrary is established, the following persons (*inter alia*) will be presumed to be acting in concert: (i) 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); and (ii) a company, its parent, subsidiaries and fellow subsidiaries, and their associated companies, and companies of which such companies are associated companies, all with each other, and 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. For this purpose, ownership or control of at least 20% but not more than 50% of the equity share capital of a company will be regarded as the test of associated company status.

(c) **Effect of Rule 14 and R14-Appendix**

Under R14-Appendix, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company 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 6 months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Purchase Mandate.

In relation to Directors and persons acting in concert with them, R14-Appendix provides that unless exempted (or if exempted, such exemption is subsequently revoked), Directors and persons acting in concert with them will incur an obligation to make a take-over offer if, as a result of a purchase or acquisition of Shares by the Company the percentage of voting rights held by such Directors and their concert parties in the Company increases to 30% or more, or, if they together hold between 30% and 50% of the Company's voting rights, their voting rights increase by more than 1% in any period of 6 months. In calculating the percentages of voting rights of such Directors and their concert parties, treasury shares shall be excluded.

SHAREHOLDERS WHO ARE IN DOUBT AS TO THEIR OBLIGATIONS, IF ANY, TO MAKE A MANDATORY TAKE-OVER OFFER AS A RESULT OF ANY PURCHASE OR ACQUISITION OF SHARES BY THE COMPANY SHOULD CONSULT THE SECURITIES INDUSTRY COUNCIL AND/OR THEIR PROFESSIONAL ADVISERS AT THE EARLIEST OPPORTUNITY.

As at the Latest Practicable Date, Dr Henry Tay Yun Chwan ("**HT**"), the Executive Chairman of the Company, and Dato' Dr Jannie Chan Siew Lee ("**JCSL**"), a Non-Independent Non-Executive Director of the Company, together with companies which he, she and/or they control, namely (a) TYC Investment Pte Ltd ("**TYC**") and AMSTAY Pte Ltd ("**Amstay**") in HT's case, and (b) TYC, in JCSL's case, were collectively interested in 424,434,059 Shares (representing approximately 60.20% of the issued Shares) and 341,390,969 Shares (representing approximately 48.42% of the issued Shares), respectively. As at that date, HT was directly interested in an aggregate of 56,687,668 Shares, representing approximately 8.04% of the issued Shares, and JCSL was directly interested in 10,525,778 Shares, representing approximately 1.49% of the issued Shares. HT is also a director of TYC and Amstay, and JCSL is also a director of TYC.

As at the Latest Practicable Date, Dr Kenny Chan Swee Kheng ("**KC**") and Mr Michael Tay Wee Jin ("**MT**") are the Company's Group Managing Directors. As at that date, KC had a direct interest in 2,725,497 Shares and a deemed interest in 448,878 Shares, representing in aggregate approximately 0.45% of the issued Shares, and MT held 1,804,098 Shares representing approximately 0.26% of the issued Shares. KC is the brother of JCSL. MT is the son of HT and JCSL, and (as at the Latest Practicable Date) is also a director of Amstay.

Under the Take-over Code, unless the contrary is established, the Directors who are also directors of TYC and/or Amstay, the close relatives of such Directors and the related corporations of these companies, would be presumed to be persons acting in concert with them. Additionally, as TYC and Amstay and the Directors presumed to be acting in concert with them collectively already hold more than 50% of the issued voting share capital of the Company, purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate will not result in the Directors (or any of them) and/or TYC and Amstay incurring an obligation to make a mandatory take-over offer under Rule 14 read with R14-Appendix of the Take-over Code.

Save as disclosed above, the Directors are not aware of any facts or factors which suggest or imply that any particular person(s) and/or Shareholder(s) are, or may be regarded as parties acting in concert such that their respective interests in issued voting shares of the Company should or ought to be consolidated, and consequences under the Take-over Code would ensue as a result of a purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate.

3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the Directors and substantial shareholders of the Company in the issued share capital of the Company can be found on page 32 and page 96, respectively, of the Company's Annual Report 2016.

4. RECOMMENDATION

The Directors are of the opinion, for the reasons set out in Paragraph 2.2 above, that the renewal of the Share Purchase Mandate is in the best interests of the Company. They accordingly recommend that Shareholders vote in favour of Resolution 7 relating to the renewal of the Share Purchase Mandate at the forthcoming 37th AGM.

5. RESPONSIBILITY STATEMENT

5.1 **Directors' responsibility.** The Directors collectively and individually accept full responsibility for the accuracy of the information given in this letter and confirm after having made all reasonable enquiries that, to the best of their knowledge and belief, this letter constitutes full and true disclosure of all material facts about the proposal to renew the Share Purchase Mandate at the 37th AGM, and the Company and its subsidiaries which are relevant to the proposed renewal of the Share Purchase Mandate, and the Directors are not aware of any facts the omission of which would make any statement in this letter misleading. Where information in this letter 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 letter in its proper form and context.

5.2 **Disclaimer.** The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed in this letter. Shareholders who are in any doubt as to the action they should take should consult their stockbrokers or other professional advisers immediately.

Yours faithfully
THE HOUR GLASS LIMITED

Dr Henry Tay Yun Chwan
Executive Chairman

Singapore, 4 July 2016