

CIRCULAR DATED 11 JULY 2012

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

This circular (the "Circular") is circulated to the shareholders of Chasen Holdings Limited (the "Company") together with the Company's annual report for financial year ended 31 March 2012. The purpose of this Circular is to provide the shareholders of Chasen Holdings Limited with relevant information relating to and to seek shareholders' approval to renew the share buyback mandate to be tabled at the Annual General Meeting to be held at Raffles Lounge (Level 2), Raffles Country Club, 450 Jalan Ahmad Ibrahim, Singapore 639932 on 26 July 2012 at 11.00 a.m..

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately. If you have sold or transferred all your shares in the capital of Chasen Holdings Limited, you should immediately send this Circular, the Notice of Annual General Meeting and the Proxy Form to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The Notice of the Annual General Meeting and the Proxy Form are enclosed with the Annual Report 2012.

The Singapore Exchange Securities Trading Limited ("SGX-ST") has not examined the contents of this Circular. The SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

This Circular has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), Asian Corporate Advisors Pte. Ltd., for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this Circular including the correctness of any of the figures used, statements, or opinions made. The contact person for the Sponsor is Ms Foo Quee Yin (Telephone No: 6221 0271).

CHASEN™

CHASEN HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199906814G)

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

TABLE OF CONTENTS

DEFINITIONS	3
LETTER TO SHAREHOLDERS.....	6
1. INTRODUCTION	6
2. THE PROPOSED SHARE BUYBACK MANDATE	7
3. AUTHORITY AND LIMITS OF THE SHARE BUYBACK MANDATE.....	8
4. STATUS OF PURCHASED SHARES.....	11
5. SOURCE OF FUNDS FOR SHARE BUYBACK	13
6. FINANCIAL EFFECTS OF THE SHARE BUYBACK MANDATE.....	14
7. LISTING RULES.....	31
8. TAKE-OVER OBLIGATIONS.....	32
9. SHARES PURCHASED BY THE COMPANY	38
10. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS.....	38
11. DIRECTORS' RECOMMENDATION.....	39
12. ACTION TO BE TAKEN BY SHAREHOLDERS	39
13. DIRECTORS' RESPONSIBILITY STATEMENT.....	39
14. ABSTENTION FROM VOTING.....	40
15. DOCUMENTS FOR INSPECTION.....	40

DEFINITIONS

The following definitions apply throughout in this Circular except where the context otherwise requires: -

<i>"AGM"</i>	The annual general meeting of the Company to be held at Raffles Lounge (Level 2), Raffles Country Club, 450 Jalan Ahmad Ibrahim, Singapore 639932 on 26 July 2012 at 11.00 a.m.
<i>"Articles"</i>	Articles of association of the Company
<i>"Audit Committee"</i>	The audit committee of the Company, comprising Ng Jwee Phuan @ Frederick (Eric), Tan Sin Huat and Yap Koon Bee @ Louis Yap as at the date of this Circular
<i>"Auditors"</i>	The auditors of the Company for the time being
<i>"Board"</i>	The board of Directors of the Company
<i>"CDP" or "Depository"</i>	The Central Depository (Pte) Limited
<i>"Chasen Group"</i>	The Company and its subsidiaries
<i>"Company"</i>	Chasen Holdings Limited
<i>"Companies Act"</i>	The Companies Act, Chapter 50 of Singapore, as amended or modified from time to time
<i>"Directors"</i>	The directors of the Company as at the date of this Circular or at any or the relevant time as the case may be
<i>"EPS"</i>	Earnings per Share
<i>"Latest Practicable Date"</i>	27 June 2012 being the Latest Practicable Date prior to the printing of this Circular for ascertaining information included herein
<i>"Listing Manual" or "Listing Rules"</i>	Section B of the listing manual of the SGX-ST, or the rules contained therein, which apply to entities listed on the SGX-Catalist, as may be amended, varied or supplemented from time to time
<i>"Market Day"</i>	A day on which the SGX-ST is open for trading in securities
<i>"Market Purchase"</i>	Has the meaning ascribed to it in Paragraph 3.3(a) of this Circular
<i>"Memorandum"</i>	Memorandum of association of the Company

<i>"Off-Market Purchase"</i>	Has the meaning ascribed to it in Paragraph 3.3(b) of this Circular
<i>"Relevant Period"</i>	The period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date the resolution relating to the Share Buyback Mandate is passed
<i>"Securities Account"</i>	A securities account maintained by a Depositor with CDP but does not include a securities sub-account
<i>"SGX-Catalist"</i>	The Catalist of the SGX-ST
<i>"SGX-ST"</i>	Singapore Exchange Securities Trading Limited
<i>"Share Buyback Mandate"</i>	A general mandate given by Shareholders to authorise the Directors to purchase, on behalf of the Company, Shares in accordance with the terms set out in the Circular as well as the rules and regulations set forth in the Companies Act and the Listing Manual
<i>"Shareholders"</i>	Persons (not being Depositors) who are registered as holders of Shares in the Register of Members of the Company and Depositors, who have Shares entered against their names in the Depository Register except where the registered holder is CDP, the term "Shareholders" shall in relation to such Shares mean the Depositors whose Securities Accounts are credited with the Shares
<i>"Share Plan"</i>	The Chasen Performance Share Plan approved and adopted by the Company on 16 May 2007
<i>"Shares"</i>	Ordinary shares in the share capital of the Company
<i>"SIC"</i>	The Securities Industry Council
<i>"Sponsor"</i>	Asian Corporate Advisors Pte. Ltd., the Company's continuing sponsor
<i>"Substantial Shareholder"</i>	A Shareholder who has an interest in not less than 5% of the issued Shares
<i>"Take-over Code"</i>	The Singapore Code on Take-overs and Mergers, as amended or modified from time to time
<i>"%" or "per cent."</i>	Percentage or per centum
<i>"S\$", "\$" and "cents"</i>	Singapore Dollars and cents, respectively

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

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

Any reference in this Circular to an enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act or any statutory modification thereof and used in this Circular shall, where applicable, have the same meaning assigned to it under the Act or such modification, as the case may be, unless the context otherwise requires.

Any reference in this Circular to a time of day and date shall be a reference to Singapore time and date respectively, unless otherwise stated.

CHASEN HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199906814G)

LETTER TO SHAREHOLDERS

Directors:

Low Weng Fatt (Managing Director and CEO)
Siah Boon Hock (Executive Director)
Yap Koon Bee @ Louis Yap (Non-Executive Director)
Ng Jwee Phuan @ Frederick (Eric) (Lead Independent Director)
Tan Sin Huat Dennis (Independent Director)
Yap Beng Geok Dorothy (Alternate Director to Yap Koon Bee @ Louis Yap)

Registered Office:

18 Jalan Besut
Singapore 619571

To : The Shareholders of
Chasen Holdings Limited

Date : 11 July 2012

Dear Sir or Madam

1. INTRODUCTION

- 1.1 The Directors wish to refer to (a) the notice of the AGM dated 11 July 2012 accompanying the Company's Annual Report for the financial year ended 31 March 2012 ("**Notice**"), convening the AGM which is scheduled to be held on 26 July 2012, and (b) Ordinary Resolution 8 in relation to the renewal of the share buyback mandate ("**Share Buyback Mandate**") under the heading "Special Business" set out in the Notice.

Section 76B(1) of the Companies Act Cap 50 provides, *inter alia*, that notwithstanding Section 76, a company may in accordance with this section and Sections 76C to 76G, purchase or otherwise acquire shares issued by it if it is expressly permitted to do so by its articles. Article 17 of the Article of Association permits Company to purchase or otherwise acquire shares issued by it.

- 1.2 The purpose of this letter (the "**Letter**") is to provide Shareholders with information relating to the above-mentioned proposal to be tabled at the AGM.
- 1.3 The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Letter.

2. THE PROPOSED SHARE BUYBACK MANDATE

2.1 Introduction

Any purchase or acquisition of Shares by the Company would have to be made in accordance with, and in the manner prescribed by the Companies Act and the rules of the Listing Manual and such other laws and regulations as may, for the time being, be applicable. It is also a requirement that a company which wishes to purchase or acquire its own shares should obtain approval from its shareholders to do so at a general meeting of its shareholders.

At the extraordinary general meeting (the “**EGM**”) of the Company held on 29 December 2011, Shareholders had approved the Share Buyback Mandate to enable the Company to purchase or otherwise acquire its issued Shares on the terms of that mandate. The rationale for, the authority and limitations on, and the financial effects of, the Share Buyback Mandate were set out in the Company’s circular to Shareholders dated 14 December 2011 (the “**Share Buyback Circular**”). As the Share Buyback Mandate will expire on the date of the forthcoming AGM, being 26 July 2012, the Directors propose that the Share Buyback Mandate be renewed at the forthcoming AGM.

2.2 Rationale

The Directors constantly seek to increase Shareholders’ value and to improve, *inter alia*, the return on equity of the Group. A share buyback at the appropriate price level is one of the ways through which the return on equity of the Group may be enhanced. Share buybacks provide the Company with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements in an expedient, effective and cost-efficient manner. It will also provide the Directors with greater flexibility over the Company’s share capital structure with a view to enhancing the earnings and/or net tangible asset value per Share. The Directors further believe that share buybacks by the Company will help mitigate short-term market volatility, offset the effects of short-term speculation and bolster shareholder confidence. In addition, the Company intends to buy back odd lots arising from possible odd lots resulting from any share consolidation or bonus share dividend that may occur in the future.

In addition, subject to the Companies Act, the Share Buyback Mandate may be used to purchase existing Shares which may then be held in treasury, and such treasury shares may consequently be used, amongst other things, to satisfy any awards given under the Share Plan.

If and when circumstances permit, the Directors will decide whether to effect the share purchases *via* Market Purchases or Off-Market Purchases (each as defined hereinafter), after taking into account the amount of surplus cash available, the prevailing market conditions and the most cost-effective and efficient approach. The Directors will only carry out the share buybacks as and when they consider it to be in the best interest of the Company; and in circumstances that they believe would not result in a material adverse effect on the liquidity and/or the orderly trading of the Shares and/or the financial position of the Group.

In the event that subsequent to the AGM, there are new rules, regulations, directives or laws enacted or promulgated by the relevant competent authorities including (but not limited to) the SGX-ST and the SIC (collectively referred to as the “**Further Rules**”) that augment, supplement or vary the existing provisions governing provisions set out in the Companies Act and/or the Listing Manual, the Company shall, to the extent that the Further Rules impact on the Share Buyback Mandate, disseminate to the public by announcement(s), a memorandum setting out such Further Rules and the extent to which the Share Buyback Mandate is affected by such Further Rules. In such an event, the Company shall not undertake any purchase of Shares until such a memorandum has been publicly disseminated.

2.3 Mandate

Approval is being sought from Shareholders at the AGM for the renewal of Share Buyback Mandate for the purchase or acquisition by the Company of its issued Shares. If approved, the Share Buyback Mandate will take effect from the date of the AGM and continue in force up to the date on which the next AGM is held or such date as the next AGM is required by law to be held, unless prior thereto, share buybacks are carried out to the full extent mandated or the Share Buyback Mandate is revoked or varied by the Company in a general meeting. It is presently intended that the Share Buyback Mandate will be put to Shareholders for renewal at each subsequent AGM.

3. **AUTHORITY AND LIMITS OF THE SHARE BUYBACK MANDATE**

The authority and limitations placed on purchases of Shares by the Company under the Share Buyback Mandate are summarised below:

3.1 Maximum Number of Shares

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

The total number of Shares that may be purchased or acquired by the Company is limited to that number of Shares representing not more than 10% of the issued ordinary share capital of the Company as at the date of the last AGM or the EGM at which the Share Buyback Mandate is approved (the “**Approval Date**”), whichever is higher, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares that may be held by the Company from time to time).

Purely for illustrative purposes, on the basis of the existing issued and paid-up capital of the Company as at 27 June 2012 (the “**Latest Practicable Date**”) of approximately S\$71,836,377.66 comprising 246,557,164 Shares (excluding 184,572 treasury shares), and assuming that no further Shares are issued on or prior to the AGM, not more than approximately 24,655,716 Shares (representing approximately 10% of the issued ordinary share capital of the Company as at that date) may be purchased or acquired by the Company pursuant to the Share Buyback Mandate.

3.2 Duration of Authority

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the Approval Date, up to the earlier of:

- (a) the date on which the next AGM is held or required by law to be held;
- (b) the date on which the share buybacks are carried out to the full extent mandated; or
- (c) the date on which the authority contained in the Share Buyback Mandate is varied or revoked.

3.3 Manner of Purchase of Shares

Purchases of Shares may be made by way of:

- (a) on-market purchases, transacted on the SGX-ST through the SGX-ST's trading system or through one or more duly licensed stockbrokers appointed by the Company for the purpose ("**Market Purchase**"); and/or
- (b) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Listing Rules ("**Off-Market Purchase**").

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

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

In addition, the Listing Manual provides that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which must contain at least the following information:

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

3.4 Maximum Purchase Price

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

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

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

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

For the above purposes:

“**Average Closing Price**” means the average of the closing market prices of a Share over the last five Market Days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant 5-day period;

“Highest Last Dealt Price” means the highest price transacted for a Share as recorded on the Market Day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; and

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

4. STATUS OF PURCHASED SHARES

4.1 Cancellation

Under Section 76B of the Companies Act, any Share purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a treasury share in accordance with Section 76H of the Companies Act. Apart from this, Shares are deemed to be purchased or acquired on the date on which the Company would become entitled to exercise the rights attached to the Shares. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.

4.2 Treasury Shares

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

(a) *Maximum Holdings*

The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares.

(b) *Voting and Other Rights*

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

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

(c) *Disposal and Cancellation*

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

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

Where shares purchased or acquired by a company are cancelled, such shares will be automatically de-listed by the SGX-ST. Certificates in respect of such cancelled shares will be cancelled and destroyed by the Company as soon as is reasonably practicable after the shares have been acquired.

Section 76K(5) of the Companies Act provides, *inter alia*, that within 30 days of the cancellation or disposal of treasury shares in accordance with subsection (1) the directors of the company shall lodge with Registrar the notice of the cancellation or disposal of treasury shares in the prescribed form with such particulars as may be required in the form, together with payment of the prescribed fee.

(d) *Reporting Requirements*

Within 30 days of the passing of a Shareholders' resolution to approve the purchase of Shares, our Directors shall lodge a copy of such resolution with the Accounting and Regulatory Authority of Singapore ("ACRA"). Our Directors must also lodge a notice with ACRA within 30 days of a Share buyback. Such notification is to include, *inter-alia*, details such as the date of the Share buyback; the number of Shares purchased or acquired; the number of Shares cancelled; the number of Shares held as Treasury Shares; our issued share capital before the Share buyback; our issued share capital after the Share buyback, the amount of consideration paid by our Company for the Share buyback and whether the Shares were purchased out of profits or the capital of the Company and such other particulars that might be prescribed.

In addition, our Company must notify the SGX-ST of and announce via SGX-NET all Share buyback not later than 9.00 a.m.:-

- (a) in the case of a Market Purchase, on the Market Day following the day on which the market Purchase was made; and
- (b) in the case of an Off-Market Purchase, on the second Market Day after the close of acceptance of the offer for the Off-Market Purchase.

The notification of such Share buyback to the SGX-ST shall be in such form and shall include such details that the SGX-ST may prescribe. Pursuant to Rule 871(2) of the Listing Rules, the announcement must be in the form of Appendix 8D.

5. SOURCE OF FUNDS FOR SHARE BUYBACK

The Companies Act permits the Company to purchase or acquire its own Shares out of capital or profits so long as the Company is solvent. Payments could be made from capital or profits so long as the Company is solvent.

It is an offence for a Director or manager of the Company to approve or authorise a share purchase, knowing that the Company is not solvent. For this purpose, pursuant to the Companies Act, a company is solvent if:

- (a) it is able to pay its debts in full as they fall due in the normal course of business at the time of payment for the purchase of its shares, as well as during the period of 12 months after the purchase; and
- (b) the value of its assets, at the time of the purchase and after such purchase, is not less than the value of its liabilities (including contingent liabilities) having regard to its most recent financial statements and all other circumstances that its Directors or managers know or ought to know affect or may affect such values. The Directors and managers may rely on valuations of assets or estimates of liabilities that are reasonable in the circumstances. For this purpose, in determining the value of a contingent liability, the Directors or managers of the Company may take into account the likelihood of the contingency occurring and any claim the Company is entitled to make and can reasonably expect to be met to reduce or extinguish the contingent liability.

In the event the Shares which are purchased or acquired by the Company are cancelled immediately on purchase or acquisition (as opposed to being held as treasury shares to the extent permitted under the Companies Act), the Company shall:

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

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

The Company will use internal resources or external borrowings or a combination of both to fund purchases of Shares pursuant to the Share Buyback Mandate.

The Directors will only carry out the share buybacks as and when they consider it to be in the best interest of the Company; and in circumstances that they believe would not result in a material adverse effect on the liquidity and/or the orderly trading of the Shares and/or the financial position of the Group.

6. FINANCIAL EFFECTS OF THE SHARE BUYBACK MANDATE

The financial effects on the Company and the Group arising from purchases or acquisition of Shares which may be made pursuant to the Share Buyback Mandate will depend on, *inter alia*, the number of Shares purchased or acquired, the price paid for such Shares and whether the Shares purchased or acquired are held in treasury or cancelled.

6.1 Purchase or Acquisition out of Capital or Profits

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration (after deducting related brokerage, goods and services tax, stamp duties and clearance fees) will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

6.2 Information as at the Latest Practicable Date

As at the Latest Practicable Date, the issued capital of the Company comprised 246,557,164 Shares (excluding 184,572 treasury shares). In addition, the Company has granted share awards under the Share Plan amounting to 1,982,760 Shares which have not yet vested as at the Latest Practicable Date. The Company also had 31,757,118 outstanding warrants which had not been exercised.

6.3 For illustrative purposes only and on the basis of the assumptions set out below, the financial effects of the:

- (a) acquisition of 24,655,716 Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made entirely out of capital and held as treasury shares (provided 184,572 treasury shares were outstanding);
- (b) acquisition of 24,655,716 Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made entirely out of profits and cancelled;
- (c) acquisition of 24,655,716 Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made entirely out of capital and cancelled; and
- (d) acquisition of 24,655,716 Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made entirely out of profits and held as treasury shares

on the audited financial statements of the Group and the Company for the financial year ended 31 March 2012 are set out below:

Purchases made entirely out of capital and Shares purchased held as treasury shares

Market Purchase

For illustrative purposes only, in a Market Purchase, assuming that the Maximum Price is S\$0.222, which is 5% above the Average Closing Price of a Share over the last five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date, the maximum amount of funds required for the purchase of up to 24,655,716 Shares (representing approximately 10% of the total issued ordinary share capital of the Company (excluding treasury shares) as at the Latest Practicable Date, which is the maximum number of Shares the Company is able to purchase) under and during the duration of the Share Buyback Mandate, is approximately S\$5,473,568. On these assumptions and assuming the following:

- (i) the purchase of Shares took place at the beginning of the financial year on 1 April 2011;
- (ii) the purchase of Share was financed entirely by the internal resources of the Group;
- (iii) the transaction costs incurred for the purchase of Shares pursuant to the Share Buyback Mandate were insignificant and have been ignored for the purpose of computing the financial effects; and
- (iv) there were no issuance of shares after the Latest Practicable Date.

the impact of the purchase of Shares by the Company undertaken in accordance with the Share Buyback Mandate on the Company's and the Group's audited financial statements for financial year ended 31 March 2012 is as follows:

As at 31 March 2012	Group		Company	
	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
	S\$'000	S\$'000	S\$'000	S\$'000
Share Capital	42,037	42,037	71,565	71,565
Capital Reserve	69	69	0	0
Currency Translation Reserve	(568)	(568)	0	0
Performance Share Plan Reserve	103	103	103	103
Fair value reserve	(3,746)	(3,746)	(3,746)	(3,746)
Revenue Reserve	20,293	20,293	1,488	1,488
	58,188	58,188	69,410	69,410
Non-controlling Interest	5,488	5,488	0	0
	63,676	63,676	69,410	69,410

	Group		Company	
	Before Share Purchase S\$'000	After Share Purchase S\$'000	Before Share Purchase S\$'000	After Share Purchase S\$'000
Treasury Shares ⁽¹⁾	(39)	(5,512)	(39)	(5,512)
Total Equity	63,637	58,164	69,371	63,898
Total Equity	63,637	58,164	69,371	63,898
Less: Non-controlling interest	(5,488)	(5,488)	0	0
Total Shareholders Funds	58,149	52,676	69,371	63,898
Current Assets	65,895	60,421	31,783	31,783
Current Liabilities	34,789	34,789	2,038	2,038
Cash & Cash Equivalents	10,700	5,227	200	200
Total Borrowings ⁽²⁾	13,642	13,642	1,500	6,973
Net Tangible Assets (NTA) ⁽³⁾	46,395	40,922	69,371	63,898
Net Profit After Tax Attributable To Shareholders	7,262	7,262	2,115	2,115
Number of Shares ('000)	246,557	221,901	246,577	221,901
Weighted Average Number Of Shares ('000)	236,928	212,272	236,928	212,272

Financial Ratios

NTA per Share (cents) ⁽⁴⁾	18.8	18.4	28.1	28.8
Gearing (%) ⁽⁵⁾	23%	26%	2%	11%
Current Ratio (times) ⁽⁶⁾	1.9	1.7	15.6	15.6
EPS (cents) ⁽⁷⁾	3.1	3.4	0.9	1.0

Notes:

- (1) The audited accounts have been adjusted for S\$7,000 more for the purchase of 31,000 shares in the share buyback exercise between the end of the financial year and the Latest Practicable Date
- (2) Total Borrowings pertain to finance leases and bank loans
- (3) NTA equals Total Shareholders Funds less Intangible Assets
- (4) NTA per Share equals NTA divided by Total Number of Shares
- (5) Gearing equals Total Borrowings divided by Total Shareholders Funds
- (6) Current Ratio equals Current Assets divided by Current Liabilities
- (7) EPS equals Net Profit After Tax attributable to Shareholders divided by the Weighted Average Number of Shares

Off-Market Purchase

For illustrative purposes only, in an Off-Market Purchase, assuming that the Maximum Price is S\$0.258, which is 20% above the Highest Last Dealt Price for a Share as recorded on the Market Day on which there were trades in the Shares immediately preceding the Latest Practicable Date, the maximum amount of funds required for the purchase of up to 24,655,716 Shares (representing approximately 10% of the total issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date, which is the maximum number of Shares the Company is able to purchase) under and during the duration of the Share Buyback Mandate, is approximately S\$6,361,174. On these assumptions and further assuming:

- (i) the purchase of Shares took place at the beginning of the financial year on 1 April 2011;
- (ii) the purchase of Share was financed entirely by the internal resources of the Group;
- (iii) the transaction costs incurred for the purchase of Shares pursuant to the Share Buyback Mandate were insignificant and have been ignored for the purpose of computing the financial effects; and
- (iv) there were no issuance of shares after the Latest Practicable Date.

the impact of the purchase of Shares by the Company undertaken in accordance with the Share Buyback Mandate on the Company's and the Group's audited financial statements for financial year ended 31 March 2012 is as follows:

	Group		Company	
	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
	S\$'000	S\$'000	S\$'000	S\$'000
<u>As at 31 March 2012</u>				
Share Capital	42,037	42,037	71,565	71,565
Capital Reserve	69	69	0	0
Currency Translation Reserve	(568)	(568)	0	0
Performance Share Plan Reserve	103	103	103	103
Fair value reserve	(3,746)	(3,746)	(3,746)	(3,746)
Revenue Reserve	20,293	20,293	1,488	1,488
	58,188	58,188	69,410	69,410
Non-controlling Interest	5,488	5,488	0	0
	63,676	63,676	69,410	69,410
Treasury Shares ⁽¹⁾	(39)	(6,400)	(39)	(6,400)
Total Equity	63,637	57,276	69,371	63,010

	Group		Company	
	Before Share Purchase S\$'000	After Share Purchase S\$'000	Before Share Purchase S\$'000	After Share Purchase S\$'000
Total Equity ⁽¹⁾	63,637	57,276	69,371	63,010
Less: Non-controlling interest	(5,488)	(5,488)	0	0
Total Shareholders Funds	58,149	51,788	69,371	63,010
Current Assets	65,895	59,534	31,783	31,783
Current Liabilities	34,789	34,789	2,038	2,038
Cash & Cash Equivalents	10,700	4,339	200	200
Total Borrowings ⁽²⁾	13,642	13,642	1,500	7,861
Net Tangible Assets (NTA) ⁽³⁾	46,395	40,034	69,371	63,010
Net Profit After Tax Attributable To Shareholders	7,262	7,262	2,115	2,115
Number of Shares ('000)	246,557	221,901	246,577	221,901
Weighted Average Number Of Shares ('000)	236,928	212,272	236,928	212,272

Financial Ratios

NTA per Share (cents) ⁽⁴⁾	18.8	18.0	28.1	28.4
Gearing (%) ⁽⁵⁾	23%	26%	2%	12%
Current Ratio (times) ⁽⁶⁾	1.9	1.7	15.6	15.6
EPS (cents) ⁽⁷⁾	3.1	3.4	0.9	1.0

Notes:

- (1) The audited accounts have been adjusted for S\$7,000 more for the purchase of 31,000 shares in the share buyback exercise between the end of the financial year and the Latest Practicable Date
- (2) Total Borrowings pertain to finance leases and bank loans
- (3) NTA equals Total Shareholders Funds less Intangible Assets
- (4) NTA per Share equals NTA divided by Total Number of Shares
- (5) Gearing equals Total Borrowings divided by Total Shareholders Funds
- (6) Current Ratio equals Current Assets divided by Current Liabilities
- (7) EPS equals Net Profit After Tax attributable to Shareholders divided by the Weighted Average Number of Shares

Purchases made entirely out of profit and Shares purchased cancelled

Market Purchase

For illustrative purposes only, in a Market Purchase, assuming that the Maximum Price is S\$0.222, which is 5% above the Average Closing Price of a Share over the last five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date, the maximum amount of funds required for the purchase of up to 24,655,716 Shares (representing approximately 10% of the total issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date which is the maximum number of Shares the Company is able to purchase) under and during the duration of the Share Buyback Mandate, is approximately S\$5,473,568.

However, having regard to the amount of the Company's distributable profits for the financial year ended 31 March 2012 of approximately S\$1,449,197 and the Maximum Price of S\$0.222 as at the Latest Practicable Date, the Company will only be able to acquire up to 6,527,914 Shares (representing approximately 2.65% of the total issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date) in a Market Purchase. On these assumptions and further assuming:

- (i) the purchase of Shares took place at the beginning of the financial year on 1 April 2011;
- (ii) the purchase of Share was financed entirely by the internal resources of the Group;
- (iii) the transaction costs incurred for the purchase of Shares pursuant to the Share Buyback Mandate were insignificant and have been ignored for the purpose of computing the financial effects; and
- (iv) there were no issuance of shares after the Latest Practicable Date.

the impact of the purchase of Shares by the Company undertaken in accordance with the Share Buyback Mandate on the Company's and the Group's audited financial accounts for financial year ended 31 March 2012 is as follows:

	Group		Company	
	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
<u>As at 31 March 2012</u>	S\$'000	S\$'000	S\$'000	S\$'000
Share Capital	42,037	42,037	71,565	71,565
Capital Reserve	69	69	0	0
Currency Translation Reserve	(568)	(568)	0	0
Performance Share Plan Reserve	103	103	103	103
Fair value reserve	(3,746)	(3,746)	(3,746)	(3,746)
Revenue Reserve ⁽¹⁾	20,254	18,805	1,449	0*

	Group		Company	
	Before Share Purchase S\$'000	After Share Purchase S\$'000	Before Share Purchase S\$'000	After Share Purchase S\$'000
Non-controlling Interest	58,149	56,700	69,371	67,922
Total Equity	5,488	5,488	0	0
	63,637	62,188	69,371	67,922
Total Equity	63,637	62,188	69,371	67,922
Less: Non-controlling interest	(5,488)	(5,488)	0	0
Total Shareholders Funds	58,149	56,700	69,371	67,922
Current Assets	65,895	64,446	31,783	31,783
Current Liabilities	34,789	34,789	2,038	2,038
Cash & Cash Equivalents	10,700	9,251	200	200
Total Borrowings ⁽²⁾	13,642	13,642	1,500	2,949
Net Tangible Assets (NTA) ⁽³⁾	46,395	44,946	69,371	67,922
Net Profit After Tax Attributable To Shareholders	7,262	5,813	1,449	0
Number of Shares ('000)	246,557	240,029	246,557	240,029
Weighted Average Number Of Shares ('000)	236,928	230,400	236,928	230,400

* capped by revenue reserve available for buyback.

Financial Ratios

NTA Per Share (cents) ⁽⁴⁾	18.8	18.7	28.1	28.3
Gearing (%) ⁽⁵⁾	23%	24%	2%	4%
Current Ratio (times) ⁽⁶⁾	1.9	1.9	15.6	15.6
EPS (cents) ⁽⁷⁾	3.1	2.5	0.6	0.0

Notes:

- (1) The audited accounts have been adjusted for S\$7,000 more for the purchase of 31,000 shares in the share buyback exercise between the end of the financial year and the Latest Practicable Date
- (2) Total Borrowings pertain to finance leases and bank loans
- (3) NTA equals Total Shareholders Funds less Intangible Assets
- (4) NTA per Share equals NTA divided by Total number of Shares
- (5) Gearing equals Total Borrowings divided by Total Shareholders Funds
- (6) Current Ratio equals Current Assets divided by Current Liabilities
- (7) EPS equals Net Profit After Tax attributable to Shareholders divided by the Weighted Average Number of Shares

Off-Market Purchase

For illustrative purposes only, in an Off-Market Purchase, assuming that the Maximum Price is S\$0.258, which is 20% above the Highest Dealt Price for a Share as recorded on the Market Day on which there were trades in the Shares immediately preceding the Latest Practicable Date, the maximum amount of funds required for the purchase of up to 24,655,716 Shares (representing approximately 10% of the total issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date) under and during the duration of the Share Buyback Mandate, is approximately S\$6,361,174.

However, having regard to the amount of the Company's distributable profits for the financial year ended 31 March 2012 of approximately S\$1,449,197 and the Maximum Price of S\$0.258 as at the Latest Practicable Date, the Company will only be able to acquire up to 5,617,042 Shares (representing approximately 2.28% of the total issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date) in an Off-Market Purchase. On these assumptions and further assuming:

- (i) the purchase of Shares took place at the beginning of the financial year on 1 April 2011;
- (ii) the purchase of Share was financed entirely by the internal resources of the Group;
- (iii) the transaction costs incurred for the purchase of Shares pursuant to the Share Buyback Mandate were insignificant and have been ignored for the purpose of computing the financial effects; and
- (iv) there were no issuance of shares after the Latest Practicable Date.

the impact of the purchase of Shares by the Company undertaken in accordance with the Share Buyback Mandate on the Company's and the Group's audited financial statements for financial year ended 31 March 2012 is as follows:

	Group		Company	
	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
<u>As at 31 March 2012</u>	S\$'000	S\$'000	S\$'000	S\$'000
Share Capital	42,037	42,037	71,565	71,565
Capital Reserve	69	69	0	0
Currency Translation Reserve	(568)	(568)	0	0
Performance Share Plan Reserve	103	103	103	103
Fair value reserve	(3,746)	(3,746)	(3,746)	(3,746)
Revenue Reserve ⁽¹⁾	20,254	18,805	1,449	0*
	58,149	56,700	69,371	67,922
Non-controlling Interest	5,488	5,488	0	0
Total Equity	63,637	62,188	69,371	67,922

	Group		Company	
	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
	S\$'000	S\$'000	S\$'000	S\$'000
Total Equity	63,637	62,188	69,371	67,922
Less: Non-controlling interest	(5,488)	(5,488)	0	0
Total Shareholders Funds	58,149	56,700	69,371	67,922
Current Assets	65,895	64,446	31,783	31,783
Current Liabilities	34,789	34,789	2,038	2,038
Cash & Cash Equivalents	10,700	9,251	200	200
Total Borrowings ⁽²⁾	13,642	13,642	1,500	2,949
Net Tangible Assets (NTA) ⁽³⁾	46,395	44,946	69,371	67,922
Net Profit After Tax Attributable To Shareholders	7,262	5,813	1,449	0
Number of Shares ('000)	246,557	240,940	246,557	240,940
Weighted Average Number Of Shares ('000)	236,928	231,311	236,928	231,311

* capped by revenue reserve available for buyback.

Financial Ratios

NTA Per Share (cents) ⁽⁴⁾	18.8	18.7	28.1	28.2
Gearing (%) ⁽⁵⁾	23%	24%	2%	4%
Current Ratio (times) ⁽⁶⁾	1.9	1.9	15.6	15.6
EPS (cents) ⁽⁷⁾	3.1	2.5	0.6	0.0

Notes:

- (1) The audited accounts have been adjusted for S\$7,000 more for the purchase of 31,000 shares in the share buyback exercise between the end of the financial year and the Latest Practicable Date
- (2) Total Borrowings pertain to finance leases and bank loans
- (3) NTA equals Total Shareholders Funds less Intangible Assets
- (4) NTA per Share equals NTA divided by Total number of Shares
- (5) Gearing equals Total Borrowings divided by Total Shareholders Funds
- (6) Current Ratio equals Current Assets divided by Current Liabilities
- (7) EPS equals Net Profit After Tax attributable to Shareholders divided by the Weighted Average Number of Shares

Purchases made entirely out of capital and Shares purchased cancelled

Market Purchase

For illustrative purposes only, in a Market Purchase, assuming that the Maximum Price is S\$0.222, which is 5% above the Average Closing Price of a Share over the last five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date, the maximum amount of funds required for the purchase of up to 24,655,716 Shares (representing approximately 10% of the total issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date, which is the maximum number of Shares the Company is able to purchase) under and during the duration of the Share Buyback Mandate, is approximately S\$5,473,568. On these assumptions further assuming:

- (i) the purchase of Shares took place at the beginning of the financial year on 1 April 2011;
- (ii) the purchase of Shares was financed entirely by the internal resources of the Group;
- (iii) the transaction costs incurred for the purchase of Shares pursuant to the Share Buyback Mandate were insignificant and have been ignored for the purpose of computing the financial effects; and
- (iv) there were no issuance of shares after the Latest Practicable Date.

the impact of the purchase of Shares by the Company undertaken in accordance with the Share Buyback Mandate on the Company's and the Group's audited financial statements for financial year ended 31 March 2012 is as follows:

<u>As at 31 March 2012</u>	Group		Company	
	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
	S\$'000	S\$'000	S\$'000	S\$'000
Share Capital ⁽¹⁾	41,998	36,525	71,526	66,053
Capital Reserve	69	69	0	0
Currency Translation Reserve	(568)	(568)	0	0
Performance Share Plan Reserve	103	103	103	103
Fair value reserve	(3,746)	(3,746)	(3,746)	(3,746)
Revenue Reserve	20,293	20,293	1,488	1,488
	58,149	52,676	69,371	63,898
Non-controlling Interest	5,488	5,488	0	0
Total Equity	63,637	58,164	69,371	63,898

	Group		Company	
	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
	S\$'000	S\$'000	S\$'000	S\$'000
Total Equity	63,637	58,164	69,371	63,898
Less: Non-controlling interest	(5,488)	(5,488)	0	0
Total Shareholders Funds	58,149	52,676	69,371	63,898
Current Assets	65,895	60,421	31,783	31,783
Current Liabilities	34,789	34,789	2,038	2,038
Cash & Cash Equivalents	10,700	5,227	200	200
Total Borrowings ⁽²⁾	13,642	13,642	1,500	6,973
Net Tangible Assets (NTA) ⁽³⁾	46,395	40,922	69,371	63,898
Net Profit After Tax Attributable To Shareholders	7,262	7,262	2,115	2,115
Number of Shares ('000)	246,557	221,901	246,557	221,901
Weighted Average Number Of Shares ('000)	236,928	212,272	236,928	212,272

Financial Ratios

NTA Per Share (cents) ⁽⁴⁾	18.8	18.4	28.1	28.8
Gearing (%) ⁽⁵⁾	23%	26%	2%	11%
Current Ratio (times) ⁽⁶⁾	1.9	1.7	15.6	15.6
EPS (cents) ⁽⁷⁾	2.9	3.3	0.9	1.0

Notes:

- (1) Share Capital excludes S\$38,803 Treasury Shares which are "deemed" as cancelled. The audited accounts have been adjusted for S\$7,000 more for the purchase of 31,000 shares in the share buyback exercise between the end of the financial year and the Latest Practicable Date.
- (2) Total Borrowings pertain to finance leases and bank loans.
- (3) NTA equals Total Shareholders Funds less Intangible Assets.
- (4) NTA per Share equals NTA divided by Total Number of Shares.
- (5) Gearing equals Total Borrowings divided by Total Shareholders Funds.
- (6) Current Ratio equals Current Assets divided by Current Liabilities.
- (7) EPS equals Net Profit After Tax attributable to Shareholders divided by the Weighted Average Number of Shares.

Off-Market Purchase

For illustrative purposes only, in an Off-Market Purchase, assuming that the Maximum Price is S\$0.258, which is 20% above the Highest Last Dealt Price for a Share as recorded on the Market Day on which there were trades in the Shares immediately preceding the Latest Practicable Date, the maximum amount of funds required for the purchase of up to 24,655,716 Shares (representing approximately 10% of the total issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date) under and during the duration of the Share Buyback Mandate, is approximately S\$6,361,174. On these assumptions and further assuming:

- (i) the purchase of Shares took place at the beginning of the financial year on 1 April 2011;
- (ii) the purchase of Shares was financed entirely by the internal resources of the Group;
- (iii) the transaction costs incurred for the purchase of Shares pursuant to the Share Buyback Mandate were insignificant and have been ignored for the purpose of computing the financial effects; and
- (iv) there were no issuance of shares after the Latest Practicable Date.

the impact of the purchase of Shares by the Company undertaken in accordance with the Share Buyback Mandate on the Company's and the Group's audited financial statements for financial year ended 31 March 2012 is as follows:

	Group		Company	
	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
	S\$'000	S\$'000	S\$'000	S\$'000
<u>As at 31 March 2012</u>				
Share Capital ⁽¹⁾	41,998	35,637	71,526	65,165
Capital Reserve	69	69	0	0
Currency Translation Reserve	(568)	(568)	0	0
Performance Share Plan Reserve	103	103	103	103
Fair value reserve	(3,746)	(3,746)	(3,746)	(3,746)
Revenue Reserve	20,293	20,293	1,488	1,488
	58,149	51,788	69,371	63,010
Non-controlling Interest	5,488	5,488	0	0
Total Equity	63,637	57,276	69,371	63,010
Total Equity	63,637	57,276	69,371	63,010
Less: Non-controlling interest	(5,488)	(5,488)	0	0
Total Shareholders Funds	58,149	51,788	69,371	63,010

	Group		Company	
	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
	S\$'000	S\$'000	S\$'000	S\$'000
Current Assets	65,895	59,534	31,783	31,783
Current Liabilities	34,789	34,789	2,038	2,038
Cash & Cash Equivalents	10,700	4,339	200	200
Total Borrowings ⁽²⁾	13,642	13,642	1,500	7,861
Net Tangible Assets (NTA) ⁽³⁾	46,395	40,034	69,371	63,010
Net Profit After Tax Attributable To Shareholders	7,262	7,262	2,115	2,115
Number of Shares ('000)	246,557	221,901	246,557	221,901
Weighted Average Number Of Shares ('000)	236,928	212,272	236,928	212,272

Financial Ratios

NTA Per Share (cents) ⁽⁴⁾	18.8	18.0	28.1	28.4
Gearing (%) ⁽⁵⁾	23%	26%	2%	12%
Current Ratio (times) ⁽⁶⁾	1.9	1.7	15.6	15.6
EPS (cents) ⁽⁷⁾	3.1	3.4	0.9	1.0

Notes:

- (1) Share Capital excludes S\$38,803 Treasury Shares which are "deemed" as cancelled. The audited accounts have been adjusted for S\$7,000 more for the purchase of 31,000 shares in the share buyback exercise between the end of the financial year and the Latest Practicable Date.
- (2) Total Borrowings pertain to finance leases and bank loans.
- (3) NTA equals Total Shareholders Funds less Intangible Assets.
- (4) NTA per Share equals NTA divided by Total Number of Shares.
- (5) Gearing equals Total Borrowings divided by Total Shareholders Funds.
- (6) Current Ratio equals Current Assets divided by Current Liabilities.
- (7) EPS equals Net Profit After Tax attributable to Shareholders divided by the Weighted Average Number of Shares.

Purchases made entirely out of profits and Shares purchased held as treasury shares

Market Purchase

For illustrative purposes only, in a Market Purchase, assuming that the Maximum Price is S\$0.222, which is 5% above the Average Closing Price of a Share over the last five (5) Market Days on which transactions in the Shares were recorded immediately preceding the Latest Practicable Date, the maximum amount of funds required for the purchase of up to 24,655,716 Shares (representing approximately 10% of the total issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date which is the maximum number of Shares the Company is able to purchase) under and during the duration of the Share Buyback Mandate, is approximately S\$5,473,568.

However, having regard to the amount of the Company's distributable profits for the financial year ended 31 March 2012 of approximately S\$1,449,197 and the Maximum Price of S\$0.222 as at the Latest Practicable Date, the Company will only be able to acquire up to 6,527,914 Shares (representing approximately 2.65% of the total issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date) in a Market Purchase. On these assumptions and further assuming:

- (i) the purchase of Shares took place at the beginning of the financial year on 1 April 2011;
- (ii) the purchase of Share was financed entirely by the internal resources of the Group;
- (iii) the transaction costs incurred for the purchase of Shares pursuant to the Share Buyback Mandate were insignificant and have been ignored for the purpose of computing the financial effects; and
- (iv) there were no issuance of shares after the Latest Practicable Date.

the impact of the purchase of Shares by the Company undertaken in accordance with the Share Buyback Mandate on the Company's and the Group's audited financial accounts for financial year ended 31 March 2012 is as follows:

	Group		Company	
	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
<u>As at 31 March 2012</u>	S\$'000	S\$'000	S\$'000	S\$'000
Share Capital	42,037	42,037	71,565	71,565
Capital Reserve	69	69	0	0
Currency Translation Reserve	(568)	(568)	0	0
Performance Share Plan Reserve	103	103	103	103
Fair value reserve	(3,746)	(3,746)	(3,746)	(3,746)
Revenue Reserve	20,254	18,805	1,449	0*

	Group		Company	
	Before Share Purchase S\$'000	After Share Purchase S\$'000	Before Share Purchase S\$'000	After Share Purchase S\$'000
Non-controlling Interest	58,149	56,700	69,371	67,922
Total Equity	5,488	5,488	0	0
Treasury Shares ⁽¹⁾	63,637	62,188	69,371	67,922
Total Equity	(39)	(1,488)	(39)	(1,488)
	63,598	60,700	69,332	66,434
Total Equity	63,598	60,700	69,332	66,434
Less: Non-controlling interest	(5,488)	(5,488)	0	0
Total Shareholders Funds	58,110	55,212	69,332	66,434
Current Assets	65,895	64,446	31,783	30,334
Current Liabilities	34,789	34,789	2,038	2,038
Cash & Cash Equivalents	10,700	9,251	200	200
Total Borrowings ⁽²⁾	13,642	13,642	1,500	2,949
Net Tangible Assets (NTA) ⁽³⁾	46,356	43,458	69,332	66,434
Net Profit After Tax Attributable To Shareholders	7,262	5,813	1,449	0
Number of Shares ('000)	246,557	240,029	246,557	240,029
Weighted Average Number Of Shares ('000)	236,928	230,400	236,928	230,400

* capped by revenue reserve available for buyback.

Financial Ratios

NTA Per Share (cents) ⁽⁴⁾	18.8	18.1	28.1	27.7
Gearing (%) ⁽⁵⁾	23%	25%	2%	4%
Current Ratio (times) ⁽⁶⁾	1.9	1.9	15.6	14.9
EPS (cents) ⁽⁷⁾	3.1	2.5	0.6	0.0

Notes:

- (1) Share Capital excludes S\$38,803 Treasury Shares which are "deemed" as cancelled. The audited accounts have been adjusted for S\$7,000 more for the purchase of 31,000 shares in the share buyback exercise between the end of the financial year and the Latest Practicable Date.
- (2) Total Borrowings pertain to finance leases and bank loans.
- (3) NTA equals Total Shareholders Funds less Intangible Assets.
- (4) NTA per Share equals NTA divided by Total number of Shares.
- (5) Gearing equals Total Borrowings divided by Total Shareholders Funds.

- (6) Current Ratio equals Current Assets divided by Current Liabilities
- (7) EPS equals Net Profit After Tax attributable to Shareholders divided by the Weighted Average Number of Shares

Off-Market Purchase

For illustrative purposes only, in an Off-Market Purchase, assuming that the Maximum Price is S\$0.258, which is 20% above the Highest Dealt Price for a Share as recorded on the Market Day on which there were trades in the Shares immediately preceding the Latest Practicable Date, the maximum amount of funds required for the purchase of up to 24,655,716 Shares (representing approximately 10% of the total issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date) under and during the duration of the Share Buyback Mandate, is approximately S\$6,361,174.

However, having regard to the amount of the Company's distributable profits for the financial year ended 31 March 2012 of approximately S\$1,449,197 and the Maximum Price of S\$0.258 as at the Latest Practicable Date, the Company will only be able to acquire up to 5,617,042 Shares (representing approximately 2.28% of the total issued share capital of the Company (excluding treasury shares) as at the Latest Practicable Date) in an Off-Market Purchase. On these assumptions and further assuming:

- (i) the purchase of Shares took place at the beginning of the financial year on 1 April 2011;
- (iii) the purchase of Share was financed entirely by the internal resources of the Group;
- (iii) the transaction costs incurred for the purchase of Shares pursuant to the Share Buyback Mandate were insignificant and have been ignored for the purpose of computing the financial effects; and
- (iv) there were no issuance of shares after the Latest Practicable Date.

the impact of the purchase of Shares by the Company undertaken in accordance with the Share Buyback Mandate on the Company's and the Group's audited financial statements for financial year ended 31 March 2012 is as follows:

	Group		Company	
	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
	S\$'000	S\$'000	S\$'000	S\$'000
<u>As at 31 March 2012</u>				
Share Capital	42,037	42,037	71,565	71,565
Capital Reserve	69	69	0	0
Currency Translation Reserve	(568)	(568)	0	0
Performance Share Plan Reserve	103	103	103	103
Fair value reserve	(3,746)	(3,746)	(3,746)	(3,746)

	Group		Company	
	Before Share Purchase S\$'000	After Share Purchase S\$'000	Before Share Purchase S\$'000	After Share Purchase S\$'000
Revenue Reserve	20,254	18,805	1,449	0
	58,149	56,700	69,371	67,922
Non-controlling Interest	5,488	5,488	0	0
Total Equity	63,637	62,188	69,371	67,922
Treasury Shares ⁽¹⁾	(39)	(1,488)	(39)	(1,488)
Total Equity	63,598	60,700	69,332	66,434
Total Equity	63,598	60,700	69,332	66,434
Less: Non-controlling interest	(5,488)	(5,488)	0	0
Total Shareholders Funds	58,110	55,212	69,332	66,434
Current Assets	65,895	64,446	31,783	30,334
Current Liabilities	34,789	34,789	2,038	2,038
Cash & Cash Equivalents	10,700	9,251	200	200
Total Borrowings ⁽²⁾	13,642	13,642	1,500	2,949
Net Tangible Assets (NTA) ⁽³⁾	46,356	43,458	69,332	66,434
Net Profit After Tax Attributable To Shareholders	7,262	5,813	1,449	0
Number of Shares ('000)	246,557	240,940	246,557	240,940
Weighted Average Number Of Shares ('000)	236,928	231,311	236,928	231,311

* capped by revenue reserve available for buyback.

Financial Ratios

NTA Per Share (cents) ⁽⁴⁾	18.8	18.0	28.1	27.6
Gearing (%) ⁽⁵⁾	23%	25%	2%	4%
Current Ratio (times) ⁽⁶⁾	1.9	1.9	15.6	14.9
EPS (cents) ⁽⁷⁾	3.1	2.5	0.6	0.0

Notes:

- (1) Share Capital excludes S\$38,803 Treasury Shares which are "deemed" as cancelled. The audited accounts have been adjusted for S\$7,000 more for the purchase of 31,000 shares in the share buyback exercise between the end of the financial year and the Latest Practicable Date.
- (2) Total Borrowings pertain to finance leases and bank loans.
- (3) NTA equals Total Shareholders Funds less Intangible Assets.
- (4) NTA per Share equals NTA divided by Total number of Shares.

- (5) Gearing equals Total Borrowings divided by Total Shareholders Funds
- (6) Current Ratio equals Current Assets divided by Current Liabilities
- (7) EPS equals Net Profit After Tax attributable to Shareholders divided by the Weighted Average Number of Shares

Shareholders should note that the financial effects set out above are based on the abovementioned assumptions and are purely for illustrative purposes only. Although the Share Buyback Mandate would authorise the Company to purchase or acquire up to 10% of the issued Shares, the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 10% of the issued Shares. In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased in treasury. The above analysis is based on historical figures for the financial year ended 31 March 2012 and is not necessary representative of the Company's or the Group's future financial performance.

7. LISTING RULES

The Listing Manual specifies that a listed company shall announce all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (a) in the case of a Market Purchase, on the Market Day following the day of purchase or acquisition of any of its shares and (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer. Such announcement currently requires the inclusion of details, including but not limited to, of the total number of shares purchased, the purchase price per share or the highest and lowest prices paid for such shares, as applicable.

While the Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time or times, because the listed company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the proposed Share Buyback Mandate at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced. In particular, in line with the best practices on securities dealings stipulated in the Listing Manual, the Company will not deal in the Shares (i) during the period commencing two weeks before the announcement of the Company's financial statements for each of the first three quarters of its financial year, and one month before the full financial year results, ending on the date of announcement of the relevant results, and (ii) if they are in possession of unpublished price-sensitive information of the Group.

The Listing Manual requires a listed company to ensure that at least 10% of the total number of issued shares (excluding preference shares, convertible equity securities and treasury shares) in a class that is listed must be held by public Shareholders. As at the Latest Practicable Date, approximately 51.40% of the issued Shares are held by public Shareholders. Assuming the Company exercises the Share Buyback Mandate in full and purchases 10% of the Shares (excluding treasury shares) through the Market Purchase from the public, the public float will be reduced to approximately 45.98%. Accordingly, the Company is of the view that

there is a sufficient number of the Shares in issue held by public Shareholders which would permit the Company to undertake purchases or acquisitions of its Shares through Market Purchases up to the full 10% limit pursuant to the Share Buyback Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to affect orderly trading.

8. TAKE-OVER OBLIGATIONS

Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below:

8.1 Obligation to make a Take-over Offer

If, as a result of any purchase or acquisition by the Company of its Shares, a Shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. If such increase results in a change of effective control, or, as a result of such increase, a Shareholder or group of Shareholders acting in concert obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert could become obliged to make a mandatory take-over offer for the Company under Rule 14 of the Take-over Code.

8.2 Persons Acting in Concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), cooperate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Unless the contrary is established, the following persons will, *inter alia*, be presumed to be acting in concert:

- (a) A company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);
- (b) A company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the above companies, and any company whose associated companies include any of the above companies. For this purpose, a company is an associated company of another company if the second company owns or controls at least 20% but not more than 50% of the voting rights of the first-mentioned company;
- (c) A company with any of its pension funds and employee share schemes;
- (d) A person with any investment company, unit trust or other fund in respect of the investment account which such person manages on a discretionary basis;

- (e) A financial or other professional adviser, with its clients in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser and all the funds which the adviser manages on a discretionary basis, where the shareholding of the adviser and any of those funds in the client total 10% or more of the client's equity share capital;
- (f) Directors of a company, together with their close relatives, related trusts and companies controlled by any of them, which is subject to an offer where they have reason to believe a bona fide offer for their company may be imminent;
- (g) Partners;
- (h) An individual, his close relatives, his related trusts, and any person who is accustomed to act according to the instructions and companies controlled by any of the above; and
- (i) Any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

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

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

In general terms, the effect of Rule 14 and Appendix 2 is that, unless exempted, Directors of the Company and persons acting in concert with them will incur an obligation to make a take-over offer for the Company under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or the voting rights of such Directors and their concert parties fall between 30% and 50% of the Company's voting rights, and the voting rights of such Directors and their concert parties increased by more than 1% in any period of six months.

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

However, Shareholders will be subject to the provisions of Rule 14 if they acquire Shares after the Company's Share Buyback. For this purpose, an increase in the percentage of voting rights as a result of the Share Buyback will be taken into account in determining whether a Shareholder and persons acting in concert with him have increased their voting rights by more than 1% in any period of 6 months.

Shareholders (including Directors) and their concert parties who hold more than 50% of the Company's voting rights are under no obligation to make a take-over offer if the voting rights of such Shareholders and their concert parties were to increase as a result of the Company purchasing or acquiring Shares.

8.4 Application of the Singapore Code on Takeovers and Mergers

On 12 February 2007, pursuant to a reverse takeover, the Company acquired Chasen Logistics Services Limited from Low Weng Fatt, Siah Boon Hock, Yap Koon Bee @ Louis Yap, Yeo Seck Cheong and Cheong Tuck Nang. Low Weng Fatt, Siah Boon Hock, Yap Koon Bee @ Louis Yap, Yeo Seck Cheong and Cheong Tuck Nang ("**Concert Parties**") are presumed acting in concert with each other in relation to the Company for the purposes of the Take-Over Code.

The Company has acquired 100% shareholding in Liten Logistics Services Pte Ltd and on 13 April 2011, the Company issued and allotted 2,554,278 consideration shares to Lim Wui Liat and Lim Chin Hock as interim consideration for the acquisition of Liten Logistics Services Pte Ltd. As a result of the interim issue, the total issued and paid up capital of the Company excluding treasury shares increased from 230,263,566 to 232,817,844. The aggregate shareholding of the Concert Parties after the aforesaid issue was 51.07%.

On 29 March 2012, the Company issued and allotted the second tranche 9,353,256 consideration shares to Lim Wui Liat, Lim Jit Sing Jackson and Lim Chin Hock after the audited accounts of Liten Logistics Services Pte Ltd were signed. As a result of the second tranche issue and as at the date of this Circular, the total issued and paid up capital of the Company excluding treasury shares increased from 237,234,908 to 246,557,164. The total shareholding interest of each of Low Weng Fatt and his concert parties Siah Boon Hock, Yap Koon Bee @ Louis Yap, Yeo Seck Cheong and Cheong Tuck Nang decreased from 21.34%, 4.41%, 14.73%, 6.37% and 3.30% to 20.54%, 4.24%, 14.17%, 6.13% and 3.18% respectively, amounting to an aggregate of approximately 48.26%.

The shareholdings of the Concert Parties before and after the proposed Share Buyback Mandate (assuming for a Market Purchase (a) the Company purchases a maximum 24,655,716 Shares, being 10% of the total number of Shares in issue, (b) the 24,655,716 Shares are not held as treasury shares and are cancelled and (c) there was no change in the number of Shares held or deemed to be held by the Concert Parties and (d) there are no exercise of warrants; and for an Off-Market

Purchase (a) the Company purchases a maximum 24,655,716 Shares, being 10% of the total number of Shares in issue, (b) the 24,655,716 Shares are not held as treasury shares and are cancelled and (c) there are no exercise of warrants) are set out as follows :

	Before Share Buyback ⁽¹⁾		After Share Buyback ⁽²⁾	
	Direct Interest		Direct Interest	
	No. of Shares	%	No. of Shares	%
MARKET PURCHASE				
Concert Parties				
Low Weng Fatt	50,635,708	20.54	50,635,708	22.82
Siah Boon Hock	10,465,901	4.24	10,465,901	4.72
Yap Koon Bee @ Louis Yap	34,940,583	14.17	34,940,583	15.75
Yeo Seck Cheong	15,110,165	6.13	15,110,165	6.81
Cheong Tuck Nang	7,839,912	3.18	7,839,912	3.53
TOTAL	118,992,269	48.26	118,992,269	53.63

Notes :-

- (1) The percentages are calculated on the basis of an enlarged share capital of 246,557,164 ordinary shares (excluding 184,572 treasury shares)
- (2) The percentages are calculated on the basis of the issued share capital of 221,901,448 after a share buyback of 24,655,716 shares, being 10% of the existing issued share capital of the Company as at the Latest Practicable Date
- (3) Under the Market and Off-Market Purchase, the aggregate voting rights of the Concert Parties after the share buyback is 53.63% and under an Off-Market Purchase, the aggregate voting rights of the Concert Parties after a share buyback are 48.26%

	Before Share Buyback ⁽¹⁾		After Share Buyback ⁽²⁾	
	Direct Interest		Direct Interest	
	No. of Shares	%	No. of Shares	%
OFF MARKET PURCHASE				
Concert Parties				
Low Weng Fatt	50,635,708	20.54	45,572,137	20.54
Siah Boon Hock	10,465,901	4.24	9,419,311	4.24
Yap Koon Bee @ Louis Yap	34,940,583	14.17	31,446,525	14.17
Yeo Seck Cheong	15,110,165	6.13	13,599,149	6.13
Cheong Tuck Nang	7,839,912	3.18	7,055,921	3.18
TOTAL	118,992,269	48.26	107,093,043	48.26

Notes :-

- (1) The percentages are calculated on the basis of an enlarged share capital of 246,557,164 ordinary shares (excluding 184,572 treasury shares)

- (2) The percentages are calculated on the basis of the issued share capital of 221,901,448 after a share buyback of 24,655,716 shares, being 10% of the existing issued share capital of the Company as at the Latest Practicable Date
- (3) Under the Market and Off-Market Purchase, the aggregate voting rights of the Concert Parties after the share buyback is 53.63% and under an Off-Market Purchase, the aggregate voting rights of the Concert Parties after a share buyback are 48.26%

Therefore (i) the direct interests of Low Weng Fatt, (ii) the aggregate direct interests of Low Weng Fatt and one or more of Siah Boon Hock, Yeo Seck Cheong and Cheong Tuck Nang, and (iii) the aggregate direct interests of Yap Koon Bee @ Louis Yap and one or more Siah Boon Hock, Yeo Seck Cheong and Cheong Tuck Nang, and their concert parties will increase by more than 1% within a six (6) month period.

As the present total shareholding of the Concert Parties and the parties acting in concert with them (collectively the “**Relevant Persons**”) is not less than 30% but not more than 50%, they will be exempted from the requirement under Rule 14.1, Note 6 of notes on dispensation from Rule 14, and Appendix 2 – Share Buyback Guidance Note of the Singapore Code on Take-overs and Mergers (the “**Code**”) to make a general offer for the Company in the event that their total shareholding increases by more than 1% in any 6-month period as a result of the Company acquiring its own shares under the Share Buyback Mandate (“**Relevant Scenario**”), subject to the following conditions:

- (a) the Circular to shareholders on the resolution to approve the Share Buyback Mandate contains advice to the effect that by voting for the Share Buyback Mandate, shareholders are waiving their right to a general offer at the required price from the Relevant Persons, in the event of the Relevant Scenario; and the names of the Relevant Persons, and their voting rights (i) at the time of the EGM and (ii) thereafter following the Share Buyback, are disclosed in the same Circular;
- (b) the Resolution to approve the Share Buyback Mandate is approved by a majority of those shareholders of the Company present and voting at the meeting on a poll who could not become obliged to make an offer as a result of the Share Buyback;
- (c) the Relevant Persons abstain from voting for and recommending shareholders to vote in favour of the resolution to approve the Share Buyback Mandate;
- (d) within 7 days after the passing of the resolution to authorize a buy-back, each of the Directors to submit to the SIC a duly signed form as prescribed by the SIC; and
- (e) the Relevant Persons have not acquired and will not acquire any shares of the Company between the date on which they know that the announcement of the Share Buyback Mandate is imminent and the earlier of :-
 - (i) the date on which the authority of the Share Buyback Mandate expires; and

- (ii) the date on which the Company announces it has bought back such number of shares as authorized by the Share Buyback Mandate or it has decided to cease buying back its shares, as the case may be;

if such acquisitions, taken together with the Share Buyback under the Share Buyback Mandate, would cause their aggregate percentage of total voting rights in the Company to increase by more than 1% in any 6-month period.

It follows that where the aggregate voting rights held by the Relevant Persons increase by more than 1% solely as a result of the Relevant Scenario and none of them has acquired any shares of the Company during the relevant period defined in paragraph (e) above, then the Relevant Persons would be eligible for the SIC's exemption from the requirement to make a general offer under Rule 14, or where such exemption had been granted, would continue to enjoy the exemption.

As at Latest Practicable Date, the conditions have not been fulfilled. In the event the Shareholders approve the resolution, the Company will or would have fulfilled the conditions.

If the Company ceases to buy back its shares under the Share Buyback Mandate and the increase in the aggregate percentage of voting rights in the Company held by the Relevant Persons as a result of the Share Buyback at the time of such cessation is less than 1% in any 6-month period, the Relevant Persons may acquire further voting rights in the Company. However, any increase in their percentage of voting rights in the Company as a result of the Share Buyback will be taken into account together with any voting rights acquired by the Relevant Persons (by whatever means) in determining whether they have increased their aggregate percentage of total voting rights in the Company by more than 1% in any 6-month period.

Shareholders should therefore note that by voting in favour of the resolution to approve the Share Buyback Mandate, they will be waiving their rights to a general offer at the required price by the Relevant Persons in the circumstances set out above.

For the purposes of this Letter, "Required Price" shall mean, in relation to the offer required to be made under the provisions of Rule 14.1 of the Code, the offer shall be in cash or be accompanied by a cash alternative at a price in accordance with Rule 14.3 of the Code which is the highest of the highest price paid by the Relevant Persons for the Company's Shares (i) during the offer period and within the preceding six (6) months, (ii) acquired through the exercise of instruments convertible into securities which carry voting rights within six (6) months of the offer and during the offer period, or (iii) acquired through the exercise of rights to subscribe for, and options in respect of, securities which carry voting rights within six (6) months of the offer or during the offer period; or at such price as determined by the SIC under Rule 14.3 of the Code.

Save as disclosed, the Directors confirm that they are not aware of any facts or factors which suggest or imply that any particular person(s) and/or Shareholder(s) are, or may be regarded as, parties acting in concert such that their respective interests in voting shares in the capital of the Company should or ought to be consolidated, and consequences under the Code would ensue as a result of a purchase of Shares by the Company pursuant to the Share Buyback Mandate.

As at the Latest Practicable Date, the Relevant Persons consist of the Concert Parties.

Shareholders are advised to consult their professional advisers and/or the SIC at the earliest opportunity as to whether an obligation to make a take-over offer would arise by reason of any Share purchases by the Company.

9. SHARES PURCHASED BY THE COMPANY

The Company has in the previous 12 months preceding the Latest Practicable Date made purchases of its Shares by way of market acquisition pursuant to the Share Buyback Mandate, the aggregate of which are set out below:

Total number of Shares purchased and held as Treasury Shares	Total number of Shares cancelled	Highest price paid per Share for Shares purchased (S\$)	Lowest price paid per Share for Shares purchased (S\$)	Total consideration paid for Shares purchased (S\$)
681,000	Nil	0.250	0.188	139,281.34

10. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of the Directors and Substantial Shareholders in the Shares as recorded in the Register of Directors' Shareholdings and Register of Members, respectively, as at the Latest Practicable Date are set out as follows:

	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%
Directors				
Low Weng Fatt ⁽¹⁾	50,635,708	20.54	265,000	0.11
Siah Boon Hock	10,465,901	4.24	—	—
Yap Koon Bee @ Louis Yap	34,940,583	14.17	—	—
Ng Jwee Phuan @ Frederick (Eric)	433,750	0.18	—	—
Yap Beng Geok Dorothy ⁽²⁾	117,250	0.05	7,839,912	3.18
Tan Sin Huat Dennis	28,000	0.01	—	—
Substantial Shareholders (other than Directors)				
Yeo Seck Cheong	15,110,165	6.13	—	—

Notes:-

- (1) Low Weng Fatt is deemed to be interested in the 265,000 shares held by his spouse, Chua Kim Eng.

- (2) Yap Beng Geok Dorothy is deemed to be interested in the 7,839,912 shares held by her spouse, Cheong Tuck Nang.
- (3) Siah Boon Hock is deemed to be interested in 2,000,000 shares held through Hong Leong Finance Nominees Pte Ltd

11. DIRECTORS' RECOMMENDATION

Having considered the rationale for the Share Buyback Mandate, the Directors save for Low Weng Fatt, Siah Boon Hock and Yap Koon Bee @ Louis Yap who are members of the Relevant Persons, are of the opinion that the Share Buyback Mandate is in the best interests of the Company. Accordingly, the Directors save for Low Weng Fatt, Siah Boon Hock and Yap Koon Bee @ Louis Yap who are members of the Relevant Persons, recommend that Shareholders vote in favour of the Ordinary Resolution relating to the proposed renewal of Share Buyback Mandate.

12. ACTION TO BE TAKEN BY SHAREHOLDERS

- 12.1 If a Shareholder is unable to attend the AGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the Proxy Form attached to the 2012 Annual Report in accordance with the instructions printed thereon.
- 12.2 The completion and lodgement of a Proxy Form by a shareholder does not preclude him from attending and voting in person at the AGM if he so wishes.

13. DIRECTORS' RESPONSIBILITY STATEMENT

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

Where information in the Letter has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Letter in its proper form and context.

14. ABSTENTION FROM VOTING

The Relevant Persons will abstain from voting at the AGM in respect of Ordinary Resolution 8 relating to the renewal of the Share Buyback Mandate in view of the conditions set out in section 8 above and would not accept nominations as proxy or otherwise for voting at the AGM in respect of the said Ordinary Resolution.

The Relevant Persons have also undertaken to ensure that their associate will abstain from making any recommendation and from voting at the AGM in respect of Ordinary Resolution 8 relating to the renewal of the Share Buyback Mandate.

15. DOCUMENTS FOR INSPECTION

Copies of the following documents may be inspected by Shareholders at the registered office of the Company at 18 Jalan Besut, Singapore 619571 during normal business hours for a period of 3 months from the date of this Letter:

- (a) Memorandum and Articles of Association of the Company; and
- (b) the audited financial statements of the Company and the Group for the financial year ended 31 March 2012.

Yours faithfully
For and on behalf of the Board

Low Weng Fatt
Managing Director and CEO