

ADDENDUM DATED 11 SEPTEMBER 2015

This Addendum is circulated to shareholders of Lian Beng Group Ltd (the “Company”) together with the Company’s annual report. Its purpose is to provide Shareholders with the relevant information relating to, and seek Shareholders’ approval to renew the Share Buy Back Mandate to be tabled at the Annual General Meeting to be held on 30 September 2015, at 10.00 a.m., at 29 Harrison Road, Lian Beng Building, Singapore 369648.

The Notice of Annual General Meeting and a Proxy Form are enclosed with the Annual Report.

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



聯明集團有限公司

LIAN BENG GROUP LTD

(Incorporated in the Republic of Singapore)

(Company Registration Number: 199802527Z)

ADDENDUM IN RELATION TO THE DETAILS OF THE PROPOSED RENEWAL OF THE SHARE BUY BACK MANDATE

LIAN BENG GROUP LTD
(Incorporated in the Republic of Singapore)
(Company Registration Number: 199802527Z)

Directors

Ong Pang Aik (*Executive Chairman and Managing Director*)
Ong Lay Huan (*Executive Director*)
Ong Lay Koon (*Executive Director*)
Mr Low Beng Tin (*Independent Director*)
Mr Ko Chuan Aun (*Independent Director*)

Registered Office

29 Harrison Road
Lian Beng Building
Singapore 369648

11 September 2015

To: The Shareholders of Lian Beng Group Ltd

Dear Sir/Madam

1. INTRODUCTION

- 1.1 Reference is made to the notice of annual general meeting ("**AGM**") dated 11 September 2015 ("**Notice of AGM**") of Lian Beng Group Ltd ("**Company**") convening the AGM of the shareholders of the Company ("**Shareholders**") to be held on 30 September 2015.
- 1.2 The proposed Ordinary Resolution 10 in the Notice of AGM relates to the renewal of a general share buy back mandate ("**Share Buy Back Mandate**"), to authorise the Directors of the Company ("**Directors**") to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("**Shares**") on the terms of the Share Buy Back Mandate. The current Share Buy Back Mandate, which was last renewed at the AGM held on 26 September 2014 will expire on 30 September 2015, being the date of the forthcoming AGM. Accordingly, the Directors proposed that the Share Buy Back Mandate be renewed at the forthcoming AGM.
- 1.3 The purpose of this Addendum is to provide Shareholders with relevant information relating to and explain the rationale for the proposed renewal of the Share Buy Back Mandate to be tabled at the AGM.
- 1.4 The Singapore Exchange Securities Trading Limited ("**SGX-ST**") assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Addendum. If a Shareholder 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.

2. PROPOSED RENEWAL OF THE SHARE BUY BACK MANDATE

2.1 Authority and Limits of the Share Buy Back Mandate

The Share Buy Back Mandate, if renewed, will authorise the Directors, from time to time, to purchase Shares either through market purchases ("**Market Purchases**") or off-market purchases on an equal access scheme ("**Off-Market Purchases**") as defined in Section 76C of the Companies Act, Cap. 50 (the "**Act**") of up to a maximum of ten (10) per cent. of the issued Shares as at the date of the AGM at which the Share Buy Back Mandate is renewed, at such price up to but not exceeding the Maximum Price (as defined below). For the purpose of calculating the percentage of issued Shares above, any Shares which are held as treasury shares ("**Treasury Shares**") will be disregarded.

For illustrative purposes only, based on the number of issued Shares as at 18 August 2015, being the latest practicable date prior to the printing of this Addendum ("**Latest Practicable Date**") of 507,135,400 Shares (excluding Treasury Shares), and assuming that no further Shares are issued or purchased and kept as Treasury Shares on or prior to the AGM, no more than 50,713,540 Shares representing 10% of the issued Shares (excluding Treasury Shares) as at the date of the AGM may be bought by the Company pursuant to the Share Buy Back Mandate.

The purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors.

However, the purchase price to be paid for a Share as determined by the Directors must not exceed:

- (a) in the case of a Market Purchase, 105% of the Average Closing Price (as defined hereinafter); and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price (as defined hereinafter),

(the "**Maximum Price**") in either case, excluding related expenses of the purchase.

For the above purposes, "**Average Closing Price**" means the average of the closing market prices of a Share over the last five Market Days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant 5-day period.

If renewed, the Share Buy Back Mandate will take effect from the date of the forthcoming AGM and continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting is required by law to be held, whichever is earlier, unless prior thereto, share purchases are carried out to the full extent mandated or the Share Buy Back Mandate is revoked or varied by the Company in a general meeting.

2.2 Manner of Purchase of Shares

Purchases of Shares may be made by way of, *inter alia*:

- (a) Market Purchase, transacted on the SGX-ST through the ready market or, as the case may be, any other stock exchange on which the Shares may for the time being listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (b) Off-Market Purchase (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act and the rules of the Listing Manual.

The Directors may impose such terms and conditions which are not inconsistent with the Share Buy Back Mandate, the Listing Manual and the Act as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. An Off-Market Purchase must, however, satisfy all the following conditions:

- (i) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;

- (ii) all of those persons shall be given a reasonable opportunity to accept the offers made; and
- (iii) the terms of all the offers shall be the same, except that there shall be disregarded:
 - (aa) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;
 - (bb) (if applicable) differences in consideration attributable to the fact that the offers relates to Shares with different amounts remaining unpaid; and
 - (cc) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

In addition, the Listing Manual provides that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which must contain at least 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 buy back;
- (d) the consequences, if any, of Share buy back by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (e) whether the Share buy back, if made, would have any effect on the listing of the Shares on the Official List of SGX-ST; and
- (f) details of any Share buy back made by the Company in the previous 12 months (whether Market Purchases or Off-Market Purchases in accordance with an equal access scheme), 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.

2.3 Rationale

The Share Buy Back Mandate will give the Directors the flexibility to purchase or acquire the Shares of the Company if and when circumstances permit. The Directors believe that share buy back provide the Company and its Directors with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements, in an expedient and cost-efficient manner. It also allows the Directors to exercise greater control over the Company's share capital structure, dividend payout and cash reserves.

The buy back of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the earnings per share ("**EPS**") of the Company, and will only be made when the Directors believe that such buy back would benefit the Company and its Shareholders.

Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Buy Back Mandate will only be made when the Directors believe that such purchases or acquisitions would be made in circumstances which would not have a material adverse effect on the financial position of the Company.

2.4 Source of Funds for Share Buy Back

In buying back Shares, the Company may only apply funds legally available for such purchase in accordance with its Memorandum and Articles of Association, and the applicable laws in Singapore. The Company may not buy Shares on the Official List of SGX-ST for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the SGX-ST. The buy back of Shares by the Company may be made out of the Company's profits or capital so long as the Company is solvent.

Pursuant to Section 76F(4) of the Act, the Company is solvent if (a) it is able to pay its debts in full at the time of payment and will be able to pay its debts as they fall due in the normal course of business in the 12 months following such date of payment; and (b) the value of its assets is not less than the value of its liabilities (including contingent liabilities) and such value of its assets will not, after any purchase of Shares for purposes of any proposed acquisition or release of the Company's obligations, become less than the value of its liabilities (including contingent liabilities). In determining that the Company is solvent, the Directors must have regard to the most recently audited financial statements, other relevant circumstances, and may rely on valuations or estimates of assets or liabilities. In determining the value of contingent liabilities, the Directors may take into account the likelihood of the contingency occurring, as well as any counter-claims by the Company.

When Shares are purchased or acquired, and cancelled:

- (a) if the Shares are purchased or acquired entirely out of the capital of the Company, the Company shall reduce the amount of its share capital by the total amount of the purchase price paid by the Company for the Shares (excluding brokerage, stamp duties, applicable goods and services tax, clearance fees and other related expenses) (the "**Purchase Price**");
- (b) if the Shares are purchased or acquired entirely out of profits of the Company, the Company shall reduce the amount of its profits by the total amount of the Purchase Price; or
- (c) where the Shares are purchased or acquired out of both the capital and the profits of the Company, the Company shall reduce the amount of its share capital and profits proportionately by the total amount of the Purchase Price.

The Company may use internal resources and/or external borrowings to finance purchases of its Shares pursuant to the Share Buy Back Mandate.

The Directors do not propose to exercise the Share Buy Back Mandate in a manner and to such extent that the liquidity and capital adequacy position of the Company and its subsidiaries (the "**Group**") would be materially adversely affected.

2.5 Status of Purchased Shares

2.5.1 Cancellation

Any Share which is purchased or acquired by the Company shall, unless held as Treasury Shares to the extent permitted under the Act, be deemed cancelled immediately on purchase or acquisition, and all rights and privileges attached to that Share will expire on cancellation. The total number of Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as Treasury Shares.

All Shares purchased or acquired by the Company (other than Treasury Shares held by the Company to the extent permitted under the Act) will be automatically de-listed by the SGX-ST, and certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any such purchase or acquisition.

2.5.2 Treasury Shares

Under the Act, Shares purchased or acquired by the Company may be held or dealt with as Treasury Shares. Some of the provisions on treasury shares under the Act are summarized below:

(i) Maximum Holdings

The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares ("**Treasury Shares Limit**").

(ii) Voting and Other Rights

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. A subdivision or consolidation of any treasury share into treasury shares of a smaller amount is also allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

(iii) Disposal and Cancellation

Where Shares are held as treasury shares, the Company may at any time:

- (aa) sell the treasury shares for cash;
- (bb) transfer the treasury shares for the purposes of or pursuant to an employees' share scheme;
- (cc) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (dd) cancel the treasury shares; or
- (ee) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

In respect of Shares that are purchased pursuant to the Share Buy Back Mandate, the Directors intend for such repurchased Shares to be held as Treasury Shares.

Where Shares purchased pursuant to the Share Buy Back Mandate are held as Treasury Shares, the number of such Shares to be held as Treasury Shares, when aggregated with the existing Treasury Shares held, shall not, subject to the Act, exceed the Treasury Shares Limit at any time.

2.6 Financial Impact

The financial impact on the Group arising from purchases or acquisition of Shares which may be made pursuant to the Share Buy Back Mandate will depend on, inter alia, whether the Shares are purchased or

acquired out of capital and/or retained profits of the Company, the aggregate number of Shares purchased or acquired, the consideration paid for such Shares and whether the Shares purchased or acquired are held as Treasury Shares or cancelled.

Shareholders should note that the financial effects illustrated below are for illustration purposes only. In particular, it is important to note that the financial analysis set out below are based on the audited consolidated financial statements for financial year ended 31 May 2015 (“**FY2015**”) and are not necessarily representative of future financial performance of the Group. Although the proposed Share Buy Back Mandate would authorise the Company to buy back up to 10% of the Company’s issued Shares, the Company may not necessarily buy back or be able to buy back 10% of the issued Shares in full.

2.6.1 **Financial Effects of the Share Buy Back Mandate**

It is not possible for the Company to realistically calculate or quantify the impact of purchases that may be made pursuant to the Share Buy Back Mandate on the financial effects as it would depend on factors such as the aggregate number of Shares purchased or acquired, the Purchase Prices paid at the relevant time, and the amount (if any) borrowed by the Company to fund the purchases, whether the purchase or acquisition is made out of profits or capital, and whether the Shares purchased are held in treasury or cancelled. The Purchase Price paid by the Company for the Shares (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the Company. The Directors do not propose to exercise the Share Buy Back Mandate to such an extent that it would have a material adverse effect on the working capital requirements of the Group. The purchase of the Shares will only be effected after considering relevant factors such as the working capital requirement, availability of financial resources, the expansion and investment plans of the Group, and the prevailing market conditions. The proposed Share Buy Back Mandate will be exercised with a view to enhance the earnings and/or net tangible assets (“**NTA**”) value per Share of the Group. The financial effects presented in this Section of this Addendum are based on the assumptions set out below:

(a) *Information as at the Latest Practicable Date*

As at the Latest Practicable Date, the Company has 507,135,400 issued Shares (excluding Treasury Shares).

(b) *Illustrative Financial Effects*

Purely for illustrative purposes, on the basis of 507,135,400 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are held by the Company as Treasury Shares on or prior to the AGM, the purchase by the Company of 10% of its issued Shares will result in the purchase of 50,713,540 Shares.

In the case of Market Purchases by the Company and assuming that the Company purchases or acquires 50,713,540 Shares at the Maximum Price of S\$0.56 for each Share (being the price equivalent to 105% of the Average Closing Price of the Shares for the five consecutive Market Days on which the Shares were traded on the Official List of SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 50,713,540 Shares is S\$28.5 million.

In the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 50,713,540 Shares at the Maximum Price of S\$0.64 for each Share (being the price equivalent to 120% of the Average Closing Price of the Shares for the five consecutive Market Days on which the Shares were traded on the Official List of

SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 50,713,540 Shares is S\$32.5 million.

For illustrative purposes only and on the basis of the assumptions set out above as well as the following:

- (i) the Share Buy Back Mandate had been effective on 1 June 2014; and
- (ii) such Share purchases are funded solely by internal resources and/or borrowing,

the financial effects of the audited consolidated financial results of the Group for FY2015, are set out below:-

	Group			
	Market Purchase		Off-Market Purchase	
	Before	After	Before	After
As at 31 May 2015	S\$'000	S\$'000	S\$'000	S\$'000
Shareholders' funds	463,999	435,599	463,999	431,542
Net Tangible Assets	463,999	435,599	463,999	431,542
Current Assets	708,192	679,792	708,192	675,735
Current Liabilities	474,413	474,413	474,413	474,413
Working Capital	233,779	205,379	233,779	201,322
Net Debt	105,886	134,286	105,886	138,343
Profit attributable to Shareholders	108,028	108,028	108,028	108,028
Number of shares ('000)	507,135	456,421	507,135	456,421
Financial Ratios				
NTA per share (cents)	91.49	95.44	91.49	94.55
Net Gearing (times)	0.23	0.31	0.23	0.32
Current Ratio (times)	1.49	1.43	1.49	1.42
Basic and Diluted EPS (cents)	21.23	22.52	21.23	22.52

Notes:

- (1) NTA excluded intangible asset and non-controlling interest
- (2) NTA per share is based on issued shares which have excluded treasury shares
- (3) Current ratio means current assets divided by current liabilities
- (4) Net Debt means total borrowing less cash and cash equivalents
- (5) Net Gearing means net debt divided by net tangible assets
- (6) Financial effect to NTA is due to purchase of shares to the maximum of 10% of outstanding shares on hand.
- (7) Assuming cost of shares buy back excludes 0.1% brokerage.
- (8) Basic and diluted earnings per share calculated based on the profit attributable to shareholders divided by the weighted average number of shares

The financial effects set out above are for illustrative purposes only. Although the Share Buy Back Mandate would authorise the Company to purchase up to 10% of the issued Shares, the Company may not necessarily purchase or be able to purchase the entire 10% of the issued Shares. In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased in treasury.

2.7 Take-over Implications under the Singapore Code on Takeovers and Mergers (“Take-over Code”)

Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note. The take-over implication arising from any purchase or acquisition by the Company of its Shares are set out below.

2.7.1 Obligation to make a Take-over Offer

Pursuant to the Take-over Code, an increase of a shareholder’s proportionate interest in the voting rights of the Company resulting from a share buy back by the Company will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code (“**Rule 14**”).

Under Rule 14, a Shareholder and persons acting in concert with the Shareholder will incur an obligation to make a mandatory take-over offer if, *inter alia*, he and persons acting in concert with him increase their voting rights in the Company to 30 per cent or more or, if they, together holding between 30 per cent and 50 per cent of the Company’s voting rights, increase their voting rights in the Company by more than 1 per cent in any period of 6 months.

2.7.2 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) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);
- (b) a company, its parent company, subsidiaries and fellow subsidiaries, and their associated companies and companies of which such companies are associated companies, all with each other;
- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund in respect of the investment account which such person manages on a discretionary basis;
- (e) a financial or other professional adviser, with its client in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser and all the funds which the adviser manages on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total ten per cent. (10%) or more of the client’s equity share capital;
- (f) directors of a company, together with their close relatives, related trusts and companies controlled by any of them, which is subject to an offer or where they have reason to believe a *bona fide* offer for their company may be imminent;
- (g) partners; and

- (h) an individual, his close relatives, his related trusts, any person who is accustomed to act according to his instructions, companies controlled by any of the foregoing persons and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing persons and/or entities for the purchase of voting rights.

For this purpose, ownership or control of at least twenty per cent. (20%) but not more than fifty per cent. (50%) of the voting rights of a company will be regarded as the test of associated company status.

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

2.7.3 **Application of the Takeover Code**

Ong Pang Aik, Ong Lay Huan and Ong Lay Koon (collectively, the “**Ong Directors**”) are currently the Executive Directors of the Company holding approximately 4.57%, 2.28% and 1.68% respectively of the total issued share capital of the Company. As at the Latest Practicable Date, Ang Mui Geok (mother of the Ong Directors), siblings of the Ong Directors, namely Ong Lee Yap (together with her spouse), Ong Phang Hoo (together with his spouse) and Ong Phang Hui (together with his spouse) and children of Ong Pang Aik, namely Ong Sui Hui and Ong Eng Keong (collectively, the “**Ong Family**”) together hold an aggregate of approximately 1.99% of the total issued share capital of the Company. The Ong Directors and Ong Family have also through Ong Sek Chong & Sons Pte Ltd (“**OSC**”), the existing controlling shareholder of the Company, holds approximately 27.64% of the total issued share capital of the Company. The shareholders of OSC are Ong Pang Aik, Ong Lee Yap, Ong Lay Huan, Ong Lay Koon and all of them are presumed to be concert parties under the Takeover Code as they are close relatives. As at the Latest Practicable Date, the Ong Directors and their concert parties, being OSC and Ong Family collectively hold an aggregate of 193,591,999 Shares representing approximately 38.17% of the total issued share capital of the Company. In the event that the Company should pursuant to the Share Buy Back Mandate, purchase or cancel up to 10% of the total issued Shares, the holding of the Ong Directors and parties acting in concert with them could increase by more than 1% in any period of six months. Under the Takeover Code, the Ong Directors and parties acting in concert with them would therefore incur a mandatory take-over obligation for the issued Shares not owned by them.

2.7.4 **Exemption from the requirement to make a general offer**

Under Appendix 2 Share Buy-Back Guidance Note of the Take-over Code, the Ong Directors and parties acting in concert with them will be exempted from the requirement under Rule 14 to make a general offer for Shares held by other Shareholders in the event that the shareholdings of the Ong Directors increases by more than one per cent. (1%) in any six (6)-month period as a result of any Share Buy Back carried out pursuant to the Share Buy Back Mandate, subject to the following conditions:-

- (a) this Addendum contains advice to the effect that by voting for the resolution to approve the Share Buy Back Mandate, Shareholders of the Company are waiving their rights to a general offer to be made, at the required price from the Ong Directors and parties acting in concert with them; and the names of the Ong Directors and parties acting in concert with them, and their voting rights at the time of the resolution and after the proposed Share Buy Back Mandate are disclosed in this Addendum;

- (b) the resolution to approve the Share Buy Back Mandate is approved by a majority of those shareholders of the Company present and voting at the AGM on a poll who could not become obliged to make an offer as a result of the Share Buy Back Mandate;
- (c) the Ong Directors and parties acting in concert with them are to abstain from voting for and recommending shareholders to vote in favour of the resolution to approve the Share Buy Back Mandate;
- (d) within 7 days after the passing of the resolution to authorise a buy-back, each of the Ong Directors to submit to the Securities Industry Council (“**SIC**”) a duly signed form as prescribed by the SIC;
- (e) the Ong Directors and their parties acting in concert, if any, have not acquired and will not acquire any Shares between the date on which they know that the announcement of the proposed Share Buy Back Mandate is imminent and the earlier of:-
 - (i) the date on which authority of the proposed Share Buy Back Mandate expires; and
 - (ii) the date on which the Company announces it has bought back such number of Shares as authorised by the Share Buy Back Mandate or it has decided to cease buying back its Shares, as the case may be,

if such acquisitions, taken together with the Shares buy back, would cause their aggregate voting rights to increase by more than one per cent. (1%) in the preceding six (6) months.

If the Company ceases to buy back its Shares under the Share Buy Back Mandate and the increase in the aggregate voting rights held by the Ong Directors and parties acting in concert with them is less than 1%, the Ong Directors and parties acting in concert with them may acquire further voting rights in the Company. However, any increase in their percentage voting rights in the Company as a result of the Shares buy back will be taken into account together with any voting rights acquired by the Ong Directors and parties acting in concert with them (by whatever means) in determining whether they have increased their voting rights by more than 1% in any 6-month period.

2.7.5 **Aggregate shareholding and voting rights pre and post event**

As at the Latest Practicable Date, the aggregate shareholding and voting rights of Ong Directors and their concert parties in the Company at the time of voting and after the proposed Share Buy Back Mandate are as follows:

Shareholder	Before Share Buy Back		After Share Buy Back	
	Number of Shares	Approximate % of total issued Shares	Number of Shares	Approximate % of total issued Shares
Ong Directors	43,293,200	8.54	43,293,200	9.49
Ong Family	10,108,399	1.99	10,108,399	2.21
OSC	140,190,400	27.64	140,190,400	30.72
Total	193,591,999	38.17	193,591,999	42.42

2.7.6 Advice to Shareholders

Shareholders should therefore note that by voting for the proposed Share Buy Back Mandate, they are waiving their rights to a take-over offer by the Ong Directors and parties acting in concert with them under the circumstances set out above. Such take-over offer, if required to be made and had not been exempted by SIC, would have to be made in cash or be accompanied by a cash alternative at the Required Price (defined below).

“Required Price” means in relation to the offer required to be made under the provisions of Rule 14.1 of the Takeover Code, the highest of the price paid by the offeror and/or any person(s) acting in concert with them for the Company’s Shares (i) during the offer period and within the preceding six months, (ii) acquired through the exercise of instruments convertible into securities which carry voting rights within six months of the offer and during the offer period, or (iii) acquire through the exercise of rights to subscribe for, and options in respect of, securities which carry voting rights within six months of the offer or during the offer period; or at such price as determined by SIC under Rule 14.3 of the Takeover Code.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Takeover Code as a result of the proposed Share Buy Back Mandate by the Company are advised to consult their professional advisers and/or the SIC and/or other relevant authorities before they acquire any Shares in the Company during the period when the Share Buy Back Mandate is in force.

Further details of the interests of the Directors and Substantial Shareholders of the Company in the Shares of the Company as at the Latest Practicable Date are set out in Section 3 of this Addendum.

2.8 Taxation

Pursuant to Section 10J of the Income Tax Act, Chapter 134 of Singapore, where a company buys back its own shares and makes payment out of its contributed capital, it will not be regarded as a payment of dividend. Where a company buys back its own shares using its distributable profits, it is deemed as having paid a dividend to the shareholders from whom the shares are purchased or acquired.

Shareholders who are in doubt as to their respective tax positions or any such tax implications or who may be subject to tax in a jurisdiction other than Singapore should consult their own professional advisors.

2.9 Interested Persons

The Company is prohibited from knowingly buying Shares on the Official List of SGX-ST from an interested person, that is, a Director, the chief executive officer of the Company or Controlling Shareholder of the Company or any of their Associate, and an interested person is prohibited from knowingly selling his Shares to the Company.

2.10 Reporting Requirements under the Act

Within 30 days of the passing of a Shareholders’ resolution to approve the purchases of Shares by the Company, the Company shall lodge a copy of such resolution with Accounting and Corporate Regulatory Authority (“ACRA”). Within 30 days of a purchase of Shares on the Official List of SGX-ST or otherwise, the Company shall lodge with ACRA the notice of the purchase in the prescribed form, such notification including *inter alia*, details of the purchase, the total number of Shares purchased by the Company, the

total number of Shares cancelled, the number of Shares held as Treasury Shares, the Company's issued ordinary share capital before the purchase and after the purchase of Shares, the amount of consideration paid by the Company for the purchase, and whether the Shares were purchased out of the profits or the capital of the Company.

2.11 Listing Manual

2.11.1 As at the Latest Practicable Date, approximately 61.83% of the issued share capital of the Company are held in the hands of the public. Assuming that the Company repurchased the maximum of 10 per cent of its issued share capital as at the Latest Practicable Date from members of the public by way of a Market Purchase, the percentage of Shares held by the public would be approximately 57.58%.

Accordingly, the Company is of the view that there is a sufficient number of the Shares in issue held by public Shareholders which would permit the Company to undertake purchases or acquisitions of its Shares through Market Purchases up to the full 10% limit pursuant to the Share Buy Back 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 to adversely affect orderly trading.

2.11.2 Under the Listing Manual, a listed company may only purchase shares by way of a market acquisition at a price which is not more than 5% above the average closing market price. The term average closing market price is defined as the average of the closing market prices of shares over the last 5 market days, on which transactions in the shares were recorded, before the day on which purchases are made. The Maximum Price for a Share in relation to Market Purchases by the Company, referred to in Section 2.1 of this Addendum, conforms to this restriction.

Additionally, the Listing Manual also 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 of any of its shares; and
- (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer.

Such announcement shall include, *inter alia*, details of the total number of shares authorised for purchase, the date of purchase, the total number of shares purchased, the Purchase Price per share or (in the case of Market Purchases) the Purchase Price per share or the highest price and lowest price per share, the total consideration paid for the shares and the number of issued shares after purchase, in the form prescribed under the Listing Manual.

While the Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time, because the listed company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Buy Back Mandate at any time after any matter or development of a price-sensitive nature has occurred or has been the subject of consideration and/or a decision of the Board until such price-sensitive information has been publicly announced. Further, in conformity with the best practices on dealing with securities under the Listing Manual, the Company will not purchase or acquire any Shares through Market Purchases during the period commencing two weeks before the announcement of the Company's financial statements for each of the first three quarters of its financial year,

or one month immediately preceding the announcement of the Company's annual (full-year) results respectively.

2.12 Details of the Shares Bought by the Company in the Previous 12 Months

The following are details of purchases of Shares undertaken by the Company pursuant to the Share Buy Back Mandate approved by Shareholders at the AGM on 26 September 2014 up to the Latest Practicable Date.

Date of Purchase	Number of Shares purchased	Highest Price Per Share (S\$)	Lowest Price Per Share (S\$)	Purchase Price per Share (S\$)	Total Consideration Paid for Shares purchased (including stamp duties and clearing charges) (S\$)
14.10.14	2,240,000	0.645	0.64	0.64469	1,446,268.87
15.10.14	1,588,000	0.645	0.615	0.62674	996,754.03
16.10.14	3,466,000	0.62	0.605	0.61038	2,118,746.22
17.10.14	2,300,000	0.62	0.61	0.61504	1,416,711.06
20.10.14	288,000	0.63	0.625	0.62910	181,452.20
21.10.14	715,000	0.635	0.63	0.63127	452,034.20
23.10.14	262,000	0.645	0.645	0.64500	169,243.15
24.10.14	350,000	0.66	0.655	0.65714	230,343.53
27.10.14	288,000	0.67	0.665	0.66852	192,822.17
28.10.14	300,000	0.67	0.665	0.66832	200,796.35
29.10.14	800,000	0.69	0.675	0.68058	545,279.61
30.10.14	906,000	0.695	0.68	0.68624	622,664.78
31.10.14	433,000	0.69	0.68	0.68827	298,467.35
4.11.14	100,000	0.68	0.68	0.68000	68,101.87
5.11.14	446,000	0.685	0.675	0.68056	303,984.44
6.11.14	98,000	0.685	0.68	0.68158	66,894.89
10.11.14	552,000	0.69	0.675	0.68098	376,464.05
12.11.14	415,000	0.68	0.665	0.67295	279,692.60
13.11.14	200,000	0.67	0.67	0.67000	134,200.73
14.11.14	300,000	0.675	0.67	0.67067	201,502.40
17.11.14	400,000	0.67	0.665	0.66750	267,399.96
18.11.14	120,000	0.66	0.655	0.65700	78,958.10
19.11.14	560,000	0.67	0.66	0.66447	372,660.61
20.11.14	400,000	0.665	0.66	0.66250	265,396.97
21.11.14	350,000	0.67	0.665	0.66571	233,347.53
24.11.14	258,000	0.665	0.665	0.66500	171,827.01
25.11.14	131,000	0.665	0.66	0.66057	86,664.29
27.11.14	119,000	0.66	0.66	0.66000	78,657.65
28.11.14	200,000	0.660	0.66	0.66000	132,197.73
1.12.14	172,000	0.655	0.655	0.65500	112,828.76
2.12.14	308,000	0.655	0.655	0.65500	202,042.20
3.12.14	200,000	0.65	0.65	0.65000	130,194.74
5.12.14	200,000	0.645	0.645	0.64500	129,193.24
24.12.14	170,000	0.60	0.60	0.60000	102,152.80
21.5.15	260,000	0.52	0.51	0.51539	134,202.13

Date of Purchase	Number of Shares purchased	Highest Price Per Share (S\$)	Lowest Price Per Share (S\$)	Purchase Price per Share (S\$)	Total Consideration Paid for Shares purchased (including stamp duties and clearing charges) (S\$)
3.6.15	250,000	0.55	0.545	0.54600	136,704.49
4.6.15	114,900	0.55	0.55	0.55000	63,289.66
5.6.15	320,000	0.56	0.56	0.56000	179,468.44
15.6.15	200,000	0.55	0.55	0.55000	110,164.78
16.6.15	200,000	0.545	0.545	0.545	109,163.28
17.6.15	204,100	0.55	0.545	0.54990	112,402.71
19.6.15	250,000	0.55	0.545	0.54911	137,483.14
03.08.15	50,600	0.55	0.55	0.55	27,884.71
04.08.15	200,000	0.555	0.55	0.55207	110,579.40
05.08.15	100,000	0.55	0.50	0.55391	55,473.98
06.08.15	100,000	0.555	0.55	0.55204	55,286.69
11.08.15	380,000	0.565	0.555	0.55934	212,867.60
12.08.15	360,000	0.535	0.530	0.53278	192,088.12
Total	22,624,600				14,303,005.22

3. INTERESTS OF THE DIRECTORS AND/OR SUBSTANTIAL SHAREHOLDERS

The interests of the Directors and Substantial Shareholders in the Shares as at the Latest Practicable Date are set out below:

	Direct Interest		Deemed Interest		Total	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Directors						
Ong Pang Aik *	23,170,800	4.57	140,190,400	27.64	163,361,200	32.21
Ong Lay Huan **	11,583,200	2.28	140,190,400	27.64	151,773,600	29.92
Ong Lay Koon	8,539,200	1.68	–	–	8,539,200	1.68
Low Beng Tin	900,000	0.18	–	–	900,000	0.18
Ko Chuan Aun	205,000	0.04	–	–	205,000	0.04
Substantial Shareholders (other than Directors)						
Ong Sek Chong & Sons Pte Ltd ***	95,190,400	18.77	45,000,000	8.87	140,190,400	27.64

Notes:

* Ong Pang Aik's deemed interests refer to 140,190,400 shares held by Ong Sek Chong & Sons Pte Ltd by virtue of Section 7 of the Companies Act.

** Ong Lay Huan's deemed interests refer to 140,190,400 shares held by Ong Sek Chong & Sons Pte Ltd by virtue of Section 7 of the Companies Act.

*** Ong Sek Chong & Sons Pte Ltd is deemed to be interested in 45,000,000 ordinary shares registered in the name of nominee accounts.

4. APPROVALS AND RESOLUTIONS

Shareholders' approval for the proposed renewal of the Share Buy Back Mandate is sought at the AGM. The resolution relating to the proposed renewal of the Share Buy Back Mandate is contained in the Notice of AGM as Ordinary Resolution 10.

5. DIRECTORS' RECOMMENDATION

The Independent Directors are of the opinion that the proposed renewal of the Share Buy Back Mandate is in the best interests of the Company and they recommend that Shareholders vote in favour of Ordinary Resolution 10 as set out in the Notice of AGM.

6. DIRECTORS' RESPONSIBILITY STATEMENT

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

7. INSPECTION OF DOCUMENTS

The following documents are available for inspection at the registered office of the Company at 29 Harrison Road, Lian Beng Building, Singapore 369648 during normal business hours from the date of this Addendum up to the date of the AGM:

- (a) the Memorandum and Articles of Association of the Company; and
- (b) the annual report of the Company for FY2015.

Yours faithfully
For and on behalf of the Board of Directors
Lian Beng Group Ltd

Ong Pang Aik
Executive Chairman and Managing Director