

CIRCULAR DATED 9 APRIL 2015

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

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

If you have sold or transferred all your ordinary shares in the capital of BBR Holdings (S) Ltd (the “**Company**”), you should forward this Circular, the Notice of Extraordinary General Meeting and the enclosed Proxy Form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.



BBR HOLDINGS (S) LTD

(Company Registration No.: 199304349M)
(Incorporated in the Republic of Singapore)

**CIRCULAR TO SHAREHOLDERS
IN RELATION TO
THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE**

IMPORTANT DATES AND TIMES:

Last date and time for lodgement of Proxy Form	:	22 April 2015 at 10.30 a.m.
Date and time of Extraordinary General Meeting	:	24 April 2015 at 10.30 a.m. (or as soon thereafter following the conclusion or adjournment of the 21 st Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place).
Place of Extraordinary General Meeting	:	50 Changi South Street 1, BBR Building, Singapore 486126

DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires:

Companies, Organisations and Agencies

“BBRS”	:	BBR Holding Ltd., Switzerland
“CDP”	:	The Central Depository (Pte) Limited
“Company”	:	BBR Holdings (S) Ltd
“CPF”	:	Central Provident Fund
“Group”	:	The Company and its subsidiaries
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“SIC”	:	Securities Industry Council of Singapore

General

“2015 EGM”	:	The extraordinary general meeting of the Company, notice of which is set out on pages 24 and 25 of this Circular
“AGM”	:	Annual General Meeting of the Company
“Board”	:	The board of directors of the Company as at the Latest Practicable Date
“Circular”	:	This circular dated 9 April 2015 in relation to the proposed renewal of the Share Purchase Mandate
“Companies Act”	:	The Companies Act, Chapter 50 of Singapore, as amended or modified from time to time
“Directors”	:	The directors of the Company for the time being
“EPS”	:	Earnings per Share
“FY2014”	:	Financial year ended 31 December 2014
“Latest Practicable Date”	:	25 March 2015, being the latest practicable date prior to the printing of this Circular
“Listing Manual”	:	The listing manual of the SGX-ST, as amended or modified from time to time
“Market Day”	:	A day on which the SGX-ST is open for trading in securities
“NAV”	:	Net asset value
“Register of Members”	:	The Register of Members of the Company
“Securities Account”	:	Securities account maintained by a Depositor with CDP but does not include a securities sub-account maintained with a Depository Agent
“Share Purchase Mandate”	:	The mandate to authorise the Directors to exercise all powers of the Company to purchase or otherwise acquire its issued Shares on the terms of such mandate

DEFINITIONS

“Shareholders”	:	Registered holders of Shares, except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares, mean the persons named as Depositors in the Depository Register and whose Securities Accounts maintained with CDP are credited with Shares
“Shares”	:	Ordinary shares in the share capital of the Company
“Substantial Shareholder”	:	A person who has an interest in not less than 5% of the total number of issued Shares (excluding treasury shares)
“Take-over Code”	:	The Singapore Code on Take-overs and Mergers, as amended or modified from time to time

Currencies, units and others

“S\$” and “cents”	:	Singapore dollars and cents respectively
“%” or “per cent.”	:	Per centum or percentage

The terms “Depositor”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them respectively in Section 130A of the Companies 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 include corporations.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment for the time being amended or re-enacted. Any word defined under the Companies Act, the Listing Manual, the Take-over Code or any modification thereof and used in this Circular shall have the meaning assigned to it under the Companies Act, the Listing Manual, the Take-over Code or any modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day and date in this Circular is a reference to Singapore time and date, respectively, unless otherwise stated. Any reference to currency set out in this Circular is a reference to S\$ unless otherwise stated.

Any discrepancies in figures included in this Circular between the amounts shown and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

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BBR HOLDINGS (S) LTD
(Company Registration No.: 199304349M)
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Board of Directors

Prof. Yong Kwet Yew (*Independent Non-Executive Chairman*)
Tan Kheng Hwee Andrew (*Executive Director and Chief Executive Officer*)
Bruno Sergio Valsangiacomo (*Non-Executive Director*)
Peter Michael Ekberg (*Non-Executive Director*)
Luk Ka Lai Carrie (*Independent Director*)
Soh Gim Teik (*Independent Director*)
Marcel Poser (*Alternate Director to Peter Michael Ekberg*)

Registered Office

50 Changi South Street 1
BBR Building
Singapore 486126

9 April 2015

To: The Shareholders of **BBR Holdings (S) Ltd**

Dear Sir / Madam

1. INTRODUCTION

The Directors are convening the 2015 EGM to be held on 24 April 2015 to seek Shareholders' approval for the proposed renewal of the Share Purchase Mandate.

The purpose of this Circular is to provide Shareholders with information relating to the above-mentioned proposal to be tabled at the 2015 EGM, and to seek Shareholders' approval at the 2015 EGM for the same.

This Circular has been prepared solely for the purpose set out herein and may not be relied upon by any persons (other than Shareholders) or for any other purpose.

The SGX-ST assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.

2. THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

2.1 Background

At the extraordinary general meeting of the Company held on 25 April 2014 ("**2014 EGM**"), Shareholders had approved the renewal of the Share Purchase Mandate to enable the Company to purchase or otherwise acquire issued Shares. The rationale for, and the authority and limitations on, the Share Purchase Mandate were set out in the Circular to Shareholders dated 9 April 2014.

The existing Share Purchase Mandate will expire at the forthcoming 21st AGM to be held on 24 April 2015. Accordingly, Shareholders' approval is being sought for the renewal of the Share Purchase Mandate at the 2015 EGM, immediately following the 21st AGM convened to be held on the same date.

2.2 Shares Purchased or Acquired during the Previous 12 Months

As at the Latest Practicable Date, the Company has not made any purchase or acquisition of Shares pursuant to the Share Purchase Mandate approved by the Shareholders at the 2014 EGM.

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2.3 Rationale for the Proposed Share Purchase Mandate

The proposed Share Purchase Mandate will give the Company the flexibility to undertake purchases or acquisitions of its issued Shares during the period when the Share Purchase Mandate is in force, if and when circumstances permit. The purchases or acquisitions of Shares may, depending on market conditions and funding arrangements at the time, allow the Directors to better manage the Company's capital structure with a view to enhancing the EPS and/or NAV per share of the Group. The purchases or acquisitions of Shares may, in appropriate circumstances, also help to mitigate short-term market volatility in the Company's share price, offset the effects of short-term speculation and bolster Shareholders' confidence.

The Directors will decide whether to effect the purchases or acquisitions of the Shares after taking into account the prevailing market conditions, the financial position of the Group and other relevant factors.

2.4 Terms of the Proposed Share Purchase Mandate

The Companies (Amendment) Act 2014, which was passed in Parliament on 8 October 2014, will introduce a number of significant changes to the Companies Act. These changes include amendments to the provisions of the Companies Act relating to the purchase or acquisition by a company of its own shares. The Accounting and Corporate Regulatory Authority of Singapore has announced that the Companies (Amendment) Act 2014 is targeted to take effect in the second quarter of 2015.

The authority and limitations placed on the purchases or acquisitions of Shares by the Company under the Share Purchase Mandate (if renewed at the 2015 EGM), taking into account the impending amendments to the provisions of the Companies Act relating to the purchase or acquisition by a company of its own shares, are summarised below:

2.4.1 *Maximum Number of Shares*

Only Shares which are issued and fully paid up may be purchased or acquired by the Company.

The total number of Shares that may be purchased or acquired by the Company shall not exceed 10% of the total number of Shares (excluding any Shares which are held as treasury shares) in issue as at the date of the 2015 EGM at which the renewal of the Share Purchase Mandate is approved.

2.4.2 *Duration of Authority*

Purchases or acquisitions of Shares by the Company may be made, at any time and from time to time, on and from the date of the 2015 EGM at which the renewal of the Share Purchase Mandate is approved up to the earliest of:

- (a) the date on which the next AGM is held or required by law to be held;
- (b) the date on which purchases or acquisitions of Shares are carried out to the full extent mandated; or
- (c) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Company in general meeting.

2.4.3 *Manner of Purchases or Acquisitions of Shares*

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

- (a) an on-market purchase transacted through the SGX-ST's trading system, through one or more duly licensed stockbrokers appointed by the Company for the purpose ("**Market Purchase**"); and/or

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- (b) an off-market purchase in accordance with an equal access scheme as defined in Section 76C of the Companies Act (“**Off-Market Purchase**”).

In an Off-Market Purchase, the Directors may impose such terms and conditions, which are not inconsistent with the Share Purchase Mandate, the Memorandum and Articles of Association of the Company, the Listing Manual, the Companies Act and other applicable laws and regulations, as they consider fit in connection with or in relation to an equal access scheme or schemes.

Under the Companies Act, an equal access scheme must satisfy all the following conditions:

- (a) the offers under the scheme are to be made to every person who holds shares to purchase or acquire the same percentage of their shares;
- (b) all of those persons have a reasonable opportunity to accept the offers made to them; and
- (c) the terms of all the offers are the same except that there shall be disregarded:
 - (i) differences in consideration attributable to the fact that the offers relate to shares with different accrued dividend entitlements;
 - (ii) differences in consideration attributable to the fact that the offers relate to shares with different amounts remaining unpaid; and
 - (iii) differences in the offers introduced solely to ensure that each person is left with a whole number of shares.

Under the Listing Manual, in making an Off-Market Purchase, a listed company must issue an offer document to all shareholders containing, *inter alia*, the following information:

- (a) the terms and conditions of the offer;
- (b) the period and procedures for acceptances;
- (c) the reasons for the proposed share purchases;
- (d) the consequences, if any, of share purchases by the listed company that will arise under the Take-over Code or other applicable take-over rules;
- (e) whether the share purchases, if made, could affect the listing of the listed company’s equity securities on the SGX-ST;
- (f) details of any share purchases made by the listed company in the previous 12 months (whether by way of Market Purchases or Off-Market Purchases), giving the total number of shares purchased, the purchase price per share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and
- (g) whether the shares purchased by the listed company will be cancelled or kept as treasury shares.

2.4.4 **Maximum Purchase Price**

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

- (a) in the case of a Market Purchase, 105% of the Average Closing Price (as defined hereinafter); and

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(b) in the case of an Off-Market Purchase, 120% of the Average Closing Price (as defined hereinafter), (“**Maximum Price**”) in either case, excluding related expenses of the purchase or acquisition.

For the above purposes:

“**Average Closing Price**” means the average of the Closing Market Prices of the Shares over the last five Market Days on the SGX-ST, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after such five-Market Day period;

“**Closing Market Price**” means the last dealt price for a Share transacted through the SGX-ST’s trading system as shown in any publication of the SGX-ST or other sources; and

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

2.5 Status of Purchased or Acquired Shares: Held in Treasury or Cancelled

Any Shares purchased or acquired pursuant to the Share Purchase Mandate will be dealt with in such manner as may be permitted by the Companies Act.

Under the Companies Act, any Share purchased or acquired by the Company shall be deemed to be cancelled immediately on purchase or acquisition (and all rights and privileges attached to that Share shall expire on cancellation), unless such Share is held by the Company in treasury in accordance with Sections 76H to 76K of the Companies Act.

2.5.1 *Treasury Shares*

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Certain provisions on treasury shares under the Companies Act are summarised below:

- (a) Maximum Holdings: The aggregate number of Shares held by the Company as treasury shares shall not at any time exceed 10% of the total number of Shares in issue at that time. In the event that the aggregate number of treasury shares held by the Company exceeds the aforesaid limit, the Company shall dispose of or cancel the excess treasury shares within six months from the day the aforesaid limit is first exceeded.
- (b) Voting and Other Rights: The Company cannot exercise any right in respect of the treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company’s assets (including any distribution of assets to members of the Company on a winding up) may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of the treasury shares is allowed. A subdivision or consolidation of any treasury share into treasury shares of a smaller amount is allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

- (c) Disposal or Cancellation: Where Shares are held as treasury shares, the Company may at any time:
 - (i) sell the treasury shares (or any of them) for cash;

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- (ii) transfer the treasury shares (or any of them) for the purposes of or pursuant to any share scheme, whether for employees, directors or other persons;
- (iii) transfer the treasury shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the treasury shares (or any of them); or
- (v) sell, transfer or otherwise use the treasury shares for such other purposes as the Minister for Finance may by order prescribe.

In addition, under the Listing Manual, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares. Such announcement must include details such as (i) the date of the sale, transfer, cancellation and/or use of such treasury shares, (ii) the purpose of such sale, transfer, cancellation and/or use of such treasury shares, (iii) the number of treasury shares which have been sold, transferred, cancelled and/or used, (iv) the number of treasury shares before and after such sale, transfer, cancellation and/or use, (v) the percentage of the number of treasury shares against the total number of issued shares outstanding (of the same class as the treasury shares) which are listed before and after such sale, transfer, cancellation and/or use and (vi) the value of the treasury shares if they are used for a sale or transfer, or cancelled.

2.5.2 *Purchased or Acquired Shares Cancelled*

Under the Companies Act, where Shares purchased or acquired by the Company are cancelled, the Company shall:

- (a) reduce the amount of its share capital where the Shares were purchased or acquired out of the capital of the Company;
- (b) reduce the amount of its profits where the Shares were purchased or acquired out of the profits of the Company; or
- (c) reduce the amount of its share capital and profits proportionately where the Shares were purchased or acquired out of both the capital and the profits of the Company,

by the total amount of the purchase price paid by the Company for the Shares cancelled, which shall include any expenses (including brokerage or commission) incurred directly in such purchase or acquisition of the Shares.

Shares which are cancelled will be automatically delisted by the SGX-ST, and certificates (if any) in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following such cancellation. The total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are cancelled and not held as treasury shares.

2.6 Source of Funds

In purchasing or acquiring its Shares, the Company may only apply funds legally available for such purchase or acquisition as provided in the Articles of Association of the Company and in accordance with applicable laws in Singapore.

The Companies Act permits any purchase or acquisition of shares to be made out of a company's capital or profits so long as the company is solvent. For this purpose, a company is "solvent" if at the time of the payment, the following conditions are satisfied:

- (a) there is no ground on which the company could be found to be unable to pay its debts;

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- (b) if:
 - (i) it is intended to commence winding up of the company within the period of 12 months immediately after the date of the payment, the company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up; or
 - (ii) it is not intended so to commence winding up, the company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and
- (c) the value of the company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed purchase or acquisition, become less than the value of its liabilities (including contingent liabilities).

The Company intends to use the Group's internal resources, or external bank borrowings or a combination of both to finance its purchases or acquisitions of Shares pursuant to the Share Purchase Mandate. The amount of funding required for the Company to purchase or acquire Shares under the Share Purchase Mandate will depend on, *inter alia*, the aggregate number of Shares purchased or acquired and the consideration paid at the relevant time.

The Board does not propose to exercise the Share Purchase Mandate in a manner and to such an extent that would materially and adversely affect the working capital requirements, the gearing levels of the Group and the financial position of the Group taken as a whole.

2.7 Financial Effects

The financial effects on the Company and the Group arising from purchases or acquisitions of Shares which may be made pursuant to the Share Purchase Mandate will depend on, *inter alia*, the aggregate number of Shares purchased or acquired, the price paid for such Shares, whether the purchase or acquisition is made out of capital or profits of the Company and whether the Shares purchased or acquired are held in treasury or cancelled. The financial effects on the Company and the Group, based on the audited financial statements of the Company and the Group for FY2014, are prepared based on the assumptions set out below.

2.7.1 *Purchase or Acquisition of Shares made out of Capital or Profits*

Where the purchase or acquisition of Shares is made out of profits, the purchase price paid by the Company for the Shares will correspondingly reduce the profits available for distribution as dividends by the Company. Where the purchase or acquisition of Shares is made out of capital, the profits available for the distribution as dividends by the Company will not be reduced.

For the purposes of section 2.7 of this Circular, the purchase price paid by the Company for the Shares does not include any expenses (including brokerage or commission) incurred in such purchase or acquisition of the Shares.

2.7.2 *Number of, and Maximum Price paid for, Shares Purchased or Acquired*

As at the Latest Practicable Date, the Company has a total of 307,999,418 Shares in issue (excluding treasury shares). Further, as at the Latest Practicable Date, 211,000 Shares are held by the Company as treasury shares.

Based on 307,999,418 Shares in issue (excluding treasury shares) as at the Latest Practicable Date (and assuming that no further Shares are issued and no further Shares are purchased or acquired and held by the Company as treasury shares on or prior to the 2015 EGM), the purchase or acquisition by the Company of up to the maximum limit of 10% of the total number of its issued Shares (excluding treasury shares) will result in the purchase or acquisition by the Company of up to 30,799,941 Shares.

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(a) Where Shares purchased or acquired are cancelled

The financial effects of the purchase or acquisition of Shares by the Company made entirely out of capital or profits and where such Shares are cancelled are based on the purchase or acquisition of 30,799,900 Shares (rounded down to the nearest 100 Shares).

In the case of Market Purchases by the Company and assuming that the Company purchases or acquires 30,799,900 Shares at the Maximum Price of S\$0.265 for each Share (being the price equivalent to 105% of the Average Closing Price of the Shares over the last five Market Days on the SGX-ST, on which transactions in the Shares were recorded, immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 30,799,900 Shares is approximately S\$8.2 million.

In the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 30,799,900 Shares at the Maximum Price of S\$0.305 for each Share (being the price equivalent to 120% of the Average Closing Price of the Shares over the last five Market Days on the SGX-ST, on which transactions in the Shares were recorded, immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 30,799,900 Shares is approximately S\$9.4 million.

(b) Where Shares purchased or acquired are held as treasury shares

As stated in section 2.5.1 of this Circular, the aggregate number of Shares held by the Company as treasury shares shall not at any time exceed 10% of the total number of Shares in issue at that time. On the basis of the aforesaid limit and that the Company holds 211,000 Shares as treasury shares as at the Latest Practicable Date, the maximum number of Shares which can be purchased or acquired by the Company and be held as treasury shares is 30,610,000 Shares (rounded down to the nearest 100 Shares), representing approximately 9.94% of the total number of Shares in issue (excluding treasury shares) as at the Latest Practicable Date.

In the case of Market Purchases by the Company and assuming that the Company purchases or acquires 30,610,000 Shares at the Maximum Price of S\$0.265 for each Share (being the price equivalent to 105% of the Average Closing Price of the Shares over the last five Market Days on the SGX-ST, on which transactions in the Shares were recorded, immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 30,610,000 Shares is approximately S\$8.1 million.

In the case of Off-Market Purchases by the Company assuming that the Company purchases or acquires 30,610,000 Shares at the Maximum Price of S\$0.305 for each Share (being the price equivalent to 120% of the Average Closing Price of the Shares over the last five Market Days on the SGX-ST, on which transactions in the Shares were recorded, immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 30,610,000 Shares is approximately S\$9.3 million.

(c) Source of funds

As the Company has insufficient cash and cash equivalents as at 31 December 2014 to purchase or acquire the relevant maximum number of Shares, the financial effects below are prepared on the basis that the Company will utilize the financial resources of its subsidiaries for the entire cash amount that is needed to purchase or acquire the relevant maximum number of Shares.

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2.7.3 Illustrative Financial Effects

It is not possible for the Company to realistically calculate or quantify the financial effects of Share purchases or acquisitions that may be made pursuant to the Share Purchase Mandate as the resultant effect would depend on, *inter alia*, the aggregate number of Shares purchased or acquired, the price paid for such Shares, whether the purchase or acquisition is made out of capital or profits and whether the Shares purchased or acquired are held in treasury or cancelled.

Purely for illustrative purposes only, based on the audited financial statements of the Company and the Group for FY2014, the assumptions stated above and assuming the purchases or acquisitions of Shares by the Company are funded solely from internal resources, the effects of such purchases or acquisitions of Shares by way of Market Purchases and Off-Market Purchases on the financial positions of the Company and the Group under each of the following Scenarios A to D described below are as follows:

(1) Market Purchases

As at 31 December 2014 (audited)	GROUP				
	Before Share Purchase S\$'000	After Share Purchase			
		Scenario A S\$'000	Scenario B S\$'000	Scenario C S\$'000	Scenario D S\$'000
Profit attributable to equity holders	11,230	11,230	11,230	11,230	11,230
Share capital	43,967	43,967	43,967	43,967	35,805
Reserves	90,419	90,419	90,419	82,257	90,419
Treasury shares	(69)	(8,181)	(8,181)	(69)	(69)
NAV	134,317	126,205	126,205	126,155	126,155
Non-controlling interests	2,614	2,614	2,614	2,614	2,614
Equity	136,931	128,819	128,819	128,769	128,769
Current assets	236,121	228,009	228,009	227,959	227,959
Current liabilities	161,758	161,758	161,758	161,758	161,758
Net current assets	74,363	66,251	66,251	66,201	66,201
Total external borrowings	36,174	36,174	36,174	36,174	36,174
Cash & cash equivalents	38,002	29,890	29,890	29,840	29,840
Number of Shares (in '000)	307,999	277,389	277,389	277,200	277,200
Treasury shares ¹ (in '000)	211	30,821	30,821	211	211
<u>Financial Ratios</u>					
EPS – cents	3.65	4.05	4.05	4.05	4.05
NAV per Share – cents	44.46	46.44	46.44	46.45	46.45
Gearing ratio ² (times)	N.A	0.05	0.05	0.05	0.05
Current ratio ³ (times)	1.46	1.41	1.41	1.41	1.41

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As at 31 December 2014 (audited)	COMPANY				
	Before Share Purchase	After Share Purchase			
		Scenario A	Scenario B	Scenario C	Scenario D
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Profit attributable to equity holders	16,787	16,787	16,787	16,787	16,787
Share capital	43,967	43,967	43,967	43,967	35,805
Reserves	35,551	35,551	35,551	27,389	35,551
Treasury shares	(69)	(8,181)	(8,181)	(69)	(69)
NAV	79,449	71,337	71,337	71,287	71,287
Current assets	19,656	19,656	19,656	19,656	19,656
Current liabilities ⁴	14,640	22,752	22,752	22,802	22,802
Net current assets/ (liabilities)	5,016	(3,096)	(3,096)	(3,146)	(3,146)
Total external borrowings	3,280	3,280	3,280	3,280	3,280
Cash & cash equivalents	729	729	729	729	729
Number of Shares (in '000)	307,999	277,389	277,389	277,200	277,200
Treasury shares ¹ (in '000)	211	30,821	30,821	211	211
Financial Ratios					
EPS – cents	5.45	6.05	6.05	6.06	6.06
NAV per Share – cents	25.80	25.72	25.72	25.72	25.72
Gearing ratio ² (times)	0.03	0.04	0.04	0.04	0.04
Current ratio ³ (times)	1.34	0.86	0.86	0.86	0.86

Notes:

- 1 Adjusted following the purchase of 211,000 Shares by the Company which are held as treasury shares.
- 2 Gearing ratio equals net debts (i.e. total external borrowings after deducting cash and cash equivalents) divided by equity (in the case of the Group) and NAV (in the case of the Company).
- 3 Current ratio equals current assets divided by current liabilities.
- 4 See assumption stated in section 2.7.2(c) of this Circular.

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- (a) Scenario A: Market Purchases of 30,610,000 Shares made entirely out of profits and held as treasury shares.

As illustrated under Scenario A in the tables above, such purchase of Shares will have the effect of reducing the working capital and NAV of the Company and of the Group by the dollar value of the Shares purchased. The consolidated NAV per Share of the Group as at 31 December 2014 will increase from 44.46 cents to 46.44 cents.

Assuming that the purchase of Shares had taken place on 1 January 2014, the consolidated basic EPS of the Group for FY2014 would be increased from 3.65 cents to 4.05 cents per Share as a result of the reduction in the number of issued Shares. No adjustments have been made to take into account foregone interest income as a result of the use of funds for the purchase of Shares.

- (b) Scenario B: Market Purchases of 30,610,000 Shares made entirely out of capital and held as treasury shares.

As illustrated under Scenario B in the tables above, such purchase of Shares will have the effect of reducing the working capital and NAV of the Company and of the Group by the dollar value of the Shares purchased. The consolidated NAV per Share of the Group as at 31 December 2014 will increase from 44.46 cents to 46.44 cents.

Assuming that the purchase of Shares had taken place on 1 January 2014, the consolidated basic EPS of the Group for FY2014 would be increased from 3.65 cents to 4.05 cents per Share as a result of the reduction in the number of issued Shares. No adjustments have been made to take into account foregone interest income as a result of the use of funds for the purchase of Shares.

- (c) Scenario C: Market Purchases of 30,799,900 Shares made entirely out of profits and cancelled.

As illustrated under Scenario C in the tables above, such purchase of Shares will have the effect of reducing the working capital and NAV of the Company and of the Group by the dollar value of the Shares purchased. The consolidated NAV per Share of the Group as at 31 December 2014 will increase from 44.46 cents to 46.45 cents.

Assuming that the purchase of Shares had taken place on 1 January 2014, the consolidated basic EPS of the Group for FY2014 would be increased from 3.65 cents to 4.05 cents per Share as a result of the reduction in the number of issued Shares. No adjustments have been made to take into account foregone interest income as a result of the use of funds for the purchase of Shares.

- (d) Scenario D: Market Purchases of 30,799,900 Shares made entirely out of capital and cancelled.

As illustrated under Scenario D in the tables above, such purchase of Shares will have the effect of reducing the working capital and NAV of the Company and of the Group by the dollar value of the Shares purchased. The consolidated NAV per Share of the Group as at 31 December 2014 will increase from 44.46 cents to 46.45 cents.

Assuming that the purchase of Shares had taken place on 1 January 2014, the consolidated basic EPS of the Group for FY2014 would be increased from 3.65 cents to 4.05 cents per Share as a result of the reduction in the number of issued Shares. No adjustments have been made to take into account foregone interest income as a result of the use of funds for the purchase of Shares.

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(2) Off-Market Purchases

As at 31 December 2014 (audited)	GROUP				
	Before Share Purchase S\$'000	After Share Purchase			
		Scenario A S\$'000	Scenario B S\$'000	Scenario C S\$'000	Scenario D S\$'000
Profit attributable to equity holders	11,230	11,230	11,230	11,230	11,230
Share capital	43,967	43,967	43,967	43,967	34,573
Reserves	90,419	90,419	90,419	81,025	90,419
Treasury shares	(69)	(9,405)	(9,405)	(69)	(69)
NAV	134,317	124,981	124,981	124,923	124,923
Non-controlling interests	2,614	2,614	2,614	2,614	2,614
Equity	136,931	127,595	127,595	127,537	127,537
Current assets	236,121	226,785	226,785	226,727	226,727
Current liabilities	161,758	161,758	161,758	161,758	161,758
Net current assets	74,363	65,027	65,027	64,969	64,969
Total external borrowings	36,174	36,174	36,174	36,174	36,174
Cash & cash equivalents	38,002	28,666	28,666	28,608	28,608
Number of Shares (in '000)	307,999	277,389	277,389	277,200	277,200
Treasury shares ¹ (in '000)	211	30,821	30,821	211	211
<u>Financial Ratios</u>					
EPS – cents	3.65	4.05	4.05	4.05	4.05
NAV per Share – cents	44.46	46.00	46.00	46.01	46.01
Gearing ratio ² (times)	N.A.	0.06	0.06	0.06	0.06
Current ratio ³ (times)	1.46	1.40	1.40	1.40	1.40

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As at 31 December 2014 (audited)	COMPANY				
	Before Share Purchase	After Share Purchase			
		Scenario A	Scenario B	Scenario C	Scenario D
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Profit attributable to equity holders	16,787	16,787	16,787	16,787	16,787
Share capital	43,967	43,967	43,967	43,967	34,573
Reserves	35,551	35,551	35,551	26,157	35,551
Treasury shares	(69)	(9,405)	(9,405)	(69)	(69)
NAV	79,449	70,113	70,113	70,055	70,055
Current assets	19,656	19,656	19,656	19,656	19,656
Current liabilities ⁴	14,640	23,976	23,976	24,034	24,034
Net current assets/ liabilities	5,016	(4,320)	(4,320)	(4,378)	(4,378)
Total external borrowings	3,280	3,280	3,280	3,280	3,280
Cash & cash equivalents	729	729	729	729	729
Number of Shares (in '000)	307,999	277,389	277,389	277,200	277,200
Treasury shares ¹ (in '000)	211	30,821	30,821	211	211
Financial Ratios					
EPS – cents	5.45	6.05	6.05	6.06	6.06
NAV per Share – cents	25.80	25.28	25.28	25.27	25.27
Gearing ratio ² (times)	0.03	0.04	0.04	0.04	0.04
Current ratio ³ (times)	1.34	0.82	0.82	0.82	0.82

Notes:

- 1 Adjusted following the purchase of 211,000 Shares by the Company which are held as treasury shares.
- 2 Gearing ratio equals net debts (i.e. total external borrowings after deducting cash and cash equivalents) divided by equity (in the case of the Group) and NAV (in the case of the Company).
- 3 Current ratio equals current assets divided by current liabilities.
- 4 See assumption stated in section 2.7.2(c) of this Circular.

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- (a) Scenario A: Off-Market Purchases of 30,610,000 Shares made entirely out of profits and held as treasury shares.

As illustrated under Scenario A in the tables above, such purchase of Shares will have the effect of reducing the working capital and NAV of the Company and of the Group by the dollar value of the Shares purchased. The consolidated NAV per Share of the Group as at 31 December 2014 will increase from 44.46 cents to 46.00 cents.

Assuming that the purchase of Shares had taken place on 1 January 2014, the consolidated basic EPS of the Group for FY2014 would be increased from 3.65 cents to 4.05 cents per Share as a result of the reduction in the number of issued Shares. No adjustments have been made to take into account foregone interest income as a result of the use of funds for the purchase of Shares.

- (b) Scenario B: Off-Market Purchases of 30,610,000 Shares made entirely out of capital and held as treasury shares.

As illustrated under Scenario B in the tables above, such purchase of Shares will have the effect of reducing the working capital and NAV of the Company and of the Group by the dollar value of the Shares purchased. The consolidated NAV per Share of the Group as at 31 December 2014 will increase from 44.46 cents to 46.00 cents.

Assuming that the purchase of Shares had taken place on 1 January 2014, the consolidated basic EPS of the Group for FY2014 would be increased from 3.65 cents to 4.05 cents per Share as a result of the reduction in the number of issued Shares. No adjustments have been made to take into account foregone interest income as a result of the use of funds for the purchase of Shares.

- (c) Scenario C: Off-Market Purchases of 30,799,900 Shares made entirely out of profits and cancelled.

As illustrated under Scenario C in the tables above, such purchase of Shares will have the effect of reducing the working capital and NAV of the Company and of the Group by the dollar value of the Shares purchased. The consolidated NAV per Share of the Group as at 31 December 2014 will increase from 44.46 cents to 46.01 cents.

Assuming that the purchase of Shares had taken place on 1 January 2014, the consolidated basic EPS of the Group for FY2014 would be increased from 3.65 cents to 4.05 cents per Share as a result of the reduction in the number of issued Shares. No adjustments have been made to take into account foregone interest income as a result of the use of funds for the purchase of Shares.

- (d) Scenario D: Off-Market Purchases of 30,799,900 Shares made entirely out of capital and cancelled.

As illustrated under Scenario D in the tables above, such purchase of Shares will have the effect of reducing the working capital and NAV of the Company and of the Group by the dollar value of the Shares purchased. The consolidated NAV per Share of the Group as at 31 December 2014 will increase from 44.46 cents to 46.01 cents.

Assuming that the purchase of Shares had taken place on 1 January 2014, the consolidated basic EPS of the Group for FY2014 would be increased from 3.65 cents to 4.05 cents per Share as a result of the reduction in the number of issued Shares. No adjustments have been made to take into account foregone interest income as a result of the use of funds for the purchase of Shares.

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Shareholders should note that the financial effects set out above, based on the respective assumptions stated above, are purely for illustration purposes only and are not necessarily representative of future financial performance. In addition, the actual impact will depend on, *inter alia*, the actual number and price of Shares that may be purchased or acquired by the Company, whether the purchase or acquisition of Shares is made out of the profits or capital of the Company and whether the Shares purchased or acquired are held in treasury or cancelled.

Although the Share Purchase Mandate would authorise the Company to purchase up to 10% of the total number of the Company's issued Shares, the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 10% of the total number of the issued Shares as mandated. In addition, the Company may cancel all or part of the Shares purchased or hold all or part of the Shares purchased in treasury. The Board would emphasise that it does not propose to exercise the Share Purchase Mandate to such an extent that would, or in circumstances that might, result in a material adverse effect on the financial position of the Company or the Group taken as a whole, or result in the Company being delisted from the SGX-ST.

2.8 Tax Implications

Shareholders who are in doubt as to their respective tax positions or any tax implications arising from the purchase or acquisition of Shares by the Company, including those who may be subject to tax in a jurisdiction outside Singapore, should consult their own professional advisers.

2.9 Listing Manual

2.9.1 *No Purchases during Price Sensitive Developments*

Whilst the Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time or times, because the Company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued Shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the proposed Share Purchase Mandate at any time after a price sensitive development has occurred or has been the subject of a consideration and/or decision of the Board until the price sensitive information has been publicly announced.

In particular, in line with Rule 1207(19) of the Listing Manual, the Company will not purchase or acquire any Shares through Market Purchases or Off-Market Purchases during the period of one month immediately preceding the announcement of the Company's annual results and during the period of two weeks immediately preceding the announcement of the Company's financial statements for each of the first three quarters of its financial year.

2.9.2 *Listing Status of the Shares*

Under Rule 723 of the Listing Manual, a listed company shall ensure that at least 10% of the total number of issued Shares excluding treasury shares (excluding preference shares and convertible equity securities) in a class that is listed is at all times held by the public. The word "public" is defined in the Listing Manual as persons other than directors, chief executive officer, substantial shareholders, or controlling shareholders of the listed company or its subsidiaries, as well as the associates of such persons.

As at the Latest Practicable Date, there are approximately 203,730,000 Shares, representing approximately 66.15% of the total number of issued Shares (excluding treasury shares), held by the public. In the event that the Company purchases the maximum of 10% of the total number of issued Shares from public Shareholders, the percentage of the Company's public float would be reduced to approximately 62.38% of the total number of Shares in issue. Accordingly, the Board is of the view that there is, at present, a sufficient number of Shares in issue held by public Shareholders that would permit the Company to potentially undertake purchases or acquisitions of Shares through Market Purchases up to the full 10% limit pursuant to the Share Purchase Mandate without adversely affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or adversely affect orderly trading of the Shares.

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2.9.3 **Reporting Requirements**

The Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (a) in the case of a Market Purchase, on the Market Day following the day of purchase or acquisition of any of its shares and (b) in the case of an Off-Market Purchase, on the second Market Day after the close of acceptances of the offer. Such announcement must include details of the date of the purchase, the total number of shares purchased, the number of shares cancelled, the number of shares held as treasury shares, the purchase price per share or the highest and lowest prices paid for such shares, as applicable, the total consideration (including stamp duties and clearing charges) paid or payable for the shares, the number of shares purchased as at the date of announcement (on a cumulative basis), the number of issued shares (excluding treasury shares) after the purchase and the number of treasury shares held after the purchase.

2.10 **Certain Take-over Code Implications Arising from the Proposed Share Purchase Mandate**

Certain take-over implications arising from the purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate are summarised below:

2.10.1 **Obligation to Make a Take-over Offer**

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

2.10.2 **Persons Acting in Concert**

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company. Unless the contrary is established, the Take-over Code presumes, *inter alia*, the following individuals and companies to be acting in concert with each other:

- (a) the following companies:
 - (i) a company;
 - (ii) the parent of (i);
 - (iii) the subsidiaries of (i);
 - (iv) the fellow subsidiaries of (i);
 - (v) the associated companies of any of (i) to (iv);
 - (vi) companies whose associated companies include any of (i) to (v); and
 - (vii) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights; and
- (b) a company with any of its directors (together with their close relatives and related trusts and companies controlled by any of the directors, their close relatives and related trusts).

For the above purpose, a company is an associated company of another company if the second-mentioned company owns or controls at least 20% but not more than 50% of the voting rights of the first-mentioned company.

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2.10.3 *Effect of Rule 14 and Appendix 2 of the Take-over Code*

The circumstances under which Shareholders, including Directors, and persons acting in concert with them, respectively, will incur an obligation to make a take-over offer as a result of a purchase or acquisition of Shares by the Company are set out in Rule 14 and Appendix 2 of the Take-over Code.

In general terms, the effect of Rule 14 and Appendix 2 is that unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 if, as a result of a purchase or acquisition of Shares by the Company:

- (a) the percentage of voting rights held by such Directors and their concert parties in the Company would increase to 30% or more; or
- (b) where the Directors and their concert parties together hold between 30% and 50% of the Company's voting rights, their voting rights would increase by more than 1% in any period of six months.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to 30% or more, or, if such Shareholder holds between 30% to 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Purchase Mandate.

Any Shares held by the Company as treasury shares shall be excluded from the calculation of the percentages of voting rights under the Take-over Code referred to above.

2.10.4 *Shareholding Interests of Directors*

Based on information in the Register of Directors' Shareholdings as at the Latest Practicable Date, the interests of the Directors in the Shares of the Company before and after the purchase or acquisition of Shares pursuant to the Share Purchase Mandate, on the basis that (i) the Company purchases the maximum of 10% of the total number of issued Shares (excluding treasury shares) as at the Latest Practicable Date, (ii) there is no change in the number of Shares in which the Directors have an interest as at the Latest Practicable Date, (iii) there are no further issue of Shares and (iv) no further Shares are purchased or acquired and held by the Company as treasury shares on or prior to the 2015 EGM, will be as follows:

Name of Director	Number of Shares Held			% Before Share Purchase	% After Share Purchase
	Direct Interest	Deemed Interest	Total Interest		
Prof. Yong Kwet Yew	-	-	-	-	-
Tan Kheng Hwee Andrew ⁽¹⁾	17,250,474	228,400	17,478,874	5.675	6.306
Bruno Sergio Valsangiacomo ⁽²⁾	-	85,632,978	85,632,978	27.803	30.892
Peter Michael Ekberg	-	-	-	-	-
Luk Ka Lai Carrie	-	-	-	-	-
Soh Gim Teik	-	-	-	-	-
Marcel Poser (Alternate Director to Peter Michael Ekberg)	-	-	-	-	-

Notes:

- (1) Mr Tan Kheng Hwee Andrew is deemed to have an interest in the Shares held by his wife, Ms Koh Peck Poh, Phyllis.
- (2) Mr Bruno Sergio Valsangiacomo is deemed to have an interest in the Shares held by BBRS by virtue of him together with his wife, Mrs Claudia Valsangiacomo-Brandestini, holding in aggregate not less than 20% of the voting shares of Tectus S.A.. See also Notes (2) and (3) under section 2.10.5 of this Circular.

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2.10.5 *Shareholding Interests of Substantial Shareholders*

Based on information in the Register of Substantial Shareholders as at the Latest Practicable Date, the interests of the Substantial Shareholders in the Shares of the Company before and after the purchase or acquisition of Shares pursuant to the Share Purchase Mandate, on the basis that (i) the Company purchases or acquires the maximum of 10% of the total number of issued Shares (excluding treasury shares) as at the Latest Practicable Date, (ii) there is no change in the number of Shares in which the Substantial Shareholders have an interest as at the Latest Practicable Date, (iii) there are no further issue of Shares and (iv) no further Shares are purchased or acquired and held by the Company as treasury shares on or prior to the 2015 EGM, will be as follows:

Name of Substantial Shareholder	Number of Shares Held			% Before Share Purchase	% After Share Purchase
	Direct Interest	Deemed Interest	Total Interest		
BBRS	85,632,978	–	85,632,978	27.803	30.892
Tectus S.A. ⁽¹⁾	–	85,632,978	85,632,978	27.803	30.892
Claudia Valsangiacomo-Brandestini ⁽²⁾	–	85,632,978	85,632,978	27.803	30.892
Bruno Sergio Valsangiacomo ⁽³⁾	–	85,632,978	85,632,978	27.803	30.892
Vesna Eckert-Brandestini ⁽²⁾	–	85,632,978	85,632,978	27.803	30.892
Nick Brandestini ⁽²⁾	–	85,632,978	85,632,978	27.803	30.892
Tan Kheng Hwee Andrew ⁽⁴⁾	17,250,474	228,400	17,478,874	5.675	6.306

Notes:

- (1) Tectus S.A. is deemed to have interests in the Shares held by BBRS by virtue of its holding in aggregate not less than 20% of the voting shares of BBRS.
- (2) Mrs Claudia Valsangiacomo-Brandestini, Ms Vesna Eckert-Brandestini and Mr Nick Brandestini are each deemed to have an interest in the Shares held by BBRS by virtue of each of them holding not less than 20% of the voting shares of Tectus S.A..
- (3) Mr Bruno Sergio Valsangiacomo is deemed to have an interest in the Shares held by BBRS by virtue of him together with his wife, Mrs Claudia Valsangiacomo-Brandestini, holding in aggregate not less than 20% of the voting shares of Tectus S.A..
- (4) Mr Tan Kheng Hwee Andrew is deemed to have an interest in the Shares held by his wife, Ms Koh Peck Poh, Phyllis.

2.10.6 *Shareholding Interests of the BBRS Concert Parties*

As at the Latest Practicable Date, the following persons are persons acting in concert or presumed to be acting in concert with each other in relation to the Company under the Take-over Code:

- (a) BBRS, a Substantial Shareholder of the Company;
- (b) Tectus S.A., which is the holding company of BBRS;
- (c) Mrs Claudia Valsangiacomo-Brandestini, Mr Bruno Sergio Valsangiacomo, Ms Vesna Eckert-Brandestini and Mr Nick Brandestini, who are the shareholders of Tectus S.A.. Mr Bruno Sergio Valsangiacomo is a Director of the Company and Mrs Claudia Valsangiacomo-Brandestini is his spouse. Ms Vesna Eckert-Brandestini and Mr Nick Brandestini are the niece and nephew of Mrs Claudia Valsangiacomo-Brandestini, respectively;

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(d) Mr Peter Michael Ekberg, who is a Director and shareholder of the Company, a director of BBRS and the chief financial officer of the Tectus S.A. Group; and

(e) Mr Marcel Poser, who is an alternate Director to Mr Peter Michael Ekberg,

(collectively, the “**BBRS Concert Parties**”).

BBRS and Mr Peter Michael Ekberg own or control an aggregate of 85,632,978 Shares representing approximately 27.803% of the total voting rights of the Company as at the Latest Practicable Date. Further details on the interests of the BBRS Concert Parties in the Shares are set out in sections 2.10.4 and 2.10.5 of this Circular.

2.10.7 *Consequences of Share Purchases or Acquisitions by the Company*

Based on the above information and assuming that there is no change in the shareholding interests of the BBRS Concert Parties in the Company as at the Latest Practicable Date, the purchase or acquisition by the Company of the maximum of 30,799,900 Shares (being 10% of the total number of issued Shares (excluding treasury shares) as at the Latest Practicable Date) will result in an increase in the holdings of the BBRS Concert Parties in the Shares from approximately 27.803% to 30.892%. In the event that the voting rights in the Company controlled by the BBRS Concert Parties and persons acting in concert with them increase to 30% or more, the BBRS Concert Parties and persons acting in concert with them will, unless exempted, be required to make a take-over offer for the Shares held by the other Shareholders pursuant to Rule 14 of the Take-over Code.

Save as disclosed herein, based on the Register of Directors' Shareholdings and the Register of Substantial Shareholders of the Company as at the Latest Practicable Date, the Directors are not aware of any other Substantial Shareholder who would become obliged to make a mandatory take-over offer for the Company under Rule 14 of the Take-over Code in the event that the Company purchases or acquires the maximum of 30,799,900 Shares (being 10% of the total number of issued Shares (excluding treasury shares) as at the Latest Practicable Date) pursuant to the Share Purchase Mandate.

The statements herein do not purport to be a comprehensive or exhaustive description of all implications that may arise under the Take-over Code. Shareholders who are in doubt as to whether they would incur any obligation to make a take-over offer under the Take-over Code as a result of any purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate are advised to consult their professional advisers and/or the SIC at the earliest opportunity.

2.10.8 *Exemption under Appendix 2 of the Take-over Code*

Pursuant to Section 3(a) of Appendix 2 of the Take-over Code, the BBRS Concert Parties and persons acting in concert with them will be exempted from the requirement to make a general offer for the Company under Rule 14.1 of the Take-over Code due to an increase in the aggregate percentage of total voting rights in the Company held by the BBRS Concert Parties and persons acting in concert with them to 30% or more as a result of the Company purchasing its Shares under the Share Purchase Mandate, subject to the following conditions:

- (a) the circular to Shareholders on the resolution to authorise the Share Purchase Mandate (the “**Share Purchase Resolution**”) contains advice to the effect that by voting for the Share Purchase Resolution, Shareholders are waiving their right to a general offer at the required price (as determined in accordance with Appendix 2 of the Take-Over Code) from the BBRS Concert Parties and persons acting in concert with them; and the names of the BBRS Concert Parties and persons acting in concert with them, their voting rights at the time of the resolution and after the proposed buy-back under the Share Purchase Mandate are disclosed in the same circular;
- (b) the Share Purchase Resolution is approved by a majority of those Shareholders present and voting at the 2015 EGM on a poll who could not become obliged to make an offer as a result of the share buy-back;

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- (c) the BBRS Concert Parties and persons acting in concert with them abstain from voting for and/or recommending Shareholders to vote in favour of the Share Purchase Resolution;
- (d) within 7 days after the passing of the Share Purchase Resolution, each of Mr Bruno Sergio Valsangiacomo, Mr Peter Michael Ekberg and Mr Marcel Poser (alternate Director to Mr Peter Michael Ekberg) to submit to the SIC a duly signed form as prescribed by the SIC; and
- (e) the BBRS Concert Parties and persons acting in concert with them not to have acquired and not to acquire any Shares between the date on which they know that the announcement of the share buy-back proposal is imminent and the earlier of:-
 - (i) the date on which the authority of the Share Purchase Mandate expires; and
 - (ii) the date on which the Company announces it has bought back such number of Shares as authorised by Shareholders at the 2015 EGM or it has decided to cease buying back its Shares, as the case may be,

if such acquisitions, taken together with the buy-back, would cause their aggregate voting rights to increase to 30% or more.

2.10.9 *Advice to Shareholders*

Shareholders are advised that by voting in favour of the Share Purchase Resolution relating to the renewal of the Share Purchase Mandate, they will be waiving their right to a take-over offer at the required price from the BBRS Concert Parties and persons acting in concert with them.

3. DIRECTORS' RECOMMENDATION

Pursuant to the conditions for exemption under Appendix 2 of the Take-over Code (as set out in paragraph (c) of section 2.10.8 of this Circular), Mr Bruno Sergio Valsangiacomo and Mr Peter Michael Ekberg, together with Mr Marcel Poser, who is an alternate Director to Mr Peter Michael Ekberg, have abstained from making any recommendation on the proposed renewal of the Share Purchase Mandate. The Directors, save for Mr Bruno Sergio Valsangiacomo, Mr Peter Michael Ekberg and Mr Marcel Poser, are of the opinion that the proposed renewal of the Share Purchase Mandate is in the interests of the Company and, accordingly, they recommend that Shareholders **vote in favour** of the ordinary resolution in relation to the renewal of the Share Purchase Mandate to be proposed at the 2015 EGM.

4. ABSTENTION FROM VOTING

Pursuant to the conditions for exemption under Appendix 2 of the Take-over Code (as set out in paragraph (c) of section 2.10.8 of this Circular), the BBRS Concert Parties and persons acting in concert with them will abstain from voting on the Share Purchase Resolution to be proposed at the 2015 EGM and will decline to accept appointment as proxies for any Shareholder to vote on the ordinary resolution in relation to the renewal of the Share Purchase Mandate to be proposed at the 2015 EGM.

5. EXTRAORDINARY GENERAL MEETING

The 2015 EGM, notice of which is set out on pages 24 and 25 of this Circular, will be held at 50 Changi South Street 1, BBR Building, Singapore 486126 on 24 April 2015 at 10.30 a.m. (or as soon thereafter following the conclusion or adjournment of the 21st AGM to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the ordinary resolution in relation to the renewal of the Share Purchase Mandate set out in the Notice of EGM.

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6. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the 2015 EGM and wish to appoint a proxy to attend and vote on their behalf should complete, sign and return the attached Proxy Form in accordance with the instructions printed thereon and as soon as possible and, in any event, so as to arrive at the registered office of the Company at 50 Changi South Street 1, BBR Building, Singapore 486126 not less than 48 hours before the time set for the 2015 EGM. The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the 2015 EGM if he subsequently so wishes to do so, in place of his proxy.

A Depositor will not be regarded as a member of the Company entitled to attend the 2015 EGM and to speak and vote thereat unless his name appears on the Depository Register as at 48 hours before the 2015 EGM.

CPF investors may wish to check with their CPF Approved Nominees on the procedure and deadline for the submission of their instructions to their CPF Approved Nominees to vote on their behalf.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the proposed renewal of the Share Purchase Mandate and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in the Circular 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 the Circular in its proper form and context.

Yours faithfully,
For and on behalf of the Board of Directors of
BBR Holdings (S) Ltd

Tan Kheng Hwee Andrew
Executive Director and Chief Executive Officer

NOTICE OF EXTRAORDINARY GENERAL MEETING

BBR HOLDINGS (S) LTD

(Company Registration No.: 199304349M)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of BBR Holdings (S) Ltd (the "**Company**") will be held at 50 Changi South Street 1, BBR Building, Singapore 486126 on 24 April 2015 at 10.30 a.m. (or as soon thereafter following the conclusion or adjournment of the 21st Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:

ORDINARY RESOLUTION

– PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

THAT:

(a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore, as amended or modified from time to time (the "**Companies Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued and fully paid ordinary shares in the capital of the Company (the "**Shares**") not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such prices or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

- (i) market purchases (each a "**Market Purchase**") on the Singapore Exchange Securities Trading Limited ("**SGX-ST**"); and/or
- (ii) off-market purchases (each an "**Off-Market Purchase**") effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

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

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate in paragraph (a) of this Resolution may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

- (i) the date on which the next Annual General Meeting of the Company is held;
- (ii) the date by which the next Annual General Meeting of the Company is required by law to be held; or
- (iii) the date on which purchases or acquisitions of Shares are carried out to the full extent mandated;

(c) in this Resolution:

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

"**Maximum Price**", in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price (as hereinafter defined); and

NOTICE OF EXTRAORDINARY GENERAL MEETING

(ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price (as hereinafter defined),

where:

“**Average Closing Price**” means the average of the Closing Market Prices of the Shares over the last five Market Days on the SGX-ST, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after such five-Market Day period;

“**Closing Market Price**” means the last dealt price for a Share transacted through the SGX-ST’s trading system as shown in any publication of the SGX-ST or other sources;

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

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

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

All capitalised terms used in this Notice which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the Company’s circular to Shareholders dated 9 April 2015 (the “**Circular**”) (including supplements and modifications thereto). Shareholders should refer to the Circular for information relating to the proposed renewal of the Share Purchase Mandate.

By Order of the Board

Tan Kheng Hwee Andrew
Executive Director and Chief Executive Officer
9 April 2015

Notes:

- (1) The Chairman of the Extraordinary General Meeting will be exercising his right under Article 85 of the Articles of Association of the Company to demand a poll in respect of the Resolution to be put to the vote of members at the Extraordinary General Meeting and at any adjournment thereof. Accordingly, the proposed Resolution at the Extraordinary General Meeting will be voted on by way of a poll.
- (2) A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (3) The instrument or form appointing a proxy or proxies, duly executed, must be deposited at the registered office of the Company at 50 Changi South Street 1, BBR Building, Singapore 486126, not less than 48 hours before the time appointed for holding the Extraordinary General Meeting in order for the proxy to be entitled to attend and vote at the Extraordinary General Meeting.

Personal Data Privacy:

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

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BBR HOLDINGS (S) LTD

Registration No.: 199304349M
(Incorporated in Singapore)

PROXY FORM

IMPORTANT: PLEASE READ THE NOTES OVERLEAF

IMPORTANT:

1. For Investors who have used their CPF monies to buy the shares of BBR Holdings (S) Ltd, the Circular is forwarded to them at the request of their CPF Approved Nominees and is sent FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 9 April 2015.

*I/We _____ (Name)

of _____ (Address)

being a *member/members of **BBR HOLDINGS (S) LTD** (the "Company"), hereby appoint

Name	* NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

*and/or

Name	* NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

as *my/our *proxy/proxies to attend and vote for *me/us on *my/our behalf and, if necessary, to demand a poll, at the Extraordinary General Meeting ("EGM") of the Company to be held at 50 Changi South Street 1, BBR Building, Singapore 486126 on 24 April 2015 at 10.30 a.m. (or as soon thereafter following the conclusion or adjournment of the 21st Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) and at any adjournment thereof.

*I/We direct *my/our *proxy/proxies to vote for or against the Ordinary Resolution to be proposed at the EGM as indicated with an "X" in the spaces provided hereafter. If no specific directions as to voting are given, the *proxy/proxies will vote or abstain from voting at *his/their discretion, as *he/they will on any other matter arising at the EGM.

* Delete accordingly

Ordinary Resolution	By way of a poll	
	No. of Votes For ⁽¹⁾	No. of Votes Against ⁽¹⁾
To approve the renewal of the Share Purchase Mandate		

(1) If you wish to use all your votes "For" or "Against", please indicate with an "X" within the box provided. Otherwise, please indicate the number of votes.

All capitalised terms used in this Proxy Form which are not defined herein shall have the same meanings ascribed to them in the Circular dated 9 April 2015 to Shareholders.

Dated this _____ day of _____ 2015

Total Number of Shares Held in	
CDP Register	
Register of Members	

Signature(s) or Common Seal of member(s)

Notes:-

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. Such proxy need not be a member of the Company.
2. Where a member of the Company appoints two proxies, he shall specify the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each such proxy. If no such proportion or number is specified, the first-named proxy may be treated as representing 100% of the shareholdings and any second-named proxy as an alternate to the first-named proxy.
3. Completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the Extraordinary General Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Extraordinary General Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the Extraordinary General Meeting.
4. This instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
5. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Extraordinary General Meeting, in accordance with its Articles of Association and Section 179 of the Companies Act, Chapter 50 of Singapore.
6. The instrument appointing a proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, or a duly certified copy thereof, must be deposited at the registered office of the Company at 50 Changi South Street 1, BBR Building, Singapore 486126 not later than 48 hours before the time appointed for the holding the Extraordinary General Meeting.
7. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), he should insert that number of shares. If the member has shares registered in his name in the Register of Members of the Company, he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members of the Company, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member of the Company.
8. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register 48 hours before the time appointed for holding the Extraordinary General Meeting as certified by The Central Depository (Pte) Limited to the Company.
9. A Depositor shall not be regarded as a member of the Company entitled to attend the Extraordinary General Meeting and to speak and vote thereat unless his name appears on the Depository Register 48 hours before the time set for the Extraordinary General Meeting.

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AFFIX
STAMP

Company Secretary
BBR HOLDINGS (S) LTD
50 CHANGI SOUTH STREET 1
BBR BUILDING
SINGAPORE 486126

Please fold here
