

## BLUMONT GROUP LTD.

(Company Registration No. 199302554G)  
(Incorporated in the Republic of Singapore)

### Third Supplementary Bidder's Statement

#### 1 INTRODUCTION

This document is the third supplementary bidder's statement (**Third Supplementary Bidder's Statement**) to the bidder's statement dated 21 March 2014 (**Bidder's Statement**) issued by Blumont Group Ltd. (**Blumont**) in relation to its off-market takeover bid for all the ordinary shares in Genesis Resources Limited (**Genesis**). This Third Supplementary Bidder's Statement is dated 2 May 2014.

This Third Supplementary Bidder's Statement supplements and should be read together with the Bidder's Statement, as well as the first supplementary bidder's statement by Blumont dated 4 April 2014 (**First Supplementary Bidder's Statement**) and the second supplementary bidder's statement by Blumont dated 22 April 2014 (**Second Supplementary Bidder's Statement**).

A copy of this Third Supplementary Bidder's Statement has been lodged with ASIC and the ASX on 2 May 2014. Neither ASIC, the ASX nor any of their officers, take any responsibility for the contents of this Third Supplementary Bidder's Statement. A copy of this Third Supplementary Bidder's Statement will also be released by Blumont on SGXNET in Singapore. The SGX assumes no responsibility for the correctness of any of the statements, reports contained/referred to or opinions expressed in this Third Supplementary Bidder's Statement.

Capitalised terms in this Third Supplementary Bidder's Statement have the same meaning as that in the Bidder's Statement unless the context requires otherwise.

#### 2 ASSISTANCE WITH INVESTIGATIONS

On 2 April 2014, and as previously disclosed by Blumont in the First Supplementary Bidder's Statement, Blumont announced the Blumont Group's assistance with the investigations by the Commercial Affairs Department of the Singapore Police Force (**CAD**) into a possible offence under the *Securities and Futures Act* (Chapter 289) of Singapore (**SFA**) (**Initial Announcement**).

Further to the Initial Announcement, the Blumont Board advises that Blumont and G1 Investments Pte Ltd (**G1 Investments**) have each received a further notice dated 29 April 2014 from the CAD requiring their respective assistance with the CAD's investigations into a possible offence under the SFA.

The CAD has requested Blumont provide access to the following:

- (a) all accounting records from 1 January 2011 to 31 March 2014;
- (b) all minutes of meetings and resolutions for the period from 1 January 2011 to 31 March 2014;

- (c) all documents relating to the following announcements made by Blumont:
  - (i) proposed investment and takeover bid for all the fully paid ordinary shares of Cokal Limited;
  - (ii) proposed acquisition of Hudson Minerals Holdings Pte. Ltd.;
  - (iii) proposed acquisition of Powerlite Ventures Limited;
  - (iv) proposed investment in Resource Generation Limited;
  - (v) results warning for the second quarter ended June 2013 announced on SGX-ST on 19 July 2013; and
- (d) any other relevant documents.

Blumont notes that the business and operations of Blumont are not affected by the investigations and will continue as normal.

### **3 CHANGES IN BLUMONT DIRECTORS AND DIRECTORS' INTERESTS**

Blumont notes that Mr Ng Kim Huatt was appointed to the Blumont Board as an independent director on 23 April 2014. Mr Ng was also appointed as a member of the Audit Committee, Remuneration Committee and the Nominating Committee of Blumont with effect from 23 April 2014. Mr Ng has substantial experience in the private sector. He is currently the Deputy Chief Executive Officer of a private Malaysian company in the property, construction and oil and gas sectors. He has held a number of senior roles, including as director of Spencon Development Company, a subsidiary of Spencon International Ltd, and as General Manager (Head of Malaysian Operations) of MCL Land Ltd, a subsidiary of Jardine Cycle and Carriage Limited, a company listed on the SGX. Mr Ng holds a Bachelors Degree in Civil Engineering from the University of Canterbury, New Zealand.

Further to the disclosure in Section 5 of the Second Supplementary Bidder's Statement, the appointment of Mr Ng as the third member of the Audit Committee means that Blumont is now compliant with the requirement under Rule 704(8) of the SGX Listing Manual relating to the minimum number of independent directors on the Audit Committee.

Blumont advises that at Blumont's Annual General Meeting held on 30 April 2014 (**AGM**), Mr Ng and Mr Lim Huan Kim were re-elected, and Mr Goh Boon Kok was re-appointed, as directors of the Blumont Board. Blumont further advises that Mr Neo Kim Hock did not seek re-election as Chairman and director of Blumont at the AGM, and his position on the Blumont Board therefore expired on 30 April 2014 at the conclusion of the AGM.

As at the date of this Third Supplementary Bidder's Statement, Blumont's Board consists of the following directors:

- (a) Mr James Hong Gee Ho (Executive and Non-Independent);
- (b) Mr Goh Boon Kok (Non-Executive and Lead Independent);
- (c) Mr Calvin Lim Huan Kim (Non-Executive and Independent); and
- (d) Mr Ng Kim Huatt (Non-Executive and Independent).

Blumont further advises that Mr James Hong Gee Ho's interest in Blumont Shares has changed since the date of the Bidder's Statement. The Blumont Directors' interests as at the date of the Third Supplementary Bidder's Statement are set out in the table below.

Name of Director	Direct Shares	Interest %	Deemed Shares	Interest %
Mr James Hong Gee Ho, Executive Director	-	-	2,500,000	0.097%
Mr Goh Boon Kok, Lead Independent Director	-	-	4,500,000	0.174%
Mr Calvin Lim Huan Kim, Independent Director	1,700,000	0.066%	-	-
Mr Ng Kim Huatt, Independent Director	-	-	-	-

#### 4 UPDATE ON CONDITIONS

Blumont has agreed to a request made by Genesis to increase the facility limit under Genesis' Existing Loan Agreement with Axle Capital Sdn Bhd from A\$3 million to A\$7 million. As set out in Section 11.5(q)(i) of the Bidder's Statement, Blumont notes that one of the Conditions of the Offer is that no additional amounts are drawn down by Genesis under any of the Existing Loan Agreements (**Existing Loan Agreements Condition**).

In light of this, and further to the current waiver of the Existing Loan Agreements Condition referred to in Section 11.6(e) of the Bidder's Statement, Blumont now agrees to waive the Existing Loan Agreements Condition in respect of aggregate draw downs under the Existing Loan Agreements of up to A\$9 million.

Blumont also confirms that the Condition referred to in Section 11.5(p)(iv) has been fulfilled. Attached is a notice under section 630(4) of the Corporations Act.

#### 5 UPDATE ON MERLIN TAKEOVER BID

On 24 April 2012, Blumont lodged its bidder's statement with ASIC and the ASX in relation to the Merlin Takeover Bid (**Merlin Bidder's Statement**). The Merlin Takeover Bid opened on 28 April 2014.

On 23 April 2014, Blumont announced that it had increased the offer consideration under the Merlin Takeover Bid to 5 Blumont Shares for every 1 Merlin Share (**Amended Merlin Offer**), an increase from the initial offer consideration of 5.7 Blumont Shares for every 2 Merlin Shares (**Initial Merlin Offer**). Blumont and Merlin entered into a deed of amendment of the Merlin Bid Implementation Deed on 23 April 2014 (**Merlin Deed of Amendment**). Under the Merlin Deed of Amendment, Blumont and Merlin agreed to extend the offer period to three months so that is currently scheduled to close on 31 July 2013 (subject to any extension or withdrawal as permitted under the Corporations Act). In addition, Merlin agreed to vary its right to terminate the Merlin Bid Implementation Deed in the event of a fall in the Blumont Share price (as referred to in section 12.12(a)(ix)(C)(c) of the Bidder's Statement) so that Merlin will only be able to exercise this right if Blumont's VWAP falls below S\$0.03 for a period of 5 consecutive trading days.

Genesis Shareholders should note that, as a result of the Amended Merlin Offer, if all Merlin shareholders accept the Amended Merlin Offer, the maximum number of Blumont Shares that will be issued has increased from approximately 1,021 million Blumont Shares under the Initial

Merlin Offer to approximately 1,792 million Blumont Shares in the Amended Merlin Offer (which, at the date of this Third Supplementary Bidder's Statement, constitutes approximately 33.89% of all Blumont Shares in issue, including those that could be issued under the Genesis Takeover Bid and the Merlin Takeover Bid).

Blumont advises that it has waived its rights in respect of the non-satisfaction of the condition set out in Section 12.12(a)(iii)(B)(m) of the Bidder's Statement regarding the fall in Blumont's Share price for the period prior to the start of the offer period under the Merlin Bidder's Statement. Further, Blumont notes that it will not seek to rely on the non-satisfaction of this condition unless the Blumont VWAP falls below S\$0.0272.

Blumont also advises that it has agreed to waive the condition referred to Section 12.12(a)(iii)(B)(o) of the Bidder's Statement to the extent only that it relates to the completion of certain placements announced by Merlin on ASX on 17 February 2014 and 20 February 2014.


## **6 ENQUIRIES**

Please contact the Blumont Offer Information Line on 1300 459 512 (for callers within Australia) or +61 3 9415 4290 (for callers outside of Australia) if you have any questions in relation to our Offer or this Third Supplementary Bidder's Statement.

**APPROVAL OF THIRD SUPPLEMENTARY BIDDER'S STATEMENT**

This Third Supplementary Bidder's Statement has been approved by a unanimous resolution passed at a meeting of the directors of Blumont.

Signed for and on behalf of Blumont by Mr. James Hong Gee Ho, being a director of Blumont, who is authorised to sign by a resolution passed at a meeting of the directors of Blumont.



.....

Mr. James Hong Gee Ho  
Director

Dated: 2 May 2014

**Notice of fulfilment of a condition under section 630(4)**

To: Genesis Resources Limited  
ASX Ltd

This is a notice given by Blumont Group Ltd. (**Blumont**) given under section 630(4) of the *Corporations Act 2001* (Cth) in relation to its offers for all the ordinary shares in Genesis Resources Limited under its bidder's statement dated 21 March 2014 (**Bidder's Statement**).

Blumont gives notice that the condition set out in **section 11.5(p)(iv)** ('Plavica Concessions') of the Bidder's Statement has been fulfilled.

Signed for and on behalf of Blumont Group Ltd.



---

Mr. James Hong Gee Ho  
Director

Dated: 2 May 2014