

**OFFER INFORMATION STATEMENT DATED 26 NOVEMBER 2018**  
(Lodged with the Monetary Authority of Singapore on 26 November 2018)

**THIS OFFER INFORMATION STATEMENT IS IMPORTANT. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL, TAX, OR OTHER PROFESSIONAL ADVISER(S) IMMEDIATELY.**

This offer is made in or accompanied by an offer information statement (the “**Offer Information Statement**”), together with copies of the Provisional Allotment Letter (the “**PAL**”), the Application Form for Rights Shares and Excess Rights Shares (the “**ARE**”) and the Application Form for Rights Shares (the “**ARS**”), which has been lodged with the Monetary Authority of Singapore (“**Authority**”). The Authority assumes no responsibility for the contents of this Offer Information Statement. Lodgement of this Offer Information Statement with the Authority does not imply that the Securities and Futures Act, Chapter 289 of Singapore (the “**Securities and Futures Act**” or “**SFA**”), or any other legal or regulatory requirements, have been complied with. The Authority has not, in any way, considered the merits of the Rights Shares (as defined herein) being offered or in respect of which an invitation is made, for investment.

An application has been made by the Company to the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) to list for quotation the Rights Shares on the Main Board of the SGX-ST. Approval in-principle has been granted by the SGX-ST for the listing of and quotation for the Rights Shares on the Main Board of the SGX-ST. The approval in-principle granted by the SGX-ST for the listing and quotation of the Rights Shares is not to be taken as an indication of the merits of the Rights Issue (as defined herein), the Rights Shares, the Company and/or its subsidiaries. The SGX-ST assumes no responsibility for the accuracy of any of the statements made, reports contained and opinions expressed in this Offer Information Statement.

The Rights Shares will be admitted to the Main Board of the SGX-ST and the official listing of and quotation for the Rights Shares will commence after all conditions imposed by SGX-ST are satisfied, the certificates relating thereto have been issued and the notification letters from The Central Depository (Pte) Limited (“**CDP**”) have been despatched.

This Offer Information Statement has been prepared solely in relation to the Rights Issue and shall not be relied upon by any other person or for any other purpose.

After the expiration of six (6) months from the date of lodgement of this Offer Information Statement, no person shall make an offer of securities, or allot, issue or sell any securities, on the basis of this Offer Information Statement; and no officer or equivalent person or promoter of the entity or proposed entity will authorise or permit the offer of any securities or the allotment, issue or sale of any securities, on the basis of this Offer Information Statement.



**AUSGROUP LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 200413014R)

**RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 752,402,733 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (THE “RIGHTS SHARES”) AT AN ISSUE PRICE OF S\$0.035 FOR EACH RIGHTS SHARE, ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING ORDINARY SHARES IN THE CAPITAL OF THE COMPANY HELD AS AT THE BOOKS CLOSURE DATE (AS DEFINED HEREIN), FRACTIONAL ENTITLEMENTS TO BE DISREGARDED (THE “RIGHTS ISSUE”)**

**IMPORTANT DATES AND TIMES:**

Last date and time for trading of “nil-paid” rights	:	6 December 2018 at 5:00 p.m.
Last date and time for acceptance of and payment for Rights Shares	:	12 December 2018 at 5:00 p.m. (or 9:30 p.m. for Electronic Applications through ATMs of Participating Banks (each as defined herein))
Last date and time for renunciation of and payment for Rights Shares by renouncees	:	12 December 2018 at 5:00 p.m. (or 9:30 p.m. for Electronic Applications through ATMs of Participating Banks (each as defined herein))
Last date and time for excess application of and payment for Excess Rights Shares (as defined herein)	:	12 December 2018 at 5:00 p.m. (or 9:30 p.m. for Electronic Applications through ATMs of Participating Banks (each as defined herein))

The above is qualified by, and should be read in conjunction with, the section entitled “**Indicative Timetable of Key Events**” of this Offer Information Statement.

---

## IMPORTANT NOTICE

---

Capitalised terms used below which are not otherwise defined herein shall have the same meanings as ascribed to them under the “**Definitions**” section of this Offer Information Statement.

**For Entitled Depositors (which excludes Entitled Scripholders, CPFIS Shareholders, SRS Investors and investors who hold Shares through finance companies and/ or Depository Agents), acceptances of the Rights Shares and/or (if applicable) applications for Excess Rights Shares may be made through CDP or by way of an Electronic Application at any ATM of a Participating Bank.**

**For Entitled Scripholders, acceptances of the Rights Shares and (if applicable) applications for Excess Rights Shares may be made through the Share Registrar.**

**For investors who hold Shares through finance companies or Depository Agents, the acceptances of their Rights Shares and (if applicable) application for Excess Rights Shares must be done through their respective finance companies or Depository Agents, and in the case of investors who had bought Shares under the CPF Investment Scheme – Ordinary Account (“CPFIS Shareholders”), their respective approved CPF agent banks. Any application made directly to the CDP or through ATMs will be rejected.**

**For CPFIS Shareholders, acceptances of their Rights Shares and (if applicable) application for Excess Rights Shares can only be made using, subject to applicable CPF rules and regulations, their CPF accounts savings (“CPF Funds”). In the case of insufficient CPF Funds or stock limit, CPFIS Shareholders could top up cash into their CPF Investment Accounts before instructing their respective approved CPF agent banks to accept the Rights Shares and (if applicable) apply for Excess Rights Shares. CPF Funds cannot, however, be used for the purchase of the provisional allotments of the Rights Shares directly from the market.**

**Entitled Shareholders who had purchased the Shares using their SRS (as defined herein) accounts must use, subject to applicable SRS rules and regulations, monies standing to the credit of their respective SRS accounts to pay for the acceptance of their Rights Shares and (if applicable) application for Excess Rights Shares. Such Entitled Shareholders who wish to accept their Rights Shares and (if applicable) apply for Excess Rights Shares using SRS monies must instruct the relevant approved banks in which they hold their SRS accounts to accept their Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf in accordance with this Offer Information Statement. Such Entitled Shareholders who have insufficient funds in their SRS accounts may, subject to the SRS contribution cap, deposit cash into their SRS accounts with their respective approved banks before instructing their respective approved banks to accept their Rights Shares and (if applicable) apply for Excess Rights Shares. SRS investors are advised to provide their respective approved banks in which they hold their SRS accounts with the appropriate instructions no later than the deadlines set by their respective approved banks in order for their respective approved banks to make the relevant acceptance and (if applicable) application on their behalf by the Closing Date. SRS monies may not be used for the purchase of the provisional allotments of the Rights Shares directly from the market. Any acceptance of the Rights Shares provisionally allotted pursuant to these Shares and (if applicable) application for Excess Rights Shares made directly through CDP, the Share Registrar, the Company and/or an ATM of a Participating Bank, will be rejected.**

**For renounees of Entitled Shareholders or purchasers of provisional allotment of Rights Shares traded on the SGX-ST under the book-entry (scripless) settlement system during the Rights Trading Period (“Purchasers”) whose purchases are settled through finance companies or Depository Agents, acceptances of the Rights Shares represented by the provisional allotment of Rights Shares purchased must be done through the respective finance companies or Depository Agents, as the case may be. Such renounees and Purchasers are advised to provide their respective finance companies or Depository Agents, as the case may be, with the appropriate instructions no later than the deadlines set by them in order for such intermediaries to make the relevant acceptances on their behalf by the Closing Date. Any acceptance of the Rights Shares made directly through CDP, Electronic Applications at ATMs of Participating Banks, the Share Registrar and/or the Company will be rejected.**

---

## IMPORTANT NOTICE

---

The existing Shares are quoted on the Main Board of the SGX-ST.

Persons wishing to purchase any Rights or subscribe for the Rights Shares offered by this Offer Information Statement should, before deciding whether to so purchase or subscribe, carefully read this Offer Information Statement in its entirety in order to make an informed assessment of, inter alia, the assets and liabilities, profits and losses, financial position, risk factors, performance and prospects of the Company and the Group (as defined herein), and the rights and liabilities attaching to the Rights and the Rights Shares. They should make their own independent enquiries and investigations of any bases and assumptions upon which financial projections, if any, are made or based, and their own appraisal and determination of the merits of investing in the Company or the Group, and carefully consider this Offer Information Statement in light of their personal circumstances (including financial and taxation affairs). It is recommended that such persons seek professional advice from their stockbroker, bank manager, solicitor, accountant or other professional adviser before deciding whether to acquire the Rights Shares, purchase the Rights or invest in the Company.

No person has been authorised to give any information or to make any representations, other than those contained in this Offer Information Statement in connection with the Rights Issue or the issue of the Rights Shares and, if given or made, such information or representations must not be relied upon as having been authorised by the Company or the Group.

Save as expressly stated in this Offer Information Statement, nothing contained herein is, or may be relied upon as, a promise or representation as to the future performance or policies of the Company or the Group. Neither the delivery of this Offer Information Statement nor the issue of the Rights Shares shall, under any circumstances, constitute a continuing representation, or give rise to any implication, that there has been no change in the affairs of the Company or the Group, or any of the information contained herein since the date hereof. Where such changes occur after the date hereof and are material, or are required to be disclosed by law and/or the SGX-ST, the Company may make an announcement of the same via SGXNET and, if required, lodge a supplementary or replacement document with the Authority. All Entitled Shareholders and their renounees should take note of any such announcement and, upon the release of such announcement or lodgement of such supplementary or replacement document, as the case may be, shall be deemed to have notice of such changes.

None of the Company, the Group, nor any of their directors, officers, employees, agents, representatives or advisers makes any representation in this Offer Information Statement to any person regarding the legality of an investment in the Rights, the Rights Shares and/or the Shares by such person under any investment or any other laws or regulations. No information in this Offer Information Statement should be considered to be business, financial, legal or tax advice. Each prospective investor should consult his own professional or other adviser for business, financial, legal or tax advice regarding an investment in the Rights, the Rights Shares and/or the Shares.

None of the Company, the Group, nor any of their directors, officers, employees, agents, representatives or advisers makes any representation, warranty or recommendation whatsoever as to the merits of the Rights Issue, the Rights, the Rights Shares, the Shares, the Company, the Group or any other matter related thereto or in connection therewith. Nothing in this Offer Information Statement or the accompanying documents shall be construed as a recommendation to accept or purchase the Rights, the Rights Shares and/or the Shares. Prospective subscribers of the Rights Shares should rely on their investigation of the financial condition and affairs of the Company and the Group as well as their own appraisal and determination of the merits of investing in the Company and the Group and shall be deemed to have done so.

Notwithstanding anything in this Offer Information Statement, this Offer Information Statement and the accompanying documents have been prepared solely for the purpose of the acceptance and subscription of the Rights Shares under the Rights Issue, and may not be relied upon by any persons (other than Entitled Shareholders to whom it is despatched by the Company, their renounees and Purchasers of the provisional allotments of Rights Shares) or for any other purpose.

---

## IMPORTANT NOTICE

---

This Offer Information Statement, the PAL, the ARE and the ARS, may not be used for the purpose of, and do not constitute an offer, invitation to or solicitation by or on behalf of anyone in any jurisdiction or under any circumstances in which such offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation.

**The distribution of this Offer Information Statement and/or its accompanying documents and the purchase or subscription for the Rights or the Rights Shares may be prohibited or restricted by law (either absolutely or subject to various requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions. Entitled Shareholders or any other persons having possession of this Offer Information Statement and/or its accompanying documents are advised by the Company to keep themselves informed of and observe such prohibitions and restrictions at their own expense and without liability to the Company. Please refer to the section entitled “Eligibility of Shareholders to Participate in the Rights Issue” of this Offer Information Statement for further information.**

---

**IMPORTANT NOTICE TO CPFIS MEMBERS, SRS INVESTORS AND INVESTORS WHO HOLD SHARES THROUGH A FINANCE COMPANY AND/OR DEPOSITORY AGENT**

---

Capitalised terms used herein which are not otherwise defined shall have the same meaning as ascribed to them under the section entitled “**Definitions**” of this Offer Information Statement.

For Shareholders who hold Shares under the SRS or through finance companies or Depository Agents, acceptances of the provisional allotments of Rights Shares and (if applicable) applications for Excess Rights Shares must be done through the relevant approved banks in which they hold their SRS accounts, respective finance companies or Depository Agents and in the case of CPFIS Shareholders, their respective CPF agent banks.

Such investors are advised to provide their relevant approved banks in which they hold their SRS accounts, respective finance companies, Depository Agents or CPF agent banks, as the case may be, with the appropriate instructions as soon as possible in order for such intermediaries to make the relevant acceptance and (if applicable) application on their behalf by the Closing Date. Any acceptance and/or application made directly through CDP, Electronic Applications at ATMs of Participating Banks, the Share Registrar and/or the Company will be rejected.

**ANY APPLICATION MADE DIRECTLY BY THE ABOVE-MENTIONED SHAREHOLDERS THROUGH CDP OR THROUGH ATMS OF PARTICIPATING ATM BANKS WILL BE REJECTED.**

The above-mentioned Shareholders, where applicable, will receive notification letter(s) from their respective approved bank, CPF agent bank, finance company and/or Depository Agent and should refer to such notification letter(s) for details of the last date and time to submit acceptances of the provisional allotments of Rights Shares and (if applicable) applications for Excess Rights Shares to their respective approved bank, CPF agent bank, finance company and/or Depository Agent.

**(a) Use of CPF Funds**

CPFIS Shareholders must use, subject to applicable CPF rules and regulations, monies standing to the credit of their respective CPF Investment Accounts to pay for the acceptance of their provisional allotments of Rights Shares and (if applicable) application for Excess Rights Shares.

CPFIS Shareholders who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares must have sufficient funds in their CPF Investment Accounts and must instruct their respective CPF agent banks, where such CPFIS Shareholders hold their CPF Investment Accounts, to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf in accordance with this Offer Information Statement. In the case of insufficient monies in their CPF Investment Accounts or stock limit, such CPFIS Shareholders could top-up cash into their CPF Investment Accounts before instructing their respective CPF agent banks to accept their Rights Shares and (if applicable) apply for Excess Rights Shares. Monies in CPF Investment Accounts may not, however, be used for the purchase of provisional allotments of Rights Shares directly from the market. Any acceptance and/or application by CPFIS Shareholders to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares made directly through CDP, the Share Registrar, the Company, and/or by way of an Electronic Application at any ATM of a Participating Bank will be rejected.

**(b) Use of SRS Funds**

SRS Investors who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares can only do so, subject to applicable SRS rules and regulations, using monies standing to the credit of their respective SRS accounts.

SRS Investors who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares using SRS monies, must instruct the relevant approved banks in which they hold their SRS accounts to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf in accordance with this Offer Information Statement.

---

**IMPORTANT NOTICE TO CPFIS MEMBERS, SRS INVESTORS AND INVESTORS WHO HOLD SHARES THROUGH A FINANCE COMPANY AND/OR DEPOSITORY AGENT**

---

SRS Investors who have insufficient funds in their SRS accounts may, subject to the SRS contribution cap, deposit cash into their SRS accounts with their approved banks before instructing their respective approved banks to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares. SRS Investors are advised to provide their respective approved banks in which they hold their SRS accounts with the appropriate instructions no later than the deadlines set by their respective approved banks in order for their respective approved banks to make the relevant acceptance and (if applicable) application on their behalf by the Closing Date. Any acceptance and (if applicable) application made directly through CDP, Electronic Applications at ATMs of the Participating Banks, the Share Registrar and/or the Company will be rejected. For the avoidance of doubt, monies in SRS accounts may not be used for the purchase of provisional allotments of the Rights Shares directly from the market.

(c) **Holdings through Finance Company and/or Depository Agent**

Shareholders who hold Shares through a finance company and/or Depository Agent must instruct the relevant finance company and/or Depository Agent to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf in accordance with this Offer Information Statement.

---

## TABLE OF CONTENTS

---

SECTION	PAGE NO.
IMPORTANT NOTICE .....	2
IMPORTANT NOTICE TO CPFIS MEMBERS, SRS INVESTORS AND INVESTORS WHO HOLD SHARES THROUGH A FINANCE COMPANY AND/OR DEPOSITORY AGENT .....	5
DEFINITIONS .....	8
EXPECTED TIMETABLE OF KEY EVENTS .....	15
SUMMARY OF THE RIGHTS ISSUE .....	16
RISK FACTORS .....	20
ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE .....	32
TRADING .....	37
CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS .....	39
TAKE-OVER LIMITS .....	41
DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND DEBENTURES) REGULATIONS 2005 .....	42
ADDITIONAL DISCLOSURE REQUIREMENTS FOR RIGHTS ISSUES UNDER APPENDIX 8.2 OF THE SGX-ST LISTING MANUAL .....	74
APPENDIX A PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATIONS BY ENTITLED DEPOSITORS .....	76
APPENDIX B PROCEDURES FOR ACCEPTANCE, PAYMENT, SPLITTING, RENUNCIATION AND EXCESS APPLICATIONS BY ENTITLED SCRIPHOLDERS .....	89
APPENDIX C ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATIONS THROUGH ATMS OF PARTICIPATING BANKS.....	95
APPENDIX D CONSOLIDATED INCOME STATEMENTS OF THE GROUP FOR FY2016, FY2017, FY2018 AND 1Q2019 .....	101
APPENDIX E CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF THE GROUP AS AT 30 JUNE 2018 AND 30 SEPTEMBER 2018 .....	103
APPENDIX F CONSOLIDATED CASH FLOW STATEMENT OF THE GROUP FOR FY2018 AND 1Q2019 .....	105
DIRECTORS' RESPONSIBILITY STATEMENT	

---

## DEFINITIONS

---

For the purposes of this Offer Information Statement, the PAL, the ARE and the ARS, the following terms shall, unless the context otherwise requires, have the following meanings:

<b>“Act” or “Companies Act”</b>	:	The Companies Act (Chapter 50) of Singapore, as amended or modified from time to time
<b>“Announcement”</b>	:	The announcement released by the Company on 6 April 2018 in relation to the Rights Issue
<b>“AOC”</b>	:	AOC Acquisitions Pte. Ltd.
<b>“ARE”</b>	:	Application and acceptance form for Rights Shares and Excess Rights Shares to be issued to Entitled Depositors in respect of their provisional allotments of Rights Shares under the Rights Issue
<b>“ARS”</b>	:	Application and acceptance form for Rights Shares to be issued to purchasers of the provisional allotments of Rights Shares under the Rights Issue traded on the Main Board of the SGX-ST through the book-entry (scripless) settlement system
<b>“Asdew”</b>	:	Asdew Acquisitions Pte. Ltd.
<b>“ATM”</b>	:	Automated teller machine of a Participating Bank
<b>“Authority”</b>	:	The Monetary Authority of Singapore
<b>“Bernard Toh”</b>	:	Mr. Toh Bee Yong Bernard
<b>“Board”</b>	:	The board of Directors of the Company
<b>“Books Closure Date”</b>	:	5:00 p.m. on 23 November 2018, being the time and date at and on which the Register of Members and the Share Transfer Books of the Company will be closed to determine the Rights of the Entitled Shareholders under the Rights Issue
<b>“Business Day”</b>	:	A day (other than a Saturday, Sunday or public holiday) on which banks, the SGX-ST, CDP and the Share Registrar are open for business in Singapore
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“Circular”</b>	:	The circular to Shareholders dated 31 October 2018
<b>“Closing Date”</b>	:	(a) 5:00 p.m. on 12 December 2018, or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company, being the last time and date for acceptance and/or excess application and payment, and renunciation and payment of the Rights Shares under the Rights Issue through CDP or the Share Registrar; or  (b) 9:30 p.m. on 12 December 2018, or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company, being the last time and date for acceptance and/or excess application and payment of the Rights Shares under the Rights Issue through an ATM of a Participating Bank



---

## DEFINITIONS

---

<b>“Code”</b>	:	The Singapore Code on Take-overs and Mergers, as amended or modified from time to time
<b>“Company”</b>	:	AusGroup Limited
<b>“Constitution”</b>	:	The constitution of the Company, as amended from time to time
<b>“CPF”</b>	:	Central Provident Fund
<b>“CPFIS”</b>	:	CPF Investment Scheme
<b>“CPFIS Shareholders”</b>	:	Shareholders who have previously bought their Shares under the CPF Investment Scheme – Ordinary Account
<b>“Directors”</b>	:	Directors of the Company as at the date of this Offer Information Statement
<b>“EBITDA”</b>	:	Earnings before interest expense, taxation, depreciation and amortisation, based on the audited accounts of a company for the relevant financial year
<b>“EGM”</b>	:	The extraordinary general meeting of the Company held on 15 November 2018 at 10.00 a.m. at Maxwell and Palmer Rooms, Basement 1, M Hotel Singapore, 81 Anson Road, Singapore 079908, notice of which is set out on pages N-1 to N-5 of the Circular
<b>“Electronic Application”</b>	:	Acceptance of the Rights Shares and (if applicable) application for the Excess Rights Shares made through (i) an ATM of one of the Participating Banks, or (ii) the SGX-SSH Service, as the case may be, in accordance with the terms and conditions of this Offer Information Statement. For the purposes of this Offer Information Statement, any reference to an application by way of an Electronic Application without reference to such Electronic Application being made through an ATM of a Participating Bank shall, where the Entitled Shareholder is a Depository Agent, be taken to include an application made <i>via</i> the SGX-SSH Service.
<b>“Entitled Depositors”</b>	:	Shareholders with Shares standing to the credit of their Securities Account and (i) whose registered addresses with CDP are in Singapore as at the Books Closure Date or (ii) who have, at least three (3) Market Days prior to the Books Closure Date, provided CDP with addresses in Singapore for the service of notices and documents
<b>“Entitled Scripholders”</b>	:	Shareholders whose share certificates have not been deposited with CDP and who have tendered to the Share Registrar valid transfers of their Shares and the certificates relating thereto for registration up to the Books Closure Date and (i) whose registered addresses with the Company are in Singapore as at the Books Closure Date; or (ii) who have, at least three (3) Market Days prior to the Books Closure Date, provided the Company with addresses in Singapore for the service of notices and documents
<b>“Entitled Shareholders”</b>	:	Entitled Depositors and Entitled Scripholders, collectively

---

## DEFINITIONS

---

<b>“Equity Redemption Amount”</b>	:	The Redemption Amount, payable wholly in the form of Redemption Shares calculated by dividing the Redemption Amount as of the Second Instalment Date by the issue price of S\$0.042 per Redemption Share (rounding down). As of the date of the Consent Solicitation Statement, the Redemption Amount is S\$240,900 for each Note and the number of Redemption Shares to be issued for each Note is 5,735,714 Shares
<b>“Equity Redemption Payment Option”</b>	:	The payment of the full Equity Redemption Amount to a Noteholder, but only if and to the extent elected by such Noteholder on or prior to the last date that voting instruction forms could be validly submitted with respect to the Extraordinary Resolution
<b>“Excess Applications”</b>	:	Applications by Entitled Shareholders of the Rights Shares in excess of their provisional allotments of Rights Shares
<b>“Excess Rights Shares”</b>	:	Additional Rights Shares in excess of an Entitled Shareholder’s provisional allotments of Rights Shares under the Rights Issue
<b>“Existing Share Capital”</b>	:	The existing issued and paid-up share capital of the Company of 1,504,805,466 Shares (excluding treasury shares) as at the Latest Practicable Date
<b>“Extraordinary Resolution”</b>	:	The extraordinary resolution of the Noteholders pursuant to the Consent Solicitation Statement to approve, <i>inter alia</i> , the redemption of Notes in the form of a number of Shares calculated by dividing the Redemption Amount plus accrued interest by the issue price of S\$0.042 per Share. As at the date of the Consent Solicitation Statement, the Redemption Amount is S\$240,900 for each Note and the number of Shares to be issued for each Note is 5,735,714
<b>“Ezion”</b>	:	Ezion Holdings Limited
<b>“Foreign Purchasers”</b>	:	Persons purchasing the Rights through the book-entry (scripless) settlement system whose registered addresses with CDP are outside Singapore
<b>“Foreign Shareholders”</b>	:	Shareholders with registered addresses outside Singapore as at the Books Closure Date and who had not, at least three (3) Market Days prior to the Books Closure Date, provided to CDP or the Company, as the case may be, addresses in Singapore for the service of notices and documents
<b>“FY”</b>	:	Financial year ended or ending 30 June, as the case may be
<b>“Group”</b>	:	The Company and its Subsidiaries, collectively
<b>“Issue Price”</b>	:	S\$0.035 for each Rights Share
<b>“Latest Practicable Date”</b>	:	19 November 2018, being the latest practicable date prior to the date of lodgement of this Offer Information Statement

---

## DEFINITIONS

---

<b>“Listing Manual”</b>	:	The listing manual of the Main Board of the SGX-ST, as may be amended, supplemented or revised from time to time
<b>“Market Day”</b>	:	A day on which the SGX-ST is open for trading in securities
<b>“Melvin Poh”</b>	:	Mr. Poh Boon Kher Melvin
<b>“MTN Trust Deed”</b>	:	The trust deed dated 22 September 2014 (as amended by a supplemental trust deed dated 1 February 2016, a second supplemental trust deed dated 18 November 2016 and a third supplemental trust deed dated 19 October 2018) between the Company, as issuer, and DBS Trustee Limited, as trustee, relating to the S\$350,000,000 Multicurrency Debt Issuance Programme established by the Company and constituting the Notes
<b>“NAV”</b>	:	Net asset value
<b>“Noteholders”</b>	:	Holder of Notes
<b>“Noteholders Meeting”</b>	:	The meeting of Noteholders convened by the Company on 19 October 2018 at 10.00 a.m. to for the purpose of passing the Extraordinary Resolution
<b>“Notes”</b>	:	The Series 001 S\$110,000,000 7.45% notes due 2016 issued by the Company pursuant to its S\$350,000,000 Multicurrency Debt Issuance Programme established on 22 September 2014 pursuant to the MTN Trust Deed
<b>“Offer Information Statement”</b>	:	This offer information statement dated 26 November 2018 and, where the context admits, the PAL, the ARE, the ARS and all accompanying documents including any supplementary or replacement document which may be issued by the Company in connection with the Rights Issue
<b>“Partial Cash Redemption”</b>	:	The partial redemption, in cash, of 30% of the outstanding principal amount pursuant to the Notes
<b>“Participating Banks”</b>	:	DBS Bank Ltd, United Overseas Bank Limited, Oversea-Chinese Banking Corporation Limited, and each of them a <b>“Participating Bank”</b>
<b>“Proposed Issue of Redemption Shares”</b>	:	The proposed allotment and issue of 80,299,996 new Shares to Noteholders who had elected for the Equity Redemption Payment Option pursuant to the amended terms and conditions of the Notes
<b>“Proposed Placement”</b>	:	The proposed placement of 750,000,000, 200,000,000 and 100,000,000 new Shares to AOC Acquisitions Pte Ltd, Mr. Toh Bee Yong Bernard and Mr. Poh Boon Kher Melvin, respectively, pursuant to the Subscription Agreements
<b>“Proposed Transactions”</b>	:	The Rights Issue, the Proposed Placement, the Proposed Issue of Redemption Shares and the Transfer of Controlling Interest

---

## DEFINITIONS

---

<b>“Provisional Allotment Letter” or “PAL”</b>	:	The provisional allotment letter issued to the Entitled Scripholders, setting out the provisional allotments of Rights Shares of such Entitled Scripholders in connection with the Rights Issue
<b>“Purchaser”</b>	:	A purchaser of the provisional allotment of Rights Shares traded on the SGX-ST under the book-entry (scripless) settlement system
<b>“Record Date”</b>	:	In relation to any dividends, rights, allotments or other distributions, the date as at the close of business (or such other time as may have been notified by the Company) on which the Shareholders must be registered with the Company or with CDP in order to participate in such dividends, rights, allotments or other distributions.
<b>“Redemption Amount”</b>	:	The denomination amount of S\$250,000 less the aggregate of all of the principal amounts paid from time to time upon any redemption on the Notes
<b>“Register of Members”</b>	:	Register of members of the Company
<b>“Rights”</b>	:	The “nil-paid” rights to subscribe for one (1) Rights Shares for every two (2) existing Shares held by Shareholders as at Book Closure Date on the terms and conditions of this Offer Information Statement
<b>“Rights Issue”</b>	:	The renounceable non-underwritten rights issue by the Company of up to 752,402,733 Rights Shares at an issue price of S\$0.035 for each Rights Share, on the basis of one (1) Rights Share for every two (2) existing Shares held by Entitled Shareholders as at the Books Closure Date, fractional entitlements to be disregarded
<b>“Rights Share(s)”</b>	:	Up to 752,402,733 new Shares to be allotted and issued by the Company pursuant to the Rights Issue
<b>“Rights Trading Period”</b>	:	The trading period of the Rights on a “nil-paid” basis, commencing from 9:00 a.m. on 28 November 2018 and ending at 5:00 p.m. on 6 December 2018
<b>“Securities Account”</b>	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account
<b>“Securities and Futures Act” or “SFA”</b>	:	Securities and Futures Act (Chapter 289) of Singapore, as amended or modified from time to time
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited
<b>“SGXNET”</b>	:	The broadcast network utilised by companies listed on the SGX-ST for the purpose of sending information (including announcements) to the SGX-ST (or any other broadcast or system networks prescribed by the SGX-ST from time to time)
<b>“Share Registrar”</b>	:	M & C Services Private Limited
<b>“Share Transfer Books”</b>	:	The share transfer books of the Company

---

## DEFINITIONS

---

“Shareholders”	:	Registered holders of Shares in the Register of Members of the Company or, where CDP is the registered holder, the term “Shareholders” shall, in relation to such Shares and where the context admits, mean the Depositors who have Shares entered against their names in the Depository Register. Any reference to Shares held by or shareholdings of Shareholders shall include Shares standing to the credit of their respective Securities Accounts
“Share(s)”	:	Ordinary share(s) in the capital of the Company
“Subsidiaries”	:	Has the meaning ascribed to it in section 5 of the Companies Act and “Subsidiary” shall be construed accordingly
“SRS”	:	Supplementary Retirement Scheme
“SRS Investors”	:	Investors who had purchased the Shares using their SRS accounts
“Subscription Agreements”	:	The three (3) conditional subscription agreements dated 28 March 2018 entered into between the Company and each Subscriber in relation to the Proposed Placement, and each a “Subscription Agreement”
“Substantial Shareholder”	:	An entity or a person who has an interest or interests in one (1) or more voting Shares and the total votes attached to that voting Share, or those voting Shares, is not less than five per cent. (5.0%) of the total votes attached to all the voting Shares
“Transfer of Controlling Interest”	:	The transfer of a Controlling Interest in the Company to AOC Acquisitions Pte Ltd as a result of the Proposed Placement
“VWAP”	:	Volume weighted average price
<u>Currencies and units</u>		
“S\$” and “cents”	:	Singapore dollars and cents, respectively, being the lawful currency of the Republic of Singapore
“A\$” or “AU\$” and “AU cents”	:	Australian dollars and cents, respectively, being the lawful currency of Australia
“%” or “per cent.”	:	Per centum or percentage

The terms “Depositor”, “Depository Agent” and “Depository Register” shall have the same meanings ascribed to them in Section 130A of the Act.

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

Any reference to the time of day in this Offer Information Statement, the PAL, the ARE or the ARS shall be a reference to Singapore time unless otherwise stated. Any reference to a date and/or time in this Offer Information Statement, the PAL, the ARE or the ARS in relation to the Rights Issue (including but not limited to the Closing Date and the last dates and times for splitting, acceptance and payment,

---

## DEFINITIONS

---

renunciation and payment, and excess application and payment) shall include such other dates(s) and/or time(s) as may be announced from time to time by or on behalf of the Company.

Any reference in this Offer Information Statement, the PAL, the ARE or the ARS to any enactment is reference to that enactment for the time being amended or re-enacted. Any term defined under the Act, the SFA or the Listing Manual or such statutory modification thereof and used in this Offer Information Statement shall, where applicable, have the meaning ascribed to it under the Act, SFA, or the Listing Manual or such statutory modification thereof, as the case may be, unless otherwise provided.

All discrepancies in the figures included herein between the listed amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in this Offer Information Statement may not be an arithmetic aggregation of the figures that precede them.

Any reference to “we”, “us” and “our” in this Offer Information Statement is a reference to the Group or any member of the Group as the context requires.

---

## EXPECTED TIMETABLE OF KEY EVENTS

---

Shares trade ex-Rights	:	21 November 2018 from 9:00 a.m.
Books Closure Date	:	23 November 2018 at 5:00 p.m.
Despatch of the Offer Information Statement, ARE and PAL (as the case may be) to Entitled Shareholders	:	28 November 2018
Commencement of trading of “nil-paid” Rights	:	28 November 2018
Last date and time for splitting and trading of “nil-paid” Rights	:	6 December 2018 at 5:00 p.m.
Last date and time for acceptance of and payment (9.30 p.m. for Electronic Applications)	:	12 December 2018 at 5:00 p.m.
Last date and time for acceptance of and payment for Rights Shares by renouces <sup>(1)</sup>	:	12 December 2018 at 5:00 p.m.
(9.30 p.m. for Electronic Applications)	:	12 December 2018 at 5:00 p.m.
Last date and time for application and payment for Excess Rights Shares <sup>(1)</sup>	:	12 December 2018 at 5:00 p.m.
(9.30 p.m. for Electronic Applications)	:	19 December 2018
Expected date for issue of Rights Shares	:	19 December 2018
Expected date for crediting of Rights Shares	:	20 December 2018
Expected date for refund of unsuccessful or invalid applications (if made through CDP)	:	20 December 2018
Expected date for the listing and commencement of trading of Rights Shares	:	20 December 2018 from 9:00 a.m.

**Note(s):**

- (1) This does not apply to CPFIS Shareholders, SRS Investors and investors who hold Shares through a finance company and/or Depository Agent. CPFIS Shareholders, SRS Investors and investors who hold Shares through a finance company and/or Depository Agent should refer to the section entitled **“Important Notice to CPFIS Shareholders, SRS Investors and Investors who hold Shares through a Finance Company and/or Depository Agent”** of this Offer Information Statement. Any application made by these investors directly through CDP, Electronic Applications through ATMs of Participating Banks, the Share Registrar and/or the Company will be rejected. Such investors, where applicable, will receive notification letter(s) from their respective agent bank, approved bank, finance company and/or Depository Agent and should refer to such notification letter(s) for details of the last date and time to submit applications to their respective agent bank, approved bank, finance company and/or Depository Agent.

Pursuant to Rule 820(1) of the Listing Manual, the Rights Issue will not be withdrawn after the Shares have commenced ex-Rights trading. Based on the above timetable, the Shares are expected to commence ex-Rights trading on 21 November 2018 from 9:00 a.m.

The above timetable is indicative only and is subject to change. As at the date of this Offer Information Statement, the Company does not expect the above timetable to be modified. However, the Company may, with the approval of the SGX-ST and/or CDP (if necessary), modify the above timetable subject to any limitations under any applicable laws. In such an event, the Company will publicly announce the same through a SGXNET announcement at the SGX-ST’s website <http://www.sgx.com>.

---

## SUMMARY OF THE RIGHTS ISSUE

---

The following is a summary of the principal terms and conditions of the Rights Issue and is derived from, and should be read in conjunction with, the full text of this Offer Information Statement, and is qualified in its entirety by reference to information appearing elsewhere in this Offer Information Statement.

- Number of Rights Shares : Up to 752,403,733 Rights Shares.
- Basis of Provisional Allotment : The Rights Issue is made on a renounceable basis to Entitled Shareholders on the basis of one (1) Rights Share for every two (2) existing Shares held by Entitled Shareholders as at the Books Closure Date, fractional entitlements to be disregarded.
- Issue Price : S\$0.035 for each Rights Share, payable in full on acceptance and/or application.
- Discount : The Issue Price represents:
- (i) a discount of approximately 25.37% to the weighted average price of S\$0.0469 per share on the SGX-ST on 28 March 2018, being the full Market Day immediately preceding the date of the announcement of the Rights Issue;
  - (ii) a discount of approximately 5.41% to the closing price of S\$0.037 per Share on the Latest Practicable Date; and
  - (iii) a discount of approximately 18.4% to the theoretical ex-rights price of approximately S\$0.043 per Share assuming the completion of the Rights Issue, calculated based on the closing price of S\$0.048 per Share for trades done on the SGX-ST on 29 March 2018, being the date of the announcement of the Rights Issue, and the number of Shares following completion of the Rights Issue.
- Eligibility to participate : Please refer to the section entitled “**Eligibility of Shareholders to Participate in the Rights Issue**” of this Offer Information Statement for further details.
- Status of the Rights Shares : The Rights Shares are payable in full upon acceptance and application, and when allotted and issued, will rank *pari passu* in all respects with the then existing Shares for any dividends, rights, allotments or other distributions, the Record Date for which falls before the date of issue of the Rights Shares.
- Listing of the Rights Shares : The Company has on 29 October 2018 obtained the approval in-principle from the SGX-ST for the listing and quotation of the Rights Shares on the Main Board of the SGX-ST, subject to certain conditions. The Rights Shares will be admitted to SGX-ST after the certificates relating thereto have been issued and the allotment letters from CDP have been despatched.

The approval in-principle granted by the SGX-ST for the listing and quotation of the Rights Shares on the Main Board of the SGX-ST are in no way reflective of and are not to be



---

## SUMMARY OF THE RIGHTS ISSUE

---

taken as an indication of the merits of the Rights Issue, the Rights Shares, the Company, its subsidiaries and their securities.

Acceptances, Payment and Excess Application : Entitled Shareholders will be at liberty to accept, decline or otherwise renounce (in full or in part) or in the case of Entitled Depositors, trade their provisional allotments of Rights Shares on the Main Board of the SGX-ST during the Rights Trading Period prescribed by the SGX-ST and will be eligible to apply for Excess Rights Shares.

Provisional allotments which are not taken up for any reason shall be aggregated and used to satisfy Excess Applications (if any) or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit for the benefit of the Company.

In the allotment of Excess Rights Shares, preference will be given to the rounding of odd lots, and that Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board of Directors will rank last in priority for the rounding of odd lots and allotment of Excess Rights Shares. The Company will also not make any allotment and issue of any Excess Rights Shares that will result in a transfer of controlling interest in the Company unless otherwise approved by Shareholders in a general meeting.

Trading of the Rights Shares : Upon the listing and quotation of the Rights Shares on the Main Board of the SGX-ST, the Rights Shares will be traded on the SGX-ST under the book-entry (scripless) settlement system. For the purposes of trading on the SGX-ST, each board lot of Shares will comprise of 100 Shares. All dealings in and transactions (including transfers) in relation to the Rights Shares effected through the SGX-ST and/or CDP shall be made in accordance with CDP's "*Terms and Conditions for Operation of Securities Accounts with The Central Depository (Pte) Limited*", as may be amended from time to time, copies of which are available from CDP.

Trading of Odd Lots of Shares : For the purposes of trading on the Main Board of the SGX-ST, each board lot of Shares will comprise 100 Shares. Eligible Shareholders who hold odd lots of Shares (that is, lots other than board lots of 100 Shares) and who wish to trade in odd lots are able to trade odd lots of Shares on the SGX-ST's Unit Share Market. The Unit Share Market is a ready market for trading of odd lots of Shares with a minimum size of one (1) Share.

Scaling Down : Depending on the level of subscription for the Rights Shares, the Company will, if necessary, scale down the subscription for the Rights Shares by any of the Shareholders (if such Shareholder chooses to subscribe for its pro-rata Rights Shares entitlement) to avoid placing the relevant Shareholder

---

## SUMMARY OF THE RIGHTS ISSUE

---

in the position of incurring a mandatory general offer obligation under the Code as a result of other Shareholders not taking up their Rights Shares entitlement fully.

Use of CPF Funds : CPFIS Shareholders can only use, subject to applicable CPF rules and regulations, monies standing to the credit of their CPF Investment Accounts (“**CPF Funds**”) for the payment of the Issue Price to subscribe for the Rights Shares and (if applicable) apply for Excess Rights Shares. CPFIS Shareholders who wish to accept the provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares using CPF Funds will need to instruct their respective approved banks, where such CPFIS Shareholders hold their CPF Investment Accounts, to accept the provisional allotments of Rights Shares and (if applicable) apply for the Excess Rights Shares on their behalf in accordance with this Offer Information Statement. In the case of insufficient CPF funds or stock limit, CPFIS Shareholders could top up cash into their CPF Investment Accounts before instructing their respective approved CPF agent banks to accept the Rights Shares and (if applicable) apply for Excess Rights Shares. Any application made directly to the CDP, the Share Registrar, the Company and/or by way of an Electronic Application through the ATMs of the Participating Banks will be rejected. CPF Funds cannot, however, be used for the purchase of the provisional allotments of the Rights Shares directly from the market.

Use of SRS monies : SRS Investors who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares can only do so, subject to applicable SRS rules and regulations, using monies standing to the credit of their respective SRS accounts. SRS Investors who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares using SRS monies, must instruct the relevant approved banks in which they hold their SRS accounts to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf in accordance with this Offer Information Statement. SRS Investors who have insufficient funds in their SRS accounts may, subject to the SRS contribution cap, deposit cash into their SRS accounts with their approved banks before instructing their respective approved banks to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares. SRS Investors are advised to provide their respective approved banks in which they hold their SRS accounts with the appropriate instructions no later than the deadlines set by their respective approved banks in order for their respective approved banks to make the relevant acceptance and (if applicable) application on their behalf by the Closing Date. Any acceptance and (if applicable) application made directly through CDP, Electronic Applications at ATMs of the Participating Banks, the Share Registrar and/or the Company will be rejected. For the avoidance of doubt, monies in SRS accounts may not be used for the purchase of provisional allotments of the Rights Shares directly from the market.

---

## SUMMARY OF THE RIGHTS ISSUE

---

- Estimated net proceeds : In the event that the Rights Shares are fully subscribed, the Company expects to raise net proceeds of approximately S\$21,359,715.28 in cash from the Rights Issue, after deducting estimated costs and expenses of approximately S\$200,000.00 incurred in connection with the Rights Issue. Please note that the payment for Ezion's subscription of its *pro rata* entitlement to Rights Shares will be set off against the outstanding amount of the existing shareholder's loan from Ezion to the Company, which will be reduced by an amount of S\$4,774,380.38.
- Risk factors : Investing in the Rights and the Rights Shares involves risks. Please refer to the section entitled "**Risk Factors**" of this Offer Information Statement.
- Governing Law : Laws of the Republic of Singapore.

---

## RISK FACTORS

---

*To the best of the Directors' knowledge and belief, the risk factors that are material to prospective investors and/or subscribers in making an informed judgment on the Rights Issue are set out below. Prospective investors and/or subscribers should carefully consider and evaluate each of the following considerations and all other information contained in this Offer Information Statement before deciding whether to invest or subscribe for the Rights Shares. The Group may be affected by a number of risks that may relate to the industries in which the Group operates as well as those that may generally arise from, inter alia, economic, business, market and political factors, including the risks set out herein. The risks described below are not intended to be exhaustive.*

*There may be additional risks not presently known to the Group, or that the Group may currently deem immaterial, which could affect its operations, possibly materially. If any of the following considerations and uncertainties develops into actual events, the business, financial considerations and results of operations of the Company and the Group could be materially and adversely affected. In such cases, the trading price of the Shares could decline and a prospective investor or subscriber may lose all or part of his investment in the Shares and the Rights Shares.*

*Prospective investors and/or subscribers should also note that certain of the statements set forth below constitute "forward-looking statements" that involve risks and uncertainties – please see the section entitled "**Cautionary Note on Forward-Looking Statements**" of this Offer Information Statement.*

### **RISKS RELATING TO THE GROUP'S BUSINESS AND OPERATIONS**

#### ***There may be a substantial doubt about the Group's ability to continue as a going concern***

There cannot be any assurance that the Group will be able to continue as a going concern. The Group's audited consolidated financial statements as of and for FY2018 have been prepared on the assumption that the Group will continue as a going concern. The Group's independent auditor has issued a qualified audit report on the Group's consolidated financial statements as of and for FY2018.

#### ***Any proceeds from the sale of the Port Assets may be insufficient to repay all amounts due under the Notes***

As disclosed in the Group's audited consolidated financial statements as of 30 June 2018, the directors of the Group had determined the recoverable amount of the Port Assets to be AU\$87.9 million. The carrying amount of the Port and Marine cash generating unit as of 30 June 2018 was AU\$71.7 million.

Values for assets such as the Port Assets are inherently difficult to compute, and such valuations are based on various limitations and assumptions which, by their nature, are subjective and uncertain. There can be no assurance that such valuation (or any other valuation) will not be materially different from the sale price that may be obtained on the sale of the Port Assets, even in circumstances where such sale is not on a "fire sale" basis. There also cannot be any assurance that any future valuation of the Port Assets will not be substantially lower than the valuation by the directors of the Group.

Moreover, the Group may be required to make impairment provisions in its future financial statements relating to the Port Assets, based on any new valuation and/or circumstances existing at the relevant time, and any such provisions may be substantial.

In addition, any bank or financial institution that provides new funds in the form of loans may have a first ranking security over the Port Assets up to the amount of new funds lent (but subject to a limit of S\$20.0 million), while Noteholders will have a first ranking security over such Port Assets above S\$20.0 million. As a result, any enforcement proceeds will (after payment of all security agent costs and enforcement expenses) first be used to pay any lender (if any) who provides new funding to the Group, up to the amount of such new funding subject to a maximum limit of S\$20.0 million. Any remaining enforcement proceeds will next be used to pay all amounts due under the Notes. There is no assurance that the enforcement proceeds of the Port Assets will be sufficient to repay all amounts due under the Notes. If the enforcement proceeds are insufficient, any remaining balance will be unsecured debt.

---

## RISK FACTORS

---

***The Group expects to be highly leveraged for the next several years and may not be able to generate sufficient cash flows to meet its debt service obligations, including payments under the Notes***

The Group is highly leveraged and has significant short-term liquidity requirements. As of 30 June 2018, the Group had approximately AU\$85.8 million of current interest-bearing borrowings (including the Notes) and AU\$34.2 million in non-current interest-bearing borrowings. If the Group successfully implements its recapitalisation pursuant to the Proposed Transactions, the Group will continue to have substantial indebtedness. In addition, the Group may incur additional bank borrowings.

This substantial indebtedness will have important consequences for the Group's creditors and shareholders. The Group will require substantial cash flow to meet its obligations under the refinanced indebtedness, including the Notes. Therefore, a substantial part of its cash flow from operations will not be available for its business. The Group's substantial indebtedness could adversely affect its results of operations and could have important consequences for Noteholders and for the Group, including but not limited to:

- (a) limiting the Group's ability to obtain necessary financing in the future for working capital, capital expenditures, debt service requirements or other purposes;
- (b) requiring a substantial portion of the Group's cash flow from operations to be used for payments on its debt and therefore reducing its ability to reinvest its cash flow from operations in its business;
- (c) limiting the Group's flexibility in planning for, or reacting to changes in its business and its ability to take advantage of future business opportunities;
- (d) placing the Group at a competitive disadvantage to certain of its competitors with less indebtedness or greater resources; and
- (e) limiting the Group's ability to react to changing market conditions, changes in the industries that it does business in or economic downturns.

The occurrence of any one of these events could have a material adverse effect on the Group's business, financial condition, cash flow, results of operations, prospects, and its ability to satisfy its obligations under the Notes and any of its other indebtedness.

The Group's ability to service its debt will depend on its future performance, which, in turn, depends on the successful implementation of its strategy and on financial, competitive, regulatory, technical and other factors, general economic conditions, demand and selling prices for the Group's services, costs of raw materials and other factors specific to industry or specific projects, many of which are beyond the Group's control. The Group may not be able to generate sufficient cash flow from operations and future sources of capital may not be available to the Group in an amount sufficient to enable it to service its indebtedness, including the Notes, or to fund its other liquidity needs.

If the Group is unable to generate sufficient cash flow and capital resources to satisfy its debt obligations or other liquidity needs, it may have to undertake alternative financing plans, which may not be available on commercially reasonable terms or at all. Therefore, the Group could face substantial liquidity problems and might be required to dispose of material assets or operations to meet its debt service and other obligations. The Group's credit facilities and the Trust Deed relating to the Notes contain restrictions on the Group's ability to dispose of assets and the use of the proceeds of such disposition. The Group may not be able to consummate any dispositions or the proceeds from such disposition may not be adequate to meet any debt service obligations then due.

***The Group's business is subject to general risks associated with operating businesses outside Singapore***

There are risks inherent in operating businesses overseas, which include unexpected changes in regulatory requirements, difficulties in staffing and managing foreign operations, social and political instability, fluctuations in currency exchange rates, potentially adverse tax consequences, legal

---

## RISK FACTORS

---

uncertainties regarding the Group's liability and enforcement, changes in local laws and controls on the repatriation of capital or profits. Any of these risks could adversely affect the Group's overseas operations and consequently, its business, financial condition, cash flow, results of operations and prospects.

***The Group's ability to borrow in the bank or capital markets may be adversely affected by a financial crisis***

The Group's ability to borrow in the bank or capital markets to meet its financial requirements is dependent on favourable market conditions. Financial crises in particular geographic regions, industries or economic sectors for example, the United States sub-prime mortgage crisis and the sovereign debt crisis in Europe and the United States, have, in the past, led and could in the future lead to sharp declines in the currencies, stock markets and other asset prices in those geographic regions, industries or economic sectors, in turn threatening affected companies, financial systems and economies.

Any market slowdown may adversely impact the Group's ability to borrow from the bank or capital markets and may significantly increase the costs of such borrowing. If sufficient sources of financing are not available in the future for these or other reasons, the Group's business, financial condition, cash flow, results of operations and prospects may be materially and adversely affected.

In addition, the Group cannot ensure that it will not incur losses in the future due to a potential increase in its operating and financing costs incurred to finance the Group's growth and expansion or lower than expected increase in revenues. This increase in operating and financing costs without a corresponding increase in revenues will have a negative impact on the Group's results of operations. In the event that any of the above events materialise, the Group's business, financial condition, cash flow, results of operations and prospects will be adversely affected.

***The Group's business is exposed to potential liability arising from any damage, injury or death resulting from accidents or other causes***

Due to the nature of the Group's business, the Group may be subject to the risk of accidents occurring either to its employees or to third parties who may be involved in accidents while on its premises. These accidents may occur as a result of fire, explosions or other incidents which may result in injury to persons, death or damage to property. The Group may be liable, whether contractually or under the law, for any or all of such loss or damage or injury to or loss of life. In addition, it may be liable for substantial fines and penalties imposed by the authorities of the relevant jurisdictions. Any of such events will disrupt the Group's business and lead to a reduction in revenue, profits and cash flow and to increased costs of operations. In the event of an accident that is not covered by its insurance policies or the claims of which are in excess of its insurance coverage or are contested by the insurance companies, the Group's business, financial condition, cash flow, results of operations and prospects will be adversely affected.

***If the Group is unable to accurately estimate the overall risks, revenues or costs on its contracts, or fail to agree to the pricing of work done pursuant to unapproved change orders, the Group may incur lower than anticipated profit or incur a loss on the contracts***

Substantially all of the Group's contracts are either fixed price or fixed unit price contracts. The terms of these contracts require the Group to guarantee the price of its services on a fixed price or a fixed unit price basis and assume the risk that the costs associated with its performance will not be greater than it anticipated. As a result, the Group will only realise a profit on these contracts if it successfully estimates its project costs and avoid cost overruns. Cost overruns, whether due to inefficiency, inaccurate estimates or other factors, result in a lower profit or a loss on a project and negatively impact cash flow. The Group's project cost estimates are subject to a number of assumptions, including the indicative prices of its suppliers and sub-contractors.

Although the Group anticipates increased labour costs and materials and utilities costs in its tender submissions, the revenue, cost, gross profit and cash flow realised on a fixed price or fixed unit price contract may vary from the estimated amounts because of many factors, including changes in job conditions, variations in labour and equipment productivity over the term of the contract and unexpected increases in costs of materials and labour. Unexpected discounts requested by customers may also result in the Group being unable to collect its full tender price. If the Group's estimates of the overall risk,

---

## RISK FACTORS

---

revenues or costs prove inaccurate, unexpected discounts given, or circumstances change, the Group may incur a lower profit or a loss on its contracts, which could materially and adversely affect its business, financial condition, cash flow, results of operations and prospects.

The Group is frequently required to perform extra or “change order” work as directed by the customer even if the customer has not agreed in advance on the scope or price of the work to be performed. This process may result in disputes over whether the work performed is beyond the scope of the work included in the original project plans and specifications or, if the customer agrees that the work performed qualifies as extra work, the price the customer is willing to pay for the extra work. Even when the customer agrees to pay for the extra work, the Group may be required to fund the cost of such work for a lengthy period of time until the change order is approved and funded by the customer negatively impacting working capital. Also, these unapproved change orders, contract disputes or claims result in costs to the Group that cannot be billed for a period of time.

There can be no assurance that the Group will be able to invoice or recover the cost and profit margin for the extra or change order work in full or at all, which may lead to business disputes or may otherwise adversely affect the Group’s business, financial condition, cash flow, results of operations and prospects.

### ***The Group’s results of operations depend on the timing of new contract awards and the timing of the performance of these contracts***

At any point in time, the Group may derive a substantial portion of its revenues directly or indirectly from a limited number of large contracts. The amount of work to be done under a contract, and therefore the timing and amount of revenue that it recognises, varies depending on the project duration and on the stage of the construction that is being performed at any particular time. There is typically less work at the beginning and at the end of a project, resulting in the Group recognising less revenues at these stages, compared with the amount of work that it performs in the middle of a project, when it recognises more revenues. Therefore, the Group’s results of operations tend to fluctuate depending on the duration and stage of its contracts at any particular time and the composition of contracts within its portfolio at any one time. In addition, the timing of the revenues and cash flows from its projects can be delayed by a number of factors, including availability of labour, weather conditions, delays in receiving material and equipment from suppliers and changes in the scope of work to be performed. These delays, if they occur, could have an adverse effect on its operating results for a particular period. As a result of the foregoing, the Group’s results of operations and cash flows can fluctuate significantly from period to period.

A substantial part of the Group’s business is project-based and non-recurring. Thus, the Group has to continually and consistently secure new customers and projects. The Group cannot predict whether or when it will receive awards of new contracts as these contracts frequently involve a lengthy and complex bidding and selection process, which is affected by a number of factors, including market conditions, financing arrangements and governmental approvals. The Group’s profitability, financial performance and cash flow will depend on its ability to secure new projects that are profitable on a regular basis. If the Group is unable to do so for any reason, its business, financial condition, cash flow, results of operations and prospects will be materially and adversely affected.

### ***The Group is dependent upon the availability and cost of labour***

Labour costs account for a significant proportion of the Group’s total costs. Labour costs accounted for 95.1%, 87.4% and 82.9% of the Group’s cost of sales in FY2016, FY2017 and FY 2018, respectively.

The Group’s ability to control labour costs and to manage large projects is dependent upon its ability to attract and retain qualified technical expertise with sufficient experience in the delivery of such projects. The Group is dependent upon the availability of workers, particularly when the level of activity in the industry is high. If there is a shortage of technical expertise and other workers, the Group may have difficulty hiring adequate numbers of skilled personnel and other workers, directly or through sub-contractors, in the future. There can be no assurance that the costs of retaining or employing skilled personnel or other workers will not exceed the Group’s estimates, which may materially and adversely affect the Group’s business, financial condition, cash flow, results of operations and prospects.

---

## RISK FACTORS

---

### ***The Group is dependent on the availability of adequately skilled labour and specialised equipment***

Due to the specialised nature of the Group's work, there is a limited supply of adequately skilled business unit managers, technical managers, tradesmen and experienced project delivery staff. The Group also requires certain specialised equipment to carry out its operations. If the Group fails to retain its skilled technical managers, tradesmen and project staff, or if it fails to acquire the necessary equipment to carry out its operations, its business, financial condition, cash flow, results of operations and prospects will be materially and adversely affected. To ensure that the Group remains competitive, from time to time it recruits a number of foreign workers. If there is a shortage of foreign workers or restrictions are placed on the employment of foreign workers, or if the Group is unable to acquire the necessary equipment to carry out its operations, its operations and project schedule will be affected and its business, financial condition, cash flow, results of operations and prospects will be materially and adversely affected. Furthermore, to the extent that the Group is unable to recruit the required number of skilled business unit managers, engineers, tradesmen and experienced project staff, whether locally or from overseas, to meet its increased business activities, its business, financial condition, cash flow, results of operations and prospects will be materially and adversely affected.

### ***Maintaining good employee relations is important for the smooth operations of the Group's business***

There can be no assurance that the Group will not experience incidences of work stoppages and labour disputes in its operations. If the Group encounters any material work stoppages and/or labour disputes or industrial actions in the future which causes significant disruptions to its operations, the Group's business, financial condition, cash flow, results of operations and prospects may be materially and adversely affected.

### ***The Group is affected by the performance and quality of its sub-contracted works***

The Group sub-contracts certain types of work, such as detailed drawings, transportation, surface treatment, non-destructive testing, electrical work, machining and fabrication to third parties or subcontractors. It is exposed to the timely delivery and the quality required of the sub-contracted works. On a regular basis, the Group reviews its sub-contractors' performance and conducts due diligence assessments on the sub-contractors' previous projects and available manpower. It also places management supervision on site to manage the subcontractor and to ensure the sub-contractor performs at the level it requires. Although the Group holds retention monies for certain sub-contractors, if its subcontractors fail to adhere to the agreed specifications or default on their contractual obligations, the Group's ability to deliver the project on time will be compromised, and it may be exposed to liabilities under the main contracts with its customers. In addition, the Group may not be able to find alternative sub-contractors to complete the work in a timely fashion and it may be subject to higher costs from alternative subcontractors, which may materially and adversely affect its business, financial condition, cash flow, results of operations and prospects.

### ***The Group is subject to delays in completion of projects and the risk of unanticipated or premature termination of projects or contracts***

The Group's customers may delay the completion of projects due to unforeseen circumstances. Delays may also result from incomplete specifications or unanticipated difficulties in developing customised solutions for them. Customers may also terminate their projects or contracts with the Group due to changes in its business plans, insufficient funding or dissatisfaction with the progress.

Although the Group's contracts with some of its customers may be long-term contracts that may last for up to five years, under the terms of such contracts, its customers may terminate those contracts before the end of the full term. The unanticipated termination of any projects or contracts in progress or any decisions by its customers not to proceed with a contracted project may have a material adverse effect on the Group's business, financial condition, cash flow, results of operations and prospects.

### ***The Group faces competitive pressures and there is no assurance that it will be able to compete successfully with its competitors***

The Group's business is competitive and it faces competition from other Australian engineering and construction companies in the market such as Civmec Limited, Kaefer Group, UGL Limited and



---

## RISK FACTORS

---

Monadelphous Group Ltd, who are able to provide services that are similar to the Group's and who compete with it on key attributes including scale and capacity of production, pricing, brand name, timely delivery and customer service within its individual suite of services.

Competition could increase as a result of new market entrants, or the Group's competitors may be able to price their products and services more attractively, or may utilise equipment that is more advanced than the Group's equipment. In addition to local competitors, the Group also faces competition from foreign companies, which may have access to better financial, equipment and other resources than the Group does. There is no assurance that the Group will be able to compete successfully in the future. Any failure by the Group to remain competitive would materially and adversely affect its business, financial condition, cash flow, results of operations and prospects.

***Activities in the Group's business can be dangerous and can cause injury to people or property in certain circumstances***

The Group's business activities are subject to hazards associated with the construction, operation, handling, storage and transportation of oil and gas and mineral materials and projects, including pipeline leaks and ruptures, explosions, fires, inclement weather and natural disasters, mechanical failure, unscheduled downtime, labour difficulties, transportation interruptions, remediation complications, discharges of toxic substances and environmental risks. These hazards can cause personal injury and loss of life, severe damage to or destruction of property and equipment, environmental damage, fines and liabilities, which could have a material adverse effect on the Group's reputation, and on its business, financial condition, cash flow, results of operations and prospects.

Damage to the Group's assets caused by these hazards will result in downtime of its assets because they may be subject to extensive rebuilding, servicing or repairs instead of being utilised for its operations. If insurance coverage is insufficient to compensate for losses suffered as a result of natural disasters, the Group will incur substantial losses or be required to make material compensation payments, which may have a material adverse impact on its business, financial condition, cash flow, results of operations and prospects.

***The Group's insurance coverage may not adequately protect the Group against the risks associated with its business operations***

A variety of risks are associated with the Group's operational activities, including damage to its facilities, environmental pollution, damage to products in transit, transportation delays and risks posed by natural disasters, among others. Any or all of these risks may have a material and adverse effect on the Group's business, financial condition, cash flow, results of operations and prospects. The Group maintains insurance which it believes is typical in its industries and in amounts which it believes to be commercially appropriate.

However, the Group may become subject to liabilities, including liabilities for pollution or other hazards, against which it has not insured adequately or at all, or cannot insure. The Group's insurance policies contain certain exclusions and limitations on coverage which may result in its claims not being honoured to the extent of losses or damages suffered by it. In addition, the Group's insurance policies may not continue to be available at economically acceptable premiums, or at all. The occurrence of a significant adverse event, the risks of which are not fully covered or honoured by such insurers, could have a material adverse effect on its business, financial condition, cash flow, results of operations and prospects.

***The Group's inability to obtain performance guarantees and other financing could limit the number of projects it is able to pursue***

It is customary in the Group's industry, and the Group is typically required, to provide performance guarantees to bid for and to secure the Group's performance under its contracts. The Group's ability to obtain performance guarantees from financial institutions and banks primarily depends upon its capitalisation, working capital, past performance, management expertise and other external factors, including the overall financial capacity of the financial institutions and banks. Financial institutions and banks consider these factors in relation to their risk management policies and underwriting standards, which may change from time to time. There can be no assurance that the Group will continue to be able to obtain the performance guarantees required for it to operate its business either on a secured or

---

## RISK FACTORS

---

unsecured basis, on commercially reasonable terms or at all, which would materially and adversely affect the Group's business, financial condition, cash flow, results of operations and prospects.

For most of the Group's projects, it is paid accordance to work done on a progressive basis. The Group may also require additional financing to provide needed additional working capital to finance start-up costs of projects (including the purchase of materials and equipment and the payment of labour costs) before it receives payment under a contract. The Group's ability to arrange for financing will depend, in part, upon factors outside its control, such as a financial institution's lending policy and prevailing market conditions, as well as upon its business, financial condition, cash flow, results of operations and prospects. The Group's inability to obtain adequate financing to fund its working capital requirements could adversely affect its ability to perform its obligations under existing contracts and its ability to obtain new contracts, which could material adverse effect on the Group's business, financial condition, cash flow and prospects.

***Global and national political, economic, regulatory or social conditions may have a material and adverse effect on the Group's business, financial condition, cash flow, results of operations and prospects***

The Group's business and future growth are dependent on the political, economic, regulatory and social conditions in globally and in each of the countries that it operates or in which it intends to expand its business and operations. Any global or national economic downturn or changes in policies implemented by the governments in these countries, currency and interest rate fluctuations, capital controls or capital restrictions, labour laws, changes in duties and taxation and limitations on imports and exports may materially and adversely affect its business, financial condition, cash flow, results of operations and prospects.

A prolonged global economic downturn may have an adverse effect on the Group's business, financial condition, cash flow, results of operations and prospects. In addition, a prolonged global economic downturn could have a material adverse effect on the ability of banks to meet their financial obligations, including, the repayment of their customers' deposits. To the extent any of the Group's cash have been deposited with any of such banks, the Group may lose all or part of its cash deposits, which would have a material adverse effect on its business, financial condition, cash flow, results of operations and prospects.

***The Group is dependent on its key management personnel***

The continued success of the Group is dependent to a large extent on its ability to retain its key management personnel, in particular, its chief executive officer and executive management team. There is no assurance that the Group will be able to retain, its chief executive officer and executive management team. In addition, there is no assurance that the Group will be able to recruit and retain suitable replacements for its chief executive officer and executive management team if they leave. The loss of the Group's chief executive officer and executive management team without suitable replacements may have a material and adverse impact on its ability to achieve its objectives as well as on its business, financial condition, cash flow, results of operations and prospects.

***The Group may incur additional costs or liquidated damages in the event of disputes, claims, defects or delays***

From time to time, the Group encounters disputes with its customers in relation to non-compliance with contract specifications, defects in workmanship and materials used. There is no assurance that these and any future disputes and claims will not result in protracted litigation, which may have a material and adverse impact on the Group's business, financial condition, cash flow, results of operations and prospects.

The Group usually provides warranty periods for 12 months or more from the contractual delivery date, depending on the individual contract requirements. During this period, it is required to rectify defects for which it is responsible free of charge. If the Group is required to rectify defects during the warranty period which result in substantial additional costs being borne by it, the profitability of the particular project will be reduced. If the Group's customers suffer loss and damage due to the defects, they may also claim against the Group, thereby materially and adversely affecting its business, financial condition, cash flow, results of operations and prospects.

---

## RISK FACTORS

---

Contracts for the Group's projects usually contain provisions for payment of liquidated damages by it if the hand-over of its projects is delayed. If the Group's projects are delayed, whether due to its fault or the fault of its suppliers or sub-contractors, it may be liable to pay liquidated damages, which may be substantial because they are calculated based on the period of delay. If such liquidated damages are significant, the Group's business, financial condition, cash flow, results of operations and prospects may be materially and adversely affected.

***The Group is subject to various international and local environmental protection laws and regulations***

The Group is subject to various environmental protection laws and regulations in the jurisdictions in which it operates. Such laws and regulations are complex, subject to frequent changes and have tended to become more stringent over time. Therefore, compliance may become increasingly difficult and costly. These environmental laws and regulations, and their interpretations, are constantly evolving and it is impossible to predict accurately the effect that changes in these laws and regulations, or their interpretation, may have upon the Group's business, financial condition, cash flow, results of operations or prospects. If environmental laws and regulations, or their interpretation, become more stringent, the costs of compliance could increase. If the Group cannot pass along future costs to its customers, any increases could have a material adverse effect on the Group's business, financial condition, cash flow, results of operations and prospects.

Like most countries, Singapore has laws and regulations regarding environmental matters including disturbance, rehabilitation and the discharge of hazardous waste and materials. Such laws and regulations can increase the cost of planning, designing, installing and operating industrial facilities for use by operators. Some of these laws and regulations may expose the Group to liability for the conduct of or conditions caused by others, or for the Group's acts, even if such acts had complied with all applicable laws at the time of performance, and the Group may be required to pay significant fines and penalties for noncompliance. Some environmental laws impose joint and several "strict liability" for cleaning up spills and releases of oil and hazardous substances, regardless of whether the Group was negligent or at fault.

Environmental protection laws and regulations may also have the effect of curtailing exploration, development and production activities by the Group's customers. This may reduce the demand for the Group's services, which would have a material adverse effect on the Group's business, financial condition, cash flow, results of operations and prospects.

***The Group may be exposed to losses from natural disasters, terrorism or other unforeseen events which may not be sufficiently covered by its insurance***

The occurrence of natural disasters, terrorism or other catastrophes or other acts of God such as severe weather conditions or epidemic diseases in the Group's areas of operation may materially and adversely disrupt its operations. Such developments may also affect the ability of the Group's customers to meet their payment obligations to the Group, which could materially and adversely affect the Group's business, financial condition, cash flow, results of operations and prospects.

Terrorist activities, anti-terrorist efforts, piracy or other armed conflict involving Singapore, Asia or Australia or their interests abroad may adversely affect the Singaporean, Asian, Australian and global economies. If events of this nature occur and persist, the associated political instability and societal disruption could reduce overall demand for oil and gas potentially putting downward pressure on prevailing oil and gas prices and adversely affect the Group's activities. Oil and gas production facilities, transportation systems and storage facilities could be direct targets of terrorist attacks, and the Group's business, financial condition, cash flow, results of operations and prospects could be materially and adversely affected if any infrastructure or property integral to its operations is destroyed or damaged by such an attack. Insurance coverage may become more difficult to obtain, if available at all.

These factors, which are not within the Group's control, may potentially have significant effects on its operations and production facilities, and the operations of its customers and suppliers. As a result, the occurrence of natural or other catastrophes, severe weather conditions or other acts of God may adversely affect the Group's business, financial condition, cash flow, results of operations and prospects.

---

## RISK FACTORS

---

***The Group's products are subject to stringent quality codes and standards and certification for quality control and it is exposed to potential liability arising from damages, injury or death due to accidents***

The Group's products are commonly used for the oil and gas, mining and other industries, such as the infrastructure, utilities, industrial, chemical and power industries. As such products function in harsh conditions, the Group's products must meet the necessary standards with respect to corrosion prevention, chemical tolerance, stress tolerance and safety. To ensure that the Group's products meet the necessary standards, it is required to ensure that its products comply with stringent quality control codes and standards prescribed by the relevant international professional bodies and institutions. The Group's customers may re-evaluate its capabilities or it may be prohibited by its customers from carrying out certain services if it fails to comply with such codes and standards or if it loses or is unable to renew its certifications and accreditations. This may have a material and adverse effect on the Group's business, financial condition, cash flow, results of operations and prospects.

Furthermore, due to the nature of the Group's operations, there is a risk of accidents occurring either to its employees or to third parties while on its premises or its customers' premises. These accidents may occur as a result of fire, explosions or other incidents. If the Group encounters a significant number of accidents during its operations, its customers may re-evaluate its capabilities, or the Group's customers may prohibit it from carrying out certain services. This may have a material and adverse effect on the Group's business, financial condition, cash flow, results of operations and prospects.

***The Group is exposed to foreign exchange transaction risks***

Foreign exchange may adversely affect the Group's financial position and operating results which are prepared and reported in Australian Dollars. The Group transacts mainly in Australian Dollars and Singapore Dollars and is therefore exposed to the effects of changes in currency exchange rates. Unfavourable movements in these exchange rates may have an adverse effect on the Group's revenue and/or cost of operating. The Group currently does not use any financial instruments to hedge against revenue and expenses denominated in foreign currencies.

### **RISKS FACTORS RELATING TO THE SECURITIES OF THE COMPANY**

***The Company's Share price may fluctuate***

There is no assurance that the market price for the Shares will not fluctuate significantly and rapidly as a result of certain factors, some of which are beyond the Company's control. Examples of such factors include, *inter alia*, (i) variation(s) of its operating results; (ii) changes in securities analysts' estimates of the Group's financial performance; (iii) additions or departures of key personnel; (iv) fluctuations in stock market prices and volume; (v) involvement in litigation; and (vi) general economic and stock market conditions.

***Shareholders who do not or are not able to accept their provisional allotment of Rights Shares will experience a dilution in their ownership of the Company***

In the event that Entitled Shareholders do not or are not able to accept their provisional allotment of Rights Shares, their proportionate ownership of the Company will be reduced. They may also experience a dilution in the value of their Shares. Even if the Entitled Shareholder sells his Rights, or such Rights are sold on his behalf, the consideration he receives may not be sufficient to compensate him fully for the dilution of his ownership of the Company as a result of the Rights Issue.

***Investors may experience future dilution in the value of their Shares***

The Group may need to raise additional funds in the future to finance the repayment of borrowings, expansion of new developments relating to the Group's existing operations and/or to finance future investments. If additional funds are raised through the issuance by the Company of new Shares other than on a *pro rata* basis to existing Shareholders, the percentage ownership of existing Shareholders may be reduced and existing Shareholders may experience dilution in the value of their Shares.

---

## RISK FACTORS

---

### ***Negative publicity may adversely affect the price of the Shares***

Any negative publicity or announcement, whether justifiable or not, may adversely affect the price of the Shares. Such negative publicity or announcement may include involvement in insolvency proceedings, litigation suits and failed attempts in joint ventures or takeovers or major transactions.

### ***The price of the Shares may be volatile***

The global financial markets have experienced significant price and volume fluctuations and market prices of shares may continue to be volatile. Volatility in the price of the Shares may be caused by factors outside the Group's control and may be unrelated or disproportionate to the Group's operating results.

Examples of such factors include but are not limited to:

- (a) the perceived prospects of the Group's business and the offshore vessel market;
- (b) differences between the Group's actual financial and operating results and those expected by prospective investors and analysts;
- (c) changes in securities analysts' recommendations, projections or estimates of the Group's financial performance;
- (d) the market value of the Group's assets;
- (e) the perceived attractiveness of the Shares against those of other equity or debt securities, including those not in the same or similar industry as the Company and its subsidiaries;
- (f) the balance between buyers and sellers of the Shares;
- (g) the future size and liquidity of the Singapore equity market;
- (h) any future changes to the regulatory system, including the tax system, both generally and specifically in relation to Singapore companies;
- (i) the ability on the Company's part to implement successfully the Group's investment and growth strategies;
- (j) foreign exchange rates;
- (k) fluctuations in stock market prices and volume; and
- (l) economic, stock and credit market conditions, including weakness of the debt and equity markets and increases in interest rates.

Any of these events could result in a decline in the price of the Shares during and after the completion of the Rights Issue. For these reasons, among others, the Shares may trade at prices that are higher or lower than the net asset value per Share. In addition, to the extent that the Group retains operating cash flow for investment purposes, working capital reserves or other purposes, these retained funds, while increasing the value of the Group's underlying assets, may not correspondingly increase the market price of the Shares. Any failure on the Group's part to meet market expectations with regard to future earnings and cash distributions may adversely affect the market price for the Shares. The Shares are not capital-safe products and, if the market price of the Shares declines, there is no guarantee that Shareholders can regain the amount originally invested. If the Company is terminated or liquidated, it is possible that investors may lose all or a part of their investment in the Shares. In addition, the SGX-ST and other securities markets have from time to time experienced significant price and volume fluctuations that are not related to the operating performance of any particular company. These fluctuations may also materially and adversely affect the market price of the Shares.

---

## RISK FACTORS

---

***The sale of a substantial number of Shares in the public market could adversely affect the price of the Shares***

The sale of a significant number of the Company's Shares in the public market after the completion of the Proposed Transactions, or the perception that such sales may occur, could cause the price of the Shares to fall, and Shareholders could lose part or all of their investment in the Shares. The sale of a large number of Shares could also make it more difficult for the Company to offer Shares in the future at a time and price that the Company deems appropriate.

***No dividends will be paid on the Shares, and the Shares will not be repurchased, for as long as the Notes are outstanding***

Pursuant to the amended Clause 16.21 of the MTN Trust Deed, the Company is limited from paying dividends (even if *inter alia* interest or payments on the Notes are not overdue) or repurchasing its Shares. Therefore, so long as the Notes are outstanding (which could be until the fourth anniversary from the date when the conditions precedent in the Third Supplemental Trust Deed are satisfied), Shareholders will not receive any dividends on the Shares, and such Shares will not be repurchased by the Company.

***The Company may not be able to pay dividends in the future***

The Company may not be able to pay dividends in the future if it is unable to successfully implement its strategies or if there are adverse developments to its business as a result of competitive, regulatory, general economic conditions, demand and other factors specific to its industry, many of which are beyond its control.

Any future determination as to the declaration and payment of dividends will be at the discretion of the Company's board of directors and will depend on factors that the Company's board of directors deems relevant, including (among others) the business, financial condition, cash requirements, results of operations, prospects and financing arrangements of the Group.

The Company is a holding company and its investments in its operating subsidiaries, joint ventures and associated companies constitute substantially all of its assets. The Company does not have significant independent operations, and operates its business primarily through such subsidiaries, joint ventures and associated companies. Therefore, the availability of funds to the Company to pay dividends to Shareholders depends on dividends received from these subsidiaries, joint ventures and associated companies. The ability of such subsidiaries, joint ventures and associated companies to pay dividends or make other advances or transfers of funds will depend on their respective results of operations and may be restricted by, among other things, the availability of funds, the terms of the various credit arrangements entered into, as well as statutory and other legal restrictions of the respective jurisdictions of incorporation or establishment of these entities.

Under Singapore law and the Company's constitution, all dividends must be paid out of the Company's profits available for distribution. The availability of profits is assessed on the basis of the standalone financial statements of the Company, and not from the Company's consolidated financial statements. The Company currently has accumulated losses in its standalone balance sheet as of 30 June 2018 and 30 September 2018.

***There may not be an active or liquid market for the Shares***

An active public market for the Shares may not be sustained. The Company cannot assure you that the trading market for the Shares will develop further or that there will be continued liquidity of that market for the Shares. Although it is currently intended that the Shares will remain listed on the SGX-ST, there is no guarantee of the continued listing of the Shares. For example, the Company may not continue to satisfy the listing requirements for listed companies. A failure to maintain the Company's listing on the SGX-ST, or other securities markets, could adversely affect the market value of the Shares. The Company was placed on the watch-list of the SGX-ST with effect from 5 June 2017 due to the Minimum Trading Price Entry Criteria under Rule 1311(2) of the Listing Manual, and must take active steps to meet the requirements of Rule 1314 of the Listing Manual within 36 months from 5 June 2017, failing which the SGX-ST may either remove the Company from the Official List, or suspend trading of the listed securities of the Company with a view to removing the Company from the Official List.

---

## RISK FACTORS

---

### ***Singapore laws contain provisions that could discourage a take-over of the Company***

The Singapore Code on Take-overs and Mergers and Sections 138, 139 and 140 of the SFA (collectively, the “**Singapore Take-over Provisions**”) contain certain provisions that may delay, deter or prevent a future take-over or change in control of the Company. Under the Singapore Take-over Provisions, any person acquiring an interest, either individually or with parties acting in concert, in 30% or more of the voting rights in the Company, may be required to extend a take-over offer for the Company’s remaining voting rights in the Company in accordance with the Singapore Take-over Provisions. A take-over offer may also be required to be made if a person holding between 30% and 50% (both inclusive) of the voting rights in the Company, either individually or in concert, acquires an additional 1% of the voting rights in the Company in any six-month period. While the Singapore Take-over Provisions seek to ensure an equality of treatment among Shareholders, its provisions may discourage or prevent certain types of transactions involving an actual or threatened change of control of the Company that may benefit Shareholders and, as a result, may adversely affect the market price of the Shares and the ability to realise any potential benefit from a potential change of control.

---

## ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

---

### 1. Entitled Shareholders

Entitled Shareholders are entitled to participate in the Rights Issue and to receive this Offer Information Statement together with the ARE or PAL, as the case may be, and other accompanying documents at their respective Singapore addresses.

Entitled Depositors who do not receive this Offer Information Statement and the AREs may obtain them from CDP or the Share Registrar during the period up to the Closing Date. Entitled Scripholders who do not receive this Offer Information Statement and the PALs may obtain them from the Share Registrar during the period from the date the Rights Issue commences up to the Closing Date.

Entitled Shareholders will be provisionally allotted the Rights Shares under the Rights Issue on the basis of their shareholdings in the Company as at the Books Closure Date, fractional entitlements to be disregarded. Entitled Shareholders are at liberty to accept, decline, renounce or trade on the SGX-ST in full or in part (during the rights trading period prescribed by the SGX-ST) their provisional allotment of Rights Shares, and are eligible to apply for Excess Rights Shares. For the avoidance of doubt, only Entitled Shareholders (and not the Purchasers or the renounees) shall be entitled to apply for Excess Rights Shares.

**All dealings in, and transactions of, the provisional allotments of Rights Shares through the SGX-ST will be effected under the book-entry (scripless) settlement system. Accordingly, the PALs which are issued to Entitled Scripholders will not be valid for delivery pursuant to trades done on the SGX-ST.**

#### (a) Entitled Depositors

**Entitled Depositors should note that all correspondences and notices will be sent to their last registered addresses with CDP.** Entitled Depositors are reminded that any request to CDP to update their records or effect any change in address must reach CDP at 9 North Buona Vista Drive, #01-19/20 The Metropolis Tower 2, Singapore 138588 not later than three (3) Market Days before the Books Closure Date.

#### (b) Entitled Scripholders

**Entitled Scripholders should note that all correspondences and notices will be sent to their last registered addresses with the Share Registrar.** Entitled Scripholders are reminded that any request to the Share Registrar to update their records or effect any change in address must reach the Share Registrar, M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902, not later than three (3) Market Days before the Books Closure Date. Entitled Scripholders may open Securities Accounts with CDP if they have not already done so and to deposit their share certificates with CDP prior to the Books Closure Date so that their Securities Accounts may be credited by CDP with their Shares and the Rights. Entitled Scripholders should note that their Securities Accounts will only be credited with the Shares on the twelfth (12<sup>th</sup>) Market Day from the date of lodgement of the share certificates with CDP or such later date subject to the completion of the lodgement process.

For Entitled Depositors (which exclude investors who hold Shares through finance companies or Depository Agents, CPFIS Shareholders and SRS Investors), acceptances of the Rights Shares and (if applicable) applications for Excess Rights Shares may be made through CDP or by way of an Electronic Application. The acceptance and subscription of the Rights Shares and (if applicable) applications for Excess Rights Shares must be done through (i) the respective finance company or depository agent, for investors who hold Shares through a finance company or Depository Agent, (ii) the CPF agent bank, for investors who are CPFIS Shareholders, and (iii) the relevant approved bank, for SRS Investors. Any acceptance and/or application by such investors to accept the provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares made directly through CDP, the Share Registrar, the Company and/or by way of an Electronic Application at any ATM of a Participating Bank will be rejected.



---

## ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

---

CPFIS Shareholders must use, subject to applicable CPF rules and regulations, monies standing to the credit of their respective CPF Investment Accounts to pay for the acceptance of their provisional allotments of Rights Shares and (if applicable) application for Excess Rights Shares. CPFIS Shareholders who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares must have sufficient funds in their CPF Investment Accounts and must instruct their respective CPF agent banks where such CPFIS Shareholders hold their CPF Investment Accounts, to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf in accordance with this Offer Information Statement. In the case of insufficient monies in their CPF Investment Accounts or stock limit, such CPFIS Shareholders could top-up cash into their CPF Investment Accounts before instructing their respective CPF agent banks to accept their Rights Shares and (if applicable) apply for Excess Rights Shares. **Monies in CPF Investment Accounts may not, however, be used for the purchase of provisional allotments of Rights Shares directly from the market.**

SRS Investors who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares can only do so, subject to applicable SRS rules and regulations, monies standing to the credit of their respective SRS accounts to pay for the acceptance of their Rights Shares and (if applicable) application for Excess Rights Shares. SRS Investors who wish to accept their Rights Shares and (if applicable) apply for Excess Rights Shares using SRS monies must instruct the relevant approved banks in which they hold their SRS accounts to accept their Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf in accordance with this Offer Information Statement. SRS Investors who have insufficient funds in their SRS accounts may, subject to the SRS contribution cap, deposit cash into their SRS accounts with their respective approved banks before instructing their respective approved banks to accept their Rights Shares and (if applicable) apply for Excess Rights Shares. SRS Investors are advised to provide their respective approved banks in which they hold their SRS accounts with the appropriate instructions no later than the deadlines set by their respective approved banks in order for their respective approved banks to make the relevant acceptance and (if applicable) application on their behalf by the Closing Date. SRS monies may not be used for the purchase of the Rights directly from the market. Any acceptance and/or application by such investors to accept the provisional allotments of the Rights Shares and (if applicable) application for Excess Rights Shares made directly through CDP, the Share Registrar, the Company or by way of an Electronic Application at an ATM of a Participating Bank, will be rejected.

The Rights Shares which are not otherwise taken up or allotted for any reason shall be used to satisfy applications for Excess Rights Shares (if any) as the Directors may, in their absolute discretion, deem fit in the interests of the Company.

In the allotment of Excess Rights Shares, preference will be given to the rounding of odd lots, and that Directors and substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board of Directors will rank last in priority for the rounding of odd lots and allotment of Excess Rights Shares.

The Company will not make any allotment and issue of Rights Shares that will result in a transfer of controlling interest in the Company unless otherwise approved by Shareholders in a general meeting.

**All dealings in and transactions of the provisional allotments of Rights Shares through the SGX-ST will be effected under the book-entry (scripless) settlement system. Accordingly, the PALs which are issued to Entitled Scripholders will not be valid for delivery pursuant to trades done on the SGX-ST.**

The procedures for, and the terms and conditions applicable to, the acceptance, renunciation and/or sale of the provisional allotments of Rights Shares and the application for Excess Rights Shares, including the different modes of acceptances or application and payment, are contained in **Appendices A, B and C** of this Offer Information Statement and in the PAL, the ARE and the ARS.

---

## ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

---

Notwithstanding the foregoing, investors should note that the offer and sale of, or exercise or acceptance of, or subscription for, Rights and Rights Shares to or by persons located, or resident, in jurisdictions other than Singapore may be restricted or prohibited by the laws of the relevant jurisdiction. Crediting of Rights to any Securities Account, the receipt of any provisional allotment of Rights Shares, or receipt of this Offer Information Statement and/or any of its accompanying documents, will not constitute an offer or sale in those jurisdictions in which it will be illegal to make such offer or sale, or where such offer or sale will otherwise violate the securities laws of such jurisdictions or be restricted or prohibited. The Company reserves absolute discretion in determining whether any person may participate in the Rights Issue.

### 2. Foreign Shareholders

This Offer Information Statement and its accompanying documents relating to the Rights Issue have been lodged with the Authority in Singapore. This Offer Information Statement and its accompanying documents relating to the Rights Issue have not been and will not be lodged, registered or filed in any jurisdiction other than in Singapore. The distribution of the Offer Information Statement and its accompanying documents may be prohibited or restricted (either absolutely or unless relevant securities requirements, whether legal or administrative, are complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions. For practical reasons and in order to avoid any violation of the securities legislation applicable in countries other than Singapore, the Offer Information Statement and its accompanying documents have not been and will not be despatched to Foreign Shareholders or to any jurisdiction outside Singapore.

**Accordingly, Foreign Shareholders will not be entitled to participate in the Rights Issue. No provisional allotment of the Rights Shares has been made or will be made to Foreign Shareholders and no purported acceptance thereof or application therefor by any Foreign Shareholder will be valid.**

The Offer Information Statement and its accompanying documents will also not be despatched to persons purchasing the provisional allotment of the Rights Shares through the book-entry (scripless) settlement system if their registered addresses with CDP are outside Singapore (the “**Foreign Purchasers**”). Foreign Purchasers who wish to accept the provisional allotments of the Rights Shares credited to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore. Further, any renounee of an Entitled Scripholder, whose address as stated in the PAL is outside Singapore, will not be entitled to accept the provisional allotment of the Rights Shares renounced to him. The Company further reserves the right to reject any acceptances of the Rights Shares and/or any application for Excess Rights Shares where it believes, or has reason to believe, that such acceptance or application may violate the applicable legislation of any jurisdiction.

The Company reserves the right, but shall not be obliged, to treat as invalid any ARE, ARS or PAL which (a) appears to the Company or its agents to have been executed in any jurisdiction outside Singapore which may violate the applicable legislation of such jurisdiction; (b) provides an address outside Singapore for the receipt of the physical share certificate(s) for the Rights Shares or which requires the Company to despatch such share certificate(s) to an address in any jurisdiction outside Singapore; or (c) purports to exclude any deemed representation or warranty. The Company further reserves the right to reject any acceptances of Rights Shares and/or applications for Excess Rights Shares where it believes, or has reason to believe, that such acceptances or applications may violate the applicable legislation of any jurisdiction.

It is the responsibility of any person (including, without limitation, custodians, nominees and trustees) outside Singapore wishing to take up their provisional allotment of Rights Shares or apply for Excess Rights Shares under the Rights Issue to satisfy himself as to the full observance of the laws of any relevant territory in connection therewith, including the obtaining of any governmental or other consents which may be required, the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such territories. The comments set out in this section are intended as a general guide only and any Foreign Shareholder who is in doubt as to his position should consult his professional advisers without delay.

---

## ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

---

Receipt of this Offer Information Statement, the ARE, the ARS or the PAL or the crediting of Rights Shares to a Securities Account will not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, this Offer Information Statement and the ARE, the ARS or the PAL must be treated as sent for information only and should not be copied or redistributed. No person receiving a copy of this Offer Information Statement, the ARE, the ARS or the PAL and/or a credit of Rights or Rights Shares to a Securities Account in any territory other than Singapore may treat the same as constituting an invitation or offer to him, nor should he in any event use any such ARE, ARS or PAL and/or accept any credit of Rights to a Securities Account unless, in the relevant territory, such an invitation or offer could lawfully be made to him and such ARE, ARS or PAL and/or credit of Rights or Rights Shares to a Securities Account could lawfully be used or accepted, and any transaction resulting from such use or acceptance could be effected, without contravention of any registration or other legal or regulatory requirements. In circumstances where an invitation or offer would contravene any registration or other legal or regulatory requirements, this Offer Information Statement, the ARE, the ARS or the PAL must be treated as sent for information only and should not be copied or redistributed.

Persons (including, without limitation, custodians, nominees and trustees) receiving a copy of this Offer Information Statement, and/or the ARE, the ARS or the PAL or whose Securities Account is credited with the Rights should not distribute or send the same or transfer the Rights in or into any jurisdiction where to do so would or might contravene local securities laws or regulations. If this Offer Information Statement, the ARE, the ARS or the PAL or a credit of Rights is received by any person in any such territory, or by his agent or nominee, he must not seek to take up the Rights, and renounce such ARE, ARS or PAL or transfer the Rights unless the Company determines that such actions would not violate applicable legal or regulatory requirements. Any person (including, without limitation, custodians, nominees and trustees) who forwards this Offer Information Statement, or the ARE, the ARS or the PAL or transfers the Rights into any such territories (whether pursuant to a contractual or legal obligation or otherwise) should draw the recipient's attention to the contents of this section as well as relevant sections of this Offer Information Statement.

If it is practicable to do so, arrangements may, at the discretion of the Company, be made for the provisional allotments of Rights Shares which would otherwise have been provisionally allotted to Foreign Shareholders to be sold "nil-paid" on the SGX-ST as soon as practicable after dealings in the provisional allotment of Rights Shares commence. Such sales may, however, only be effected if the Company, in its absolute discretion, determines that a premium can be obtained from such sales, after taking into account the relevant expenses to be incurred in relation thereto.

The net proceeds from all such sales, after deduction of all expenses therefrom, will be pooled and thereafter distributed among Foreign Shareholders in proportion to their respective shareholdings or, as the case may be, the number of Shares standing to the credit of their respective Securities Accounts as at the Books Closure Date and sent to them by means of a crossed cheque at their own risk by ordinary post, or in such other manner as they may have agreed with CDP for payment of any cash distributions. If the amount of net proceeds distributable to any single Foreign Shareholder is less than S\$10.00, such net proceeds will be retained or dealt with as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder shall have any claim whatsoever against the Company or CDP in connection therewith.

Where such provisional allotments of Rights Shares are sold "nil-paid" on the SGX-ST, they will be sold at such price or prices as the Company may, in its absolute discretion, decide and no Foreign Shareholder shall have any claim whatsoever against the Company or CDP in respect of such sales or proceeds thereof, the provisional allotments of Rights Shares or the Rights Shares represented by such provisional allotments.

If such provisional allotments of Rights Shares cannot be sold or are not sold on the SGX-ST as aforesaid for any reason by such time as the SGX-ST shall have declared to be the last day for trading in the provisional allotments of Rights Shares, the Rights Shares represented by such provisional allotments will be used to satisfy excess applications or disposed of or dealt with in

---

## ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

---

such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder shall have any claim whatsoever against the Company or CDP in connection therewith.

Shareholders should note that the special arrangements described above would apply only to Foreign Shareholders. However, the Company reserves the right to make similar arrangements for the Rights which would otherwise have been allotted to certain Entitled Shareholders to be sold "nil-paid" on the SGX-ST as soon as practicable after dealings in the Rights commence, where the beneficial holders of such Rights are restricted or prohibited by the laws of the jurisdiction in which they are located or resident from participating in the Rights Issue.

**Notwithstanding the above, Entitled Shareholders and any other person having possession of this Offer Information Statement and its accompanying documents are advised to inform themselves of and to observe any legal requirements applicable thereto at their own expense and without liability to the Company. No person in any territory outside Singapore receiving this Offer Information Statement and/or its accompanying documents may treat the same as an offer, invitation or solicitation to subscribe for any Rights Shares unless such offer, invitation or solicitation could lawfully be made without compliance with any registration or other legal requirements in those territories. In circumstances where an invitation or offer would contravene any registration or other legal or regulatory requirements, this Offer Information Statement, the ARE, the ARS or the PAL must be treated as sent for information only and should not be copied or redistributed.**

Entitled Depositors should note that all correspondences will be sent to their last registered Singapore mailing addresses with CDP. Entitled Depositors should note that any request to CDP to update its records or to effect any change in address should have reached CDP at 9 North Buona Vista Drive, #01-19/20 The Metropolis Tower 2, Singapore 138588, at least three (3) Market Days before the Books Closure Date. Entitled Shareholders whose Shares are registered in their own names (not being Entitled Depositors) who do not presently have an address in Singapore for the service of notices and documents and who wish to be eligible to participate in the Rights Issue should have provided such an address in Singapore by notifying the Share Registrar, M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902, at least three (3) Market Days before the Books Closure Date.

**This Offer Information Statement and/or its accompanying documents are not intended for distribution outside of Singapore.**

---

## TRADING

---

### 1. Listing of and Quotation for Rights Shares

Approval in-principle has been obtained from the SGX-ST on 29 October 2018 for the listing of and quotation for the Rights Shares on the Main Board of the SGX-ST, subject to certain conditions being fulfilled. Such approval in-principle of the SGX-ST is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Company and/or its subsidiaries.

Upon listing and quotation on the Main Board of the SGX-ST, the Rights Shares, when issued, will be traded under the book-entry (scripless) settlement system. All dealings in, and transactions (including transfers) of the Rights Shares effected through the SGX-ST and/or CDP shall be made in accordance with CDP's "**Terms and Conditions for Operation of Securities Accounts with The Central Depository (Pte) Limited**", as the same may be amended from time to time, copies of which are available from CDP.

### 2. Scripless Trading for Entitled Scripholders

To facilitate scripless trading, Entitled Scripholders and their renounees who wish to accept and (if applicable) apply for Rights Shares should open Securities Accounts with CDP in their own names if they do not already maintain such Securities Accounts in order that the number of Rights Shares and if applicable, the Excess Rights Shares that may be allotted to them may be credited by CDP into their Securities Accounts.

Entitled Scripholders and their renounees who wish to accept and/or apply for the Excess Rights Shares and have their Rights Shares credited by CDP into their Securities Accounts must fill in their Securities Account numbers and/or National Registration Identity Card ("**NRIC**")/passport numbers or registration numbers (for corporations) in the relevant forms comprised in the PAL.

Entitled Scripholders and their renounees who fail to fill in their Securities Account numbers and/or NRIC/passport numbers or registration numbers (for corporations) or who have provided incorrect or invalid Securities Account numbers and/or NRIC/passport numbers or registration numbers (for corporations) or whose particulars provided in the forms comprised in the PAL differ from those particulars in the Securities Accounts currently maintained with CDP will be issued physical certificates for the Rights Shares allotted to them and if applicable, the Excess Rights Shares allotted to them. Physical certificates, if issued, will be forwarded to them by ordinary post at their own risk but will not be valid for delivery pursuant to trades done on the SGX-ST under the book-entry (scripless) settlement system, although they will continue to be prima facie evidence of legal title.

If an Entitled Scripholder's address stated in the PAL is different from the address registered with CDP, he must inform CDP of his updated address promptly, failing which the notification letter on successful allotment and other correspondence will be sent to his address last registered with CDP.

A holder of physical Share certificate(s) or an Entitled Scripholder who has not deposited his Share certificate(s) with CDP but wishes to trade on the Main Board of the SGX-ST, must deposit with CDP the respective certificate(s), together with the duly executed instrument(s) of transfer in favour of CDP, pay the applicable fees (if any) and have his Securities Account credited with the number of Rights Shares and/or existing Shares, as the case may be, before he can effect the desired trade.

### 3. Trading of Odd Lots

Entitled Shareholders should note that the Rights Issue may result in them holding odd lots of Shares (that is, lots other than board lots of 100 Shares).

Entitled Depositors who wish to trade all or part of their Rights on the Main Board of the SGX-ST during the Rights Trading Period should note that the Rights will be tradable in board lots, each board lot comprising provisional allotments of 100 Rights Shares, or any other board lot size as the SGX-ST may require.

---

## TRADING

---

Entitled Depositors who wish to trade in lot sizes other than board lots of 100 can do so on the Unit Share Market. Such Entitled Depositors may start trading in their Rights as soon as dealings therein commence on the Main Board of the SGX-ST.

Following the Rights Issue, Shareholders who hold odd lots of Shares and who wish to trade in odd lots on the Main Board of the SGX-ST should note that they are able to do so on the Unit Share Market. The market for trading of such odd lots may be illiquid. There is no assurance that Shareholders who hold odd lots of Shares will be able to acquire such number of Shares required to make up a board lot, or to dispose of their odd lots (whether in part or in whole) on the Unit Share Market.

---

## CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

---

All statements contained in this Offer Information Statement, statements made in public announcements, press releases and oral statements that may be made by the Company or its officers, Directors or employees acting on its behalf, that are not statements of historical fact, constitute “forward-looking statements”. Some of these statements can be identified by words that have a bias towards the future or, are forward-looking such as “anticipate”, “believe”, “could”, “estimate”, “expect”, “forecast”, “if”, “intend”, “may”, “plan”, “possible”, “probable”, “project”, “should”, “will” and “would” or similar words. However, these words are not the exclusive means of identifying forward-looking statements. All statements regarding the Group’s expected financial position, business strategy, plans and future prospects of the Group’s industry are forward looking statements. These forward-looking statements, including statements as to the Group’s revenue and profitability, prospects, future plans and other matters discussed in this Offer Information Statement regarding matters that are not historical facts, are only predictions. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Group’s actual, future results, performance or achievements to be materially different from any future results, performance or achievements expected, expressed or implied by such forward-looking statements.

These risks, uncertainties and other factors include, among others, the following:

- (a) the effects of the refinancing of the Group’s indebtedness and other liabilities and obligations on its business and operations;
- (b) actions of creditors and shareholders of the Group;
- (c) future claims and litigation which may be asserted against the Group;
- (d) changes in political, social and economic conditions and the regulatory environment in the jurisdictions in which the Group operates;
- (e) terrorist attacks;
- (f) changes in currency exchange rates;
- (g) growth strategies for and the success of the Group’s marketing initiatives;
- (h) changes in market prices for the Group’s services;
- (i) changes in the availability and prices of consumables or raw materials that the Group needs to provide its services;
- (j) changes in customer preferences;
- (k) changes in competitive conditions and the Group’s ability to compete under these conditions;
- (l) changes in key members of the management team;
- (m) changes in the Group’s future capital needs and the availability of financing and capital to fund these needs; and
- (n) other factors beyond the Group’s control.

It should be noted that the foregoing list of important risks and uncertainties is not exhaustive. Given the risks, uncertainties and other factors that may cause the Group’s actual future results, performance or achievements to be materially different from that expected, expressed or implied by the forward-looking statements in this Offer Information Statement, undue reliance must not be placed on these statements.

The Group’s actual results may differ materially from those anticipated in these forward-looking statements. Neither the Company nor any other person represents or warrants that the Group’s actual future results, performance or achievements will be discussed in those forward-looking statements.

---

## CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

---

Further, the Company disclaims any responsibility to update any of those forward-looking statements or publicly announce any revisions to those forward-looking statements to reflect future developments, events or circumstances for any reason, even if new information becomes available or other events occur in the future. However, the Company may make an announcement *via* SGXNET and, if required, lodge a supplementary or replacement document with the Authority, in the event, inter alia, it becomes aware of a new circumstance that has arisen since the lodgement of this Offer Information Statement with the Authority that is material, or is required to be disclosed by law and/or the SGX-ST. The Company is also subject to the provisions of the SGX-ST's Listing Manual regarding corporate disclosure.



---

## TAKE-OVER LIMITS

---

The Code regulates the acquisition of ordinary shares of, *inter alia*, corporations with a primary listing on the SGX-ST, including the Company. Except with the consent of the Securities Industry Council of Singapore, where:

any person acquiring an interest, either on his own or together with parties acting in concert with him, in 30% or more of the voting rights in the Company; or

if such person holds, either on his own or together with parties acting in concert with him, between 30% to 50% (both inclusive) of the voting rights in the Company, and acquires additional Shares representing more than 1% in the Company in any 6-month period,

must extend a mandatory take-over offer immediately to the Shareholders for the remaining Shares in the Company in accordance with the provisions of the Code. In addition to such person, each of the principal members of the group of parties acting in concert with him may according to the circumstances of the case, have the obligation to extend an offer.

**Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Code as a result of any acquisition of Rights Shares pursuant to the Rights Issue or the acceptance of the provisional allotment of Rights Shares or the application for Excess Rights Shares, should consult the Securities Industry Council and/or their professional advisers immediately.**

Depending on the level of subscription for the Rights Shares, the Company will, if necessary, scale down the subscription for the Rights Shares by any of the Substantial Shareholders (if such Substantial Shareholder chooses to subscribe for its pro-rata Rights Shares entitlement) to avoid placing the relevant Substantial Shareholder in the position of incurring a mandatory general offer obligation under the Code as a result of other Shareholders not taking up their Rights Shares entitlements fully.

---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

**PART II — IDENTITY OF DIRECTORS, ADVISERS AND AGENTS**

---

**Directors**

1. Provide the names and addresses of each of the directors or equivalent persons of the relevant entity.

<b>Directors</b>	<b>Address</b>
Mr. Stuart Maxwell Kenny (Non-Executive Board Chair)	: c/o 15 Hoe Chiang Road #12-05 Tower Fifteen Singapore 089316
Mr. Eng Chiaw Koon (Managing Director and Executive Director)	: c/o 15 Hoe Chiang Road #12-05 Tower Fifteen Singapore 089316
Mr. Shane Kimpton (Chief Executive Officer and Executive Director)	: c/o 15 Hoe Chiang Road #12-05 Tower Fifteen Singapore 089316
Mr. Chew Heng Ching (Lead Independent Non-Executive Director and Deputy Board Chair)	: c/o 15 Hoe Chiang Road #12-05 Tower Fifteen Singapore 089316
Ms. Ooi Chee Kar (Independent Non-Executive Director)	: c/o 15 Hoe Chiang Road #12-05 Tower Fifteen Singapore 089316
Mr. Wu Yu Liang (Independent Non-Executive Director)	: c/o 15 Hoe Chiang Road #12-05 Tower Fifteen Singapore 089316
Mr. Melvin Poh Boon Kher (Independent Non-Executive Director)	: c/o 15 Hoe Chiang Road #12-05 Tower Fifteen Singapore 089316

---

**Advisers**

2. Provide the names and addresses of:
- (a) the issue manager to the offer, if any;
  - (b) the underwriter to the offer, if any; and
  - (c) the legal adviser for or in relation to the offer, if any.
- 

Manager to the Rights Issue	: Not applicable
Underwriter to the Rights Issue	: Not applicable
Legal Adviser to the Company in relation to the Rights Issue	: <b>Morgan Lewis Stamford LLC</b> 10 Collyer Quay #27-00 Ocean Financial Centre Singapore 049315

---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

**Registrars and Agents**

3. Provide the names and addresses of the relevant entity's registrars, transfer agents and receiving bankers for the securities being offered, where applicable.

---

Share Registrar and Transfer Agent	:	<b>M &amp; C Services Private Limited</b> 112 Robinson Road #05-01 Singapore 068902
------------------------------------	---	--

Receiving Banker	:	<b>DBS Bank Ltd</b> 12 Marina Boulevard, Level 46 Marina Bay Financial Centre Tower 3 Singapore 018982
------------------	---	---

---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

**PART III — OFFER STATISTICS AND TIMETABLE**

---

**Offer Statistics**

**1. For each method of offer, state the number of securities being offered.**

Method of Offer	:	Renounceable non-underwritten rights issue of Rights Shares
Basis of Allotment	:	One (1) Rights Share for every two (2) existing Shares held by Entitled Shareholders as at the Books Closure Date, fractional entitlements to be disregarded
Number of Rights Shares	:	Based on the issued share capital of the Company of 1,504,805,466 Shares as at the Latest Practicable Date, up to 752,402,733 Rights Shares will be issued

---

**Method and Timetable**

- 2. Provide the information referred to in paragraphs 3 to 7 of this Part to the extent applicable to —**
- (a) the offer procedure; and**
  - (b) where there is more than one group of targeted potential investors and the offer procedure is different for each group, the offer procedure for each group of targeted potential investors.**
- 

Noted. Please refer to paragraphs 3 to 7 of this Part III.

---

- 3. State the time at, date on, and period during which the offer will be kept open, and the name and address of the person to whom the purchase or subscription applications are to be submitted. If the exact time, date or period is not known on the date of lodgement of the offer information statement, describe the arrangements for announcing the definitive time, date or period. State the circumstances under which the offer period may be extended or shortened, and the duration by which the period may be extended or shortened. Describe the manner in which any extension or early closure of the offer period shall be made public.**
- 

Please refer to the section entitled “**Indicative Timetable of Key Events**” of this Offer Information Statement.

The procedures for, and the terms and conditions applicable to, the acceptance, renunciation and/or sale of the provisional allotments of Rights Shares and the application for Excess Rights Shares, including the different modes of acceptances or application and payment, are contained in **Appendices A, B and C** of this Offer Information Statement and in the PAL, the ARE and the ARS.

The timetable is indicative only and is subject to change. As at the Latest Practicable Date, the Company does not expect the timetable under the section entitled “**Indicative Timetable of Key Events**” of this Offer Information Statement to be modified. However, the Company may upon consultation with its advisers and with the approval of the SGX-ST and/or CDP (if necessary), modify the timetable subject to any limitation under any applicable laws. In such event, the Company will publicly announce any change to the timetable through an SGXNET announcement to be posted on the SGX-ST’s website at <http://www.sgx.com>.

---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

4. **State the method and time limit for paying up for the securities and, where payment is to be partial, the manner in which, and dates on which, amounts due are to be paid.**

The Rights Shares are payable in full upon acceptance and/or application. The detailed procedures for, and the terms and conditions applicable to, acceptances, renunciation and/or sales of the provisional allotments of Rights Shares and for the applications for Excess Rights Shares including the different modes of acceptance or application and payment, are contained in **Appendices A, B and C** to this Offer Information Statement and in the PAL, the ARE and the ARS.

Please refer to the section entitled “**Indicative Timetable of Key Events**” of this Offer Information Statement for the last date and time for acceptances, excess applications and payment for the Rights Shares and, if applicable, Excess Rights Shares.

5. **State, where applicable, the methods of and time limits for —**
- (a) **the delivery of the documents evidencing title to the securities being offered (including temporary documents of title, if applicable) to subscribers or purchasers; and**
  - (b) **the book-entry transfers of securities being offered in favour of subscribers or purchasers.**

The Rights Shares will be provisionally allotted to the Entitled Shareholders on or about 27 November 2018 by crediting the provisional allotments into the Securities Accounts of the respective Entitled Depositors or through the despatch of the relevant PALs to the Entitled Scripholders, based on their respective shareholdings in the Company as at the Books Closure Date.

In the case of Entitled Scripholders and their renounees with valid acceptances and successful applications of Rights Shares and/or (if applicable) Excess Rights Shares and who have, *inter alia*, failed to furnish or furnished incorrect or invalid Securities Account numbers in the relevant form comprised in the PAL, physical share certificate(s) representing such number of Rights Shares and/or (if applicable) Excess Rights Shares will be sent to such Entitled Scripholders by ordinary post, at their own risk, to their mailing addresses in Singapore as maintained with the Share Registrar within ten (10) Market Days after the Closing Date.

In the case of Entitled Depositors, Purchasers, Entitled Scripholders and their renounees (who have furnished valid Securities Account numbers in the relevant form(s) comprised in the PAL) with valid acceptances and successful applications for Rights Shares and/or (if applicable) Excess Rights Shares, physical share certificate(s) representing such number of Rights Shares and/or (if applicable) Excess Rights Shares will be sent to CDP within ten (10) Market Days after the Closing Date and CDP will thereafter credit such number of Rights Shares and/or (if applicable) Excess Rights Shares to their respective Securities Accounts. CDP will then send to the relevant subscribers, at their own risk, a notification letter stating the number of Rights Shares and/or Excess Rights Shares credited to their respective Securities Accounts.

Please refer to **Appendices A, B and C** to this Offer Information Statement and the PAL, the ARE and the ARS for further details.

---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

6. In the case of any pre-emptive rights to subscribe for or purchase the securities being offered, state the procedure for the exercise of any right of pre-emption, the negotiability of such rights and the treatment of such rights which are not exercised.

---

Not applicable. No pre-emptive rights have been offered.

7. Provide a full description of the manner in which results of the allotment or allocation of the securities are to be made public and, where appropriate, the manner for refunding excess amounts paid by applicants (including whether interest will be paid).

---

**Results of the Rights Issue**

The Company will publicly announce the results of the allotment or the allocation of the Rights Shares, as soon as it is practicable after the Closing Date through a SGXNET announcement to be posted on the internet at the SGX-ST's website <http://www.sgx.com>.

**Manner of Refund**

In the case of applications for Rights Shares and/or (if applicable) Excess Rights Shares, if a Shareholder applies for Rights Shares and/or (if applicable) Excess Rights Shares but no Rights Shares or Excess Rights Shares (as the case may be) are allotted to that Shareholder, or if the number of Rights Shares or Excess Rights Shares (as the case may be) allotted to that Shareholder is less than the number applied for, the amount paid on application, or the surplus application monies, as the case may be, will be refunded to the relevant Shareholder by CDP on behalf of the Company without interest or any share of revenue or other benefit arising therefrom within fourteen (14) days after the Closing Date by any one or a combination of the following:

- (a) where the acceptance and/or application had been made through Electronic Applications through an ATM, by crediting the relevant Shareholder's bank account with the relevant Participating Bank at the Shareholder's own risk, the receipt by such bank being a good discharge to the Company and CDP of their obligations, if any, thereunder;
- (b) where the acceptance and/or application had been made through the Share Registrar, by means of a crossed cheque in S\$ drawn on a bank in Singapore and sent by ordinary post at the Shareholder's risk to the Shareholder's mailing address as maintained with the Share Registrar; and/or
- (c) where the acceptance and/or application had been made through CDP, by means of a crossed cheque in S\$ drawn on a bank in Singapore and sent by ordinary post at the relevant Shareholder's own risk to the Shareholder's mailing address as maintained with CDP or in such other manner as the relevant Shareholder may have agreed with CDP for the payment of any cash distributions, as the case may be.

The details of refunding excess amounts paid by applicants are contained in **Appendices A, B and C** of this Offer Information Statement and in the PAL, the ARE and the ARS.

---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

**PART IV — KEY INFORMATION**

---

**Use of Proceeds from Offer and Expenses Incurred**

1. In the same section, provide the information set out in paragraphs 2 to 7 of this Part.
- 

Noted. Please refer to paragraphs 2 to 7 of this Part IV.

---

2. **Disclose the estimated amount of the proceeds from the offer (net of the estimated amount of expenses incurred in connection with the offer) (referred to in this paragraph and paragraph 3 of this Part as the net proceeds). Where only a part of the net proceeds will go to the relevant entity, indicate the amount of the net proceeds that will be raised by the relevant entity. If none of the proceeds will go to the relevant entity, provide a statement of that fact.**
- 

Based on the Existing Share Capital and assuming that all the Entitled Shareholders subscribe in full for their *pro rata* Rights Shares under the Rights Issue, the Company will issue 752,402,733 Rights Shares under the Rights Issue (the “**Maximum Subscription Scenario**”).

Based on the Existing Share Capital and assuming that only the Undertaking Shareholders subscribe in full for their *pro rata* Rights Shares under the Rights Issue pursuant to the Irrevocable Undertakings, the Company will issue 277,817,605 Rights Shares under the Rights Issue (the “**Minimum Subscription Scenario**”).

The subscription by Ezion for 136,410,868 Rights Shares pursuant to its Irrevocable Undertaking will be settled by a set-off against the outstanding amount of the existing shareholder’s loan from Ezion to the Company, which would be reduced by an amount of approximately S\$4.8 million.

In view of the above, the net cash proceeds of the Rights Issue (“**Net Proceeds**”), after deducting estimated costs and expenses of S\$0.2 million, is expected to be approximately S\$4.7 million in the Minimum Subscription Scenario and approximately S\$21.4 million in the Maximum Subscription Scenario.

Approximately S\$4.7 million of the Net Proceeds will go to the Company for general corporate and working capital requirements. The remainder of the Net Proceeds will be used for the redemption of the outstanding Notes, such amount to vary according to the level of subscription for the Rights Shares under the Rights Issue.

---

3. **Disclose how the net proceeds raised by the relevant entity from the offer will be allocated to each principal intended use. If the anticipated proceeds will not be sufficient to fund all of the intended uses, disclose the order of priority of such uses, as well as the amount and sources of other funds needed. Disclose also how the proceeds will be used pending their eventual utilisation for the proposed uses.**

**Where specific uses are not known for any portion of the proceeds, disclose the general uses for which the proceeds are proposed to be applied. Where the offer is not fully underwritten on a firm commitment basis, state the minimum amount which, in the reasonable opinion of the directors or equivalent persons of the relevant entity, must be raised by the offer of securities.**

---

The Company intends to use the proceeds raised from the Rights Issue and Proposed Placement for the Partial Cash Redemption, general corporate and working capital requirements of the Group and, where the Company receives more than S\$39.0 million in cash in respect of the Rights Issue

---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

and Proposed Placement, to redeem the outstanding principal amount of the Notes using the amount in excess of S\$39.0 million, provided that such amount is not less than the Minimum Redemption Amount set out in the Notice of Meeting. As at the Latest Practicable Date, the aggregate outstanding principal amount of the Notes is approximately S\$72.8 million and approximately S\$21.8 million is required for the Partial Cash Redemption.

Upon the passing of the Shareholders' Resolutions at the EGM on 15 November 2018, the proceeds from the Proposed Placement of approximately S\$34.7 million will be utilised for the Partial Cash Redemption and for general corporate and working capital requirements, including but not limited to capital expenditure, operating costs and making strategic investments and/or acquisitions if opportunities arise.

Thereafter, the Company intends to utilise the Net Proceeds from the Rights Issue in the following manner:

<b>Purpose</b>	<b>Minimum Subscription Scenario (S\$ million)</b>	<b>Maximum Subscription Scenario (S\$ million)</b>
General corporate and working capital	4.3	4.3
Redemption of the outstanding Notes <sup>(1)</sup>	0.4	17.1
<b>Total</b>	<b>4.7</b>	<b>21.4</b>

**Note(s):**

(1) The outstanding principal amount of the Notes after the Partial Cash Redemption is approximately S\$51.0 million.

Pending the deployment of the Net Proceeds for the abovementioned purposes, such proceeds may be deposited with banks and/or financial institutions, invested in short-term money market instruments and/or marketable securities, and/or used for any other purposes on a short-term basis as the Directors may, in their absolute discretion, deem appropriate in the interests of the Company.

The Company will make periodic announcements on the utilisation of the Net Proceeds as and when such proceeds are materially disbursed and whether such disbursements are in accordance with the use of proceeds as stated in this Offer Information Statement, and provide a status report on the use of the Net Proceeds in the Company's annual reports until such time the Net Proceeds have been fully utilised. Where the proceeds have been used for general corporate and/or working capital purposes, the Company will also provide a breakdown with specific details on the use of the Net Proceeds in the announcements and status reports. Where there is a material deviation in the use of the Net Proceeds, the Company will announce the reasons for such deviation.

---

**4. For each dollar of the proceeds from the offer that will be raised by the relevant entity, state the estimated amount that will be allocated to each principal intended use and the estimated amount that will be used to pay for expenses incurred in connection with the offer.**

---

Under the Maximum Subscription Scenario, for each dollar of the gross proceeds of approximately S\$21.6 million that will be raised from the Rights Issue:

- (a) approximately 19.9 cents will be used for general corporate and working capital purposes;
- (b) approximately 79.2 cents will be used for the redemption of the outstanding Notes; and



---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

- (c) approximately 0.9 cents will be used for estimated expenses incurred or to be incurred in connection with the Rights Issue.

Under the Minimum Subscription Scenario, for each dollar of the gross proceeds of approximately S\$4.9 million that will be raised from the Rights Issue:

- (a) approximately 87.8 cents will be used for general corporate and working capital purposes;
- (b) approximately 8.2 cents will be used for the redemption of the outstanding Notes; and
- (c) approximately 4.0 cents will be used for estimated expenses incurred or to be incurred in connection with the Rights Issue.

- 
- 5. If any of the proceeds to be raised by the relevant entity will be used, directly or indirectly, to acquire or refinance the acquisition of an asset other than in the ordinary course of business, briefly describe the asset and state its purchase price. If the asset has been or will be acquired from an interested person of the relevant entity, identify the interested person and state how the cost to the relevant entity is or will be determined.**
- 

Not applicable. As at the Latest Practicable Date, the Company has no intention to use the net proceeds raised from the Rights Issue to acquire or refinance the acquisition of an asset other than in the ordinary course of business.

- 
- 6. If any of the proceeds to be raised by the relevant entity will be used to finance or refinance the acquisition of another business, briefly describe the business and give information on the status of the acquisition.**
- 

Not applicable. As at the Latest Practicable Date, the Company has no intention to use the net proceeds raised from the Rights Issue to acquire or refinance the acquisition of another business.

- 
- 7. If any material part of the proceeds to be raised by the relevant entity will be used to discharge, reduce or retire the indebtedness of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, of the group, describe the maturity of such indebtedness and, for indebtedness incurred within the past year, the uses to which the proceeds giving rise to such indebtedness were put.**
- 

Please refer to paragraph 3 of this Part IV.

Pursuant to the amended terms and conditions of the Notes further to the passing of the Extraordinary Resolution at the Noteholders Meeting, the maturity date of the Notes has been extended to the fourth anniversary of the date when the conditions precedent in the Third Supplemental Trust Deed are satisfied.

The subscription by Ezion for 136,410,868 Rights Shares pursuant to its Irrevocable Undertaking will be settled by a set-off against the outstanding amount of the existing shareholder's loan from Ezion to the Company, which would be reduced by an amount of approximately S\$4.8 million. Pursuant to the agreement dated 14 September 2018 between Ezion and the Company, the maturity date of the shareholder's loan has been extended to 31 October 2023.

---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

8. In the section containing the information referred to in paragraphs 2 to 7 of this Part or in an adjoining section, disclose the amount of discount or commission agreed upon between the underwriters or other placement or selling agents in relation to the offer and the person making the offer. If it is not possible to state the amount of discount or commission, the method by which it is to be determined must be explained.

Not applicable as the Rights Issue is not underwritten and no placement or selling agent has been appointed by the Company in relation to the Rights Issue.

---

**Information on the Relevant Entity**

9. Provide the following information:

- (a) the address and telephone and facsimile numbers of the relevant entity's registered office and principal place of business (if different from those of its registered office).

Registered address and principal place of business : 15 Hoe Chiang Road  
#12-05 Tower Fifteen  
Singapore 089316

Telephone number : (65) 6309 0555

Facsimile number : (65) 6222 7848

- (b) the nature of the operations and principal activities of the relevant entity or, if it is the holding company or holding entity of a group, of the group

The Group is principally engaged in the provision of specialty services to the energy, resources, industrial, utilities and port and marine sectors.

Further information on the principal activities of the subsidiaries of the Company as at the Latest Practicable Date are set out as follows:

<b>Name of Subsidiary</b>	<b>Country of business/ incorporation</b>	<b>Principal Activities</b>	<b>Effective Interest held by the Group</b>
<b>Held by the Company:</b>			
AusGroup Singapore Pte. Ltd.	Singapore	Dormant	100%
Modern Access Services Singapore Pte. Ltd.	Singapore	Engineering and service	100%
Cactus Oil & Gas Sdn Bhd	Malaysia	Dormant	100%
AGC Australia Pty Ltd	Australia	Investment holding / property	
AGC Industries Pty Ltd	Australia	Engineering and service	100%

---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

Name of Subsidiary	Country of business/ incorporation	Principal Activities	Effective Interest held by the Group
<b>Held by the Company:</b>			
Seagate Structural Engineering Pty Ltd	Australia	Dormant	100%
MAS Australasia Pty Ltd	Australia	Engineering and service	100%
AusGroup Corporation Co., Ltd	Thailand	Engineering and service	100%
AGC Energy and Infrastructure Pty Ltd	Australia	Labour supply	100%
Ezion Offshore Logistics Hub Pte Ltd	Singapore	Investment holding	100%
Resource People Pty Ltd	Australia	Labour supply	100%
NT Port and Marine Pty Ltd	Australia	Marine supply base and provision of vessel chartering services	100%
Teras Global Pte Ltd	Singapore	Dormant	100%
Ezion Offshore Logistics Hub (Exmouth) Pty Ltd	Australia	Dormant	100%
Teras Australia Pty Ltd	Australia	Dormant	100%
Mechanical Access Services Australasia Sdn Bhd	Malaysia	Engineering and service	100%
Access Australasia Sdn Bhd	Malaysia	Engineering and service	100%

- 
- (c) the general development of the business from the beginning of the period comprising the 3 most recent completed financial years to the latest practicable date, indicating any material change in the affairs of the relevant entity or the group, as the case may be, since —**
- (i) the end of the most recent completed financial year for which financial statements of the relevant entity have been published; or**
  - (ii) the end of any subsequent period covered by interim financial statements, if interim financial statements have been published**
- 

The significant developments in the business of the Group in chronological order since 1 July 2015 to the Latest Practicable Date are set out below. The significant developments included in this

---

## DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND DEBENTURES) REGULATIONS 2005

---

section have been extracted from the related announcements released by the Company via SGXNET and the information presented herein is correct as at the date of the relevant announcement. Shareholders are advised to refer to the related announcements for further details.

### **FY2016**

#### 16 October 2015 – Port Melville Notice of Intent

The Company's subsidiary Ezion Offshore Logistics Hub (Tiwi) Pty Ltd ("EOLH") had received notification from the Northern Territory Environment Protection Authority (NT EPA) in response to the Notice of Intent (NOI) submitted by Ezion in March 2014. The NT EPA had decided that Port Melville does not require assessment under the Environmental Assessment Act.

#### 28 October 2015 – Port Melville Referral Decision

EOLH had received a referral decision from the Department of the Environment that Port Melville Supply Base is not a controlled action. Following this decision, Port Melville will operate as a marine supply base for the shipment of equipment and supplies, supporting offshore construction and operational projects in the oil and gas sector.

#### 10 December 2015 – AusGroup contract awards

The Company announced that recent contract awards and extensions for its clients within the energy and industrial sectors amount to a combined value of the contracts of approximately AU\$100 million since its most recent market update as at 30 September 2015.

#### 20 January 2016 – AusGroup announces new CEO, Engineering Services

The Company announced that it has appointed Mr Simon High as the new CEO of its Engineering Services business unit with immediate effect. Mr High will be based at the Group's headquarters in Perth Western Australia.

#### 18 February 2016 – AusGroup announces restructure of its Engineering Services operating unit

The Company announced that due to continued market challenges and a worse than anticipated reduction in capital expenditure in the oil and gas industry, there have recently been a number of changes to the executive management structure and support structure within the Engineering Services business unit. These changes will simplify the organisation and refocus activities on its core business.

### **FY2017**

#### 12 July 2016 – AusGroup's subsidiary MAS awarded Prelude FLNG Scaffolding and Rope Access contract

The Company through its subsidiary MAS Australasia Pty Ltd announced that it had entered into an agreement with Technip Oceania Pty Ltd for the supply of scaffolding and rope access services on the Shell-operated Prelude FLNG project.

#### 20 July 2016 – AusGroup Port and Marine Business

The Company announced that the restructure of the Port and Marine Services business was complete. The emphasis of the restructure was to create an efficient and leaner operation focused on cost reductions and continued commercialisation and or sale of the Port and Marine business. The Company also advised that Captain Larry Johnson (Chief Executive Officer of the Port and Marine Services) was no longer an employee of the Company. Following the change, Simon High, CEO Engineering Services would oversee the Port and Marine Business for the Group.

#### 1 August 2016 – Appointment of Chief Financial Officer

The Company announced the appointment of Christian Johnstone as Chief Financial Officer.

---

## DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND DEBENTURES) REGULATIONS 2005

---

### 24 October 2016 – Resolution on Port Melville decision

EOLH, a wholly-owned subsidiary of the Company and owner and operator of Port Melville, had been advised by the Minister of the Environment (Commonwealth) that the proceeding between The Environment Centre Northern Territory Incorporated (ECNTI) and the Minister (Proceeding NTD3/2016) has been discontinued.

### 3 November 2016 – AusGroup subsidiary MAS awarded Prelude FLNG Painting and Coating contract

The Company through its subsidiary MAS Australasia Pty Ltd (MAS) announced that it had entered into an agreement with Technip Oceania Pty Ltd (Technip) for the supply of painting and coating services on the Shell Prelude FLNG project. MAS would be responsible for the delivery of scaffolding, rope access, painting and coating activities required for the hook-up and commissioning scope of work, supporting pre-investment activities in Perth, Korea and offshore. The contract further strengthened the Group's oil and gas footprint, and will lead to the creation of new Australian jobs, including skilled painting and coating trades, skilled scaffolding fixers and trade rope access technicians supported by supervision, safety, administration and management roles.

### 15 December 2016 – Approval of Port Melville decision on referral

The Company announced that the delegate of the Minister for the Environment and Energy had decided that the proposed action EPBC 2015/7510 was not a controlled action under the Environmental Protection and Biodiversity Conservation Act 1999 (the “**EPBC Act**”). This meant that the proposed action did not require further assessment and approval under the EPBC Act before it could proceed. EOHL, a wholly owned subsidiary of the Company, was therefore approved to operate a marine supply base at Port Melville, Melville Island, Northern Territory, for the shipment of equipment and supplies for projects such as the construction and operation of offshore oil and gas fields, up to a maximum of 233 vessel berths at Port Melville per annum (including pilot vessels).

### 12 January 2017 – MAS awarded further work on Shell Prelude FLNG Project

The Company's subsidiary MAS Australasia Pty Ltd (MAS) announced that it had entered into an agreement with Shell Australia Pty Ltd (Shell) for the supply of scaffold equipment and consumables on the Shell-operated Prelude FLNG Project.

### 25 January 2017 – Lease of Premises at 36 Tuas Road Singapore 638505

The Company announced that AusGroup Singapore Pte. Ltd. has entered into a deed of surrender with Boustead Trustees Pte. Ltd. (as trustee of the Boustead Real Estate Fund) under which the parties have agreed to the early termination of the lease agreement for the lease of the premises at 36 Tuas Road, Singapore 638505 (the “**Premises**”) and surrender of the Premises with effect from 31 January 2017.

### 2 February 2017 – Sale of Assets and Equipment by AusGroup Singapore Pte. Ltd.

The Company announced that AusGroup Singapore Pte. Ltd. had on 2 February 2017 substantially completed the sale of certain assets and equipment to an external third party for a consideration of US\$3 million. The assets and equipment disposed have been used by AusGroup Singapore Pte. Ltd. in its fabrication yard operations which have been loss making for the last two years.

### 21 May 2017 – AusGroup becomes the first SGX-listed company to initiate a high-yield bond-to-equity conversion

The Company announced its proposals to undertake an invitation to Noteholders to offer to exchange Notes for new Shares (the “**Exchange Offer**”). Additionally, the Group is also proposing to undertake a capitalisation of the shareholder loan from Ezion to the Group via the issuance of new Shares.

---

## DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND DEBENTURES) REGULATIONS 2005

---

### **FY2018**

#### 4 July 2017 – AusGroup subsidiary MAS Australasia awarded Rope Access contract for INPEX-operated Ichthys Project

The Company's subsidiary MAS Australasia Pty Ltd (MAS) had entered into an agreement with Clough Projects International for the supply of rope access trade services on the INPEX-operated LNG Project.

#### 13 July 2017 – Proposed settlement of an amount owing by the Company of approximately A\$2.7 million

The Company announced the completion of the allotment and issue of 49,202,971 new Shares to Suntera Limited at an issue price of S\$0.058 per new Share in settlement of an amount owing by the company of approximately A\$2.7 million.

#### 23 August 2017 – AMJV awarded further work on Ichthys Project Onshore LNG Facilities

The Company announced that AMJV, a joint venture between the Company's subsidiary, AGC Industries Pty Ltd, and Meisei Industrial Co. Ltd, had been awarded an extension of works on the INPEX-operated Ichthys LNG Project by JKC Australia LNG Pty Ltd.

#### 17 November 2017 – AMJV receives contract extension

The Company announced that AMJV had been awarded a contract extension by JKC Australia LNG Pty Ltd.

#### 20 April 2018 – AusGroup awarded AU\$27 million structural, mechanical and piping installation package for Talison Lithium CGP2

The Company announced that its subsidiary, AGC Industries Pty Ltd (AGC), had been awarded the structural, mechanical and piping installation package by MSP Engineering Pty Ltd (MSPE) for the Talison Lithium Chemical Grade Plant 2 (CGP2) expansion project at Greenbushes in Western Australia.

#### 8 May 2018 – AusGroup awarded AU\$11.7 million contract for turnaround services with Yara Pilbara

The Company announced that its subsidiary AGC Industries Pty Ltd (AGC) had been awarded 15 work packs for the 2018 turnaround contract at the Yara Pilbara liquid ammonia plant, located on the Burrup Peninsula near Karratha in Western Australia.

### **1 July 2018 to the Latest Practicable Date**

#### 19 October 2018 – AusGroup Limited receives overwhelming support from Noteholders to restructure debt under the MTN Programme

The Company announced that the Extraordinary Resolution tabled at the Noteholders Meeting had been duly passed with overwhelming support from the Noteholders. Noteholders representing 88.41% of the principal amount outstanding cast their votes and 100% of the votes cast were in favour of the restructuring. In addition, Noteholders representing 4.64% or S\$3,372,600 of the principal amount outstanding elected for the Equity Redemption Payment Option.

#### 24 October 2018 – AusGroup strengthens position in Western Australia's growing lithium sector

The Company and its subsidiaries AGC Industries Pty Ltd and MAS Australasia Pty Ltd have recently secured over A\$60 million of contracts strengthening its position in the growing lithium sector.

---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

- (d) **the equity capital and the loan capital of the relevant entity as at the latest practicable date, showing —**
- (i) **in the case of the equity capital, the issued capital; or**
- (ii) **in the case of the loan capital, the total amount of the debentures issued and outstanding, together with the rate of interest payable thereon.**
- 

As at the Latest Practicable Date, the Company's equity capital and loan capital are as follows:

Issued and paid-up share capital : A\$162,646,984 divided into 1,504,805,466 Shares (the Company has no treasury shares)

Loan capital : Outstanding Notes of an aggregate amount of S\$72,751,800, with the rate of interest at 8.45% per annum from and including 20 October 2017 onwards

Employees' Share Option Scheme

The AusGroup Share Option Scheme was approved and adopted by the Company on 15 October 2010 ("ASOS") for the purposes of granting share options to non-executive directors, key management and employees. The ASOS superseded the AusGroup Employee Share Option Scheme ("ESOS") which became operative on 23 July 2007. As at 30 June 2018, the ASOS and ESOS are not operative and there are nil options exercisable at balance date.

Options issued to Ezion and Eng Chiaw Koon

On 27 June 2014 in accordance with a resolution of shareholders passed on 19 June 2014, 20,000,000 options to acquire ordinary shares in the Company were issued to Eng Chiaw Koon (with 12,500,000 held in trust and subsequently abandoned). Under the terms of the options, one quarter of the options vest on the first anniversary of the issue of the options and a further quarter each anniversary thereafter until all options have been vested. For the avoidance of doubt, there are no service conditions attached to these options. The options were issued at a strike price of S\$0.3675 and expire on 27 June 2019. In FY2018, the Company had incurred a share based payments expense of AU\$0.3 million (FY2017 : AU\$0.6 million) in respect of the options issued to Eng Chiaw Koon.

As approved by Shareholders at the Extraordinary General Meeting held on 19 June 2014, the 110,000,000 options issued to Ezion is part of an effort to raise funds for the Group's expansions via the strategic investment by Ezion as a substantial shareholder. Following the issue and allotment of these options on 27 June 2014, the options to Ezion are exercisable from that date.

Share Scheme

The AusGroup Share Scheme 2010 (the "ASS") for employees of the Group (including any executive director) and/or a subsidiary was approved by shareholders and adopted on 15 October 2010. The ASS is a long term performance incentive scheme which forms an integral part of the Group's incentive compensation program. The vesting of shares under the scheme is based on the Group meeting certain prescribed earnings per share ("EPS") and/or comparative total shareholder return ("TSR") conditions. There are no unissued ordinary shares of the company in relation to the scheme outstanding at the end of FY2018 (30 June 2017: 193,440). The Group did not meet the relevant TSR (Total Shareholder Return is based on a comparable peer group) targets for the FY2018 and hence no ordinary shares are to be issued under the share scheme.

---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

Notes

As at the Latest Practicable Date, the Company had outstanding Notes of an aggregate amount of S\$72,751,800.

Pursuant to the passing of the Extraordinary Resolution at the Noteholders Meeting and the Shareholders Resolutions at the EGM, the Company will allot and issue an aggregate of 80,299,996 new ordinary shares in the capital of the Company (the “**Redemption Shares**”) at an issue price of S\$0.042 per Redemption Share to holders of 14 Notes representing S\$3,372,600 that have elected for the Equity Redemption Payment Option.

Following the issue of Redemption Shares and payment of the Partial Cash Redemption, the outstanding Notes of an aggregate amount of approximately S\$47,553,660 are redeemable on the extended maturity date, being the fourth anniversary of the date when the conditions precedent in the Third Supplemental Trust Deed are satisfied (the “**Effective Date**”), at the principal amount together with any accrued and unpaid interest. Interest is payable at 5% per annum from and including the Effective Date to but excluding the first anniversary of the Effective Date; 6% per annum from and including the first anniversary of the Effective Date to but excluding the second anniversary of the Effective Date; and 7% from and including the second anniversary of the Effective Date onwards.

As at the Latest Practicable Date, save as disclosed above, the Company has neither any treasury shares nor outstanding dilutive securities which are capable of being converted into the shares of the Company.

---

**(e) where:**

- (i) the relevant entity is a corporation, the number of shares of the relevant entity owned by each substantial shareholder as at the latest practicable date; or**
- (ii) the relevant entity is not a corporation, the amount of equity interests in the relevant entity owned by each substantial interest-holder as at the latest practicable date**

---

As at the Latest Practicable Date, the number of Shares owned by the Substantial Shareholders is as follows:

Substantial Shareholders	Direct Interest		Deemed Interest	
	No. of Shares	% <sup>(1)</sup>	No. of Shares	% <sup>(1)</sup>
Poh Boon Kher Melvin <sup>(2)(3)</sup>	133,199,808	8.85	–	–
Toh Bee Yong Bernard <sup>(3)</sup>	104,062,350	6.92	–	–
Ezion Holdings Limited <sup>(3)</sup>	272,821,736	18.13	–	–

**Notes:**

- (1) Based on the Existing Share Capital of 1,504,805,466 Shares.
- (2) Independent Non-Executive Director and a Substantial Shareholder of the Company.
- (3) Undertaking Shareholder.



---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

- (f) **any legal or arbitration proceedings, including those which are pending or known to be contemplated, which may have, or which have had in the 12 months immediately preceding the date of lodgement of the offer information statement, a material effect on the financial position or profitability of the relevant entity or, where the relevant entity is a holding company or holding entity of a group, of the group**
- 

As at the date of this Offer Information Statement, the Directors are not aware that the Company or any of its subsidiaries is engaged in any legal or arbitration proceedings to which the Company and/or its subsidiaries is a party (including those which are pending or known to be contemplated) which may have, or which have had in the twelve (12) months immediately preceding the date of lodgement of this Offer Information Statement, a material effect on the financial position or profitability of the Group as a whole.

---

- (g) **where any securities or equity interests of the relevant entity have been issued within the 12 months immediately preceding the latest practicable date –**
- (i) **if the securities or equity interests have been issued for cash, state the prices at which the securities have been issued and the number of securities or equity interests issued at each price; or**
  - (ii) **if the securities or equity interests have been issued for services, state the nature and value of the services and give the name and address of the person who received the securities or equity interests**
- 

The Company has not issued any securities or equity interests for cash or services within the twelve (12) months immediately preceding the Latest Practicable Date.

---

- (h) **a summary of each material contract, other than a contract entered into in the ordinary course of business, to which the relevant entity or, if the relevant entity is the holding company or holding entity of a group, any member of the group is a party, for the period of 2 years immediately preceding the date of lodgement of the offer information statement, including the parties to the contract, the date and general nature of the contract, and the amount of any consideration passing to or from the relevant entity or any other member of the group, as the case may be.**
- 

Save as disclosed below, neither the Company nor any of its subsidiaries have entered into any material contract (not being a contract entered into the ordinary course of business) during the period of two (2) years immediately preceding the date of lodgement of this Offer Information Statement:-

- (a) the deed of novation dated 26 April 2018 entered into between the Company, Asdew and AOC, pursuant to which all of Asdew's rights, obligations and liabilities under the Subscription Agreement have been transferred to AOC by novation, such that AOC shall be bound by the terms and conditions contained therein as if it were the original party to the Subscription Agreement in place of Asdew;
- (b) the three (3) Subscription Agreements dated 28 March 2018 entered into between the Company and each of Asdew, Melvin Poh and Bernard Toh in relation to the Proposed Placement;
- (c) the Irrevocable Undertakings dated 29 March 2018 provided by Asdew, Bernard Toh and Melvin Poh in favour of the Company;

---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

- (d) the Letter of Commitment dated 17 November 2016 from Ezion to the Company in relation to Ezion's irrevocable undertaking to subscribe for its *pro rata* entitlement of Rights Shares under the Rights Issue;
- (e) the agreement dated 14 September 2018 between Ezion and the Company in relation to *inter alia* an extension of the term and reduction of interest rate of Ezion's existing loan to the Company.
- (f) the subscription agreement dated 30 June 2017 entered into between the Company and Suntera Limited ("**Suntera**") in relation to the allotment and issue of 49,202,971 new Shares at an issue price of S\$0.058 per new Share, as full and final settlement of AU\$2,717,878.41 outstanding and owing by the Company to Suntera;
- (g) the deed of surrender dated 25 January 2017 entered into between AusGroup Singapore Pte. Ltd., a wholly-owned subsidiary of the Company, and Boustead Trustees Pte. Ltd., under which parties have agreed to the early termination of the lease agreement for the lease of the premises at 36 Tuas Road, Singapore 638505 ("**Premises**") and the surrender of the Premises with effect from 31 January 2017;
- (h) the second supplemental trust deed dated 18 November 2016 entered into between the Company, Ezion Offshore Logistics Hub Pte. Ltd., Ezion Offshore Logistics Hub (Tiwi) Pty. Ltd., DBS Trustee Limited and P.T. Limited, to amend various provisions of the MTN Trust Deed and the conditions of the Notes;
- (i) the third supplemental trust deed dated 19 October 2018 entered into between the Company, Ezion Offshore Logistics Hub Pte. Ltd., Ezion Offshore Logistics Hub (Tiwi) Pty. Ltd., DBS Trustee Limited and P.T. Limited, to amend various provisions of the MTN Trust Deed and the conditions of the Notes; and

---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

**PART V – OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

---

**Operating Results**

**1. Provide selected data from–**

- (a) the audited income statement of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, the audited consolidated income statement of the relevant entity or the audited combined income statement of the group, for each financial year (being one of the 3 most recent completed financial years) for which that statement has been published; and**
  - (b) any interim income statement of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, any interim consolidated income statement of the relevant entity or interim combined income statement of the group, for any subsequent period for which that statement has been published.**
- 

Please refer to **Appendix D** of this Offer Information Statement.

---

**2. The data referred to in paragraph 1 of this Part shall include the line items in the audited income statement, audited consolidated income statement, audited combined income statement, interim income statement, interim consolidated income statement or interim combined income statement, as the case may be, and shall in addition include the following items:**

- (a) dividends declared per share in both the currency of the financial statements and the Singapore currency, including the formula used for any adjustment to dividends declared;**
  - (b) earnings or loss per share; and**
  - (c) earnings or loss per share, after any adjustment to reflect the sale of new securities.**
- 

Noted. Please refer to **Appendix D** of this Offer Information Statement.

---

**3. In respect of –**

- (a) each financial year (being one of the 3 most recent completed financial years) for which financial statements have been published; and**
  - (b) any subsequent period for which interim financial statements have been published, provide information regarding any significant factor, including any unusual or infrequent event or new development, which materially affected profit or loss before tax of the relevant entity or, if it is the holding company or holding entity of a group, of the group, and indicate the extent to which such profit or loss before tax of the relevant entity or the group, as the case may be, was so affected. Describe any other significant component of revenue or expenditure necessary to understand the profit or loss before tax for each of these financial periods.**
- 

Save as disclosed below and in this Offer Information Statement, the Directors are not aware of any significant factor, including any unusual or infrequent event or new development which

---

## DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND DEBENTURES) REGULATIONS 2005

---

materially affected profit or loss before tax of the Group. A summary of the operations, business and financial performance of the Group for FY2016, FY2017 and FY2018 is set out below:

### Performance review for FY2017 compared to FY2016

#### *Continuing Operations*

Revenue for FY2017 decreased by 7.6% to A\$435.0 million (FY2016: A\$470.8 million). Whilst revenue decreased year on year due to the completion of maintenance contracts in FY2016, the increased work on core projects in the energy and process sector underpin the strong result in the current quarter.

Cost of sales for FY2017 decreased by 10.6% to A\$390.3 million (FY2016: A\$436.4 million), the reasons for the movement similar to the revenue commentary outlined above.

Gross profit margin for FY2017 was 10.3%, a steady increase from 7.3% for FY2016, due to operational efficiencies that have resulted from the re-organisation of the business and improved project support.

(Source: Q4 2017 Preliminary SGX Announcement and annual report of the Group for FY2018)

### Performance review for FY2018 compared to FY2017

#### *Continuing Operations*

Revenue for FY2018 was A\$567.0 million which increased by A\$131.0 million (30%) compared to FY2017, mainly attributable to robust performance by the Group's core projects in the energy and mineral process sectors.

Cost of sales for FY2018 was S\$509.0 million which increased by A\$119.0 million in line with the increased revenue base.

Gross profit for FY2018 increased by A\$12.8 million compared to FY2017. However, the gross margin percentage decreased slightly to 10.1% for FY2018 compared to 10.3% for FY2017.

(Source: Q4 2018 Preliminary SGX Announcement and annual report of the Group for FY2018)

---

### **Financial Position**

4. **Provide selected data from the balance sheet of the relevant entity or, if it is the holding company or holding entity of a group, the group as at the end of–**
  - (a) **the most recent completed financial year for which audited financial statements have been published; or**
  - (b) **if interim financial statements have been published for any subsequent period, that period.**

---

Please refer to **Appendix E** of this Offer Information Statement.

- 
5. **The data referred to in paragraph 4 of this Part shall include the line items in the audited or interim balance sheet of the relevant entity or the group, as the case may be, and shall in addition include the following items:**
    - (a) **number of shares after any adjustment to reflect the sale of new securities;**

---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

- (b) net assets or liabilities per share; and
- (c) net assets or liabilities per share after any adjustment to reflect the sale of new securities.

---

Please refer to **Appendix E** of this Offer Information Statement.

---

**Liquidity and Capital Resources**

6. Provide an evaluation of the material sources and amounts of cash flows from operating, investing and financing activities in respect of–
- (a) the most recent completed financial year for which financial statements have been published; and
  - (b) if interim financial statements have been published for any subsequent period, that period.

---

Please refer to **Appendix F** of this Offer Information Statement.

Review of cash flows for FY2018

*(i) Operating activities*

Operating activities of the Group generated net cash inflows of A\$39.8 million for FY2018, an improvement of A\$36.2 million in cash inflows from FY2017. This increase was due to improved profitability and the Group's management of its working capital, particularly the inflow of cash from trade receivables and management of trade payables.

*(ii) Investing activities*

Net cash inflows of A\$7.0 million occurred from investing activities in FY2018 due to the release of restricted cash of A\$10.6 million offset by a net outflow of A\$3.7 million from disposals and purchases of property, plant and equipment in the period.

*(iii) Financing activities*

In relation to the Group's financing activities, movement in the cash flow for FY2018 main constituted repayments of debt facilities as outlined above.

As a result of the above activities, the Group recorded an increase in cash and cash equivalents of A\$14.6 million to A\$36.6 million at 30 June 2018. Note this amount includes the effect of the restricted cash balance of A\$1.3 million for the purposes of the cash flow statement.

(Source: Q4 2018 Preliminary SGX Announcement and annual report of the Group for FY2018)

---

7. Provide a statement by the directors or equivalent persons of the relevant entity as to whether, in their reasonable opinion, the working capital available to the relevant entity or, if it is the holding company or holding entity of a group, to the group, as at the date of lodgement of the offer information statement, is sufficient for present requirements and, if insufficient, how the additional working capital considered by the directors or equivalent persons to be necessary is proposed to be provided.

---

As at the date of lodgement of this Offer Information Statement, the Directors are of the reasonable opinion that, barring unforeseen circumstances, after taking into consideration the Group's present

---

## DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND DEBENTURES) REGULATIONS 2005

---

internal resources, operating cash flows and present bank facilities available to the Group, the working capital available to the Group is sufficient to meet its present requirements.

- 
8. **If the relevant entity or any other entity in the group is in breach of any of the terms and conditions or covenants associated with any credit arrangement or bank loan which could materially affect the relevant entity's financial position and results or business operations, or the investments by holders of securities in the relevant entity, provide—**
- (a) a statement of that fact;**
  - (b) details of the credit arrangement or bank loan; and**
  - (c) any action taken or to be taken by the relevant entity or other entity in the group, as the case may be, to rectify the situation (including the status of any restructuring negotiations or agreement, if applicable).**

---

The Group has breached certain covenants on its major debt facilities during the quarter; however, it has received waivers for these breaches from its principal banker.

The Company has been able to comply with the following covenants:

- (i) Consolidated Interest Cover to be 2.25 times for the financial year 2018; and
- (ii) Consolidated Secured Debt to Consolidated Total Assets ratio of not more than 1:2.

However, the Company has not been able to comply with the remaining two covenants being:

- (i) Gearing Ratio, defined as the ratio of the consolidated total borrowings to consolidated net worth of not more than 2:1; and
- (ii) Consolidated Net Worth to be a minimum of A\$160 million.

Save as disclosed above, to the best knowledge of the Directors, as at the date of this Offer Information Statement, the Directors are not aware of any breach by any entity in the Group of any terms and conditions or covenants associated with any credit arrangement or bank loan, which could materially affect the relevant entity's financial position and results or business operations, or the investments by holders of securities in the Company.

---

### **Trend Information and Profit Forecast or Profit Estimate**

9. **Discuss, for at least the current financial year, the business and financial prospects of the relevant entity or, if it is the holding company or holding entity of a group, the group, as well as any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on net sales or revenues, profitability, liquidity or capital resources, or that would cause financial information disclosed in the offer information statement to be not necessarily indicative of the future operating results or financial condition. If there are no such trends, uncertainties, demands, commitments or events, provide an appropriate statement to that effect.**

---

### **Trends, Uncertainties, Demands, Commitments or Events**

Certain business factors or risks which could materially affect the Group's profitability are set out in the section entitled "**Risk Factors**" of this Offer Information Statement. These are uncertainties,

---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

demands, commitments or events that may have a material and adverse impact on the business, results of operations, financial condition and prospects of the Group, should they occur.

The section entitled “**Risk Factors**” of this Offer Information Statement is only a summary, and are not an exhaustive description, of all uncertainties, demands, commitments or events. There may be additional uncertainties, demands and commitments or events not presently known to the Group or that the Group may currently deem immaterial, which could affect its business, results of operations, financial condition and prospects.

Save as disclosed in this Offer Information Statement and, in particular, the section entitled “**Risk Factors**” in this Offer Information Statement, the Company’s annual reports, circulars and SGXNET announcements, and barring any unforeseen circumstances, the Directors are not aware of any trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Group’s net sales or revenues, profitability, liquidity or capital resources, or that would cause financial information disclosed in this Offer Information Statement to be not necessarily indicative of the future operating results or financial condition of the Group for the current financial year.

- 
- 10. Where a profit forecast is disclosed, state the extent to which projected sales or revenues are based on secured contracts or orders, and the reasons for expecting to achieve the projected sales or revenues and profit, and discuss the impact of any likely change in business and operating conditions on the forecast.**
- 

Not applicable, because there is no profit forecast disclosed.

---

- 11. Where a profit forecast or profit estimate is disclosed, state all principal assumptions, if any, upon which the directors or equivalent persons of the relevant entity have based their profit forecast or profit estimate, as the case may be.**
- 

Not applicable, because there is no profit forecast or profit estimate disclosed.

---

- 12. Where a profit forecast is disclosed, include a statement by an auditor of the relevant entity as to whether the profit forecast is properly prepared on the basis of the assumptions referred to in paragraph 11 of this Part, is consistent with the accounting policies adopted by the relevant entity, and is presented in accordance with the accounting standards adopted by the relevant entity in the preparation of its financial statements.**
- 

Not applicable, because there is no profit forecast disclosed.

---

- 13. Where the profit forecast disclosed is in respect of a period ending on a date not later than the end of the current financial year of the relevant entity, provide in addition to the statement referred to in paragraph 12 of this Part–**
- (a) a statement by the issue manager to the offer, or any other person whose profession or reputation gives authority to the statement made by him, that the profit forecast has been stated by the directors or equivalent persons of the relevant entity after due and careful enquiry and consideration; or**
  - (b) a statement by an auditor of the relevant entity, prepared on the basis of his examination of the evidence supporting the assumptions referred to in paragraph 11 of this Part and in accordance with the Singapore Standards on Auditing or such other auditing standards as may be approved in any particular case by the Authority,**

---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the profit forecast.

---

Not applicable, because there is no profit forecast disclosed.

---

14. Where the profit forecast disclosed is in respect of a period ending on a date after the end of the current financial year of the relevant entity, provide in addition to the statement referred to in paragraph 12 of this Part–
- (a) a statement by the issue manager to the offer, or any other person whose profession or reputation gives authority to the statement made by him, prepared on the basis of his examination of the evidence supporting the assumptions referred to in paragraph 11 of this Part, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the profit forecast; or
  - (b) a statement by an auditor of the relevant entity, prepared on the basis of his examination of the evidence supporting the assumptions referred to in paragraph 11 of this Part and in accordance with the Singapore Standards on Auditing or such other auditing standards as may be approved in any particular case by the Authority, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the profit forecast.

---

Not applicable, because there is no profit forecast disclosed.

---

**Significant Changes**

15. Disclose any event that has occurred from the end of–
- (a) the most recent completed financial year for which financial statements have been published; or
  - (b) if interim financial statements have been published for any subsequent period, that period,

to the latest practicable date which may have a material effect on the financial position and results of the relevant entity or, if it is the holding company or holding entity of a group, the group, or, if there is no such event, provide an appropriate negative statement.

---

Save as disclosed in this Offer Information Statement, the Directors are not aware of any event which has occurred since 30 June 2018 up to the Latest Practicable Date which may have a material effect on the financial position and results of the Group.

---

**Meaning of “published”**

16. In this Part, “published” includes publication in a prospectus, in an annual report or on the SGXNET.
- 

Noted.



---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

**PART VI – THE OFFER AND LISTING**

---

**Offer and Listing Details**

1. **Indicate the price at which the securities are being offered and the amount of any expense specifically charged to the subscriber or purchaser. If it is not possible to state the offer price at the date of lodgement of the offer information statement, the method by which the offer price is to be determined must be explained.**
- 

The Issue Price for each Rights Share is S\$0.035, payable in full upon acceptance and application. The expenses incurred by the Company in respect of the Rights Issue will not be specifically charged to subscribers or purchasers of the Rights Shares. However, an administrative fee will be incurred by subscribers for each successful application made through the ATMs of the respective Participating Banks.

---

2. **If there is no established market for the securities being offered, provide information regarding the manner of determining the offer price, the exercise price or conversion price, if any, including the person who establishes the price or is responsible for the determination of the price, the various factors considered in such determination and the parameters or elements used as a basis for determining the price.**
- 

Not applicable. The Shares are traded on the Main Board of the SGX-ST.

---

3. **If –**
- (a) **any of the relevant entity's shareholders or equity interest-holders have pre-emptive rights to subscribe for or purchase the securities being offered; and**
  - (b) **the exercise of the rights by the shareholder or equity interest-holder is restricted, withdrawn or waived, indicate the reasons for such restriction, withdrawal or waiver, the beneficiary of such restriction, withdrawal or waiver, if any, and the basis for the offer price.**
- 

None of the Shareholders have pre-emptive rights to subscribe for the Rights Shares.

As there may be prohibitions or restrictions against the offering of the Rights Shares in certain jurisdictions, only Entitled Shareholders are eligible to participate in the Rights Issue. Please refer to the section entitled "**Eligibility of Shareholders to Participate in the Rights Issue**" of this Offer Information Statement for further details.

---

4. **If securities of the same class as those securities being offered are listed for quotation on any securities exchange –**
- (a) **in a case where the first-mentioned securities have been listed for quotation on the securities exchange for at least 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the first-mentioned securities –**
    - (i) **for each of the 12 calendar months immediately preceding the calendar month in which the latest practicable date falls; and**

---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

- (ii) for the period from the beginning of the calendar month in which the latest practicable date falls to the latest practicable date; or
- (b) in a case where the first-mentioned securities have been listed for quotation on the securities exchange for less than 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the first-mentioned securities–
  - (i) for each calendar month immediately preceding the calendar month in which the latest practicable date falls; and
  - (ii) for the period from the beginning of the calendar month in which the latest practicable date falls to the latest practicable date;
- (c) disclose any significant trading suspension that has occurred on the securities exchange during the 3 years immediately preceding the latest practicable date or, if the securities have been listed for quotation for less than 3 years, during the period from the date on which the securities were first listed to the latest practicable date; and
- (d) disclose information on any lack of liquidity, if the securities are not regularly traded on the securities exchange.

- 
- (a) The price range and volume of the Shares traded on the SGX-ST over the last 12 months immediately preceding the Latest Practicable Date are as follows:

	Price range <sup>(1)</sup>		Volume (’000)
	Low (S\$)	High (S\$)	
October 2017	0.028	0.048	120,683
November 2017	0.035	0.044	255,021
December 2017	0.035	0.040	51,792
January 2018	0.037	0.056	396,431
February 2018	0.041	0.053	302,709
March 2018	0.046	0.053	285,224
April 2018	0.038	0.054	403,086
May 2018	0.044	0.050	100,992
June 2018	0.039	0.045	80,797
July 2018	0.034	0.045	120,570
August 2018	0.036	0.049	134,831
September 2018	0.038	0.050	313,001
October 2018	0.036	0.042	64,217
1 November 2018 to the Latest Practicable Date	0.037	0.042	49,294

Source: <http://www.shareinvestor.com><sup>(1)</sup>

**Note(s):**

- (1) ShareInvestor Pte Ltd has not consented to the inclusion of the price range and volume of Shares quoted under this paragraph for the purposes of Section 239 and Section 277 of the SFA and is therefore not liable for such information under Section 239 and Section 277 of the SFA. The Company has include the above price range in its proper form and context in this Offer Information Statement and has not verified the accuracy of such information. The Company is not aware of any disclaimers made by Share Investor in relation to such information.

---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

- (b) Not applicable. The Shares have been listed for quotation on the SGX-ST for more than twelve (12) months immediately preceding the Latest Practicable Date.
- (c) Save for temporary trading halts to cater for the release of announcements by the Company on the website of the SGX-ST in accordance with the requirements of the Listing Manual, there has not been any significant trading suspension of the Shares that has occurred on the SGX-ST during the three (3) years immediately preceding the Latest Practicable Date.
- (d) Please refer to paragraph 4(a) of this Part VI for the volume of Shares traded during each of the last twelve (12) calendar months immediately preceding the Latest Practicable Date and for the period from 1 November 2018 to the Latest Practicable Date. Based on the information set out therein, the Shares are regularly traded on the Main Board of the SGX-ST.

---

**5. Where the securities being offered are not identical to the securities already issued by the relevant entity, provide –**

- (a) **a statement of the rights, preferences and restrictions attached to the securities being offered; and**
- (b) **an indication of the resolutions, authorisations and approvals by virtue of which the entity may create or issue further securities, to rank in priority to or *pari passu* with the securities being offered.**

---

Not applicable. The Rights Shares, upon allotment and issuance, shall rank *pari passu* in all respects with the then existing Shares, save for any dividends, rights, allotments or other distributions, the Record Date for which falls before the date of issue of the Rights Shares.

The Rights Shares will be issued pursuant to the specific approval given by Shareholders at the EGM held on 15 November 2018. The issue of the Rights Shares has also been authorised by resolutions of the Board of Directors passed on 28 March 2018.

---

**Plan of Distribution**

**6. Indicate the amount, and outline briefly the plan of distribution, of the securities that are to be offered otherwise than through underwriters. If the securities are to be offered through the selling efforts of any broker or dealer, describe the plan of distribution and the terms of any agreement or understanding with such entities. If known, identify each broker or dealer that will participate in the offer and state the amount to be offered through each broker or dealer.**

---

The Rights Shares will be provisionally allotted to Entitled Shareholders on the basis of one (1) Rights Share for every two (2) existing Shares held by Entitled Shareholders as at the Books Closure Date.

Entitled Shareholders will be at liberty to accept (in full or in part), decline, or otherwise renounce or trade (during the provisional allotment trading period prescribed by SGX-ST) their provisional allotments of the Rights Shares and will be eligible to apply for Excess Rights Shares.

Fractional entitlements to the Rights Shares will be disregarded in arriving at the Entitled Shareholders' provisional allotments of Rights Shares and will, together with such Rights Shares that are not validly taken up by Entitled Shareholders, the original allottees or their respective renounce(s) or the Purchasers, any unsold "nil-paid" provisional allotments of Rights Shares of Foreign Shareholders and any Rights Shares which are not taken up or allotted for any reason, be

---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

aggregated and allotted to satisfy Excess Applications (if any), or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit for the benefit of the Company.

The basis of allotting any Excess Rights Shares will be determined at the absolute discretion of the Directors. In the allotment of Excess Rights Shares, preference will be given to the rounding of odd lots, and the Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board of Directors will rank last in priority for the rounding of odd lots and allotment of Excess Rights Shares. The Company will also not make any allotment and issue of any Excess Rights Shares that will result in a transfer of controlling interest in the Company unless otherwise approved by Shareholders in a general meeting.

Depending on the level of subscription for the Rights Shares, the Company will, if necessary, scale down the subscription for the Rights Shares by any of the Shareholders to avoid placing the relevant Shareholder in the position of incurring a mandatory general offer obligation under the Code as a result of other Shareholders not taking up their Rights Shares entitlement fully.

As there may be prohibitions or restrictions against the offering of the Rights Shares in certain jurisdictions, only Entitled Shareholders are eligible to participate in the Rights Issue. Please refer to the section entitled “**Eligibility of Shareholders to Participate in the Rights Issue**” of this Offer Information Statement for further details.

The allotment and issue of the Rights Shares pursuant to the Rights Issue is governed by the terms and conditions as set out in this Offer Information Statement, the PAL, the ARE and the ARS.

The Rights Shares are not offered through the selling efforts of any broker or dealer.

---

**7. Provide a summary of the features of the underwriting relationship together with the amount of securities being underwritten by each underwriter.**

---

Not applicable. The Rights Issue is not underwritten.

---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

**PART VII – ADDITIONAL INFORMATION**

---

**Statements by Experts**

1. Where a statement or report attributed to a person as an expert is included in the offer information statement, provide such person's name, address and qualifications.
- 

Not applicable, because no statement or report attributed to a person as an expert is included in this Offer Information Statement.

---

2. Where the offer information statement contains any statement (including what purports to be a copy of, or extract from, a report, memorandum or valuation) made by an expert —
- (a) state the date on which the statement was made;
  - (b) state whether or not it was prepared by the expert for the purpose of incorporation in the offer information statement; and
  - (c) include a statement that the expert has given, and has not withdrawn, his written consent to the issue of the offer information statement with the inclusion of the statement in the form and context in which it is included in the offer information statement.
- 

Not applicable, because no statement has been made by an expert in this Offer Information Statement.

---

3. The information referred to in paragraphs 1 and 2 of this Part need not be provided in the Offer Information Statement if the statement attributed to the expert is a statement to which the exemption under regulation 26(2) or (3) applies.
- 

Not applicable, because no statement has been made by an expert in this Offer Information Statement.

---

**Consents from Issue Managers and Underwriters**

4. Where a person is named in the offer information statement as the issue manager or underwriter (but not a sub-underwriter) to the offer, include a statement that the person has given, and has not withdrawn, his written consent to being named in the offer information statement as the issue manager or underwriter, as the case may be, to the offer.
- 

Not applicable. No issue manager or underwriter was appointed for the Rights Issue.

---

**Other Matters**

5. Include particulars of any other matters not disclosed under any other paragraph of this Schedule which could materially affect, directly or indirectly —
- (a) the relevant entity's business operations or financial position or results; or
  - (b) investments by holders of securities in the relevant entity.
-

---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

Saved as disclosed in this Offer Information Statement and to the best of their knowledge, the Directors are not aware of any other particulars of any other matters not disclosed under any other paragraph of this Offer Information Statement which could materially affect, directly or indirectly, the Company's business operations or financial position or results or investments by the holders of securities in the Company.

---

**PART VIII – ADDITIONAL INFORMATION REQUIRED FOR OFFER OF DEBENTURES OR UNITS OF  
DEBENTURES**

---

Not applicable.

---

**PART IX – ADDITIONAL INFORMATION REQUIRED FOR CONVERTIBLE DEBENTURES**

---

Not applicable.

---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

**PART X – ADDITIONAL INFORMATION REQUIRED FOR OFFER OF SECURITIES BY WAY OF  
RIGHTS ISSUE**

---

**1. Provide –**

- (a) the particulars of the rights issue;**
- (b) the last day and time for splitting of the provisional allotment of the securities to be issued pursuant to the rights issue;**
- (c) the last day and time for acceptance of and payment for the securities to be issued pursuant to the rights issue;**
- (d) the last day and time for renunciation of and payment by the renounee for the securities to be issued pursuant to the rights issue;**
- (e) the terms and conditions of the offer of securities to be issued pursuant to the rights issue;**

- 
- (a) Please refer to the section entitled “**Summary of the Rights Issue**” of this Offer Information Statement for particulars of the Rights Issue.
  - (b) The last date and time for the splitting of the provisional allotment of the Rights Shares is on 6 December 2018 at 5:00 p.m. Please refer to the section entitled “**Indicative Timetable of Key Events**” of this Offer Information Statement for more details.
  - (c) The last date and time for acceptance of and payment for the Rights Shares is on 12 December 2018 at 5:00 p.m. (and 12 December 2018 at 9:30 p.m. for Electronic Applications through the ATMs of Participating Banks). Please refer to the section entitled “**Indicative Timetable of Key Events**” of this Offer Information Statement for more details.
  - (d) The last date and time for renunciation of and payment by the renounee for the Rights Shares is on 12 December 2018 at 5:00 p.m. (and 12 December 2018 at 9:30 p.m. for Electronic Applications through the ATMs of Participating Banks). Please refer to the section entitled “**Indicative Timetable of Key Events**” of this Offer Information Statement for more details.

Entitled Depositors who wish to renounce their provisional allotments of Rights Shares in favour of a third party should note that CDP requires three (3) Market Days to effect such renunciation. As such, Entitled Depositors who wish to renounce are advised to do so early to allow sufficient time for the renounee to accept his provisional allotments of Rights Shares.

- (e) The terms and conditions of the Rights Issue are as set out in this Offer Information Statement, including **Appendices A to C** to this Offer Information Statement, and in the PAL, the ARE and the ARS.

The SGX-ST has granted approval in-principle on 29 October 2018 for the listing of and quotation for the Rights Shares on the Main Board of the SGX-ST, subject to, inter alia, the following:

- (i) Shareholders approval for the Rights Issue, the Proposed Placement and the Proposed Issue of Redemption Shares;
- (ii) Compliance with the SGX-ST's listing requirements; and

---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

- (iii) Submission of the following documents:
- (1) A written undertaking from the Company that it will comply with the Listing Rules 704(30), 815 and 1207(20) in relation to the use of proceeds from the Rights Issue and where proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company's announcements on use of proceeds and in the annual report;
  - (2) A written undertaking from the Company that it will comply with Listing Rule 877(10) with regard to the allotment of any excess Rights Shares;
  - (3) A written confirmation from financial institution(s) as required under Listing Rule 877(9) that the Undertaking Shareholders who have given the irrevocable undertakings have sufficient financial resources to fulfil their obligations under their undertakings; and
  - (4) A written undertaking from the Company that it will comply with Listing Rule 803.

The approval in-principle of the SGX-ST for the listing of and quotation for the Rights Shares on the Main Board of the SGX-ST is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Company and/or its subsidiaries.

---

**(f) the particulars of any undertaking from the substantial shareholders or substantial equity interest-holders, as the case may be, of the relevant entity to subscribe for their entitlements; and**

---

As at the Latest Practicable Date, the number of Shares and the percentage proportion in the Existing Share Capital of the Company of the following Substantial Shareholders that have provided Irrevocable Undertakings to the Company to, *inter alia*, fully subscribe for the Entitled Rights Shares as an indication of their support and commitment to the Company, are as follows:

Bernard Toh directly holds 104,062,350 Shares, representing approximately 6.92% of the Existing Share Capital;

Melvin Poh directly holds 133,199,808 Shares, representing approximately 8.85% of the Existing Share Capital; and

Ezion directly holds 272,821,736 Shares, representing approximately 18.13% of the Existing Share Capital.

Bernard Toh and Melvin Poh have on 29 March 2018 provided, and Ezion has agreed pursuant to a letter of commitment dated 17 November 2016 to provide, irrevocable undertakings in favour of the Company so subscribe for their *pro rata* entitlement of Rights Shares under the Rights Issue.

Bernard Toh and Melvin Poh, Undertaking Shareholders who are Substantial Shareholders of the Company, have each furnished a written confirmation dated 3 April 2018 and 2 April 2018, respectively, of their financial resources from a financial institution to support their respective Irrevocable Undertakings.

The subscription by Ezion for 136,410,868 Rights Shares pursuant to its Irrevocable Undertaking will be settled by a set-off against the outstanding amount of the existing shareholder's loan from Ezion to the Company, which would be reduced by an amount of S\$4,774,380.38. Accordingly, Ezion will not be required to provide any confirmation of financial resources in connection with its Irrevocable Undertaking to the Company.



---

**DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF  
THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND  
DEBENTURES) REGULATIONS 2005**

---

- (g) if the rights issue is or will not be underwritten, the reason for not underwriting the issue.**
- 

In view of the savings enjoyed for not having to bear underwriting fees, the Company has decided to proceed with the Rights Issue on a non-underwritten basis.

---

**ADDITIONAL DISCLOSURE REQUIREMENTS FOR RIGHTS ISSUES UNDER  
APPENDIX 8.2 OF THE SGX-ST LISTING MANUAL**

---

**1. Provide a review of the working capital for the last three financial years and the latest half year, if applicable.**

---

The total current assets, total current liabilities and working capital of the Group for FY2016, FY2017 and FY2018 are set out below:

	<b>As at 30 June</b>		
	<b>FY 2016</b>	<b>FY 2017</b>	<b>FY 2018</b>
	<b>AU\$'000</b>	<b>AU\$'000</b>	<b>AU\$'000</b>
Total current assets	171,713	177,113	143,807
Total current liabilities	286,903	179,991	184,565
Working capital (deficit)	(115,190)	(2,878)	(40,758)

A review of the working capital of the Group is set out below:

Review of working capital position for FY2017 compared to FY2016

Cash and bank balances improved by A\$11.8 million to A\$33.9 million at 30 June 2017, mainly due to improvement in the Group's gross profit and collections of trade receivables during FY2017, as well as the funding received from the short term bridge facility pending receipt of final payments on completing contracts.

Trade receivables balances increased by A\$0.2 million to A\$133.0 million at 30 June 2017, reflecting the higher volume of work performed in the current quarter and includes receivables for work in progress positions on major projects.

Current other receivables and prepayments balances decreased by A\$2.9 million to A\$7.1 million at 30 June 2017, mainly as a result of the return of the S\$4.0 million (equivalent to A\$3.8 million) in funds held in escrow prior to the extension of the repayment date of the Multi Currency Notes.

The trade payables balance decreased by A\$10.9 million to A\$47.8 million mainly due to settlement of amounts owing to creditors as well as the closure of the Singapore Fabrication business.

Current accruals for other liabilities balances mainly consisted of accruals for annual leave, rostered day off, sick leave and current long services leave. The current balances decreased by A\$1.4 million mainly due to the operational efficiencies following the restructuring of the business conducted last year.

(Source: Q4 2017 Preliminary Announcement and annual report of the Group for FY2017)

Review of working capital position for FY2018 compared to FY2017

Cash and bank balance increased by A\$3.9 million to A\$37.8 million at 30 June 2018 (30 June 2017: A\$33.9 million), mainly due to the cash received in the current quarter from work in progress positions and improved management of working capital balances.

Trade receivables balances decreased significantly by A\$39.6 million since 30 June 2017 to A\$93.4 million at 30 June 2018, reflecting the cash received in the current quarter from major projects. Current other receivables and prepayments balance increased by A\$1.2 million to A\$8.4 million at 30 June 2018, mainly as a result of the prepayment for the annual insurance renewal.

Inventories increased by A\$1.1 million since 30 June 2017 primarily representing the purchase of marine fuel for sale by the NT Port and Marine business.

---

## **ADDITIONAL DISCLOSURE REQUIREMENTS FOR RIGHTS ISSUES UNDER APPENDIX 8.2 OF THE SGX-ST LISTING MANUAL**

---

The trade payables balances decreased by A\$10.8 million since 30 June 2017 to A\$37.1 million at 30 June 2018 in lien with the decrease in work on the core projects in the energy and process sectors. Other payables decreased by A\$19.1 million since 30 June 2017 to A\$47.7 million mainly due to the settlement of statutory payroll-related liabilities. Current accruals for other liabilities balance mainly consisted of accruals for annual leave, rostered day off, sick leave and current long services leave. The current accrual balance decreased by A\$9.8 million from 30 June 2017 resulting from a decreased workforce required for the work on the core projects in the energy and process sectors.

(Source: Q4 2018 Preliminary Announcement and annual report of the Group for FY2018)

---

### **2. Convertible Securities**

- (i) Where the rights issue or bought deal involves an issue of convertible securities, such as company warrants or convertible debt, the information in Rule 832 of the Listing Manual.**
  - (ii) Where the rights issue or bought deal is underwritten and the exercise or conversion price is based on a price fixing formula, to state that the exercise or conversion price must be fixed and announced before trading of nil-paid rights commences.**
- 

- (i) Not applicable. The Rights Issue does not involve an issue of convertible securities.
  - (ii) Not applicable. The Rights Issue is not underwritten.
- 

### **3. Responsibility Statements**

---

Not applicable. No financial adviser has been appointed for the Rights Issue.

---

## APPENDIX A – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATIONS BY ENTITLED DEPOSITORS

---

### 1. INTRODUCTION

- 1.1 Entitled Depositors are entitled to receive this Offer Information Statement and the ARE which forms part of this Offer Information Statement. For the purposes of this Offer Information Statement, any reference to an application by way of an Electronic Application without reference to such an Electronic Application being made through an ATM shall, where the Entitled Depositor is a Depository Agent, be taken to include an application made *via* the SGX-SSH Service.
- 1.2 The provisional allotments of Rights Shares are governed by the terms and conditions of this Offer Information Statement, (if applicable) the Constitution of the Company and the instructions in the ARE.

The number of Rights Shares provisionally allotted to each Entitled Depositor is indicated in the ARE (fractional entitlements (if any) having been disregarded). The Securities Accounts of Entitled Depositors have been credited by CDP with the provisional allotments of Rights Shares as indicated in the ARE. Entitled Depositors may accept their provisional allotments of Rights Shares in full or in part and are eligible to apply for Excess Rights Shares. Full instructions for the acceptance of and payment for the provisional allotments of Rights Shares and payment for Excess Rights Shares are set out in the Offer Information Statement as well as the ARE.

CPFIS Shareholders must use, subject to applicable CPF rules and regulations, monies standing to the credit of their respective CPF Investment Accounts to pay for the acceptance of their provisional allotments of Rights Shares and (if applicable) application for Excess Rights Shares. CPFIS Shareholders who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares must have sufficient funds in their CPF Investment Accounts and must instruct their respective CPF agent banks, where such CPFIS Shareholders hold their CPF Investment Accounts, to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf in accordance with this Offer Information Statement. In the case of insufficient monies in their CPF Investment Accounts or stock limit, such CPFIS Shareholders could top-up cash into their CPF Investment Accounts before instructing their respective CPF agent banks to accept their Rights Shares and (if applicable) apply for Excess Rights Shares. Monies in CPF Investment Accounts may not, however, be used for the purchase of provisional allotments of Rights Shares directly from the market. Any acceptance and/or application by CPFIS Shareholders to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares made directly through CDP, the Share Registrar, the Company, and/or by way of an Electronic Application at any ATM of a Participating Bank will be rejected.

SRS Investors who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares can only do so, subject to applicable SRS rules and regulations, using monies standing to the credit of their respective SRS accounts. SRS Investors who wish to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares using SRS monies, must instruct the relevant approved banks in which they hold their SRS accounts to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares on their behalf in accordance with this Offer Information Statement. SRS Investors who have insufficient funds in their SRS accounts may, subject to the SRS contribution cap, deposit cash into their SRS accounts with their approved banks before instructing their respective approved banks to accept their provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares. SRS Investors are advised to provide their respective approved banks in which they hold their SRS accounts with the appropriate instructions no later than the deadlines set by their respective approved banks in order for their respective approved banks to make the relevant acceptance and (if applicable) application on their behalf by the Closing Date. Any acceptance and (if applicable) application made directly through CDP, Electronic Applications at ATMs of the Participating Banks, the Share Registrar and/or the Company will be rejected. For the avoidance of doubt, monies in SRS accounts may not be used for the purchase of provisional allotments of the Rights Shares directly from the market. Any acceptance and/or application by SRS Investors to accept their provisional allotments of Rights Shares and (if

---

## APPENDIX A – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATIONS BY ENTITLED DEPOSITORS

---

applicable) apply for Excess Rights Shares made directly through CDP, the Share Registrar, the Company, and/or by way of an Electronic Application at any ATM of a Participating Bank will be rejected.

- 1.3 If an Entitled Depositor wishes to accept his provisional allotment of Rights Shares specified in the ARE, in full or in part, and (if applicable) apply for Excess Rights Shares, he may do so by way of an Electronic Application or by completing and signing the relevant sections of the ARE. An Entitled Depositor should ensure that the ARE is accurately completed and signed, failing which the acceptance of the provisional allotment of Rights Shares and (if applicable) application for Excess Rights Shares may be rejected.

For and on behalf of the Company, CDP reserves the right to refuse to accept any acceptance(s) and (if applicable) excess application(s) if this ARE is not accurately completed and signed or if the “Free Balance” of your Securities Account is not credited with, or is credited with less than the relevant number of Rights Shares accepted as at the last time and date for acceptance, application and payment or for any other reason(s) whatsoever the acceptance and (if applicable) the excess application is in breach of the terms of the ARE or the Offer Information Statement, at CDP’s absolute discretion, and to return all monies received to the person(s) entitled thereto **BY CREDITING HIS/ THEIR BANK ACCOUNT(S) WITH THE RELEVANT PARTICIPATING BANK** (if he/they accept and (if applicable) apply through an ATM of a Participating Bank) or **BY MEANS OF A CROSSED CHEQUE SENT BY ORDINARY POST**, as the case may be, (in each case) **AT HIS/THEIR OWN RISK** or in such other manner as he/they may have agreed with CDP for the payment of any cash distributions without interest or any share of revenue or other benefit arising therefrom (if he/they accept and (if applicable) apply through CDP).

**AN ENTITLED DEPOSITOR MAY ACCEPT HIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES SPECIFIED IN HIS ARE AND (IF APPLICABLE) APPLY FOR EXCESS RIGHTS SHARES EITHER THROUGH CDP AND/ OR BY WAY OF AN ELECTRONIC APPLICATION THROUGH AN ATM OF A PARTICIPATING BANK. WHERE AN ENTITLED DEPOSITOR IS A DEPOSITORY AGENT, IT MAY MAKE ITS ACCEPTANCE AND EXCESS APPLICATION (IF APPLICABLE) VIA THE SGX-SSH SERVICE.**

Where an acceptance, application and/or payment does not conform strictly to the terms set out under this Offer Information Statement, the ARE, the ARS, the PAL and/or any other application form for the Rights Shares and/or Excess Rights Shares in relation to the Rights Issue or which does not comply with the instructions for an Electronic Application, or in the case of an application by the ARE, the ARS, the PAL, and/or any other application form for the Rights Shares and/or Excess Rights Shares in relation to the Rights Issue which is illegible, incomplete, incorrectly completed, unsigned, signed but not in its originality or which is accompanied by an improperly or insufficiently drawn remittance, the Company and/or CDP may, at their/its absolute discretion, reject or treat as invalid any such acceptance, application, payment and/or other process of remittances at any time after receipt in such manner as they/it may deem fit.

The Company and CDP shall be authorised and entitled to process each application submitted for the acceptance of the provisional allotment of Rights Shares, and where applicable, application for Excess Rights Shares in relation to the Rights Issue and the payment received in relation thereto, pursuant to such application, by an Entitled Shareholder, on its own, without regard to any other application and payment that may be submitted by the same Entitled Shareholder. For the avoidance of doubt, insufficient payment for an application may render the application invalid; evidence of payment (or overpayment) in other applications shall not constitute, or be construed as, an affirmation of such invalid application and (if applicable) application for Excess Rights Shares.

---

## APPENDIX A – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATIONS BY ENTITLED DEPOSITORS

---

- 1.4 Unless expressly provided to the contrary in this Offer Information Statement, the ARE and/or the ARS with respect to enforcement against Entitled Depositors or their renounees, a person who is not a party to any contracts made pursuant to this Offer Information Statement, the ARE or the ARS has no rights under the Contracts (Rights of Third Parties) Act, Chapter 53B, of Singapore to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

### 2. MODE OF ACCEPTANCE AND APPLICATION

#### 2.1 Acceptance/Application by way of Electronic Application through an ATM of a Participating Bank

Instructions for Electronic Applications through ATMs to accept the Rights Shares provisionally allotted or (if applicable) to apply for Excess Rights Shares will appear on the ATM screens of the respective Participating Banks. Please refer to **Appendix C** of this Offer Information Statement for the additional terms and conditions for Electronic Applications through an ATM of a Participating Bank.

**IF AN ENTITLED DEPOSITOR MAKES AN ELECTRONIC APPLICATION THROUGH AN ATM OF A PARTICIPATING BANK, HE WOULD HAVE IRREVOCABLY AUTHORISED THE PARTICIPATING BANK TO DEDUCT THE FULL AMOUNT PAYABLE FROM HIS BANK ACCOUNT WITH SUCH PARTICIPATING BANK IN RESPECT OF SUCH APPLICATION. IN THE CASE OF AN ENTITLED DEPOSITOR WHO HAS ACCEPTED THE RIGHTS SHARES PROVISIONALLY ALLOTTED TO HIM BY WAY OF THE ARE AND/OR THE ARS AND/OR HAS APPLIED FOR EXCESS RIGHTS SHARES BY WAY OF THE ARE AND ALSO BY WAY OF AN ELECTRONIC APPLICATION THROUGH AN ATM OF A PARTICIPATING BANK, THE COMPANY AND/OR CDP SHALL BE AUTHORISED AND ENTITLED TO ACCEPT HIS INSTRUCTIONS IN WHICHEVER MODE OR COMBINATION AS THE COMPANY AND/OR CDP MAY, IN THEIR ABSOLUTE DISCRETION, DEEM FIT.**

#### 2.2 Acceptance/Application through CDP

If the Entitled Depositor wishes to accept the provisional allotment of Rights Shares and (if applicable) apply for Excess Rights Shares through CDP, he must:

- (a) complete and sign the ARE. In particular, he must state in Part C(i) of the ARE the total number of Rights Shares provisionally allotted to him which he wishes to accept and the number of Excess Rights Shares applied for and in Part C(ii) of the ARE the 6 digits of the Cashier's Order/ Banker's Draft; and
- (b) deliver the duly completed and original signed ARE accompanied by **A SINGLE REMITTANCE** for the full amount payable for the relevant number of Rights Shares accepted and (if applicable) Excess Rights Shares applied for:
  - (i) by hand to **AUSGROUP LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, at 9 NORTH BUONA VISTA DRIVE #01-19/20, THE METROPOLIS, SINGAPORE 138588**; or
  - (ii) by post, **AT THE SENDER'S OWN RISK**, in the self-addressed envelope provided, to **AUSGROUP LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147**,

in each case so as to arrive not later than **5:00 p.m. on 12 December 2018** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

---

## APPENDIX A – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATIONS BY ENTITLED DEPOSITORS

---

The payment for the relevant number of Rights Shares accepted and (if applicable) Excess Rights Shares applied for at the Issue Price must be made in Singapore currency in the form of a Cashier's Order or Banker's Draft drawn on a bank in Singapore and made payable to "**CDP — AUSGROUP RIGHTS ISSUE ACCOUNT**" and crossed "**NOT NEGOTIABLE, A/C PAYEE ONLY**" with the name and Securities Account number of the Entitled Depositor clearly written in block letters on the reverse side of the Cashier's Order or Banker's Draft.

**NO COMBINED CASHIER'S ORDER OR BANKER'S DRAFT FOR DIFFERENT SECURITIES ACCOUNTS OR OTHER FORMS OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.**

### 2.3 Acceptance through the SGX-SSH Service (for Depository Agents only)

Depository Agents may accept the provisional allotment of Rights Shares and (if applicable) apply for Excess Rights Shares through the SGX-SSH service provided by CDP as listed in Schedule 3 of the "*Terms and Conditions for User Services for Depository Agents*". CDP has been authorised by the Company to receive acceptances on its behalf. Such acceptances and (if applicable) applications will be deemed irrevocable and are subject to each of the terms and conditions contained in the ARE and the Offer Information Statement as if the ARE had been completed, signed and submitted to CDP.

### 2.4 Insufficient Payment

If no remittance is attached or the remittance attached is less than the full amount payable for the provisional allotment of Rights Shares accepted by the Entitled Depositor and (if applicable) the Excess Rights Shares applied for by the Entitled Depositor; the attention of the Entitled Depositor is drawn to paragraphs 1.3 and 5.2 of this Appendix A which set out the circumstances and manner in which the Company and CDP shall be authorised and entitled to determine and appropriate all amounts received by CDP on the Company's behalf whether under the ARE, the ARS or any other application form for Rights Shares in relation to the Rights Issue.

### 2.5 Acceptance of Part of Provisional Allotments of Rights Shares and Trading of Provisional Allotments of Rights Shares

An Entitled Depositor may choose to accept his provisional allotment of Rights Shares specified in the ARE in full or in part. If an Entitled Depositor wishes to accept part of his provisional allotment of Rights Shares and trade the balance of his provisional allotment of Rights Shares on the SGX-ST, he should:

- (a) complete and sign the ARE for the number of Rights Shares provisionally allotted which he wishes to accept and submit the duly completed and original signed ARE together with payment in the prescribed manner as described in paragraph 2.2 above to CDP; or
- (b) accept and subscribe for that part of his provisional allotment of Rights Shares by way of Electronic Application(s) in the prescribed manner as described in paragraphs 2.1 or 2.3 above.

The balance of his provisional allotment of Rights Shares may be sold as soon as dealings therein commence on the SGX-ST.

Entitled Depositors who wish to trade all or part of their provisional allotments of Rights Shares on the SGX-ST during the provisional allotment trading period should note that the provisional allotments of Rights Shares will be tradable in board lots, each board lot comprising provisional allotments of 100 Rights Shares, or any other board lot size which the SGX-ST may require. Such Entitled Depositors may start trading in their provisional allotments of Rights Shares as soon as dealings therein commence on the SGX-ST. Entitled Depositors who wish to trade in lot sizes other than mentioned above may do so in the Unit Share Market of the SGX-ST during the provisional allotment trading period.

---

## APPENDIX A – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATIONS BY ENTITLED DEPOSITORS

---

### 2.6 Sale of Provisional Allotments of Rights Shares

The ARE need not be forwarded to the purchasers of the provisional allotments of Rights Shares (“**Purchasers**”) as arrangements will be made by CDP for separate ARS to be issued to the Purchasers. Purchasers should note that CDP will, for and on behalf of the Company, send the ARS, accompanied by this Offer Information Statement and other accompanying documents, **BY ORDINARY POST AND AT THE PURCHASERS’ OWN RISK**, to their respective Singapore addresses as maintained in the records of CDP. Purchasers should ensure that their ARSs are accurately completed and signed, failing which their acceptances of the provisional allotments of Rights Shares may be rejected. Purchasers who do not receive the ARS, accompanied by this Offer Information Statement and other accompanying documents, may obtain the same from CDP or the Share Registrar, for the period up to **5:00 p.m. on 12 December 2018** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). Purchasers should also note that if they make any purchase on or around the last trading day of the nil-paid Rights, this Offer Information Statement and its accompanying documents might not be despatched in time for the subscription of the Rights Shares. You may obtain a copy from The Central Depository (Pte) Limited. Alternatively, you may accept and subscribe by way of Electronic Applications in the prescribed manner as described in paragraph 2.1 above.

This Offer Information Statement and its accompanying documents will not be despatched to Purchasers whose registered addresses with CDP are not in Singapore (“**Foreign Purchasers**”). Foreign Purchasers who wish to accept the provisional allotments of Rights Shares credited to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore.

**PURCHASERS SHOULD INFORM THEIR FINANCE COMPANIES OR DEPOSITORY AGENTS IF THEIR PURCHASES OF SUCH PROVISIONAL ALLOTMENTS OF RIGHTS SHARES ARE SETTLED THROUGH THESE INTERMEDIARIES. IN SUCH INSTANCES, IF THE PURCHASERS WISH TO ACCEPT THE RIGHTS SHARES REPRESENTED BY THE PROVISIONAL ALLOTMENTS OF RIGHTS SHARES PURCHASED, THEY WILL NEED TO GO THROUGH THESE INTERMEDIARIES, WHO WILL THEN ACCEPT THE PROVISIONAL ALLOTMENTS OF RIGHTS SHARES ON THEIR BEHALF.**

### 2.7 Renunciation of Provisional Allotments of Rights Shares

Entitled Depositors who wish to renounce in full or in part their provisional allotments of Rights Shares in favour of a third party should complete the relevant transfer forms with CDP (including any accompanying documents as may be required by CDP) for the number of provisional allotments of Rights Shares which they wish to renounce. Such renunciation shall be made in accordance with the “*Terms and Conditions for Operations of Securities Accounts with CDP*”, as the same may be amended from time to time, copies of which are available from CDP. As CDP requires at least three (3) Market Days to effect such renunciation, Entitled Depositors who wish to renounce are advised to do so early to allow sufficient time for CDP to send the ARS and other accompanying documents, for and on behalf of the Company, to the renounee by ordinary post and **AT HIS OWN RISK**, to his Singapore address as maintained in the records of CDP and for the renounee to accept his provisional allotments of Rights Shares. The last time and date for acceptance of the provisional allotments of Rights Shares and payment for the Rights Shares by the renounee is **5:00 p.m. on 12 December 2018** if acceptance is made through CDP or **9:30 p.m. on 12 December 2018** if acceptance is made through an ATM of a Participating Bank (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

### 3. COMBINATION APPLICATION

In the event that the Entitled Depositor or the Purchaser accepts his provisional allotments of Rights Shares by way of the ARE and/or the ARS and/or has applied for Excess Rights Shares by way of the ARE and also by way of Electronic Application(s), the Company and/or CDP shall be authorised and entitled to accept his instructions in whichever mode or combination as the



---

## APPENDIX A – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATIONS BY ENTITLED DEPOSITORS

---

Company and/or CDP may, in their/its absolute discretion, deem fit. Without prejudice to the generality of the foregoing, in such a case, the Entitled Depositor or the Purchaser shall be regarded as having irrevocably authorised the Company and/or CDP to apply all amounts received whether under the ARE, the ARS and (if applicable) any other acceptance of Rights Shares provisionally allotted to him and/or application for Excess Rights Shares (including an Electronic Application(s)) in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit.

### 4. ILLUSTRATIVE EXAMPLES

As an illustration, if an Entitled Depositor has 60,000 Shares standing to the credit of his Securities Account as at the Books Closure Date, the Entitled Depositor will be provisionally allotted 30,000 Rights Shares as set out in his ARE. The Entitled Depositor's alternative courses of action, and the necessary procedures to be taken under each course of action, are summarised below:

#### Alternatives

#### Procedures to be taken

(a) Accept his entire provisional allotment of 30,000 Rights Shares and (if applicable) apply for Excess Rights Shares

(1) **By way of Electronic Application.** Accept his entire provisional allotment of 30,000 Rights Shares and (if applicable) apply for Excess Rights Shares by way of an Electronic Application through an ATM of a Participating Bank as described herein not later than **9.30 p.m. on 12 December 2018** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or

(2) **Through CDP.** Complete and sign the ARE in accordance with the instructions contained herein for the acceptance in full of his provisional allotment of 30,000 Rights Shares and (if applicable) the number of Excess Rights Shares applied for and forward the original signed ARE together with a single remittance for S\$1,050.00 (or, if applicable, such higher amount in respect of the total number of Rights Shares accepted and Excess Rights Shares applied for) by way of a Cashier's Order or Banker's Draft drawn in Singapore currency on a bank in Singapore, and made payable to "**CDP — AUSGROUP RIGHTS ISSUE ACCOUNT**" and crossed "**NOT NEGOTIABLE, A/C PAYEE ONLY**" for the full amount due on acceptance and (if applicable) application, by hand to **AUSGROUP LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, at 9 NORTH BUONA VISTA DRIVE #01-19/20, THE METROPOLIS, SINGAPORE 138588** or by post, at his own risk, in the self-addressed envelope provided to **AUSGROUP LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147** so as to arrive not later than **5:00 p.m. on 12 December 2018** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) and with the name and Securities Account number of the Entitled Depositor clearly written in block letters on the reverse side of the Cashier's Order or Banker's Draft.

---

**APPENDIX A – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATIONS BY ENTITLED DEPOSITORS**

---

**Alternatives**

**Procedures to be taken**

**NO COMBINED CASHIER'S ORDER OR BANKER'S DRAFT FOR DIFFERENT SECURITIES ACCOUNTS OR OTHER FORMS OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.**

(b) Accept a portion of his provisional allotment of Rights Shares, for example 20,000 provisionally allotted Rights Shares, not apply for Excess Rights Shares and trade the balance on the SGX-ST.

- (1) **By way of Electronic Application.** Accept his provisional allotment of 20,000 Rights Shares by way of an Electronic Application through an ATM of a Participating Bank as described herein not later than **9:30 p.m. on 12 December 2018**; or
- (2) **Through CDP.** Complete and sign the ARE in accordance with the instructions contained therein for the acceptance of his provisional allotment of 20,000 Rights Shares, and forward the original signed ARE, together with a single remittance for S\$700.00, in the prescribed manner described in alternative (a)(2) above, to CDP, so as to arrive not later than **5:00 p.m. on 12 December 2018** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

The balance of the provisional allotment of 10,000 Rights Shares which is not accepted by the Entitled Depositor may be traded on the SGX-ST during the provisional allotment trading period. Entitled Depositors should note that the provisional allotments of Rights Shares would be tradable in the ready market, each board lot comprising provisional allotments size of 100 Rights Shares or any other board lot size which the SGX-ST may require.

(c) Accept a portion of his provisional allotment of Rights Shares, for example 20,000 provisionally allotted Rights Shares, and reject the balance.

- (1) **By way of Electronic Application.** Accept his provisional allotment of 20,000 Rights Shares by way of an Electronic Application through an ATM of a Participating Bank as described herein not later than **9:30 p.m. on 12 December 2018** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or
- (2) **Through CDP.** Complete and sign the ARE in accordance with the instructions contained herein for the acceptance of his provisional allotment of 20,000 Rights Shares and forward the original signed ARE, together with a single remittance for S\$700.00, in the prescribed manner described in alternative (a)(2) above to CDP so as to arrive not later than **5:00 p.m. on 12 December 2018** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

---

## APPENDIX A – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATIONS BY ENTITLED DEPOSITORS

---

### Alternatives

### Procedures to be taken

The balance of the provisional allotment of 10,000 Rights Shares which is not accepted by the Entitled Depositor will automatically lapse and cease to be available for acceptance by that Entitled Depositor if an acceptance is not made through an ATM of a Participating Bank by **9:30 p.m. on 12 December 2018** or if an acceptance is not made through **CDP by 5:00 p.m. on 12 December 2018** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

## 5. TIMING AND OTHER IMPORTANT INFORMATION

### 5.1 Timing

**THE LAST TIME AND DATE FOR ACCEPTANCES AND (IF APPLICABLE) EXCESS APPLICATIONS AND PAYMENT FOR THE RIGHTS SHARES IN RELATION TO THE RIGHTS ISSUE IS:**

- (A) 9:30 P.M. ON 12 DECEMBER 2018 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY) IF ACCEPTANCE AND (IF APPLICABLE) EXCESS APPLICATION AND PAYMENT FOR THE RIGHTS SHARES IS MADE THROUGH AN ATM OF A PARTICIPATING BANK; AND**
- (B) 5:00 P.M. ON 12 DECEMBER 2018 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY) IF ACCEPTANCE AND (IF APPLICABLE) EXCESS APPLICATION AND PAYMENT FOR THE RIGHTS SHARES IS MADE THROUGH CDP OR SGX-SSH SERVICE.**

If acceptance and payment for the Rights Shares in the prescribed manner as set out in the ARE, the ARS or the PAL (as the case may be) and this Offer Information Statement is not received through an ATM of a Participating Bank by **9:30 p.m. on 12 December 2018** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) or through CDP by **5:00 p.m. on 12 December 2018** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) from any Entitled Depositor or Purchaser, the provisional allotments of Rights Shares shall be deemed to have been declined and shall forthwith lapse and become void, and such provisional allotments not so accepted will be used to satisfy excess applications, if any, or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit. All monies received in connection therewith will be returned by CDP for and on behalf of the Company to the Entitled Depositors or the Purchasers, as the case may be, without interest or any share of revenue or other benefit arising therefrom, by ordinary post **AT THE ENTITLED DEPOSITOR'S OR PURCHASER'S OWN RISK (AS THE CASE MAY BE)** to their mailing address as maintained in the records of CDP.

**IF AN ENTITLED DEPOSITOR OR PURCHASER (AS THE CASE MAY BE) IS IN ANY DOUBT AS TO THE ACTION HE SHOULD TAKE, HE SHOULD CONSULT HIS STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.**

### 5.2 Appropriation

Without prejudice to paragraph 1.3 of this Appendix A, an Entitled Depositor should note that:

- (a) by accepting his provisional allotment of Rights Shares and/or applying for Excess Rights Shares, he acknowledges that, in the case where the amount of remittance payable to the Company in respect of his acceptance of the Rights Shares provisionally allotted to him and (if applicable) in respect of his application for Excess Rights Shares as per the instructions

---

## APPENDIX A – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATIONS BY ENTITLED DEPOSITORS

---

received by CDP whether under the ARE, the ARS and/or in any other application form for Rights Shares in relation to the Rights Issue differs from the amount actually received by CDP, the Company and CDP shall be authorised and entitled to determine and appropriate all amounts received by CDP on the Company's behalf for each application on its own whether under the ARE, the ARS and/or any other application form for Rights Shares in relation to the Rights Issue as follows: firstly, towards payment of all amounts payable in respect of his acceptance of the Rights Shares provisionally allotted to him; and secondly, (if applicable) towards payment of all amounts payable in respect of his application for Excess Rights Shares. The determination and appropriation by the Company and CDP shall be conclusive and binding;

- (b) if the Entitled Depositor has attached a remittance to the ARE, the ARS and/or any other application form for Rights Shares in relation to the Rights Issue made through CDP, he would have irrevocably authorised the Company and CDP, in applying the amounts payable for his acceptance of the Rights Shares and (if applicable) his application for Excess Rights Shares, to apply the amount of the remittance which is attached to the ARE, the ARS and/or any other application form for Rights Shares in relation to the Rights Issue made through CDP; and
- (c) in the event that the Entitled Depositor accepts the Rights Shares provisionally allotted to him by way of the ARE and/or the ARS and/or has applied for Excess Rights Shares by way of the ARE and also by way of Electronic Application(s), the Company and/or CDP shall be authorised and entitled to accept his instructions in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit. Without prejudice to the generality of the foregoing, in such a case, the Entitled Depositor shall be deemed as having irrevocably authorised the Company and/or CDP to apply all amounts received whether under the ARE, the ARS and/or any other acceptance and/or application for Excess Rights Shares (including Electronic Application(s)) in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit.

### 5.3 Availability of Excess Rights Shares

The Excess Rights Shares available for application are subject to the terms and conditions contained in the ARE, this Offer Information Statement and (if applicable) the Constitution of the Company. Applications for Excess Rights Shares will, at the Directors' absolute discretion, be satisfied from such Rights Shares as are not validly taken up by the Entitled Shareholders, the original allottee(s) or their respective renounee(s) or the Purchaser(s) of the provisional allotments of Rights Shares together with the aggregated fractional entitlements to the Rights Shares, any unsold "nil-paid" provisional allotment of Rights Shares (if any) of Foreign Shareholders and any Rights Shares that are otherwise not allotted for whatever reason in accordance with the terms and conditions contained in the ARE and this Offer Information Statement. In the event that applications are received by the Company for more Excess Rights Shares than are available, the Excess Rights Shares available will be allotted in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. **CDP TAKES NO RESPONSIBILITY FOR ANY DECISION THAT THE DIRECTORS MAY MAKE.** In the allotment of Excess Rights Shares, preference will be given to the rounding of odd lots, and Substantial Shareholders and Directors will rank last in priority. The Company reserves the right to refuse any application for Excess Rights Shares, in whole or in part, without assigning any reason whatsoever. In the event that the number of Excess Rights Shares allotted to an Entitled Depositor is less than the number of Excess Rights Shares applied for, the Entitled Depositor shall be deemed to have accepted the number of Excess Rights Shares actually allotted to him.

If no Excess Rights Shares are allotted or if the number of Excess Rights Shares allotted is less than that applied for, the amount paid on application or the surplus application monies, as the case may be, will be refunded to such Entitled Depositors, without interest or any share of revenue or other benefit arising therefrom, within 3 business days after the commencement of trading of the Rights Shares, by crediting their bank accounts with the relevant Participating Bank **AT THEIR**

---

## APPENDIX A – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATIONS BY ENTITLED DEPOSITORS

---

**OWN RISK** (if they had applied for Excess Rights Shares by way of an Electronic Application through an ATM of a Participating Bank), the receipt by such banks being a good discharge to the Company and CDP of their obligations, if any, thereunder, or by means of a crossed cheque in Singapore currency drawn on a bank in Singapore and sent **BY ORDINARY POST AT THEIR OWN RISK** to their mailing address as maintained in the records of CDP or in such other manner as they may have agreed with CDP for the payment of any cash distributions (if they had applied for Excess Rights Shares through CDP).

### 5.4 Deadlines

It should be particularly noted that unless:

- (a) acceptance of the provisional allotment of Rights Shares is made by the Entitled Depositors or the Purchasers (as the case may be) by way of an Electronic Application through an ATM of a Participating Bank and payment of the full amount payable for such Rights Shares is effected by **9:30 p.m. on 12 December 2018** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or
- (b) the duly completed and original signed ARE or ARS accompanied by a single remittance for the full amount payable for the relevant number of Rights Shares accepted and (if applicable) Excess Rights Shares applied for at the Issue Price, made in Singapore currency in the form of a Cashier's Order or Banker's Draft drawn on a bank in Singapore and made payable to "**CDP — AUSGROUP RIGHTS ISSUE ACCOUNT**" and crossed "**NOT NEGOTIABLE, A/C PAYEE ONLY**" with the names and Securities Account numbers of the Entitled Depositors or the Purchasers (as the case may be) clearly written in block letters on the reverse side of the Cashier's order or Banker's Draft is submitted by hand to **AUSGROUP LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED**, at **9 NORTH BUONA VISTA DRIVE #01-19/20, THE METROPOLIS, SINGAPORE 138588** or by post in the self-addressed envelope provided, **AT THE SENDER'S OWN RISK**, to **AUSGROUP LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147** by **5:00 p.m. on 12 December 2018** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or
- (c) acceptance is made by a Depository Agent *via* the SGX-SSH Service and payment in Singapore currency by way of telegraphic transfer by the Depository Agent(s) for the Rights Shares is effected by **5:00 p.m. on 12 December 2018** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company),

the provisional allotment of Rights Shares will be deemed to have been declined and shall forthwith lapse and become void and cease to be capable of acceptance.

All monies received in connection therewith will be returned to the Entitled Depositors or the Purchasers (as the case may be) without interest or any share of revenue or other benefit arising therefrom **BY ORDINARY POST** and at the **ENTITLED DEPOSITOR'S OR PURCHASERS' OWN RISK (AS THE CASE MAY BE)** to their mailing addresses as maintained in the records of CDP.

**ACCEPTANCES AND/OR APPLICATIONS ACCOMPANIED BY ANY OTHER FORMS OF PAYMENT (INCLUDING THE USE OF A PERSONAL CHEQUE, POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL NOT BE ACCEPTED.**

### 5.5 Certificates

The certificates for the Rights Shares and Excess Rights Shares will be registered in the name of CDP or its nominee. Upon the crediting of the Rights Shares and Excess Rights Shares, CDP will send to you, **BY ORDINARY POST AND AT YOUR OWN RISK**, a notification letter showing the number of Rights Shares and Excess Rights Shares credited to your Securities Account.

---

## APPENDIX A – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATIONS BY ENTITLED DEPOSITORS

---

### 5.6 General

For reasons of confidentiality, CDP will not entertain telephone enquiries relating to the number of Rights Shares provisionally allotted and credited to your Securities Account. You can verify the number of Rights Shares provisionally allotted and credited to your Securities Account online if you have registered for CDP Internet Access or through the CDP Automated Phone Services Hotline number (65) 6535-7511 using your telephone pin (T-Pin). Alternatively, you may proceed personally to CDP with your identity card or passport to verify the number of Rights Shares provisionally allotted and credited to your Securities Account.

It is your responsibility to ensure that the ARE and/or ARS is accurately completed in all respects and signed in its originality. The Company and/or CDP will be authorised and entitled to reject any acceptance and/or application which does not comply with the terms and instructions contained herein and in the ARE and/or ARS, or which is otherwise incomplete, incorrect, unsigned, signed but not in its originality or invalid in any respect. Any decision to reject the ARE and/or ARS on the grounds that it has been signed but not in its originality, incompletely, incorrectly or invalidly signed, completed or submitted will be final and binding, and neither CDP nor the Company accepts any responsibility or liability for the consequences of such a decision.

**EXCEPT AS SPECIFICALLY PROVIDED FOR IN THIS OFFER INFORMATION STATEMENT, ACCEPTANCE OF THE PROVISIONAL ALLOTMENT OF RIGHTS SHARES AND (IF APPLICABLE) YOUR APPLICATION FOR EXCESS RIGHTS SHARES IS IRREVOCABLE.**

No acknowledgement will be given for any submissions sent by post, deposited into boxes located at CDP's premises or submitted by hand at CDP's counters. You can check the status of your acceptance of the provisional allotment of Rights Shares and (if applicable) your application for Excess Rights Shares through the CDP Automated Phone Services Hotline number (65) 6535-7511 using your T-Pin.

#### **CDP Phone User Guide**

1. Dial (65) 6535-7511
2. Press '1' for English; Press '2' Mandarin
3. Press '1' for 'All CDP account related queries'
4. Press '3' for 'Corporate Actions Announcement and Transactions'
5. Press '2' for your rights application status
6. Enter your 12 digit CDP securities account number
7. Enter your 6 digit telephone pin

All communications, notices, documents and remittances to be delivered or sent to you will be sent by **ORDINARY POST** to your mailing address as maintained in the records of CDP, and **AT YOUR OWN RISK**.

### 6. PERSONAL DATA PRIVACY

By completing and delivering an ARE or an ARS and in the case of an Electronic Application, by pressing the "Enter" or "OK" or "Confirm" or "Yes" key, an Entitled Depositor or Purchaser (i) consents to the collection, use and disclosure of his personal data by the Participating Banks, the Share Registrar, Securities Clearing and Computer Services (Pte) Limited, CDP, CPF Board, the SGX-ST and the Company (the "**Relevant Persons**") for the purpose of facilitating his applications for the Rights Shares, and in order for the Relevant Persons to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where he

## APPENDIX A – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATIONS BY ENTITLED DEPOSITORS

discloses the personal data of another person, such disclosure is in compliance with applicable law, and (iii) agrees that he will indemnify the Relevant Persons in respect of any penalties, liabilities, claims, demands, losses and damages as a result of his breach of warranty.

### 7. PROCEDURE TO COMPLETE THE ARE/ARS

#### 7.1 Know your holdings and entitlement

**A. KNOW YOUR HOLDINGS & ENTITLEMENT**

Number of Shares currently held by you	XX,XXX	This is your shareholdings as at Record Date.
Number of Rights Shares provisionally allotted*	XX,XXX	This is the date to determine your rights entitlements.
Issue Price	S\$0.0X-per Rights Share	This is your number of rights entitlement.
		This is price that you need to pay when you subscribe for one Rights Share.

#### 7.2 Select your application options

**B. SELECT YOUR APPLICATION OPTIONS**

<p><b>1. ATM</b> Follow the procedures set out on the ATM screen and submit your application through an ATM of a Participating Bank by XX September 2015 at 9.30 p.m. Participating Banks are XXX, XXX and XXX.</p>	This is the last date and time to subscribe for the Rights Share through ATM and CDP.
<p><b>2. MAIL</b> Complete section below and submit this form to CDP by XX September at 5.00 p.m.</p> <p>(i) Only <b>BANKER'S DRAFT/CASHIER'S ORDER</b> payable to "<b>CDP-XXXXX RIGHTS ISSUE ACCOUNT</b>" will be accepted</p> <p>(ii) Applications using a <b>PERSONAL CHEQUE, POSTAL ORDER or MONEY ORDER</b> will be <b>rejected</b></p> <p>(iii) Write your name and securities account number on the back of the Banker's Draft/Cashier's Order</p>	You can apply your rights shares through ATMs of these Participating Banks.
	This is the payee name to be issued on your Cashier's Order where XXXXX is the name of the issuer.

**Note(s):**

- (1) Please refer to the ARE/ARS for the actual holdings, entitlements, Books Closure Date, Record Date, Issue Price, Closing Date for subscription, list of participating ATM banks and payee name on the Cashier's Order.





---

## **APPENDIX B – PROCEDURES FOR ACCEPTANCE, PAYMENT, SPLITTING, RENUNCIATION AND EXCESS APPLICATIONS BY ENTITLED SCRIPHOLDERS**

---

### **1. INTRODUCTION**

- 1.1. Acceptances of the provisional allotment of and any excess application for the Rights Shares must be made on the appropriate form(s) accompanying and forming part of this Offer Information Statement.
- 1.2. Entitled Scripholders are entitled to receive this Offer Information Statement together with the following documents which are enclosed herewith, and are deemed to constitute part of this Offer Information Statement:

PAL incorporating:-

Form of Acceptance	FORM A
Request for Splitting	FORM B
Form of Renunciation	FORM C
Form of Nomination	FORM D
Excess Rights Shares Application Form	FORM E

- 1.3. The provisional allotments of the Rights Shares and application for Excess Rights Shares are governed by the terms and conditions of this Offer Information Statement, (if applicable) the Constitution of the Company and the enclosed PAL. The number of Rights Shares provisionally allotted to Entitled Scripholders is indicated in the PAL (fractional entitlement(s), if any, having been disregarded). Entitled Scripholders may accept their provisional allotments in full or in part and are eligible to apply for Excess Rights Shares. Full instructions for the acceptance of and payment for the Rights Shares provisionally allotted to Entitled Scripholders and the procedures to be adopted should they wish to renounce, transfer or split all or part of their provisional allotments are set out in the PAL.
- 1.4. With regard to any application which does not conform strictly to the instructions set out under this Offer Information Statement, the ARE, the ARS, the PAL and/or any other application form for the Rights Shares in relation to the Rights Issue or with the terms and conditions of this Offer Information Statement, or in the case of any application by the ARE, the ARS, the PAL, and/or any other application form for the Rights Issue which is illegible, incomplete, incorrectly completed or which is accompanied by an improperly or insufficiently drawn remittance, the Company may, at its absolute discretion, reject or treat as invalid any such application and present for payment or other processes all remittances at any time after receipt in such manner as it may deem fit.
- 1.5. The Company and/or the Share Registrar shall be entitled to process each application submitted for the acceptance of Rights Shares, and where applicable, application for excess Right Shares in relation to the Rights Issue and the payment received in relation thereto, pursuant to such application, by an Entitled Scripholder or a renounee, on its own, without regard to any other application and payment that may be submitted by the same Entitled Scripholder or renounee. For the avoidance of doubt, insufficient payment for an application may render the application invalid; evidence of payment (or overpayment) in other applications shall not constitute, or be construed as, an affirmation of such invalid application for Rights Shares and (if applicable) application for Excess Rights Shares.

**THE FULL AMOUNT PAYABLE FOR THE RELEVANT NUMBER OF RIGHTS SHARES ACCEPTED/ APPLIED FOR WILL BE ROUNDED UP TO THE NEAREST WHOLE CENT, IF APPLICABLE.**

---

## **APPENDIX B – PROCEDURES FOR ACCEPTANCE, PAYMENT, SPLITTING, RENUNCIATION AND EXCESS APPLICATIONS BY ENTITLED SCRIPHOLDERS**

---

**Entitled Scripholders should note that all dealings in and transactions of the provisional allotments of Rights Shares through the SGX-ST will be effected under the book entry (scripless) settlement system. Accordingly, the PALs will not be valid for delivery pursuant to trades done on the SGX-ST.**

Unless expressly provided to the contrary in this Offer Information Statement or the PAL with respect to enforcement against Entitled Scripholders or their renounees, a person who is not a party to any contract made pursuant to this Offer Information Statement or the PAL has no rights under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

### **2. FORM OF ACCEPTANCE (FORM A)**

#### **2.1. Acceptance**

Entitled Scripholders who wish to accept their entire provisional allotments of Rights Shares or to accept any part of it and decline the balance, should complete the Form of Acceptance (Form A) of the PAL for the number of Rights Shares which they wish to accept and forward the PAL, in its entirety, together with payment in the manner hereinafter prescribed to **AUSGROUP LIMITED C/O THE SHARE REGISTRAR, M & C SERVICES PRIVATE LIMITED, 112 Robinson Road #05-01, Singapore 068902** so as to reach the Share Registrar not later than **5:00 p.m. on 12 December 2018** (or such other time(s) and/ or date(s) as may be announced from time to time by or on behalf of the Company).

#### **2.2. Insufficient Payment**

If:

- (a) no remittance is attached for the full amount that is payable for the provisional allotment of Rights Shares accepted by the Entitled Scripholder; or
- (b) the remittance submitted together with the PAL is less than the full amount that is payable for the provisional allotment of Rights Shares accepted by the Entitled Scripholder,

in each case, the attention of the Entitled Scripholder is drawn to paragraph 2.3 of this Appendix B entitled "Appropriation" which sets out the circumstances and manner in which the Company and/or the Share Registrar shall be entitled to determine the number of Rights Shares which the Entitled Scripholder has given instructions to accept.

#### **2.3. Appropriation**

An Entitled Scripholder should note that by accepting his provisional allotment of Rights Shares, he acknowledges that the Company and/or the Share Registrar, in determining the number of Rights Shares which the Entitled Scripholder has given instructions to accept, shall be authorised and entitled to have regard to the aggregate amount of payment received for the acceptance of Rights Shares, whether by way of Cashier's Order or Banker's Draft in Singapore currency drawn on a bank in Singapore to be applied towards the payment of his acceptance of the Rights Shares.

### **3. REQUEST FOR SPLITTING (FORM B), RENUNCIATION (FORM C) AND FORM OF NOMINATION (FORM D)**

- 3.1. Entitled Scripholders who wish to accept a portion of their provisional allotments of Rights Shares and renounce the balance of their provisional allotments of Rights Shares, or who wish to renounce all or part of their provisional allotments in favour of more than one person, should first, using the Request for Splitting (Form B), request to have their provisional allotments under the PAL split into separate PALs (the "**Split Letters**") according to their requirements. The duly completed

---

## **APPENDIX B – PROCEDURES FOR ACCEPTANCE, PAYMENT, SPLITTING, RENUNCIATION AND EXCESS APPLICATIONS BY ENTITLED SCRIPHOLDERS**

---

Form B together with the PAL, in its entirety, should be returned to **AUSGROUP LIMITED C/O THE SHARE REGISTRAR, M & C SERVICES PRIVATE LIMITED, 112 Robinson Road #05-01, Singapore 068902** so as to arrive not later than **5:00 p.m. on 6 December 2018** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). Split Letters will then be issued to Entitled Scripholders in accordance with their request. No Split Letters will be issued to Entitled Scripholders if Form B (together with the PAL in its entirety) is received after **5:00 p.m. on 6 December 2018** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

- 3.2. The Split Letters representing the number of Rights Shares which Entitled Scripholders intend to renounce, may be renounced by completing the Form for Renunciation (Form C) before delivery to the renounee. Entitled Scripholders should complete Form A of the Split Letter(s) representing that part of their provisional allotments they intend to accept, if any, and forward the said Split Letter(s) together with payment in the prescribed manner to **AUSGROUP LIMITED C/O THE SHARE REGISTRAR, M & C SERVICES PRIVATE LIMITED, 112 Robinson Road #05-01, Singapore 068902** so as to reach the Share Registrar not later than **5:00 p.m. on 12 December 2018** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).
- 3.3. An Entitled Scripholder who wishes to renounce his entire provisional allotment of Rights Shares in favour of one (1) person, or renounce any part of it in favour of one (1) person and decline the balance, should complete Form C for the number of provisional allotment of Rights Shares which he wishes to renounce and deliver the PAL in its entirety to the renounee(s).
- 3.4. The renounee(s) should complete and sign the Form of Nomination (Form D) and send Form D together with the PAL in its entirety, duly completed and signed, together with payment in the prescribed manner, by post at his / her own risk, in the enclosed self-addressed envelope provided, to **AUSGROUP LIMITED C/O THE SHARE REGISTRAR, M & C SERVICES PRIVATE LIMITED, 112 Robinson Road #05-01, Singapore 068902**, so as to reach the Company not later than **5:00 p.m. on 12 December 2018** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).
- 3.5. Each Entitled Scripholder may consolidate the Rights Shares provisionally allotted in the PAL together with those comprised in any PALs and/or Split Letters renounced in his favour by completing and signing the Form of Acceptance (Form A) and the Consolidated Listing Form in the Form of Nomination (Form D) of the PAL and attaching thereto all the said renounced PALs and/or Split Letters, each duly completed and signed and with the serial number of the Principal PAL (as hereinafter defined) stated on each of them. A renounee who is not an Entitled Scripholder and who wishes to consolidate the provisional allotments of Rights Shares comprised in several renounced PALs and/or Split Letters in one (1) name only or in the name of a joint Securities Account should complete the Consolidated Listing Form in the Form of Nomination (Form D) of only one (1) PAL or Split Letter (the "**Principal PAL**") by entering therein details of the renounced PALs and/or Split Letters and attaching thereto all the said renounced PALs and/or Split Letters, each duly completed and signed, and with the serial number of the Principal PAL stated on each of them.

**ALL THE RENOUNCED PALS AND SPLIT LETTERS, EACH DULY COMPLETED AND SIGNED, MUST BE ATTACHED TO FORM A OR FORM D (AS THE CASE MAY BE).**

#### **4. PAYMENT**

- 4.1. Unless acceptance and payment for the full amount due on acceptance in relation to PALs made in Singapore currency is in the form of a Banker's Draft or Cashier's Order drawn on a bank in Singapore and made payable to "**AUSGROUP LIMITED**" and crossed "**NOT NEGOTIABLE, A/C PAYEE ONLY**" with the name and address of the Entitled Scripholder or accepting party clearly written on the reverse side of the remittance is received by **AUSGROUP LIMITED C/O THE SHARE REGISTRAR, M & C SERVICES PRIVATE LIMITED, 112 Robinson Road #05-01,**

---

## **APPENDIX B – PROCEDURES FOR ACCEPTANCE, PAYMENT, SPLITTING, RENUNCIATION AND EXCESS APPLICATIONS BY ENTITLED SCRIPHOLDERS**

---

**Singapore 068902 by 5:00 p.m. on 12 December 2018** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), the provisional allotments of Rights Shares shall be deemed to have been declined and shall forthwith lapse and become void.

- 4.2. If acceptance and (if applicable) application for Excess Rights Shares and payment in the prescribed manner as set out in this Offer Information Statement and the PAL is not received by **5:00 P.M. on 12 December 2018** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), the provisional allotments of Rights Shares will be deemed to have been declined and will forthwith lapse and become void and cease to be capable of acceptance and such provisional allotments not so accepted will be used to satisfy applications for Excess Rights Shares, if any, or disposed of or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. The Company will return or refund all unsuccessful acceptance and (if applicable) application monies received in connection therewith by ordinary post **AT THE RISK OF THE ENTITLED SCRIPHOLDERS OR THEIR RENOUNCEE(S)**, as the case may be, without interest or any share of revenue or benefit arising therefrom within 14 days after the Closing Date.

**ACCEPTANCES ACCOMPANIED BY ANY OTHER FORM OF PAYMENT (INCLUDING THE USE OF A POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE REJECTED.**

### **5. APPLICATION FOR EXCESS RIGHTS SHARES (FORM E)**

- 5.1. Excess Rights Shares Application Form (Form E) contains full instructions with regard to the application for Excess Rights Shares, acceptable forms of payment and the procedures to be followed if you wish to apply for Excess Rights Shares.
- 5.2. Entitled Scripholders who wish to apply for Excess Rights Shares in addition to those which have been provisionally allotted to them may do so by completing the Excess Rights Shares Application Form (Form E) of the PAL and forwarding it with a **SEPARATE REMITTANCE** for the full amount payable in respect of the Excess Rights Shares applied for in the form and manner set out above to **AUSGROUP LIMITED C/O THE SHARE REGISTRAR, M & C SERVICES PRIVATE LIMITED, 112 Robinson Road #05-01, Singapore 068902** so as to arrive not later than **5:00 p.m. on 12 December 2018** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). **NO OTHER FORM OF PAYMENT (INCLUDING THE USE OF A POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.**
- 5.3. Applications for Excess Rights Shares are subject to the terms and conditions contained in the PAL, Form E and this Offer Information Statement and (if applicable) the Constitution. Applications for Excess Rights Shares will, at the Directors' discretion, be satisfied from such Rights Shares as are not validly taken up, the unsold "nil-paid" provisional allotments (if any) of Foreign Shareholders, the aggregated fractional entitlements and any Rights Shares that are otherwise not allotted for any reason in accordance with the terms and conditions contained in this Offer Information Statement, the PAL, Form E and (if applicable) the Constitution. In the event that applications are received by the Company for more Excess Rights Shares than are available, the Excess Rights Shares available will be allotted in such manner as the Directors, in their absolute discretion, deem fit in the interests of the Company. The Company reserves the right to allot the Excess Rights Shares applied for under Form E in any manner as the Directors may deem fit and to reject or refuse, in whole or in part, any application for Excess Rights Shares without assigning any reason therefor.
- 5.4. If no Excess Rights Shares are allotted to an Entitled Scripholder, his remittance submitted on application for Excess Rights Shares will be returned or refunded to him. If the number of Excess Rights Shares allotted to an Entitled Scripholder is less than that applied for, the Entitled Scripholder shall be deemed to have accepted the number of Excess Rights Shares actually allotted to him, and the surplus application monies will be returned or refunded to him. These

---

## APPENDIX B – PROCEDURES FOR ACCEPTANCE, PAYMENT, SPLITTING, RENUNCIATION AND EXCESS APPLICATIONS BY ENTITLED SCRIPHOLDERS

---

amounts will be returned or refunded, without interest or any share of revenue or other benefit arising therefrom, within 14 days after the Closing Date. In determining the amount of surplus application monies to be refunded, the aggregate amount payable for the Excess Rights Shares allotted to an Entitled Scripholder will be rounded upwards to the nearest whole cent. All monies and documents to be sent to the Entitled Scripholder shall be sent by ordinary post to his mailing address as maintained with the Share Registrar and **AT HIS OWN RISK**.

### 6. GENERAL

- 6.1. No acknowledgements or receipts will be issued in respect of any acceptances, remittances or applications.

**Entitled Scripholders who are in any doubt as to the action they should take should consult their stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**

- 6.2. Upon listing and quotation on Main Board of the SGX-ST, the Rights Shares, when issued, will be traded under the book-entry (scripless) settlement system. All dealings in and transactions (including transfers) of the Rights Shares effected through the SGX-ST and/or CDP shall be in accordance with CDP's "*Terms and Conditions for Operation of Securities Accounts with The Central Depository (Pte) Limited*", as the same may be amended from time to time, copies of which are available from CDP.
- 6.3. To facilitate scripless trading, Entitled Scripholders and their renounees who wish to accept the Rights Shares provisionally allotted to them and (if applicable) apply for Excess Rights Shares and who wish to trade the Rights Shares issued to them on the Main Board of the SGX-ST under the book-entry (scripless) settlement system, should open and maintain Securities Accounts with CDP in their own names (if they do not already maintain such Securities Accounts) before accepting any Rights Shares or applying for any Excess Rights Shares in order for the Rights Shares and (if applicable) the Excess Rights Shares that may be allotted to them be credited by CDP into their Securities Accounts. Entitled Scripholders and their renounees who wish to accept the Rights Shares and/or apply for the Excess Rights Shares and have their Rights Shares and (if applicable) the Excess Rights Shares credited into their Securities Accounts must fill in their Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) in the relevant forms comprised in the PAL. Entitled Scripholders and their renounees who fail to fill in their Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) or who provide incorrect or invalid Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) or whose particulars provided in the forms comprised in the PAL differ from those particulars in their Securities Accounts maintained with CDP will be issued physical share certificates in their own names for the Rights Shares and (if applicable) the Excess Rights Shares allotted to them. Such physical share certificates, if issued, will be forwarded to them by ordinary post **AT THEIR OWN RISK** and will not be valid for delivery pursuant to trades done on the Main Board of the SGX-ST under the book-entry (scripless) settlement system, although they will continue to be *prima facie* evidence of legal title.
- 6.4. If the Entitled Scripholder's address stated in the PAL is different from his address registered with CDP, he must inform CDP of his updated address promptly, failing which the notification letter, on successful allotments, will be sent to his address last registered with CDP.
- 6.5. A holder of physical share certificate(s), or an Entitled Scripholder who has not deposited his share certificate(s) with CDP but who wishes to trade on the SGX-ST, must deposit with CDP his existing share certificate(s), together with the duly stamped and executed instrument(s) of transfer (including any applicable fee) in favour of CDP, and have his Securities Account credited with the number of Rights Shares or existing Shares, as the case may be, before he can effect the desired trade.

---

## **APPENDIX B – PROCEDURES FOR ACCEPTANCE, PAYMENT, SPLITTING, RENUNCIATION AND EXCESS APPLICATIONS BY ENTITLED SCRIPHOLDERS**

---

- 6.6. Shareholders should note that most counters on the SGX-ST currently trade in lot sizes of 100 shares. Following the Rights Issue, Shareholders who hold odd lots of the Rights Shares and/or Excess Rights Shares (i.e. lots other than board lots of 100 Shares) and who wish to trade in odd lots of Shares should note that they can trade on the Unit Share Market, which allows the trading of odd lots.

**THE FINAL TIME AND DATE FOR ACCEPTANCES AND/OR APPLICATIONS AND PAYMENT FOR THE RIGHTS SHARES UNDER THE RIGHTS ISSUE IS 5:00 P.M. ON 12 DECEMBER 2018 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY).**

### **7. PERSONAL DATA PRIVACY**

By completing and delivering the PAL, an Entitled Depositor or Purchaser (i) consents to the collection, use and disclosure of his personal data by the Relevant Persons (as defined above) for the Purposes (as defined above), (ii) warrants that where he discloses the personal data of another person, such disclosure is in compliance with applicable law, and (iii) agrees that he will indemnify the Relevant Persons (as defined above) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of his breach of warranty.

---

## **APPENDIX C – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATIONS THROUGH ATMS OF PARTICIPATING BANKS**

---

The procedures for Electronic Applications at ATMs of the Participating Banks are set out on the ATM screens of the relevant Participating Banks (the “**Steps**”).

Please read carefully the terms of this Offer Information Statement, the Steps, and the terms and conditions for Electronic Applications set out below before making an Electronic Application. An ATM card issued by one (1) Participating Bank cannot be used in respect of the acceptance and (if applicable) excess application for Rights Shares at an ATM belonging to other Participating Banks. Any Electronic Application which does not strictly conform to the instructions set out on the screens of the ATM through which the Electronic Application is made will be rejected.

Any reference to the “**Applicant**” in the terms and conditions for Electronic Applications and the Steps shall mean the Shareholder or the purchaser of the provisional allotment of Rights Shares who accepts or (as the case may be) applies for the Rights Shares through an ATM of the Participating Banks. An Applicant must have an existing bank account with, and be an ATM cardholder of, one (1) of the Participating Banks before he can make an Electronic Application at the ATMs of that Participating Bank. The actions that the Applicant must take at ATMs of the other Participating Banks are set out on the ATM screens of the relevant Participating Banks. Upon the completion of his Electronic Application transaction, the Applicant will receive an ATM transaction slip (the “**Transaction Record**”), confirming the details of his Electronic Application. The Transaction Record is to be retained by the Applicant and should not be submitted with any ARE/ARS.

**For investors who hold Shares through finance companies or Depository Agents, or CPFIS Shareholders who had bought Shares under the CPF Investment Scheme Ordinary Account, acceptances of the Right Shares and (if applicable) applications for Excess Rights Shares must be done through the respective finance companies, Depository Agents or CPF agent banks. Such investors and CPFIS Shareholders are advised to provide their respective finance companies, Depository Agents or CPF agent banks, as the case may be, with the appropriate instructions early in order for such intermediaries to make the relevant acceptance and (if applicable) applications for Excess Rights Shares on their behalf by the Closing Date of the Rights Issue. Any acceptance and (if applicable) application made directly through CDP, Electronic Applications at ATMs of the Participating Banks, the Share Registrar and/or the Company will be rejected.**

**For SRS Investors, acceptances of the Rights Shares and (if applicable) applications for Excess Rights Shares must be done through the relevant approved banks in which they hold their SRS accounts. Such investors are advised to provide their respective approved banks in which they hold their SRS accounts with the appropriate instructions no later than the deadlines set by them in order for such intermediaries to make the relevant acceptance and (if applicable) application on their behalf by the Closing Date of the Rights Issue. Any acceptance and/or application by such investors made directly through CDP, Electronic Applications for Rights Shares at ATMs of Participating Banks, the Share Registrar and/or the Company will be rejected.**

**For renounees of Entitled Shareholders or Purchasers whose purchases are settled through finance companies or Depository Agents, acceptances of the Rights Shares represented by the provisional allotment of Rights Shares purchased must be done through the respective finance companies or Depository Agents, as the case may be. Such renounees or Purchasers are advised to provide their respective finance companies or Depository Agents, as the case may be, with the appropriate instructions early in order for such intermediaries to make the relevant acceptances on their behalf by the Closing Date. Any acceptance of the Rights Shares and (if applicable) application for Excess Rights Shares made directly through CDP, Electronic Applications at ATMs of the Participating Banks, the Share Registrar and/or the Company will be rejected.**

**An Applicant, including one who has a joint bank account with a Participating Bank, must ensure that he enters his own Securities Account number when using the ATM card issued to him in his own name. Using his own Securities Account number with an ATM card which is not issued to him in his own name will render his acceptance/application liable to be rejected.**

---

## APPENDIX C – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATIONS THROUGH ATMS OF PARTICIPATING BANKS

---

The Electronic Application shall be made on, and subject to, the terms and conditions of this Offer Information Statement, including but not limited to the terms and conditions appearing below.

- (1) In connection with his Electronic Application for the Rights Shares, the Applicant is required to confirm statements to the following effect in the course of activating the ATM for his Electronic Application:
  - (a) **that he has received a copy of this Offer Information Statement and has read, understood and agreed to all the terms and conditions of acceptance and application for the Rights Shares and this Offer Information Statement prior to effecting the Electronic Application and agrees to be bound by the same; and**
  - (b) **that he consents to the disclosure of his name, NRIC/passport number, address, nationality, Securities Account number, CPF Investment Account number and application details (the “Relevant Particulars”) from his account with that Participating Bank to the Share Registrar, Securities Clearing & Computer Services (Pte) Ltd (“SCCS”), CDP, CPF, the SGX-ST, and the Company (the “Relevant Parties”).**

His application will not be successfully completed and cannot be recorded as a completed transaction in the ATM unless he presses the **“Enter”** or **“OK”** or **“Confirm”** or **“Yes”** key. By doing so, the Applicant shall be treated as signifying his confirmation of each of the 2 statements. In respect of statement 1(b) above, his confirmation, by pressing the **“Enter”** or **“OK”** or **“Confirm”** or **“Yes”** key, shall signify and shall be treated as his written permission, given in accordance with the relevant laws of Singapore including Section 47(2) and the Third Schedule of the Banking Act (Chapter 19) of Singapore, to the disclosure by that Participating Bank of the Relevant Particulars of his account with that Participating Bank to the Relevant Parties.

- (2) An Applicant may make an Electronic Application at an ATM of any Participating Bank for the Rights Shares using cash only by authorising such Participating Bank to deduct the full amount payable from his account with such Participating Bank.
- (3) The Applicant irrevocably agrees and undertakes to subscribe for and to accept the lesser of the number of Rights Shares provisionally allotted and Excess Rights Shares applied for as stated on the Transaction Record or the number of provisionally allotted Rights standing to the credit of the “Free Balance” of his Securities Account as at the Closing Date. In the event that the Company decides to allot any lesser number of such Excess Rights Shares or not to allot any Excess Rights Shares to the Applicant, the Applicant agrees to accept the decision as final.
- (4) If the Applicant’s Electronic Application is successful, his confirmation (by his action of pressing the **“Enter”** or **“OK”** or **“Confirm”** or **“Yes”** key on the ATM) of the number of Rights Shares accepted or Excess Rights Shares applied for shall signify and shall be treated as his acceptance of the number of Rights Shares accepted or Excess Rights Shares applied that may be allotted to him.
- (5) In the event that the Applicant accepts the Rights Shares by way of a ARE and/or a ARS (as the case may be) and/or by way of acceptance through the Electronic Application through the ATM, CDP shall be authorised and entitled to accept the Applicant’s instructions in whichever mode or a combination thereof as it may, in its absolute discretion, deem fit. In determining the number of Rights Shares that the Applicant has validly given instructions to accept, the Applicant shall be deemed to have irrevocably given instructions to accept such number of Rights Shares not exceeding the number of provisionally allotted Rights Shares that are standing to the credit of the “Free Balance” of his Securities Account as at the Closing Date, and CDP, in determining the number of Rights Shares that the Applicant has validly given instructions to accept, shall be authorised and entitled to have regard to the aggregate amount of payment received for the acceptances, whether by way of banker’s draft or cashier’s order accompanying the ARE and/or ARS by way of acceptance through the Electronic Application through the ATM.



---

## APPENDIX C – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATIONS THROUGH ATMS OF PARTICIPATING BANKS

---

- (6) If applicable, in the event that the Applicant applies for Excess Rights Shares by way of a ARE and by way of application through the Electronic Application through the ATM, CDP shall be authorized and entitled to accept the Applicant's instructions in whichever mode or a combination thereof as it may, in its absolute discretion, deem fit. In determining the number of Excess Rights Shares which the Applicant has validly given instructions for the application of, the Applicant shall be deemed to have irrevocably given instructions to apply for and agreed to accept such number of Excess Rights Shares not exceeding the aggregate number of Excess Rights Shares for which he has applied by way of application through Electronic Application through the ATM and by way of ARE. CDP, in determining the number of Excess Rights Shares which the Applicant has given valid instructions for application, shall be authorised and entitled to have regard to the aggregate amount of payment received for the application of the Excess Rights Shares, whether by way of banker's draft or cashier's order accompanying the ARE by way of application through Electronic Application through the ATM of a Participating Bank, which he has authorised or is deemed to have authorised to be applied towards payment in respect of his application.
- (7) The Applicant irrevocably requests and authorises the Company to:
- (a) register or procure the registration of the Rights Shares and (if applicable) the Excess Rights Shares allotted to the Applicant in the name of CDP for deposit into his Securities Account;
  - (b) return or refund (without interest or any share of revenue or other benefit arising there from) the application monies, should his Electronic Application for Rights Shares or Excess Rights Shares not be accepted, by automatically crediting the Applicant's bank account with his Participating Bank with the relevant amount within 14 days after the Closing Date; and
  - (c) return or refund (without interest or any share of revenue or other benefit arising there from) the balance of the application monies, should his Electronic Application for Excess Rights Shares be accepted in part only, by automatically crediting the Applicant's bank account with his Participating Bank with the relevant amount within 14 days after the Closing Date.
- (8) **BY MAKING AN ELECTRONIC APPLICATION, THE APPLICANT CONFIRMS THAT HE IS NOT ACCEPTING/APPLYING FOR THE RIGHTS SHARES AS NOMINEE OF ANY OTHER PERSON.**
- (9) The Applicant irrevocably agrees and acknowledges that his Electronic Application is subject to risks of electrical, electronic, technical and computer-related faults and breakdowns, fires, acts of God, mistakes, losses and theft (in each case whether or not within the control of the Company, CDP, or the Participating Banks), and any other events beyond the control of the Company, CDP, or the Participating Banks and if, in any such event, our Company, CDP, or the Participating Banks do not record or receive the Applicant's Electronic Application, by **9:30 p.m. on 12 December 2018** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), or such data relating to the Applicant's Electronic Application or the tape containing such data is lost, corrupted, destroyed or not otherwise accessible, whether wholly or partially for whatever reason, the Applicant shall be deemed not to have made an Electronic Application and the Applicant shall have no claim whatsoever against the Company, CDP, the Share Registrar, and/or the Participating Banks for the purported acceptance of the Rights Shares accepted and (if applicable) Excess Rights Shares applied for or for any compensation, loss or damage in connection therewith or in relation thereto.
- (10) **Electronic Applications may only be made at the ATMs of the Participating Banks from Mondays to Saturdays (excluding public holidays) between 7:00 a.m. to 9:30 p.m. Do note that the ATMs will not be available for Electronic Application on Saturday, 8 December 2018.**
- (11) Electronic Applications shall close at **9.30 p.m. on 12 December 2018** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

---

## APPENDIX C – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATIONS THROUGH ATMS OF PARTICIPATING BANKS

---

- (12) All particulars of the Applicant in the records of his Participating Bank at the time he makes his Electronic Application shall be deemed to be true and correct and the relevant Participating Bank and the Relevant Parties shall be entitled to rely on the accuracy of such particulars. If there has been any change in the particulars of the Applicant after the time of the making of his Electronic Application, the Applicant shall promptly notify his Participating Bank.
- (13) The Applicant must have sufficient funds in his bank account(s) with his Participating Bank at the time he makes his Electronic Application, failing which his Electronic Application will not be completed. Any Electronic Application made at the ATMs of the other Participating Banks that does not strictly conform to the instructions set out on the ATM screens of such Participating Banks will be rejected.
- (14) Where an Electronic Application is not accepted, it is expected that the full amount of the application monies will be refunded in Singapore dollars (without interest or any share of revenue or other benefit arising there from) to the Applicant by being automatically credited to the Applicant's account with the relevant Participating Bank within 14 days after the Closing Date. An Electronic Application may also be accepted in part, in which case the balance amount of application monies will be refunded.
- (15) In consideration of the Company arranging for the Electronic Application facility through the ATMs of the Participating Banks and agreeing to close the Rights Issue at **9.30 p.m. on 12 December 2018** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), decide, and by making and completing an Electronic Application, the Applicant agrees that:
- (a) his Electronic Application is irrevocable (whether or not, to the extent permitted by law, any amendment to this Offer Information Statement or replacement or supplemental document is lodged with the Authority);
  - (b) his Electronic Application, the acceptance by the Company and the contract resulting there from shall be governed by and construed in accordance with the laws of Singapore and he irrevocably submits to the exclusive jurisdiction of the Singapore courts;
  - (c) none of the Company, CDP, or the Participating Banks shall be liable for any delays, failures or inaccuracies in the recording, storage or in the transmission or delivery of data relating to his Electronic Application to the Company, CDP, or the Participating Banks due to a breakdown or failure of transmission, delivery or communication facilities or any risks referred to in paragraph 9 above or to any cause beyond their respective controls;
  - (d) he will not be entitled to exercise any remedy of rescission or misrepresentation at any time after acceptance of the provisionally allotted Rights Shares or acceptance of his application for Excess Rights Shares;
  - (e) in respect of the Rights Shares for which his Electronic Application has been successfully completed and not rejected, acceptance of the Applicant's Electronic Application shall be constituted by written notification by or on behalf of the Company and not otherwise, notwithstanding any payment received by or on behalf of the Company; and
  - (f) unless expressly provided to the contrary in this Offer Information Statement or the Electronic Application with respect to enforcement against the Applicant, a person who is not a party to any contracts made pursuant to this Offer Information Statement or the Electronic Application has no rights under the Contracts (Rights of Third Parties) Act (Cap. 53B) to enforce any term of such contracts. Notwithstanding any term contained in this Offer Information Statement or the Electronic Application, the consent of any third party is not required for any subsequent agreement by the relevant parties to amend or vary (including any release or compromise of liability) or terminate such contracts. Where the third parties are conferred rights under such contracts, those rights are not assignable or transferable.

---

## APPENDIX C – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATIONS THROUGH ATMS OF PARTICIPATING BANKS

---

- (16) The Applicant should ensure that his personal particulars as recorded by both CDP and the relevant Participating Banks are correct and identical. Otherwise, his Electronic Application may be liable to be rejected. The Applicant should promptly inform CDP of any change in his address, failing which the notification letter on successful allotment and/or other correspondence will be sent to his address last registered with CDP.
- (17) The existence of a trust will not be recognised. Any Electronic Application by a trustee must be made in his own name and without qualification. The Company will reject any application by any person acting as nominee.
- (18) In the event that the Applicant accepts or subscribes for the provisionally allotted Rights Shares or (if applicable) applies for Excess Rights Shares, as the case may be, by way of ARE or ARS or by way of Electronic Application through the ATMs, the provisionally allotted Rights Shares and/or Excess Rights Shares will be allotted in such manner as the Company or CDP may, in their absolute discretion, deem fit and the amount paid on acceptance and (if applicable) application or the surplus application monies, as the case may be, will be refunded without interest or any share of revenue or other benefit arising there from within 14 days after the Closing Date by any one (1) or a combination of the following:
- (a) by means of a crossed cheque sent by ordinary post at his own risk to his mailing address as maintained with CDP or in such other manner as he may have agreed with CDP for the payment of any cash distributions if he accepts and (if applicable) applies through CDP; and
  - (b) crediting the Applicant's bank account with the Participating Bank at his own risk if he accepts and (if applicable) applies through an ATM of that Participating Bank, the receipt by such bank being a good discharge to the Company and CDP of their obligations, if any, thereunder.
- (19) The Applicant acknowledges that, in determining the total number of Rights Shares represented by the provisional allotments of Rights Shares which he can validly accept, CDP and the Company are entitled and the Applicant authorises the Company and CDP to take into consideration:
- (a) the total number of Rights Shares represented by the provisional allotment of Rights Shares that the Applicant has validly accepted, whether under the ARE(s), the ARS(s) or any other form of application (including Electronic Application through an ATM of a Participating Bank) for the Rights Shares;
  - (b) the total number of Rights Shares represented by the provisional allotment of Rights Shares standing to the credit of the "Free Balance" of the Entitled Depositor's Securities Account which is available for acceptance; and
  - (c) the total number of Rights Shares represented by the provisional allotment of Rights Shares which has been disposed of by the Entitled Depositor.
- The Applicant acknowledges that CDP's, the Company's determination shall be conclusive and binding on him.
- (20) The Applicant irrevocably requests and authorises CDP to accept instructions from the Participating Bank through whom the Electronic Application is made in respect of the provisional allotment of Rights Shares accepted by the Applicant and (if applicable) the Excess Rights Shares which the Applicant has applied for.
- (21) With regard to any application which does not conform strictly to the instructions set out under this Offer Information Statement, the PAL, the ARE, the ARS, (if applicable) the Constitution of the Company and/or other application form for the Rights Shares in relation to the Rights Issue or which does not comply with the instructions for Electronic Application or with the terms and conditions of this Offer Information Statement, or in the case of an application by the PAL, the ARE,

---

**APPENDIX C – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATIONS THROUGH ATMS OF PARTICIPATING BANKS**

---

the ARS and/ or any other application form for the Rights Shares in relation to the Rights Issue which is illegible, incomplete, incorrectly completed or which is accompanied by an improperly or insufficiently drawn remittance, or where the “Free Balance” of the Applicant’s Securities Account is not credited with, or is credited with less than the relevant number of Rights Shares subscribed as at the Closing Date, the Company and/or CDP may, at their absolute discretion, reject or treat as invalid any such application or present for payment or other processes all remittances at any time after receipt in such manner as it may deem fit.

- (22) The Company and/or CDP shall be entitled to process each application submitted for the acceptance of Rights Shares, and where applicable, application for Excess Rights Shares in relation to the Rights Issue and the payment received in relation thereto, pursuant to such application, by an Entitled Shareholder, on its own, without regard to any other application and payment that may be submitted by the same Entitled Shareholder. For the avoidance of doubt, insufficient payment for an application may render the application invalid and evidence of payment (or overpayment) in other applications shall not constitute, or be construed as, an affirmation of such invalid application and (if applicable) application for Excess Rights Shares.

## APPENDIX D – CONSOLIDATED INCOME STATEMENTS OF THE GROUP FOR FY2016, FY2017, FY2018 and 1Q2019

The audited consolidated income statement of the Group for FY2016, FY2017 and FY2018, and the unaudited consolidated income statement of the Group for 1Q2019 are set out below:

	30-Jun-16 AU\$'000 (Audited)	30-Jun-17 AU\$'000 (Audited)	30-Jun-18 AU\$'000 (Audited)	30-Sep-18 AU\$'000 (Unaudited)
<b>Continuing operations</b>				
Revenue	470,820	434,960	566,807	86,557
Cost of sales	<u>(436,415)</u>	<u>(390,286)</u>	<u>(509,324)</u>	<u>(78,431)</u>
<b>Gross profit</b>	34,405	44,674	57,483	8,126
Other operating income	3,134	894	1,528	1,479
Other operating costs	(27,233)	(10,889)	(9,920)	(1,671)
Other loss				
- Impairment of receivables	(48,388)	(2,013)	(5,469)	-
- Impairment of property, plant and equipment	(86,587)	-	(7,547)	-
- Impairment of intangible assets	(54,333)	-	(1,821)	-
Administrative expenses	(21,945)	(13,230)	(7,162)	(2,932)
Marketing and distribution expenses	<u>(2,070)</u>	<u>(1,164)</u>	<u>(1,867)</u>	<u>(729)</u>
<b>Profit/(loss) from operations</b>	(203,017)	18,272	25,225	4,273
Finance costs	(15,901)	(17,104)	(11,681)	(2,675)
Net gain on debt restructure	-	5,541	1,314	-
<b>(Loss)/profit before income tax</b>	<u>(218,918)</u>	<u>6,709</u>	<u>14,858</u>	<u>1,598</u>
Income tax expense	(7,294)	(3,574)	(1,392)	(286)
<b>(Loss)/profit from continuing operation</b>	<u>(226,212)</u>	<u>3,135</u>	<u>13,466</u>	<u>1,312</u>
<i>Discontinued operations</i>				
(Loss)/profit from discontinued operations	<u>(32,710)</u>	<u>1,438</u>	<u>10</u>	<u>-</u>
	<u>(258,922)</u>	<u>4,573</u>	<u>13,476</u>	<u>1,312</u>
<b>(Loss)/profit attributable to:</b>				
Owners of the Company	(258,270)	4,738	13,476	1,312
Non-controlling interest	<u>(652)</u>	<u>(165)</u>	<u>-</u>	<u>-</u>
	<u>(258,922)</u>	<u>4,573</u>	<u>13,476</u>	<u>1,312</u>
<b>Other comprehensive income/ (expense)</b>				
<b>Items that may be reclassified subsequently to profit or loss</b>				
Currency translation differences arising from consolidation	1,343	4,559	(1,688)	(2,007)
<b>Total comprehensive (loss) / income for the year/period</b>	<u>(257,579)</u>	<u>9,132</u>	<u>11,788</u>	<u>(695)</u>
<b>Total comprehensive (loss) / income attributable to:</b>				
Owners of the Company	(256,919)	9,297	11,788	(695)
Non-controlling interest	<u>(660)</u>	<u>(165)</u>	<u>-</u>	<u>-</u>
	<u>(257,579)</u>	<u>9,132</u>	<u>11,788</u>	<u>(695)</u>

**APPENDIX D – CONSOLIDATED INCOME STATEMENTS OF THE GROUP FOR  
FY2016, FY2017, FY2018 and 1Q2019**

	30-Jun-16 AU\$'000 (Audited)	30-Jun-17 AU\$'000 (Audited)	30-Jun-18 AU\$'000 (Audited)	30-Sep-18 AU\$'000 (Unaudited)
<b>Earnings per share attributable to equity holders of the Company (AU\$ cents per share)</b>				
- Basic	-34.9	0.6	0.9	0.09
- Diluted	- *	0.6	0.9	0.09
* Diluted earnings per share is not disclosed as it is anti-dilutive.				
<b>Earnings per share attributable to equity holders of the Company (AU\$ cents per share) Minimum Scenario</b>				
- Basic	(8.9)	0.2	0.5	0.05
- Diluted	- *	0.2	0.5	0.05
<b>Earnings per share attributable to equity holders of the Company (AU\$ cents per share) Maximum Scenario</b>				
- Basic	(7.6)	0.1	0.4	0.04
- Diluted	- *	0.1	0.4	0.04
* Diluted earnings per share is not disclosed as it is anti-dilutive.				
<b>Dividends declared per share</b>	Nil	Nil	Nil	Nil

**APPENDIX E – CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF THE  
GROUP AS AT 30 JUNE 2018 (AUDITED) AND 30 SEPTEMBER 2018  
(UNAUDITED)**

The audited consolidated balance sheet of the Group as at 30 June 2018 and the unaudited consolidated balance sheet of the Group as at 30 September 2018 are as follows:

	As at <b>30-Jun-18</b> (Audited) AU\$'000	As at <b>30-Sep-18</b> (Unaudited) AU\$'000
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	37,846	23,160
Trade receivables	93,418	102,818
Other receivables and prepayments	8,378	7,089
Inventories	4,165	3,765
<b>Total current assets</b>	<b>143,807</b>	<b>136,832</b>
<b>NON-CURRENT ASSETS</b>		
Property, plant and equipment	75,584	74,295
Goodwill	10,994	10,994
Intangible assets	32,704	33,249
Due from subsidiaries	-	-
Investments in subsidiaries	-	-
<b>Total non-current assets</b>	<b>119,282</b>	<b>118,538</b>
<b>Total assets</b>	<b>263,089</b>	<b>255,370</b>
<b>CURRENT LIABILITIES</b>		
Trade payables	37,051	32,195
Other payables	47,725	49,792
Due to subsidiaries	-	-
Borrowings	86,770	87,266
Accruals for other liabilities and charges	10,215	5,423
Current income tax liabilities	1,945	2,005
Provisions	859	534
<b>Total current liabilities</b>	<b>184,565</b>	<b>177,215</b>
<b>NON-CURRENT LIABILITIES</b>		
Deferred income tax liabilities	1,362	1,362
Borrowings	34,172	35,176
Accruals for other liabilities and charges	1,265	1,074
<b>Total non-current liabilities</b>	<b>36,799</b>	<b>37,612</b>
<b>Total liabilities</b>	<b>221,364</b>	<b>214,827</b>
<b>EQUITY</b>		
<b>Capital and reserves attributable to equity holders of the Company</b>		
Share capital	162,647	162,647
Capital reserve	(163)	(163)
Share based payment reserve	5,460	5,438
Foreign currency translation reserve	18,229	16,222
Retained earnings	(144,448)	(143,601)
<b>Total equity</b>	<b>41,725</b>	<b>40,543</b>
<b>Total liabilities and equity</b>	<b>263,089</b>	<b>255,370</b>

---

**APPENDIX E – CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF THE  
GROUP AS AT 30 JUNE 2018 (AUDITED) AND 30 SEPTEMBER 2018  
(UNAUDITED)**

---

	30-Jun-18		
	AU\$'000 (Audited)	Minimum Scenario Following Issue	Maximum Scenario Following Issue
Net Assets	41,725	41,725	41,725
Number of issued shares	1,504,805,466	2,912,923,067	3,387,508,195
Net asset value per ordinary share based on issued share capital at the end of the respective periods (AU cents)	2.8	1.4	1.2

  

	30-Sep-18		
	AU\$'000 (Unaudited)	Minimum Scenario Following Issue	Maximum Scenario Following Issue
Net Assets	40,543	40,543	40,543
Number of issued shares	1,504,805,466	2,912,923,067	3,387,508,195
Net asset value per ordinary share based on issued share capital at the end of the respective periods (AU cents)	2.7	1.4	1.2



## APPENDIX F – CONSOLIDATED CASH FLOW STATEMENT OF THE GROUP FOR FY2018 (AUDITED) AND 1Q2019 (UNAUDITED)

The audited consolidated cash flow statements of the Group for FY2018 and the unaudited consolidated cash flow statements of the Group for 1Q2019 are set out below:

	30-Jun-18 AU\$'000 (Audited)	30-Sep-18 AU\$'000 (Unaudited)
<b>Cash flows from operating activities</b>		
Profit after taxation	13,476	1,312
Add / (less) adjustments for:		
Depreciation of property, plant and equipment	8,809	1,347
Amortisation of intangible assets	2,042	688
Employee share and share option scheme expense	277	(22)
Impairment loss on trade receivables	5,505	-
Impairment loss on property, plant and equipment	7,547	-
Impairment loss on intangible assets	1,821	-
Allowance for / (reversal of) foreseeable contract loss	2,497	
Net foreign exchange differences	1,063	(1,206)
Profit on disposal of property, plant and equipment	1,233	(407)
Gain on partial debt restructure	(1,314)	-
Interest income	(614)	(158)
Finance costs	11,681	2,675
Income tax expense	1,392	286
<b>Operating cash flows before working capital changes</b>	<b>55,415</b>	<b>4,515</b>
<b>Changes in operating assets and liabilities</b>		
Trade receivables	34,797	(9,865)
Other receivables and prepayments	(1,234)	1,289
Inventories	(1,069)	400
Trade payables	(10,544)	(4,855)
Accruals and other payables	(27,562)	(3,304)
<b>Cash generated from/(used in) operations</b>	<b>49,803</b>	<b>(11,820)</b>
Interest paid	(9,595)	(2,088)
Interest received	614	158
Income tax paid	(1,005)	(244)
<b>Net cash generated from/(used in) operating activities</b>	<b>39,817</b>	<b>(13,994)</b>
<b>Cash flows from investing activities</b>		
Proceeds from disposal of property, plant and equipment	2,099	1,804
Purchase of property, plant and equipment	(5,768)	(430)
Purchase of intangible assets	(16)	-
Release of restricted cash	10,650	-
<b>Net cash generated from investing activities</b>	<b>6,965</b>	<b>1,374</b>
<b>Cash flows from financing activities</b>		
Net repayment of insurance funding / finance leases	(8,384)	(1,015)
Proceeds from insurance funding/borrowings	5,992	-
Repayment of borrowings	(29,513)	(820)
<b>Net cash used in financing activities</b>	<b>(31,905)</b>	<b>(1,835)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>14,877</b>	<b>(14,455)</b>
Effect of exchange rate changes	(232)	(231)
<b>Movement in cash and cash equivalents for the period</b>	<b>14,645</b>	<b>(14,686)</b>
Cash and cash equivalents at beginning of period	21,951	36,596
<b>Cash and cash equivalents at end of period</b>	<b>36,596</b>	<b>21,910</b>

---

## DIRECTORS' RESPONSIBILITY STATEMENT

---

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Offer Information Statement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Offer Information Statement constitutes full and true disclosure of all material facts about the Rights Issue, the Company and its Subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Offer Information Statement misleading. Where information in this Offer Information Statement 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 Offer Information Statement in its proper form and context.

Dated 26 November 2018

For and on behalf of **AUSGROUP LIMITED**

---

Stuart Maxwell Kenny  
Director

---

Eng Chiaw Koon  
Director

---

Shane Francis Kimpton  
Director

---

Chew Heng Ching  
Director

---

Ooi Chee Kar  
Director

---

Wu Yu Liang  
Director

---

Poh Boon Kher Melvin  
Director