

## APPENDIX 1

### SUMMARY SHEET FOR RENEWAL OF SHARES PURCHASE MANDATE

The SGX-ST assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Appendix. If you are in doubt as to the action that you should take, you should consult your stockbroker or other professional adviser immediately.

#### (A) Shares Purchased In The Previous Twelve Months

Pursuant to the Share Purchase Mandate obtained at the Annual General Meeting on 27 April 2016, the Company had not bought back any issued ordinary shares in the capital of the Company (the “Shares”) by way of market or off-market acquisitions.

#### (B) Renewal Of The Shares Purchase Mandate

The Ordinary Resolution No. 8 passed at the Annual General Meeting, will renew the Shares Purchase Mandate approved by the shareholders of the Company from the date of the Annual General Meeting until the date that the next Annual General Meeting of the Company is held or is required by law to be held, whichever is the earlier.

#### (C) Rationale For The Shares Purchase Mandate

1. Short-term speculation may at times cause the market price of the Company’s Shares to be depressed below the true value of the Company and the Group. The proposed Shares Purchase Mandate will provide the Directors with the means to restore investors’ confidence and to protect existing shareholders’ investments in the Company in a depressed share-price situation through judicious Shares purchases to enhance the earnings per Share and/or the net asset value per Share. The Shares purchases will enhance the net asset value per Share if the Shares purchases are made at a price below the net asset value per Share.
2. The proposed Shares Purchase Mandate will also provide the Company with an expedient and cost-effective mechanism to facilitate the return of surplus cash reserves to the shareholders, as and when the Directors are of the view that this would be in the best interests of the Company and the shareholders.
3. The Directors will only make a Shares purchase as and when the circumstances permit and only if the Directors are of the view that such purchases are in the best interests of the Company and the shareholders. The Directors will decide whether to purchase Shares only after taking into account, among other things, the market conditions at such time, the Company’s financial condition and whether such purchases will cause the Company to become insolvent (in accordance with Section 76F(4) of the Companies Act (Chapter 50) of Singapore (the “Act”)), and whether such purchases represent the most efficient and cost-effective approach to enhance Share value. Shares purchases will only be made if the Directors believe that such purchases are likely to benefit the Company and increase economic value for shareholders.
4. The Directors will ensure that the Shares purchases will not have any effect on the listing of the Company’s securities including the Shares listed on the SGX-ST. Clause 723 of the Listing Manual of the SGX-ST requires at least ten per cent. (10%) of any class of a company’s listed securities to be held by the public at all times. The Directors shall safeguard the interests of public shareholders before undertaking any Shares purchases. Before exercising the Shares Purchase Mandate, the Directors shall at all times take due cognisance of (a) the shareholding spread of the Company in respect of the number of Shares held by substantial shareholders and by non-substantial shareholders; and (b) the volume of trading on the SGX-ST in respect of the Shares immediately before the exercise of any Shares purchase.

5. As at 15 March 2017 (the “**Latest Practicable Date**”), approximately 196,841,605 Shares (10.18%) of a total of 1,933,498,585 Shares issued by the Company (excluding treasury shares) are held by the public. The Company will ensure that the Shares purchases will not cause market illiquidity or affect orderly trade and will ensure that Clause 723 of the Listing Manual is complied with.

**(D) Financial Impact Of The Proposed Shares Purchases**

1. The purchased Shares may be:
  - (i) held by the Company; or
  - (ii) dealt with, at any time, in accordance with Section 76K of the Act, as Treasury Shares.

Section 76K of the Act allows the Company to:

- (i) sell the Treasury Shares (or any of them) for cash;
- (ii) transfer the Treasury Shares (or any of them) for the purposes of or pursuant to any share scheme of the Company, whether for employees, Directors or other persons;
- (iii) transfer the Treasury Shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the Treasury Shares (or any of them); or
- (v) sell, transfer or otherwise use the Treasury Shares for such other purposes as may be prescribed by the Minister of Finance.

The aggregate number of Shares held as Treasury Shares shall not at any time exceed ten per cent. (10%) of the total number of Shares at that time. Any Treasury Shares in excess of this limit shall be disposed of or cancelled in accordance with Section 76K of the Act within six (6) months.

Any Shares Purchase will:

- (i) reduce the amount of the Company’s share capital where the Shares were purchased or acquired out of the capital of the Company;
- (ii) reduce the amount of the Company’s profits where the Shares were purchased or acquired out of the profits of the Company; or
- (iii) reduce the amount of the Company’s share capital and profits proportionately where the Shares were purchased or acquired out of both the capital and the profits of the Company,

by the total amount of the purchase price paid by the Company for the Shares cancelled.

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 Act, the Company shall be treated as having no right to vote and the Treasury Shares will be treated as having no voting rights.

The financial effects on the Company and the Group arising from the proposed purchases of the Company’s Shares which may be made pursuant to the proposed Shares Purchase Mandate will depend on, *inter alia*, the aggregate number of Shares purchased and the consideration paid at the relevant time.

2. Based on the existing issued and paid-up share capital of the Company as at the Latest Practicable Date, the proposed purchases by the Company of up to a maximum of ten per cent. (10%) of its issued share capital under the Shares Purchase Mandate will result in the purchase of 193,349,858 Shares.

3. An illustration of the impact of Shares purchases by the Company pursuant to the Shares Purchase Mandate on the Group's and the Company's financial position is set out below based on the following assumptions:
- audited accounts of the Group and the Company as at 31 December 2016;
  - in full exercise of the Shares Purchase Mandate, 193,349,858 Shares were purchased;
  - the maximum price for the market purchases is \$0.302 which is five per cent. (5%) above the average closing prices of the Shares over the last five (5) market days preceding the Latest Practicable Date on which the transactions in Shares were recorded on the SGX-ST;
  - the maximum amount of funds required for the Shares purchases in the aggregate is \$58,391,657; and
  - based on the full exercise of the Shares Purchase Mandate, the Company does not have sufficient cash to purchase all the Shares. Hence, for illustration purposes, it is assumed that the Company shall use borrowings to finance the Shares purchases.

*Market Purchases and Off-Market Purchases and held as Treasury Shares or Cancelled*

	<b>Group before Shares purchase (\$'000)</b>	<b>Group after Shares purchase (\$'000)</b>	<b>Company before Shares purchase (\$'000)</b>	<b>Company after Shares purchase (\$'000)</b>
<b>As at 31 December 2016</b>				
Shareholders' funds	376,870	318,479	254,420	196,028
Net tangible assets	303,525	245,133	266,219	207,827
Current assets	1,580,403	1,580,403	455,669	455,669
Current liabilities	585,510	643,902	157,099	215,491
Cash and cash equivalents	70,284	70,284	751	751
Short-term investments	155,985	155,985	–	–
Number of shares ('000) <sup>(1)</sup>	1,933,498	1,740,148	1,933,498	1,740,148
<b>Financial Ratios</b>				
Net tangible assets per Share (cents)	15.70	14.09	13.77	11.94
Earnings per Share (cents)	0.06	0.06	0.32	0.35
Gearing	3.33	4.12	1.12	1.46
Current ratio	2.70	2.45	2.90	2.11

**NOTE:**

(1) Ordinary shares with voting rights.

- Shareholders should note that the financial effects set out above are based on the audited financial accounts of the Group and the Company for the financial year ended 31 December 2016 and are for illustration only. The results of the Group and the Company for the financial year ended 31 December 2016 may not be representative of future performance.
- The Company intends to use its internal sources of funds to finance its purchases of the Shares. The Company does not intend to obtain or incur any borrowings to finance its purchases of the Shares. The Directors do not propose to exercise the Shares Purchase Mandate in a manner and to such extent that the working capital requirements of the Group would be materially affected.

6. The Company will take into account both financial and non-financial factors, among other things, the market conditions at such time, the Company's financial condition, the performance of the Shares and whether such Shares purchases would represent the most efficient and cost-effective approach to enhance the Share value. Shares purchases will only be made if the Board believes that such purchases are likely to benefit the Company and increase economic value for shareholders.

**(E) Consequences Of Shares Purchases Under The Singapore Code on Take-overs and Mergers**

1. In accordance with The Singapore Code on Take-overs and Mergers (the "Take-over Code"), a person will be required to make a general offer for a public company if:
- he acquires thirty per cent. (30%) or more of the voting rights of the company; or
  - he already holds between thirty per cent. (30%) and fifty per cent. (50%) of the voting rights of the company, and he increases his voting rights in the company by more than one per cent. (1%) in any six-month period.
2. As at the Latest Practicable Date and before the proposed Shares Purchase Mandate, the substantial shareholders' and Directors' interests are as follows:

	Before Purchase						After Purchase	
	Direct Interest		Deemed Interest		Total Interest		Total Interest	
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
<u>Directors</u>								
Koh Wee Seng <sup>(1)</sup>	372,164,929	19.25	1,142,907,178	59.11	1,515,072,110	78.36	1,515,072,110	87.07
Koh Lee Hwee <sup>(1)</sup>	30,888,888	1.60	1,156,816,957	59.83	1,187,705,845	61.43	1,187,705,845	68.25
Ko Lee Meng <sup>(1)</sup>	33,639,865	1.74	1,138,979,974	58.91	1,172,619,839	60.65	1,172,619,839	67.39
Wong Soon Yum	–	–	–	–	–	–	–	–
Kau Jee Chu	–	–	–	–	–	–	–	–
Ng Bie Tjin @ Djuniarti Intan	–	–	–	–	–	–	–	–
<u>Holdings of 5% or more</u>								
MLHS Holdings Pte Ltd <sup>(2)</sup>	1,137,825,087	58.85	–	–	1,137,825,087	58.85	1,137,825,087	65.39
<u>Other Shareholders who are related to the Directors or Substantial Shareholders</u>								
Tan Su Lan @ Tan Soo Lung <sup>(1)</sup>	90,983,857	4.71	–	–	90,983,857	4.71	90,983,857	5.23
Koh Wee Meng <sup>(1)</sup>	38,660,943	2.00	–	–	38,660,943	2.00	38,660,943	2.22
Ng Sheng Tiong <sup>(1)</sup>	18,991,870	0.98	30,888,888	1.60	49,880,758	2.58	49,880,758	2.87
Lim Kwee Hua <sup>(1)</sup>	5,082,091	0.26	372,164,929	19.25	377,247,020	19.51	377,247,020	21.68
Koh Kian Soo <sup>(1)</sup>	1,154,887	0.06	33,639,865	1.74	34,794,752	1.80	34,794,752	2.00
Koh Yong Hui Kelvin <sup>(1)</sup>	6,985,799	0.36	–	–	6,985,799	0.36	6,985,799	0.40
Koh Joo Huang Karen <sup>(1)</sup>	278,764	0.01	–	–	278,764	0.01	278,764	0.02

NOTES:

- (1) Messrs Koh Wee Seng, Ko Lee Meng, Koh Lee Hwee and Koh Wee Meng are the children of Mdm Tan Su Lan @ Tan Soo Lung. Mr Ng Sheng Tiong is the spouse of Ms Koh Lee Hwee and Ms Lim Kwee Hua is the spouse of the Mr Koh Wee Seng. Mr Koh Kian Soo is the spouse and Mr Koh Yong Hui Kelvin and Ms Koh Joo Huang Karen are the children of Ms Ko Lee Meng.
- (2) MLHS is a private limited company incorporated in Singapore on 14 January 1994. MLHS is an investment holding company. The substantial shareholders of MLHS are Mr Koh Wee Seng (47.00%), Ms Ko Lee Meng (25.75%), Ms Koh Lee Hwee (20.25%) and Mdm Tan Su Lan @ Tan Soo Lung (6.00%). The directors of the Company are Mr Koh Wee Seng, Ms Ko Lee Meng, Mr Koh Wee Meng, Ms Koh Lee Hwee and Mdm Tan Su Lan @ Tan Soo Lung.

In the event the Company undertakes Shares Purchases of up to ten per cent. (10%) of the issued share capital of the Company as permitted by the Shares Purchase Mandate, the shareholdings and voting rights of the above Directors and Substantial Shareholders and their concert parties (as defined in the Take-over Code), namely, Tan Su Lan @ Tan Soo Lung, Koh Wee Seng, Ko Lee Meng, Koh Lee Hwee, Koh Wee Meng, Lim Kwee Hua, Ng Sheng Tiong, Koh Kian Soo, Koh Yong Hui Kelvin and MLHS Holdings Pte Ltd, aggregating 99.80%, will remain above fifty per cent. (50%). Accordingly, no general offer is required to be made pursuant to the Take-Over Code.

**(F) Miscellaneous**

1. Any Shares Purchases undertaken by the Company shall be at a price of up to but not exceeding the Maximum Price. The Maximum Price is a sum which shall not exceed the sum constituting five per cent. (5%) above the average closing price of the Shares over the period of five (5) trading days in which transactions in the Shares on the SGX-ST were recorded, in the case of a Market Purchase, before the day on which such purchase is made, and, in the case of an Off-Market Purchase, immediately preceding the date of offer by the Company, as the case may be, and adjusted for any corporate action that occurs after the relevant five (5) days period.
2. In making Shares Purchases, the Company will comply with the requirements of the SGX-ST Listing Manual, in particular, Rule 886 with respect to notification to the SGX-ST of any Shares purchases. Rule 886 is reproduced below:

“(1) An issuer must notify the Exchange of any share buy-back as follows:

  - (a) In the case of a market acquisition, by 9.00 a.m. on the market day following the day on which it purchased shares,
  - (b) In the case of an off market acquisition under an equal access scheme, by 9.00 a.m. on the second market day after the close of acceptances of the offer.

(2) Notification must be in the form of Appendix 8.3.1 (or 8.3.2 for an issuer with a dual listing on another stock exchange).”
3. Shares Purchases will be made in accordance with the “Guidelines on Shares Purchases” as set out in Appendix I of the Company’s Circular to Shareholders dated 12 April 2006, a copy of which is annexed and amended to take into account the change in trading lots of 1,000 to 100 and amendments made to the Act pursuant to the Companies (Amendment) Act 2014. All information required under the Act relating to the shares purchase mandate is contained in the said Guidelines.
4. The SGX-ST Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time or times. However, as a listed company would be considered an “insider” in relation to any proposed purchase or acquisition of its shares, the Company will undertake not to purchase or acquire Shares pursuant to the proposed Share Purchase Mandate at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced. In particular, the Company will not purchase or acquire any Shares during the period commencing one (1) month immediately preceding the announcement of the Company’s full-year results and the period of two (2) weeks immediately preceding the announcement of its quarterly results.

**(G) Directors' Responsibility Statement**

The Directors of the Company 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 Shares Purchase Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information in the Appendix 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 Appendix in its proper form and context.

**(H) Directors' Recommendation**

The Directors of the Company are of the opinion that the renewal of the proposed Shares Purchase Mandate is in the best interests of the Company. Accordingly, the Directors of the Company recommend that shareholders vote in favour of Ordinary Resolution 8.

**(I) 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 tax advisers.

**(J) Documents For Inspection**

Copies of the following documents may be inspected at the registered office of the Company at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 during normal business hours up to and including the date of the Annual General Meeting:

- (a) the Constitution of the Company; and
- (b) the audited financial statements of the Company for the financial year ended 31 December 2016.

**(K) Compliance With Governing Laws, Regulations And The Constitution**

The Company confirms that the terms of the Shares Purchase Mandate in the Appendix do not contravene any laws and regulations governing the Company and the Constitution of the Company.

## APPENDIX 2

### GUIDELINES ON SHARES PURCHASES

#### 1. Shareholders' Approval

- (a) Purchases of Shares by the Company must be approved in advance by the Shareholders at a general meeting of the Company, by way of a general mandate.
- (b) A general mandate authorising the purchase of Shares by the Company representing up to ten per cent. (10%) of the issued ordinary shares in the capital of the Company (excluding any Shares held as Treasury Shares) will expire on the earlier of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
  - (iii) the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders of the Company in general meeting.
- (c) The authority conferred on the Directors by the Shares Purchase Mandate to purchase Shares shall be renewed at the next annual general meeting of the Company.
- (d) When seeking Shareholders' approval for the renewal of the Shares Purchase Mandate, the Company shall disclose details pertaining to the purchases of Shares made during the previous twelve (12) months, including the total number of Shares purchased, the purchase price per Share or the highest and lowest price for such purchases of Shares, where relevant, and the total consideration paid for such purchases.

#### 2. Mode Of Purchase

Shares Purchases can be effected by the Company in either one of the following two (2) ways or both:

- (a) by way of market purchases of Shares on the Official List of SGX-ST, which means a purchase transacted through the ready market; or
- (b) by way of off-market acquisitions on an equal access scheme in accordance with Section 76C of the Act.

#### 3. Funding Of Shares Purchases

- (a) In purchasing the Shares, the Company may only apply funds legally permitted for such purchase in accordance with its Constitution, and the relevant laws and regulations enacted or prescribed by the relevant competent authorities in Singapore.
- (b) Any purchase by the Company may be made out of capital or profits that are available for distribution as dividends, so long as the Company is solvent (as defined by Section 76F(4) of the Act).
- (c) The Company may not purchase its Shares on the Official List of SGX-ST for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the SGX-ST.



#### 4. Trading Restrictions

The number of Shares which can be purchased pursuant to the Shares Purchase Mandate is such number of Shares which represents up to a maximum of ten per cent. (10%) of the issued ordinary shares in the capital of the Company (excluding Treasury Shares) as at date of the last annual general meeting of the Company.

#### 5. Price Restrictions

Any Shares Purchase undertaken by the Company shall be at the price of up to but not exceeding the Maximum Price.

“**Maximum Price**” means the maximum price at which the Shares can be purchased pursuant to the Shares Purchase Mandate, which shall not exceed the sum constituting five per cent. (5%) above the average closing price of the Shares over the period of five (5) trading days in which transactions in the Shares on the SGX-ST were recorded, in the case of a Market Purchase, before the day on which such purchase is made, and, in the case of an Off-Market Purchase, immediately preceding the date of offer by the Company, as the case may be, and adjusted for any corporate action that occurs after the relevant five (5) days period.

#### 6. Off-Market Purchases

- (a) For purchases of Shares made by way of an Off-Market Purchase, the Company shall issue an offer document to all Shareholders. The offer document shall contain, *inter alia*, the following information:
- (i) the terms and conditions of the offer;
  - (ii) the period and procedures for acceptances;
  - (iii) the reasons for the proposed Shares Purchase;
  - (iv) the consequences, if any, of Shares purchased by the Company that will arise under the Singapore Code on Take-overs and Mergers or any other applicable take-over rules;
  - (v) whether the purchase of Shares, if made, would have any effect on the listing of the Company's securities on the Official List of SGX-ST;
  - (vi) details of any purchase of Shares made by the Company in the previous twelve (12) months whether through Market Purchases or Off-Market Purchases, including the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such purchases of Shares, where relevant, and the total consideration paid for such purchases; and
  - (vii) whether the Shares purchased by the issuer will be cancelled or kept as Treasury Shares.
- (b) All Offeree Shareholders shall be given a reasonable opportunity to accept any offer made by the Company to purchase their Shares under the Shares Purchase Mandate.
- (c) The Company may offer to purchase Shares from time to time under the Shares Purchase Mandate subject to the requirement that the terms of any offer to purchase Shares by the Company shall be ranked *pari passu* in respect of all Offeree Shareholders save under the following circumstances:
- (i) where there are differences in consideration attributable to the fact that an offer relates to Shares with different dividend entitlements;



- (ii) where there are differences in consideration attributable to the fact that an offer relates to Shares with different amounts remaining unpaid; and
- (iii) where there are differences in an offer introduced solely to ensure that every Shareholder is left with a whole number of Shares in board lots of 100 Shares after the Shares Purchases, in the event there are Offeree Shareholders holding odd number of Shares.

## **7. Status Of Purchased Shares**

The purchased Shares may be:

- (i) held by the Company; or
- (ii) dealt with, at any time, in accordance with Section 76K of the Act, as Treasury Shares.

Section 76K of the Act allows the Company to:

- (i) sell the Treasury Shares (or any of them) for cash;
- (ii) transfer the Treasury Shares (or any of them) for the purposes of or pursuant to any share scheme of the Company, whether for employees, Directors or other persons;
- (iii) transfer the Treasury Shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the Treasury Shares (or any of them); or
- (v) sell, transfer or otherwise use the Treasury Shares for such other purposes as may be prescribed by the Minister of Finance.

The aggregate number of Shares held as Treasury Shares shall not at any time exceed ten per cent. (10%) of the total number of Shares at that time. Any Treasury Shares in excess of this limit shall be disposed of or cancelled in accordance with Section 76K of the Act within six (6) months.

Any Shares Purchase will:

- (i) reduce the amount of the issued shares in the capital of the Company where the Shares were purchased or acquired out of the capital of the Company;
- (ii) reduce the amount of the Company's profits where the Shares were purchased or acquired out of the profits of the Company; or
- (iii) reduce the amount of the Company's share capital and profits proportionately where the Shares were purchased or acquired out of both the capital and the profits of the Company;

by the total amount of the purchase price paid by the Company for the Shares cancelled.

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 Act, the Company shall be treated as having no right to vote and the Treasury Shares will be treated as having no voting rights.

**8. Notification To The Accounting and Corporate Regulatory Authority (“ACRA”)**

- (a) Within thirty (30) days of the passing of a Shareholders’ resolution to approve any purchase of Shares, the Company shall lodge a copy of such resolution with ACRA.
- (b) The Company shall notify ACRA within thirty (30) days of a purchase of Shares. Such notification shall include details of the date of the purchase, the total number of Shares purchased by the Company, the issued shares in the capital of the Company as at the date of the Shareholders’ resolution approving the purchase, the Company’s issued shares in the capital after the purchase and the amount of consideration paid by the Company for the purchase.

**9. Notification To The SGX-ST**

- (a) For purchases of Shares made by way of an Off-Market Purchase, the Company shall notify the SGX-ST in respect of any acquisition or purchase of Shares in the relevant form prescribed by the SGX-ST from time to time, not later than 9.00 a.m. on the second trading day after the close of acceptances of an offer, or within such time period that may be prescribed by the SGX-ST from time to time.
- (b) For purchases of Shares made by way of a Market Purchase, the Company shall notify the SGX-ST in respect of any acquisition or purchase of Shares in the relevant form prescribed by the SGX-ST from time to time, not later than 9.00 a.m. on the trading day following the date of market acquisition by the Company, or within such time period that may be prescribed by the SGX-ST from time to time.

**10. Suspension Of Purchase**

- (a) The Company may not undertake any Shares Purchase prior to the announcement of any price-sensitive information by the Company, until such time as the price sensitive information has been publicly announced or disseminated in accordance with the requirements of the Listing Manual.
- (b) The Company may not effect any repurchases of Shares on the SGX-ST during the period commencing two weeks before the announcement of the Company’s financial statements for each of the first three quarters of its financial year, or one month before half year or financial year, as the case may be, and ending on the date of announcement of the relevant results.

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