

**APPENDIX DATED 3 JANUARY 2014**

**THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

This Appendix (as defined herein) is circulated to the shareholders of Goodland Group Limited (the “**Company**”) together with the Company’s annual report for the financial year ended 30 September 2013 (the “**Annual Report 2013**”). Its purpose is to provide shareholders of the Company with information relating to the proposed renewal of the Share Buy-Back Mandate (as defined herein) to be tabled at the AGM (as defined herein) to be held on 23 January 2014 at 9.00 a.m. at Seletar Country Club, 101 Seletar Club Road, Seletar Room, Level 2, Singapore 798273.

**If you are in doubt about its contents or the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional adviser immediately.**

If you have sold or transferred all your shares represented by physical share certificate(s), you should immediately forward this Appendix to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The ordinary resolution proposed to be passed in respect of the above matter is set out in the Notice of AGM enclosed with the Annual Report 2013.

This Appendix has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Appendix, including the correctness of any of the statements or opinions made or reports contained in this Appendix.



**GOODLAND GROUP LIMITED**

(Company Registration No. 200405522N)

(Incorporated in the Republic of Singapore on 6 May 2004)

**APPENDIX IN RELATION TO  
THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE**

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## DEFINITIONS

For the purposes of this Appendix, the following definitions apply throughout unless otherwise stated:-

- “ACRA”** : Accounting & Corporate Regulatory Authority of Singapore
- “Act” or “Companies Act”** : The Companies Act (Chapter 50) of Singapore, as amended or modified from time to time
- “AGM”** : The annual general meeting of the Company to be held on 23 January 2014
- “Appendix”** : This appendix to shareholders dated 3 January 2014 in relation to the proposed renewal of the Share Buy-Back Mandate
- “Articles”** : The Articles of Association of the Company, as amended from time to time
- “Associate”** : (a) in relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means:-
- (i) his immediate family;
  - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object;
  - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and
- (b) in relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have a interest of 30% or more
- “Company”** : Goodland Group Limited
- “Controlling Shareholder”** : A person who:-
- (a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in the Company; or
  - (b) in fact exercises control over the Company
- “Director(s)”** : The Director(s) of the Company as at the date of this Appendix
- “EGM”** : The extraordinary general meeting of the Company held on 20 June 2013
- “EPS”** : Earnings per Share
- “FY2013”** : Financial year ended 30 September 2013
- “Group”** : The Company and its subsidiaries, collectively

<b>“Latest Practicable Date”</b>	: 17 December 2013, being the latest practicable date prior to the printing of this Appendix
<b>“Listing Manual”</b>	: The Listing Manual of the SGX-ST (as the case may be), as the same may be amended, modified or supplemented from time to time
<b>“Market Day”</b>	: A day on which the SGX-ST is open for trading in securities
<b>“Memorandum and Articles”</b>	: The Memorandum and Articles of Association of the Company, as amended from time to time
<b>“NAV”</b>	: Net asset value
<b>“NTA”</b>	: Net tangible asset
<b>“Relevant Period”</b>	: The period commencing from the date on which the ordinary resolution relating to the Share Buy-Back Mandate is passed in a general meeting and expiring on the earliest of date the next AGM is held or is required by law to be held, or the date the said mandate is revoked or varied by the Company in a general meeting
<b>“SGX-ST”</b>	: Singapore Exchange Securities Trading Limited
<b>“Share Buy-Back Mandate”</b>	: The general and unconditional mandate given by Shareholders at the EGM to authorise the Directors to exercise all powers of the Company to purchase or otherwise acquire issued Shares within the Relevant Period, in accordance with the terms set out in this Appendix, as well as the rules and regulations set forth in the Companies Act and the Listing Manual
<b>“Share(s)”</b>	: Ordinary share(s) in the capital of the Company
<b>“Shareholders”</b>	: Registered holders of the Shares, except that where the registered holder is The Central Depository (Pte) Limited, the term “Shareholders” shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register maintained by The Central Depository (Pte) Limited whose Securities Accounts are credited with those Shares
<b>“SIC”</b>	: The Securities Industry Council of Singapore
<b>“Substantial Shareholder”</b>	: A person (including a corporation) who holds not less than 5% (directly or indirectly) of the total votes attached to all the voting Shares
<b>“Take-over Code”</b>	: The Singapore Code on Take-overs and Mergers, as modified, supplemented or amended from time to time
<b>“Treasury Shares”</b>	: Shares purchased or otherwise acquired by the Company pursuant to the Share Buy-Back Mandate and held by the Company in accordance with Section 76H of the Act
<b>“S\$” and “cents”</b>	: Singapore dollars and cents, respectively
<b>“%”</b>	: Per cent. or percentage

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

The term “**subsidiary**” shall have the meaning ascribed to it under Section 5 of the Act.

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

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

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

Any term defined under the Act or the Listing Manual, or any statutory modification thereof and used in this Appendix shall, where applicable, have the meaning ascribed to it under the Act or the Listing Manual, or such modification thereof, as the case may be, unless otherwise provided.

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

**GOODLAND GROUP LIMITED**  
(Company Registration No. 200405522N)  
(Incorporated in the Republic of Singapore on 6 May 2004)

**Directors**

Tan Chee Beng (Executive Chairman)  
Tan Chee Tiong (Chief Executive Officer and Managing Director)  
Tan Bee Bee (Executive Director)  
Wong Ming Kwong (Non-Executive Director)  
Dr Wu Chiaw Ching (Lead Independent Director)  
Lye Hoong Yip Raymond (Independent Director)

**Registered Office**

18 Roberts Lane  
#02-01/02 Goodland Building  
Singapore 218297

3 January 2014

To: The Shareholders of Goodland Group Limited

Dear Shareholder,

**1. INTRODUCTION**

We refer to (a) the Notice of AGM dated 8 January 2014 convening the AGM; and (b) Ordinary Resolution 8 under the heading “**Special Business**” in the Notice of AGM which relates to the proposed renewal of the Share Buy-Back Mandate to authorise the Directors of the Company to make purchases from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to a maximum of ten per cent. (10%) of the Shares as at the date of the last annual general meeting of the Company or at the date on which the resolution authorising the same is passed (whichever is the later), at such a price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined herein).

The purpose of this Appendix is to provide Shareholders with information relating to, and to seek their approval for, the proposed renewal of the Share Buy-Back Mandate at the AGM to be held on 23 January 2014 at 9.00 a.m.

The SGX-ST takes no responsibility for the accuracy of any statements or opinions made or reports contained in this Appendix.

**2. THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE**

**2.1 Background**

The Share Buy-Back Mandate was originally approved by Shareholders at the Extraordinary General Meeting of the Company held on 20 June 2013 for, *inter alia*, the adoption of the Share Buy-Back Mandate. As the Share Buy-Back Mandate will expire on the date of the forthcoming AGM, the Directors propose that the Share Buy-Back Mandate be renewed at the AGM.

If the proposed resolution for the renewal of the Share Buy-Back Mandate is approved by Shareholders at the AGM, the authority conferred by the Share Buy-Back Mandate will take effect from the date of the AGM at which the proposed renewal of the Share Buy-Back Mandate will be approved (“**Approval Date**”) and continue to be in force for the duration of the Relevant Period, which is until the earlier of the date on which the next AGM is held or is required by law to be held, (whereupon it will lapse, unless renewed at such meeting) or the date the said mandate is varied or revoked by the Company in a general meeting.

## 2.2 Rationale for the proposed renewal of the Share Buy-Back Mandate

The proposed renewal of the Share Buy-Back Mandate will give the Company the flexibility to purchase or otherwise acquire its Shares if and when circumstances permit. The Directors believe that share buy-backs would allow the Company and the Directors to better manage the Company's share capital structure, dividend payout and cash reserves. In addition, it also provides the Directors a mechanism to facilitate the return of surplus cash over and above the Company's ordinary capital requirements in an expedient and cost-efficient manner, and the opportunity to exercise control over the Company's share capital structure with a view to enhancing the EPS and/or NAV per Share.

Pursuant to the Companies Act, Shares purchased or otherwise acquired pursuant to the Share Buy-Back Mandate may be held or dealt with as Treasury Shares.

If and when circumstances permit, the Directors will decide whether to effect the Shares purchases via on-market purchases or off-market purchases, after taking into account the amount of surplus cash available, the prevailing market conditions and the most cost-effective and efficient approach.

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

## 2.3 Terms of the Share Buy-Back Mandate

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the Share Buy-Back Mandate are summarised below:-

### 2.3.1 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 during the Relevant Period shall not exceed ten per cent. (10%) of the total number of issued Shares of the Company as at the Approval Date, unless the Company has, at any time during the Relevant Period, reduced its share capital by a special resolution under Section 78B or 78C of the Companies Act, or the court has, at any time during the Relevant Period, made an order under Section 78I of the Companies Act confirming the reduction of share capital of the Company, in which event the total number of Shares shall be taken to be the total number of Shares as altered by the special resolution of the Company or the order of the court, as the case may be. For purposes of calculating the percentage of Shares referred to above, any of the Shares which are held as Treasury Shares will be disregarded.

**For illustrative purposes only**, based on the existing issued and paid-up share capital of the Company as at the Latest Practicable Date comprising 194,159,000 Shares, and assuming no further Shares are issued on or prior to the AGM, no more than 19,415,900 Shares representing ten per cent. (10%) of the issued and paid-up share capital of the Company as at that date of the AGM may be purchased or acquired by the Company pursuant to the Share Buy-Back Mandate.

### 2.3.2 Duration of authority

Purchases or acquisitions of Shares may be made during the Relevant Period, which is at any time and from time to time, on and from the Approval Date, up to the earliest of:-

- (a) the conclusion of the next annual general meeting or the date by which such annual general meeting is required to be held;
- (b) the date on which the share buy-backs are carried out to the full extent of the Share Buy-Back Mandate; or

- (c) the date on which the authority conferred in the Share Buy-Back Mandate is varied or revoked by Shareholders in a general meeting.

### 2.3.3 Manner of purchase of Shares

Purchases or acquisitions of Shares may be made by way of:-

- (a) on-market purchases (“**Market Purchase**”), transacted on the SGX-ST through the ready market, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (b) off-market purchases (“**Off-Market Purchase**”) (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s).

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

- (i) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (ii) all of those persons shall be given a reasonable opportunity to accept the offers made to them; and
- (iii) the terms of all the offers shall be the same, except that there shall be disregarded:-
  - (1) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;
  - (2) (if applicable) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid; and
  - (3) 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 containing at least the following information:-

- (aa) the terms and conditions of the offer;
- (bb) the period and procedures for acceptances;
- (cc) the reasons for the proposed share buy-back;
- (dd) the consequences, if any, of share buy-backs by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (ee) whether the share buy-back, if made, would have any effect on the listing of the Shares on the SGX-ST;
- (ff) details of any share buy-back made by the Company in the previous 12 months (whether Off-Market Purchases in accordance with an equal access scheme or Market Purchases), setting out 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



(gg) whether the share purchased by the Company will be cancelled or kept as Treasury Shares.

#### 2.3.4 Maximum purchase price

- (a) The purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) to be paid for a Share will be determined by the Directors. However, the purchase price to be paid for the Shares pursuant to the purchases or acquisitions of the Shares, excluding related expenses of the purchase or acquisition, must not exceed the Maximum Price (as defined hereinafter) which is:-
- (b) in the case of a Market Purchase, five per cent. (5%) above the average of the closing market prices of the Shares over the five (5) Market Days on which transactions in the Shares were recorded before the day on which the Market Purchase was made by the Company and deemed to be adjusted for any corporate action that occurs after the relevant five (5)-day period; and
- (c) in the case of an Off-Market Purchase pursuant to an equal access scheme, 15% above the average of the closing market prices of the Shares over the five (5) Market Days on which transactions in the Shares were recorded before the day on which the Company makes an announcement of an offer under the Off-Market Purchase scheme stating the purchase price (which shall not be more than the Maximum Price (as defined hereinafter) calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5)-day period,

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

## 2.4 **Status of Purchased Shares**

A Share purchased or otherwise 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 Shares are held by the Company as Treasury Shares to the extent permitted under the Companies Act. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased or otherwise acquired by the Company and which are not held as Treasury Shares. All Shares purchased or acquired by the Company (other than Treasury Shares held by the Company to the extent permitted under the Companies Act), will be automatically de-listed by the SGX-ST, and the certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any such purchase or acquisition.

At the time of each purchase of Shares by the Company, the Directors will decide whether the Shares purchased will be cancelled or kept as Treasury Shares, or partly cancelled and partly kept as Treasury Shares, as the Directors deem fit in the interest of the Company at that time.

## 2.5 **Treasury Shares**

Under the Companies Act, Shares purchased or otherwise 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:-

### 2.5.1 Maximum holdings

The number of Shares held as Treasury Shares cannot at any time exceed ten per cent. (10%) of the total number of issued Shares. Any shares in excess of this limit shall be disposed of or cancelled in accordance with Section 76K of the Act within six (6) months or such further periods as the Registrar of Companies may allow.

### 2.5.2 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 Shares 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.

### 2.5.3 Disposal and cancellation

Where Shares are held as Treasury Shares, the Company may at any time:-

- (a) sell the Treasury Shares for cash;
- (b) transfer the Treasury Shares for the purposes of, or pursuant to an employees' share scheme of the Company;
- (c) transfer the Treasury Shares as consideration for the acquisition of Shares in, or assets of, another company or assets of a person;
- (d) cancel the Treasury Shares; or
- (e) sell, transfer or otherwise use the Treasury Shares for such other purposes as may be prescribed by the Minister for Finance.

## 2.6 **Reporting Requirements**

Within 30 days of the passing of the Shareholders' ordinary resolution to approve any purchase or acquisition of Shares by the Company, the Company shall lodge a copy of such ordinary resolution with ACRA.

The Company shall notify ACRA within 30 days of a purchase or acquisition of Shares on the SGX-ST or otherwise. Such notification shall include details of the purchase, including the date of the purchase or acquisition, the total number of Shares purchased or otherwise acquired by the Company, the number of Shares cancelled, the number of Shares held as Treasury Shares, the Company's issued share capital before the purchase or acquisition of Shares, the Company's issued share capital after the purchase or acquisition of Shares, the amount of consideration paid by the Company for the purchase or acquisition, whether the Shares were purchased or acquired out of profits or the capital of the Company and such other particulars as may be required by ACRA.

Within 30 days of the cancellation or disposal of Treasury Shares in accordance with the provisions of the Companies Act, the Directors shall lodge with ACRA the notice of cancellation or disposal of Treasury Shares in the prescribed form.

The Listing Manual specifies that a listed company shall notify the SGX-ST of all purchases or acquisitions of its shares no 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 purchase or acquisition of shares to the SGX-ST shall be in such form and shall include such details that the SGX-ST may prescribe. The Company shall make arrangements with its stockbrokers to ensure that they provide to the Company in a timely fashion the necessary information which will enable the Company to make the necessary notifications to the SGX-ST.

## 2.7 Source of funds

In purchasing or acquiring Shares, the Company may only apply funds legally available for such purchase or acquisition in accordance with the Articles and the applicable laws of Singapore. The Company may not purchase its Shares for a consideration other than in cash or, in the case of a Market Purchase, for settlement otherwise than in accordance with the Listing Manual. As stated in the Companies Act, the share buy-back may be made out of the Company's profits or capital so long as the Company is solvent.

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

The Company intends to use internal sources of funds, or a combination of internal resources and external borrowings to finance the Company's purchase or acquisition of Shares pursuant to the Share Buy-Back Mandate. The Directors do not propose to exercise the Share Buy-Back Mandate in a manner and to such extent that it would have a material adverse effect on the working capital requirements and/ or the gearing of the Group.

## 2.8 Financial effects

Under the Companies Act, the purchase or acquisition of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration (excluding brokerage, commission, applicable goods and services tax and other related expenses) will correspondingly reduce the profits of the Company and hence 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, such consideration (excluding brokerage, commission, applicable goods and services tax and other related expenses) will correspondingly reduce the share capital of the Company but the amount available for the distribution of cash dividends by the Company will not be reduced. The NTA of the Company and of the Group will be reduced by the aggregate purchase price paid by the Company for the Shares.

**For illustrative purposes only**, as at the Latest Practicable Date, the issued and paid-up ordinary share capital of the Company (excluding Treasury Shares) comprises 194,159,000 Shares. The exercise in full of the Share Buy-Back Mandate would result in the purchase of 19,415,900 Shares.

It is not possible for the Company to realistically calculate or quantify the impact of purchases or acquisitions of Shares that may be made pursuant to the Share Buy-Back Mandate on the NTA and EPS as the resultant effect would depend on, *inter alia*, the aggregate number of Shares purchased or otherwise acquired, whether the purchase or acquisition is made out of capital or profits, the purchase prices paid for such Shares and whether the Shares purchased or otherwise acquired are cancelled or held as Treasury Shares.

For illustration purposes only, the financial effects of the Share Buy-Back Mandate on the Company and the Group, based on the audited financial statements of the Company and the Group for FY2013 are based on the following assumptions:-

- (a) based on 194,159,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued, purchased and kept as Treasury Shares on or prior to the AGM, the purchase or acquisition by the Company of ten per cent. (10%) of its issued Shares will result in the purchase or acquisition of 19,415,900 Shares;
- (b) in the case of Market Purchases by the Company and assuming that the Company purchases or acquires 19,415,900 Shares, the maximum amount of funds required for the purchase (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) assuming a maximum price of S\$0.37 for one Share which is five per cent. (5%) above the average of the closing market prices of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date, is approximately S\$7.2 million; and
- (c) in the case of the Off-Market Purchases by the Company and assuming that the Company purchases or acquires 19,415,900 Shares, the maximum amount of funds required for the purchase (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) assuming a Maximum Price of S\$0.40 which is 15% above the average closing market prices of the Shares for the last five (5) consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date, is approximately S\$7.8 million.

For illustrative purposes only and on the basis of the assumptions set out in (a), (b) and (c) above, the financial effects of the:-

- (i) purchase or acquisition of 19,415,900 Shares by the Company pursuant to the Share Buy-Back Mandate by way of Market Purchases made entirely out of profit and/or capital and cancelled or held in treasury; and
- (ii) purchase or acquisition of 19,415,900 Shares by the Company pursuant to the Share Buy-Back Mandate by way of Off-Market Purchases made entirely out of profits and/or capital and cancelled or held in treasury,

on the audited financial statements of the Company and the Group for FY2013 are set out below.

Scenario 1A: Purchases made entirely out of capital and cancelled

	Group			Company		
	Before Share Buy-Back	After Share Market Purchase	Buy-Back Off-Market Purchase	Before Share Buy-Back	After Share Market Purchase	Buy-Back Off-Market Purchase
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<b>As at 30 September 2013</b>						
Share Capital	9,024	1,909	1,231	9,024	1,909	1,231
Merger reserves	(485)	(485)	(485)	–	–	–
Accumulated Profits / (Losses)	59,754	59,754	59,754	857	857	857
Foreign exchange translation reserve	(38)	(38)	(38)	–	–	–
Warrants reserve	965	965	965	965	965	965
Shareholders' Funds	69,220	62,105	61,427	10,846	3,731	3,053
Intangible Assets	–	–	–	–	–	–
NTA	69,312	62,197	61,519	16,194	9,079	8,401
Current Assets	34,952	27,837	27,159	9,951	2,836	2,158
Current Liabilities	32,833	32,833	32,833	3,273	3,273	3,273
Working Capital	2,119	(4,996)	(5,674)	6,678	(437)	(1,115)
Total Borrowings	109,654	109,654	109,654	–	–	–
Cash and Cash Equivalents	4,224	(2,891)	(3,569)	31	(7,084)	(7,762)
Total issued number of Shares ('000)	194,103	174,687	174,687	194,103	174,687	174,687
Weighted average number of Shares ('000)	192,751	173,335	173,335	192,751	173,335	173,335
Profit / (Loss) for the Year	16,984	16,984	16,984	6,311	6,311	6,311
<b>Financial Ratios</b>						
NTA per Share (S\$)	0.36	0.36	0.35	0.08	0.05	0.05
Gearing (%)	158.41	176.56	178.51	–	–	–
NAV per Share (S\$)	0.36	0.36	0.35	0.06	0.02	0.02
Current Ratio (times)	1.06	0.85	0.83	3.04	0.87	0.66
Basic EPS (cents)	8.81	9.80	9.80	3.27	3.64	3.64

NM – Not Meaningful

Scenario 1B: Purchases made entirely out of profit and cancelled

	Group			Company		
	Before Share Buy-Back	After Share Market Purchase	Buy-Back Off-Market Purchase	Before Share Buy-Back	After Share Market Purchase	Buy-Back Off-Market Purchase
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<b>As at 30 September 2013</b>						
Share Capital	9,024	9,024	9,024	9,024	9,024	9,024
Merger reserves	(485)	(485)	(485)	–	–	–
Accumulated Profits / (Losses)	59,754	52,639	51,961	857	(6,258)	(6,936)
Foreign exchange translation reserve	(38)	(38)	(38)	–	–	–
Warrants reserve	965	965	965	965	965	965
Shareholders' Funds	69,220	62,105	61,427	10,846	3,731	3,053
Intangible Assets	–	–	–	–	–	–
NTA	69,312	61,197	61,519	16,194	9,079	8,401
Current Assets	34,952	27,837	27,159	9,951	2,836	2,158
Current Liabilities	32,833	32,833	32,833	3,273	3,273	3,273
Working Capital	2,119	(4,996)	(5,674)	6,678	(437)	(1,115)
Total Borrowings	109,654	109,654	109,654	–	–	–
Cash and Cash Equivalents	4,224	(2,891)	(3,569)	31	(7,084)	(7,762)
Total Issued Number of Shares ('000)	194,103	174,687	174,687	194,103	174,687	174,687
Weighted Average Number of Shares ('000)	192,751	173,335	173,335	192,751	173,335	173,335
Profit / (Loss) for the Year	16,984	16,984	16,984	6,311	6,311	6,311
<b>Financial Ratios</b>						
NTA per Share (S\$)	0.36	0.36	0.35	0.08	0.05	0.05
Gearing (%)	158.41	176.56	178.51	–	–	–
NAV per Share (S\$)	0.36	0.36	0.35	0.06	0.02	0.02
Current Ratio (times)	1.06	0.85	0.83	3.04	0.87	0.66
Basic EPS (cents)	8.81	9.80	9.80	3.27	3.64	3.64

NM – Not Meaningful

Scenario 2A: Purchases made entirely out of capital and held as Treasury Shares

	Group			Company		
	Before Share Buy-Back	After Share Buy-Back	Buy-Back	Before Share Buy-Back	After Share Buy-Back	Buy-Back
		Market Purchase	Off-Market Purchase		Market Purchase	Off-Market Purchase
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<b>As at 30 September 2013</b>						
Share Capital	9,024	9,024	9,024	9,024	9,024	9,024
Merger reserves	(485)	(485)	(485)	–	–	–
Accumulated Profits / (Losses)	59,754	59,754	59,754	857	857	857
Foreign exchange translation reserve	(38)	(38)	(38)	–	–	–
Warrants reserve	965	965	965	965	965	965
Treasury Shares	–	(7,115)	(7,793)	–	(7,115)	(7,793)
Shareholders' Funds	69,220	62,105	61,427	10,846	3,731	3,053
Intangible Assets	–	–	–	–	–	–
NTA	69,312	62,197	61,519	16,194	9,079	8,401
Current Assets	34,952	27,837	27,159	9,951	2,836	2,158
Current Liabilities	32,833	32,833	32,833	3,273	3,273	3,273
Working Capital	2,119	(4,996)	(5,674)	6,678	(437)	(1,115)
Total Borrowings	109,654	109,654	109,654	–	–	–
Cash and Cash Equivalents	4,224	(2,891)	(3,569)	31	(7,084)	(7,762)
Total Issued Number of Shares ('000)	194,103	174,687	174,687	194,103	174,687	174,687
Weighted Average Number of Shares ('000)	192,751	173,335	173,335	192,751	173,335	173,335
Profit / (Loss) for the Year	16,984	16,984	16,984	6,311	6,311	6,311
<b>Financial Ratios</b>						
NTA per Share (S\$)	0.36	0.36	0.35	0.08	0.05	0.05
Gearing (%)	158.41	176.56	178.51	–	–	–
NAV per Share (S\$)	0.36	0.36	0.35	0.06	0.02	0.02
Current Ratio (times)	1.06	0.85	0.83	3.04	0.87	0.66
Basic EPS (cents)	8.81	9.80	9.80	3.27	3.64	3.64

NM – Not Meaningful

Scenario 2B: Purchases made entirely out of profits and held as Treasury Shares

	Group			Company		
	Before Share Buy-Back	After Share Market Purchase	Buy-Back Off-Market Purchase	Before Share Buy-Back	After Share Market Purchase	Buy-Back Off-Market Purchase
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<b>As at 30 September 2013</b>						
Share Capital	9,024	9,024	9,024	9,024	9,024	9,024
Merger reserves	(485)	(485)	(485)	–	–	–
Accumulated Profits / (Losses)	59,754	59,754	59,754	857	857	857
Foreign exchange translation reserve	(38)	(38)	(38)	–	–	–
Warrants reserve	965	965	965	965	965	965
Treasury Shares	–	(7,115)	(7,793)	–	(7,115)	(7,793)
Shareholders' Funds	69,220	62,105	61,427	10,846	3,731	3,053
Intangible Assets	–	–	–	–	–	–
NTA	69,312	62,197	61,519	16,194	9,079	8,401
Current Assets	34,952	27,837	27,159	9,951	2,836	2,158
Current Liabilities	32,833	32,833	32,833	3,273	3,273	3,273
Working Capital	2,119	(4,996)	(5,674)	6,678	(437)	(1,115)
Total Borrowings	109,654	109,654	109,654	–	–	–
Cash and Cash Equivalents	4,224	(2,891)	(3,569)	31	(7,084)	(7,762)
Total Issued Number of Shares ('000)	194,103	174,687	174,687	194,103	174,687	174,687
Weighted average Number of Shares ('000)	192,751	173,335	173,335	192,751	173,335	173,335
Profit / (Loss) for the Year	16,984	16,984	16,984	6,311	6,311	6,311
<b>Financial Ratios</b>						
NTA per Share (S\$)	0.36	0.36	0.35	0.08	0.05	0.05
Gearing (%)	158.41	176.56	178.51	–	–	–
NAV per Share (S\$)	0.36	0.36	0.35	0.06	0.02	0.02
Current Ratio (times)	1.06	0.85	0.83	3.04	0.87	0.66
Basic EPS (cents)	8.81	9.80	9.80	3.27	3.64	3.64

NM – Not Meaningful

The actual impact will depend on the number and price of the Shares bought back. As stated, the Directors do not propose to exercise the Share Buy-Back Mandate to such an extent that it would have a material adverse effect on the working capital requirements and/or gearing of the Group. The purchase of Shares will only be effected after assessing the relative impact of a share buy-back taking into consideration both financial factors (such as cash surplus, debt position and working capital requirements) and non-financial factors (such as share market conditions and performance of the Shares).



**Shareholders should note that the financial effects illustrated above, based on the respective aforesaid assumptions, are for illustration purposes only. In particular, it is important to note that the above analysis is based on the audited accounts of the Company and the Group for FY2013, and is not necessarily representative of the future financial performance of the Company and the Group.**

It should be noted that although the Share Buy-Back Mandate would authorise the Company to purchase or otherwise acquire up to ten per cent. (10%) of the issued Shares, the Company may not necessarily purchase or acquire or be able to purchase or otherwise acquire the entire ten per cent. (10%) of the issued Shares. In addition, the Company may cancel, or hold as Treasury Shares, all or part of the Shares purchased or otherwise acquired. The Company will take into account both financial and non-financial factors (for example, stock market conditions and the performance of the Shares) in assessing the relative impact of a share purchase before execution. Taking all these things into consideration, the Board will only consider to proceed with the execution of the share purchase if the effects are beneficial to the Company and its shareholders. Although the Share Buyback Mandate would authorise the Company to purchase or acquire up to 10% of the total number of issued Shares (excluding treasury shares), the Company may not necessarily purchase or be able to purchase the entire 10% of the total number of its issued Shares. In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased in treasury.

## **2.9 Take-over implications arising from share buy-back**

The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below.

### **2.9.1 Obligation to make a take-over offer**

Rule 14 of the Take-over Code ("**Rule 14**") requires, *inter alia*, that except with the consent of SIC, where:-

- (a) any person acquires, whether by a series of transactions over a period of time or not, shares which (taken together with shares held or acquired by persons acting in concert with him) carry 30% or more of the voting rights of a company; or
- (b) any person who, together with persons acting in concert with him, holds not less than 30% but not more than 50% of the voting rights and such person, or any person acting in concert with him, acquires in any period of six (6) months additional shares carrying more than one per cent. (1%) of the voting rights,

such person shall extend immediately an offer on the basis set out below to the holders of any class of shares in the capital which carries votes and in which such person or persons acting in concert with him hold shares. In addition to such person, each of the principal members of the group of persons acting in concert with him may, according to the circumstances of the case, have the obligation to extend an offer.

In calculating the percentages of voting rights of such person and their concert parties, Treasury Shares shall be excluded.

### **2.9.2 Persons acting in concert**

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

Unless the contrary is established, the following persons will, *inter alia*, be presumed to be acting in concert with each other under the Take-over Code:-

- (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, subsidiaries and fellow subsidiaries, and their associated companies, any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights, all with one another. For this purpose, ownership or control of at least 20% but not more than 50% of the voting rights of a company will be regarded as the test of associated company status; and
- (c) an individual with his close relatives, related trusts and person(s) who are accustomed to act in accordance with his instructions.

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

#### 2.9.3 Effect of Rule 14 and Appendix 2

Appendix 2 of the Take-over Code contains the share buy-back guidance note. In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, if, as a result of any purchase or acquisition by the Company of its Shares, the proportionate percentage of voting rights held by a Shareholder and persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of the Take-over Code. If as a result of such increase, a Shareholder or group of Shareholders acting in concert with a Director obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert with a Director could become obliged to make a take-over offer for the Company under Rule 14.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than one per cent. (1%) in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the ordinary resolution authorising the Share Buy-Back Mandate.

#### 2.9.4 Advice to Shareholders

**Shareholders are advised to consult their professional advisers and/or the SIC and/or other relevant authorities 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.**

#### 2.9.5 Interests of Directors and Substantial Shareholders

Based on the information set out below, assuming that there is no change to the interest set out below since the Latest Practicable Date, none of the Shareholders, including Directors and persons acting in concert with them respectively, are expected to incur an obligation to make a general offer to other Shareholders under the Take-over Code solely by reason of the Share Buy-Back Mandate.

Based on the Register of Directors' Shareholdings of the Company and the Register of Substantial Shareholders of the Company maintained pursuant to Section 164 and Section 88 of the Companies Act respectively, as at the Latest Practicable Date, the shareholdings of the Directors and the Substantial Shareholders before and after the purchase of Shares (assuming (i) the Company purchases the maximum number of ten per cent. (10%) of the issued Shares of the Company as at the Latest Practicable Date, and (ii) there is no change in the number of Shares held or deemed to be held by the Directors and Substantial Shareholders) were/will be as follows:-

Name of Director	Before Share Buy-Back (Number of Shares)		Before Share Buy-Back based on Direct Interest (%) <sup>(1)</sup>	After Share Buy-Back based on Direct Interest (%) <sup>(2)</sup>
	Direct interest	Deemed Interest		
Tan Chee Beng	16,220,000	108,521,200 <sup>(3)</sup>	8.35	9.28
Tan Chee Tiong	22,470,000	102,271,200 <sup>(4)</sup>	11.57	12.86
Tan Bee Bee	15,271,200	109,470,000	7.87	8.74
Wong Ming Kwong	–	4,760,000 <sup>(5)</sup>	–	–
Dr Wu Chiaw Ching	–	–	–	–
Lye Hoong Yip Raymond	–	–	–	–
<b>Name of Substantial Shareholder</b>				
Koh Chin Kim <sup>(6)</sup>	45,780,000	78,961,200	23.58	26.20

Notes:-

- (1) The percentages in the table are calculated based on 194,159,000 issued and paid-up Shares as at the Latest Practicable Date.
- (2) The percentages in the table are calculated based on 174,743,100 issued and paid-up Shares.
- (3) Tan Chee Beng is deemed interested in 7,000,000 ordinary shares held in the name of Citibank Nominees Singapore Pte Ltd. and 8,000,000 ordinary shares held in the name of Maybank Nominees (S) Pte Ltd.
- (4) Tan Chee Tiong is deemed interested in 10,000,000 ordinary shares held in the name of Maybank Nominees (S) Pte Ltd
- (5) Wong Ming Kwong is deemed interested in 4,760,000 ordinary shares held in the name of SBS Nominees Pte Ltd
- (6) Tan Chee Beng, Tan Chee Tiong and Tan Bee Bee are siblings. Their mother is Koh Chin Kim. Each of Tan Chee Beng, Tan Chee Tiong, Tan Bee Bee and Koh Chin Kim is deemed interested in all the Shares held by their family members.

As at the Latest Practicable Date, Koh Chin Kim, Tan Chee Beng, Tan Chee Tiong and Tan Bee Bee owns an aggregate of 64.25% of the shareholding interest of the Company.

In the event that the Company undertakes share buy-backs of up to ten per cent. (10%) of the issued Shares of the Company as permitted under the Share Buy-Back Mandate, the shareholdings and voting rights of the above Directors and the Substantial Shareholder, Koh Chin Kim will each remain below 30%. Furthermore, the collective shareholdings and voting rights of Koh Chin Kim, Tan Chee Beng, Tan Chee Tiong and Tan Bee Bee will remain above 50%. Accordingly, no general offer by the Directors and Koh Chin Kim is required to be made pursuant to the Take-over Code.

## **Listing status of Shares on the SGX-ST**

The Company does not have any individual shareholding limit or foreign shareholding limit. However, the Company is required under Rule 723 of the Listing Manual to ensure that at least ten per cent. (10%) of its Shares are in the hands of the public. The term “public”, as defined under the Listing Manual, are persons other than (i) the Directors, chief executive officer, Substantial Shareholders or Controlling Shareholders of the Company and its subsidiaries; and (ii) the Associates of persons in (i).

As at the Latest Practicable Date, there are 500 shareholders and approximately 64,657,800 of issued Shares or 33.30% of the issued Shares are held by the public. For illustration purposes only, assuming that the Company purchases the maximum number of ten per cent. (10%) of the issued Shares, being 19,415,900 Shares as at the Latest Practicable Date, and assuming that such Shares are held in public hands, the resultant number of Shares held by the public after the purchase of such Shares would be 45,241,900 Shares, representing approximately 23.30% of the remaining issued Shares of the Company.

Before deciding to effect a purchase of Shares, the Directors will also consider whether, notwithstanding such purchase, a sufficient float in the hands of the public will be maintained to provide for an orderly market for trading in the Shares.

The Directors will use their best efforts to ensure that the Company does not effect a purchase or acquisition of Shares if the purchase or acquisition of Shares would result in the number of Shares remaining in the hands of the public falling to such a level as to cause market illiquidity or adversely affect the listing status of the Company.

### **2.9.6 Shares purchased by the Company**

The Company has not made any Share purchases in the last 12 months preceding the date of this Appendix.

## **2.10 Timing of purchases**

While the Listing Manual do 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 Share Buy-Back 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 observing the best practices recommended in the Listing Manual on securities dealings, the Company will not purchase or acquire any Shares through Market Purchases during the period of one (1) month immediately preceding the announcement of the Company’s half-year and full-year results, as the case may be, and ending on the date of announcement of the relevant results.

## **2.11 Tax implications**

The following is a general overview of the Singapore tax implications of share buy-backs by the Company.

Shareholders should note that the following general overview of the Singapore tax position is not to be regarded as advice on the tax position of any Shareholder, or on any tax implications arising from the proposed Share Buy-Back Mandate. Shareholders who are in doubt as to their respective tax positions or the tax implications of share buy-backs by the Company, or who may be subject to tax in or outside Singapore, should consult their own professional advisers.

### **(a) Company’s Treatment**

Under Section 10J of the Singapore Income Tax Act (Cap 134), where a company tax resident in Singapore purchases or otherwise acquires shares issued by it from any shareholder of the company and such shares are deemed cancelled under Section 76B of the Companies Act by way of a market purchase or an off-market purchase, to the extent that the payment for the share buy-backs is made out of the contributed capital of the

company, such payment should not be regarded as a payment of dividend by the company to the shareholders, and an amount equal to the payment shall be debited to the contributed capital account kept by the company. However, to the extent that the payment for the share buy-backs is not made out of the contributed capital of the company, such payment should be deemed to be a dividend paid by the company on the date of the payment.

As the Company is a tax resident in Singapore for Singapore income tax purposes and is under the one-tier corporate tax regime, to the extent that the payment for the Share buybacks is not made out of the contributed capital of the Company, the payment should be deemed as a dividend paid by the Company on the date of the payment and the dividend should be treated as a tax exempt (1-tier) dividend.

(b) Shareholder's Treatment

From a shareholder's perspective, the tax treatment of the receipt from a share buy-back would depend on whether the sale is by way of a market purchase or an off-market purchase. A sale by a shareholder of his shares through a normal ready market counter will be treated like any other sale made on the SGX-ST. Whether the proceeds from such a sale are taxable in the hands of the shareholder will depend on whether such proceeds are receipts of an income or a capital nature.

Proceeds received in an off-market purchase effected by way of an equal access scheme as defined in Section 76C of the Companies Act will be treated as a receipt of a dividend in the hands of the shareholder if the payment for the share buy-back is not made out of the contributed capital of the Company. In the case where the consideration received pursuant to the share buy-back is treated as a tax exempt (1-tier) dividend in the hands of a shareholder, the dividend should be exempt from Singapore income tax in the hands of that shareholder (both resident and non-resident) in Singapore. Accordingly, no deduction of the cost of the shares sold will be allowed, but the cost base will be apportioned among the remaining shares.

### **3. ACTION TO BE TAKEN BY SHAREHOLDERS**

Shareholders who are unable to attend the AGM and who wish to appoint a proxy or proxies to attend and vote on their behalf should complete, sign and return the Proxy Form attached to the Notice of AGM in accordance with the instructions printed therein as soon as possible and, in any event, so as to arrive at the registered office of the Company at 18 Roberts Lane, #02-01/02 Goodland Building, Singapore 218297 not later than 48 hours before the time fixed for the AGM. The appointment of a proxy by a Shareholder does not preclude him from attending and voting in person at the AGM if he so wishes in place of the proxy.

A Depositor shall not be regarded as a member of the Company entitled to attend the AGM and to speak and vote thereat unless his name appears on the Depository Register maintained by CDP at least 48 hours before the AGM.

### **4. DIRECTORS' RECOMMENDATION**

Having fully considered the rationale set out in paragraph 2.2 of this Appendix, the Directors are of the opinion that the proposed renewal of the Share Buy-Back Mandate is in the best interests of the Company and accordingly recommend that Shareholders vote in favour of the ordinary resolution in respect of the proposed renewal of the Share Buy-Back Mandate to be proposed at the AGM as set out in the Notice of AGM dated 8 January 2014.

### **5. DIRECTORS' RESPONSIBILITY STATEMENT**

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

Where information in this Appendix 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 its proper form and context.

## **6. DOCUMENTS FOR INSPECTION**

Copies of the Company's Memorandum and Articles are available for inspection during normal office hours at the registered office of the Company at 18 Roberts Lane, #02-01/02 Goodland Building, Singapore 218297 for a period of three (3) months from the date of this Appendix.

Yours faithfully  
For and on behalf of the Board of Directors of  
**GOODLAND GROUP LIMITED**

Tan Chee Tiong  
Chief Executive Officer