

**OFFER INFORMATION STATEMENT DATED 7 MARCH 2017**

(Lodged with the Singapore Exchange Securities Trading Limited (the "SGX-ST") acting as agent on behalf of the Monetary Authority of Singapore (the "Authority") on 7 March 2017)

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

The securities offered are issued by Sincap Group Limited (the "Company"), an entity whose shares are listed for quotation on Catalist (as defined herein).

**Companies listed on Catalist may carry higher investment risk when compared with larger or more established companies listed on the Main Board of the SGX-ST. In particular, companies may list on Catalist without a track record of profitability and there is no assurance that there will be a liquid market in the securities traded on Catalist. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser.**

This offer is made in or accompanied by an offer information statement (the "Offer Information Statement"), together with copies of the Provisional Allotment Letter (the "PAL"), the Application Form for Rights Shares and Excess Rights Shares (the "ARE") and the Application Form for Rights Shares (the "ARS"), which has been lodged with the SGX-ST, acting as agent on behalf of the Authority.

A copy of this Offer Information Statement has been lodged with the SGX-ST, acting as agent on behalf of the Authority. Neither the Authority nor the SGX-ST has examined or approved the contents of this Offer Information Statement. Neither the Authority nor the SGX-ST assumes any responsibility for the contents of this Offer Information Statement, including the correctness of any of the statements or opinions made or reports contained in this Offer Information Statement. Neither the Authority nor the SGX-ST has in any way considered the merits of the securities being offered for investment. The lodgement of this Offer Information Statement with the SGX-ST does not imply that the Securities and Futures Act, Chapter 289 of Singapore, or any other legal or regulatory requirements, or requirements including in the SGX-ST's listing rules, have been complied with.

An application has been made for permission for the Rights Shares (as defined herein) to be listed for quotation on Catalist, and a listing and quotation notice has been obtained from SGX-ST on 23 January 2017 for the listing and quotation of the same on Catalist. The listing and quotation notice granted by the SGX-ST for the listing and quotation of the Rights Shares on Catalist are in no way reflective of and are not to be taken as an indication of the merits of the Rights Issue (as defined herein), the Rights Shares, the Company, its subsidiaries and their securities.

The Rights Shares will be admitted to Catalist after the certificates relating thereto have been issued and the allotment letters from The Central Depository (Pte) Limited ("CDP") have been despatched.

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

Acceptance of applications will be conditional upon issue of the Rights Shares and upon listing of the Rights Shares on Catalist. Monies paid in respect of any application accepted will be returned if the listing of the Rights Shares does not proceed.

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

**Your attention is drawn to the "Risk Factors" section of this Offer Information Statement which you should review.**

All the documentation relating to the Rights Issue has been seen and approved by the directors of the Company and they collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that, after making reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in these documents misleading.

This Offer Information Statement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Stamford Corporate Services Pte Ltd (the "Sponsor") for compliance with the relevant rules of the SGX-ST, this being the SGX-ST Listing Manual Section B: Rules of Catalist. The Sponsor has not independently verified the contents of this Offer Information Statement. This Offer Information Statement has not been examined or approved by the SGX-ST. The SGX-ST and the Sponsor assumes no responsibility for the contents of this Offer Information Statement, including the correctness of any of the statements or opinions made or reports contained in this Offer Information Statement. The Sponsor has given its written consent to the issue of this Offer Information Statement with the inclusion of its name and all references thereto, in the form and context in which it appears in this Offer Information Statement. The contact person for the Sponsor is Mr. Bernard Lui. The contact particulars are 10 Collyer Quay, #27-00 Ocean Financial Centre, Singapore 049315, Tel: 6389 3000 or email: bernard.lui@morganlewis.com



**SINCAP GROUP LIMITED**

(Company Registration No.: 201005161G)

(Incorporated in the Republic of Singapore on 10 March 2010)

**THE PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 2,603,350,000 NEW ORDINARY SHARES ("SHARES") IN THE CAPITAL OF THE COMPANY ("RIGHTS SHARES") AT AN ISSUE PRICE OF S\$0.01 (THE "ISSUE PRICE") FOR EACH RIGHTS SHARE ON THE BASIS OF FIVE (5) RIGHTS SHARES FOR EVERY ONE (1) EXISTING SHARE HELD BY THE SHAREHOLDERS OF THE COMPANY AS AT THE BOOKS CLOSURE DATE (AS DEFINED HEREIN) TO BE DETERMINED, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED ("RIGHTS ISSUE")**

**IMPORTANT DATES AND TIMES:**

Last date and time for splitting	: 17 March 2017 at 5.00 p.m.
Last date and time for acceptance and payment	: 23 March 2017 at 5.00 p.m. (9.30 p.m. for Electronic Applications (as defined herein))
Last date and time for renunciation and payment	: 23 March 2017 at 5.00 p.m. (9.30 p.m. for Electronic Applications (as defined herein))
Last date and time for excess application and payment	: 23 March 2017 at 5.00 p.m. (9.30 p.m. for Electronic Applications (as defined herein))

---

## IMPORTANT NOTICE

---

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

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

**For Entitled Scripholders, acceptances of the Rights Shares and (if applicable) applications for excess Rights Shares may be made through the Share Registrar, RHT Corporate Advisory Pte. Ltd. at 9 Raffles Place, #29-01 Republic Plaza Tower 1, Singapore 048619.**

**For investors who hold Shares through finance companies or Depository Agents, the acceptances of their Rights Shares and (if applicable) application for excess Rights Shares must be done through their respective finance companies or Depository Agents, and in the case of members (“SRS Members”) under the Supplementary Retirement Scheme (“SRS”) who had bought Shares previously using their account opened with the relevant approved bank under the SRS (“SRS Shareholders”), their respective approved banks. Any application made directly to the CDP or through ATMs will be rejected.**

**SRS Shareholders who wish to accept their provisional allotments of Rights Shares and apply for excess Rights Shares (if applicable) can only do so, subject to applicable SRS rules and regulations, using monies standing to the credit of their respective account opened with the relevant approved bank under the SRS (“SRS Accounts”). Such SRS Shareholders who wish to accept their provisional allotments of Rights Shares and apply for excess Rights Shares using SRS monies (if applicable), must instruct the relevant approved banks in which they hold their SRS Accounts to accept their provisional allotments of Rights Shares and apply for excess Rights Shares (if applicable) on their behalf in accordance with the Offer Information Statement. Any application made directly to CDP or through the ATM of any Participating Bank appointed and named in this Offer Information Statement by such Entitled Shareholders will be rejected. For the avoidance of doubt, monies in SRS Accounts may not be used for the purchase of the provisional allotments of Rights Shares directly from the market. Such Entitled Shareholders should refer to important details in this Offer Information Statement relating to the offer procedure in a connection with the Rights Issue. *SRS Shareholders should consult their relevant approved banks regarding the terms and conditions governing such acceptances and applications, as well as the procedures that may be involved in relation to the above.***

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

The existing Shares are listed and quoted on Catalist.

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

---

## IMPORTANT NOTICE

---

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

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

None of the Company or the Sponsor is making any representation in this Offer Information Statement to any person regarding the legality of an investment in the Rights Shares and/or the Shares by such person under any investment or any other laws or regulations. No information in this Offer Information Statement should be considered to be business, financial, legal or tax advice. Each prospective investor should consult his own professional or other adviser for business, financial, legal or tax advice regarding an investment in the Rights Shares and/or the Shares.

The Sponsor makes no representation, warranty or recommendation whatsoever as to the merits of the Rights Issue, the Rights Shares, the Shares, the Company, the Group or any other matter related thereto or in connection therewith. Nothing in this Offer Information Statement or the accompanying documents shall be construed as a recommendation to accept or purchase the Rights Shares and/or the Shares. Prospective subscribers of the Rights Shares should rely on their investigation of the financial condition and affairs of the Company and the Group as well as their own appraisal and determination of the merits of investing in the Company and the Group and shall be deemed to have done so.

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

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

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

**The distribution of this Offer Information Statement and/or its accompanying documents may be prohibited or restricted by law in certain jurisdictions under the relevant securities laws of those jurisdictions. Shareholders or any other person having possession of this Offer Information Statement and/or its accompanying documents are advised to inform themselves of and observe such prohibitions and restrictions at their own expense and without liability to the Company or the Sponsor. Please refer to the section entitled “Eligibility of Shareholders to Participate in the Rights Issue” of this Offer Information Statement for further information.**

Stamford Corporate Services Pte. Ltd., as the Sponsor, has given and has not withdrawn its written consent to the issue of this Offer Information Statement with the inclusion of its name in the form and context which it appears in this Offer Information Statement.

---

## TABLE OF CONTENTS

---

	Page
<b>DEFINITIONS</b> .....	5
<b>PROCEDURE TO COMPLETE THE ARE/ARS</b> .....	9
<b>EXPECTED TIMETABLE OF KEY EVENTS</b> .....	11
<b>ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE</b> .....	12
<b>TRADING</b> .....	15
<b>CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS</b> .....	16
<b>TAKE-OVER LIMITS</b> .....	17
<b>DISCLOSURE REQUIREMENTS UNDER THE SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND DEBENTURES)</b>	
<b>REGULATIONS 2005</b> .....	18
PART II – IDENTITY OF DIRECTORS, ADVISERS AND AGENTS .....	18
PART III – OFFER STATISTICS AND TIMETABLE.....	19
PART IV – KEY INFORMATION.....	22
PART V – OPERATING AND FINANCIAL REVIEW AND PROSPECTS .....	31
PART VI – THE OFFER AND LISTING .....	54
PART VII – ADDITIONAL INFORMATION.....	58
PART VIII – ADDITIONAL INFORMATION REQUIRED FOR OFFER OF DEBENTURE OR UNDER DEBENTURE .....	59
PART IX – ADDITIONAL INFORMATION REQUIRED FOR CONVERTIBLE DEBENTURE .....	60
PART X – ADDITIONAL INFORMATION REQUIRED FOR OFFER OF SECURITIES BY WAY OF RIGHTS ISSUE .....	61
<b>ADDITIONAL DISCLOSURE REQUIREMENTS FOR RIGHTS ISSUES UNDER APPENDIX 8A OF THE SGX-ST LISTING MANUAL SECTION B: RULES OF CATALIST</b> .....	64
<b>APPENDIX A – PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS</b> .....	66
<b>APPENDIX B – PROCEDURES FOR ACCEPTANCE, PAYMENT, SPLITTING, RENUNCIATION AND EXCESS APPLICATION BY ENTITLED SCRIPHOLDERS</b> .....	77
<b>APPENDIX C – ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATION THROUGH ATMS OF PARTICIPATING BANKS</b> .....	80

---

## DEFINITIONS

---

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

<b>“Act” or “Companies Act”</b>	:	The Companies Act (Chapter 50) of Singapore, as amended or modified from time to time
<b>“Announcement”</b>	:	The announcement released by the Company on 5 December 2016 in relation to the Rights Issue
<b>“ARE”</b>	:	Application and acceptance form for Rights Shares and excess Rights Shares to be issued to Entitled Depositors in respect of their provisional allotments of Rights Shares under the Rights Issue
<b>“ARS”</b>	:	Application and acceptance form for Rights Shares to be issued to purchasers of the provisional allotments of Rights Shares
<b>“ATM”</b>	:	Automated teller machine of a Participating Bank
<b>“Authority”</b>	:	The Monetary Authority of Singapore
<b>“Board”</b>	:	The board of Directors of the Company
<b>“Books Closure Date”</b>	:	5.00 p.m. on 6 March 2017, being the time and date at and on which the Register of Members and the Share Transfer Books of the Company will be closed to determine the provisional allotments of Rights Shares of the Entitled Shareholders under the Rights Issue
<b>“Business Day”</b>	:	A day (other than a Saturday, Sunday or public holiday) on which banks, the SGX-ST, CDP and the Share Registrar are open for business in Singapore
<b>“Catalist”</b>	:	The Catalist board of the SGX-ST
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“Closing Date”</b>	:	(a) 5.00 p.m. on 23 March 2017, or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company, being the last time and date for acceptance and/or excess application and payment, and renunciation and payment of the Rights Shares under the Rights Issue through CDP or the Share Registrar; or  (b) 9.30 p.m. on 23 March 2017, or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company, being the last time and date for acceptance and/or excess application and payment of the Rights Shares under the Rights Issue through an ATM of a Participating Bank
<b>“Code”</b>	:	The Singapore Code on Take-overs and Mergers, as amended or modified from time to time
<b>“Company”</b>	:	Sincap Group Limited
<b>“Directors”</b>	:	Directors of the Company as at the date of this Offer Information Statement

---

## DEFINITIONS

---

<b>“Electronic Application”</b>	:	Acceptance of the Rights Shares and (if applicable) application for the excess Rights Shares made through an ATM of one of the Participating Banks in accordance with the terms and conditions of this Offer Information Statement
<b>“Entitled Depositors”</b>	:	Shareholders with Shares standing to the credit of their Securities Account and whose registered addresses with CDP are in Singapore as at the Books Closure Date or who have, at least three (3) Market Days prior to the Books Closure Date, provided CDP with addresses in Singapore for the service of notices and documents
<b>“Entitled Scripholders”</b>	:	Shareholders whose (i) share certificates are not deposited with CDP, (ii) Shares are registered in their own names and (iii) registered addresses with the Company are in Singapore as at the Books Closure Date or who have, at least three (3) Market Days prior to the Books Closure Date, provided the Company with addresses in Singapore for the service of notices and documents
<b>“Entitled Shareholders”</b>	:	Entitled Depositors and Entitled Scripholders
<b>“Excess Applications”</b>	:	Applications by Entitled Shareholders of the Rights Shares in excess of their provisional allotments of Rights Shares
<b>“Existing Share Capital”</b>	:	The existing issued and paid-up share capital of the Company of 520,670,000 Shares (excluding treasury shares) as at the Latest Practicable Date
<b>“Foreign Purchasers”</b>	:	Persons purchasing the provisional allotments of Rights Shares through the book-entry (scripless) settlement system whose registered addresses with CDP are outside Singapore
<b>“Foreign Shareholders”</b>	:	Shareholders with registered addresses outside Singapore as at the Books Closure Date and who had not, at least three (3) Market Days prior to the Books Closure Date, provided to CDP or the Company, as the case may be, addresses in Singapore for the service of notices and documents
<b>“FY”</b>	:	Financial year ended or ending 31 December, as the case may be
<b>“Group”</b>	:	The Company and its Subsidiaries collectively
<b>“Issue Price”</b>	:	S\$0.01 for each Rights Share
<b>“Latest Practicable Date”</b>	:	1 March 2017, being the latest practicable date prior to the date of lodgement of this Offer Information Statement
<b>“Listing Manual”</b>	:	The Listing Manual Section B: Rules of Catalist issued by the SGX-ST, as may be amended, supplemented or revised from time to time
<b>“Market Day”</b>	:	A day on which the Catalist is open for trading in securities
<b>“Maximum Subscription Scenario”</b>	:	Based on the Existing Share Capital and assuming that all of the Entitled Shareholders subscribe and pay for their pro rata entitlements of Rights Shares

---

## DEFINITIONS

---

“Offer Information Statement”	:	This offer information statement and, where the context admits, the PAL, the ARE, the ARS and all accompanying documents including any supplementary or replacement document which may be issued by the Company in connection with the Rights Issue
“Participating Banks”	:	DBS Bank Ltd. (including POSB)
“Provisional Allotment Letter” or “PAL”	:	The provisional allotment letter issued to the Entitled Scripholders, setting out the provisional allotments of Rights Shares of such Entitled Scripholders in connection with the Rights Issue
“Purchaser”	:	A purchaser of the provisional allotments of Rights Shares
“PRC”	:	The People’s Republic of China
“Record Date”	:	In relation to any dividends, rights, allotments or other distributions, the date as at the close of business (or such other time as may have been notified by the Company) on which the Shareholders must be registered with the Company or with CDP in order to participate in such dividends, rights, allotments or other distributions
“Register of Members”	:	Register of members of the Company
“Rights Issue”	:	The renounceable non-underwritten rights issue by the Company of up to 2,603,350,000 Rights Shares at the Issue Price of S\$0.01 for each Rights Share, on the basis of five (5) Rights Shares for every one (1) existing Share held by Entitled Shareholders as at the Books Closure Date, fractional entitlements to be disregarded
“Rights Share(s)”	:	Up to 2,603,350,000 new Shares to be allotted and issued by the Company pursuant to the Rights Issue
“Rights Trading Period”	:	The trading period of the provisional allotments of Rights Shares
“Securities Account”	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account
“Securities and Futures Act” or “SFA”	:	Securities and Futures Act (Chapter 289) of Singapore, as amended or modified from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Share Registrar”	:	RHT Corporate Advisory Pte. Ltd.
“Share Transfer Books”	:	The share transfer books of the Company
“Shareholders”	:	Registered holders of Shares in the Register of Members of the Company or, where CDP is the registered holder, the term “Shareholders” shall, in relation to such Shares and where the context admits, mean the Depositors who have Shares entered against their names in the Depository Register. Any reference to Shares held by or shareholdings of Shareholders shall include Shares standing to the credit of their respective Securities Accounts
“Shares”	:	Ordinary shares in the capital of the Company

---

## DEFINITIONS

---

“SRS”	:	Supplementary Retirement Scheme
“Subsidiaries”	:	Has the meaning ascribed to it in section 5 of the Companies Act and “ <b>Subsidiary</b> ” shall be construed accordingly
“Substantial Shareholder”	:	A person who holds directly and/or indirectly 5% or more of the total issued share capital of the Company
“S\$” and “cents”	:	Singapore dollars and cents, respectively, being the lawful currency of the Republic of Singapore
“%” or “per cent.”	:	Per centum or percentage

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the same meanings ascribed to them in the relevant sections of the SFA.

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

The headings in this Offer Information Statement are inserted for convenience only and shall be ignored in construing this Offer Information Statement.

Any reference to the time of day in this Offer Information Statement, the PAL, the ARE or the ARS shall be a reference to Singapore time unless otherwise stated. Any reference to a date and/or time in this Offer Information Statement, the PAL, the ARE or the ARS in relation to the Rights Issue (including but not limited to the Closing Date and the last dates and times for splitting, acceptance and payment, renunciation and payment, and excess application and payment) shall include such other dates(s) and/or time(s) as may be announced from time to time by or on behalf of the Company.

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

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

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



---

## PROCEDURE TO COMPLETE THE ARE/ARS

---

### PROCEDURE TO COMPLETE THE ARE / ARS

#### 1. Know your holdings and entitlement

##### A. KNOW YOUR HOLDINGS & ENTITLEMENT

Number of Shares  
currently held by you

XX,XXX

Shares as at  
XX January 2015  
(Record Date)

Number of Rights  
Shares provisionally  
allotted\*

XX,XXX

Issue Price

S\$0.0X per Rights Share

This is your  
shareholdings as at  
Record Date.

This is the date to  
determine your  
rights entitlements.

This is your number of  
rights entitlement.

This is price that  
you need to pay  
when you subscribe  
for one rights share.

#### 2. Select your application options

##### B. SELECT YOUR APPLICATION OPTIONS

**1. ATM** Follow the procedures set out on the ATM screen and submit your application through an ATM of a Participating Bank by XX September 2015 at 9.30 p.m.  
Participating Banks are XXX, XXX and XXX.

**2. MAIL** Complete section below and submit this form to CDP by XX September at 5.00 p.m.

(i) Only BANKER'S DRAFT/CASHIER'S ORDER payable to "CDP-XXXXX RIGHTS ISSUE ACCOUNT" will be accepted

(ii) Applications using a PERSONAL CHEQUE, POSTAL ORDER or MONEY ORDER will be **rejected**

(iii) Write your name and securities account number on the back of the Banker's Draft/Cashier's Order

This is the last date  
and time to  
subscribe for the  
rights share through  
ATM and CDP.

You can apply your  
rights shares  
through ATMs of  
these participating  
banks.

This is the payee  
name to be issued  
on your Cashier's  
Order where  
XXXXX is the name

**Note:** Please refer to the ARE/ARS for the actual holdings, entitlements, Record Date, Issue Price, Closing Date for subscription, list of participating ATM banks and payee name on the Cashier's Order.

**PROCEDURE TO COMPLETE THE ARE/ARS**

**3. Declaration**

**C. DECLARATION**

Please read the instructions overleaf and fill in the blanks below accordingly.

i. Total Number of Rights Shares Applied:  
(Provisionally Allotted + Excess Rights Shares)

,    ,    ,

ii. Cashier's Order/Banker's Draft Details:  
(Input last 6 digits of CO/BD)

Signature of Shareholder(s)

Date

Fill in the total number of the rights shares and excess rights shares (for ARE)/ number of rights shares (for ARS) that you wish to subscribe within the boxes.

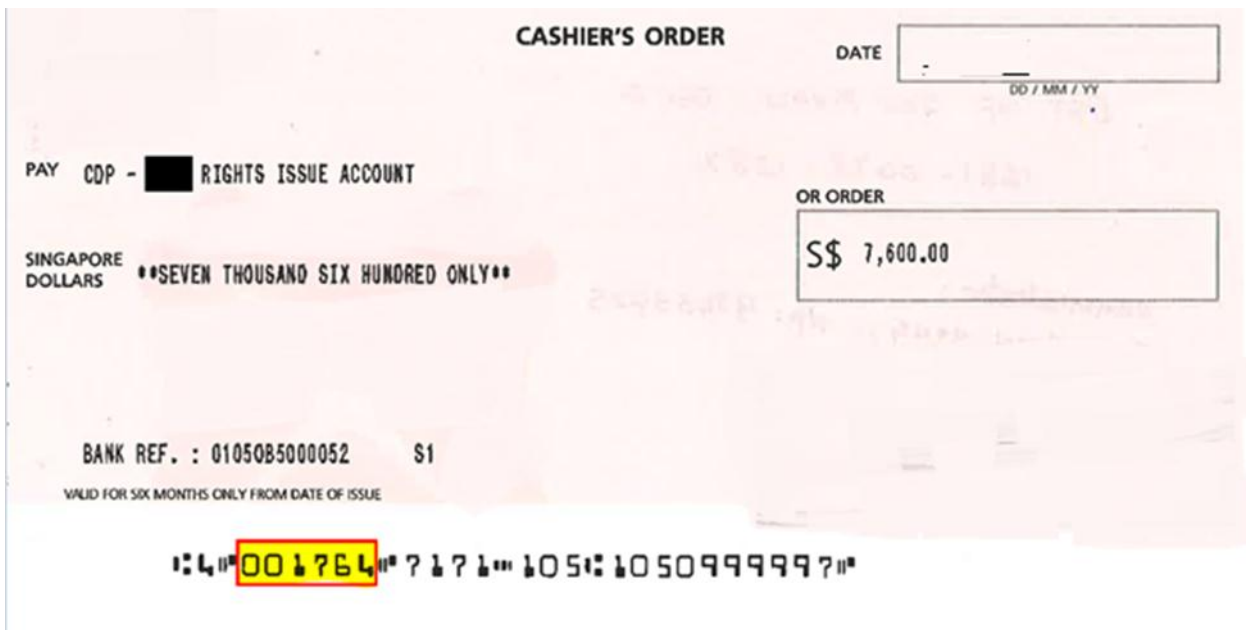
Fill in the 6 digits of the CO / BD number (eg.001764) within

Sign within the box.

**Note:**

- (i) If the total number of rights shares applied exceeds the provisional allotted holdings in your CDP Securities Account as at Closing Date, the remaining application will be put under excess and subjected to the excess allocation basis.
- (ii) The total number of rights shares applied will be based on cash amount stated in your Cashier's Order/Banker's Draft. The total number of rights shares will be appropriated accordingly if the applied quantity exceeds this amount.
- (iii) Please note to submit one Cashier's Order per application form.

**4. Sample of a Cashier's Order**



---

## EXPECTED TIMETABLE OF KEY EVENTS

---

Shares trade ex-rights	:	2 March 2017 from 9.00 a.m.
Books Closure Date	:	6 March 2017 at 5.00 p.m.
Lodgement of the Offer Information Statement With the SGX-ST, acting as agent on behalf of the Authority	:	7 March 2017
Despatch of the Offer Information Statement, ARE and PAL (as the case may be) to Entitled Shareholders	:	9 March 2017
Commencement of trading of "nil-paid" rights	:	9 March 2017 from 9.00 a.m.
Last date and time for splitting and trading of "nil-paid" rights	:	17 March 2017 at 5.00 p.m.
Last date and time for acceptance of and payment for Rights Shares	:	23 March 2017 at 5.00 p.m. (9.30 p.m. for Electronic Applications)
Last date and time for acceptance of and payment for Rights Shares by renounees	:	23 March 2017 at 5.00 p.m. (9.30 p.m. for Electronic Applications)
Last date and time for application and payment for excess Rights Shares	:	23 March 2017 at 5.00 p.m. (9.30 p.m. for Electronic Applications)
Expected date for issuance of Rights Shares	:	29 March 2017
Expected date for crediting of Rights Shares	:	31 March 2017
Expected date for refund of unsuccessful or invalid applications (if made through CDP)	:	31 March 2017
Expected date for the listing and commencement of trading of Rights Shares	:	31 March 2017 from 9.00 a.m.

Pursuant to Rule 820(1) of the Listing Manual, the Rights Issue will not be withdrawn after the Shares have commenced ex-rights trading. Based on the above timetable, the Shares are expected to commence ex-rights trading on 2 March 2017 from 9.00 a.m.

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

---

## ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

---

### 1. Entitled Shareholders

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

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

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

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

**Entitled Depositors should note that all correspondences and notices will be sent to their last registered addresses with CDP.** Entitled Depositors are reminded that any request to CDP to update their records or effect any change in address must reach CDP not later than three (3) Market Days before the Books Closure Date.

**Entitled Scripholders should note that all correspondences and notices will be sent to their last registered addresses with the Company.** Entitled Scripholders are reminded that any request to the Company to update their records or effect any change in address must reach Sincap Group Limited, c/o RHT Corporate Advisory Pte. Ltd., 9 Raffles Place, #29-01 Republic Plaza Tower 1, Singapore 048619, not later than three (3) Market Days before the Books Closure Date. Entitled Scripholders may open Securities Accounts with CDP if they have not already done so and to deposit their share certificates with CDP prior to the Books Closure Date so that their Securities Accounts may be credited by CDP with their Shares and the provisional allotments of Rights Shares. Entitled Scripholders should note that their Securities Accounts will only be credited with the Shares on the twelfth (12<sup>th</sup>) Market Day from the date of lodgement of the share certificates with CDP or such later date subject to the completion of the lodgement process.

SRS Shareholders who wish to accept their provisional allotments of Rights Shares and apply for excess Rights Shares (if applicable) can only do so, subject to applicable SRS rules and regulations, using monies standing to the credit of their respective SRS Accounts. Such SRS Shareholders who wish to accept their provisional allotments of Rights Shares and apply for excess Rights Shares using SRS monies (if applicable), must instruct the relevant approved banks in which they hold their SRS Accounts to accept their provisional allotments of Rights Shares and apply for excess Rights Shares (if applicable) on their behalf in accordance with the Offer Information Statement. Any application made directly to CDP or through the ATM of any Participating Bank appointed and named in this Offer Information Statement by such Entitled Shareholders will be rejected. For the avoidance of doubt, monies in SRS Accounts may not be used for the purchase of the provisional allotments of Rights Shares directly from the market. Such Entitled Shareholders should refer to important details in this Offer Information Statement relating to the offer procedure in a connection with the Rights Issue. ***SRS Shareholders should consult their relevant approved banks regarding the terms and conditions governing such acceptances and applications, as well as the procedures that may be involved in relation to the above.***

Fractional entitlements to the Rights Shares will be disregarded in arriving at the entitlements of the Entitled Shareholders. The Rights Shares which are not otherwise taken up or allotted for any reason shall be used to satisfy applications for excess Rights Shares (if any) as the Directors may, in their absolute discretion, deem fit in the interests of the Company.

---

## ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

---

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

The Company will not make any allotments and issue of Rights Shares (whether through provisional allotments, purchase of provisional allotments and/or application for excess Rights Shares) that will result in a transfer of controlling interest in the Company.

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

### 2. Foreign Shareholders

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

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

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

If it is practicable to do so, arrangements may, at the discretion of the Company, be made for the provisional allotments of Rights Shares which would otherwise have been provisionally allotted to Foreign Shareholders to be sold “nil-paid” on the Catalist as soon as practicable after dealings in the provisional allotment of Rights Shares commence.

Such sales may, however, only be effected if the Company, in its absolute discretion, *inter alia*, determines that a premium can be obtained from such sales, after taking into account the relevant expenses to be incurred in relation thereto. For the avoidance of doubt, the Company is not obliged in any way whatsoever to carry out such sales.

The net proceeds from all such sales, after deduction of all expenses therefrom, will be pooled and thereafter distributed among Foreign Shareholders in proportion to their respective shareholdings or, as the case may be, the number of Shares standing to the credit of their respective Securities Accounts as at the Books Closure Date and sent to them by means of a crossed cheque at their own risk by ordinary post, or in such other manner as they may have agreed with CDP for payment of any cash distributions. If the amount of net proceeds distributable to any single Foreign Shareholder is less than S\$10.00, such net proceeds will be retained or dealt with as the Directors

---

## ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

---

may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder shall have any claim whatsoever against the Company, the Sponsor, the Share Registrar or CDP in connection therewith.

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

If such provisional allotments of Rights Shares cannot be sold or are not sold on Catalist as aforesaid for any reason by such time as the SGX-ST shall have declared to be the last day for trading in the provisional allotments of Rights Shares, the Rights Shares represented by such provisional allotments will be used to satisfy excess applications or disposed of or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder shall have any claim whatsoever against the Company or CDP in connection therewith.

Shareholders should note that the special arrangements described above would apply only to Foreign Shareholders.

**Notwithstanding the above, Shareholders and any other person having possession of this Offer Information Statement and its accompanying documents are advised to inform themselves of and to observe any legal requirements applicable thereto. No person in any territory outside Singapore receiving this Offer Information Statement and/or its accompanying documents may treat the same as an offer, invitation or solicitation to subscribe for any Rights Shares unless such offer, invitation or solicitation could lawfully be made without compliance with any registration or other legal requirements in those territories.**

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

---

## TRADING

---

The Company has on 23 January 2017 obtained the listing and quotation notice from the SGX-ST for the listing and quotation of the Rights Shares on Catalist, subject to certain conditions as set out in the listing and quotation notice. Please note that the listing and quotation notice granted by the SGX-ST for the listing and quotation of the Rights Shares on Catalist are in no way reflective of and are not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Company, its Subsidiaries and their securities.

Upon listing and quotation on Catalist, the Rights Shares, when issued, will be traded under the book-entry (scripless) settlement system. All dealings in, and transactions (including transfers) of the Rights Shares through Catalist and/or CDP shall be made in accordance with CDP's "**Terms and Conditions for Operation of Securities Accounts with CDP**" and the "**Terms and Conditions for CDP to act as Depository for the Rights Shares**", as the same may be amended from time to time. Copies of the above are available from CDP.

**To facilitate scripless trading, Entitled Scripholders and their renounees who wish to accept and (if applicable) apply for Rights Shares should open Securities Accounts with CDP in their own names if they do not already maintain such Securities Accounts in order that the number of Rights Shares and if applicable, the excess Rights Shares that may be allotted to them may be credited by CDP into their Securities Accounts. Entitled Scripholders and their renounees who wish to accept and/or apply for the excess Rights Shares and have their Rights Shares credited by CDP into their Securities Accounts must fill in their Securities Account numbers and/or NRIC/passport numbers or registration numbers (for corporations) in the relevant forms comprised in the PAL. Entitled Scripholders and their renounees who fail to fill in their Securities Account numbers and/or NRIC/passport numbers or registration numbers (for corporations) or who have provided incorrect or invalid Securities Account numbers and/or NRIC/passport numbers or registration numbers (for corporations) or whose particulars provided in the forms comprised in the PAL differ from those particulars in the Securities Accounts currently maintained with CDP will be issued physical certificates for the Rights Shares allotted to them and if applicable, the excess Rights Shares allotted to them. Physical certificates, if issued, will be forwarded to them by ordinary post at their own risk but will not be valid for delivery pursuant to trades done on Catalist although they will continue to be prima facie evidence of legal title.**

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

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

Shareholders should note that most counters on the SGX-ST trade in lot sizes of 100 shares. Following the Rights Issue, Shareholders who hold odd lots of the Rights Shares (i.e. less than 100 Shares) and who wish to trade in odd lots on the SGX-ST should note that the Unit Share Market of the SGX-ST has been set up to allow the trading of odd lots.

---

## CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

---

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

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

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

Further, the Company disclaims any responsibility to update any of those forward-looking statements or publicly announce any revisions to those forward-looking statements to reflect future developments, events or circumstances for any reason, even if new information becomes available or other events occur in the future. However, the Company may lodge a supplementary or replacement document with the SGX-ST (acting as agent on behalf of the Authority), in the event, *inter alia*, it becomes aware of a new circumstance that has arisen since the lodgment of this Offer Information Statement with the SGX-ST (acting as agent on behalf of the Authority) that is materially adverse from the point of view of an investor. The Company is also subject to the provisions of the Listing Manual regarding corporate disclosure.



---

## TAKE-OVER LIMITS

---

The Code regulates the acquisition of ordinary shares of public companies including the Company. Unless exempted, any person acquiring an interest, either on his own or together with parties acting in concert with him, in 30% or more of the voting rights in the Company or if such person holds, either on his own or together with parties acting in concert with him, between 30% to 50% (both inclusive) of the voting rights in the Company, and acquires additional Shares representing more than 1% in the Company in any 6-month period, must extend a take-over offer for the remaining Shares in the Company in accordance with the provisions of the Code.

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

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

---

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

---

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

---

**Directors**

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

---

<b>Directors</b>	<b>Address</b>
Chu Ming Kin (Chairman and Chief Executive Officer)	: 15 Upper Circular Road #04-01 Singapore 058413
Lim Jin Wei (Lead Independent Director)	: 15 Upper Circular Road #04-01 Singapore 058413
Lim Teck Chai, Danny (Independent Director)	: 9 Battery Road, #25-01, MYP Building, Singapore 049910
Ian Tan Tee Hiang (Independent Director)	: 15 Upper Circular Road #04-01 Singapore 058413

---

**Advisers**

2. Provide the names and addresses of:

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

---

Manager to the Rights Issue	: Not applicable
Underwriter to the Rights Issue	: Not applicable
Legal Adviser to the Company in relation to the Rights Issue	: Elitaire Law LLP 20 Cross Street #02-01/02 China Square Central Singapore 048422

---

**Registrars and Agents**

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

---

Share Registrar and Share Transfer Office	: RHT Corporate Advisory Pte. Ltd. 9 Raffles Place #29-01 Republic Plaza Tower 1 Singapore 048619
---	--

There are no transfer agents and receiving bankers.

---

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

---

**PART III – OFFER STATISTICS AND TIMETABLE**

---

**Offer Statistics**

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

---

Method of Offer	:	Renounceable non-underwritten rights issue of Rights Shares
Basis of Allotment	:	Five (5) Rights Shares for every one (1) existing Share held by Entitled Shareholders as at the Books Closure Date, fractional entitlements to be disregarded
Number of Rights Shares	:	Up to 2,603,350,000 Rights Shares
Issue Price	:	The issue price of S\$0.01 per Rights Share represents a discount of approximately 60% to the last traded price of S\$0.025 for Shares traded on Catalist on 2 December 2016, being the last Market Day before the Announcement
Status of the Rights Shares	:	The Rights Shares will, upon allotment and issue, rank <i>pari passu</i> in all respects with the existing Shares, save for any dividends, rights, allotments or other distributions, the record date for which falls before the date of issue of the Rights Shares

---

**Method and Timetable**

**2. Provide the information referred to in paragraphs 3 to 7 of this Part to the extent applicable to –**

- (a) the offer procedure; and**
  - (b) where there is more than one group of targeted potential investors and the offer procedure is different for each group, the offer procedure for each group of targeted potential investors.**
- 

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

---

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

---

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

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

As at the Latest Practicable Date, the Company does not expect the timetable under the section entitled “**Expected Timetable of Key Events**” of this Offer Information Statement to be modified. However, the Company may upon consultation with its advisers and with the approval of the

---

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

---

SGX-ST, the Sponsor and/or CDP, modify the timetable subject to any limitation under any applicable laws. In such event, the Company will publicly announce any modification through an SGXNET announcement to be posted on the SGX-ST's website at <http://www.sgx.com>.

---

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

---

The Rights Shares are payable in full upon acceptance and/or application. Details of the methods of payment for the Rights Shares are contained in **Appendices A, B and C** to this Offer Information Statement and in the PAL, the ARE and the ARS.

Please refer to the section entitled "**Expected Timetable of Key Events**" of this Offer Information Statement for the last date and time for payment for the Rights Shares and, if applicable, excess Rights Shares.

---

**5. State, where applicable, the methods of and time limits for –**

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

The Rights Shares will be provisionally allotted to the Entitled Shareholders on or about 8 March 2017 by crediting the provisional allotments into the Securities Accounts of the respective Entitled Depositors or through the despatch of the relevant PALs to the Entitled Scripholders, based on their respective shareholdings in the Company as at the Books Closure Date.

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

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

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

---

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

---

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

---

---

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

---

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

**Results of the Rights Issue**

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

**Manner of Refund**

In the case of applications for excess Rights Shares, if a Shareholder applies for excess Rights Shares but no excess Rights Shares are allotted to that Shareholder, or if the number of excess Rights Shares allotted to that Shareholder is less than the number applied for, the amount paid on application, or the surplus application monies, as the case may be, will be refunded to the relevant Shareholder by CDP on behalf of the Company without interest or any share of revenue or other benefit arising therefrom, within 3 business days after the commencement of trading of the Rights Shares, by any one or a combination of the following:

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

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

---

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

---

**PART IV – KEY INFORMATION**

---

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

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

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

---

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

Please refer to paragraph 3 of this Part IV.

---

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

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

---

The Company is undertaking the Rights Issue to strengthen the financial position of the Group. The Rights Issue will also provide the Shareholders with an opportunity to further participate in the equity of the Company. The net proceeds arising from the allotment and issuance of the Rights Shares will be used towards expanding/growing the mining and/or mineral and resource trading business of the Group (which includes but is not limited to the current and/or future mining and/or mineral and resource trading business of the Group, any related, complementary or ancillary businesses and towards securing any credit facilities of the Group), financing business ventures through acquisitions, joint ventures, cooperation and/or strategic investments and any related, complementary or ancillary businesses and working capital.

There is no minimum amount to be raised from the Rights Issue. For the purposes of Rule 814(1)(e) of the Listing Manual, (i) the Directors are of the opinion that, after taking into consideration the present bank facilities, the working capital available to the Group is sufficient to meet its present requirements and the Rights Issue is being undertaken for the reason stated in the previous paragraph, and (ii) consequently, they are of the opinion that, after taking into consideration the present bank facilities and the net proceeds of the Rights Issue, the working capital available to the Group is sufficient to meet its present requirements.

The Directors are of the opinion that there is no minimum amount which must be raised from the Rights Issue. Hence, in view of the above and the savings enjoyed for not having to bear underwriting fees, the Company has decided to proceed with the Rights Issue on a non-underwritten basis.

The net proceeds arising from the allotment and issuance of all the Rights Shares, after deducting estimated costs and expenses of S\$150,000.00 relating to the Rights Issue, is approximately S\$25,880,000.00. The Company intends to use the net proceeds arising from the allotment and issuance of the Rights Shares as set out below:

---

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

---

<b>Use of Proceeds</b>	<b>Percentage of Net Proceeds (%)</b>
1. For expansion/growth of the mining and/or mineral and resource trading business of the Group (which includes but is not limited to the current and/or future mining and/or mineral and resource trading business of the Group and any related, complementary or ancillary businesses and towards securing any credit facilities of the Group) and financing business ventures through acquisitions, joint ventures, partnerships, cooperation and/or strategic investments and any related, complementary or ancillary businesses	60-70
2. Working capital purposes	30-40
<b>Total</b>	100

Pending the deployment of the net proceeds raised from the Rights Issue, such proceeds may be deposited with banks and/or financial institutions, used for investment in short-term money markets instruments and/or marketable securities, as the Directors may deem appropriate in the interests of the Company.

The Company will make periodic announcements on the use of the proceeds from the Rights Issue as and when such proceeds are materially disbursed and will provide a status report on the use of proceeds from the Rights Issue and where such proceeds have been used for working capital, a breakdown with specific details on how the proceeds have been applied from the Rights Issue in the interim and full year financial statements issued pursuant to Rule 705 of the Listing Manual and in the annual report(s) of the Company, until such time the proceeds have been fully utilised.

---

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

---

Based on the intended use of the proceeds as described in paragraph 3 above, for each dollar of the proceeds from the Rights Issue, the estimated amount that will be allocated for the intended uses and to pay for costs and expenses incurred in relation to the Rights Issue are as follows:

<b>For each dollar of gross proceeds raised</b>	<b>Maximum Subscription Scenario</b>
For expansion/growth of the mining and/or mineral and resource trading business of the Group (which includes but is not limited to the current and/or future mining and/or mineral and resource trading business of the Group and towards securing any credit facilities of the Group) and financing business ventures through acquisitions, joint ventures, partnerships, cooperation and/or strategic investments	S\$0.60 - S\$0.70
Working capital purposes	S\$0.30 - S\$0.40
Costs and expenses	S\$0.01

---

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

---

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

As stated in paragraphs 3 and 4 above, it is intended that the net proceeds raised from the Rights Issue will be used to fund the Company's expansion/growth of the mining and/or mineral and resource trading business of the Group (which includes but is not limited to the current and/or future mining and/or mineral and resource trading business of the Group and towards securing any credit facilities of the Group), financing business ventures through acquisitions, joint ventures, cooperation and/or strategic investments and working capital. However, as at the Latest Practicable Date, the Company has not entered into any definitive agreement in respect of the same.

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

Please refer to paragraph 5 of this Part IV.

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

Save for the payment of expenses incurred in relation to the Rights Issue, no material part of the proceeds from the Rights Issue will be used to discharge, reduce or retire any indebtedness of the Group.

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

Not applicable. The Rights Issue is not underwritten and no underwriter has been appointed in relation to the Rights Issue.

---

**Information on the Relevant Entity**

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

Registered address : 15 Upper Circular Road  
#04-01 Singapore 058413

Tel: (65) 6570 1788  
Fax : (65) 6570 1488

Principal Place of Business : 15 Upper Circular Road #04-01 Singapore 058413



---

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

---

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

The Company was incorporated in Singapore on 10 March 2010 as a private company under the name Sin Cap Group Pte Ltd and renamed as Sincap Group Pte Ltd on 30 January 2012. The Group was converted into a public limited company on 12 July 2012 and changed its name to Sincap Group Limited.

The Group is principally engaged in the trading of alumina and thermal coal as well as the mining and sale of gypsum.

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

The general development of the business of the Group in the three (3) most recent completed financial years up to the Latest Practicable Date is set out below. Shareholders are advised to refer to the related announcements released by the Company via SGXNET for further details.

**FY2014**

**Proposed Diversification**

The Board announced on 27 May 2014 that the Company proposes to explore opportunities in the following activities, as and when an appropriate opportunity arises ("**Proposed Diversification**"):

- (a) property development activities including acquisition, development and/or sale of residential, hospitality, commercial (retail and office), industrial and any other types of properties (including mixed development properties) ("**Property Related Assets**"); and
- (b) holding of Property Related Assets as long term investment for the collection of rent, capital growth potential and/or provision of property related services and facilities.

The Company indicated that it did not plan to restrict the Proposed Diversification to any specific geographical market as each project and investment would be evaluated and assessed by the Board on its merits. Nevertheless, in the initial stage of the Proposed Diversification, the Group intends to focus on the Asia Pacific region. The Group may also explore joint ventures and/or strategic alliances with third parties who have the relevant expertise and resources to carry out the Proposed Diversification as and when the opportunity arises.

**Allotment and Issuance of New Shares**

The Company announced on 30 June 2014 the completion of the allotment and issuance of 175,500,000 new Shares at S\$0.07 per new Share on 26 June 2014 pursuant to a placement agreement entered into between the Company and Canaccord Genuity Singapore Pte. Ltd. The issued and paid-up share capital of the Company was increased from 175,500,000 Shares to 351,000,000 Shares. The gross proceeds raised from the said placement were S\$12,285,000.

---

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

---

**Incorporation of New Subsidiary**

The Company announced on 3 July 2014 that Sincap Australia Pte. Ltd. (the 100% wholly-owned subsidiary of the Company) has incorporated a wholly-owned subsidiary (the “**New Subsidiary**”). Details of the New Subsidiary are as follows:-

Name	Sincap Land (Aus) Pty Ltd
Place of Incorporation	Western Australia
Issued and paid-up share Capital	AUD100 comprising 100 ordinary shares
Principal Activity	Investment Holding
Registration Date	2 July 2014

**Acquisition of LTN Land Pte Ltd (“LTN”)**

The Company announced on 12 August 2014 that it had entered into a term sheet dated 11 August 2014 with Ng Hong Whee, Lim Chuan Lam, Hartajia Limited, Kairos 300 Resources Limited and Wang Fang for the proposed acquisition of all the issued shares in the capital of LTN for a consideration of S\$38,500,000. LTN holds a 51% stake in Richardson Pty Ltd which holds land situated at 1 Richardson Street, South Perth, Western Australia. The parties would work exclusively for a period of three months to negotiate definitive legal documentation. The parties entered into a conditional sales and purchase agreement dated 13 November 2014 (“**LTN Agreement**”) whereby the Company will acquire all the issued shares in the capital of LTN Land Pte. Ltd. on terms and conditions of the LTN Agreement for an aggregate consideration of approximately S\$38,500,000.

**FY2015**

**Acquisition of LTN**

On 21 January 2015, the Company entered into a supplemental deed to the LTN Agreement with the vendors, pursuant to which the consideration was amended from approximately S\$38,500,000 to approximately S\$24,100,000. The LTN Agreement and its supplemental deed expired on 31 March 2015, and the acquisition had been terminated accordingly.

**Proposed acquisition of Orion Energy Resources Pte. Ltd. (“Orion”)**

The Company announced on 1 April 2015 that it had entered into a non-binding memorandum of understanding in relation to the proposed acquisition of the equity interest in Orion for a consideration to be agreed upon. Orion is a company engaged in mineral trading and logistics management. The Company announced on 31 July 2015 that the Company would purchase 51% of the issued and paid-up share capital of Orion from Ms Wang Li and Mr Choo Chin Lin (Zhu Jinlin) for S\$3,662,820 of which S\$1,610,820 shall be paid in cash and the balance of S\$2,052,000 shall be satisfied by the allotment and issuance by the Company of 38,000,000 new Shares at the issue price of S\$0.054 per new Share.

**Alleged misappropriation of funds**

The Company announced on 28 July 2015 that the Company detected a case of fraud in its 98.69% owned subsidiary, Shandong Luneng Taishan Mining Co., Ltd (“**Luneng Taishan Mining**”). Luneng Taishan Mining has reported its former employee, Yu Can Bo (于灿波) (“**Yu**”) to the police of Ma Zhuang Town, Tai’an City, Shandong Province for an alleged charge of misappropriation (“**Misappropriation**”) of RMB 1 million from Luneng Taishan Mining which had occurred in May 2009.

---

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

---

**Matters concerning irregularities in respect of certain transactions undertaken by an Australian subsidiary of the Company**

The Company announced on 21 May 2015 that it became aware that SCL Murray Pte Ltd (“**SCL Murray**”) had entered into a loan agreement with Walthamstow Pty Ltd t/a Reliance Finance & Mortgage Services pursuant to which SCL Murray secured a loan by way of a first mortgage over 581 Murray Street, Perth, Australia and SCL Murray entered into a finance agreement with Richardson 1 Pty Ltd pursuant to which SCL Murray extend a loan to Richardson 1 Pty Ltd. The Company also indicated that it was looking into the said transactions including carrying out an inquiry into how SCL Murray utilized the proceeds from the loan granted by Walthamstow Pty Ltd t/a Reliance Finance & Mortgage Services. On 8 September 2015, the Company announced that SCL Murray and it had entered into a settlement agreement (“**Settlement Agreement**”) with Mr Damon Ferguson, Mr Chad Ferguson and Mr Anthony Hatt (collectively the “**Richardson 1 Directors**”) as well as Mr Tan Wei Loon (also known as Mr Lawrence Tan) (“**Lawrence Tan**”) setting out, *inter alia*, the resolution of certain loans undertaken by SCL Murray. The Company and SCL Murray further entered into a supplemental agreement (“**Supplemental Settlement Agreement**”) with the Richardson 1 Directors and Lawrence Tan to, *inter alia*, set out the timeline for repayment of certain amounts by the Richardson 1 Directors and confirmation of the Company that it would not be continuing with the proposed development of 581 Murray Street, Perth, Australia.

**Placement of 91,400,000 new Shares**

The Company has, on 16 December 2015 completed the placement of 91,400,000 new Shares pursuant to a placement agreement entered into between the Company, Zhu Canxing, Asri Bin Salleh, Chua Ee Wee, Chua Chiong Boon, Wee Guan Kiat, Zhu Shiyang, Chua Eu Liam, Pao Kiew Tee, Ong Boon Kinn Lloyd, Kevin Balhetchet, Cai Siong Han and Lin Jianqing at a placement price of S\$0.06 per new Share.

Following the completion of the said placement, the total number of issued Shares of the Company has increased from 392,604,000 Shares to 484,004,000 Shares. The gross proceeds raised from the said placement were S\$5,484,000.

**FY2016**

**Completion of disposal of property owned by SCL Murray and proposed capital reduction in share capital of indirect subsidiaries**

The Company announced on 30 May 2016 that the proposed disposal of 581 Murray Street, West Perth, 6005, Australia has been completed on 27 May 2016. Following the said completion, SCL Murray and its holding company, Sincap Land (Aus) Pty Ltd (“**Sincap Land (Aus)**”), will each undergo a capital reduction exercise whereby their respective issued paid up capitals will be reduced by A\$3,000,000 from A\$10,000,000 to A\$7,000,000 (“**Proposed Capital Reduction**”). The Proposed Capital Reduction is undertaken to facilitate the partial return of the net proceeds from the said disposal to Sincap Land Australia Pte. Ltd.

Upon completion of the Proposed Capital Reduction, SCL Murray and Sincap Land (Aus) remain as wholly-owned indirect subsidiaries of the Company.

**Placement of 36,666,000 new Shares**

The Company has on 12 August 2016 completed the allotment and issuance of 36,666,000 new Shares pursuant to a placement agreement entered into between the Company, Wong Sze Pong and Xu Jinji at a placement price of S\$0.06 per new Share.

Following the completion of the placement, the total number of issued Shares of the Company has increased from 484,004,000 Shares to 520,670,000 Shares. The gross proceeds raised from the said placement were S\$2,199,960.

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

**1 January 2017 to the Latest Practicable Date**

Nil

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

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

Issued and paid-up share capital	:	RMB133,251,518 divided into 520,670,000 Shares (the Company has no treasury shares)
Loan capital	:	Not applicable.

- (e) **where:**

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

As at the Latest Practicable Date, based on the information in the Register of Substantial Shareholders maintained by the Company pursuant to the Companies Act, the Substantial Shareholders of the Company and the number of Shares in which they have an interest are as follows:

	Direct Interest		Deemed Interest	
	Number of Shares	% <sup>(1)</sup>	Number of Shares	% <sup>(1)</sup>
<b>Substantial Shareholders</b>				
Ng Han Meng	39,000,000	7.49	-	-
Notes:				

(1) The percentage shareholding interest is based on the Existing Share Capital.

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

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

---

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

---

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

During the period of 12 months immediately preceding the Latest Practicable Date, the Company had on 12 August 2016 completed the allotment and issuance of 36,666,000 new Shares at a placement price of S\$0.06 per new Share. The Company raised gross proceeds of the sum of S\$2,199,960.

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

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

- (a) the Company entered into the LTN Agreement dated 13 November 2014 with the shareholders of LTN Land Pte. Ltd. whereby the Company will acquire all the issued shares in the capital of LTN Land Pte. Ltd. on terms and conditions of the LTN Agreement for an aggregate consideration of approximately S\$38,500,000. On 21 January 2015, the Company entered into a supplemental deed to the LTN Agreement, pursuant to which the consideration was amended from approximately S\$38,500,000 to approximately S\$24,100,000. The LTN Agreement and its supplemental deed had expired on 31 March 2015, and the acquisition had been terminated accordingly;
- (b) the Company entered into a conditional share purchase agreement on 30 June 2015 and a supplemental agreement on 31 July 2015 for the purchase of 51% of the issued and paid-up share capital of Orion from Ms Wang Li and Mr Choo Chin Lin (Zhu Jinlin) for S\$3,662,820 of which S\$1,610,820 shall be paid in cash and the balance of S\$2,052,000 shall be satisfied by the allotment and issuance by the Company of 38,000,000 new Shares at the issue price of S\$0.054 per new Share;
- (c) the Company and SCL Murray entered into the Settlement Agreement with Mr Damon the Richardson 1 Directors and Lawrence Tan setting out, *inter alia*, the resolution of certain loans undertaken by SCL Murray. The Company and SCL Murray further entered into the Supplemental Agreement with the Richardson 1 Directors and Lawrence Tan to, *inter alia*, set out the timeline for repayment of certain amounts by the Richardson 1 Directors and confirmation of the Company that it would not be continuing with the proposed development of 581 Murray Street, Perth, Australia; and

---

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

---

- (d) the Company entered into a contract with SKS Claremont Pty Ltd dated 22 March 2016 for the sale of 581 Murray Street, West Perth, 6005, Australia on 27 May 2016. The Company completed the proposed disposal of 581 Murray Street, West Perth, 6005, Australia on 27 May 2016. Following the said completion, SCL Murray and its holding company, Sincap Land (Aus) Pty Ltd ("**Sincap Land (Aus)**"), each had undergone a capital reduction exercise whereby their respective issued paid up capitals were reduced by A\$3,000,000 from A\$10,000,000 to A\$7,000,000. The Proposed Capital Reduction was undertaken to facilitate the partial return of the net proceeds from the said disposal to Sincap Land Australia Pte. Ltd.

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

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

**Operating Results**

1. Provide selected data from–

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

- (a) The audited consolidated income statements of the Group for FY2013, FY2014 and FY2015 are set out below:

	FY2013 RMB'000 Audited	FY2014 RMB'000 Audited	FY2015 RMB'000 Audited
<b>Revenue</b>	801,426	892,172	692,429
Cost of sales	(768,777)	(862,504)	(669,593)
Gross profit	32,649	29,668	22,836
Other income	557	241	6,001
Distribution costs	(5,064)	(4,203)	(4,472)
Administrative expenses	(20,487)	(21,061)	(20,837)
Finance costs	(1,388)	(1,104)	(5,769)
Other expenses	(1,793)	(305)	(10,296)
<b>(Loss)/profit before tax</b>	4,474	3,236	(12,537)
Tax expense	(4,436)	(3,620)	(5,844)
<b>(Loss)/profit for the financial year</b>	38	(384)	(18,381)
Other comprehensive loss: Items that may be reclassified subsequently to profit or loss: - Currency translation differences arising on consolidation	-	(7,658)	(3,372)
<b>Total comprehensive (loss)/profit for the financial year</b>	38	(8,042)	(21,753)
<b>Loss attributable to:</b>			
Equity holders of the Company	(47)	(432)	(18,623)
Non-controlling interests	85	48	242
<b>(Loss)/profit for the financial year</b>	38	(384)	(18,381)

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

**Total comprehensive loss**

**attributable to:**

Equity holders of the Company	(47)	(8,090)	(21,995)
Non-controlling interests	85	48	242
(Loss)/profit for the financial year	<u>38</u>	<u>(8,042)</u>	<u>(21,753)</u>

**Loss per share for loss**

**attributable to equity holders  
of the Company (cents per share)**

Basic and diluted	(0.03)	(0.16)	(5.05)
-------------------	--------	--------	--------

(b) The unaudited consolidated income statement of the Group for FY2016 is set out below:

	FY2016 RMB'000 Unaudited
<b>Revenue</b>	294,884
Cost of sales	<u>(273,660)</u>
Gross profit	21,224
Other income	13,172
Distribution costs	(3,055)
Administrative expenses	(19,049)
Finance costs	(2,048)
Other expenses	<u>(5,468)</u>
<b>Profit before tax</b>	4,776
Tax expense	<u>(4,189)</u>
<b>Profit for the financial year</b>	587
Other comprehensive income :	
Items that may be reclassified subsequently to profit or loss:	
-Currency translation differences arising on consolidation	<u>6,535</u>
<b>Total comprehensive profit for the financial year</b>	<u>7,122</u>
<b>Profit attributable to:</b>	
Equity holders of the Company	(6,819)
Non-controlling interests	<u>7,406</u>
Profit for the financial year	<u>587</u>
Total Comprehensive income attributable to:	
Equity holders of the Company	(284)
Non-controlling interests	<u>7,406</u>
	<u>7,122</u>



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

	<u>FY2013</u>	<u>FY2014</u>	<u>FY2015</u>	<u>FY2016</u>
Weighted average number of shares	175,500,000	266,375,342	368,850,904	498,268,581
<b>Loss per share</b>				
Basic earnings / (loss) per share (RMB cents)	(0.03)	(0.16)	(5.05)	(1.37)
Diluted loss per share (RMB cents)*	(0.03)	(0.16)	(5.05)	(1.37)
<b>Dividends per share (RMB cents)</b>	-	-	-	-
<b>Adjusted earnings/(loss) per share immediately before the Rights Issue (cents)</b>				
<u>Maximum Subscription Scenario</u> Weighted average number of shares	175,500,000	266,375,342	368,850,904	498,268,581
Adjusted earnings / (loss) per share (RMB cents)	(0.03)	(0.16)	(5.05)	(1.37)
<b>Adjusted earnings/(loss) per share after adjusting for the Rights Issue (RMB cents)</b>				
<u>Maximum Subscription Scenario</u> Weighted average number of shares	2,778,850,000	2,869,725,342	2,972,200,904	3,101,618,581
Adjusted earnings / (loss) per share (RMB cents)	- <sup>**</sup>	(0.02)	(0.63)	(0.22)

\* Diluted earnings / (loss) per share was not presented as there were no potential dilutive instruments outstanding, the basic and fully diluted loss per share were the same.

\*\* Less than RMB0.01 cents

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

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

Noted. Please see paragraph 1 of this Part V.

**3. In respect of –**

- (a) each financial year (being one of the 3 most recent completed financial years) for which financial statements have been published; and**

---

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

---

(b) any subsequent period for which interim financial statements have been published,

provide information regarding any significant factor, including any unusual or infrequent event or new development, which materially affected profit or loss before tax of the relevant entity or, if it is the holding company or holding entity of a group, of the group, and indicate the extent to which such profit or loss before tax of the relevant entity or the group, as the case may be, was so affected. Describe any other significant component of revenue or expenditure necessary to understand the profit or loss before tax for each of these financial periods.

---

Save as disclosed below and in this Offer Information Statement, the Directors are not aware of any significant factor, including any unusual or infrequent event or new development which materially affected profit or loss before tax of the Group. A summary of the operations, business and financial performance of the Group for FY2014, FY2015 and FY 2016 is set out below:

**FY2014 vs FY2013**

The Group's revenue increased by RMB90.7 million or 11.3%, as compared to FY2013. The increase in revenue was mainly due to increase in sales of alumina of RMB97.7 million and partially off-set by a decrease in revenue from sales of gypsum of RMB6.9 million. Revenue from alumina was mainly attributable to Group's efforts to enlarge its pool of customers. Revenue from sales of gypsum decreased was mainly attributable to decrease in both sales volume and average selling price.

The Group's gross profit decreased by RMB3.0 million or 9.1% as compared to FY2013 was mainly due to lower average selling price of gypsum in FY2014.

Other income decreased by RMB0.3 million or 56.7% as compared to FY2013 was mainly attributable to decrease in interest income and government grant.

Distribution costs decreased by RMB0.9 million or 17.0% as compared to FY2013 was mainly due to lower distribution costs from gypsum trading which was in line with the lower revenue.

Administrative expense increased by RMB0.6 million or 2.8% compared to FY2013 was mainly due to the increase in professional fees in relation to its corporate actions and expenses for the newly incorporated subsidiaries and partially off-set by decrease of administrative expenses of the PRC subsidiaries expenses as a result of better cost control and improved operations efficiencies.

Finance costs decreased by RMB0.3 million or 20.5% as compared to FY2013, was mainly due to full repayment of a term loan.

Other expenses decreased by RMB1.5 million or 83.0% as compared to FY2013, was mainly due to decrease in foreign exchange losses and a decrease in reversal of write off of other receivables.

Consequently, profit before tax decreased by RMB1.2 million from RMB4.5 million in FY2013 to profit before tax of RMB3.2 million in FY2014.

**FY2015 vs FY2014**

The Group's revenue decreased by RMB199.7 million or 22.4%, as compared to FY2014. The decrease in revenue was mainly due to decrease in sales of alumina of RMB201.3 million and sales of gypsum of RMB12.6 million and partially off-set by coal trading contributed by our newly acquired subsidiary, Orion of RMB14.2 million. Revenue from gypsum and alumina trading decreased was mainly attributable to PRC authorities' implementation of new cooling measures on the PRC domestic property market.

---

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

---

The Group's gross profit decreased by RMB6.8 million or 23.0% as compared to FY2014 was mainly due to decrease in gross profit from sales of gypsum of RMB7.0 million and property development of RMB0.7 million. This decrease was partially off-set by an increase in gross profit from sales of alumina of RMB0.3 million and coal trading of RMB0.5 million.

Other income increased by RMB5.8 million as compared to FY2014 was mainly attributable to increase in interest income earned on a term loan and bills receivables.

Distribution costs increased by RMB0.3 million or 6.4% as compared to FY2014 was mainly due to increase in staff cost.

Administrative expense decreased by RMB0.2 million or 1.1% compared to FY2014 was mainly due to the reclassification of the social security insurance to cost of sales for the gypsum trading which was partially off-set by increase in professional fees incurred in connection to the Group's corporate actions and increase in labour costs for alumina trading.

Finance costs increased by RMB4.7 million as compared to FY2014, was mainly due to interest expenses for a term loan.

Other expenses increased by RMB10.0 million as compared to FY2014, was mainly due to provision of impairment on a property and write-off of RMB1 million in respect of the misappropriation of cash in Luneng Taishan Mining as announced on 28 July 2015.

Consequently, profit before tax decreased by RMB15.8 million from a profit before tax of RMB3.2 million in FY2014 to loss before tax of RMB12.5 million in FY2015.

#### **FY2016 vs FY2015**

The Group's revenue decreased by RMB397.5 million or 57.4%, as compared to FY2015. This was due to a decrease in the revenue from the sale of alumina of RMB599.0 million; which is offset by increase in revenue from sales of coal, sales of gypsum and the recognition on the sales of proceeds from the disposal of development property of RMB149.6 million, RMB6.2 million and RMB45.7 million respectively. Revenue from alumina decreased was the result of management's effort to scale down its operations due to falling commodity price in PRC.

The Group's gross profit decreased by RMB1.6 million or 7.1% as compared to FY2015 was mainly due to decrease in gross profit from sales of alumina of RMB15.6, which was partially offset by an increase in gross profit from the sale of coal, sales of gypsum and disposal of the Group's development property of RMB10.1 million, RMB1.9 million and RMB2.0 million respectively.

Other income increased by RMB9.9 million as compared to FY2015 was mainly attributable to commission income recognized by our subsidiary, Orion.

Distribution costs decreased by RMB1.4 million or 31.7% as compared to FY2015 was mainly due the Group decision to scale down its alumina operations.

Administrative expense decreased by RMB1.8 million or 8.6% compared to FY2015 was mainly due to lower professional fees that were incurred in FY2015 for corporate actions and no performance share granted in FY2016, which was partially off-set by expenses incurred for the disposal of development property.

Finance costs decreased by RMB3.7 million as compared to FY2015, was mainly due to interest related to the AUD5.1 million loan borrowed by SCL Murray and the unwinding of imputed interest pursuant to FRS39 following a change in repayment term of an outstanding loan. The Group has redeemed the SCL Murray's loan with the proceeds from the disposal of the development property in June 2016.

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

Other expenses decreased by RMB4.8 million as compared to FY2015, was mainly due to provision of impairment on the development property in FY2015 which was disposed in FY2016, which was partially offset by the impairment loss of the exploration and evaluation assets and foreign exchange loss.

Consequently, profit before tax increased by RMB17.3 million from a loss before tax of RMB12.5 million in FY2015 to profit before tax of RMB4.8 million in FY2016.

**Financial Position**

4. Provide selected data from the balance sheet of the relevant entity or, if it is the holding company or holding entity of a group, the group as at the end of–

- (a) the most recent completed financial year for which audited financial statements have been published; or
- (b) if interim financial statements have been published for any subsequent period, that period.

(a) The audited consolidated balance sheet of the Group for FY2015 is set out below:

	FY2015 RMB'000 Audited
<b>ASSETS</b>	
<b>Non-current assets</b>	
Property, plant and equipment	27,189
Intangible assets	9,860
Land use rights	394
Goodwill	13,434
Deferred tax assets	902
Trade and other receivables	15,673
	67,452
<b>Current assets</b>	
Development property	43,151
Inventories	2,421
Trade and other receivables	59,912
Bank and cash balances	52,673
	158,157
<b>Total assets</b>	225,609
<b>Non-current liabilities</b>	
Deferred tax liabilities	1,600
Borrowings	1,613
	3,213
<b>Current liabilities</b>	
Trade and other payables	59,829
Provision	389
Borrowings	42,306
Income tax payable	4,635
	107,159
<b>Total liabilities</b>	110,372
<b>Net assets</b>	115,237
<b>Equity</b>	
Share capital	122,417
Accumulated (losses)/ profits	(17,788)
Statutory reserve	17,521

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

Currency translation reserve	(11,030)
Equity attributable to equity holders of the Company, total	111,120
Non-controlling interests	4,117
<b>Total equity</b>	<b>115,237</b>

For illustrative purposes only, the following is an analysis of the financial effects of the Rights Issue on the consolidated Net Tangible Assets (the “NTA”) per Share of the Group, which is based on the audited consolidated financial statements of the Group as at 31 December 2015 after taking into account the assumption that the issuance of new Shares on 12 August 2016 of 36,666,000 shares via placement has been completed on 31 December 2015 (“Placement Shares”):

	<b>As at 31 December 2015</b>
<b>As at balance sheet date</b>	
NTA attributable to Shareholders (RMB'000)	111,120
Number of Shares	520,670,000
NTA per Share (RMB)	0.21
<b>Before the Rights Issue</b>	
NTA attributable to Shareholders (RMB'000)	111,120
Add: Net proceeds from the issuance of placement shares (RMB'000)	10,835
Adjusted NTA attributable to Shareholders (RMB'000)	121,955
Number of Shares	520,670,000
Adjusted NTA per Share (RMB)	0.23
<b>After the Rights Issue</b>	
<u>Maximum Subscription Scenario</u>	
NTA attributable to Shareholders (RMB'000)	111,120
Add: Net proceeds from the issuance of placement shares (RMB'000)	10,835
Add: Proceeds from the Right Issue	125,282
Adjusted NTA attributable to Shareholders (RMB'000)	247,237
Number of Shares	3,124,020,000
Adjusted NAV per Share (S\$)	0.08

(b) The unaudited consolidated balance sheet of the Group as at FY2016 is set out below:

	FY2016 RMB'000 Unaudited
<b>ASSETS</b>	
<b>Non-current assets</b>	
Property, plant and equipment	25,030
Intangible assets	6,965
Land use rights	366
Goodwill	13,434
Deferred tax assets	145
	45,940
<b>Current assets</b>	
Inventories	2,389
Trade and other receivables	90,161
Bank and cash balances	17,979
	116,469

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

	110,529
<b>Total assets</b>	156,469
<b>Non-current liabilities</b>	
Deferred tax liabilities	1,600
Borrowings	839
	2,439
<b>Current liabilities</b>	
Trade and other payables	9,318
Provision	227
Borrowings	5,976
Income tax payable	5,315
	20,836
<b>Total liabilities</b>	23,275
<b>Net assets</b>	133,194
<b>Equity</b>	
Share capital	133,252
Accumulated (losses)/ profits	(24,607)
Statutory reserve	17,521
Currency translation reserve	(4,495)
Equity attributable to equity holders of the Company, total	121,671
Non-controlling interests	11,523
<b>Total equity</b>	133,194
	<b>As at</b>
	<b>31 December 2016</b>
<b>As at balance sheet date</b>	
NTA attributable to Shareholders (RMB'000)	121,671
Number of Shares	520,670,000
NTA per Share (RMB)	0.23
<b>Before the Rights Issue</b>	
NTA attributable to Shareholders (RMB'000)	121,671
Adjusted NTA attributable to Shareholders (RMB'000)	121,671
Number of Shares	520,670,000
Adjusted NTA per Share (RMB)	0.23
<b>After the Rights Issue</b>	
<u>Maximum Subscription Scenario</u>	
NTA attributable to Shareholders (RMB'000)	121,671
Add: Proceeds from the Issue	126,192
Adjusted NTA attributable to Shareholders (RMB'000)	247,863
Number of Shares	3,124,020,000
Adjusted NTA per Share (RMB)	0.08

5. The data referred to in paragraph 4 of this Part shall include the line items in the audited or interim balance sheet of the relevant entity or the group, as the case may be, and shall in addition include the following items:

- (a) number of shares after any adjustment to reflect the sale of new securities;

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

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

Noted. Please see paragraph 4 of this Part V.

**Liquidity and Capital Resources**

6. Provide an evaluation of the material sources and amounts of cash flows from operating, investing and financing activities in respect of–

- (a) the most recent completed financial year for which financial statements have been published; and
- (b) if interim financial statements have been published for any subsequent period, that period.

(a) The audited consolidated cash flow statement of the Group for FY2015 is set out below:

	FY2015 RMB'000 Audited
<b>Cash Flows from Operating Activities</b>	
Loss before tax	(12,537)
Adjustments for:	
Interest income	(3,115)
Interest expense	5,558
Depreciation of property, plant and Equipment	4,265
Gain on disposal of property, plant and Equipment	(73)
Development property written down	9,336
Provision for safety expenses	187
Amortisation of intangible assets and land use rights	169
Performance shares	1,009
Operating cash flows before working capital changes	4,799
Development property	(2,713)
Inventories	3,178
Receivables	(35,916)
Payables	23,500
Net effect of exchange rate changes in consolidating foreign operations	574
Cash used in operations	(6,578)
Income tax paid	(2,723)
<b>Net cash from/(used in) operating activities</b>	<b>(9,301)</b>
<b>Cash Flows from Investing Activities</b>	
Purchase of property, plant and Equipment	(2,627)
Purchase of intangible assets	(602)
Proceeds from disposal of property, plant and equipment	402
Interest received	3,115
Acquisition of a subsidiary, net of cash acquired	538
<b>Net cash from/(used in) investing activities</b>	<b>826</b>

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

<b>Cash Flows from Financing Activities</b>	
Interest paid	(3,749)
Finance lease repayment	(535)
Repayment to shareholder	(5,206)
Proceed from term loan	29,471
Repayment to term loan	(2,352)
Repayment of related party loan	(249)
Proceeds from issuance of new shares, net of issuance expenses	25,156
	<u>42,536</u>
<b>Net cash from / (used in) financing activities</b>	<b>42,536</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>34,061</b>
Cash and cash equivalents at beginning of financial year	18,623
Effects of exchange rate changes on cash and cash equivalents	(11)
<b>Cash and cash equivalents at end of financial year</b>	<b>52,673</b>

A review of the cash flow position for the Group for FY2015 is set out below:

For FY2015, operating cash flow before changes in working capital was approximately RMB4.8 million.

Net cash used in operating activities was approximately RMB9.3 million. This was mainly due to increase in receivables and payables as a result of deposits placed with suppliers to procure supply of coal and alumina as well as deposits placed by customers for supply of alumina.

Net cash generated from investing activities amounted to approximately RMB0.8 million. This was mainly due to purchase of plant and equipment and partially offset by interest received.

Net cash generated from financing activities amounted to approximately RMB42.5 million. This was mainly due to net proceeds from issuance of new Shares on 16 December 2015 pursuant to a placement and term loan obtained during the year.

(b) The unaudited consolidated cash flow statement of the Group for FY2016 is set out below:

	FY2016 RMB'000 Unaudited
<b>Cash Flows from Operating Activities</b>	
Profit before tax	4,776
Adjustments for:	
Interest income	(3,019)
Interest expense	2,048
Depreciation of property, plant and Equipment	4,152
Gain on disposal of property, plant and Equipment	(1)
Development property written down	495
Provision for safety expenses	(162)
Amortisation of intangible assets and land use rights	171
Impairment loss on intangible asset	2,848
Operating cash flows before working capital changes	11,308
Inventories	32
Receivables	(14,576)
Payables	(43,479)
Net effect of exchange rate changes in consolidating foreign operations	6,742
Cash used in operations	<u>(39,973)</u>



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

Income tax paid	(2,751)
<b>Net cash from/(used in) operating activities</b>	<b>(42,724)</b>
 <b>Cash Flows from Investing Activities</b>	
Purchase of property, plant and Equipment	(2,135)
Purchase of intangible assets	(96)
Proceeds from disposal of property, plant and equipment	190
Proceeds from disposal of development	42,656
Interest received	3,019
<b>Net cash from/(used in) investing activities</b>	<b>43,634</b>
 <b>Cash Flows from Financing Activities</b>	
Interest paid	(2,048)
Finance lease repayment	(113)
Repayment to shareholder	(13,922)
Repayment to term loan	(29,458)
Repayment of related party loan	(933)
Proceeds from issuance of new shares, net of issuance expenses	10,835
<b>Net cash from / (used in) financing activities</b>	<b>(35,639)</b>
 <b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(34,729)</b>
Cash and cash equivalents at beginning of financial year	52,673
Effects of exchange rate changes on cash and cash equivalents	35
<b>Cash and cash equivalents at end of financial year</b>	<b>17,979</b>

A review of the cash flow position for the Group for FY2016 is set out below:

For FY2016, operating cash flow before changes in working capital was approximately RMB11.3 million.

Net cash used in operating activities was approximately RMB42.7 million. This was mainly due to increase in receivables as a result of deposits placed with suppliers to procure supply of coal and decrease in payables which were in line with the scaling down of alumina's operation.

Net cash generated from investing activities amounted to approximately RMB43.6 million. This was mainly due to proceeds from the disposal of development property, interest received and partially offset by purchase of plant and equipment.

Net cash used in financing activities amounted to approximately RMB35.6 million. This was mainly due to repayment of terms loans, shareholders' loans, related party loans and interest paid; and partially off-set by net proceeds from issuance of new Shares on 12 August 2016 pursuant to a placement.

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

As at the date of lodgement of this Offer Information Statement, the Directors are of the reasonable opinion that, after taking into consideration the present bank facilities, the working capital available to the Group is sufficient to meet its present requirements.

---

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

---

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

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

---

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

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

The discussion on the business and financial prospects of the Group as set out herein may contain forward-looking statements, and are subject to certain risks. Please refer to the section entitled "Cautionary Note on Forward-Looking Statements" of this Offer Information Statement for further details.

Save as disclosed below and in this Offer Information Statement, and barring unforeseen circumstances, the Directors are not aware of any known trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect on net sales or revenues, profitability, liquidity or capital resources, or that would cause financial information disclosed in this Offer Information Statement to be not necessarily indicative of the future operating results or financial condition of the current financial year.

The Directors are of the view that coal trading under Orion will continue to grow and expand for the financial year ending 31 December 2017. Coal price has rebounded in second half of 2016 due to Beijing's self-imposed production constraints. Although the outlook for coal is positive, the future directions of the coal in the Asian market are strongly determined by political developments in China and policies on global climate change. Currently Orion is trading on an average of 4 shipments per month and is looking into obtaining more financial support through bank facilities and the Rights Issue to increase the number of shipments.

The outlook for gypsum and alumina segments will continue to be soft, influenced by slowdown in the construction industry and synthetic substitutes in China. China has raised the environmental standards in the mining sector, issuing punishment to polluters that do not comply with its new laws and standards relating thereto. This will lead to an increase in operation cost and closing down of some mines.

The Group's property business segment has ceased on 30 May 2016 following the disposal of the Group's development property in Perth.

---

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

---

### **Risk Factors**

To the best of the Directors' knowledge and belief as at the Latest Practicable Date, the risk factors that are material to Shareholders and prospective investors in making an informed judgment on the Rights Issue (save for those which have already been disclosed to the general public) are set out below. Shareholders and prospective investors should carefully consider and evaluate each of the following considerations and all other information contained in this Offer Information Statement before deciding to invest in the Rights Shares. The Group could be affected by a number of risks

that may relate to the industries and countries in which the Group operates as well as those that may generally arise from, *inter alia*, economic, business, market and political factors, including the risks set out herein.

The risks described below are not intended to be exhaustive. There may be additional risks not presently known to the Group, or that the Group may currently deem immaterial, which could affect its operations. If any of the following considerations and uncertainties develop into actual events, the business, financial condition, results of operations and prospects of the Company and the Group could be materially and adversely affected. In such event, the trading price of the Shares and the Rights Shares could decline due to any of these considerations and uncertainties, and Shareholders and investors may lose all or part of their investment in the securities of the Company.

### **Risks relating to the alumina business**

#### **The alumina business is affected by the level of activity and growth in the construction, automobile, transportation and aeronautical industries**

As the majority of the alumina products of the Group are sold in the PRC, the demand for its products is predominantly dependent on the level of activity and growth in the construction, automobile, transportation and aeronautical industries in the PRC, which in turn depends on factors such as the general economic conditions, government policy, growth, consumer confidence, inflation and demographic trends in the PRC. The lack of geographical diversity exposes the Group to risks associated with fluctuations in the political and economic conditions of the PRC. In the event that there is an adverse change in the political conditions of the PRC or a downturn in the economic conditions of the PRC, the Group's business, financial condition and performance will be adversely affected.

#### **Change in government policy for aluminium in the PRC**

Change in government policy for aluminium in the PRC may result in a reduction in the demand for alumina, which will affect the business, prospects, financial condition and financial performance of the Group.

#### **The Group may be affected by the cyclical nature of alumina prices which are subject to significant fluctuations**

Whilst the Group tries to negate the effect of price swings with respect to alumina by entering into longer-term supply agreements with alumina suppliers, the Group's revenues and profitability are highly dependent on the difference between the prices the Group pays its suppliers for the alumina and the prices which the Group receives for the alumina from its customers. Prices at which the Group pays for its alumina and prices it receives from its customers for the alumina are based upon or affected directly by alumina prices and indirectly by aluminium prices, which tend to be cyclical and subject to significant fluctuations.

The price of alumina which the Group purchases and the alumina that the Group sells are affected by a number of factors including the demand and supply of alumina. An increase in domestic alumina supply and/or a decrease in domestic consumption levels of alumina may result in an oversupply of alumina which could in turn result in downward selling pressure on the alumina products that the Group sells. In addition, the PRC government may from time to time introduce

---

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

---

policies that influence the production of alumina, affecting the price of alumina.

As such, the price of alumina can be highly volatile and the timing of changes in the market price of alumina is largely unpredictable. As the Group may purchase alumina from existing suppliers under supply contracts on a monthly basis ahead of its contracting sales for primary aluminum or fabricated aluminum products, the Group cannot guarantee that it will be able to fully pass on any cost increases in the price of alumina to its customers, and the profit margins may in turn be affected. In the event that the Group is not able to maintain its profit margins in relation to the alumina trading business, its business, financial condition, results of operations, prospects, profitability and financial performance may be materially and adversely affected.

Other unpredictable factors which affect the price of alumina include economic growth rates, foreign and domestic interest rates and trade policies.

The occurrence of the events or conditions above will affect the Group's business, financial condition, results of operations, prospects, profitability and financial performance.

**Dependent on major suppliers**

The Group is dependent on its major suppliers for alumina. Although the Group may have entered into a long-term contract with major suppliers, in the event these suppliers' production of alumina are affected and are not able to supply the Group and the Group is not able to source for sufficient alternative supplies of alumina and at a competitive rate, its business, financial condition, results of operations, prospects, profitability and financial performance may be materially and adversely affected.

In addition, should the major suppliers fail to supply the alumina on time to the Group and the Group is in turn unable to supply the alumina to its customers on time, the Group's reputation would be affected, its customers will lose confidence in its services and as a result, the Group's business, financial condition, results of operations, prospects, profitability and financial performance may be materially affected.

**Risks relating to the coal business**

**The business is affected by the level of activity and growth in the coal power industry and chemical industry**

As the majority of the Group's coal is sold in the PRC, the demand for its products is predominantly dependent on the level of activity and growth in the coal power and chemical industries in the PRC, which in turn depends on factors such as general economic conditions, government policy, growth, consumer confidence, inflation and demographic trends in the PRC. The Group's lack of geographical diversity exposes it to risks associated with fluctuations in the political and economic conditions of the PRC. In the event that there is an adverse change in the political conditions of the

PRC or a downturn in the economic conditions of the PRC, the Group's business, financial condition and performance will be adversely affected.

**The Group may be adversely affected by the volatility of coal prices**

Revenues and profitability are highly dependent on the difference between the prices that the Group pays for its coal and the prices that the Group receives for the sale of coal. The prices that the Group pays to its suppliers for the coal and the prices that it receives from its customers for coal are based upon or affected by coal prices, which tend to be cyclical and subject to significant fluctuations.

The price of coal which the Group purchases and the coal that the Group sells are affected by a number of factors including the demand and supply of coal. An increase in domestic coal supply and/or a decrease in domestic consumption levels of coal may result in an oversupply of coal which could in turn result in downward selling pressure on the coal products that the Group sells. In

---

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

---

addition, the PRC government may from time to time introduce policies that influence the production and/ or sale of coal.

Other unpredictable factors which affect the price of coal include economic growth rates, foreign and domestic interest rates and trade policies.

In the event that the Group is unable to maintain its profit margin due to changes in the price of coal, this may materially and adversely affect its business, financial condition, results of operations, prospects, profitability and financial performance.

### **The Group may be adversely affected by an inability to source for sufficient quantities of coal**

The Group is dependent on its domestic suppliers for the supply of coal. There is no assurance that the Group will be able to continue sourcing coal from its suppliers and/or new suppliers at prices that are favourable to it. In the event that its suppliers reduce and/or terminate the supply of coal, the Group may not be able to seek alternative sources in a timely manner and/or at reasonable prices. In addition, the Group may face an increase in the cost of supply should it switch to new suppliers. Under such circumstances, its profit margin for coal products may be reduced or eroded which may materially and adversely affect its business, financial condition, results of operations, prospects, profitability and financial performance.

### **Risks relating to the gypsum business**

#### **The gypsum business is affected significantly by the level of activity and growth in the construction industry in the PRC**

As the majority of the Group's gypsum products are sold in the PRC, the demand for its products is predominantly dependent on the level of activity and growth in the construction industry in the PRC, which in turn depends on factors such as general economic conditions, government policy, growth, consumer confidence, inflation and demographic trends in the PRC. The Group's lack of geographical diversity exposes it to risks associated with fluctuations in the political and economic conditions of the PRC.

Any slowdown in the growth of PRC's economy or a downturn in the construction industry, particularly government infrastructure projects, in the PRC could affect the demand for the Group's products, which in turn could have a material and adverse effect on its business, financial condition, results of operations and prospects.

#### **The Group may be adversely affected by prices of gypsum which are subject to fluctuations**

The Group's revenues and profitability are highly dependent on the selling prices of its gypsum products. Such prices are based on demand for gypsum, general economic conditions, the supply of gypsum and government policies which affect the industries where gypsum is used such as the construction industry. The construction industry is cyclical in nature and economic downturns and

resulting pricing pressures experienced by customers in this industry have in the past resulted in them reducing their capital and operating expenditures. A slowdown in this industry or the occurrence of any event that may adversely affect the industry such as the demand and supply for the gypsum used in construction materials will result in a decrease in demand for construction materials, and accordingly, the Group's business, profitability and financial performance may be adversely affected. Any significant decline in the price of gypsum with the deterioration in the global economic situation may result in the postponement or cancellation of orders by customers.

The occurrence of any of the events or conditions above may materially and adversely affect the Group's business, financial condition, results of operations, prospects, profitability and financial performance.

---

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

---

### **Inclement weather and Acts of God may adversely affect operations**

Inclement weather and/or Acts of God may require the Group to evacuate personnel or curtail operations and may cause damage to its mine site, transportation roads and loading facilities. This could result in the temporary suspension of operations or generally reduce production. The mining area sometimes experiences heavy rains, so flooding might be a risk to the mine shaft as well as the stockpiles. Any damage to the mine site, transportation roads and loading facilities caused by prolonged periods of inclement weather and/or Acts of God may materially and adversely affect the Group's business, financial condition, results of operations, prospects, profitability and financial performance.

### **The Group may be adversely affected in the event of accidents occurring during mining activities**

Accidents or mishaps may occur at the Group's mines even though there are safety measures already in place. Such accidents or mishaps may severely disrupt the Group's gypsum mining and production operations. As a result of any major disruptions, the Group's ability to supply gypsum to customers on a timely basis may be affected, which will cause a negative impact on its reputation and its customers losing confidence in its services. As a result, the Group's business, financial condition, results of operations, prospects, profitability and financial performance will be materially and adversely affected. Further, such accidents or mishaps may subject the Group to claims from workers or other persons involved in such accidents or mishaps for damages and any claims which are not covered by insurance policies may adversely affect its results of operations and financial position. Whilst the Group continually tries to adopt good mining and safety practices to minimise these risks, there is no assurance that accidents or mishaps will not occur.

The occurrence of accidents and/or mishaps at the Group's mines and/or plants may materially and adversely affect its business, financial condition, results of operations, prospects, profitability and financial performance.

### **The Group is affected by exploration, development, mining and processing risks**

The business of mineral exploration, project development and mining by its nature contains elements of significant risk. The ultimate and continuing success of these activities is dependant on many factors such as:-

- the discovery and/or acquisition of economically recoverable ore reserves;
- successful conclusions to bankable feasibility studies;
- access to adequate capital for project development;
- design and construction of efficient mining and processing facilities within capital expenditure budgets;
- securing and maintaining the validity of mining licence and/or exploratory licence and compliance with the terms of those licences;
- obtaining consents and approvals necessary for the conduct of exploration and mining; and
- access to competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants.

The successful establishment of mining operations that are under exploration and development will affect the Group's financial performance. Key factors affecting our success include, *inter alia*, costs, actual mineralisation, consistency and reliability of ore grades and commodity prices. In the event that the Group is unable to leverage on or respond to (as applicable) the above mentioned factors in a timely manner, its business, financial condition, results of operations, prospects, profitability

---

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

---

and financial performance may be materially affected.

### **Operations are affected by ability to obtain, maintain and renew licences and approvals and maintain mining concession from the PRC Government**

The Group requires various licences, permits and approvals from the regional governments to operate its businesses. The Group will need to renew the licences and approvals before they expire, as well as obtain new licences and approvals when required. The Group cannot be sure that the Chinese government (whether at the regional/state government level) will issue or renew the licences or approvals required within the timeframe the Group anticipates or at all. A loss of, or failure to obtain or renew, any significant licence or approval which the Group requires to conduct its

business and operations may materially and adversely affect its business, financial condition, results of operations, prospects, profitability and financial performance.

Further, if the Group is not able to fulfill its contractual obligations under any mining concessions, the concessions could be terminated and/or the Group's rights under these concessions could be restricted, which would prevent it from mining gypsum within the concession areas and this may materially and adversely affect its business, financial condition, results of operations, prospects, profitability and financial performance.

### **The Group may be adversely affected by the imposition and enforcement of various environmental laws and regulations as well as the observance of sound practices**

The Group is subject to a variety of laws and regulations that promote environmentally and socially sound operating practices.

The Group is required to comply with all national and local regulations in the PRC. The Group expects to be subject to additional requirements in the future, as the PRC Government continues to pass laws aimed at strengthening environmental protection measures and adopts more stringent environmental standards. In addition, the Group expects that this trend will continue and that compliance will require additional capital expenditures and result in higher operating costs, which may negatively affect its financial condition and results of operations.

The Group's gypsum mines are subject to inspections by various government agencies, each of which may have different perspectives or standards from the others. These agencies have the power to examine and control compliance with environmental regulations, including the imposition of fines and revocation of licences and land use rights. However, governmental agencies may adopt additional regulations that would require the Group to incur additional costs in compliance with environmental laws and regulations.

In the event that the Group is unable to comply fully with all environmental laws and regulations, its business, financial condition, results of operations, prospects, profitability and financial performance may be materially and adversely affected if subjected to penalties.

### **An occurrence of civil unrest around the mines may affect business and operations**

Although there have been no occurrences of instability or civil unrest in the vicinity of the mines of the Group, there is no assurance that the Group will not be adversely affected by any civil unrest or

instability arising from discontent workers and/or residents in the area. Any civil unrest or instability in the area could impact operations and may have a materially adverse effect on the Group's business, financial condition, results of operations and prospects.

### **The Group may be adversely affected by gypsum substitutes**

In the event that technology advances such that the quality and the compressive strength of synthetic gypsum improves or that there is an increase in demand for the usage of synthetic gypsum such that synthetic gypsum becomes an effective and popular substitute to mined gypsum, the Group's business, financial condition, results of operations, prospects, profitability and financial

---

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

---

performance may be materially and adversely affected.

### **The Group may not maintain sufficient insurance coverage for the risks associated with its business operations which may not be sufficient to cover all potential losses**

Insurance against all risks associated with mineral exploration and production is not always available or affordable. The Group will maintain insurance where it is considered appropriate for its needs. However, the Group will not be insured against all risks either because appropriate cover is not available or because the Directors consider the required premiums to be excessive having regard to the benefits that would accrue.

These risks can result in, among other things:-

- damage to, and destruction of, mineral properties or production facilities;
- personal injury;
- environmental damage;
- delays in mining;
- monetary losses; and
- legal liability.

The current PRC insurance industry offers the Group limited insurance coverage. As a result, the Group may have to pay out of its funds for financial and other losses, damages and liabilities, including those caused by fire, weather, disease, civil strife, industrial strikes, breakdowns of equipment, difficulties or delays in obtaining raw materials and equipment, natural disasters, terrorist incidents, industrial accidents or other causes. Any business disruption or natural disaster may result in substantial costs and diversion of resources. Losses incurred or payments to third parties that the Group may be required to make in relation to such risks may have a material adverse effect on its business, financial condition, results of operations, prospects, profitability and financial performance to the extent such losses or payments are not insured or the insured amount is not adequate.

### **Reliance on major customer**

The Group has only a small base of customers and these customers are not obligated in any way to continue to provide the Group with new businesses in the future at a level similar to that in the past or at all. If any of these customers were to substantially reduce the volume and/or the value of new businesses to the Group or to terminate the business relationship with the Group entirely, there can be no assurance that the Group would be able to secure new businesses from other customers. In addition, there can be no assurance that new businesses secured from other customers for replacement, if any, would be on commercially comparable terms. As such, the Group's operations and financial performance may be adversely affected.

### **General risks**

#### **The Group's future success depends on its ability to retain key personnel**

The Group places substantial reliance on the experience and knowledge of its geological experts, technical personnel and management officers. The Group cannot prevent employees from terminating their respective contracts in accordance with the relevant agreed conditions. Finding suitable replacements for such key personnel could be difficult and time-consuming, and competition for such personnel with rich experience is intense. The loss of the services of one or more members of the key personnel due to their departure or other reasons could materially and adversely affect the Group's business, financial condition and results of operations.



---

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

---

If any key personnel is unable or unwilling to continue in their present positions, the Group may not be able to replace them easily in a timely manner or at all, or the Group may incur additional expenses to recruit, train and retain personnel. Moreover, if any of these key personnel joins a competitor, the Group may lose customers, suppliers, know-how and key professionals and staff members. The loss of any key personnel could have an adverse effect on the Group's business, financial condition and results of operations.

In addition, the Directors believe that the Group's future success will depend largely on its ability to attract and retain highly skilled and qualified personnel to expand, train and manage its employees. There can be no guarantee that suitably skilled and qualified individuals will be identified and employed or contracted on satisfactory terms or at all. If the Group fails to recruit or retain the

necessary personnel, its business, financial condition, results of operations, prospects, profitability and financial performance may be materially and adversely affected.

**The Group operates in a competitive environment and if it is unable to maintain its competitive position, its results of operations will be adversely affected**

The Group faces intense competition in its business and cannot assure that it will be able to compete successfully in the future. The Group's competitors may have substantially greater financial, marketing and other resources. As a result, these companies may be able to compete more successfully over a longer period of time than the Group. In addition, the Group may face competition from new entrants in its business.

Furthermore, the Group may not be able to offer any price advantage over its competitors because their cost structures may be more competitive due to their geographical locations or other factors. The Group's inability to provide comparable or better products at a lower cost than its competitors or to retain existing or secure new customers may adversely affect its operating results and financial condition.

**The Group will be adversely affected if its transportation network is disrupted**

The Group's efficiency in processing orders is dependent on a reliable and effective transportation network between its gypsum mines and/or plants, its upstream suppliers in relation to alumina and coal and its downstream customers. In the event that the Group is unable to transport its goods to its customers on time due to transport delays and/or disruptions, its business, financial condition, results of operations, prospects, profitability and financial performance may be materially and adversely affected.

**The Group may be adversely affected by any default in payment by its customers**

The Group may be adversely affected by the default of its customers with respect to their contractual obligations. Potential contractual defaults may include non-payment or failure to take delivery of contracted volumes. Should such a default occur, the Group's cash flows, business, financial condition, results of operations, prospects, profitability and financial performance would be adversely affected.

**Risks relating to the PRC**

**The Group's operations could be adversely affected by changes in the political, economic and social conditions in the PRC**

The Group's operations in the PRC are subject to various laws and environmental regulations. The implementation of new or the modification of existing laws and regulations affecting the Group's business in the PRC, could have a material adverse impact on the Group.

---

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

---

**Introduction of new laws or changes to existing laws by the PRC government may adversely affect the Group's business**

The Group's business and operations in the PRC and the business and operations of its customers and suppliers in the PRC are subject to the laws and regulations promulgated by the PRC Government. Such changes may adversely affect the Group's operations and business in the PRC.

From time to time, changes in law and regulations or the implementation thereof may also require the Group to obtain additional approvals and licences from the PRC authorities for the conduct of its operations in the PRC. In such event, the Group may need to incur additional expenses in order to comply with such requirements. This will in turn affect its financial performance as its business costs will increase. Furthermore, there can be no assurance that such approvals or licences will be granted to the Group promptly or at all. If the Group experiences delay in obtaining or inability to obtain such required approvals or licences, the Group's operations and business in the PRC, and

hence its overall financial performance will be adversely affected.

**The Group's results of operations and financial condition may be adversely affected by the changes in the PRC foreign exchange controls**

The Group's PRC subsidiaries are subject to the rules and regulations imposed by the PRC government on currency conversion.

The ability of the Group to pay dividends or make other distributions may be restricted by the PRC foreign exchange control restrictions. There can be no assurance that the relevant regulations will not be amended to the Group's detriment and that the ability of the Group to distribute dividends will not be adversely affected.

**Failure to fully comply with relevant PRC environmental laws and regulations will result in the Group being subject to penalties and fines or result in an order being made to cease all its production activities**

The Group is subject to the environmental laws and regulations of the PRC. Failure to fully comply with such laws and regulations will result in the Group being subject to penalties. Any changes in respect of the PRC environmental laws and regulations may require the Group to incur additional capital expenditure or costs in order to comply with such regulations. Profits will be adversely affected if the Group is unable to pass on such additional costs to its customers. Any failure by the Group to control the use of or adequately restrict the discharge of wastes or hazardous substances could also subject the Group to liabilities in the future, including but not limited to, penalties or other administrative sanctions. In the event that the Group is subject to penalties or other administrative sanctions, this may have a material adverse effect on its business, financial condition, results of operations, prospects, profitability and financial performance.

**Risks factors relating to the securities of the Company**

**Investments in securities quoted on Catalist involve a higher degree of risk and can be less liquid than shares quoted on the Main Board of the SGX-ST**

The Company is a company listed on Catalist, a listing platform primarily designed for fast-growing and emerging or smaller companies which generally involve higher investment risk compared to

larger or more established companies on the Main Board of the SGX-ST. In particular, companies may list on Catalist without a track record of profitability and there is no assurance that there will be a liquid market in the securities traded on Catalist. The Catalist was established at the beginning of 2008 and its future success and liquidity in the market for the Shares cannot be guaranteed.

---

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

---

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

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

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

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

**Investors may experience future dilution of their Shares**

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

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

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

Examples of such factors include but are not limited to:

- changes in securities analysts' estimates of the Group's financial performance;
- fluctuations in stock market prices and volume; and
- economic, stock and credit market conditions.

Any of these events could result in a decline in the price of the Shares during and after the Rights Issue.

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

Not applicable, because there is no profit forecast disclosed.

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

---

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

---

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

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

Not applicable, because there is no profit forecast disclosed.

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

Not applicable, because there is no profit forecast disclosed.

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

Not applicable, because there is no profit forecast disclosed.

---

**Significant Changes**

- 15. Disclose any event that has occurred from the end of—**
- (a) the most recent completed financial year for which financial statements have been published; or**

---

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

---

- (b) if interim financial statements have been published for any subsequent period, that period, to the latest practicable date which may have a material effect on the financial position and results of the relevant entity or, if it is the holding company or holding entity of a group, the group, or, if there is no such event, provide an appropriate negative statement.
- 

Save as disclosed in this Offer Information Statement, the Directors are not aware of any event which has occurred since 31 December 2016 up to the Latest Practicable Date which may have a material effect on the financial position and results of the Group.

---

**Meaning of “published”**

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

Noted.

---

---

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

---

**PART VI – THE OFFER AND LISTING**

---

**Offer and Listing Details**

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

The Issue Price for each Rights Share is S\$0.01, payable in full upon acceptance and application. The Issue Price represents a discount of approximately 60% to the last traded price of S\$0.025 per Share for the trades on the Catalist on 2 December 2016, being the market day immediately preceding the date of the Announcement on which Shares were traded on the Catalist.

The expenses incurred in the Rights Issue will not be specifically charged to subscribers or purchasers of the Rights Shares. However, an administrative fee will be incurred for each successful application made through the ATMs of the respective Participating Banks.

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

The Shares are, and the Rights Shares will be, traded on Catalist.

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

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

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

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

---

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

---

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

The Rights Shares are of the same class as the Shares and the Shares are listed for quotation on the Catalist.

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

	Price Range		Avg Volume
	Low (S\$)	High (S\$)	
March 2016	0.02	0.04	7,215,400
April 2016	0.02	0.04	3,499,000
May 2016	0.03	0.04	6,362,000
June 2016	0.02	0.03	1,215,800
July 2016	0.03	0.03	591,500
August 2016	0.02	0.03	222,700
September 2016	0.00	0.03	216,900
October 2016	0.02	0.04	2,907,300
November 2016	0.02	0.03	1,105,00
December 2016	0.02	0.03	1,136,400
January 2017	0.02	0.02	131,700
February 2017	0.01	0.02	4,346,500
Latest Practicable Date	0.01	0.01	46,505,800

- (b) Not applicable
- (c) There has been no trading suspension of the Shares on the SGX-ST during the three (3) years immediately preceding the Latest Practicable Date, save for the purposes of releasing material announcements.
- (d) Please refer to paragraph 4(a) of this Part VI for the volume of Shares traded during each of the last twelve (12) calendar months immediately preceding the Latest Practicable Date and as at the Latest Practicable Date. Based on the information set out therein, the Shares are regularly traded on Catalist.
-

---

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

---

5. Where the securities being offered are not identical to the securities already issued by the relevant entity, provide –
- (a) a statement of the rights, preferences and restrictions attached to the securities being offered; and
  - (b) an indication of the resolutions, authorisations and approvals by virtue of which the entity may create or issue further securities, to rank in priority to or *pari passu* with the securities being offered.

---

The Rights Shares, when issued, will rank *pari passu* in all respects with the then existing Shares, save for any dividends, rights, allotments or other distributions, the Record Date for which falls before the date of issue of the Rights Shares.

The Rights Shares are to be issued pursuant to the specific share issue mandate granted by the Shareholders at the extraordinary general meeting held on 15 February 2017. The issue of the Rights Shares has also been authorised by resolutions of the Board of Directors passed on 2 March 2017.

---

**Plan of Distribution**

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

---

The Rights Shares will be provisionally allotted to Entitled Shareholders on the basis of five (5) Rights Shares for every one (1) existing Share held by Entitled Shareholders as at the Books Closure Date.

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

Fractional entitlements to the Rights Shares will be disregarded in arriving at the Entitled Shareholders' provisional allotments of Rights Shares and will, together with the provisional allotments of Rights Shares which are not taken up or allotted for any reason, be aggregated and allotted to satisfy Excess Applications (if any), or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit for the benefit of the Company. It is hereby disclosed and confirmed to the Sponsor, that in the allotment of excess Rights Shares, preference will be given to the rounding of odd lots, and the Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board of Directors will rank last in priority for the rounding of odd lots and allotment of excess Rights Shares. The Company will also not make any allotment and issue of any Rights Shares (whether through provisional allotments, purchase of provisional allotments and/or application for excess Rights Shares) that will result in a transfer of controlling interest in the Company.

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



---

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

---

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

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

Not applicable. The Rights Issue is not underwritten.

---

---

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

---

**PART VII – ADDITIONAL INFORMATION**

---

**Statements by Experts**

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

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

---

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

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

---

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

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

---

**Consents from Issue Managers and Underwriters**

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

Not applicable as there is no issue manager or underwriter.

---

**Other Matters**

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

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

---

---

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

---

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

---

Not applicable.

---

---

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

---

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

---

Not applicable

---

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

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

1. Provide –

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

(a) Principal Terms of the Rights Shares

<b>Number of Rights Shares</b>	:	Up to 2,603,350,000 Rights Shares.
<b>Basis of Provisional Allotment</b>	:	The Rights Issue is made on a renounceable basis to Entitled Shareholders on the basis of five (5) Rights Shares for every one (1) existing Share held by Entitled Shareholders as at the Books Closure Date, fractional entitlements to be disregarded.
<b>Issue Price</b>	:	S\$0.01 for each Rights Share, payable in full on acceptance and/ or application.  The Issue Price represents a discount of approximately 60% to the last traded price of S\$0.025 per Share for Shares traded on the Catalist on 2 December 2016, being the Market Day immediately preceding the Announcement on which Shares were traded on the Catalist.
<b>Eligibility to participate</b>	:	Please refer to the “Eligibility of Shareholders to Participate in the Rights Issue” section of this Offer Information Statement for further details.
<b>Status of the Rights Shares</b>	:	The Rights Shares are payable in full upon acceptance and/or application and will, upon allotment and issue, rank <i>pari passu</i> in all respects with the then existing Shares, save for any dividends, rights, allotments or other distributions that may be declared or paid, the Record Date for which falls on or before the date of issue of the Rights Shares.
<b>Listing of the Rights Shares</b>	:	The Company has on 23 January 2017 obtained the listing and quotation notice of the SGX-ST for the listing and quotation of the Rights Shares on the Catalist. The Rights Shares will be listed and quoted on the Catalist after the certificates relating thereto have been issued and the allotment letters from CDP have been despatched.  The listing and quotation notice of the SGX-ST for the listing and quotation of the Rights Shares on the Catalist are in no way reflective of and are not to be taken as an indication of the

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

		merits of the Rights Issue, the Rights Shares, the Company, its Subsidiaries and their securities.]
<b>Acceptance and Excess Application</b>	:	<p>Entitled Shareholders will be at liberty to accept (in full or in part), decline or otherwise renounce or in the case of Entitled Depositors, trade (during the provisional allotment trading period prescribed by the SGX-ST) their provisional allotments of Rights Shares and will be eligible to apply for Rights Shares in excess of their provisional allotments under the Rights Issue.</p> <p>Provisional allotments which are not taken up for any reason shall be aggregated and used to satisfy Excess Applications (if any) or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit for the benefit of the Company.</p> <p>In the allotment of excess Rights Shares, preference will be given to the rounding of odd lots, and that Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board of Directors will rank last in priority for the rounding of odd lots and allotment of excess Rights Shares.</p> <p>The Company will also not make any allotment and issue of any Rights Shares (whether through provisional allotments, purchase of provisional allotments and/or application for excess Rights Shares) that will result in a transfer of controlling interest in the Company.</p>
<b>Trading of the Rights Shares</b>	:	<p>Upon the listing and quotation of the Rights Shares on the Catalist, the Rights Shares will be traded on the Catalist under the book- entry (scripless) settlement system. For the purposes of trading on the Catalist, each board lot of Shares will comprise of 100 Shares.</p>
<b>Scaling Down</b>	:	<p>Depending on the level of subscription for the Rights Shares, the Company will, if necessary, scale down the subscription for the Rights Shares by any of the Substantial Shareholders (if such Substantial Shareholder chooses to subscribe for its pro-rata Rights Shares entitlement) to avoid placing the relevant Substantial Shareholder in the position of incurring a mandatory general offer obligation under the Code as a result of other Shareholders not taking up their Rights Shares entitlement fully.</p>
<b>Use of SRS Funds</b>	:	<p>Members under the SRS ("SRS Members") who bought their Shares previously using their account opened with the relevant approved bank ("SRS Account") and who wish to accept their provisional allotments of Rights Shares and apply for excess Rights Shares (if applicable) can only do so, subject to applicable SRS rules and regulations, using monies standing to the credit of their respective SRS Accounts. Such SRS Members who wish to accept their provisional allotments of Rights Shares and apply for excess Rights Shares using SRS monies (if applicable), must instruct the relevant approved banks in which they hold their SRS Accounts to accept their provisional allotments of Rights Shares and apply for excess Rights</p>

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

		Shares (if applicable) on their behalf in accordance with the Offer Information Statement. Any application made directly to CDP or through the ATM of any Participating Bank appointed and named in the Offer Information Statement by such Entitled Shareholders will be rejected. For the avoidance of doubt, monies in SRS Accounts may not be used for the purchase of the provisional allotments of Rights Shares directly from the market. Such Entitled Shareholders should refer to this Offer Information Statement for important details relating to the offer procedure in a connection with the Rights Issue.
<b>Governing Law</b>	:	Laws of the Republic of Singapore.

- (b) The last date and time for the splitting of the provisional allotment of the Rights Shares is on 17 March 2017 at 5.00 p.m
- (c) The last date and time for acceptance of and payment for the Rights Shares is on 23 March 2017 at 5.00 p.m. (and 23 March 2017 at 9.30 p.m. for Electronic Applications via ATM of Participating Banks).
- (d) The last date and time for renunciation of and payment by the renounee for the Rights Shares is on 23 March 2017 at 5.00 p.m. (and 23 March 2017 at 9.30 p.m. for Electronic Applications via ATM of Participating Banks).
- (e) The terms and conditions of the Rights Issue are as set out in this Offer Information Statement, including **Appendices A, B and C**, and in the PAL, the ARE and the ARS.

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

Not applicable, because no undertaking has been obtained from any substantial shareholders.

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

The Directors are of the opinion that there is no minimum amount which must be raised from the Rights Issue because the working capital available to the Group is sufficient to meet its present requirements. Hence, in view of the aforesaid and the savings enjoyed for not having to bear underwriting fees, the Company has decided to proceed with the Rights Issue on a non-underwritten basis.

---

**ADDITIONAL DISCLOSURE REQUIREMENTS FOR RIGHTS ISSUES UNDER  
APPENDIX 8A OF THE SGX-ST LISTING MANUAL  
SECTION B: RULES OF CATALIST**

---

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

The working capital of the Group as at 31 December 2014, 31 December 2015 and 31 December 2016 are set out below:

	31 December 2014 RMB'000	31 December 2015 RMB'000	31 December 2016 RMB'000
Total Current Assets	110,475	158,157	110,529
Total Current Liabilities	39,552	107,159	20,836
Net Working Capital	70,923	50,998	89,693

A review of the working capital of the Group as at 31 December 2014, 31 December 2015 and 31 December 2016 is set out below:

**As at 31 December 2014 compared to 31 December 2013**

The increase in net working capital of RMB48.6 million from RMB22.4 million as at 31 December 2013 to RMB70.9 million as at 31 December 2014 was due to increase in property of RMB53.5 million, increase in inventories of RMB2.8 million, decrease in trade and other payables of RMB19.0 million and decrease in provision of RMB0.4 million. This increase was offset by decrease in trade and other receivables of RMB11.7 million, decrease in bank and cash balances of RMB6.8 million, increase in borrowings of RMB7.7 million and increase in income tax payable of RMB0.9 million.

**As at 31 December 2015 compared to 31 December 2014**

The decrease in net working capital of RMB19.9 million from RMB70.9 million as at 31 December 2014 to RMB51.0 million as at 31 December 2015 was due to decrease in development property of RMB10.3 million, decrease in inventories of RMB3.2 million, increase in trade and other payables of RMB30.9 million, increase in borrowings of RMB34.2 million and increase in income tax payable of RMB2.7 million. This decrease was offset by increase in trade and other receivables of RMB27.1 million, increase in bank and cash balances of RMB34.1 million and decrease in provision of RMB0.2 million.

**As at 31 December 2016 compared to 31 December 2015**

The increase in net working capital of RMB38.7 million from RMB51.0 million as at 31 December 2015 to RMB89.7 million as at 31 December 2016 was due to increase in trade and other receivables of RMB30.2 million, decrease in trade and other payables of RMB50.5 million, decrease in borrowings of RMB36.3 million and decrease in provision of RMB0.2 million. This increase was offset by decrease in development property of RMB43.1 million, decrease in bank and cash balances of RMB34.7 million and increase in income tax payable of RMB0.7 million.

---

**2. Convertible Securities**

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

- 
- (i) Not applicable, because there is no issue of convertible securities.



---

**ADDITIONAL DISCLOSURE REQUIREMENTS FOR RIGHTS ISSUES UNDER  
APPENDIX 8A OF THE SGX-ST LISTING MANUAL  
SECTION B: RULES OF CATALIST**

---

- (ii) Not applicable, because the Rights Issue is not underwritten and there is no issue of convertible securities.

---

**3. Responsibility Statements**

---

Not applicable.

As provided in Appendix 8A of the Listing Manual, this requirement is not applicable if the issuer has to comply with the Offer Information Statement requirements in the Securities and Futures Act.

---

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

---

### 1. INTRODUCTION

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

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

Members under the SRS (“**SRS Members**”) who bought their Shares previously using their account opened with the relevant approved bank (“**SRS Account**”) and who wish to accept their provisional allotments of Rights Shares and apply for excess Rights Shares (if applicable) can only do so, subject to applicable SRS rules and regulations, using monies standing to the credit of their respective SRS Accounts. Such SRS Members who wish to accept their provisional allotments of Rights Shares and apply for excess Rights Shares using SRS monies (if applicable), must instruct the relevant approved banks in which they hold their SRS Accounts to accept their provisional allotments of Rights Shares and apply for excess Rights Shares (if applicable) on their behalf in accordance with the Offer Information Statement. **Any application made directly to CDP or through the ATM of any Participating Bank appointed and named in the Offer Information Statement by such SRS Members will be rejected.** For the avoidance of doubt, monies in SRS Accounts may not be used for the purchase of the provisional allotments of Rights Shares directly from the market. ***SRS Shareholders should consult their relevant approved banks regarding the terms and conditions governing such acceptances and applications, as well as the procedures that may be involved in relation to the above.***

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

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

---

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

---

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

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

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

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

## **2. MODE OF ACCEPTANCE AND APPLICATION**

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

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

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

---

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

---

### 2.2 Acceptance/Application through CDP

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

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

in each case so as to arrive not later than **5.00 p.m. on 23 March 2017** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

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

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

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

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

### 2.4 Insufficient Payment

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

---

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

---

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

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

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

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

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

### 2.6 Sale of Provisional Allotments of Rights Shares

The ARE need not be forwarded to the purchasers of the provisional allotments of Rights Shares (“**Purchasers**”) as arrangements will be made by CDP for a separate ARS to be issued to the Purchasers. Purchasers should note that CDP will, for and on behalf of the Company, send the ARS, accompanied by this Offer Information Statement and other accompanying documents, **BY ORDINARY POST AND AT THE PURCHASERS’ OWN RISK**, to their respective Singapore addresses as maintained in the records of CDP. Purchasers should ensure that their ARSs are accurately completed and signed, failing which their acceptances of the provisional allotments of Rights Shares may be rejected. Purchasers who do not receive the ARS, accompanied by the Offer Information Statement and other accompanying documents, may obtain the same from CDP or the Share Registrar, for the period up to **5.00 p.m. on 23 March 2017** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). Purchasers should also note that if they make any purchase on or around the last trading day of the nil-paid Rights, the Offer Information Statement and its accompanying documents might not be despatched in time for the subscription of the Rights Shares. You may obtain a copy from The Central Depository (Pte) Limited. Alternatively, you may accept and subscribe by way of Electronic Applications in the prescribed manner as described in paragraph 2.1 above.

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

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

---

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

---

### 2.7 Renunciation of Provisional Allotments of Rights Shares

Entitled Depositors who wish to renounce in full or in part their provisional allotments of Rights Shares in favour of a third party should complete the relevant transfer forms with CDP (including any accompanying documents as may be required by CDP) for the number of provisional allotments of Rights Shares which they wish to renounce. Such renunciation shall be made in accordance with the “Terms and Conditions for Operations of Securities Accounts with CDP”, as the same may be amended from time to time, copies of which are available from CDP. As CDP requires at least (3) Market Days to effect such renunciation, Entitled Depositors who wish to renounce are advised to do so early to allow sufficient time for CDP to send the ARS and other accompanying documents, for and on behalf of the Company, to the renounee by ordinary post and **AT HIS OWN RISK**, to his Singapore address as maintained in the records of CDP and for the renounee to accept his provisional allotments of Rights Shares. The last time and date for acceptance of the provisional allotments of Rights Shares and payment for the Rights Shares by the renounee is **5.00 p.m. on 23 March 2017** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

### 3. COMBINATION APPLICATION

In the event that the Entitled Depositor or the Purchaser accepts his provisional allotments of Rights Shares by way of the ARE and/or the ARS and/or has applied for excess Rights Shares by way of the ARE and also by way of Electronic Application(s), the Company and/or CDP shall be authorised and entitled to accept his instructions in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit. Without prejudice to the generality of the foregoing, in such a case, the Entitled Depositor or the Purchaser shall be regarded as having irrevocably authorised the Company and/or CDP to apply all amounts received whether under the ARE, the ARS and (if applicable) any other acceptance of Rights Shares provisionally allotted to him and/or application for excess Rights Shares (including an Electronic Application(s)) in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit.

### 4. ILLUSTRATIVE EXAMPLES (ASSUMPTION: ON THE BASIS OF FIVE (5) RIGHTS SHARES FOR EVERY ONE (1) EXISTING ORDINARY SHARE AT AN ISSUE PRICE OF S\$0.01 FOR EACH RIGHTS SHARE)

As an illustration, if an Entitled Depositor has 10,000 Shares standing to the credit of his Securities Account as at the Books Closure Date, the Entitled Depositor will be provisionally allotted 50,000 Rights Shares as set out in his ARE. The Entitled Depositor’s alternative courses of action, and the necessary procedures to be taken under each course of action, are summarised below:

#### Alternatives

- (a) Accept his entire provisional allotment of 50,000 Rights Shares and (if applicable) apply for excess Rights Shares

#### Procedures to be taken

- (1) Accept his entire provisional allotment of 50,000 Rights Shares and (if applicable) apply for excess Rights Shares by way of an Electronic Application through an ATM of a Participating Bank as described herein not later than **9.30 p.m. on 23 March 2017** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or

---

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

---

- (2) Complete and sign the ARE in accordance with the instructions contained herein for the acceptance in full of his provisional allotment of 50,000 Rights Shares and (if applicable) the number of excess Rights Shares applied for and forward the original signed ARE together with a single remittance for S\$500.00 (or, if applicable, such higher amount in respect of the total number of Rights Shares accepted and excess Rights Shares applied for) by way of a Cashier's Order or Banker's Draft drawn in Singapore currency on a bank in Singapore, and made payable to "**CDP — SINCAP RIGHTS ISSUE ACCOUNT**" and crossed "**NOT NEGOTIABLE, A/C PAYEE ONLY**" for the full amount due on acceptance and (if applicable) application, by hand to **SINCAP GROUP LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, at 9 NORTH BUONA VISTA DRIVE #01-19/20, THE METROPOLIS, SINGAPORE 138588** or by post, at his own risk, in the self-addressed envelope provided to **SINCAP GROUP LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147** so as to arrive not later than **5.00 p.m. on 23 March 2017** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) and with the name and Securities Account number of the Entitled Depositor clearly written in block letters on the reverse side of the Cashier's Order or Banker's Draft.

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

- (b) Accept a portion of his provisional allotment of Rights Shares, for example 25,000 provisionally allotted Rights Shares, not apply for excess Rights Shares and trade the balance on the Catalist.
- (1) Accept his provisional allotment of 25,000 Rights Shares by way of an Electronic Application through an ATM of a Participating Bank as described herein not later than **9.30 p.m on 23 March 2017**; or
- (2) Complete and sign the ARE in accordance with the instructions contained therein for the acceptance of his provisional allotment of 25,000 Rights Shares, and forward the original signed ARE, together with a single remittance for S\$250.00, in the prescribed manner

---

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

---

described in alternative (a)(2) above, to CDP, so as to arrive not later than **5.00 p.m. on 23 March 2017** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

The balance of the provisional allotment of 25,000 Rights Shares which is not accepted by the Entitled Depositor may be traded on the Catalist during the provisional allotment trading period. Entitled Depositors should note that the provisional allotments of Rights Shares would be tradable in the ready market, each board lot comprising provisional allotments size of 100 Rights Shares or any other board lot size which the Unit Share Market of the SGX-ST may require.

(c) Accept a portion of his provisional allotment of Rights Shares, for example 25,000 provisionally allotted Rights Shares, and reject the balance.

(1) Accept his provisional allotment of 25,000 Rights Shares by way of an Electronic Application through an ATM of a Participating Bank as described herein not later than **9.30 p.m. on 23 March 2017** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company);or

(2) Complete and sign the ARE in accordance with the instructions contained herein for the acceptance of his provisional allotment of 25,000 Rights Shares and forward the original signed ARE, together with a single remittance for S\$250.00, in the prescribed manner described in alternative (a)(2) above to CDP so as to arrive not later than **5.00 p.m. on 23 March 2017** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

The balance of the provisional allotment of 25,000 Rights Shares which is not accepted by the Entitled Depositor will automatically lapse and cease to be available for acceptance by that Entitled Depositor if an acceptance is not made through an ATM of a Participating Bank by **9.30 p.m. on 23 March 2017** or if an acceptance is not made through **CDP by 5.00 p.m. on 23 March 2017**.



---

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

---

### 5. TIMING AND OTHER IMPORTANT INFORMATION

#### 5.1 Timing

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

- (A) 9.30 P.M. ON 23 March 2017 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY) IF ACCEPTANCE AND (IF APPLICABLE) EXCESS APPLICATION AND PAYMENT FOR THE RIGHTS SHARES IS MADE THROUGH AN ATM OF A PARTICIPATING BANK; AND**
- (B) 5.00 P.M. ON 23 March 2017 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY) IF ACCEPTANCE AND (IF APPLICABLE) EXCESS APPLICATION AND PAYMENT FOR THE RIGHTS SHARES IS MADE THROUGH CDP OR SGX-SSH SERVICE.**

If acceptance and payment for the Rights Shares in the prescribed manner as set out in the ARE, the ARS or the PAL (as the case may be) and the Offer Information Statement is not received through an ATM of a Participating Bank by **9.30 p.m. on 23 March 2017** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) or through CDP by **5.00 p.m. on 23 March 2017** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) from any Entitled Depositor or Purchaser, the provisional allotments of Rights Shares shall be deemed to have been declined and shall forthwith lapse and become void, and such provisional allotments not so accepted will be used to satisfy excess applications, if any, or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit. All moneys received in connection therewith will be returned by CDP for and on behalf of the Company to the Entitled Depositors or the Purchasers, as the case may be, without interest or any share of revenue or other benefit arising therefrom, by ordinary post **AT THE ENTITLED DEPOSITOR'S OR PURCHASER'S OWN RISK (AS THE CASE MAY BE)** to their mailing address as maintained in the records of CDP.

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

#### 5.2 Appropriation

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

- (a) by accepting his provisional allotment of Rights Shares and/or applying for excess Rights Shares, he acknowledges that, in the case where the amount of remittance payable to the Company in respect of his acceptance of the Rights Shares provisionally allotted to him and (if applicable) in respect of his application for excess Rights Shares as per the instructions received by CDP whether under the ARE, the ARS and/or in any other application form for Rights Shares in relation to the Rights Issue differs from the amount actually received by CDP, the Company and CDP shall be authorised and entitled to determine and appropriate all amounts received by CDP on the Company's behalf for each application on its own whether under the ARE, the ARS and/or any other application form for Rights Shares in relation to the Rights Issue as follows: firstly, towards payment of all amounts payable in respect of his acceptance of the Rights Shares provisionally allotted to him; and secondly, (if applicable) towards payment of all amounts payable in respect of his application for excess Rights Shares. The determination and appropriation by the Company and CDP shall be conclusive and binding;
- (b) if the Entitled Depositor has attached a remittance to the ARE, the ARS and/or any other application form for Rights Shares in relation to the Rights Issue made through CDP, he would have irrevocably authorised the Company and CDP, in applying the amounts payable for his acceptance of the Rights Shares and (if applicable) his application for excess Rights Shares, to apply the amount of the remittance which is attached to the ARE, the ARS and/or any other application form for Rights Shares in relation to the Rights Issue made through CDP; and

---

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

---

- (c) in the event that the Entitled Depositor accepts the Rights Shares provisionally allotted to him by way of the ARE and/or the ARS and/or has applied for excess Rights Shares by way of the ARE and also by way of Electronic Application(s), the Company and/or CDP shall be authorised and entitled to accept his instructions in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit. Without prejudice to the generality of the foregoing, in such a case, the Entitled Depositor shall be deemed as having irrevocably authorised the Company and/or CDP to apply all amounts received whether under the ARE, the ARS and/or any other acceptance and/or application for excess Rights Shares (including Electronic Application(s)) in whichever mode or combination as the Company and/or CDP may, in their/its absolute discretion, deem fit.

### 5.3 Availability of Excess Rights Shares

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

If no excess Rights Shares are allotted or if the number of excess Rights Shares allotted is less than that applied for, the amount paid on application or the surplus application moneys, as the case may be, will be refunded to such Entitled Depositors, without interest or any share of revenue or other benefit arising therefrom, within 3 business days after the commencement of trading of the Rights Shares, by crediting their bank accounts with the relevant Participating Bank **AT THEIR OWN RISK** (if they had applied for excess Rights Shares by way of an Electronic Application through an ATM of a Participating Bank), the receipt by such banks being a good discharge to the Company and CDP of their obligations, if any, thereunder, or by means of a crossed cheque in Singapore currency drawn on a bank in Singapore and sent **BY ORDINARY POST AT THEIR OWN RISK** to their mailing address as maintained in the records of CDP or in such other manner as they may have agreed with CDP for the payment of any cash distributions (if they had applied for excess Rights Shares through CDP).

### 5.4 Deadlines

It should be particularly noted that unless:

- (a) acceptance of the provisional allotment of Rights Shares is made by the Entitled Depositors or the Purchasers (as the case may be) by way of an Electronic Application through an ATM of a Participating Bank and payment of the full amount payable for such Rights Shares is effected by **9.30 p.m. on 23 March 2017** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or
- (b) the duly completed and original signed ARE or ARS accompanied by a single remittance for the full amount payable for the relevant number of Rights Shares accepted and (if applicable) excess Rights Shares applied for at the Issue Price, made in Singapore currency in the form of a Cashier's Order or Banker's Draft drawn on a bank in Singapore and made payable to

---

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

---

“CDP — SINCAP RIGHTS ISSUE ACCOUNT” and crossed “NOT NEGOTIABLE, A/C PAYEE ONLY” with the names and Securities Account numbers of the Entitled Depositors or the Purchasers (as the case may be) clearly written in block letters on the reverse side of the Cashier’s order or Banker’s Draft is submitted by hand to **SINCAP GROUP LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED**, at **9 NORTH BUONA VISTA DRIVE #01-19/20, THE METROPOLIS, SINGAPORE 138588** or by post in the self-addressed envelope provided, **AT THE SENDER’S OWN RISK**, to **SINCAP GROUP LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147** by **5.00 p.m. on 23 March 2017** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or

- (c) acceptance is made by a Depository Agent via the SGX-SSH Service and payment in Singapore currency by way of telegraphic transfer by the Depository Agent(s) for the Rights Shares is effected by **5.00 p.m. on 23 March 2017** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company),

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

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

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

### 5.5 Certificates

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

### 5.6 General

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

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

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

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

---

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

---

### **CDP Phone User Guide**

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

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

**Personal Data Privacy** By completing and delivering an ARE or an ARS and in the case of an Electronic Application through an ATM of a Participating Bank, by pressing the "Enter" or "OK" or "Confirm" or "Yes" key on the ATM, an Entitled Depositor (i) consents to the collection, use and disclosure of his personal data by the Participating Banks, the Share Registrar, Securities Clearing and Computer Services (Pte) Ltd, CDP, the SGX-ST and the Company (the "**Relevant Persons**") for the purposes of facilitating his application for the Rights Shares and (if applicable) his application for excess Rights Shares, and in order for the Relevant Person to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where he discloses the personal data of another person, such disclosure is in compliance with applicable law, and (iii) agrees that he will indemnify the Relevant Persons in respect of any penalties, liabilities, claims, demands, losses and damages as a result of his breach of warranty.

---

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

---

Entitled Scripholders are entitled to receive the Offer Information Statement together with the following documents which are enclosed herewith, and form part of the Offer Information Statement:-

Renounceable PAL incorporating:-

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

The provisional allotments of the Rights Shares and application for excess Rights Shares are governed by the terms and conditions of the Offer Information Statement, (if applicable) the constitution of the Company and the enclosed PAL. The number of Rights Shares provisionally allotted to Entitled Scripholders is indicated in the PAL (fractional entitlement(s), if any, having been disregarded). Entitled Scripholders may accept their provisional allotments in full or in part and are eligible to apply for Rights Shares in excess of their entitlements under the Rights Issue. Full instructions for the acceptance of and payment for the Rights Shares provisionally allotted to Entitled Scripholders and the procedures to be adopted should they wish to renounce, transfer or split all or part of their provisional allotments are set out in the PAL.

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

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

Unless expressly provided to the contrary in the Offer Information Statement or the PAL with respect to enforcement against Entitled Scripholders or their renounees, a person who is not a party to any contract made pursuant to the Offer Information Statement or the PAL has no rights under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore to enforce any term of such contracts.

Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

Entitled Scripholders who wish to accept their entire provisional allotments of Rights Shares or to accept any part of it and decline the balance, should complete Form A of the PAL for the number of Rights Shares which they wish to accept and forward the PAL, in its entirety, together with payment in the manner hereinafter prescribed to **SINCAP GROUP LIMITED C/O THE SHARE REGISTRAR, RHT CORPORATE ADVISORY PTE. LTD., 9 RAFFLES PLACE, #29-01 REPUBLIC PLAZA TOWER 1, SINGAPORE 048619** so as to arrive not later than **5.00 p.m. on 23 March 2017** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

Entitled Scripholders who wish to accept a portion of their provisional allotments of Rights Shares and renounce the balance of their provisional allotments of Rights Shares, or who wish to renounce all or part of their provisional allotments in favour of more than one person, should first, using Form B, request to have their provisional allotments under the PAL split into separate PALs (the **"Split Letters"**) according to their requirements. The duly completed Form B together with the PAL, in its entirety, should be returned to **SINCAP GROUP LIMITED C/O THE SHARE REGISTRAR, RHT CORPORATE ADVISORY PTE. LTD., 9 RAFFLES PLACE, #29-01 REPUBLIC PLAZA TOWER 1, SINGAPORE 048619** so as to arrive not later than **5.00 p.m. on 17 March 2017** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). Split Letters will then be issued to Entitled Scripholders in

---

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

---

accordance with their request. No Split Letters will be issued to Entitled Scripholders if Form B is received after **5.00 p.m. on 17 March 2017** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

The Split Letters representing the number of Rights Shares which Entitled Scripholders intend to renounce, may be renounced by completing Form C before delivery to the renounee. Entitled Scripholders should complete Form A of the Split Letter(s) representing that part of their provisional allotments they intend to accept, if any, and forward the said Split Letter(s) together with payment in the prescribed manner to **SINCAP GROUP LIMITED C/O THE SHARE REGISTRAR, RHT CORPORATE ADVISORY PTE. LTD., 9 RAFFLES PLACE, #29-01 REPUBLIC PLAZA TOWER 1, SINGAPORE 048619** so as to arrive not later than **5.00 p.m. on 23 March 2017** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

An Entitled Scripholder who wishes to renounce his entire provisional allotment of Rights Shares in favour of one person, or renounce any part of it in favour of one person and decline the balance, should complete Form C for the number of provisional allotment of Rights Shares which he wishes to renounce and deliver the PAL in its entirety to the renounee(s).

The renounee(s) should complete and sign Form D and send Form D together with the PAL in its entirety, duly completed and signed, together with payment in the prescribed manner, to reach **SINCAP GROUP LIMITED C/O THE SHARE REGISTRAR, RHT CORPORATE ADVISORY PTE. LTD., 9 RAFFLES PLACE, #29-01 REPUBLIC PLAZA TOWER 1, SINGAPORE 048619** not later than **5.00 p.m. on 23 March 2017** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

Unless acceptance and payment for the full amount due on acceptance in relation to PALs made in Singapore currency is in the form of a Banker's Draft or Cashier's Order drawn on a bank in Singapore and made payable to "**SINCAP GROUP LIMITED**" and crossed "**NOT NEGOTIABLE, A/C PAYEE ONLY**" with the name and address of the Entitled Scripholder or accepting party clearly written on the reverse side of the remittance is received by **SINCAP GROUP LIMITED C/O THE SHARE REGISTRAR, RHT CORPORATE ADVISORY PTE. LTD., 9 RAFFLES PLACE, #29-01 REPUBLIC PLAZA TOWER 1, SINGAPORE 048619** by **5.00 p.m. on 23 March 2017** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), the provisional allotments of Rights Shares shall be deemed to have been declined and shall forthwith lapse and become void. Such provisional allotments of Rights Shares not so accepted will be used to satisfy excess applications, if any, or disposed of or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. The Company will return all unsuccessful application monies received in connection therewith by ORDINARY POST and at the risk of the Entitled Scripholders or their renounee(s), as the case may be, without interest or share of revenue or benefit arising therefrom within 3 business days after the commencement of trading of the Rights Shares. **ACCEPTANCES ACCOMPANIED BY ANY OTHER FORM OF PAYMENT (INCLUDING THE USE OF A POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE REJECTED.**

Entitled Scripholders who wish to apply for excess Rights Shares in addition to those which have been provisionally allotted to them may do so by completing the Form E of the PAL and forwarding it with a **SEPARATE REMITTANCE** for the full amount payable in respect of the excess Rights Shares applied for in the form and manner set out above to **SINCAP GROUP LIMITED C/O THE SHARE REGISTRAR, RHT CORPORATE ADVISORY PTE. LTD., 9 RAFFLES PLACE, #29-01 REPUBLIC PLAZA TOWER 1, SINGAPORE 048619** so as to arrive not later than **5.00 p.m. on 23 March 2017** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). **NO OTHER FORM OF PAYMENT (INCLUDING THE USE OF A POSTAL ORDER OR MONEY ORDER ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.**

Applications for excess Rights Shares are subject to the terms and conditions contained in the PAL, Form E and the Offer Information Statement and (if applicable) the constitution of the Company. Applications for excess Rights Shares will, at the Directors' discretion, be satisfied from such Rights Shares as are not validly taken up, the unsold "nil-paid" provisional allotments (if any) of Foreign Shareholders, the aggregated fractional entitlements and any Rights Shares that are otherwise not allotted for any reason. In the event that applications are received by the Company for more excess Rights Shares than are available, the excess Rights Shares available will be allotted in such manner as the Directors, in their absolute discretion, deem fit in the interests of the Company. The Company reserves the right to allot the

---

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

---

excess Rights Shares applied for under Form E in any manner as the Directors may deem fit and to reject or refuse, in whole or in part, any application for excess Rights Shares without assigning any reason therefor.

If no excess Rights Shares are allotted to Entitled Scripholders or if the number of excess Rights Shares allotted to them is less than that applied for, it is expected that the amount paid on application for excess Rights Shares or the surplus application monies, as the case may be, will be refunded to them by the Company without interest or any share of revenue or other benefit arising therefrom within 3 business days after the commencement of trading of the Rights Shares, **by ORDINARY POST** and at their **own risk**.

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

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

**THE FINAL TIME AND DATE FOR ACCEPTANCES AND/OR APPLICATIONS AND PAYMENT FOR THE RIGHTS SHARES UNDER THE RIGHTS ISSUE IS 5.00 P.M. ON 23 MARCH 2017 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY).**

---

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

---

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

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

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

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

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

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

His application will not be successfully completed and cannot be recorded as a completed transaction in the ATM unless he presses the “**Enter**” or “**OK**” or “**Confirm**” or “**Yes**” key. By doing so, the Applicant shall be treated as signifying his confirmation of each of the 2 statements. In respect of statement 1(b) above, his confirmation, by pressing the “**Enter**” or “**OK**” or “**Confirm**” or “**Yes**” key, shall signify and shall be treated as his written permission, given in accordance with the relevant laws of Singapore including Section 47(4) of the Banking Act (Chapter 19), to the disclosure by that Participating Bank of the Relevant Particulars of his account with that Participating Bank to the Relevant Parties.

- (2) An Applicant may make an Electronic Application at an ATM of any Participating Bank for the Rights Shares using cash only by authorising such Participating Bank to deduct the full amount payable from his account with such Participating Bank.



---

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

---

- (3) The Applicant irrevocably agrees and undertakes to subscribe for and to accept the lesser of the number of Rights Shares provisionally allotted and excess Rights Shares applied for as stated on the Transaction Record or the number of provisionally allotted Rights Shares standing to the credit of the “Free Balance” of his Securities Account as at the Closing Date. In the event that the Company decides to allot any lesser number of such excess Rights Shares or not to allot any excess Rights Shares to the Applicant, the Applicant agrees to accept the decision as final.
- (4) If the Applicant’s Electronic Application is successful, his confirmation (by his action of pressing the “Enter” or “OK” or “Confirm” or “Yes” key on the ATM) of the number of Rights Shares accepted or excess Rights Shares applied for shall signify and shall be treated as his acceptance of the number of Rights Shares accepted or excess Rights Shares applied that may be allotted to him.
- (5) In the event that the Applicant accepts the Rights Shares by way of a ARE and/or a ARS (as the case may be) and/or by way of acceptance through the Electronic Application through the ATM, CDP shall be authorised and entitled to accept the Applicant’s instructions in whichever mode or a combination thereof as it may, in its absolute discretion, deem fit. In determining the number of Rights Shares that the Applicant has validly given instructions to accept, the Applicant shall be deemed to have irrevocably given instructions to accept such number of Rights Shares not exceeding the number of provisionally allotted Rights Shares that are standing to the credit of the “Free Balance” of his Securities Account as at the Closing Date, and CDP, in determining the number of Rights Shares that the Applicant has validly given instructions to accept, shall be authorised and entitled to have regard to the aggregate amount of payment received for the acceptances, whether by way of banker’s draft or cashier’s order accompanying the ARE and/or ARS by way of acceptance through the Electronic Application through the ATM.
- (6) If applicable, in the event that the Applicant applies for excess Rights Shares by way of a ARE and by way of application through the Electronic Application through the ATM, CDP shall be authorized and entitled to accept the Applicant’s instructions in whichever mode or a combination thereof as it may, in its absolute discretion, deem fit. In determining the number of excess Rights Shares which the Applicant has validly given instructions for the application of, the Applicant shall be deemed to have irrevocably given instructions to apply for and agreed to accept such number of excess Rights Shares not exceeding the aggregate number of excess Rights Shares for which he has applied by way of application through Electronic Application through the ATM and by way of ARE. CDP, in determining the number of excess Rights Shares which the Applicant has given valid instructions for application, shall be authorised and entitled to have regard to the aggregate amount of payment received for the application of the excess Rights Shares, whether by way of banker’s draft or cashier’s order accompanying the ARE by way of application through Electronic Application through the ATM.
- (7) The Applicant irrevocably requests and authorises the Company to:
  - (a) register or procure the registration of the Rights Shares allotted to the Applicant in the name of CDP for deposit into his Securities Account;
  - (b) return (without interest or any share of revenue or other benefit arising there from) the application monies, should his Electronic Application for Rights Shares or excess Rights Shares not be accepted, by automatically crediting the Applicant’s bank account with his Participating Bank with the relevant amount within 3 business days after the commencement of trading of the Rights Shares; and

---

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

---

- (c) return (without interest or any share of revenue or other benefit arising there from) the balance of the application monies, should his Electronic Application for excess Rights Shares be accepted in part only, by automatically crediting the Applicant's bank account with his Participating Bank with the relevant amount within 3 business days after the commencement of trading of the Rights Shares.
- (8) **BY MAKING AN ELECTRONIC APPLICATION, THE APPLICANT CONFIRMS THAT HE IS NOT ACCEPTING/APPLYING FOR THE RIGHTS SHARES AS NOMINEE OF ANY OTHER PERSON.**
- (9) The Applicant irrevocably agrees and acknowledges that his Electronic Application is subject to risks of electrical, electronic, technical and computer-related faults and breakdowns, fires, acts of God, mistakes, losses and theft (in each case whether or not within the control of the Company, CDP, or the Participating Banks), and any other events beyond the control of the Company, CDP, or the Participating Banks and if, in any such event, our Company, CDP, or the Participating Banks do not record or receive the Applicant's Electronic Application, or data relating to the Applicant's Electronic Application or the tape containing such data is lost, corrupted, destroyed or not otherwise accessible, whether wholly or partially for whatever reason, the Applicant shall be deemed **not** to have made an Electronic Application and the Applicant shall have no claim whatsoever against the Company, CDP, or the Participating Banks for the purported acceptance of the Rights Shares accepted and (if applicable) excess Rights Shares applied for or for any compensation, loss or damage in connection therewith or in relation thereto.
- (10) **Electronic Applications may only be made at the ATMs of the Participating Banks from Mondays to Saturdays (excluding public holidays) between 7.00 a.m. to 9.30 p.m.**
- (11) Electronic Applications shall close at **9.30 p.m. on 23 March 2017** or such other time as the Directors may, in their absolute discretion, decide.
- (12) All particulars of the Applicant in the records of his Participating Bank at the time he makes his Electronic Application shall be deemed to be true and correct and the relevant Participating Bank and the Relevant Parties shall be entitled to rely on the accuracy of such particulars. If there has been any change in the particulars of the Applicant after the time of the making of his Electronic Application, the Applicant shall promptly notify his Participating Bank.
- (13) The Applicant must have sufficient funds in his bank account(s) with his Participating Bank at the time he makes his Electronic Application, failing which his Electronic Application will not be completed. Any Electronic Application made at the ATMs of the other Participating Banks that does not strictly conform to the instructions set out on the ATM screens of such Participating Banks will be rejected.
- (14) Where an Electronic Application is not accepted, it is expected that the full amount of the application monies will be refunded in S\$ (without interest or any share of revenue or other benefit arising there from) to the Applicant by being automatically credited to the Applicant's account with the relevant Participating Bank within 3 business days after the commencement of trading of the Rights Shares. An Electronic Application may also be accepted in part, in which case the balance amount of application monies will be refunded.
- (15) In consideration of the Company arranging for the Electronic Application facility through the ATMs of the Participating Banks and agreeing to close the Rights Issue at **9.30 p.m. on 23 March 2017** or such later time or date as the Directors may, in their absolute discretion, decide, and by making and completing an Electronic Application, the Applicant agrees that:
- (a) his Electronic Application is irrevocable (whether or not, to the extent permitted by law, any amendment to the Offer Information Statement or replacement or supplemental document is lodged with the Authority);

---

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

---

- (b) his Electronic Application, the acceptance by the Company and the contract resulting therefrom shall be governed by and construed in accordance with the laws of Singapore and he irrevocably submits to the exclusive jurisdiction of the Singapore courts;
  - (c) none of the Company, CDP, or the Participating Banks shall be liable for any delays, failures or inaccuracies in the recording, storage or in the transmission or delivery of data relating to his Electronic Application to the Company, CDP, or the Participating Banks due to a breakdown or failure of transmission, delivery or communication facilities or any risks referred to in paragraph 9 above or to any cause beyond their respective controls;
  - (d) he will not be entitled to exercise any remedy of rescission or misrepresentation at any time after acceptance of the provisionally allotted Rights Shares or acceptance of his application for excess Rights Shares;
  - (e) in respect of the Rights Shares for which his Electronic Application has been successfully completed and not rejected, acceptance of the Applicant's Electronic Application shall be constituted by written notification by or on behalf of the Company and not otherwise, notwithstanding any payment received by or on behalf of the Company; and
  - (f) unless expressly provided to the contrary in the Offer Information Statement or the Electronic Application with respect to enforcement against the Applicant, a person who is not a party to any contracts made pursuant to the Offer Information Statement or the Electronic Application has no rights under the Contracts (Rights of Third Parties) Act (Cap. 53B) to enforce any term of such contracts. Notwithstanding any term contained in the Offer Information Statement or the Electronic Application, the consent of any third party is not required for any subsequent agreement by the relevant parties to amend or vary (including any release or compromise of liability) or terminate such contracts. Where the third parties are conferred rights under such contracts, those rights are not assignable or transferable.
- (16) The Applicant should ensure that his personal particulars as recorded by both CDP and the relevant Participating Banks are correct and identical. Otherwise, his Electronic Application may be liable to be rejected. The Applicant should promptly inform CDP of any change in his address failing which the notification letter on successful allotment and/or other correspondence will be sent to his address last registered with CDP.
- (17) The existence of a trust will not be recognised. Any Electronic Application by a trustee must be made in his own name and without qualification. The Company will reject any application by any person acting as nominee.
- (18) In the event that the Applicant accepts or subscribes for the provisionally allotted Rights Shares or (if applicable) applies for excess Rights Shares, as the case may be, by way of ARE or ARS or by way of Electronic Application through the ATMs, the provisionally allotted Rights Shares and/or excess Rights Shares will be allotted in such manner as the Company or CDP may, in their absolute discretion, deem fit and the amount paid on acceptance and (if applicable) application or the surplus application monies, as the case may be, will be refunded without interest or any share of revenue or other benefit arising therefrom within 3 business days after the commencement of trading of the Rights Shares by any one (1) or a combination of the following:
- (a) by means of a crossed cheque sent by ordinary post at his own risk to his mailing address as maintained with CDP or in such other manner as he may have agreed with CDP for the payment of any cash distributions if he accepts and (if applicable) applies through CDP; and
  - (b) crediting the Applicant's bank account with the Participating Bank at his own risk if he accepts and (if applicable) applies through an ATM.

---

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

---

- (19) The Applicant acknowledges that, in determining the total number of Rights Shares represented by the provisional allotments of Rights Shares which he can validly accept, CDP and the Company are entitled and the Applicant authorises the Company and CDP to take into consideration:
- (a) the total number of Rights Shares represented by the provisional allotment of Rights Shares that the Applicant has validly accepted, whether under the ARE(s) or any other form of application (including Electronic Application through an ATM) for the Rights Shares;
  - (b) the total number of Rights Shares represented by the provisional allotment of Rights Shares standing to the credit of the “Free Balance” of the Entitled Depositor’s Securities Account which is available for acceptance; and
  - (c) the total number of Rights Shares represented by the provisional allotment of Rights Shares which has been disposed of by the Entitled Depositor.

The Applicant acknowledges that CDP’s and the Company’s determination shall be conclusive and binding on him.

- (20) The Applicant irrevocably requests and authorises CDP to accept instructions from the Participating Bank through whom the Electronic Application is made in respect of the provisional allotment of Rights Shares accepted by the Applicant and (if applicable) the excess Rights Shares which the Applicant has applied for.

---

## **DIRECTORS' RESPONSIBILITY STATEMENT**

---

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Offer Information Statement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Offer Information Statement constitutes full and true disclosure of all material facts about the Rights Issue, the Company and its Subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Offer Information Statement misleading. Where information in this Offer Information Statement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Offer Information Statement in its proper form and context.

For and on behalf of **SINCAP GROUP LIMITED**

---

**Chu Ming Kin**  
Director

---

**Lim Jin Wei**  
Director

---

**Lim Teck Chai, Danny**  
Director

---

**Ian Tan Tee Hiang**  
Director