GOODLAND GROUP LIMITED

(Company Registration No.: 200405522N)
(Incorporated in the Republic of Singapore on 6 May 2004)

Placement in respect of 30,000,000 new Shares at S$0.20 for each Placement Share, payable in full on application.

OFFER DOCUMENT DATED 30 SEPTEMBER 2009
(Registered by the Singapore Exchange Securities Trading Limited acting as agent on behalf of the Monetary Authority of Singapore on 30 September 2009)

This document is important. If you are in any doubt as to the action you should take, you should consult your legal, financial, tax or other professional adviser(s).

This offer is made in or accompanied by an offer document that has been registered by the Singapore Exchange Securities Trading Limited (the "Exchange") acting as agent on behalf of the Monetary Authority of Singapore (the "Authority").

An application has been made to the Exchange for permission to deal in, and for quotation of, all the existing issued ordinary shares (the "Shares") in the capital of Goodland Group Limited (the "Company") already issued, the new Shares which are the subject of this Placement (the "New Shares") and the 1,608,800 new shares to be issued to PPCF ("PPCF Shares") as part of its professional fees in relation to its role as Manager and Sponsor in accordance with the provisions of the Management Agreement (as defined herein) on the Catalist (as defined herein). The Sponsor has submitted this Offer Document to the Exchange. Acceptance of applications will be conditional upon issue of the New Shares and the listing and quotation of all our existing issued Shares, the New Shares and the PPCF Shares. Monies paid in respect of any application accepted will be returned if the admission and listing do not proceed. The dealing in and quotation of the Shares will be in Singapore dollars

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

Neither the Authority nor the Exchange has examined or approved the contents of this Offer Document. Neither the Authority nor the Exchange assumes any responsibility for the contents of this Offer Document, including the correctness of any of the statements or opinions made or reports contained in this Offer Document. The Exchange does not normally review the application for admission but relies on the Sponsor confirming that the Company is suitable to be listed and complies with the Catalist Rules. Neither the Authority nor the Exchange has in any way considered the merits of the Shares being offered for investment. Registration of this Offer Document by the Exchange (acting as agent of the Authority) does not imply that the SFA (as defined herein), or any other legal or regulatory requirements, or requirements under the Catalist Rules, have been complied with.

We have not lodged this Offer Document in any other jurisdiction.

The registration of this Offer Document by the Exchange does not imply that the SFA, or any other legal or regulatory requirements, or requirements under the Exchange's listing rules, have been complied with.

Investing in our Shares involves risks which are described in the section entitled "RISK FACTORS" of this Offer Document.

After the expiration of six months from the date of registration of this Offer Document, no person shall make an offer of securities, or allot, issue or sell any securities, on the basis of this Offer Document; and no officer or equivalent person or promoter of the Company will authorise or permit the offer of any securities or the allotment, issue or sale of any securities, on the basis of this Offer Document.

Manager and Sponsor

PRIMEPARTNERS CORPORATE FINANCE PTE. LTD.
(Company Registration No.: 200207389D)
(Incorporated in the Republic of Singapore)

Placement Agent

DMG & PARTNERS SECURITIES PTE LTD
(Company Registration No.: 198701140E)
(Incorporated in the Republic of Singapore)

DEVELOPING YOUR DREAMS
VETRO
AT MAR THOMA ROAD
FARMART
BEES FARM
LOTUS FARM
FISH FARM
PETS FARM
VEGETABLES FARM
ANIMAL FARM
BEER GARDEN
TURF CITY
GUILLEMARD VILLAGE
GUILLEMARD VILLAGE
24 Hour Food Court
ANDREW AVENUE

GOODLAND GROUP LIMITED

Our Profile

Goodland Group Limited ("Group") is a boutique property developer principally engaged in the development and sale of residential properties in Singapore. As a secondary activity, our Group occasionally undertakes construction works for some of our property development projects (www.goodlandgroup.com.sg).

Our business commenced in 1993 with the incorporation of Goodland Development. The business at that time comprised primarily public infrastructure projects. In 1994, Goodland Investments was incorporated as a vehicle, together with Goodland Development, for our entry into the property development business. Other than residential property developments, our Company has also undertaken several commercial construction projects.

We were among the first in Singapore to introduce cluster developments, through our residential property projects, Le Royce @ Leith Park and the Silver SpurZ at Brighton Avenue.

Our Group focuses on small and medium-sized landed housing and residential apartments and has undertaken several larger-scale projects in recent years, such as Vetro and The Aristo @ Amber. In addition, we have also provided construction services for commercial developments such as Turf City, Guillemard Village and Farmart Centre.

In 2005, we were awarded B2 and C3 grade registration by the BCA in respect of General Building and Civil Engineering Works respectively.

In 2006, our Group received both ISO 9001:2000 certification in respect of our quality management system and OHSAS 18001:1999 certification in respect of our occupational health and safety management system.

Our land bank currently comprises several land plots which are intended for eventual redevelopment. We have also leased out several shop units that are intended for eventual redevelopment and sale.

Business Strategies & Future Plans

Our Group intends to adopt the following strategies to grow our operations:

- **Focus on small to medium sized property development**
- **Focus on upper middle income home buyers**
- **Expanding our land banks**
- **Providing an integrated suite of services**
- **Expansion of our Group's business**

Competitive Strengths

Our Group believes that we are able to compete effectively with the following strengths:

- **Established track record and reputation**
- **Experienced management team and support staff**
- **Good business relationships and extensive networks**
- **Innovation in design concepts**
- **Efficient project planning, management and execution**
- **Focusing on the needs of target customers**


THE ARISTO
@ AMBER
BOUNDARY LINE
LANDSCAPED AREA / TURFING
GUEST BATH
KITCHEN
HS / STORE
GUEST ROOM
YARD
COURTYARD
TOILET
POWDER ROOM
LIVING
LANDSCAPED AREA / TURFING
Another quality development in progress.

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CORPORATE INFORMATION

BOARD OF DIRECTORS	:	Ben Tan (*Executive Chairman)* Alvin Tan *(Chief Executive Officer)* Melanie Tan (*Executive Director*) Wong Ming Kwong *(Non-Executive Director)* Dr Wu Chiaw Ching *(Lead Independent Director)* Raymond Lye *(Independent Director)*
COMPANY SECRETARY	:	Shirley Lim Guat Hua, ACIS
REGISTERED OFFICE	:	18 Roberts Lane #02-01/02 Goodland Building Singapore 218297
SHARE REGISTRAR AND TRANSFER AGENT	:	B.A.C.S. Private Limited (Co. Reg. No 196900036D) 63 Cantonment Road Singapore 089758
MANAGER AND SPONSOR	:	PrimePartners Corporate Finance Pte. Ltd. 1 Raffles Place #30-03 OUB Centre Singapore 048616
PLACEMENT AGENT	:	DMG & Partners Securities Pte Ltd 20 Raffles Place #22-01 Ocean Towers Singapore 048620
AUDITORS AND REPORTING ACCOUNTANTS	:	Moore Stephens LLP 10 Anson Road #29-15 International Plaza Singapore 079903 Partner-in-charge: Neo Keng Jin (a member of the Institute of Certified Public Accountants of Singapore)
SOLICITORS TO THE PLACEMENT	:	Drew & Napier LLC 20 Raffles Place #17-00 Ocean Towers Singapore 048620
LEGAL ADVISERS TO THE COMPANY ON MALAYSIAN LAW	:	Vaasan Chan & Chandran 76 Jalan Raja Chulan The Weld, Suite 11.3A, Level 11 50200 Kuala Lumpur, Malaysia
PRINCIPAL BANKERS	:	United Overseas Bank Limited 80 Raffles Place UOB Plaza Singapore 048624

CORPORATE INFORMATION

RECEIVING BANK	:	Standard Chartered Bank 6 Battery Road Singapore 049909
VALUERS	:	For our properties in Singapore: GSK Global Pte Ltd 192 Waterloo Street #02-05 Skyline Building Singapore 187966 For our properties in Malaysia: Henry Butcher Malaysia (Penang) Sdn Bhd 142-M, Jalan Burma 10500 Penang, Malaysia

In this Offer Document and the accompanying Application Forms, the following definitions apply where the context so admits:

Group Companies

"AG Capital"	:	AG Capital Pte. Ltd.
"AG Development"	:	AG Development (Mar Thoma) Pte. Ltd.
"Banyan Housing Development"	:	Banyan Housing Development Sdn Bhd
"Company" or "Goodland Group"	:	Goodland Group Pte. Ltd.
"Goodland Capital"	:	Goodland Capital Pte. Ltd.
"Goodland Group Construction"	:	Goodland Group Construction Pte. Ltd.
"Goodland Development"	:	Goodland Development Pte Ltd.
"Goodland Homes"	:	Goodland Homes Pte. Ltd.
"Goodland Investments"	:	Goodland Investments Pte Ltd.
"GPM Builders"	:	GPM Builders Pte. Ltd.

Directors of the Company

"Ben Tan"	:	Tan Chee Beng
"Alvin Tan"	:	Tan Chee Tiong
"Melanie Tan"	:	Tan Bee Bee
"Raymond Lye"	:	Lye Hoong Yip Raymond

Executive Officers of the Company

"Mindy Tan"	:	Tan Bee Leng Mindy

Other Corporations and Agencies

"Authority" or "MAS"	:	The Monetary Authority of Singapore
"BCA"	:	Building and Construction Authority
"CDP"	:	The Central Depository (Pte) Ltd
"CPF"	:	The Central Provident Fund
"DBS"	:	DBS Bank Ltd
"Goodland Project Management"	:	Goodland Project Management Pte Ltd
"GPM Services"	:	GPM Services Pte Ltd

"Mindef"	:	The Ministry of Defence, Singapore
"MOM"	:	Ministry of Manpower
"NParks"	:	National Parks Singapore
"NEA"	:	National Environment Agency
"Objective Builders"	:	Objective Builders Pte. Ltd.
"OCBC"	:	Oversea-Chinese Banking Corporation Limited
"Placement Agent" or "DMG"	:	DMG & Partners Securities Pte Ltd
"PUB"	:	Public Utilities Board
"SCCS"	:	Securities Clearing & Computer Services (Pte) Ltd
"SCDF"	:	Singapore Civil Defence Force
"SGX-ST" or the "Exchange"	:	Singapore Exchange Securities Trading Limited
"Share Registrar" or "Transfer Agent"	:	B.A.C.S. Private Limited
"SLA"	:	Singapore Land Authority
"Sponsor", "Manager" or "PPCF"	:	PrimePartners Corporate Finance Pte. Ltd.
"UOB"	:	United Overseas Bank Limited
"URA"	:	Urban Redevelopment Authority of Singapore
"Valuers"	:	GSK Global Pte Ltd and Henry Butcher Malaysia (Penang) Sdn Bhd

General

"Application Forms"	:	The printed application forms to be used for the purpose of the Placement and which form part of this Offer Document
"Application List"	:	The list of applications for subscription of the New Shares
"Articles" or "Articles of Association"	:	Articles of Association of the Company
"*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, acting in their capacity as such 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; or

(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more of the aggregate of the nominal amount of all the voting shares;

(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 fellow subsidiary of any such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more

"associated company" : In relation to a corporation, means:

(a) any corporation in which the corporation or its subsidiary has, or the corporation and its subsidiary together have, a direct interest of not less than 20% but not more than 50% of the aggregate of the nominal amount of all the voting shares; or

(b) any corporation, other than a subsidiary of the corporation or a corporation which is an associated company by virtue of paragraph (a), the policies of which the corporation or its subsidiary, or the corporation together with its subsidiary, is able to control or influence materially

"Audit Committee" : The audit committee of our Company as at the date of this Offer Document, unless otherwise stated

"Board" or "Board of Directors" : The board of Directors of our Company as at the date of this Offer Document, unless otherwise stated

"Catalist" : The sponsor-supervised listing platform of the SGX-ST

"Catalist Rules" : Any or all of the rules in Section B: Rules of Catalist of the Listing Manual, as the case may be

"CEO" : Chief Executive Officer

"Companies Act"	:	The Companies Act (Chapter 50) of Singapore, as amended, modified or supplemented from time to time
"Controlling Shareholder"	:	In relation to a corporation, (a) a person who has an interest in the voting shares of a corporation and who exercises control over the corporation; or (b) a person who has an interest of 15% or more of the aggregate of the nominal amount of all the voting shares in a corporation, unless he does not exercise control over the corporation
"Directors"	:	The Directors of our Company as at the Latest Practicable Date
"EPS"	:	Earnings per Share
"Executive Directors"	:	The executive directors of our Company as at the Latest Practicable Date
"Executive Officers"	:	The executive officers of our Group as at the Latest Practicable Date
"Founding Shareholders"	:	Koh Chin Kim, Ben Tan, and Alvin Tan
"FP"	:	Financial period ended, or as the case may be, ending 28 February (or 29 February, in relation to FP2008)
"FRS"	:	Singapore Financial Reporting Standards
"FY"	:	Financial year ended or, as the case may be, ending 30 September
"GST"	:	Goods & Services Tax
"Housing Developers Act"	:	Housing Developers (Control & Licensing) Act (Chapter 130) of Singapore
"Housing Developers Rules"	:	Subsidiary legislation of the Housing Developers Act
"Independent Directors"	:	The independent directors of our Company as at the Latest Practicable Date
"Latest Practicable Date"	:	12 August 2009, being the latest practicable date for the purposes of lodgement of this Offer Document with the SGX-ST
"Listing Manual"	:	The Listing Manual of the SGX-ST (including the Catalist Rules), as amended, modified or supplemented from time to time

"Management Agreement"	:	The management and full sponsorship agreement dated 30 September 2009 between our Company and PPCF, pursuant to which PPCF shall manage the Placement, as described in the sections entitled "Plan of Distribution" and "General and Statutory Information" of this Offer Document
"Market Day"	:	A day on which the SGX-ST is open for trading in securities
"NAV"	:	Net asset value
"New Shares"	:	The 30,000,000 new Shares for which we invite applications to subscribe for pursuant to the Placement, subject to and on the terms and conditions of this Offer Document
"Nominating Committee"	:	The nominating committee of our Company as at the date of this Offer Document, unless otherwise stated
"Non-executive Directors"	:	The non-executive directors of our Company (including Independent Directors) as at the Latest Practicable Date, unless otherwise stated
"NTA"	:	Net tangible assets
"NTL"	:	Net tangible liabilities
"Offer Document"	:	This offer document dated 30 September 2009 issued by our Company in respect of the Placement
"PER"	:	Price earnings ratio
"period under review"	:	The period which comprises FY2006, FY2007, FY2008 and FP2009
"Placement"	:	The placement of the Placement Shares by the placement agent(s) on behalf of our Company for subscription at the Placement Price subject to and on the terms and conditions of the Placement Agreement and this Offer Document
"Placement Agreement"	:	The Placement Agreement dated 30 September 2009 entered into between our Company and the Placement Agent
"Placement Price"	:	S$0.20 for each New Share
"PPCF Shares"	:	The 1,608,800 new Shares to be issued by our Company to PPCF as part of PPCF's professional fees in respect of its role as Manager and Sponsor
"Placement Shares"	:	The New Shares, which are the subject of the Placement

"Registration"	:	The registration of this Offer Document in its final form by the Exchange acting as agent of the Authority
"Remuneration Committee"	:	The remuneration committee of our Company as at the date of this Offer Document, unless otherwise stated
"Restructuring Exercise"	:	The corporate restructuring exercise undertaken in connection with the Placement as described in the section entitled "Restructuring Exercise" of this Offer Document
"Securities Account"	:	The securities account maintained by a depositor with CDP
"Service Agreements"	:	The service agreements entered into between our Company and our Directors, Ben Tan, Alvin Tan and Melanie Tan
"SFA" or "Securities & Futures Act"	:	The Securities and Futures Act (Chapter 289) of Singapore, as amended or modified from time to time
"Shares"	:	Ordinary shares in the capital of our Company
"Shareholder(s)"	:	Shareholders of our Company
"Share Split"	:	The sub-division, prior to the Placement, of every existing Share into 140 Shares, resulting in an increase in the issued share capital of our Company from 916,080 to 128,251,200 Shares
"Substantial Shareholders"	:	Persons who have an interest in the Shares, the nominal amount of which is not less than 5% of the aggregate of the nominal amount of all the voting shares of our Company

Currencies, Units and Others

"$" or "S$" and "cents"	:	Singapore dollars and cents respectively
"%"	:	Per centum
"RM" or "Ringgit"	:	Malaysian Ringgit
"sq ft"	:	Square feet
"sq m"	:	Square metre
"US$" and "US cents"	:	United States dollars and cents respectively

The expressions "Depositor", "Depository Agent" and "Depository Register" shall have the meanings ascribed to them respectively in Section 130A of the Companies Act.

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

Any reference in this Offer Document and the Application Forms to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the SFA or any statutory modification thereof and used in this Offer Document and the Application Forms shall, where applicable, have the meaning assigned to it under the Companies Act, the SFA or any statutory modification thereof, as the case may be.

Any reference in this Offer Document and the Application Forms to Shares being allotted to an applicant includes allotment to CDP for the account of that Applicant.

Any reference to a time of day in this Offer Document shall be a reference to Singapore time unless otherwise stated.

References in this Offer Document to “the Group”, “we”, “our”, and “us” or any grammatical variations thereof shall unless otherwise stated, refer to our Group, our Company or any member of our Group as the context requires.

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

GLOSSARY OF TECHNICAL TERMS

The glossary contains explanations of certain technical terms and abbreviations used in this Offer Document in connection with our Group and our business. The terms and abbreviations and the assigned meanings may not correspond to standard industry meanings and usage of these terms.

"CSC"	:	Certificate of Statutory Completion – a certificate that is issued by the Commissioner of Building Control in respect of a building that is deemed to be completed
"Deferred Payment Scheme"	:	A payment scheme under which property developers (with the approval of the Controller of Housing) could offer purchasers of uncompleted private properties the option to defer the due date for the progress payments to a date later that those under the Standard Payment Scheme
"gross plot ratio"	:	The ratio of the gross floor area of a building(s) (being all covered floor areas of a building, unless otherwise exempted, and uncovered areas for commercial uses) to its site area (being the area of a development plot measured between the survey boundary lines)
"ISO 9001:2000"	:	A family of standards for quality management systems maintained by the International Standards Organization
"OHSAS 18001:1999"	:	An Occupational Health and Safety Assessment Series (***OHSAS***) specification gives requirements for an occupational health and safety (***OH&S***) management system, to enable an organisation to control its OH&S risks and improve its performance
"Standard Payment Scheme"	:	The payment schedule as set out in the standard form sale and purchase agreement prescribed under the Housing Developer Rules
"TOP"	:	Temporary Occupation Permit – a temporary permit issued by the Commissioner of Building Control that allows the owner to occupy the building when the key regulatory requirements are met as it may take sometime to obtain the CSC. A building may only be occupied upon the issuance of a TOP or CSC

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

All statements contained in this Offer Document, statements made in press releases and oral statements that may be made by us or our Directors, Executive Officers or employees acting on our behalf, that are not statements of historical fact, constitute "forward-looking statements". You can identify some of these forward-looking statements by terms such as "expects", "believes", "plans", "intends", "estimates", "anticipates", "may", "will", "would" and "could" or similar words. However, you should note that these words are not the exclusive means of identifying forward-looking statements. All statements regarding our expected financial position, business strategies, plans and prospects are forward-looking statements.

These forward-looking statements, including without limitation, statements as to:

(a) our revenue and profitability;

(b) expected growth in demand;

(c) expected industry trends;

(d) anticipated expansion plans; and

(e) other matters discussed in this Offer Document regarding matters that are not historical fact,

are only predictions. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expected, expressed or implied by these forward-looking statements. These risks, uncertainties and other factors include, among others:

(a) changes in political, social and economic conditions and the regulatory environment in Singapore, Malaysia and other countries in which we conduct business or intend to conduct business;

(b) changes in currency exchange rates;

(c) our inability to implement our business strategies and future plans;

(d) our anticipated growth strategies and expected internal growth;

(e) changes in the availability and prices of raw materials and equipment which we require to operate our business;

(f) changes in customer preferences;

(g) changes in competitive conditions and our ability to compete under such conditions;

(h) changes in our future capital needs and the availability of financing and capital to fund such needs; and

(i) other factors beyond our control.

Some of these risk factors are discussed in more detail in this Offer Document, in particular, including but not limited to, the discussions under the sections entitled "Risk Factors", "Management's Discussion and Analysis of Financial Position and Results of Operations" and "General Information on Our Group – Trend Information" of this Offer Document. These forward-looking statements are applicable only as at the date of this Offer Document.

Given the risks and uncertainties that may cause our actual future results, performance or achievements to be materially different from that expected, expressed or implied by the forward-looking statements in this Offer Document, undue reliance must not be placed on these statements which apply only as at the date of this Offer Document. None of our Company, the Manager and Sponsor or the Placement Agent or any other person represents or warrants that our Group's actual future results, performance or achievements will be as discussed in those statements.

All forward-looking statements by or attributable to us, or persons acting on our behalf, contained in this Offer Document are expressly qualified in their entirety by such factors. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of the risks faced by us. We, the Manager and Sponsor and the Placement Agent disclaim any responsibility to update any of those forward-looking statements or publicly announce any revisions to those forward-looking statements to reflect future developments, events or circumstances. We are, however, subject to the provisions of the SFA and the Catalist Rules regarding corporate disclosure. In particular, pursuant to Section 241 of the SFA, if after the registration of the Offer Document but before the close of the Placement, our Company becomes aware of (a) a false or misleading statement or matter in the Offer Document; (b) an omission from the Offer Document of any information that should have been included in it under Section 243 of the SFA; or (c) a new circumstance that has arisen since the registration of the Offer Document by the SGX-ST (acting as agent of the Authority) and would have been required by Section 243 of the SFA to be included in the Offer Document if it had arisen before the Offer Document was lodged and that is materially adverse from the point of view of an investor, our Company may lodge a supplementary or replacement offer document with the SGX-ST acting as agent on behalf of the Authority.

SELLING RESTRICTIONS

This Offer Document does not constitute an offer, solicitation or invitation to subscribe for and/or purchase the Placement Shares in any jurisdiction in which such offer, solicitation or invitation is unlawful or is not authorised or to any person to whom it is unlawful to make such offer, solicitation or invitation. No action has been or will be taken under the requirements of the legislation or regulations of, or of the legal or regulatory requirements of any jurisdiction, except for the filing and/or lodgement of this Offer Document in Singapore in order to permit a public offering of the New Shares and the public distribution of this Offer Document in Singapore. The distribution of this Offer Document and the offering of the New Shares in certain jurisdictions may be restricted by the relevant laws in such jurisdictions. Persons who may come into possession of this Offer Document are required by our Company, the Manager and Sponsor, and the Placement Agent to inform themselves about, and to observe and comply with, any such restrictions.

LISTING ON THE CATALIST

We have made an application to the SGX-ST for permission to deal in, and for quotation of, all our Shares already issued, the New Shares which are the subject of the Placement and the PPCF Shares. Such permission will be granted when we have been admitted to the Catalist. Our acceptance of applications will be conditional upon, *inter alia*, the issue of New Shares and upon permission being granted by the SGX-ST to deal in, and for quotation of, all our existing issued Shares, the New Shares and the PPCF Shares. If the said permission is not granted for any reason, monies paid in respect of any application accepted will be returned, without interest or any share of revenue or other benefit arising therefrom and at the applicant's own risk, and the applicant will not have any claim against us, the Manager and Sponsor and the Placement Agent. No Shares will be allotted on the basis of this Offer Document later than six months after the date of registration of this Offer Document by the SGX-ST acting as agent on behalf of the Authority.

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

Neither the Authority nor the SGX-ST has examined or approved the contents of this Offer Document. Neither the Authority nor the SGX-ST assumes any responsibility for the correctness of any of the statements or opinions made or reports contained in this Offer Document. The SGX-ST does not normally review the application for admission but relies on the Sponsor certifying that the Company is suitable to be listed and complies with the Catalist Rules.

A copy of this Offer Document has been lodged with the SGX-ST acting as agent on behalf of the Authority. The SGX-ST assumes no responsibility for the correctness of any of the statements or opinions made or reports contained in this Offer Document. Admission to the Catalist is not to be taken as an indication of the merits of the Placement, our Company, our subsidiaries, our associated companies, our Shares, the New Shares or the PPCF Shares. The registration of this Offer Document by the SGX-ST acting as agent on behalf of the Authority does not imply that the SFA, or any other legal or regulatory requirements, have been complied with. The SGX-ST has not, in any way, considered the merits of our existing issued Shares, the New Shares or the PPCF Shares, as the case may be, being offered or in respect of which a Placement is made, for investment. We have not lodged this Offer Document in any other jurisdiction.

We are subject to the provisions of the SFA and the Catalist Rules regarding corporate disclosure. In particular, if after the registration of this Offer Document but before the close of the Placement, we become aware of:

(a) a false or misleading statement or matter in the Offer Document;

(b) an omission from the Offer Document of any information that should have been included in it under Section 243 of the SFA; or

(c) a new circumstance that has arisen since the Offer Document was lodged with the SGX-ST which would have been required by Section 243 of the SFA to be included in the Offer Document if it had arisen before this Offer Document was lodged, that is materially adverse from the point of view of an investor, we may lodge a supplementary or replacement offer document with the SGX-ST.

In the event that a supplementary or replacement offer document is lodged with the SGX-ST, the Placement shall be kept open for at least 14 days after the lodgement of such supplementary or replacement offer document.

Where prior to the lodgement of the supplementary or replacement offer document, applications have been made under this Offer Document to subscribe for and/or purchase the Placement Shares and:

(a) where the Placement Shares have not been issued and/or transferred to the applicants, our Company shall:

  (i) within two days (excluding any Saturday, Sunday or public holiday) from the date of lodgement of the supplementary or replacement offer document, give the applicants notice in writing of how to obtain, or arrange to receive, a copy of the supplementary or replacement offer document, and provide the applicants with an option to withdraw their applications and take all reasonable steps to make available within a reasonable period the supplementary or replacement offer document to the applicants who have indicated that they wish to obtain, or have arranged to receive, a copy of the supplementary or replacement offer document;

  (ii) within seven days from the date of lodgement of the supplementary or replacement offer document, give the applicants the supplementary or replacement offer document, as the case may be, and provide the applicants with an option to withdraw their applications; or

  (iii) treat the applications as withdrawn and cancelled, in which case the applications shall be deemed to have been withdrawn and cancelled, and our Company shall return all monies paid in respect of any application, without interest or a share of revenue or other benefit arising therefrom; or

(b) where the Placement Shares have been issued and/or transferred to the applicants, our Company shall:

  (i) within two days (excluding any Saturday, Sunday or public holiday) from the date of lodgement of the supplementary or replacement offer document, give the applicants notice in writing of how to obtain, or arrange to receive, a copy of the supplementary or replacement offer document, and provide the applicants with an option to withdraw their applications and take all reasonable steps to make available within a reasonable period the supplementary or replacement offer document to the applicants who have indicated that they wish to obtain, or have arranged to receive, a copy of the supplementary or replacement offer document;

  (ii) within seven days from the date of lodgement of the supplementary or replacement offer document, give the applicants the supplementary or replacement offer document, as the case may be, and provide the applicants with an option to return to our Company the Placement Shares, which they do not wish to retain title in; or

(iii) treat the issue and/or sale of the Placement Shares as void, in which case the issue and/or sale shall be deemed void and our Company shall return all monies paid in respect of any application, without interest or a share of revenue or other benefit arising therefrom.

Any applicant who wishes to exercise his option under paragraph (a)(i) or (a)(ii) to withdraw his application shall, within 14 days from the date of lodgement of the supplementary or replacement offer document, notify our Company of this, whereupon our Company shall, within seven days from the receipt of such notification, return the application monies without interest or any share of revenue or other benefit arising therefrom and at his own risk, and he will not have any claim against our Company, the Manager and Sponsor or the Placement Agent.

An applicant who wishes to exercise his option under paragraph (b)(i) or (b)(ii) to return the Placement Shares issued to him shall, within 14 days from the date of lodgement of the supplementary or replacement offer document, notify our Company of this and return all documents, if any, purporting to be evidence of title to those Placement Shares to our Company, whereupon our Company shall, within seven days from the receipt of such notification and documents, if any, pay to him all monies paid by him for those Shares, without interest or any share of revenue or other benefit arising therefrom and at his own risk, and the issue of those Shares shall be deemed to be void, and he will not have any claim against our Company, the Manager and Sponsor or the Placement Agent.

Where the SGX-ST, acting as an agent on behalf of the Authority, issues a stop order pursuant to Section 242 of the SFA, and

(a) in the case where the New Shares have not been issued to the applicants, the applications of the New Shares pursuant to the Placement shall be deemed to have been withdrawn and cancelled and our Company shall, within 14 days from the date of the stop order, pay to the applicants all monies the applicants have paid on account of their applications for the New Shares; or

(b) in the case where the New Shares have been issued to the applicants, the issue of the New Shares pursuant to the Placement shall be deemed to be void and our Company shall, within 14 days from the date of the stop order, pay to the applicants all monies paid by them for the New Shares.

Such monies paid in respect of your application will be returned to you at your own risk, without interest or any share or revenue or other benefit arising therefrom, and you will not have any claim against us, the Manager and Sponsor and Placement Agent.

This Offer Document has been seen and approved by our Directors and they individually and collectively accept full responsibility for the accuracy of the information given in this Offer Document and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the facts stated and all expressions of opinion, intention and expectation in this Offer Document are fair and accurate in all material respects as at the date of this Offer Document and that there are no material facts the omission of which would make any statements in the Offer Document misleading, and that this Offer Document constitutes full and true disclosure of all material facts about the Placement and our Group.

Neither our Company, the Manager and Sponsor or the Placement Agent nor any other parties involved in the Placement is making any representation to any person regarding the legality of an investment by such person under any investment or other laws or regulations. No information in this Offer Document should be considered as being business, legal or tax advice regarding an investment in our Shares. Each prospective investor should consult his own professional or other advisers for business, legal or tax advice regarding an investment in our Shares.

No person has been or is authorised to give any information or to make any representation not contained in this Offer Document in connection with the Placement and, if given or made, such information or representation must not be relied upon as having been authorised by us, the Manager and Sponsor, and the Placement Agent. Neither the delivery of this Offer Document and the Application Forms nor any documents relating to the Placement, nor the Placement shall, under any circumstances, constitute a continuing representation or create any suggestion or implication that there has been no change in our affairs or in the statements of fact or information contained in this Offer Document since the date of this Offer Document. Where such changes occur and are material or are required to be disclosed by law, the SGX-ST and/or any other regulatory or supervisory body or agency, we may make an announcement of the same to the SGX-ST and the public and if required, we may lodge a supplementary or replacement offer document with the SGX-ST and will comply with the requirements of the SFA and/or any other requirements of the SGX-ST. All applicants should take note of any such announcements and, upon the release of such an announcement, shall be deemed to have notice of such changes.

Save as expressly stated in this Offer Document, nothing herein is, or may be relied upon as, a promise or representation as to our future performance or policies. The Placement Shares are offered for subscription and/or purchase solely on the basis of the information contained and representations made in this Offer Document.

This Offer Document has been prepared solely for the purpose of the Placement and may not be relied upon by any persons other than the applicants in connection with their application for the Placement Shares or for any other purpose.

This Offer Document does not constitute an offer, solicitation or invitation of the Placement Shares in any jurisdiction in which such offer, solicitation or invitation is unlawful or unauthorised nor does it constitute an offer, solicitation or invitation to any person to whom it is unlawful to make such offer, solicitation or invitation.

Copies of this Offer Document and the Application Forms may be obtained on request, subject to availability during office hours, from:

PrimePartners Corporate Finance Pte. Ltd.
1 Raffles Place
#30-03 OUB Centre
Singapore 048616

DMG & Partners Securities Pte Ltd
20 Raffles Place
#22-01 Ocean Towers
Singapore 048620

and members of the Association of Banks in Singapore, members of the SGX-ST and merchant banks in Singapore. A copy of this Offer Document is also available on the SGX-ST website http://www.sgx.com.

The Application List will open immediately upon the Registration of the Offer Document by the SGX-ST acting as agent on behalf of the Authority, and will remain open until 12.00 noon on 6 October 2009 or for such further period or periods as our Directors may, in consultation with the Manager and Sponsor and the Placement Agent, in their absolute discretion decide, subject to any limitation under all applicable laws. In the event a supplementary offer document or replacement offer document is lodged with the SGX-ST acting as agent on behalf of the Authority, the Application List will remain open for at least 14 days after the lodgement of the supplementary or replacement offer document.

Details of the procedures for application of the Placement Shares are set out in Appendix D of this Offer Document.

An indicative timetable is set out below for the reference of applicants:

Indicative date/time	Event
6 October 2009 at 12.00 noon	Close of Application List
8 October 2009 at 9.00 a.m.	Commence trading on a "ready" basis
13 October 2009	Settlement date for all trades done on a "ready" basis

The above timetable is only indicative as it assumes that the date of closing of the Application List is 6 October 2009, the date of admission of our Company to the Catalist is 8 October 2009, the SGX-ST's shareholding spread requirement will be complied with and the New Shares will be issued and fully paid-up prior to 8 October 2009.

The above timetable and procedures may be subject to such modification as the SGX-ST may, in its absolute discretion, decide, including the decision to permit commencement of trading on a "ready" basis and the commencement date of such trading.

In the event of any changes in the closure of the Application List or the time period during which the Placement is open, we will publicly announce the same:

(a) through an SGXNET announcement to be posted on the internet at the SGX-ST website http://www.sgx.com; and

(b) in a local English or Chinese newspaper(s).

We will publicly announce the level of subscription for the New Shares as soon as it is practicable after the close of the Application List through the channel described in (a) above.

Investors should consult the SGX-ST's announcement on the "ready" trading date on the Internet (at the SGX-ST website http://www.sgx.com), or the newspapers or check with their brokers on the date on which trading on a "ready" basis will commence.

The following summary highlights certain information found in greater detail elsewhere in this Offer Document. Terms defined elsewhere in this Offer Document have the same meaning when used herein. In addition to this summary, we urge you to read the entire Offer Document carefully, especially the section entitled "Risk Factors" of this Offer Document, before deciding to invest in our Shares.

OVERVIEW OF OUR GROUP

Our Company was incorporated in Singapore under the Companies Act on 6 May 2004 as a private exempt limited company under the name of "THC Development & Holdings Pte. Ltd.". On 11 May 2009, our Company name was changed to "Goodland Group Pte. Ltd.". In preparation for the listing of our Company, we undertook the Restructuring Exercise, as a result of which our Company became the holding company of our Group. Further details of the Restructuring Exercise are set out in the section entitled "Restructuring Exercise" of this Offer Document. Our Company was subsequently converted into a public limited company on 24 September 2009 under the name "Goodland Group Limited".

Principal activities

We are principally engaged in the development and sale of residential properties in Singapore.

As a secondary activity, we undertake construction works for property development projects, including those which we develop. We are also lessors of a number of shop units (currently held as part of our land bank) that are intended for eventual redevelopment and sale.

Our property development projects

Our property development projects generally comprise medium sized landed housing such as bungalows, semi-detached houses and terrace houses which typically permit a gross plot ratio of 0.7 times, as well as small to medium sized residential apartments which typically permit a gross plot ratio of 3.5 times. Depending on the range of apartment sizes, our apartment projects may have between 32 to 56 units.

Please refer to section entitled "General Information on our Group – Business Overview" of this Offer Document for further details.

COMPETITIVE STRENGTHS

We believe that we have the following competitive strengths:

(a) Established track record and reputation

(b) Experienced management team and support staff

(c) Good business relationships and extensive networks

(d) Innovation

(e) Efficient project planning, management and execution

(f) Focusing on the needs of our target customers

Please refer to section entitled "General Information on our Group – Competitive Strengths" of this Offer Document for further details.

BUSINESS STRATEGIES AND FUTURE PLANS

Our business strategies and future plans aim to strengthen our competitive strengths and sustain future growth and are as follows:

(a) Focus on small to medium sized property developments

Our projects typically comprise small to medium sized property developments as we generally aim to minimise the time taken from the acquisition of a land site to the completion of the development. The quick turnover also means that sales launches can take place earlier, thus allowing us to lock in profits from our development projects. As such, we therefore intend to maintain our focus on developing small to medium sized properties such as landed housing, six to eight units of cluster housing and high-rise developments comprising 35 to 60 units.

(b) Focus on upper middle income home buyers

The purchasers of units in our current and recently completed property developments generally fall within the category of upper middle income home buyers. We believe that we have been able to cater to the requirements of our target market by building affordable, well-designed residential properties on small-to-medium sized land plots, with features such as unit sizes, number of bedrooms and types of facilities that are suited to their needs. We intend to continue to focus on this category of home purchasers as our Directors believe that the demand for private residential properties in developments such as those managed by our Group will continue to grow.

(c) Expanding our land banks

Our Directors believe that a key contributor to the success of our residential property projects has been the suitability of the land parcels on which our developments are located. We intend to continue sourcing for additional sites to add to our land bank so that we are well-placed and ready to capitalise on suitable development opportunities when market conditions improve. At the same time, we will monitor the size of our land bank regularly in order to maintain an optimal balance between achieving our objectives versus susceptibility to possible land bank write downs.

(d) Providing an integrated suite of services

We intend to expand our range of building services in order to achieve vertical integration of our property development value chain. We believe that the expansion of our Group's construction business will give us greater control over the entire property development process and allow us to capture downstream profit margins.

(e) Expansion of our Group's business

We believe that there are growth opportunities for our Group both locally and overseas and intend to grow our business through acquisitions, joint ventures and strategic alliances as and when such business opportunities arise. We believe that enhanced operational integration and wider market reach offered by selective acquisitions will further strengthen our competitive position.

Please refer to section entitled "General Information on our Group – Business Strategies and Future Plans" of this Offer Document for further details.

Where you can find us

Our principal and registered office is located at 18 Roberts Lane, #02-01/02 Goodland Building, Singapore 218297. Our telephone number is (65) 6289 0003 and our facsimile number is (65) 6289 3818. Our internet address is http://www.goodlandgroup.com.sg. **Information contained in our website does not constitute part of this Offer Document.**

Placement Size	:	The Placement Shares which, upon issue and allotment, will rank *pari passu* in all respects with the existing issued Shares.
Placement Price	:	S$0.20 for each Placement Share.
The Placement	:	The Placement comprises an offering by our Company by way of placement of 30,000,000 New Shares, being the Placement Shares, at the Placement Price, subject to and on the terms and conditions of this Offer Document.
Purpose of the Placement	:	Our Directors consider that the listing of our Company and the quotation of our Shares on the Catalist will enhance our public image locally and overseas and enable us to tap the capital markets for the expansion of our operations. The Placement will also provide members of the public with an opportunity to participate in the equity of our Company. In addition, the proceeds of the Placement will provide us with additional capital to expand our land bank, finance the expansion of our Group's business and for our working capital.
Listing Status	:	Prior to the Placement, there had been no public market for our Shares. Our Shares will be quoted in Singapore dollars on the Catalist, subject to admission of our Company to the Catalist and permission to deal in, and for quotation of, our Shares being granted by the SGX-ST.

Investors should consider carefully the following risk factors and all other information contained in this Offer Document, before deciding to invest in our Shares. You should also note that certain of the statements set forth below constitute "forward-looking statements" that involve risks and uncertainties.

If any of the following risk factors and uncertainties develops into actual events, our business, financial condition or results of operations or cash flows or prospects may be adversely affected. In such circumstances, the trading price of our Shares could decline and investors may lose all or part of their investment in our Shares. To the best of our Directors' belief and knowledge, all the risk factors that are material to investors to allow them to make an informed judgement in respect of investing in our Shares have been set out below.

RISKS RELATING TO OUR GROUP

We are a small sized property developer

The property development industry is highly competitive and we are a smaller sized property developer as compared to a number of our competitors which may be larger and have, among other things, greater resources (financial or otherwise), longer track record in the industry, larger land bank, more property development projects and a more established brand name than us. These advantages and their larger size may allow our competitors to better weather negative events affecting their business as compared to us. Given our relatively small size as a boutique property developer, we may, in relation to our competitors, be more vulnerable to both external shocks as well as negative occurrences specific to our business and operations. For example, our operations and financial results could be adversely affected if one of our larger property development projects is unsuccessful, if any parcel of land which we purchase turns out to be unsuitable for our business or if we are unable to complete any of our development projects, whereas our competitors may not experience the same effect in an equivalent situation due to their advantages and size.

Examples of risk factors having an impact such as described above are set out in greater detail in the sections entitled "Risk Factors – Risks Relating to Our Group" and "Risk Factors – Risks Relating to the Industry in which We Operate" of this Offer Document.

We may experience fluctuations in revenue if we are unable to undertake or complete new projects

Revenue from our property development business is recognised based on the completion of construction method, whereby all income from a property development project is booked only after receipt of TOP. Revenue derived from our property development business may therefore fluctuate on a year-to-year basis as a result of the different number of project completions taking place in different financial years. Based on our current project schedule, our Group will not complete any further property development projects from FP2009 until the end of FY2009. As a result of the accounting method that we have adopted, we do not expect to recognise any further revenue from our property development business from FP2009 until the end of FY2009. As such, our results of operations for FY2009 will be materially and adversely affected.

Furthermore, our revenue stream is dependent on the number and value of projects undertaken by our Group. However, there is no assurance that the number and value of our projects will remain constant from year to year. In the event of our inability to undertake new projects, we will be subject to revenue volatility. Potential investors of our Group should therefore be aware that the historical financial performance and position of our Group as described in this Offer Document should not be taken as an indication of our financial performance and position in any financial reporting period in the future.

Please see the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations of Our Group – Overview – Revenue" of this Offer Document for further details of our revenue recognition policy.

We are dependent on our success in identifying development sites and growing our land bank

Our Group currently has a policy of maintaining a land bank. We generally replenish our land bank by scouting for and acquiring land sites appropriate for our property development projects via offers from private owners, by participating in property auctions and government land sales programmes as well as through third-party property agents. We currently face competition for new land sites from other property developers and there is no assurance that suitable sites in land-scarce Singapore will always be available to us for the purposes of our business. In addition, the other property developers with whom we compete may have greater resources (financial or otherwise) to commit to the bidding process, a factor which increases the competitive forces which we face in the Singapore property development industry – this may affect our ability to secure desired new land sites. In the event that we are unable to identify and purchase a sufficient number of development sites and are consequently unable to maintain our land bank or undertake more property development projects, the financial performance and profitability of our Group will be adversely affected.

We depend on our ability to identify and complete profitable property development projects

Our performance is dependent on our ability to identify profitable property development projects and following such identification, to successfully complete such projects. Further, the Singapore property development industry is competitive and our competitors may have greater resources (financial or otherwise) than ourselves. The viability and profitability of our property development projects may be undermined by changes in the general economic climate in Singapore, including changes in interest rates, construction costs, land costs and property prices. Accordingly, there is no assurance that we will always be successful in identifying profitable property development projects or completing such property development projects profitably. If we are unable to identify new property development projects which are profitable and to successfully complete these, our profitability and financial condition will be adversely affected.

Separately, the project launch dates and completion dates of our proposed property development projects are made on a "best estimate" basis, and unforeseen delays in the launch and completion of these projects will have an adverse effect on our profitability for the financial years during which these projects are to be launched or completed. For further information on our proposed property development projects, please refer to the section entitled "General Information on Our Group - Investment properties to be developed and launched in due course" of this Offer Document.

We are in the process of selling a piece of property which formed part of our land bank as described in note 4 of the section entitled "General Information on Our Group – Properties" of this Offer Document. We are doing so to realise the investment and utilise the proceeds from the sale to expand our land bank. Although, before the said sale, we have not previously engaged in the sale of property without prior development to our property, we may however engage in such transactions when there are opportunities in the future. There is no assurance that we may do so in the future or that such property sales will be profitable.

We are dependent on foreign labour

The construction arm of our business is labour-intensive and we are dependent on foreign manpower from India, Thailand and Myanmar. As at the Latest Practicable Date, approximately 56.0% of our workforce comprises foreign skilled and semi-skilled workers, making us vulnerable to shortages in foreign labour. The supply of foreign labour is largely dependent on the quotas imposed by the Ministry of Manpower in Singapore (***MOM***) as well as the labour policies of the countries from which our foreign workers originate. In the event that there is an unfavourable change in labour policies in these other countries or a tightening of quota entitlements by the MOM, the availability of foreign workers may be restricted further and result in delays or disruptions in our operations if we are unable to procure suitable and timely replacements. Furthermore, the MOM imposes levy payments and requires security bonds for every foreign worker hired by our Group. A substantial increase in such payments will increase the construction costs for our projects and adversely affect our profitability.

Our workers put in overtime work in excess of permitted limits

Due to frequent tight deadlines for our property development projects, our workers often put in overtime hours. As at the Latest Practicable Date, we employ 24 workers for our construction arm and we have in place a system to monitor the overtime hours of our workers as well as potential breaches of regulatory thresholds for overtime work. Nonetheless, there may be instances where some of our workers inadvertently exceed 72 hours a month of overtime work. In the event that disciplinary proceedings are undertaken by the regulatory authorities in Singapore or elsewhere relating to our use of foreign labour, and there are no suitable and timely replacements obtainable or if any penalties (financial or otherwise) are levied on us, our operations and financial performance will be adversely affected.

We are dependent on our ability to attract and retain skilled and semi-skilled personnel

Our operations are dependent on skilled tradesmen such as welders, pipe fitters, electricians, foremen and tilers, as well as semi-skilled workers such as metal formwork assemblers, concrete layers and timber formwork assemblers. We face competition in employing skilled persons with the requisite experience in the property development industry and there is no assurance that we will be able to attract appropriately skilled, semi-skilled, and experienced persons or retain the ones whom we have trained at our cost. In the event that we are unable to employ or retain skilled or semi-skilled employees, our ability to complete our projects in a timely manner will be adversely affected.

We are exposed to risk of loss, and public and workmen liability

Cost overruns occur when our actual project costs incurred exceed the original estimation of project costs determined at the tendering stage. Due to the long duration of certain projects, costs of materials, supplies and labour may increase beyond our initial estimates. Cost overruns may also occur due to poor site management, wastage or damage of materials. Unforeseen circumstances beyond our control, such as delays due to unanticipated difficulties, excavation difficulties because of unforeseen soil circumstances or poor co-ordination in work schedules among sub-contractors, may lead to additional works and also result in cost overruns. These may also lead to a delay in completion, which could cause us to incur penalty charges. There is no assurance that we may not have any material cost overrun on our current and future projects. In the event that we encounter any significant cost overrun, our financial performance will be adversely affected.

We may be unable to maintain health, safety and environmental standards

Our operations are subject to laws and regulations that relate to workplace health and safety, environmental public health and environmental pollution control. We are required by our customers, governmental and regulatory authorities to maintain health, safety and environmental standards in the course of providing our services. In the event of any change in these standards, we may have to incur additional expenses to comply with such changes. Any failure to maintain standards may result in the cancellation of our present contracts, our Group not being awarded new contracts or regulatory authorities imposing fines, penalties or sanctions or prohibiting us from continuing with our operations, any of which would have an adverse effect on our business. A failure to maintain health, safety and environmental standards could also result in deaths, injuries, damage to the environment, and liability or damage to our reputation. These could also make it more difficult for us to recruit and retain skilled personnel and affect our ability to secure new projects.

We are subject to risks of late payment or non-payment by our customers

For the last three financial years ended 30 September 2008 and up to the Latest Practicable Date, there was no provision or write-off of trade receivables from our development projects.

However, there is no assurance that the above will continue to be the case. We face uncertainties over the timeliness of customers' payments and their solvency or creditworthiness in respect of purchases of our development properties, particularly in cases where Deferred Payment Schemes apply. There is no assurance that we will be able to collect our progress payments on a timely basis or at all.

In the event that there are defaulting purchasers or a significant delay in collecting progress payments from our purchasers, the resultant stress on our cash flow and a material increase in bad and doubtful debts will have an adverse impact on our financial performance.

We may be exposed to risk of loss and potential liabilities that may not be covered by insurance

Certain liabilities in respect of the property developments of our Group may not be covered by insurance for a variety of reasons. For instance, it is not cost-effective for our Group to obtain insurance cover over all of our property developments against losses and liabilities resulting from natural disasters, war, civil disorder or acts of terrorism. In the event that our Group is not insured or is inadequately insured against losses, damage or liabilities arising in relation to our property developments, our financial performance will be adversely affected.

Please refer to the section entitled "General Information on our Group – Insurance" of this Offer Document for further details on our existing insurance coverage.

We may face claims from and disputes with purchasers or contractors

We may face claims from or experience disputes with purchasers of our property development units arising from delays, alleged defects or differences in the interpretation of acceptable standards of workmanship. Due to the nature of the construction and property development industries, it is common for claims to be made by purchasers on grounds of defective works and non-compliance with contract specifications. In the event of any major claims from or disputes with our customers, our profitability will be adversely affected.

We also receive variation orders from our purchasers, which are orders for additional works or changes requested by customers for specifications not typically included in the original contract and for which we incur additional charges. It is standard market practice to commence these variation works before the additional charges are agreed upon with the customer, in order not to delay the completion of the project. In the event that we are unable to agree with our customers on the additional charges, especially where the variation orders constitute a larger proportion of the total contract value than we generally encounter, we may have to absorb the costs of the variation orders and our profitability and cash flow position will be adversely affected.

We may also have disagreements with our contractors and sub-contractors over issues such as the quality of construction materials, contract specifications, the value of work done and the skilfulness of their workers. In situations where we appoint sub-contractors and initially bear the cost of materials on behalf of these sub-contractors, we are exposed to the risk of the sub-contractors defaulting on these payments.

We have not experienced any material disputes with or claims from our purchasers or contractors in the period under review. However, there is no assurance that such disputes or claims will not arise in the future. In the event of which we are unable to resolve disputes with our purchasers or contractors amicably or successful claims are made against us in respect of which we are required to compensate the claimants, our financial performance and reputation may be adversely affected.

We are dependent on specialist suppliers, and price and availability of materials

We do not manufacture the supplies and equipment used in our projects. We rely on specialist suppliers for materials such as pipes and sanitary fittings, electric cables, light fittings, window and door fittings, metal building materials and air-conditioning and ventilation fittings. We rely on specialist construction equipment lessors to lease our construction equipment such as cranes, power tools, excavators and boring machines. In the event of any unanticipated interruptions to the supply of or increase in the prices of these materials or equipments, we may have to source our supplies or equipment from alternative suppliers or lessors at comparable prices in a timely manner. This would have a negative impact on our business and financial performance.

We face construction risks and may be liable for delays in the completion of our projects

Our property development projects generally take between six months to twenty four months to complete, depending on the size and type of project, and tend to require considerable capital expenditure during the construction stage. Delays in the completion of our property development projects and cost overruns may arise from time to time as a result of various factors such as adverse weather conditions, under-supply of labour, construction equipment or raw materials, disputes with our contractors, delays in obtaining the necessary regulatory approvals and industrial accidents or work stoppages. Any of these issues could impede the timely completion of a project and result in cost overruns. In such an event, we may face claims for liquidated damages from purchasers of the relevant properties.

The construction contracts that we enter into with our contractors typically provide for our contractors to reimburse us for claims from purchasers in the event of delays in completion arising in certain circumstances. However, there is no assurance that our contractors will remain solvent or be able to meet our demands under these construction contracts, in which event we will be unable to recover the amount of liquidated damages paid to our purchasers. Our financial performance will be adversely affected where such occurrences materialise.

We are dependent on the political, economic, regulatory, and social conditions of the countries in which we operate or intend to expand our businesses

We currently operate in Singapore and Malaysia. We intend to enhance our presence in Malaysia. Our business and future growth is dependent on the political, economic, regulatory and social conditions in Singapore and Malaysia. Also, increased threats of terrorism may cause current or potential customers to take a cautious approach to their business.

Any changes in policies implemented by the respective governments, inflation, currency and interest rates fluctuations, exchange controls, wage controls, import and export restrictions and changes in duties and taxation that are detrimental to our business could materially and adversely affect our operations, financial performance and future growth.

The valuations of our properties set out in this Offer Document may not reflect the actual values likely to be realised

The valuations of our properties (details as set out in Appendix C – "Valuers' Reports" of this Offer Document) are conducted by professional valuers using certain assumptions. These valuations are not intended to be predictions of, and may not accurately reflect, the actual values which may be realised upon liquidation or disposal of these assets. Unforeseeable changes to the economic or regulatory environment, the actual condition of our properties or other relevant factors may affect the premises upon which the valuations are based, and hence, the conclusion of such valuations.

We rely on external financing for our operations and property acquisitions

Our Group currently relies mainly on bank loans and bank overdrafts to finance our operations as well as our property acquisitions in Singapore. Due to the nature of our operations, we are likely to remain reliant on debt financing. For instance, our property development and property investment businesses require substantial levels of funding for the acquisition of property, land or construction. For each project, we typically obtain debt financing amounting to up to 80% of the cost of the property development, the balance of which is financed via internally generated funds.

If all or a substantial portion of our credit facilities are withdrawn and we are unable to secure alternative financing on acceptable terms, this will have a material and adverse impact on the working capital of our Group. The majority of these facilities come with variable or floating interest rates and any increase in such rates will adversely affect our profitability and ability to make adequate provision for such interest expense.

Please refer to the section entitled "Capitalisation and Indebtedness" of this Offer Document for details of our bank borrowings.

We rely on the use of personal guarantees by our Executive Directors to secure external financing

Our Executive Directors have extended personal guarantees to financial institutions in consideration for the granting of credit facilities to our Group by the same. Our Executive Directors have indicated that they intend to seek the approval of these financial institutions for the discharge of these guarantees upon the successful listing and quotation of our Shares on the Catalist. There is no assurance that we will be able to secure replacement financing on terms that are acceptable to us or at all, without these personal guarantees.

We may be required to provide security to financial institutions in support of financing extended by them, by way of mortgage or pledge of certain assets or assignment of sale and rental proceeds, performance bonds, insurances in respect of our development properties, or any combination of the foregoing. In the event that we fail to meet principal or interest payments, we face the risk of these financial institutions enforcing their security, for example, foreclosing on our properties or effecting forced sales.

The above situations, if they materialise, would have an adverse impact on our financial performance and operations.

We may require additional funding for our future growth

Although we have identified our future growth plans (as set out in the section titled "Business Strategies and Future Plans" of this Offer Document) as the avenues to pursue growth in our business, the proceeds from the Placement may not be sufficient to fully cover the estimated costs of implementing all these plans. We may also find opportunities to grow through acquisitions which cannot be predicted at this juncture. Under such circumstances, secondary issue(s) of securities after the Placement may be necessary to raise the required capital to take advantage of these growth opportunities.

If new Shares are issued after the Placement for placement to new or existing Shareholders, they may be priced at a discount to the then prevailing market price of our Shares trading on the SGX-ST. Existing Shareholders' equity interest may be diluted in such a case. If we fail to utilise the new equity to generate a commensurate increase in earnings, our EPS will be diluted, and this could lead to a decline in our share price. Any additional debt financing may, apart from increasing interest expense and gearing, contain restrictive covenants with respect to dividends, future fund raising exercises and other financial and operational matters.

There is no assurance that we will be able to secure such additional funding on acceptable terms, or at all, in which event our future plans and growth prospects will be adversely affected.

There is no assurance that our future plans will be commercially successful

As part of our future business plans, we intend to expand our operations, both locally and overseas. Such expansion plans may involve the acquisition of companies that are complementary to our existing businesses. Details of our future plans are discussed under the section entitled "General Information on Our Group – Business Strategies and Future Plans" of this Offer Document.

Expansion plans generally involve numerous risks, including but not limited to, the financial costs of setting up new business units and working capital. Such expansion plans may be expensive and may divert our management's attention and expose our business to unforeseen liabilities or risks associated with entering new markets or new businesses. There is no assurance that such expansion plans will be commercially successful.

We may also not be successful in integrating any acquired businesses and might not achieve the anticipated synergies for revenue growth and cost benefits. If we fail to achieve a sufficient level of revenue or if our expansion plans result in a lapse of customer service, performance problems with an acquired company, potential dilutive issuances of equity securities or the incurrence of debt, contingent liabilities, possible impairment charges related to goodwill or other intangible assets or any other unanticipated events or circumstances, our future financial position and performance may be materially and adversely affected.

We are dependent on our management team for our continued growth

Our success depends on the continued efforts of our management team led by our Executive Directors, Ben Tan and Alvin Tan. Our management team has made significant contributions in the formulation of our business strategy and marketing efforts and has been instrumental to the direction and growth of our business since 1994. Our Executive Directors are expected to continue to play important roles in the development and growth of our Group.

We currently do not have "key man" insurance coverage in respect of Ben Tan and Alvin Tan. As such, we will not benefit from such insurance coverage in the event of the loss of Ben Tan and Alvin Tan's services.

Accordingly, the termination of the employment or the loss of the services of any of our key personnel without suitable and timely replacement, or the inability to attract and retain qualified personnel, will adversely affect our operations and hence, our revenue and profits.

Please refer to the section entitled "Directors, Management and Staff" of this Offer Document for further details on our Directors.

We are exposed to risks in respect of outbreaks of influenza A (H1N1), bird flu, virus and/or other communicable diseases

An outbreak of influenza A (H1N1), Bird Flu or other communicable diseases or the recurrence and spread of severe acute respiratory syndrome (SARS), may potentially affect our operations as well as the operations of our customers and suppliers. In the event that an outbreak occurs at any of our facilities, we or our contractors may be required to temporarily suspend part of our operations or shut down our offices and quarantine all affected employees to prevent the spread of the diseases which could materially and adversely affect our business, financial condition and results of operations.

We are susceptible to fluctuations in foreign exchange rates that could result in us incurring foreign exchange losses

To the extent that our revenue, purchases and expenses are not naturally matched in the same currency and to the extent that there are timing differences between invoicing and collection/payment, we are exposed to any adverse fluctuations of the various currencies against the S$, which could adversely affect our earnings. Please refer to the section entitled "Management's Discussion and Analysis of Financial Conditions and Results of Operations of our Group – Foreign Exchange Exposure" of this Offer Document for further details.

RISKS RELATING TO THE INDUSTRY IN WHICH WE OPERATE

We operate in a competitive environment

The property market in Singapore is highly competitive, with strong competition from established industry players who may have more resources and funding or a longer track record than ourselves. We compete by offering, among other things, competitive pricing for quality residential developments. While we attempt to differentiate our developments from those of our competitors, we are aware that there may be competing developments within the vicinity of our developments that feature similar design concepts or are within the same price range. The entrance of new competitors into our market or the immediate area surrounding our property developments may also affect our business.

There is no assurance that we will be able to provide comparable services at lower prices or respond more quickly to market trends than future or existing competitors. In the event that we are unable to compete effectively, our results of operations and financial performance will be adversely affected.

We are reliant on the general state of the economy

The performance of our Group is largely dependent on the property market in Singapore, which is in turn affected by the general economic outlook in Singapore. Property prices in Singapore are largely affected by cyclical supply and demand for properties, such demand typically being affected by the general state of the Singapore economy, which is in turn, affected by global economic conditions. Property prices in Singapore are also sensitive to local market sentiments and expectations, which are again dependent on the global economic outlook. A prolonged deterioration in the global economy may dampen market sentiments for a longer period of time than is usual in a cyclical downturn, thus adversely affecting demand for our properties and depressing property prices further. We may also have to hold back new project launches due to poor sentiments in a soft market. This would have an adverse effect on our revenue, profitability and financial performance.

Our business is subject to changes in the relevant laws and regulations

The Singapore property development and construction industries are highly regulated and there can be no assurance that the regulatory environment in which we operate will not change significantly in the future. We are subject to laws and regulations, including the Building Control Act, the Housing Developers Act and their related subsidiary legislation, which requires us to engage licensed tradesmen, adhere to applicable codes of practice and meet certain financial requirements.

To the best of our knowledge, we are in compliance with the applicable laws and regulations of the property development and construction industries. Nevertheless, there can be no assurance that a review by the BCA, the URA or other regulatory authorities will not result in adverse determinations against us. Should any of our licences or permits be revoked, our operations will be disrupted or delayed. In addition, there is no assurance that the regulatory environment will not become more stringent. For example, the regulatory authorities may increase the financial requirements required of us and other industry participants. Any change to the relevant laws and regulations may affect our business operations and financial performance.

There is also no assurance that we will be able to obtain all the necessary licences for our business in future. For instance, we will be required to apply for a Qualifying Certificate from the Controller of Residential Property before purchasing or acquiring any interest in residential property for the purposes of development and sale. In the event that we are unable to obtain Qualifying Certificates for our future property purchases or acquisitions, our property development business will be adversely affected.

Please refer to the section of this Offer Document entitled “General Information on Our Group – Government Regulations” for further details.

We are exposed to risks in the property sector in Singapore and overseas markets in which we operate

Our property development and property investment projects are based in Singapore and Malaysia.

The revenue from our property development business accounted for 100.0%, 93.0%, 73.5% and 50.5% of our total revenue for FY2006, FY2007, FY2008 and FP2009 respectively. The revenue from our construction business accounted for 25.6% and 49.5% of our total revenue for FY2008 and FP2009 respectively.

As the revenue of our Group is primarily derived from these businesses, our financial performance may be adversely affected as a result of exposure to the risks inherent in these businesses and markets.

Relevant risks in relation to the Singapore and overseas markets include episodic oversupply of properties for sale or for lease, competition from other property developers, property downturns resulting from changes in the state of the economy, increases in construction costs, energy costs and price of raw materials, government policies or changes in bank interest rates.

The property market in Singapore is also subject to various rules, regulations and policies imposed by regulatory authorities in Singapore. The government may introduce new policies or amend or abolish existing policies at any time. These changes may have a material and adverse impact on our operations, financial position and/or performance. For instance, the decision to abolish the Deferred Payment Scheme for property purchases was made by the government in October 2007 in response to calls to cool the property market in Singapore. As the Deferred Payment Scheme was regarded as key to driving growth in the property market, its removal may lead to a decline in demand for our newer projects. In another instance, on 14 September 2009 a joint press release was issued by the Ministry of National Development, Ministry of Finance, Ministry of Law, and Monetary Authority of Singapore. The press release stated that the Singapore government is taking certain measures to ensure a stable and sustainable property market. This includes (i) disallowing, with effect from 14 September 2009, the "interest absorption scheme" and "interest-only housing loans", both of which were offered to buyers of uncompleted private residential properties; and (ii) not extending certain property-related assistance measures (put in place by the Singapore government in its Budget 2009) when they expire in 2010 (or 2011, as the case may be). These measures are intended to have the effect of cooling sentiment and removing inflated demand in Singapore's private residential property market. In the event that current measures are insufficient to curb speculative activity in Singapore's property market, the Singapore government may consider instituting further measures in response. Both the current measures and any possible further measures may have an adverse impact on our profitability and financial performance.

As the supply of land to property developers is also government-regulated, changes in zoning or redevelopment plans may also have an adverse impact on our business operations. Please refer to the section entitled "General Information on Our Group – Government Regulations" of this Offer Document for further details.

There is no assurance that cyclical property downturns and other unfavourable economic, social and political conditions in Singapore and overseas markets will not adversely affect our results or operations.

We may be affected by the illiquidity of real estate

Real estate assets, such as units in our property development projects, are relatively illiquid in nature. Such illiquidity will limit our ability to realise cash from unsold units at short notice or, in the event of an urgent sale, result in a significant reduction in the selling price of these assets. Under such circumstances, there is no assurance that our profitability and financial performance will not be adversely affected.

RISKS RELATING TO MALAYSIA AND ITS PROPERTY INDUSTRY

We face increasing competition that could adversely affect our business and financial position

We are recent entrants into the Malaysian property market, only establishing a presence there in March 2006 when our Directors, Alvin Tan and Melanie Tan, became shareholders of Banyan Housing Development. As such, we do not have a track record in the Malaysian property market. Further, in recent years, a large number of property developers have begun to undertake property development and investment projects in Malaysia. In addition, a number of international developers have expanded their operations into Malaysia. Many of these developers, both private and state-owned, have significant financial, managerial, marketing and other resources, as well as experience in property and land development.

Competition among property developers is intense and may result in, among others, increased acquisition costs of land for development, oversupply of properties in certain parts of Malaysia, a decrease in property prices, a slowdown in the rate at which new property developments will be approved or reviewed by the relevant government authorities, an increase in construction costs and difficulty in obtaining high quality sub-contractors and qualified employees.

Any of the above mentioned factors may adversely affect our entry into the Malaysian property development market and our business, results of operations and financial position in the future. In addition, the property market in Malaysia is rapidly changing. If we cannot respond to changes in market conditions more swiftly or effectively than our competitors, our ability to generate revenue, our financial condition and our results of operations as well as future growth and prospects may be adversely affected.

Our business is dependent on the performance of the Malaysian property sector and may be affected by changes in the social, political and economic conditions in Malaysia

Certain of our Group's proposed property development projects and property investments will be located in Penang, Malaysia. Our future plans in this respect are dependent on the continuing growth of the Malaysian economy generally and the property sector of Malaysia specifically. The property development and rental market may be adversely affected by economic, political, social, regulatory or diplomatic developments affecting the Malaysian property sector, which will in turn restrict our entry into the Malaysian property market.

Changes in inflation, interest rates, taxation, or other regulatory, political, social or economic factors in Malaysia may also present obstacles to our intended expansion into the Malaysian property sector. This includes adverse developments in property prices or in the supply and demand of building materials and property units.

Further, our business is also subject to the cyclical nature of the property industry. Any downturn in the residential or commercial property demand and in the Malaysian rental market may require us to postpone our expansion plans to a later date when market conditions improve.

There is a lack of reliable and updated information on property market conditions in Malaysia generally

As compared to Singapore, reliable and up-to-date information may not generally be available at the moment in Malaysia on the amount and nature of property development and investment activities, the demand and absorption rates for such developments, the supply of new properties being developed or the availability of land and buildings suitable for development and investment.

Consequently, our investment and business decisions may not be based on accurate, complete and timely information. Inaccurate or incomplete information may adversely affect our business decisions, which could materially and adversely affect our future results of operations and financial condition as well as our future growth and prospects.

Changes in tax laws, regulations, policies, concessions and treatment may materially and adversely affect our financial condition and results of operations

The property development industry in Malaysia is subject to governmental regulations. Such regulations include those affecting land and title acquisition, development planning, design and construction as well as mortgage financing and refinancing.

There is no assurance that any changes in the above mentioned regulations or policies imposed by the Malaysian government from time to time will not have an adverse effect on our business, financial performance, our future growth and prospects.

Our business expansion plans may be subject to foreign investment guidelines issued by the Economic Planning Unit, Prime Minister's Department, Malaysia

The Economic Planning Unit in the Prime Minister's Department (***EPU***) regulates and prescribes guidelines on acquisition of properties in Malaysia by foreign interests through the new Guideline on the Acquisition of Properties (***EPU Property Acquisition Guideline***). Where the EPU Property Acquisition Guideline is applicable, the approval of the ***EPU*** is required. Strictly speaking, the EPU Property Acquisition Guideline does not have the force of law (in the sense that it has not been enacted as legislation or promulgated as regulations under any existing laws).

Under the EPU Property Acquisition Guideline which is effective from 30 June 2009, EPU approval (which is granted at the sole discretion of the EPU) is required for:

(a) direct acquisition of property valued at RM20 million and above, resulting in the dilution in the ownership of property held by Bumiputera interest and/or government agencies; and

(b) indirect acquisition of property by other than Bumiputera interest through acquisition of shares, resulting in a change of control of the company owned by Bumiputera interest and/or government agency, having property more than 50% of its total assets and the said property being valued at more than RM20 million.

Such approval by the EPU will be subject to equity and share capital conditions. The equity condition is that the company acquiring the property is required to have at least 30% Bumiputera equity. The share capital condition is that a local company owned by foreign interest is required to have at least RM250,000 paid up capital.

Further, foreign interests cannot acquire properties below specified threshold limits. The threshold amounts for commercial properties, agricultural land or industrial land will be RM500,000. For the purchase of residential properties, the present threshold of RM250,000 is maintained until the end of 2009, and with effect 1 January 2010, it will be RM500,000. Any such acquisition of property shall further be subject to a condition that the said property must be registered in the name of a locally incorporated company.

There is no assurance that any changes in the EPU Property Acquisition Guideline or any new foreign investment guidelines as may be issued by the EPU from time to time will not have an adverse effect on our business, future growth and prospects.

RISKS RELATING TO OUR SHARES

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

We have made an application for our Shares to be admitted to the Catalist, a listing platform primarily designed for fast growing and emerging or smaller companies (to which a higher investment risk tends to be attached as compared to larger or more established companies).

An investment in shares quoted on the Catalist may carry a higher risk than an investment in shares quoted on the Main Board of the SGX-ST. Pursuant to the Listing Manual, we are required, amongst other things, to retain a sponsor at all times after our admission to the Catalist. In particular, unless approved by the SGX-ST, the Sponsor must act as our continuing sponsor for at least three (3) years after our admission to the Catalist.

The Catalist was recently formed in February 2008 and its future success and liquidity in the market for our Shares cannot be guaranteed.

Control by our Substantial Shareholders may limit your ability to influence the outcome of decisions requiring the approval of Shareholders

Upon the completion of the Placement, our Substantial Shareholders and their Associates will collectively own approximately 77.2% of our post-Placement share capital. Therefore, they will be able to exercise significant influence over all matters requiring Shareholders' approval, including the election of directors and the approval of significant corporate transactions. Such concentration of ownership also may have the effect of delaying, preventing or deterring a change in control of our Group even if such change may be beneficial to our minority Shareholders.

Investors in our Shares will face immediate and substantial dilution in our NAV per Share and may experience future dilution

Our Placement Price of S$0.20 per Share is higher than our Group's NAV per Share after adjusting for the estimated net proceeds due to our Company from the Placement. Details of the immediate dilution of our Shares incurred by new investors are described under the section entitled "Dilution" of this Offer Document.

Future sales or issuance of our Shares could adversely affect our Share price

Any future sale or issuance or availability of a large number of our Shares in the public market or perception thereof may have a downward pressure on our Share price. These factors also affect our ability to sell additional equity securities in the future, at a time and price we deem appropriate.

Save as disclosed under the section entitled "Shareholders – Moratorium" of this Offer Document, there will be no restriction on the ability of our Shareholders to sell their Shares either on the Catalist or otherwise.

In addition, our Share price may be under downward pressure if certain of our Shareholders sell their Shares upon the expiry of their moratorium periods.

We may require additional funding for our growth plans, and such funding may result in a dilution of Shareholders' investment

We have estimated our funding requirements in order to implement our growth plans as set out in the section entitled "General Information on our Group – Prospects" and "General Information on our Group – Business Strategies and Future Plans" of this Offer Document.

In the event that the costs of implementing such plans should exceed these estimates significantly or that we come across opportunities to grow through expansion plans which cannot be predicted at this juncture, and our funds generated from our operations prove insufficient for such purposes, we may need to raise additional funds to meet these funding requirements.

These additional funds may be raised by issuing equity or debt securities or by borrowing from banks or from other resources. We cannot ensure that we will be able to obtain any additional financing on terms that are acceptable to us, or at all. If we fail to obtain additional financing on terms that are acceptable to us, we will not be able to implement such plans fully. Such financing even if obtained, may be accompanied by conditions that limit our ability to pay dividends or require us to seek lenders' consent for payment of dividends, or restrict our freedom to operate our business by requiring lenders' consent for certain corporate actions.

Further, in the event that we raise additional funds by way of a limited placement or by a rights offering or through the issuance of new Shares, any Shareholders who are unable or unwilling to participate in such an additional round of fund raising may suffer dilution in their investments.

We may not be able to pay dividends in the future

Our ability to declare dividends to our Shareholders will depend on our future financial performance and distributable reserves of our Company, which, in turn, depends on the successful implementation of our strategies and on financial, competitive, regulatory, technical and other factors, general economic conditions, demand for and selling prices of our products and services and other factors specific to our industry or specific projects, many of which are beyond our control. There is no assurance that our Company will be able to pay dividends to our Shareholders after the completion of the Placement. In the event that any company in our Group enters into any loan agreements in the future, covenants therein may also limit when and how much dividend it can declare and pay.

There has been no prior market for our Shares and the Placement may not result in an active or liquid market and there is a possibility that our Share price may be volatile

Prior to the Placement, there has been no public market for our Shares. Although we have made an application to the SGX-ST to list our Shares on the Catalist, there is no assurance that an active trading market for our Shares will develop, or if it develops, be sustained. There is also no assurance that the market price for our Shares will not decline below the Placement Price. The market price of our Shares could be subject to significant fluctuations due to various external factors and events including the liquidity of our Shares in the market, difference between our actual financial or operating results and those expected by investors and analysts, the general market conditions and broad market fluctuations.

Our Share price may be volatile in future which could result in substantial losses for investors purchasing Shares pursuant to the Placement

The trading price of our Shares may fluctuate significantly and rapidly after the Placement as a result of, amongst others, the following factors, some of which are beyond our control:

- variations in our operating results;
- changes in analysts' estimates of our financial performance;
- additions or departures of our key executives;
- material changes or uncertainty in the political, economic and regulatory environment in the markets in which we operate;
- fluctuations of stock markets prices and volume;
- involvement in litigation; and
- general economic and stock market conditions.

Negative publicity, which includes those relating to any of our Directors, Executive Officers or Substantial Shareholders, may adversely affect our Share price

Negative publicity or announcement relating to any of our Directors, Executive Officers or Substantial Shareholders may adversely affect the market perception or the Share performance of our Company, whether or not justified. Examples include unsuccessful attempts in joint ventures, acquisitions or takeovers, or involvement in insolvency proceedings.

Our Executive Director, Ben Tan, is currently involved in ongoing legal proceedings, details of which are set out in the section of this Offer Document entitled "General and Statutory Information – Information on Directors and Executive Officers". In the event that judgement is ordered against him in these proceedings, our Group and our management may face the risk of reputational damage, which may in turn adversely affect the financial position and results of operation of our Group.

Placement Price	S$0.20
NTA	
NTA per Share based on the combined balance sheet of our Group as at 30 September 2008 excluding any surplus arising from fair value gains on our investment properties:	
(a) before adjusting for the estimated net proceeds from the issue of the New Shares and based on our pre-Placement share capital of 128,251,200 Shares	3.3 cents(1)
(b) after adjusting for the estimated net proceeds from the issue of the New Shares and based on our post-Placement share capital of 159,860,000 Shares	5.5 cents(1)
Premium of Placement Price per Share over the NTA per Share as at 30 September 2008:	
(a) before adjusting for the estimated net proceeds from the issue of the New Shares and based on our pre-Placement share capital of 128,251,200 Shares	504.1%
(b) after adjusting for the estimated net proceeds from the issue of the New Shares and based on our post-Placement share capital of 159,860,000 Shares	266.1%
NTA per Share based on the combined balance sheet of our Group as at 28 February 2009 excluding any surplus arising from fair value gains on our investment properties:	
(a) before adjusting for the estimated net proceeds from the issue of the New Shares and based on our pre-Placement share capital of 128,251,200 Shares	3.4 cents(2)
(b) after adjusting for the estimated net proceeds from the issue of the New Shares and based on our post-Placement share capital of 159,860,000 Shares	5.5 cents(2)
Premium of Placement Price per Share over the NTA per Share as at 28 February 2009:	
(a) before adjusting for the estimated net proceeds from the issue of the New Shares and based on our pre-Placement share capital of 128,251,200 Shares	490.8%
(b) after adjusting for the estimated net proceeds from the issue of the New Shares and based on our post-Placement share capital of 159,860,000 Shares	262.2%

EPS

Historical EPS of our Group for FY2008 based on our pre-Placement share capital of 128,251,200 Shares	1.6 cents[3]
Historical EPS of our Group for FY2008 based on our pre-Placement share capital of 128,251,200 Shares had the Service Agreements been effected for FY2008[5]	1.5 cents[4]

PER

PER based on the EPS of our Group for FY2008	12.8 times[5]
PER based on the EPS of our Group for FY2008 had the Service Agreements been effective in FY2008	13.4 times[6]

Net Operating Cash Flow[7]

Net operating cash flow per Share of our Group for FY2008 based on our Company's pre-Placement share capital of 128,251,200 Shares	4.0 cents
Net operating cash flow per Share of our Group for FY2008 based on our Company's pre-Placement share capital of 128,251,200 Shares had the Service Agreements been effective in FY2008	3.9 cents

Price To Net Operating Cash Flow Ratio

Ratio of Placement Price to net operating cash flow for FY2008 based on our Company's pre-Placement share capital of 128,251,200 Shares	5.0 times
Ratio of Placement Price to net operating cash flow for FY2008 based on our Company's pre-Placement share capital of 128,251,200 Shares had the Service Agreements been effective in FY2008	5.1 times

Market Capitalisation

Market capitalisation based on the Placement Price of 20 cents per Share and post-Placement share capital of 159,860,000 Shares	S$32.0 million

Notes:

(1) Based on the unadjusted combined balance sheet of our Group, which includes surplus arising from fair value gains on our investment properties (***Unadjusted Combined Balance Sheet***), as at 30 September 2008, the NTA per Share based on our pre-Placement share capital of 128,251,200 Shares (***pre-Placement Position***) (before adjusting for the estimated net proceeds from the issue of New Shares) and our post-Placement share capital of 159,860,000 Shares (***post-Placement Position***) (after adjusting for the estimated net proceeds from the issue of New Shares) would have been 7.5 cents and 8.9 cents respectively.

(2) Based on the Unadjusted Combined Balance Sheet of our Group, as at 28 February 2009, the NTA per Share based on our pre-Placement Position (before adjusting for the estimated net proceeds from the issue of New Shares) and our post-Placement Position (after adjusting for the estimated net proceeds from the issue of New Shares) would have been 7.6 cents and 8.9 cents respectively.

(3) We excluded other operating income for FY2008 arising from fair value gains on our investment properties of approximately S$3.5 million and the effect of deferred income tax thereon of approximately S$0.5 million which resulted in an adjusted FY2008 net profit attributable to equity holders of our Company of S$2.0 million. If based on the unadjusted net profit attributable to equity holders of our Company, which includes surplus arising from fair value gains on our investment properties (***Unadjusted Net Profit Attributable to Equity Holders***) for FY2008, the historical EPS of our Group for FY2008 based on our pre-Placement Position would have been 3.95 cents.

(4) We excluded other operating income for FY2008 arising from fair value gains on our investment properties of approximately S$3.5 million and the effect of deferred income tax thereon of approximately S$0.5 million and assumed that the Service Agreement had been in existence for FY2008, which resulted in an adjusted FY2008 net profit attributable to equity holders of our Company of S$1.9 million. If based on the Unadjusted Net Profit Attributable to Equity Holders of our Company for FY2008, the historical EPS of our Group for FY2008 based on our pre-Placement Position had the Service Agreements been effective in FY2008 would have been 3.89 cents.

(5) Based on the FY2008 Unadjusted Net Profit Attributable to Equity Holders of our Company, our PER would have been 5.06 times.

(6) Based on the FY2008 Unadjusted Net Profit Attributable to Equity Holders of our Company, and had the Service Agreements been effective in FY2008, our PER would have been 5.15 times.

(7) Net operating cash flow is defined as profit after income tax with depreciation expenses added back.

USE OF PROCEEDS

The net proceeds raised from the Placement, after deducting estimated cash expenses of approximately $1.5 million incurred in connection with our listing application and the Placement, will be approximately $4.5 million.

The following table sets out the intended use of net proceeds:

Intended Use	**Amount in aggregate ($'000)**	**Estimated amount allocated for each dollar of the proceeds raised from the Placement (as a % of gross proceeds)**
Expanding our land bank	3,000	50.0
Expansion of our Group's business	1,000	16.7
Working capital	485	8.1
Net proceeds	**4,485**	**74.8**
Listing expenses	1,515	25.2
Gross proceeds	**6,000**	**100.0**

We intend to continue sourcing for additional sites to add to our land bank so that we are poised to capitalise on any development opportunities and will earmark part of the net proceeds for this purpose. We also intend to grow our business, both locally and overseas, through acquisitions, joint ventures and the formation of strategic alliances, to be funded by part of the net proceeds. Currently, we have not identified any targets for acquisitions, joint ventures or the formation of strategic alliances. The balance of the net proceeds will be used for working capital purposes. Further details of our use of proceeds may be found in the section entitled "General Information on Our Group – Business Strategies and Future Plans" of this Offer Document.

Pending the deployment of the net proceeds from the issue of New Shares as aforesaid, the funds will be placed in short-term deposits or money market instruments, as our Directors may, in their absolute discretion, deem fit.

There is no minimum amount which, in the reasonable opinion of our Directors, must be raised by the Placement.

LISTING EXPENSES

The estimated amount of the cash expenses of the Placement and of the application for listing, including the placement commission, management fees, audit and legal fees, fees payable to the SGX-ST as well as other incidental fees, to be borne by our Company, is approximately S$1.5 million. A breakdown of these estimated expenses to be borne by our Company in relation to the Placement is as follows:

Expenses borne by our Company	Estimated amount ($'000)	Estimated amount allocated for each dollar of the proceeds raised from the Placement (% of the gross proceeds)
Listing and application fees	40	0.7
Professional fees[(1)]	1,200	20.0
Placement commission[(2)]	225	3.7
Miscellaneous expenses	50	0.8
Total expenses	**1,515**	**25.2**

Notes:

(1) This excludes professional fees to be paid by our Company to PPCF by the issue of 1,608,800 PPCF Shares at the Placement Price for each PPCF Share.

(2) A commission of 3.75% of the Placement Price will be charged by the Placement Agent for each Placement Share.

Please refer to the section entitled "General and Statutory Information – Management and Placement Arrangements" of this Offer Document for further details.

The Placement

The Placement is for 30,000,000 new Shares, being the Placement Shares, offered in Singapore and the Placement is managed and sponsored by the Manager and Sponsor.

The Placement Price was determined by our Company in consultation with the Manager and Sponsor and the Placement Agent, and after taking into consideration, among other things, prevailing market conditions and estimated market demand for the Placement Shares determined through a book-building process. The Placement Price is the same for all Placement Shares and is payable in full on application.

Pursuant to the Management Agreement, we have appointed PPCF and PPCF has agreed to manage and sponsor the Placement.

Placement Shares

The Placement Shares are made available to retail and institutional investors in Singapore who apply through their brokers or financial institutions by way of application forms. Application for the Placement Shares may only be made by way of the Application Forms. The terms, conditions and procedures for application and acceptance are set out in "Appendix D – Terms, Conditions and Procedures for Application and Acceptance" of this Offer Document.

Pursuant to the Placement Agreement as set out in the section entitled "General and Statutory Information – Management and Placement Arrangements" of this Offer Document, DMG has agreed to subscribe and/or procure subscribers for the Placement Shares for a placement commission of 3.75% of the Issue Price for each Placement Share, payable by our Company. DMG may, at its absolute discretion, appoint one or more sub-placement agents for the Placement Shares.

Subscription for New Shares

None of our Substantial Shareholders or Directors intends to subscribe for Shares in this Placement. As far as we are aware, none of the members of our Company's management or employees intends to subscribe for more than 5% of the New Shares in the Placement.

Other than as set out above, as at the Latest Practicable Date, and to the best of our knowledge, we are not aware of any person who intends to subscribe for more than 5% of the New Shares. However, in the process of assessing market demand for our Shares through a book-building process to be conducted, there may be person(s) who may indicate his interest to subscribe for more than 5% of the Placement Shares. If such person(s) were to make an application for more than 5% of the Placement Shares and subsequently be allotted and issued such number of Placement Shares, we will make the necessary announcements at an appropriate time. The final allotment of Placement Shares will be in accordance with the shareholding spread and distribution guidelines as set out in Rule 406(1) of the Catalist Rules.

No Shares shall be allotted and issued on the basis of this Offer Document later than six months after the date of registration of this Offer Document.

Interests of the Manager, Sponsor and the Placement Agent

In the reasonable opinion of our Directors, the Manager and Sponsor, and the Placement Agent, do not have a material relationship with us save as disclosed below and in the section entitled “General and Statutory Information – Management and Placement Agreements” of this Offer Document.

(a) PPCF is the Manager and Sponsor of the Placement;

(b) PPCF will be our continuing Sponsor for a period of three years from the date our Company is admitted and listed on Catalist;

(c) DMG is the Placement Agent of the Placement; and

(d) As part of PPCF’s professional fees in relation to its role as Manager and Sponsor performed in accordance with the provisions of the Management Agreement, our Company will issue 1,608,800 PPCF Shares, at the Placement Price for each PPCF Share, to PPCF.

DIVIDEND POLICY

No dividends have been paid or proposed by our Company, our subsidiaries or our associated companies in FY2006, FY2007, FY2008, FP2009 and up to the Latest Practicable Date.

We may declare an annual dividend with the approval of our Shareholders in a general meeting but the amount of such dividend shall not exceed the amount recommended by our Directors. Our Directors may also declare an interim dividend without the approval of our Shareholders.

We currently do not have a fixed dividend policy. The declaration and payment of dividends in the future will depend upon the level of our retained earnings, expected future earnings, cash flow, financial condition, projected levels of capital expenditures and investment plans, including such legal or contractual restrictions as may apply from time to time, as well as general business conditions and other factors which our Directors may deem appropriate.

Future dividends will be paid by us as and when approved by our Shareholders and Directors. There can be no assurance that dividends will be paid in the future or as to the timing of any dividends that are to be paid in the future.

For information relating to taxes payable on dividends, please refer to the section entitled “Taxation” of this Offer Document.

We were incorporated in Singapore on 6 May 2004 under the Companies Act as an exempt private limited company under the name "THC Development & Holdings Pte. Ltd." (registration number 200405522N), which was subsequently changed to "Goodland Group Pte. Ltd." on 11 May 2009. On 24 September 2009, Goodland Group Pte. Ltd. was converted into a public company and we changed our name to "Goodland Group Limited". As at the date of incorporation, our issued and paid-up capital was S$2.00 comprising two Shares.

As at the Latest Practicable Date, our issued and paid-up capital was S$400,000 comprising 400,000 Shares.

At extraordinary general meetings held on 18 September 2009 and 29 September 2009, our Shareholders approved, among other things, the following:

(a) the conversion of our Company into a public limited company and the change of our name to "Goodland Group Limited";

(b) the adoption of a new set of Articles of Association;

(c) the Share Split;

(d) the allotment and issue of 30,000,000 new Shares which are the subject of the Placement, on the basis that these Shares, when allotted, issued and fully-paid, will rank *pari passu* in all respects with the existing Shares;

(e) the allotment and issue of the 1,608,800 PPCF Shares on the basis that the 1,608,800 PPCF Shares, when allotted, issued and fully-paid, will rank *pari passu* in all respects with the existing Shares;

(f) the listing and quotation of all issued Shares (including the Placement Shares and 1,608,800 PPCF Shares to be allotted and issued) on the Official List of Catalist; and

(g) the authorisation of our Directors, pursuant to Section 161 of the Companies Act, to

    (i) allot and issue further shares whether by way of rights, bonus or otherwise (including Shares as may be issued pursuant to any Instrument (as defined below) made or granted by our Directors while this resolution is in force notwithstanding that the authority conferred may have ceased to be in force at the time of issue of such Shares), and/or

    (ii) make or grant offers, agreements or options (collectively, ***Instruments***) that might or would require Shares to be issued, including but not limited to the creation and issue of warrants, debentures or other instruments convertible into Shares,

    at any time and upon such terms and conditions and for such purposes and to such persons as our Directors may in their absolute discretion deem fit, provided that the aggregate number of Shares issued pursuant to such authority (including Shares to be issued pursuant to any Instrument but excluding Shares which may be issued pursuant to any adjustments (***Adjustments***) effected under any relevant Instrument, which Adjustment shall be made in compliance with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of our Company), shall not exceed 100% of the issued share capital of our Company immediately after the Placement, and provided that the aggregate number of such Shares to be issued other than on a *pro rata* basis in pursuance to such authority (including Shares to be issued pursuant to any Instrument but excluding shares which may be issued pursuant to any Adjustment effected under any relevant Instrument) to the existing Shareholders shall not exceed 50% of the issued share capital of our Company immediately after the Placement and, unless revoked or varied by our Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of our Company or the date by which the next Annual General Meeting of our Company is required by law to be held, whichever is the earlier.

As at the Latest Practicable Date, there is only one class of shares in the capital of our Company, being the Shares. A summary of the Articles of Association of our Company relating to, among others, the voting rights of our Shareholders is set out under Appendix B – "Summary of Selected Articles of Association of our Company" of this Offer Document. There are no founder, management, deferred or unissued Shares reserved for issuance for any purpose. No person has been, or is permitted to be, given an option to subscribe for or purchase any securities of our Company or any of our subsidiaries or associated companies.

Details of changes in our issued and paid-up capital since our incorporation and immediately after the Placement are as follows:

	Number of Shares	**S$**
Issued and fully paid Shares as at the date of incorporation of our Company on 6 May 2004	2	2
Issue of new and fully paid Shares on 16 July 2004	399,998	399,998
Issue of new Shares pursuant to the Restructuring Exercise	516,080	516,080
Upon completion of the Restructuring Exercise	916,080	916,080
Share Split	128,251,200	916,080
Pre-Placement issued and paid-up share capital	128,251,200	916,080
New Shares issued pursuant to the Placement	30,000,000	6,000,000
PPCF Shares issued as part of PPCF's professional fees in respect of its role as Manager and Sponsor (performed in accordance with the provisions of the Management Agreement)	1,608,800	321,760
Post-Placement issued and paid-up share capital	159,860,000	7,237,840

Save as disclosed above and in the section entitled "General and Statutory Information – Share Capital" of this Offer Document, there were no changes in the issued and paid-up capital of our Company, our subsidiaries and our associated companies within the three years preceding the date of this Offer Document.

SHARE CAPITAL

The shareholders' equity of our Company based on our combined balance sheet as at 28 February 2009, after adjustments to reflect the Restructuring Exercise, Share Split and the issue of the New Shares pursuant to the Placement are set out below. This should be read in conjunction with the financial statements.

	As at 28 February 2009 ($'000)	After the Restructuring Exercise and Share Split ($'000)	After the Placement ($'000)
Equity			
Share capital	431	916	5,401[1]
Reserves	9,337	8,852	8,852
	9,768	9,768	14,253

Note:

(1) This takes into account the set-off of estimated issue expenses of approximately S$1.5 million.

OWNERSHIP STRUCTURE

The Directors and Substantial Shareholders of our Company as at the Latest Practicable Date and their respective shareholdings immediately before and after the Placement are set out below:

	Before the Placement				After the Placement			
	Direct Interest		Deemed Interest		Direct Interest		Deemed Interest	
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
Directors								
Ben Tan[(1)]	31,220,000	24.3	92,271,200	71.9	31,220,000	19.5	92,271,200	57.7
Alvin Tan[(1)]	31,220,000	24.3	92,271,200	71.9	31,220,000	19.5	92,271,200	57.7
Melanie Tan[(1)]	15,271,200	11.9	108,220,000	84.4	15,271,200	9.6	108,220,000	67.7
Wong Ming Kwong[(2)]	4,760,000	3.7	–	–	4,760,000	3.0	–	–
Dr Wu Chiaw Ching	–	–	–	–	–	–	–	–
Raymond Lye	–	–	–	–	–	–	–	–
Substantial Shareholders (other than the Directors)								
Koh Chin Kim[(1)]	45,780,000	35.7	77,711,200	60.6	45,780,000	28.6	77,711,200	48.6
Others								
PPCF[(3)]	–	–	–	–	1,608,800	1.0	–	–
Public							–	–
New public investors	–	–	–	–	30,000,000	18.8	–	–
Total	128,251,200	100.0[(4)]			159,860,000	100.0		

Notes:

(1) Ben Tan, Alvin Tan and Melanie Tan are siblings. Their mother is Koh Chin Kim. Each of Ben Tan, Alvin Tan, Melanie Tan and Koh Chin Kim is deemed interested in all the Shares held by their family members.

(2) On 29 September 2009, our Director, Alvin Tan sold, and Wong Ming Kwong acquired, 34,000 Shares (before the Share Split) for a total consideration of S$50,000 on a willing-buyer-willing-seller basis.

(3) As part of PPCF's professional fees in respect of its role as Manager and Sponsor (performed in accordance with the provisions of the Management Agreement), our Company will issue 1,608,800 PPCF Shares at the Placement Price for each PPCF Share.

(4) May not add up due to rounding.

Saved as disclosed above, there are no other relationships between the Directors and Substantial Shareholders. Save as disclosed above, to the best of the knowledge of our Directors, our Company is not directly or indirectly owned or controlled, whether severally or jointly, by any other corporation, any government or other natural or legal person.

The Shares held by our Directors and Substantial Shareholders do not carry different voting rights from the New Shares which are the subject of the Placement. Our Directors are not aware of any arrangement the operation of which may, at a subsequent date, result in a change in control of our Company.

Save as disclosed above and under the section entitled "Restructuring Exercise" of this Offer Document, there were no significant changes in the percentages of ownership of our Directors and Substantial Shareholders in our Company in the last three years prior to the Latest Practicable Date.

MORATORIUM

Substantial Shareholders

Each of Alvin Tan, Ben Tan, Melanie Tan and Koh Chin Kim has undertaken not to directly or indirectly, offer, sell, contract to directly or indirectly, offer, sell, realise, transfer, assign, pledge, grant any option to purchase, grant any security over, encumber or otherwise dispose of, any part of his or her interest in our Company for a period of six months commencing from the date of our admission to the Official List of Catalist (***Initial Period***) and the aforementioned restrictions shall apply to at least 50.0% of each of his or her original shareholding for a period of six months following the Initial Period.

Others

Wong Ming Kwong, who holds 4,760,000 Shares representing approximately 3.0% of our Company's enlarged issued and paid-up share capital after the Placement, has also undertaken not to directly or indirectly, offer, sell, contract to sell, realise, transfer, assign, pledge, grant any option to purchase, grant any security over, encumber or otherwise dispose of 94.7% of his interest in our Company comprising 4,510,000 Shares for a period of twelve months commencing from the date of admission of our Company to the Official List of Catalist.

As part of PPCF's professional fees in relation to its roles as Manager and Sponsor (performed in accordance with the provisions of the Management Agreement), our Company will issue the 1,608,800 PPCF Shares at the Placement Price for each PPCF Share to PPCF.

PPCF has undertaken not to directly or indirectly, offer, sell, contract to sell, realise, transfer, assign, pledge, grant any option to purchase, grant any security over, encumber or otherwise dispose of any part of its interest in our Company for the Initial Period and at least 50.0% of its original shareholding for a period of six months after the Initial Period.

Upon the completion of the aforesaid moratorium period, PPCF will be disposing of its shareholding interest in our Company at its discretion.

Dilution is the amount by which the Placement Price to be paid by the subscribers and/or purchasers of our Shares in this Placement exceeds our NTA per Share after the Placement. Our NTA per Share based on our combined balance sheet as at 28 February 2009 (excluding any surplus arising from fair value gains on our investment properties) before adjusting for the estimated net proceeds due to our Company from the Placement and based on the pre-Placement issued and paid-up share capital of 128,251,200 Shares was 3.4 cents per Share.[1]

Pursuant to the Placement in respect of 30,000,000 new Shares, being the Placement Shares, at the Placement Price, our NTA per Share as at 28 February 2009 after adjusting for the estimated net proceeds due to our Company from the Placement and based on the post-Placement issued and paid-up share capital of 159,860,000 Shares would have been 5.5 cents.[1] This represents an immediate increase in NTA per Share of 2.1 cents to our existing Shareholders and an immediate dilution in NTA per Share of 14.5 cents or approximately 72.5% to our new public investors.

The following table illustrates the dilution per Share as at 28 February 2009 based on the Placement Price of S$0.20 per Share:

	Cents
Placement Price per Share	20.0
NTA per Share based on the pre-Placement share capital of 128,251,200 Shares	3.4
Increase in NTA per Share attributable to existing shareholders	2.1
NTA per Share after the Placement of New Shares and based on the post-Placement share capital of 159,860,000 Shares	5.5
Dilution in NTA per Share to new public investors	14.5

Note:

(1) If based on the Unadjusted Combined Balance Sheet of our Group as at 28 February 2009, our NTA per Share, based on our pre-Placement Position (before adjusting for the estimated net proceeds from the issue of New Shares) and our Post-Placement Position (after adjusting for the estimated net proceeds from the issue of New Shares) would have been 7.6 cents and 8.9 cents respectively.

The following table summarises the total number of Shares issued by us to our existing Shareholders as at the date of lodgement of this Offer Document, the total consideration paid by them and the average effective cash cost per Share to our existing Shareholders of Shares acquired by them from the date of incorporation, and to the public Shareholders who subscribe for and purchase the Placement Shares pursuant to the Placement:

	Number of Shares (after the Share Split)	Total cash consideration ($)	Average effective cash cost per Share (cents)
Directors			
Ben Tan	31,220,000	100,000	0.32
Alvin Tan	35,980,000[(1) (3)]	100,000	0.28
Melanie Tan	15,271,200	Nil[(2)]	Nil
Wong Ming Kwong	4,760,000[(3)]	50,000	1.05
Substantial Shareholders (other than the Directors)			
Koh Chin Kim	45,780,000	200,000	0.44
New public investors	30,000,000	6,000,000	20.0

Notes:

(1) This is before the transfer of 34,000 Shares (before the Share Split) from Alvin Tan to Wong Ming Kwong. Please refer to the section entitled "Shareholders" of this Offer Document for further details.

(2) There was no cash consideration as Melanie Tan was issued Shares through a share swap (as part of the Restructuring Exercise). Please refer to the section entitled "Restructuring Exercise" for further details.

(3) On 28 September 2009, our Director, Alvin Tan sold, and Wong Ming Kwong acquired, 34,000 Shares (before the Share Split), for a total consideration of S$50,000 on a willing-buyer-willing seller basis.

Immediately prior to the Restructuring Exercise, our Group comprised our Company as the holding company and our two wholly-owned subsidiaries, Goodland Development and Goodland Investments. In preparation for our listing on the Catalist, we undertook the Restructuring Exercise pursuant to which our Company became the investment holding company of our Group. The Restructuring Exercise involved the following:

(a) Acquisition of Goodland Capital

Pursuant to a share swap agreement dated 24 September 2009, our Company acquired the entire issued and paid-up share capital of S$2.00 of Goodland Capital, comprising an aggregate of two (2) ordinary shares, from Ben Tan and Alvin Tan for a nominal consideration of S$40.00. The consideration was satisfied by the issue and allotment of an aggregate of 40 Shares to Ben Tan and Alvin Tan at an issue price of S$1.00 per Share, credited as fully paid-up. A nominal consideration was offered as Goodland Capital was in an audited NTL position of S$2,367 as at 28 February 2009. 20 Shares were distributed to each of Ben Tan and Alvin Tan, in accordance to their percentage of shareholdings in Goodland Capital immediately prior to the acquisition.

(b) Acquisition of Goodland Homes

Pursuant to a share swap agreement dated 24 September 2009, our Company acquired the entire issued and paid-up share capital of S$2.00 of Goodland Homes, comprising an aggregate of two (2) ordinary shares, from Ben Tan and Alvin Tan for a nominal consideration of S$40.00. The consideration was satisfied by the issue and allotment of an aggregate of 40 Shares to Ben Tan and Alvin Tan at an issue price of S$1.00 per Share, credited as fully paid-up. A nominal consideration was offered as Goodland Homes was in an audited NTL position of S$2,367 as at 28 February 2009. 20 Shares were distributed to each of Ben Tan and Alvin Tan, in accordance to their percentage of shareholdings in Goodland Homes immediately prior to the acquisition.

(c) Acquisition of Goodland Group Construction

Pursuant to a share swap agreement dated 24 September 2009, our Company acquired the entire issued and paid-up share capital of S$2.00 of Goodland Group Construction, comprising an aggregate of two (2) ordinary shares, from Ben Tan for a total consideration of S$72,000. The consideration was satisfied by the issue and allotment of 72,000 Shares to Ben Tan, at an issue price of S$1.00 per Share, credited as fully paid-up. The consideration was arrived at based on the audited NTA of Goodland Group Construction of S$72,033 as at 28 February 2009.

(d) Acquisition of GPM Builders

Pursuant to a share swap agreement dated 24 September 2009, our Company acquired the entire issued and paid-up share capital of S$2.00 of GPM Builders, comprising an aggregate of two (2) ordinary shares, from Melanie Tan for a total consideration of S$422,000. The consideration was satisfied by the issue and allotment of 422,000 Shares (***Consideration Shares***) to Melanie Tan and her nominees at an issue price of S$1.00 per Share, credited as fully paid-up. The consideration was arrived at based on the audited NTA of GPM Builders of S$421,975 as at 28 February 2009. The Consideration Shares were issued to Melanie Tan and her nominees in the following proportions: Melanie Tan – 109,080 Shares, Koh Chin Kim – 127,000 Shares, Ben Tan – 50,960 Shares, and Alvin Tan - 134,960 Shares.

(e) Acquisition of Banyan Housing Development

Pursuant to a share swap agreement dated 15 September 2009, our Company acquired 72.0% of the issued and paid-up share capital of Banyan Housing Development, comprising an aggregate of 72,000 ordinary shares, from Sim Shang Ni for a total consideration of S$22,000. The consideration was satisfied by the issue and allotment of 22,000 Shares to Alvin Tan, at an issue price of S$1.00 per Share, credited as fully paid-up. The consideration was arrived at based on the 72.0% pro-rated interest in the audited NTA (as adjusted for fair value gain on investment property) of Banyan Housing Development as at 28 February 2009 of approximately S$22,076 (expressed as a Singapore dollar equivalent).

(f) Resultant shareholding of Ben Tan, Alvin Tan, Koh Chin Kim and Melanie Tan

Pursuant to the transactions described in paragraphs (a) to (e) above, the resultant shareholding proportions in our Company were as follows:

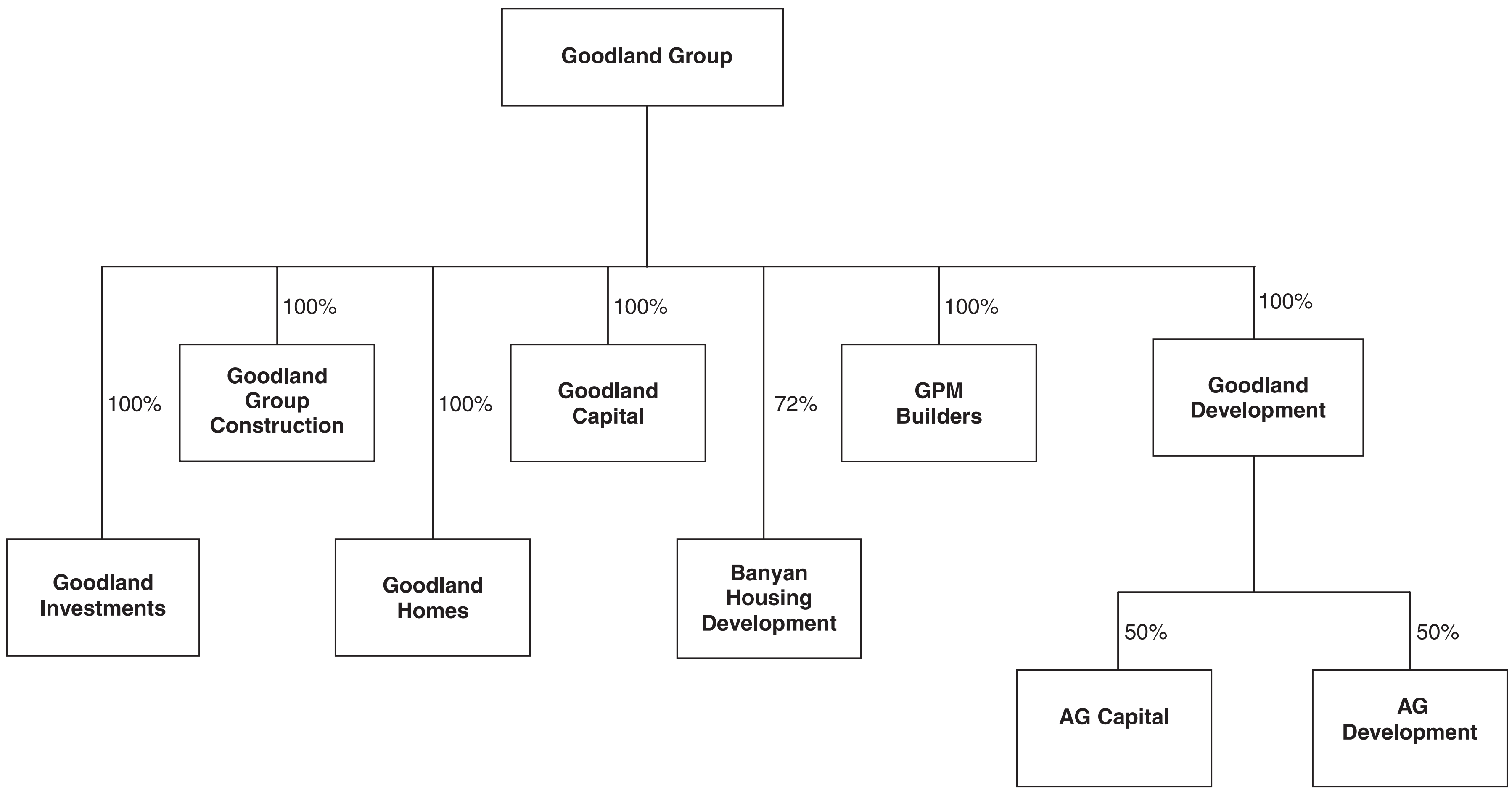
Shareholder	Shareholding (as a percentage of our Company's pre-Placement issued and paid-up share capital)	Number of Shares
Koh Chin Kim	35.7%	327,000
Alvin Tan	28.1%	257,000
Ben Tan	24.3%	223,000
Melanie Tan	11.9%	109,080

Please see the section entitled "Directors, Management and Staff – Relationships between our Executive Directors, Substantial Shareholders, and Executive Officers" for details of the family relationships between the Founding Shareholders and our Executive Directors.

Please refer to the section entitled "Group Structure" for details of our Group structure immediately after the Restructuring Exercise.

GROUP STRUCTURE

Our Group structure after the Restructuring Exercise and as at the Latest Practicable Date is as follows:



The details of our subsidiaries and associated companies as at the date of this Offer Document are as follows:

Name of company	Date and place of incorporation	Principal business/ Principal place of business	% effective ownership
Goodland Development	19 January 1993 (Singapore)	Real estate development / Singapore	100%
Goodland Investments	25 August 1994 (Singapore)	Real estate development / Singapore	100%
Goodland Group Construction	4 February 2008 (Singapore)	Building construction including major upgrading works / Singapore	100%
GPM Builders	13 December 2006 (Singapore)	Building contractors, housekeeping, cleaning and maintenance services / Singapore	100%
Goodland Homes	29 January 2007 (Singapore)	Investment holding company / Singapore	100%
Goodland Capital	29 January 2007 (Singapore)	Investment holding company / Singapore	100%
Banyan Housing Development	16 March 2006 (Kuala Lumpur, Malaysia)	Real estate development / Penang, Malaysia	72%
AG Capital	22 February 2006 (Singapore)	Real estate development and general wholesale trade / Singapore	50%
AG Development	6 July 2006 (Singapore)	Real estate development / Singapore	50%

Our subsidiaries and associated companies above are not listed on any stock exchange.

The following financial information of our Group should be read in conjunction with the "Independent Auditors' Report on the Combined Financial Statements of Goodland Group Limited and its Subsidiaries for the Financial Years ended 30 September 2006, 2007 and 2008 and Five Months Period Ended 28 February 2009" as set out in Appendix A of this Offer Document

Operating Results of our Group[1]

	Audited FY2006 (S$'000)	Audited FY2007 (S$'000)	Audited FY2008 (S$'000)	Unaudited FP2008 (S$'000)	Audited FP2009 (S$'000)
Revenue	7,538	3,634	11,532	8,626	6,181
Cost of sales	(6,496)	(2,788)	(8,033)	(6,396)	(5,293)
Gross profit	1,042	846	3,499	2,230	888
Other operating income	530	2,501	4,157	268	265
Expenses:					
Administrative expenses	(710)	(928)	(838)	(322)	(630)
Other operating expenses	(324)	(107)	(22)	(7)	(58)
Operating profit	538	2,312	6,796	2,169	465
Interest income	–[6]	–[6]	–[6]	–[6]	–[6]
Finance costs	(290)	(382)	(345)	(140)	(150)
Share of results of associated companies	–	8	(290)	(15)	(213)
Profit before income tax[2]	248	1,938	6,161	2,014	102
Income tax	(7)	(69)	(1,062)	(416)	(8)
Profit for the year/period[2]	241	1,869	5,099	1,598	94
Attributable to:					
Equity holders of the Company	240	1,838	5,066	1,599	95
Minority interest	1	31	33	(1)	(1)
	241	1,869	5,099	1,598	94
Basic EPS (cents)[2] [3] [4]	0.19	1.43	3.95	1.25	0.07
Adjusted EPS (cents)[5]	0.15	1.15	3.17	1.00	0.06

Notes:

(1) The combined financial statements of our Group for the period under review have been prepared on the basis that our Group has been in existence throughout the period under review. Please refer to the Independent Auditors' Report in Appendix A to this Offer Document.

(2) Had the Service Agreements been in effect for FY2008, our profit before income tax, profit for the year and basic EPS for FY2008 would have been approximately S$6,062,000, approximately S$5,017,000 and 3.89 cents respectively.

(3) For comparative purposes, basic EPS for the period under review have been computed based on the net profit for the year/period attributable to the equity holders of our Company and the pre-Placement share capital of 128,251,200 Shares.

(4) Had we excluded other operating income arising from fair value gains on our investment properties and the effect of deferred income tax thereon, our basic EPS would have been 0.19 cents, 0.29 cents, 1.56 cents, 1.25 cents and 0.07 cents for FY2006, FY2007, FY2008, FP2008 and FP2009 respectively.

(5) For comparative purposes, adjusted EPS as adjusted for the Placement has been computed based on the net profit for the year/period attributable to the equity holders of our Company and the post-Placement share capital of 159,860,000 Shares.

(6) Denotes a figure less than S$1,000.

Financial Position of our Group

As at	Audited combined balance sheet[1] FY2008 (S$'000)	FP2009 (S$'000)
ASSETS		
Non-current assets		
Property, plant and equipment	943	1,055
Investment properties	15,995	15,997
Investments in associated companies	718	504
	17,656	17,556
Current assets		
Cash and cash equivalent	909	1,680
Financial assets, at fair value through profit or loss	52	76
Trade and other receivables	3,015	2,694
Other current assets	280	533
Development properties for sale	2,331	–
	6,587	4,983
Total Assets	**24,243**	**22,539**
LIABILITIES		
Non-current liabilities		
Finance lease liabilities	45	74
Borrowings	6,834	6,702
Deferred tax liabilities	464	464
	7,343	7,240
Current liabilities		
Trade and other payables	2,007	2,768
Due to shareholders	773	630
Finance lease liabilities	19	21
Borrowings	3,487	1,453
Income tax payable	863	582
	7,149	5,454
Total Liabilities	**14,492**	**12,694**
EQUITY		
Share Capital and Reserve		
Share capital	431	431
Reserves	9,242	9,337
Minority interest	78	77
Total Equity	**9,751**	**9,845**
Total Liabilities and Equity	**24,243**	**22,539**
NTA per share (cents)[2] [3]	7.54	7.62

Notes:

(1) The combined financial statements of our Group for the period under review have been prepared on the basis that our Group has been in existence throughout the period under review. Please refer to the Independent Auditors' Report in Appendix A to this Offer Document.

(2) The NTA per Share is computed based on the net tangible assets of our Group and the pre-Placement share capital of 128,251,200 Shares.

(3) Had we excluded any surplus arising from fair value gains on our investment properties, and based on our pre-Placement share capital of 128,251,000, our NTA per share would have been 3.3 cents and 3.4 cents for FY2008 and FP2009 respectively.

The following discussion of our results of operations for the period under review should be read in conjunction with the full text of this Offer Document, in particular Appendix A - "Independent Auditors' Report on the Combined Financial Statements of Goodland Group Limited and its Subsidiaries for the Financial Years Ended 30 September 2006, 2007 and 2008 and Five Months Period Ended 28 February 2009" to this Offer Document and the related notes elsewhere in this Offer Document. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results may differ significantly from those projected in the forward-looking statements. Factors that might cause future results to differ significantly from those projected in the forward-looking statements include, but are not limited to, those discussed below and elsewhere in this Offer Document, particularly in the section entitled "Risk Factors" of this Offer Document. Under no circumstances should the inclusion of such forward-looking statements herein be regarded as a representation, warranty or prediction with respect to the accuracy of the underlying assumptions by our Company, the Manager and Sponsor, or the Placement Agent or any other person. Investors are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof. Please refer to the section "Cautionary Note Regarding Forward-Looking Statements" of this Offer Document.

The figures set out in this section are approximates only and where appropriate, for ease of reference, we have rounded these figures to one decimal place.

BASIS OF PRESENTATION

Goodland Group is regarded as a continuing entity resulting from the Restructuring Exercise since all the entities which are taking part in the Restructuring Exercise are deemed to be controlled by the same ultimate controlling parties, namely Ben Tan, Alvin Tan and Koh Chin Kim. Consequently, immediately after the Restructuring Exercise, there is a continuation of the risks and benefits to the ultimate controlling parties existing prior to the Restructuring Exercise. The Restructuring Exercise has been accounted for as a restructuring under common control in a manner similar to the pooling of interests method. Accordingly, the combined financial statements for the financial years ended 30 September 2006, 2007 and 2008 and five months period ended 28 February 2009 have been presented on the basis of merger accounting and comprise the financial statements of the entities which are under common control of the ultimate controlling parties that exist before and after the Restructuring Exercise.

OVERVIEW

We are currently principally engaged in the development and sale of residential properties in Singapore. As a secondary activity, we undertake construction works for property development projects, including those which we develop. We are also lessors of a number of shop units in Malaysia that are intended for eventual redevelopment and sale.

Revenue

Our revenue is mainly project-based in nature and can be categorised as follows:

(a) Sale of development properties

Revenue from our property development activities is recognised based on the completion method, where all income from the contract is booked after TOP is obtained.

FRS 18, *Revenue*, which stipulates the recognition of revenue upon the transfer of risks and rewards of ownership to the buyer implies the use of the completion of construction (**COC**) method. Under FRS 11, *Construction Contracts*, revenue is recognised based on the percentage of completion (**POC***)* method further described in FRS 11. According to Recommended Accounting Practice 11, *Pre-Completion Contracts For the Sale of Development Property*, property developers have the option to recognise revenue based on the COC or POC method.

Our Group recognises income on property development projects based on the COC method. Our revenue from property development is recognised only upon the receipt of TOP, which is the point of transfer of the risks and rewards of ownership to the buyer.

Development properties for sale that are unsold are carried at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less costs to complete the development and selling expenses.

Revenue from our property development business constituted 100.0%, 93.0%, 73.5% and 50.5% of our revenue for FY2006, FY2007, FY2008 and FP2009 respectively.

Factors which may affect our revenue derived from our property development activities include:

(i) our ability to grow our land bank;

(ii) property prices;

(iii) changes in Singapore's government policies; and

(iv) risks in the property sectors in Singapore and overseas markets in which we operate.

Please refer to the section entitled "Risk Factors" of this Offer Document for other factors that may affect our revenue and financial performance.

(b) Construction

We recognise our construction revenue arising from construction activities in accordance with the POC method prescribed in FRS 11, *Construction Contracts*. Our construction revenue is recognised when the outcome of the construction contract can be estimated reliably. Construction revenues, costs and profits are recognised in the income statement in proportion to the stages of completion of the contract. When the outcome of the construction contract cannot be estimated reliably, construction contractual revenue is recognised to the extent of the construction contractual costs incurred that are likely to be recoverable. When it is probable that total construction contractual costs will exceed total construction revenue, the expected loss is recognised as an expense immediately.

The stages of completion are determined by reference to the percentage of the value of works certified in relation to the latest estimated total revenue of the contract to date compared to the estimated contract value on completion.

Construction revenue includes the initial amount agreed in the contract plus any variations in the contract and claims under the contract, to the extent that it is probable that they will result in revenue and can be measured reliably.

For FY2006 and FY2007, we did not provide construction services to any external parties. Revenue from our construction business accounted for 25.6% and 49.5% of our total revenue for FY2008 and FP2009 respectively.

The value of our construction contract is determined by our management based on the estimated costs to complete the project,

Factors which may affect our revenue derived from our property construction activities include:

(i) our ability to secure sizable new contracts;

(ii) the growth of Singapore's construction industry; and

(iii) the quality of our work and reputation among construction houses in Singapore.

Please refer to the section entitled "Risk Factors" of this Offer Document for other factors that may affect our revenue and financial performance.

Revenues from project development and construction are project-based and may experience significant fluctuations.

Please refer to the section entitled "Risk Factors" of this Offer Document for other factors that may affect our revenue and financial performance.

Cost of Sales

(a) Sale of development properties

Our direct costs associated with our property development business are mainly attributable to land costs, development charges, project management costs, construction costs and direct labour.

Development charges are levied for changes made to existing development plans of a particular plot of land such as the increase in the plot ratio or change in land usage.

Project management costs mainly include architectural design fees and professional fees paid out to mechanical and electrical engineers.

(b) Construction

Our direct construction costs comprise mainly raw material costs.

Raw materials such as reinforcement bars, sand, cement, aggregates and pre-cast concrete are procured directly from our suppliers. Our raw material costs incurred on each project are dependent on the size, design and material specifications of the project and the price levels of the raw materials.

The breakdown of our cost of sales for the period under review is set out below:

	FY2006 (S$'000)	FY2007 (S$'000)	FY2008 (S$'000)	FP2008 (S$'000)	FP2009 (S$'000)
Land costs	2,817	1,363	2,947	2,947	1,390
Raw material costs	–	194	522	74	701
Construction costs	2,955	890	3,305	2,724	2,140
Project management costs	447	218	687	510	419
Direct labour costs	–	–	534	103	569
Financing costs	277	123	38	38	74
Total cost of sales	**6,496**	**2,788**	**8,033**	**6,396**	**5,293**

Our cost of sales may be affected by the following factors:

(i) whether the project requires sub-contracting and the extent of the sub-contracting required;

(ii) our ability to secure sub-contractors with the requisite skills at competitive cost;

(iii) fluctuations in the prices of raw materials which are in turn dependent on the demand and supply conditions for the raw materials; and

(iv) our ability to manage projects and avoid cost overruns.

Other operating income

Other operating income comprises mainly fair value gain on valuation of and rental income derived from our investment properties. Our investment properties are properties held with a view to generate recurring income and for capital appreciation. These investment properties constitute the land bank to be used for our Group's future property development projects.

Investment properties are carried at their open market valuation, determined annually by independent valuers, based on their existing use. Pursuant to FRS 40, *Investment Property*, investment properties can be carried at fair value at the balance sheet date based on independent professional valuation. Changes in fair value of our investment properties are recognised in the income statement in the year in which it arose.

We recognise our rental income on a straight-line basis over the lease term. The tenures of our lease agreements with our lessees are generally for one to two years and we usually require an upfront deposit of at least one to two months' rent in addition to the payment of the first month's rent. Such terms are generally in line with market practice.

Administrative expenses

Administrative expenses comprise mainly the directors' remuneration, salaries and bonuses, CPF contributions, depreciation, property tax and utilities expenses.

In addition, administrative expenses include direct costs incurred in the generation of other operating income. Such direct costs are insignificant in the period under review as they accounted for less than 1.0% of the profit before tax in each of the respective financial period or years in the financial period under review.

Other operating expenses

Other operating expenses relate mainly to bad debts written off. Bad debts are written off when there is objective evidence that our Group will not be able to collect all amounts dueunder the original terms of the receivables.

Realised and unrealised losses on our quoted investments are also recognised in other operating expenses.

Interest income

Interest income represents interest earned on our fixed deposits and savings account. Interest income is immaterial in the period under review.

Finance costs

Our finance costs are mainly attributable to the interest expense incurred on term loans and overdrafts from financial institutions used to finance the purchase and development of our properties and for working capital purposes respectively.

Share of results of associated companies

Our Group's share of results of associated companies is represented by a 50.0% share of AG Capital's and AG Development's profits and losses which do not have any cash flow impact.

Income tax expense

Our overall effective tax rates for FY2006, FY2007, FY2008 and FP2009 were 2.8%, 3.6%, 9.7% and 7.8% respectively.

The prevailing statutory tax rates for FY2006, FY2007, FY2008 and FP2009 were 20.0%, 18.0%, 18.0% and 17.0% respectively.

The effective tax rate for the Group for FY2006 was lower than the amount determined by applying the then prevailing statutory tax rate mainly due to utilisation of previously unrecognised tax losses.

For FY2007 and FY2008, the effective tax rates were lower than the statutory tax rates due to income which was not subject to tax. Such income was mainly derived from fair value gains on our investment properties.

For FP2009, the effective tax rate was lower than the statutory tax rate because of the partial tax exemption for income on the first S$300,000 on our chargeable income. Please see the section entitled "Taxation" of this Offer Document for further information on the tax regime in Singapore.

Segmental breakdown of past performance

For the purposes of discussion, we have segmented our revenue into the following business segments:

(i) sale of development properties segment, which is the business segment relating to our property development business;

(ii) construction segment, which is the business segment relating to our construction business; and

(iii) others segment, which is the business segment relating to revenue derived from our procurement of raw materials for other companies on an ad-hoc basis.

Our business segments are determined based on our management and internal reporting structure.

Geographical segment is not presented as we operate predominantly in Singapore.

Revenue

The following table sets out the breakdown of our revenue by business segments for the period under review:

Segment	**FY2006 (S$'000)**	**FY2007 (S$'000)**	**FY2008 (S$'000)**	**FP2008 (S$'000)**	**FP2009 (S$'000)**
Sale of development properties	7,538	3,380	8,472	8,472	3,120
Construction	–	–	2,950	86	3,061
Others	–	254	110	68	–
Total	**7,538**	**3,634**	**11,532**	**8,626**	**6,181**

Gross Profit

The following table sets out the breakdown of our gross profit by business segments for the period under review:

Segment	**FY2006 (S$'000)**	**FY2007 (S$'000)**	**FY2008 (S$'000)**	**FP2008 (S$'000)**	**FP2009 (S$'000)**
Sale of development properties	1,042	787	2,448	2,468	741
Construction	–	–	1,022	(254)	147
Others	–	59	29	16	–
Total	**1,042**	**846**	**3,499**	**2,230**	**888**

Gross Profit Margin

The following tables set out a breakdown of our gross profit margin by business segments for the period under review:

Segment	FY2006 (%)	FY2007 (%)	FY2008 (%)	FP2008 (%)	FP2009 (%)
Sale of development properties	13.8	23.3	28.9	29.1	23.8
Construction	–[1]	–[1]	34.6	–[1]	4.8
Others	–[1]	23.2	26.4	23.5	–[1]
Overall	**13.8**	**23.3**	**30.3**	**25.9**	**14.4**

Note:

(1) Not meaningful.

REVIEW OF RESULTS OF OPERATIONS

FY2007 vs FY2006

Revenue

Our revenue decreased by S$3.9 million or 51.8% from S$7.5 million in FY2006 to S$3.6 million in FY2007. This was mainly because we undertook only one property development project at 12 Chiap Guan Road and sold the remaining two units of Le Royce @ Leith Park in FY2007 as compared to our sale of two property development projects, namely Le Royce @ Leith Park and 79 Jalan Bumbong, in FY2006.

Gross profit

Despite the S$0.2 million or 18.8% decline in gross profit from S$1.0 million in FY2006 to S$0.8 million in FY2007, our overall gross profit margin improved from 13.8% in FY2006 to 23.3% in FY2007. The improvement in gross profit margin was mainly due to lower land and construction costs associated with our FY2007 project at 12 Chiap Guan Road as compared to the land and construction costs for the FY2006 projects at Le Royce @ Leith Park and 79 Jalan Bumbong.

Other operating income

Other operating income increased by S$2.0 million from S$0.5 million in FY2006 to S$2.5 million in FY2007. The increase was due mainly to fair value gains on our investment properties. As a result of the adoption of FRS 40, investment properties can be carried at fair value at the balance sheet date based on independent professional valuation. In determining the fair value, the valuers have used valuation techniques involving certain estimates such as the market comparison method. In relying on the valuation reports, our management has exercised its judgment and is satisfied that the valuation methods and estimates are reflective of current market conditions.

Administrative expenses

Administrative expenses increased by S$0.2 million from S$0.7 million in FY2006 to S$0.9 million in FY2007. The increase was mainly due to increment in salaries and bonuses in order to retain and motivate our staff.

Other operating expenses

The decrease in other operating expenses of S$0.2 million was mainly due to lesser bad debts being written off in FY2007 as compared to FY2006.

The bad debt in FY2006 arose mainly from a customer who defaulted on payments. The bad debt in FY2007 was mainly due to a disagreement with a customer on completed works.

Long outstanding debts will only be written off after the Group has taken reasonable efforts or legal action to recover the payment.

Interest income

Interest income was immaterial in FY2007 and FY2006, and accounted for less than 1.0% of the profit before tax in each of the respective years.

Finance costs

Finance costs increased by S$0.1 million from S$0.3 million in FY2006 to S$0.4 million in FY2007. The increase in our finance costs was mainly due to additional loans taken and the higher interest rates incurred for the refinancing of our loans.

Share of results of associated companies

In FY2007, our Group acquired 50.0% of the issued share capital of AG Capital and AG Development in order to tap on the expertise of the other shareholder (of AG Capital and AG Development) and to execute two property development projects, namely Vetro and The Aristo @ Amber, which will be completed in FY2010 and FY2011 respectively.

The share of profit from the 50.0% associated companies is immaterial in FY2007 and represents less than 1.0% of the profit before tax in FY2007.

Profit before income tax

Our profit before income tax increased by S$1.7 million, from S$0.2 million in FY2006 to S$1.9 million in FY2007. The increase was mainly due the S$1.5 million fair value gain on our investment properties in FY2007.

FY2008 vs FY2007

Revenue

Our revenue increased by S$7.9 million or 217.3% from S$3.6 million in FY2007 to S$11.5 million in FY2008. The increase was mainly due to our recognition of property development revenue of S$8.5 million from a fully-sold semi-detached development project, namely Silver SpurZ, in FY2008. In comparison, our property development revenue in FY2007 from our project at 12 Chiap Guan Road amounted to only S$3.4 million.

In addition, our construction revenue from third parties and associated companies amounted to S$2.9 million in FY2008. We did not earn any construction revenue from third parties and associated companies in FY2007. The construction revenue in FY2008 pertains to our construction works for projects at Dunsfold Villas, the Vetro and The Aristo @ Amber.

Gross profit

Our overall gross profit margin improved from 23.3% in FY2007 to 30.3% in FY2008. The improvement was due mainly to the better margins earned for our Silver SpurZ project, as compared to the 12 Chiap Guan Road development. The higher margin commanded for the Silver SpurZ project was due to better design and additional amenities for that development.

Other operating income

Other operating income increased by S$1.7 million, from S$2.5 million in FY2007 to S$4.2 million in FY2008. The increase was due mainly to the S$3.6 million fair value gain on our investment properties in FY2008, which was higher than the S$1.5 million fair value gain in FY2007.

In determining fair value, the valuers have used valuation techniques which involve certain estimates such as the market comparison method. In relying on the valuation reports, management has exercised its judgment and is satisfied that the valuation methods and estimates are reflective of current market conditions.

Administrative expenses

Administrative expenses decreased by S$0.1 million from S$0.9 million in FY2007 to S$0.8 million in FY2008. The decrease was mainly due to salaries of S$0.5 million being reclassified from administrative expenses to cost of sales as such salaries were directly attributable to construction revenue, a significant revenue stream in FY2008. There were no similar expenses or additional income streams in previous financial years.

Other operating expenses

There were no bad debts written off in FY2008. Other operating expenses in FY2008 pertained to realised and unrealised fair value losses on our quoted investments.

Interest income

Interest income was immaterial in FY2008 and FY2007, and accounted for less than 1.0% of the profit before tax for each of the respective years.

Finance costs

Finance costs in FY2008 were mainly due to interest paid on short and long term loans taken to finance our projects. Finance costs remained relatively stable between FY2008 and FY2007.

Share of results of associated companies

The share of loss of S$0.3 million was mainly due to the accounting adjustment made to eliminate revenue derived from downstream construction services provided, within our Group, by our subsidiaries to our associated companies. As we fully recognised the revenue and direct costs from construction works provided by our subsidiaries to our associated companies for our projects, namely Vetro and The Aristo @ Amber, such elimination was necessary to eliminate our 50% share of the profits earned by our associated companies. This is because we are unable to recognise our unconfirmed pro-rata share of the associated companies' profits pertaining to developments yet to be sold to parties outside of our Group.

Profit before income tax

The S$4.2 million increase in profit before income tax was mainly due to the increase in gross profit of S$2.7 million and fair value gains on our investment properties amounting to S$2.1 million in FY2008 over FY2007.

FP2009 vs FP2008

Revenue

Our revenue decreased by S$2.4 million or 28.3% from S$8.6 million in FP2008 to S$6.2 million in FP2009. This was mainly due to the smaller scale property development project undertaken at 1062/1064 Sembawang Road which contributed S$3.1 million of property development revenue in FP2009 as compared to the Silver SpurZ project which contributed S$8.5 million in revenue in FP2008.

However, construction revenue increased by S$3.0 million from S$86,000 in FP2008 to S$3.1 million in FP2009. This increase was mainly due to more construction works completed in FP2009 for the Vetro and the Dunsfold Villas projects resulting in more construction revenue being recognised in accordance with the stages of completion.

Gross profit

Our decline in gross profit by S$1.3 million from S$2.2 million in FP2008 as compared to S$0.9 million in FP2009 was in line with our decrease in revenue over the same period.

Our overall gross profit margin dropped from 25.9% in FP2008 to 14.4% in FP2009. The decline was mainly due to the downward pressure on the selling price of our property at 1062/1064 Sembawang Road as a result of the weakening property market.

Other operating income

Other operating income was relatively stable for FP2008 and FP2009. Other operating income in FP2008 and FP2009 was mainly due to the rental income from our investment properties.

Administrative expenses

Administrative expenses increased by S$0.3 million from S$0.3 million in FP2008 to S$0.6 million in FP2009. The increase was mainly due to increment in salary and bonus payments in order to retain and motivate our staff.

Other operating expenses

Other operating expenses were insignificant in FP2008, and accounted for less than 1.0% of our profit before tax in that financial period. In FP2009, our other operating expenses of S$0.1 million was mainly due to the recognition of realised and unrealised losses on our quoted investments during a period of general decline in share prices.

Interest income

Interest income was immaterial in FP2009 and FP2008, and accounted for less than 1.0% of our profit before tax in the respective financial periods.

Finance costs

Finance costs remained relatively stable between FP2008 and FP2009. The slight increase in finance costs of approximately S$10,000 in FP2009 was mainly due to the fluctuation in interest rates in relation to the loan taken for our construction and property development projects.

Share of results of associated companies

The loss of S$0.2 million in FP2009 was due to accounting adjustments made to eliminate construction services revenue derived from downstream construction works provided within our Group, by our subsidiaries to our associated companies. As we fully recognised the revenue and costs from construction works provided by our subsidiaries to our associated companies for our projects, namely, Vetro and The Aristo @ Amber, such elimination was necessary to eliminate our 50% share of the profits earned by our associated companies. This is because we are unable to recognise our unconfirmed pro-rata share of the associated companies' profits pertaining to developments yet to be sold to parties outside of our Group.

Profit before income tax

Profit before income tax decreased by S$1.9 million, from S$2.0 million in FP2008 to S$0.1 million in FP2009. The decrease was mainly due to the S$1.3 million decrease in gross profit as a result of the launch of a smaller scale project in FP2009 as compared to FP2008.

In addition, administrative costs increased by S$0.3 million in FP2009 over FP2008, mainly due to increased staff payroll related expenses.

REVIEW OF PAST FINANCIAL POSITION

Non-current assets

Our Group's non-current assets consist mainly of investment properties, property, plant and equipment, and investments in associated companies.

Investment properties accounted for 90.6% and 91.1% of our non-current assets as at FY2008 and FP2009 respectively. As at FP2009, our investment properties include properties at 18 Roberts Lane, 67/67A Brighton Crescent, 12 B/C Andrews Avenue, 12 D/E Andrews Avenue, 219A Ponggol Seventeenth Avenue and Pitt Street in Penang, Malaysia.

Our Group's property, plant and equipment mainly comprise fixed assets such as our corporate headquarters at 18 Roberts Lane, construction equipment, motor vehicles, furniture and office equipment. Property, plant and equipment accounted for 5.3% and 6.0% of our non-current assets as at FY2008 and FP2009 respectively.

Investments in associated companies decreased from S$0.7 million in FY2008 to S$0.5 million in FP2009. The decrease was mainly due to our share of losses in our associated companies. The Group acquired 50.0% of the issued share capital of AG Capital Pte Ltd and AG Development Pte Ltd for a cash consideration which approximates the fair value of identifiable net assets at the date of acquisition. The carrying amount of the Group's cost of investment in the associated company amounted to S$500,000 for each of our associated companies.

Save as described above, there was no significant fluctuation in our non-current assets position between FY2008 and FP2009.

Current assets

Current assets comprise mainly trade and other receivables, development properties for sale, and cash and cash equivalents. As at FY2008 and FP2009, current assets amounted to S$6.6 million and S$5.0 million respectively.

Trade and other receivables accounted for 45.8% and 54.1% of our total current assets as at FY2008 and FP2009 respectively. Our trade and other receivables decreased by S$0.3 million from FY2008 to FP2009. The decrease was mainly due to the receipt of retention sums upon the receipt of CSC for the Silver SpurZ project.

Development properties for sale include land costs, development costs, capitalised interest and other related costs. Our property under development, the semi-detached development project located at 1062/1064 Sembawang Road, accounted for S$2.3 million or 35.4%, of our total current assets as at FY2008. We did not have any development properties for sale as at FP2009.

Cash and cash equivalents accounted for 13.8% and 33.7% of our total current assets as at FY2008 and FP2009 respectively.

Current assets decreased by S$1.6 million from S$6.6 million in FY2008 to S$5.0 million in FP2009. The decrease was mainly due to development properties for sale which were fully developed by FP2009.

Non-current liabilities

Non-current liabilities comprise mainly the non-current portion of loans from financial institutions and deferred tax liabilities. As at FY2008 and FP2009, non-current liabilities amounted to S$7.3 million and S$7.2 million respectively.

Loans from financial institutions amounted to S$6.8 million and S$6.7 million, as at FY2008 and FP2009 respectively. These loans were mainly obtained to finance our property development projects and were secured against the respective properties of our Group and personal guarantees of our Directors. The interest rates of these term loans range from 2.54% to 7.34% per annum.

Our Group purchases certain plant and equipment and motor vehicles from third parties periodically under finance leases. Finance lease liabilities are insignificant and accounted for 0.6% and 1.0% of our non-current liabilities as at FY2008 and FP2009 respectively.

Deferred tax liabilities amounted to S$0.5 million in both FY2008 and FP2009, and were due to fair value gains on our investment properties.

There was no significant fluctuation in the non-current liabilities position of the Group as at FY2008 and FP2009.

Current liabilities

Current liabilities comprise mainly the current portion of our loans from financial institutions, bank overdraft, amount due to our shareholders, trade and other payables, and income tax payable.

The amounts due to our shareholders pertain to cash loans and advances provided by the Founding Shareholders to the Group for working capital purposes. These loans were unsecured, interest free and repayable in cash on demand. These amounts were fully settled in June 2009. Please refer to the section of this Offer Document entitled "Interested Person Transactions" for further details on the settlement of the cash loans and advances provided by our Founding Shareholders.

As at FY2008, the current portion of our loans and overdrafts from financial institutions amounted to S$3.5 million or 48.8% of our current liabilities. This decreased to S$1.5 million and accounted for 26.6% of total current liabilities as at FP2009. The decrease was due to the repayment of existing term loans.

Trade and other payables increased from S$2.0 million in FY2008 to S$2.8 million in FP2009. The increase was mainly due to increased orders made by our Group from suppliers and vendors in relation to construction works and also because of advanced progress billings made to our customers, both in relation to the projects at 17 Dunsfold Drive and Mar Thoma Road.

Working capital

As at FY2008 and FP2009, our current liabilities exceed our current assets. The Group was in negative working capital position firstly because we obtained short-term loans (a substantial portion of which are classified as current) to finance our property development projects which may be medium to long-term in nature. Due to the nature of our business and our means of funding, our borrowings are relatively high. Secondly, we received advances for construction works carried out on our construction projects, and such advances will be recognised as a current liability until the completion of a construction milestone which may occur in a financial period different from that in which the advance was received. Thirdly, the amounts owed by our Group to our Founding Shareholders which were repayable upon demand were recognised as current liabilities in FY2008 and FP2009. Since the settlement of the amounts owed to our Founding Shareholders in June 2009, such amounts ceased to exist.

Notwithstanding that our Group has recorded net current liabilities for FY2008 and FP2009, we have generated consistently positive cash flow from our operating activities for the past three FYs and FP under review.

Equity

Shareholders' equity comprises mainly share capital, capital reserves and retained profits.

There was no significant increase in reserves between FY2008 and FP2009.

LIQUIDITY AND CAPITAL RESOURCES

Cash flow summary

A summary of our cash flow for the period under review is as follows:

	FY2006 (S$'000)	FY2007 (S$'000)	FY2008 (S$'000)	FP2008 (S$'000)	FP2009 (S$'000)
Net cash from operating activities	2,880	383	5,713	5,237	3,421
Net cash used in investing activities	(532)	(1,056)	(7)	(2)	(178)
Net cash (used in)/from financing activities	(2,512)	1,287	(6,053)	(5,664)	(2,472)
Effects of foreign exchange on translation	–[(1)]	(22)	23	–[(1)]	(1)
Net change in cash and cash equivalents	**(164)**	**592**	**(324)**	**(429)**	**770**
Cash and cash equivalents at the beginning of the year/period	**(332)**	**(497)**	**96**	**96**	**(228)**
Cash and cash equivalents at the end of the year/period	**(496)**	**95**	**(228)**	**(333)**	**542**

Note:

(1) Denotes a figure less than S$1,000.

<u>FP2009</u>

Net cash generated from operating activities

During FP2009, we generated net cash from operating activities before working capital changes of S$0.5 million. Net cash from working capital of S$3.2 million was mainly due to the S$2.3 million decrease in development properties for sale and an increase in trade and other payables of S$0.8 million.

The decrease in development properties for sale was due to the sale of our property development project at 1062/1064 Sembawang Road. The increase in trade and other payables of S$0.8 million was due to advances received construction works for the Vetro project.

After the aggregate cash outflow of S$0.3 million due to tax payments and interest received, we generated net cash from operating activities of S$3.4 million.

Net cash used in investing activities

Net cash used in investing activities of S$0.2 million was due to the S$0.1 million purchase of equipment and motor vehicles, and purchase of S$0.1 million of quoted investments.

Net cash used in financing activities

Net cash used in financing activities of S$2.5 million was mainly due to the repayment of S$2.2 million of bank borrowings, interest payment of S$0.2 million on the borrowings and payment of advances from our Founding Shareholders of S$0.1 million.

FY2008

Net cash generated from operating activities

In FY2008, we recorded net cash flow from operating activities before working capital changes of S$3.3 million. Net cash from working capital contribution of S$2.5 million was due to S$5.3 million decrease in development properties for sale, S$1.6 million increase in trade and other receivables, and S$1.2 million decrease in trade and other payables.

The decrease in development properties for sale was due to the sale of our Silver SpurZ property development project. The increase in trade and other receivables was partly due to an amount owing from Koh Chin Kim in relation to our property development project at Dunsfold Villas. Please refer to the section entitled "Present and On-Going Interested Person Transactions - Provision of Construction Services for Dunsfold Villas" of this Offer Document, for further details. Also, there was an increase in amount due from associated companies, which was mainly due to advances given to associated companies for the working capital needs of our Vetro and The Aristo @ Amber property development projects. The decrease in trade and other payables was due to reduction in advances received from customers.

After net cash outflow of approximately S$51,000 due to income tax and interest received, we generated net cash from operating activities of S$5.7 million.

Net cash used in investing activities

Net cash used in investing activities of approximately S$7,000 was due to proceeds of approximately S$106,000 received from the disposal of our investment in quoted investments, approximately S$3,000 of dividend income, offset by approximately S$97,000 used in the purchase of quoted investments and approximately S$18,000 used in the purchase of equipment.

Net cash used in financing activities

Net cash used in financing activities of S$6.1 million was due to the repayment of S$5.0 million in bank borrowings, interest payment of S$0.4 million and payment of S$0.7 million of advances from our Founding Shareholders.

FY2007

Net cash generated from operating activities

In FY2007, we generated approximately S$0.9 million operating cash flow before working capital changes. Net cash used in working capital of S$0.3 million was mainly due to a decrease in trade and other receivables of approximately S$58,000, S$1.0 million increase in trade and other payables and S$1.4 million increase in development properties for sale.

The S$0.1 million decrease in trade and other receivables was due to the release of retention sums upon the receipt of CSC for the Le Royce @ Leith Park project. The S$1.0 million increase in trade and other payables was due to increase in advances received from customers. The S$1.4 million increase in development properties for sale was due to the net impact of the capitalisation of the Silver SpurZ property development project and the sale of the property development project at 12 Chiap Guan Road.

After the aggregate cash outflow of S$0.2 million due to income tax and interest received, we generated net cash from operating activities of S$0.4 million.

Net cash used in investing activities

Net cash used in investing activities of S$1.1 million in FY2007 was mainly due to our S$1.0 million investments in our associated companies. In addition, we also obtained proceeds of S$0.2 million from the disposal of our investments in quoted investments, which was offset against the S$0.2 million used in purchasing our investments in quoted investments.

Net cash generated from financing activities

Net cash derived from financing activities of approximately S$1.3 million was mainly due to net proceeds of S$2.6 million from our bank borrowings netted against our bank repayments, offset by S$0.6 million of net repayment of advances from our shareholders and S$0.6 million of interest paid.

FY2006

Net cash generated from operating activities

In FY2006, we generated operating cash flow before working capital changes of S$0.9 million. Net cash contribution from working capital changes of S$2.0 million was due to S$0.5 million increase in trade and other payables, S$1.5 million decrease in development properties for sale, offset by S$0.1 million increase in trade and other receivables.

The increase in trade and other payables was due to slower payment made to related parties in relation to the project at Le Royce @ Leith Park and two semi-detached houses at 79 Jalan Bumbong. The increase in trade and other receivables was due to slower payment made by related parties. The decrease in development properties for sale was mainly due to the sale of the Le Royce @ Leith Park and 79 Jalan Bumbong property development projects.

After net cash outflow of S$24,000 due to income tax paid and interest received, we generated net cash flow of S$2.9 million from our operating activities.

Net cash used in investing activities

Net cash used in investing activities of S$0.5 million was mainly due to the purchase of investment property at Brighton Avenue, the site was later used for the Silver SpurZ project.

Net cash used in financing activities

Net cash used in financing activities of S$2.5 million was mainly due to the repayment of S$2.1 million of bank borrowings, payment of S$0.6 million of interest on the borrowings, offset by S$0.1 million of advances from our shareholders.

Management of capital resources, liquidity and debt levels

We funded our operations through a combination of internal and external sources of funds. We derived our internal funds from profit generated from our operations as well as from our existing cash and bank balances. Our external sources of funds are obtained through credit provided by our suppliers and also credit facilities from banking institutions such as term loans and loans provided by our Founding Shareholders. Please refer to section entitled "Capitalisation and Indebtedness" of this Offer Document for further information.

The principal uses of these cash sources are to finance credit granted to customers, deposits paid to suppliers, capital expenditure, administrative and other expenses, and finance costs.

Based on our shareholders' equity of S$9.8 million as at 28 February 2009, and our outstanding external borrowings of S$8.2 million, our gearing ratio was 0.8 times while our current ratio was 0.9 times. We have been able to service our debt payments on a timely basis, and our interest coverage ratio (defined as profit from operations divided by finance costs) was 3.1 times.

As at FP2009, total term loans of S$7.0 million was used to finance our property developments and purchase of investment properties (with original tenures ranging from 24 to more than 60 months). As at 12 August 2009, we had S$8.6 million of outstanding bank overdrafts and term loans and total credit facilities of S$9.9 million, of which S$0.2 million was not utilised. As at 10 July 2009, our Group had cash and bank balances of approximately S$1.7 million. Please refer to the section of this Offer Document entitled "Capitalisation and Indebtedness" for further information.

Our Directors are of the reasonable opinion that, after having made due and careful inquiry and after taking into account the cash flows generated from our operations, together with our existing cash and cash equivalents and our external bank facilities, the working capital available to our Group as at the date of lodgement of this Offer Document is sufficient for present requirements and for at least 12 months after the listing of our Company on the Catalist.

Our Sponsor is of the reasonable opinion that, after having made due and careful inquiry and after taking into account the cash flows generated from our operations, together with our existing cash and cash equivalents and our external banking facilities, the working capital available to our Group as at the date of lodgement of this Offer Document is sufficient for present requirements and for at least 12 months after the listing of our Company on the Catalist.

CAPITAL EXPENDITURES, DIVESTMENTS AND COMMITMENTS

Capital expenditures

Capital expenditures and divestments made by our Group in the period under review were as follows:

Addition	**FY2006 (S$'000)**	**FY2007 (S$'000)**	**FY2008 (S$'000)**	**FP2009 (S$'000)**	**Up to the Latest Practicable Date (S$'000)**
Plant and equipment	–	5	28	60	11
Motor vehicle	–	53	–	93	–
Disposal					
Plant and Equipment	(52)	–	–	–	–
Motor vehicle	–	–	–	(79)	–

Capital commitments

(a) Property Development Expenditure

Capital expenditures contracted for at the balance sheet date but not recognised in the financial statements are as follows:

	FY2006 (S$'000)	FY2007 (S$'000)	FY2008 (S$'000)	FP2009 (S$'000)	As at the Latest Practicable Date (S$'000)
Development expenditure contracted but not provided for in the financial statements	8,455	638	212	–	1,000

Subsequent to the Latest Practicable Date, our Group had on 17 September 2009, exercised its opinion to acquire a property located at 6 Lorong 6 Geylang, Singapore 399168 for a purchase price of S$1.96 million pursuant to an option-to-purchase agreement dated 4 September 2009 entered into with unrelated parties. The completion of the sale and purchase of this property is expected to take place by 8 January 2010.

Development expenditure includes cost of land and other directly related development expenditure such as borrowing costs incurred in developing the properties.

(b) Operating lease receipts

Our operating lease receipts pertain to rent collected on our investment properties. The future minimum lease receivables under non-cancellable operating leases contracted for at the balance sheet date but not recognised as receivables, are as follows:

	FY2006 (S$'000)	FY2007 (S$'000)	FY2008 (S$'000)	FP2009 (S$'000)	As at the Latest Practicable Date (S$'000)
Rental receivables					
Within one year	144	237	403	297	167
After one year	22	58	115	40	52
	166	295	518	337	219

Contingent liabilities

As at the Latest Practicable Date, our Group does not have any contingent liabilities.

SEASONALITY

The business of our Group is not affected by any seasonal changes in demand. However, our financial performance is project based, and may fluctuate from year to year, depending on the timing of receipt of TOP and achievement of contractual milestones for our property development and construction business segments respectively.

INFLATION

In the period under review, inflation did not have a material impact on the financial performance of our Group.

FOREIGN EXCHANGE EXPOSURE

We have not been significantly exposed to foreign exchange fluctuations as substantially all our revenue and expenses are denominated in Singapore dollars. Less than 5.0% of our other operating income was denominated in Malaysian Ringgit for the period under review. Our foreign exchange gains and losses for the period under review have not been significant.

Currently, we do not have a formal hedging policy as our management believes that it is more efficient for us to assess each transaction on a case by case basis. We will continue to monitor our foreign exchange exposure in future and will consider hedging any material foreign exchange exposure should the need arise.

SIGNIFICANT ACCOUNTING POLICY CHANGES

Save as disclosed below, the accounting policies have been applied consistently by our Group throughout the period under review:

Adoption of FRS 40, *Investment Property*

Our Group adopted FRS 40, *Investment Property*, on 1 October 2006. Under FRS 40, *Investment Property*, our Group classifies its investment properties which meet the recognition criteria under FRS 40 as investment properties and state them at fair value, with changes in fair value recognised in the income statement. Before 1 October 2006, the investment properties are accounted for as non-current investments under FRS 25 Accounting for Investments, and are stated at cost (less impairment losses).

In accordance with the transitional provisions of FRS 40, the Group has elected to recognise the effects of FRS 40 adoption prospectively, as an adjustment to the opening balance of accumulated profits as at 1 October 2006.

CAPITALISATION AND INDEBTEDNESS

The following table, which should be read in conjunction with the "Independent Auditors' Report on the Combined Financial Statements of Goodland Group Limited and its Subsidiaries for the Financial Years ended 30 September 2006, 2007 and 2008 and the Five Months Period Ended 28 February 2009" as set out in Appendix A to this Offer Document, shows our cash and bank balances, capitalisation and indebtedness as at 10 July 2009:

(i) on a combined Group basis before adjustments; and

(ii) as adjusted to give effect to the application of the net proceeds from the Placement, after deducting estimated issue expenses related to the Placement.

(S$'000)	**As at 10 July 2009**	**As adjusted for net proceeds from the Placement**
Cash and bank balances	1,658	6,143
Short term debt	2,138	2,138
Long term debt	6,638	6,638
Total indebtedness	**8,776**	**8,776**
Total shareholders' equity	**9,810**	**14,295**
Total capitalisation and indebtedness	**18,586**	**23,071**

As at the Latest Practicable Date, the total banking facilities available to us amounted to approximately S$9.9 million, of which S$8.6 million is still outstanding. As at the Latest Practicable Date, the unutilised banking facilities amounted to approximately S$0.2 million.

As at the Latest Practicable Date, our banking facilities are as follows:

Financial Institutions	Nature of Facility	Facilities Available (S$'000)	Outstanding Amounts as at Latest Practicable Date (S$'000)	Amount paid as at Latest Practicable Date (S$'000)	Unutilised Amount as at Latest Practicable Date (S$'000)	Borrower	Purpose of Facility
UOB	Property Financing	2,565	2,279	286	–	Goodland Investments	Term Loan
Sing Investments & Finance Limited	Property Financing	810	745	65	–	Goodland Development	Commercial Term Loan
Sing Investments & Finance Limited	Property Financing	473	433	40	–	Goodland Investments	Commercial Term Loan
DBS Bank	Property Financing	5,716	4,811	658	247	Goodland Development	Overdraft and Term Loan
Public Bank Berhad	Property Financing	345[(1)]	315[(1)]	30[(1)]	–	Banyan Housing Development	Term Loan
Total		**9,909**	**8,583**	**1,079**	**247**		

Note:

(1) Converted from the Malaysian Ringgit amount to the equivalent Singapore dollar amount based on the exchange rate of RM2.4379:S$1.00 from Bloomberg L.P. as at the Latest Practicable Date. We have not sought the consent of Bloomberg L.P. nor has Bloomberg L.P. provided its consent for the inclusion of the information set out. Bloomberg L.P. is therefore not liable for such information under Section 253 and 254 of the SFA. Our Company has included the exchange rate information from Bloomberg L.P. in its proper form and context in this Offer Document and has not sepeately verified the accuracy of the contents of the information.

As at the Latest Practicable Date, our hire purchase facilities are as follows:

Facility Provider	Purpose of facility	Facilities available (S$'000)	Outstanding amounts as at Latest Practicable Date (S$'000)	Borrower
Tan Chong Credit Pte Ltd	Hire Purchase	29	15	Goodland Development
Tan Chong Credit Pte Ltd	Hire Purchase	43	38	Goodland Group Construction
Peng Tat Credit Pte Ltd	Hire Purchase	44	28	GPM Builders
Total		**116**	**81**	

HISTORY

Our Company was incorporated in Singapore under the Companies Act on 6 May 2004 as a private exempt limited company under the name of "THC Development & Holdings Pte. Ltd.". On 11 May 2009, our Company name was changed to "Goodland Group Pte. Ltd.". In preparation for the listing of our Company, we undertook the Restructuring Exercise, as a result of which our Company became the holding company of our Group. Further details of the Restructuring Exercise are set out in the section entitled "Restructuring Exercise" of this Offer Document. Our Company was subsequently converted into a public limited company on 24 September 2009 under the name "Goodland Group Limited".

We are a boutique property developer and our business first commenced with the incorporation of Goodland Development in January 1993 by our CEO, Alvin Tan. Our business then comprised primarily public infrastructure projects, the construction of a wave wall at MacRitchie Reservoir in 1993 being our first such project. At the same time, we started to engage in smaller scale refurbishment, renovation and alteration works in respect of shophouses and other commercial and retail units. We continued to take on various projects for public agencies such as the Water Department of the PUB, NEA (then known as the Ministry of Environment), NParks, Mindef and the Public Works Department (now known as the CPG Corporation Pte Ltd after its corporatisation in 1999) after Alvin Tan's brother, Ben Tan, joined us as a director in July 1994. We successfully completed projects such as repairing and erecting a shelter at the Pulau Ubin Jetty in February 1994, the conservation of three shophouses in Little India from October 1994 to March 1995, partial construction of a runway at the Paya Lebar Airbase in August 1995 and civil works for the enhancement of weighbridge facilities at refuse disposal sites in September 1995.

In April 1997, we undertook the development of Namly Place and the Elite Terrace Community Parks before constructing a fish farm at Lim Chu Kang in December 1997. We eventually moved on to larger-scale projects such as the construction in February 1999 of a three storey building at Yio Chu Kang made up of retail units on the first and second storeys and an old folks home on the third storey.

Apart from our varied experience above, our business scope also includes the area of residential property development.

Our subsidiary, Goodland Investments, was incorporated in August 1994 as a vehicle, together with Goodland Development, for our entry into the property development business. In March 1996, we successfully completed our first residential property development project. This was the redevelopment of an existing residential property into a two-storey semi-detached dwelling house at 56 Jalan Bumbong. Our property development business at the time was largely carried out by the purchase of landed properties, which we would retrofit, renovate or reconstruct and then sell. We also successfully completed small-scale projects such as the development of landed residences at various locations islandwide, including Serangoon Gardens, Seletar, Ponggol, Woodlands and Rosyth Estate.

Other than residential property developments, our Company has also been involved in the development of commercial properties, the first major commercial development project being the Farmart Centre at Sungei Tengah Road in 2000. We provided design-and-build services for the Farmart Centre, which currently houses an assortment of health food and produce stores, vegetable and animal farms, pet stores and restaurants.

In 2001, our Group was awarded the construction contract for our largest commercial development project to date, being the conversion of the Singapore Turf Club's former premises at 720 Dunearn Road, into Turf City, an integrated commercial development comprising food and beverage outlets, retail outlets, a sports complex, vehicle dealerships and a furniture mall. The development of Turf City was accomplished in three phases. The first phase, completed in October 2001, was the construction of the Auto Emporium, a complex which currently houses various motor vehicle dealerships. The second phase was the construction, renovation and retrofitting of former Turf Club facilities to accommodate the Turf City Shopping Mall and was completed in December 2001. The third phase, completed in September 2002, comprised additional works, alterations and mechanical and electrical works to 60 units of existing residential apartments and remodelling certain areas of the third storey of the main grandstand and the fourth and fifth storeys of the north grandstand for commercial use.

In August 2002, our Group acquired adjoining land plots at 16, 18 and 20 Roberts Lane for the erection of Goodland Building, a five-storey building where our headquarters is currently located. The completion of Goodland Building was a milestone in our property development business, demonstrating our ability to construct and develop both small and large residential as well as commercial properties.

In November 2004, Goodland Development was registered as a member of the Real Estate Developers' Association of Singapore, an association that aims to promote professionalism and ethics in the real estate development industries, provides conciliation panel services to purchasers who are dissatisfied with the properties sold by their respective vendor, and makes representations on behalf of its members to statutory or public bodies in matters relating to the real estate development business.

In February 2005, we were awarded the B2 and C3 grade registration by the BCA in respect of General Building and Civil Engineering Works respectively. These allow us to tender for projects of tender values of up to S$15.0 million and S$0.75 million in value, in relation to general building projects and civil engineering projects respectively.

In October 2004 and September 2006, we undertook residential projects, namely Le Royce @ Leith Park and The Silver SpurZ at Brighton Avenue, which comprised strata-landed developments featuring units with ground contact, but with shared basements and recreational facilities characteristic of condominiums. Residential developments with such features represent a marriage between landed housing and condominiums and subsequently became known in the property market as cluster housing. The cluster housing concept was an innovative prospect at the time, and we believe that we were one of the first to put it into practice. Le Royce @ Leith Park and The Silver SpurZ were launched and fully sold during their respective sales launches.

In February 2006, our Group received both ISO 9001:2000 certification in respect of our quality management system and OHSAS 18001:1999 certification in respect of our occupational health and safety management system, both of which were assessed as conforming with ISO and OHSAS standards. We subsequently attained ISO 9001:2008 and OHSAS 18001:2007 certification in February 2009. These are certifications awarded by Certification International (S) Pte Ltd are both valid until February 2012, subject to regular audits and renewals every two years.

In July and August 2006, our Group acquired a 50% stake in each of two real estate development companies in Singapore, AG Capital and AG Development, to further expand our business and to provide support for our Group's property development arm. Their ongoing residential development projects are Vetro at Mar Thoma Road and The Aristo @ Amber. Vetro is our first high-rise residential development comprising a 17-storey apartment building with 32 units, which was launched and fully sold in September 2007 and is currently in its construction phase. The Aristo @ Amber is our second high-rise residential development project with 95% of units sold as of the date of this Offer Document.

We entered the Malaysian property development market in March 2006 when our Directors, Alvin Tan and Melanie Tan, became shareholders of Banyan Housing Development, which currently has its registered office in Penang. Our Executive Directors have observed that the property market in Penang shares several similar features with the Singapore property market and believe that entrance into the property market in Penang will be appropriate for the expansion of our Group's business. The property in Penang which we own or are currently in the process of acquiring is held as part of our land bank and is slated for future redevelopment by our Group.

BUSINESS OVERVIEW

Principal activities

We are principally engaged in property development and sale of residential properties in Singapore. As a secondary activity, we undertake construction works for property development projects, including those which we develop. We are also lessors of a number of shop units that are intended for eventual redevelopment and sale.

Business process

The key stages of our property development process are as follows:

Stage 1
Site identification, evaluation and acquisition

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Stage 2
Design and project planning

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Stage 3
Marketing

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Stage 4
Construction tender and appointment of contractors

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Stage 5
Construction and development of project

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Stage 6
Completion

Stage 1: Site identification, evaluation and acquisition

Potential development sites are identified via private offers or government land sale programmes, upon which a site evaluation will be conducted. The site evaluation will include in-depth market research as well as financial feasibility studies to evaluate the viability, profitability and risks of the proposed development. Factors which are taken into consideration include the following:

(i) various elements of the land site including topography, visibility to drive-by traffic, site location, accessibility to public transportation and overall suitability for residential or commercial use;

(ii) gross plot ratio;

(iii) profiles of our target customers;

(iv) purchase price of the site;

(v) competition from neighbouring and other comparable developments;

(vi) preparation costs prior to construction;

(vii) availability of financing;

(viii) demographic features such as population density and household numbers; and

(xi) requirements imposed by the relevant authorities such as zoning restrictions, height restrictions and availability of utility services in the area.

In addition to the above site-specific considerations, general market characteristics in Singapore will be taken into account. These include the general economic outlook, the state of the property market, employment and business trends and population growth trends in Singapore.

In order to ascertain the break-even costs of the identified site, detailed studies are also performed to determine the bidding price for the site and the sale price of the completed project. We rely on these studies to avoid overbidding or acquiring sites at prices which may later be unrecoverable or result in an unprofitable project. Apart from our internal evaluation process, independent evaluation is also performed by professional consultants engaged by our Group who assist in providing us with realistic estimates of construction costs and determining the maximum realisable potential of the identified site.

Once we are satisfied with the results of our internal evaluation process as well as the recommendations of third party accredited professionals engaged by us, we will proceed to either acquire the site or, as the case may be, submit our bid.

Stage 2: Design and project planning

Upon successful acquisition of a site, we will assemble a project team by engaging professional advisors and consultants, including an architect, a cost consultant, a structural engineer and a mechanical and electrical services engineer. Our management team will work with the project team to produce a detailed design brief of the proposed development which essentially documents key characteristics we intend to incorporate into our development and outlines requirements such as the number and types of units of the development, floor areas of each unit and the standard of finishes for the requirements of our target market. Based on the themes set out in the initial design brief, our project team will rework, improve and develop subsequent design proposals until we deem the final proposal to be satisfactory and within the determined specifications and budget.

Stage 3: Marketing

In most cases, we apply for the relevant licence permitting us to market a project for sale upon completion of the show-flat but before the construction of the actual buildings have been completed. As part of our sales and marketing activities, we construct show-flats for some of our developments such as Vetro and The Aristo @ Amber and distribute brochures and promotional materials for our smaller-sized projects such as our cluster housing developments and those comprising semi-detached or terrace houses. The sales of units in our development are typically marketed through advertisements in the mass media or through property agents in Singapore. We also appoint third-party marketing agents to advertise and promote our projects.

Stage 4: Construction tender and/or appointment of contractors

For some of our projects, third-party contractors are invited to tender for construction contracts. All tender returns and openings must comply with our tender system. Selected contractors are invited to tender for or provide quotes for a project once we have settled upon a final design and project plan. These prospective bidders are short-listed either through our prior experiences with them from past or existing projects or via recommendations or referrals from our consultants. During a tender exercise, the consultants appointed by our Group will prepare and issue tender documents and drawings to each of the contractors invited to tender. Upon the submission of tenders, our Directors and consultants appointed by our Group will meet to discuss and evaluate each bidder before selecting the three most competitive bids. Interviews will then be conducted with the shortlisted bidders for further negotiation or clarification in respect of pricing, materials or method of construction. Visits may be made to the sites of their existing or completed construction projects to verify their claims of quality, deliverability and technical workmanship. Notification of successful tenders usually takes place within three months from the close of the tender. Construction contracts are generally awarded on a lump-sum basis to contractors with established and proven track records, good reputations in the construction industry, and who are able to offer competitive prices.

In other cases, we appoint contractors by sourcing for quotations (otherwise than by way of a tender exercise) and the prospective bidders are given the contract documents and drawings for their review. Unlike tender exercises, no fixed period is stipulated during which the contractors must submit their tender.

Where we encounter a temporary shortage in supply of contractors for a project, the construction arm of our Group will take responsibility for the construction phase of the project. In such cases, our quantity surveyor will evaluate the costs of the entire construction phase of the project. Upon receiving the approval of the cost estimate from our management team, the architect for the project will award the construction contract to our Group.

Stage 5: Construction and development of project

In cases where we undertake the construction works for the project instead of outsourcing them, our project manager will manage the project in accordance with the design and quality plan for that project. Our project manager makes regular site inspections to monitor the progress of work of our sub-contractors, suppliers and members of the project team to ensure adherence to building specifications and quality procedures and to monitor construction expenditure.

For projects where construction contracts are awarded to third parties, contract administration will be the primary responsibility of the architect, aided by members of the project team, from the time the contract is awarded to the contractor until the end of the defects liability period stipulated in the construction contract. We also have our resident technical officers on-site supervising each stage of construction to ensure that building standards and technical specifications are met as well as to ensure timely completion of the project. Construction expenditure is monitored to ensure that there are no material cost overruns. We maintain regular contact with the architect to obtain progress updates as (i) our contractors are paid by way of monthly progress payments upon the architect issuing a monthly interim certificate recommending that payment is due to the contractor, based on the architect's assessment of completed work in respect of each of the relevant milestones reached in the construction process; and (ii) in cases where the Standard Payment Scheme applies, progress payments from purchasers of units of our developments are due for collection only upon issuance of the architect's certificate of work done.

Stage 6: Completion

Four to six weeks before the slated date for completion of construction works, our project manager will check the completed works in order to compile a list of defects and outstanding works to be addressed by our subcontractors. Once construction works are completed and we are satisfied with the results of our inspection, our Company will submit an application to the BCA for the project's TOP and CSC. Once the TOP has been received, possession of the individual units in the development can be delivered to each of our purchasers. Official handover of the project will take place after the issuance of the CSC signifying the completion of the property development. The contractors' obligations under the construction contract will cease upon issuance of the maintenance certificate by the architect.

In cases where contracts for construction services are awarded to third party contractors, these contractors will be liable for any defects (whether arising from their default or that of their subcontractors) during the 12-month period after completion, known as the defects liability period. We typically retain 3% to 5% of the value of the contract awarded in order to secure the fulfilment of the contractors' obligation to attend to all defects during the defects liability period. For projects where construction services are undertaken by us, we are the party liable for any defects in the property development during the defects liability period, including those arising from the default of subcontractors engaged by us.

Our property development projects

Our property development projects generally comprise medium sized landed housing such as bungalows, semi-detached houses and terrace houses which typically permit a gross plot ratio of 0.7 times, as well as small to medium sized residential apartments which typically permit a gross plot ratio of 3.5 times.

The acquisition costs of land sites for our recent and current projects range from approximately S$1.0 million to S$15.0 million. From 2006 to 2008 and up to the Latest Practicable Date, we acquired eight plots of freehold residential land. Of these eight sites, we have developed and sold 19 units of landed dwelling houses and launched two residential apartment projects, namely the Vetro (with all 32 units sold) and The Aristo @ Amber (with 53 units out of 56 units sold). The aggregate sales value of the aforementioned properties was approximately S$77.0 million.

The Vetro and The Aristo @ Amber are currently in the construction stages and are expected to be completed in FY2010 and FY2011 respectively.

We also own five shophouse units in Goodland Building, 12B/C/D/E Andrews Avenue, and 67/67A Brighton Crescent, which are currently leased to third-parties and are intended for eventual redevelopment and sale.

Details of our recently completed and currently ongoing property development projects as well as our investment properties to be developed and launched in due course as at the Latest Practicable Date are as set out below:

Recently completed property development projects

Name and Location	Developed By	Tenure	Description	Approximate Land Area (sq m)	Number of Units	Date of CSC	% Sold	Units Remaining as at the Latest Practicable Date
79/79A Jalan Bumbong Singapore 739931/894	Goodland Development	Freehold	3-storey semi-detached dwelling house	494.0	2	18 January 2006	100%	Nil
"Le Royce @ Leith Park" 8/8A/8B, 10, 10A, 12, & 12A Leith Park Singapore 547959 to 547965	Goodland Development	Freehold	Cluster of 3-storey strata terrace houses with basement carparks	1,080.2	7	10 March 2006	100%	Nil
12 Chiap Guan Ave Singapore 549857	Goodland Development	Freehold	3-storey terrace dwelling house with attic	197.1	1	29 November 2006	100%	Nil
"The Silver SpurZ" 29, 29A, 29B, 29C, 29D, 29E & 29F Brighton Avenue Singapore 559275/ 288/ 289/ 290/ 291/ 546/ 547	Goodland Development	Freehold	Cluster comprising 2 pairs of 2-storey strata semi-detached dwelling houses and 3 units of 2-storey strata terrace dwelling houses (each with a basement and an attic)	1,018.0	7	3 December 2007	100%	Nil
1062 Sembawang Road Singapore 758506	Goodland Investments	Freehold	3-storey semi-detached dwelling house with roof terrace	234.2	1	9 September 2008	100%	Nil
1064 Sembawang Road Singapore 758507	Goodland Investments	Freehold	3-storey semi-detached dwelling house with roof terrace	226.3	1	9 September 2008	100%	Nil

Current ongoing property development projects

Name and Location	Developed By	Tenure	Description	Approximate Land Area (sq m)	Number of Units	Expected Date of TOP	% Sold	Units Remaining as at the Latest Practicable Date
"Vetro" 22A/B/C & 24A/B/C Mar Thoma Road Singapore 328703/6	AG Development[(1)]	999 years lease commencing from 2 June 1882	17-storey residential apartment building with a basement mechanical car park, communal facilities and roof garden with swimming pool	679.6	32	March 2012	100%	Nil
"The Aristo @ Amber" 23 Amber Road Singapore 439871	AG Capital[(1)]	Freehold	18-storey residential apartment building (comprising 54 residential units and 2 units for an existing conservation house), a basement mechanical car park, swimming pool and communal facilities	1,095.2	56	December 2013	95%	3

Note:

(1) AG Capital and AG Development are our associated companies and the operating results of these property development projects would be recognised in the income statements of our associated companies. Accordingly, the results of our associated companies will be accounted using the equity method and recognised under "Share of results of associated companies" in our Group's consolidated income statement.

Investment properties to be developed and launched in due course

Name and Location	Developed By	Tenure	Description of Proposed Development	Approximate Land Area (sq m)	Estimated Number of Units	Expected Launch Date / Expected Completion Date[7]
219A Ponggol Seventeenth Avenue, Singapore 829732[1]	Goodland Investments	Freehold	2-storey strata detached house with a basement, an attic and a communal swimming pool	842.1[2]	4	March 2010 / July 2011
12B, 12C, 12D & 12E Andrews Avenue Singapore 759930	Goodland Investments	Freehold	3-storey terrace dwelling house with an attic	299.2	2	March 2010 / September 2010
67/67A Brighton Crescent Singapore 559212	Goodland Development	Freehold	2-storey terrace dwelling house with an attic	110.6	1	January 2011 / October 2011
No. 204, 206 and 208 Jalan Dr. Lim Chwee Leong 10150 Penang, Malaysia[3]	Banyan Housing Development	Freehold	Commercial shophouses/office	489.7	5 shops and 32 offices	June 2010 / June 2011
43 Eden Grove Singapore 539089[4]	Goodland Development	Freehold	3-storey terrace dwelling house with roof-terrace	174.1	1	–[6]
6 Lorong 6 Geylang Singapore 399168[5]	Goodland Development	Freehold	Proposed 8-storey residential apartment units	336.8	21	–[6]

Notes:

(1) This property, together with the adjoining 219 Ponggol Seventeenth Avenue, is intended for the proposed development described in the table. We entered into a sale and purchase agreement dated 1 July 2009 for 219 Ponggol Seventeenth Avenue, pursuant to which completion of the sale and purchase of this property is expected to take place within 6 months from 1 July 2009.

(2) This denotes the combined approximate land area of 219 and 219A Ponggol Seventeenth Avenue – please refer to the section entitled "General Information on Our Group – Properties" for further details.

(3) We have entered into a sale and purchase agreement dated 23 June 2009 to acquire this property from Budaya Saujana (M) Sdn Bhd for RM700,000 and pursuant to which completion of the purchase shall take place within 5 months from 23 June 2009.

(4) The acquisition of this property is being carried out pursuant to an option-to-purchase agreement dated 24 July 2009 and entered into between Goodland Development and third party vendors unrelated to the Group. Goodland Development exercised its option-to-purchase on 7 August 2009. The completion of the sale and purchase of the property is expected to take place on 30 October 2009. In this connection, the completion of the sale and purchase is contingent upon, amongst other things, Goodland Development receiving satisfactory replies to their requisitions to various government authorities.

(5) The acquisition of this property is being carried out pursuant to an option-to-purchase agreement dated 4 September 2009 and entered into between Goodland Development and a third party unrelated to the Group. Goodland Development exercised its option-to-purchase on 17 September 2009. The completion of the sale and purchase of the property is expected by 8 January 2010.

(6) These properties have just been acquired, and as of the date of this Offer Document, their expected completion date and the expected launch date have not been planned.

(7) The expected launch dates and completion dates are made on a "best estimate" basis. Please refer to the section untitled "Risk Factors - We depend on our ability to identify and complete profitable property development projects" of this offer Document for further details.

QUALITY ASSURANCE

Our Group has various quality assurance procedures in place to ensure that we maintain consistently high quality standards for all our projects. All our contractors, architects and other professional consultants and advisers are appointed based on their reputations in the industry and their established track records. Each stage of construction is closely supervised and monitored by our resident engineer or resident technical officer and building consultants who conduct regular meetings and inspections to ensure adherence to building specifications, use of construction materials of the agreed type and quality, and compliance with prescribed installation or application methods. In order to stay informed as to the progress of construction, our Executive Directors, Ben Tan and Alvin Tan, also make regular site visits.

For the period of one year following the completion of our projects, our newly completed property developments are inspected and maintenance works or, if necessary, repair works, are conducted on a regular basis to ensure that the properties remain in good and tenantable condition.

We believe that the implementation of such quality management controls has been a key factor contributing to the success of our Group.

Our Group has adopted ISO 9001:2008 and OHSAS 18001:2007 standards and all our projects and construction works are required to comply with these integrated quality and health and safety procedures. We achieved both ISO 9001:2000 and OHSAS 18001:1999 certification on 7 February 2006 in relation to our Project Management Services (General Building Construction) and were subsequently awarded both ISO 9001:2008 and OHSAS 18001:2007 certification on 25 February 2009. These are certifications awarded by Certification International (S) Pte Ltd and are valid until 5 February 2012, but subject to regular audits and renewals every two years.

We place particular emphasis on safety practices and compliance with the Workplace Safety Health Act (Chapter 354A) when we undertake building works for our property development projects. We observe safety practices through a safety management system in accordance with OHSAS 18001:2007 specifications. Our safety management system regulates areas of operations such as work practices, control of movement, use of hazardous chemicals, incident reporting, and actions to be taken during emergencies. Other areas regulated by our safety management system include hazard analysis, task-specific safety training and promotion of safety awareness.

MARKETING

We currently do not have any sales or marketing personnel as these activities are outsourced to external marketing agents. Our CEO and Executive Director, Alvin Tan, heads our sales and marketing efforts and is responsible for formulating and planning marketing strategies and activities for our Group. Our marketing activities include advertising sales of our new property developments in the mass media, distributing direct mailers and brochures to selected target customers with whom we may have had previous dealings, and engaging reputable external marketing agents to promote our developments.

In order to keep abreast of market trends, sentiments, and competition from other property developers in Singapore, our Group also engages external property marketing consultants during our design phase to ensure that our proposed developments will meet the demands of our target purchasers and keep up with prevailing trends in the property market. These external property agents provide a range of services to our Group, including financial planning, providing trend information and forecasts, aiding in the formulation of our Group's marketing strategies, and provision of general advisory services relating to the real estate business. Our external marketing agents are primarily established real estate companies such as the Huttons Real Estate Group, PropNex and Century 21. These marketing agents are selected on the basis of their experience, extensive client base, proven track records and thorough understanding of the Singapore property market.

INSURANCE

We maintain general insurance coverage in respect of our business and employees. Our Group has taken up, amongst others, the following insurance policies:

(i) Contractors' all-risks insurance during construction of the property development;

(ii) Fire industrial insurance for Goodland Building, where our corporate headquarters are located, as well as most properties currently held by our Group;

(iii) Machinery all risks insurances in respect of our construction equipment;

(iv) Motor vehicle insurances for transport vehicles used by our Group;

(v) Workmen's compensation insurance in respect of our employees; and

(vi) Public liability insurance.

We believe that the coverage from these insurance policies is adequate. However, significant damage to our operations or any of our properties, whether as a result of fire or other causes, may still have a material adverse impact on our operations or financial condition. Please refer to the section entitled "Risk Factors" of this Offer Document for further information.

PROPERTIES

As at the Latest Practicable Date, our Group owns the following properties:

Properties owned (1) (5) (6)

Location	Tenure	Approximate Land Area	Approximate Floor Area	Use of property	Encumbrances
18 Roberts Lane Goodland Building Singapore 218297	Freehold	236.6	952.0	Corporate Headquarters	Mortgaged to DBS
12B, 12C, 12D & 12E Andrews Avenue Singapore 759930 (2)	Freehold	299.2	361.3	Shophouses	12B and 12C are mortgaged to UOB 12D and 12E are mortgaged to Sing Investments & Finance Limited
67/67A Brighton Crescent Singapore 559212 (2)	Freehold	110.6	197.4	Shophouses	Mortgaged to Sing Investments & Finance Limited
219A Ponggol Seventeenth Avenue Singapore 829732 (3)	Freehold	436.2	349.5	Residential	Mortgaged to UOB
No. 129, 131, 136, 137 & 139 Jalan Masjid Kapitan Keling (Pitt Street) 10300 Penang Malaysia (2) (4)	Freehold	431.1	734.0	Terrace shophouses	First legal charge in favour of Public Bank Berhad for the sum of RM840,000

Notes:

(1) We are in the process of acquiring No. 204, 206 and 208 Jalan Dr. Lim Chwee Leong, 10150 Penang, Malaysia. In this connection, we have entered into a sale and purchase agreement dated 23 June 2009 to acquire this property from Budaya Saujana (M) Sdn. Bhd for RM700,000 and pursuant to which completion of the purchase shall take place within 5 months from 23 June 2009. This is a freehold property comprising terrace shopoffices with an approximate gross floor area of 805.6 sq m.

(2) These investment properties are currently being leased to third parties pending their eventual redevelopment and future sale.

(3) This property, together with the adjoining No. 219 Ponggol Seventeenth Avenue, is intended for the proposed erection of four units of double-storey strata detached dwelling houses with basements, attics and a communal swimming pool. We entered into a sale and purchase agreement dated 1 July 2009 for 219 Ponggol Seventeenth Avenue, pursuant to which completion of the sale and purchase of the property is to take place within six months from 1 July 2009.

(4) We have entered into a sale and purchase agreement dated 14 July 2009 for the sale of this property to M-Elite International Sdn Bhd for RM2,150,000 and pursuant to which completion of the sale in expected to take place four months from 14 July 2009. M-Elite International Sdn Bhd made payment of the purchase consideration on 15 September 2009. The date of transfer of legal title has not yet been fixed.

(5) We are in the process of acquiring 43 Eden Grove, Singapore 539089. The acquisition of this property is being carried out pursuant to an option-to-purchase agreement dated 24 July 2009 and entered into between Goodland Development and third party vendors unrelated to the Group. Goodland Development exercised its option-to-purchase on 7 August 2009. The completion of the sale and purchase of the property is expected to take place on 30 October 2009. In this connection, the completion of the sale and purchase is contingent upon, amongst other things, Goodland Development receiving satisfactory replies to their requisitions to various government authorities.

(6) We are in the process of acquiring 6 Lorong 6 Geylang, Singapore 399168. The acquisition of this property is being carried out pursuant to an option-to-purchase agreement dated 4 September 2009 and entered into between Goodland Development and third party vendors unrelated to the Group. Goodland Development exercised its option-to-purchase on 17 September 2009. Completion of the sale and purchase is expected to take place by 8 January 2010. In this connection, the completion of the sale and purchase is contingent upon, amongst other things, Goodland Development receiving satisfactory replies to their requisitions to various government authorities.

Our property development projects are described in the section entitled “General Information on Our Group – Business Overview” of this Offer Document. Please refer to the valuation reports by the Valuers set out in Appendix C of this Offer Document for further information.

As at 28 February 2009, the aggregate net book value of the two units in Goodland Building used for our corporate office is approximately S$0.9 million and the aggregate net book value of the remaining eight units in Goodland Building being leased to third parties is approximately S$9.0 million.

As at 28 February 2009, the aggregate net book value of our three shophouse units and two landed housing units in Singapore and our six shophouses in Penang, Malaysia, amounted to approximately S$7.0 million, being their open market value as at that date.

As at 28 February 2009, we had fixed assets (excluding our leasehold properties set out above) with a net book value of approximately S$1.1 million, comprising our corporate headquarters, office equipment, motor vehicles, construction equipment, furniture and fittings and air-conditioners, office equipment and computers and motor vehicles.

To the best of our Directors’ knowledge, save as disclosed in the section entitled “ General Information on Our Group – Government Regulations” of this Offer Document, there are no regulatory requirements or environmental issues that may materially affect utilisation of our fixed assets as at the Latest Practicable Date.

INTELLECTUAL PROPERTY

Our Group does not currently own any intellectual property and has not made any applications to register any intellectual property rights.

We do not have any patents, licences or trademarks on which our business or profitability is materially dependent. We have not paid or received any royalties for any licence or use of any intellectual property.

GOVERNMENT REGULATIONS

We are subject to all relevant laws and regulations of the countries where our business operations are located. We have identified the main laws and regulations that materially affect our operations, the relevant regulatory bodies and the licences, permits and approvals typically required for the conduct of our business:

Singapore

Licence	Licensing Body	Description
Housing Developer's Licence	URA	Issued in accordance with the Housing Developers (Control & Licensing) Act, Chapter 130 of Singapore
Clearance Certificate	SLA	Issued by the Controller of Residential Property under section 10 of the Residential Property Act, Chapter 274 of Singapore to a Singapore company, to certify that the Singapore company has been given clearance to acquire and retain residential property
Qualifying Certificate	SLA	Issued by the Controller of Residential Property under section 31(2) of the Residential Property Act, Chapter 274 of Singapore to certify that the holder may acquire residential property for the construction of flats or dwelling houses for sale
General Builder Licence	BCA	Issued in accordance with the Building Control Act, Chapter 29 of Singapore
Specialist Builder Licence	BCA	Issued in accordance with the Building Control Act, Chapter 29 of Singapore

Housing Developer's Licence

Any housing developer who wishes to undertake a development project comprising a housing development with more than four units, regardless of whether such housing developer intends to sell the units, is required to obtain a Housing Developer's Licence in accordance with the Housing Developers (Control & Licensing) Act. Our Group usually applies for the "sale licence" which permits us to commence construction on a housing project and to start selling units in the development once building plan approval has been obtained. In contrast, a "no-sale licence" only permits a developer to commence construction and units in the development may only be sold after obtaining the TOP for the project as well as approval of the Controller of Housing. The licence expires upon the issuance of the CSC for the project, as well as separate Certificates of Title or Subsidiary Strata Certificates of Title for each unit in the development.

The sale of units in a development is subject to certain conditions, as follows:

(i) strict compliance with the relevant laws and regulations governing housing development;

(ii) no options being granted or sale and purchase agreements entered into until:

  (a) the approval of the Controller of Housing for the sale and purchase contract (including the option-to-purchase) has been obtained;

  (b) the approval of the Commissioner of Building Control has been obtained in respect of the building plans;

  (c) the URA has given the Grant of Written Permission; and

  (d) (in the case of developments which are to be strata sub-divided) the approval of the Commissioner of Buildings has been obtained for the share value allotted to each unit, We are also required to comply with the following:

(i) the Housing Developers (Project Account) Rules in respect of the administration of accounts for our property development projects;

(ii) upon payment of 85.0% of the purchase price by the purchaser of a unit, all mortgages and charges over such unit must be discharged;

(iii) the mortgagee of the land being developed must grant its consent to the sale of units in the development; and

(iv) other records must be sent to the Controller of Housing commencing from the date of the first option being granted.

Clearance Certificate

The Residential Property Act provides that a "Singapore company", being a company incorporated in Singapore with all its directors and members being citizens, which intends to acquire any estate or interest in residential property is required to obtain the prior approval of the Controller of Residential Property. Prior to the Restructuring Exercise and the listing and quotation of our Shares on Catalist, each of our Company, Goodland Development, Goodland Investments, AG Capital and AG Development, was a Singapore company which had obtained a Clearance Certificate to acquire and retain residential property. Pursuant to the Restructuring Exercise and the listing and quotation of our Shares on Catalist, each of these companies will no longer be considered to be a Singapore company in accordance with the provisions of the Residential Property Act as some of our Shareholders may not be Singapore citizens or Singapore companies.

Our subsidiaries and associated companies, namely Goodland Development, Goodland Investments, AG Capital and AG Development, have therefore obtained the approval of the Controller of Residential Property to become "converted foreign companies" and to retain our existing residential properties. Under the provisions of the Residential Property Act, a converted foreign company is a company that ceases to be a Singapore company either by reason of not all its members being Singapore citizens or Singapore companies, or its having a director or directors who are not, or have ceased to be, Singapore citizens.

Qualifying Certificate

A residential housing developer that is not a Singapore company is required to obtain a Qualifying Certificate from the Controller of Residential Property in order to acquire residential property for the construction of flats or dwelling houses for sale. As we expect to acquire residential property from time to time for the purposes of development, we will be required to apply for a Qualifying Certificate from the Controller of Residential Property in the future. The issuance of a Qualifying Certificate is generally subject to certain conditions, such as the disposal of the entire property within a stipulated time frame following completion of the project and a restriction on a change of shareholders or shareholding proportions of the applicant company.

URA and BCA Approval

Every proposed property development in Singapore requires a Grant of Written permission from the URA setting out specific requirements and limits for the development, such as land use, gross plot ratio, building height and building form on the development site. Once the URA has given the Grant of Written Permission, an application will be made to the BCA for the Building Plan Approval in respect of the development. Construction may then be commenced upon receipt of the Notice of Approval and Permit to Carry Out Structural Works from the BCA, in accordance with such approvals. As the URA also regulates land use in Singapore we are also required to apply to the URA for permission in a case where we require changes in the designated use of development site for the purposes of our property development projects.

Contractors Registry

The building and construction industry in Singapore is largely regulated by the BCA. While construction companies are not required to register with the BCA, registration in the Contractors' Registry, a directory of the names of registered construction companies maintained by the BCA, is a pre-requisite to tending for public sector projects in Singapore. There are currently six major registration categories, which are further classified into six or seven financial grades. Such registration with the BCA is dependent on the contractor fulfilling certain requirements relating to the applicant's track record, the value of completed projects relating to the tendering capacity of the grade applied for, the necessary full-time personnel resources and a sufficient level of financial resources to meet the respective financial commitments for the respective workheads and grades. The grade assigned to each contractor is dependent on its minimum net worth and paid-up capital.

Goodland Development is currently registered with the BCA under the following categories:

Issuing Body	**Name of Certification**	**Tendering Limit (1)**	**Expiry Date**
BCA	Civil Engineering (CW02)	C3: S$0.75 million	1 April 2011
BCA	General Building (CW01)	B2: S$15.0 million	1 April 2011

Note:

(1) These figures represent the maximum value of a Singapore public sector contract which a contractor can tender for.

To maintain our existing grading, there are certain requirements to be complied with. For example, to maintain our Company's existing C3 grading in the CW02 category, Goodland Development is required to comply with certain requirements, including but not limited to the following:

- to have a minimum paid-up share capital and minimum net worth of S$25,000; and

- to employ at least one technical personnel with approved qualifications. Such approved qualifications refer to technical qualifications in any of the following: (i) a recognised polytechnic diploma in Architecture, Building and Civil/Structural Engineering; (ii) a National Certificate in Construction Supervision; (iii) a Certificate/Specialist Diploma in Mechanical and Electrical Coordination; or (iv) other equivalent qualifications approved by the BCA.

General Builder Licence and Specialist Builder Licence

All builders carrying out building works where plans are required to be approved by the Commissioner of Building Control and builders who work in specialist areas which have a high impact on public safety will require a Builder's Licence from 16 June 2009. There are two types of Builder's Licences – the General Builder Licence and the Specialist Builder Licence.

Any builder undertaking general building works is required to obtain a General Builder Licence. There are two classes of General Builder Licences: a Class One licence which permits the builder to undertake projects of any value and a Class Two licence which permits the builder to undertake projects of up to S$6 million. As our Group may from time to time carry out building works in respect of our property development projects, we have obtained a Class One General Builder Licence.

A builder is also required to obtain a Specialist Builder Licence if he undertakes any of the following specialist building works: piling works, ground support and stabilisation works, site investigation work, structural steelwork, pre-cast concrete work or in-situ post-tensioning work. As our Group's construction arm may from time to time carry out structural steelworks in respect of our property development projects, we have also obtained the approval of the Commissioner of Building Control to become a Specialist Builder in Structural Steelworks.

Employment of Foreign Workers

The employment of foreign workers in Singapore is governed by the Employment of Foreign Manpower Act (Chapter 91A) (***EFMA***) and regulated by the Work Permit Department in the MOM. In Singapore, under Section 5(1) of the EFMA, no person shall employ a foreign worker unless he has obtained in respect of the foreign worker a valid work permit, which allows the foreign worker to work for him. Any person who fails to comply with or contravenes Section 5(1) of the EFMA shall be guilty of an offence and shall:

(a) be liable on conviction to a fine not exceeding S$15,000 or to imprisonment for a term not exceeding 12 months or to both; and

(b) on a second or subsequent conviction —

  (i) in the case of an individual, be punished with imprisonment for a term of not less than one month and not more than 12 months and also be liable to a fine not exceeding S$15,000; and

  (ii) in the case of a body corporate, be punished with a fine not exceeding S$30,000.

The availability of the foreign workers to the construction industry is also regulated by the MOM through the following policy instruments:

(a) approved source countries;

(b) issuance of work permits;

(c) the imposition of security bonds and levies;

(d) dependency ceilings based on the ratio of local to foreign workers; and

(e) quotas based on Man-Year Entitlements (***MYE***) in respect of workers from Non-Traditional Sources (***NTS***) and the PRC.

The approved source countries for construction workers are Malaysia, the PRC, NTS and North Asian Sources (***NAS***). NTS include countries such as India, Sri Lanka, Thailand, Bangladesh, Myanmar, the Philippines and Pakistan. NAS countries include Hong Kong, Macau, South Korea and Taiwan. Our Group generally employs NAS or NTS foreign construction workers.

Prior to employing construction workers from approved source countries, we are required to seek in-principle-approval (***IPA***) for each individual's work permit. The foreign construction worker must also undergo a medical examination by a doctor registered in Singapore and must pass such medical examination before a work permit can be issued to him.

For each NAS, NTS or PRC construction worker whom we have successfully obtained a work permit, a security bond of S$5,000 in the form of a banker's guarantee or insurance guarantee is required to be furnished to the Controller of Immigration. The employment of foreign workers is also subject to the payment of levies. The amount of foreign worker levy payable on each unskilled foreign worker is S$470 per month and the amount of foreign worker levy payable on each skilled foreign worker is S$150 per month.

The dependency ceiling for the construction industry is currently set at a ratio of one full-time local worker to seven foreign workers. This means that for every full-time Singapore Citizen or Singapore Permanent Resident employed by a company in the construction sector with regular full month CPF contributions made by the employer, the company can employ seven foreign workers.

The MYE allocation system is a work permit allocation system pertaining to the employment of construction workers from NTS and the PRC. MYEs represent the total number of foreign workers that each main contractor is entitled to employ based on the value of the projects or contracts awarded by the developers or owners. At the time of the MYE application, the balance duration of the project must be at least one month and the total remaining contract value of the project must be at least S$500,000. To employ NTS and PRC construction workers, the employer must make an application for MYE, "Prior Approval" and IPAs for individual work permits. The allocation of MYE is in the form of the number of "man-years" required to complete a project and only main contractors may apply for MYE. All levels of sub-contractors are required to obtain their MYE allocation from their main contractors. A main contractor's MYE will expire on the completion date of the relevant project.

Under work permit conditions, employers are required to provide acceptable accommodation for their foreign workers. Such accommodation must meet the statutory requirements set by various government agencies, including the NEA, the PUB, the Singapore Civil Defence Force and the BCA. A list of approved off-site housing is provided by the relevant approving agencies, namely the URA, Singapore Land Authority, Jurong Town Corporation and the HDB.

In accordance with the requirements of the MOM, the foreign workers employed by us are required to undergo training programmes such as the Construction Safety Orientation Course, the Rigging Operation Course and the Signalling for Lifting Operation Course conducted by MOM's Occupational Safety & Health division at the BCA Academy. The objectives of these courses are, among others, to educate our workers on construction safety, train our riggers in standard and lifting practices and teach our riggers and signalmen telecommunication, signalling, slinging and lifting practices.

An employer of foreign workers is also subject to, *amongst others*, the provisions set out in the Employment Act (Chapter 91), the Employment of Foreign Manpower Act (Chapter 91A), the Immigration Act (Chapter 133) and the relevant subsidiary legislation.

Factory Registration

Pursuant to the Workplace Safety and Health (Registration of Factories) Regulations 2008 (***WSH Factories Regulations***), we are required to register our development sites where building operations are being carried on as a "factory" with the Commissioner for Workplace Safety and Health (***CWSH***). Under the WSH Factories Regulations, occupiers of premises or worksites in which building operations and works of engineering construction are intended to be carried out (save for any premises or worksites in which building operations (other than excavation or piling works) or works of engineering construction are being carried out for a period not exceeding two months) must apply to the CWSH to register the worksites as a "factory" one month before the work begins.

A certificate of registration issued by the CWSH is valid for a period of one year (or such other period as the CWSH may determine) and may be renewed subsequently upon the payment of a renewal fee.

Work Injury Compensation

The Work Injury Compensation Act (Chapter 354) (***WICA***), applies to all employees engaged in a contract of service or apprenticeship, regardless of their level of earnings, in respect of work-related accidents, including contracting occupational diseases and sets out, amongst others, the amount of compensation they are entitled to and the method(s) of calculating such compensation. The WICA provides that if in any employment, personal injury by accident arising out of and in the course of the employment is caused to an employee, the employer or its insurer shall be liable to pay compensation in accordance with the provisions of the WICA.

As an employer, we are also required in general to comply with the Workplace Safety and Health Act (Chapter 354A) to ensure the safey and health of our employees at work.

As at the Latest Practicable Date, none of the aforesaid licences, permits and approvals have been suspended, revoked or cancelled and to the best of our knowledge and belief, we are not aware of any facts or circumstances which would cause such licences, permits and approvals to be suspended, revoked or cancelled as the case may be, or for any applications for, or renewal of, any of these licences, permits and approvals to be rejected by the relevant authorities. Save as disclosed above, our business operations are not subject to any special legislation or regulatory controls other than those generally applicable to companies and business incorporated or operating in Singapore (or both).

Malaysia

Please refer to the section of this Offer Document entitled "Risk Factors – Risks Relating to Malaysia and its Property Industry" for details on the applicable government regulations in Malaysia.

RESEARCH AND DEVELOPMENT

We do not undertake research and development activities as the nature of our business does not require it.

MAJOR CUSTOMERS

Customers accounting for 5.0% or more of our revenue in the period under review are provided below:

Customer	Percentage of revenue (%)			
	FY2006	FY2007	FY2008	FP2009
Koh Chin Kim	–	–	17.7	15.7
AG Development	–	–	5.5	30.5

We do not have a recurring customer base as our revenue is generally earned from projects which are non-recurrent in nature.

Koh Chin Kim, our Substantial Shareholder, is the mother of our Directors, Ben Tan, Alvin Tan and Melanie Tan, and our Executive Officer Mindy Tan. In FY2008 and FP2009, Goodland Development provided construction services to Koh Chin Kim for the proposed erection of five units of detached strata dwelling at 17 Dunsfold Drive. Please see the section entitled "Interested Person Transactions – Present and On-Going Interested Person Transactions" of this Offer Document for more information.

AG Development engaged our wholly-owned subsidiary, Goodland Group Construction for the construction of our ongoing project, the Vetro, in FY2008 and FP2009. AG Development is also our 50.0% associated company.

Save as disclosed, no other customers accounted for 5.0% or more of our revenue in the period under review.

MAJOR SUPPLIERS

Our major suppliers are the contractors appointed to construct our property development projects. Apart from land costs, construction costs constitute the bulk of our development costs for each project. Our major suppliers vary from year to year as we select different contractors based on the size and requirements of each of our projects.

Suppliers accounting for 5.0% or more of our costs of construction and raw materials in each of FY2006, FY2007, FY2008 and FP2009 are provided below:

Supplier	Percentage of costs of construction and raw materials (%)			
	FY2006	FY2007	FY2008	FP2009
Alliance Concrete Singapore Pte. Ltd. (***Alliance Concrete***)	0.5	18.2	1.3	6.0
Objective Builders	33.9	–	52.9	–
Goodland Project Management	10.8	–	–	–
Scanpile Constructors Pte Ltd (***Scanpile***)	–	–	2.2	44.6

Alliance Concrete is a supplier of pre-mixed cement for our construction needs. In FY2007 and FP2009, we ordered a larger volume of construction raw materials from Alliance Concrete as our Group undertook construction work for our property development projects during that period. In contrast, we engaged external sub-contractors for construction works in respect of our projects in FY2006 and FY2008.

Objective Builders, a company in which our Executive Directors, Alvin Tan and Melanie Tan are directors, is a sub-contractor which we utilise from time to time to undertake construction works for our property development projects. In FY2006, we utilised Objective Builders for the construction of the Le Royce @ Leith Park, Chiap Guan Avenue and 79 Jalan Bumbong projects. In FY2008, we utilised Objective Builders for The Silver SpurZ project. We did not utilise Objective Builders in both FY2007 and FP2009.

Goodland Project Management, a company in which our Executive Directors Ben Tan, Alvin Tan and Melanie Tan are directors, is a sub-contractor we utilise from time to time to undertake construction works related to our property development projects. In FY2006, we utilised Goodland Project Management for the construction of the Le Royce @ Leith Park, Chiap Guan Avenue and 79 Jalan Bumbong projects. We did not utilise Goodland Project Management from FY2007 and up to the date of this Offer Document.

Scanpile is a supplier of dry pile and a sub-contractor for our Vetro project. In FP2009, Scanpile accounted for higher percentage of our cost of sales as more construction works for Vetro project were completed during that period, as compared to FY2008.

The fluctuation in our cost of sales attributable to our major suppliers was a result of varying requirements for different projects. As such, our requirements in terms of volume of supplies from or scope of work for a particular supplier or sub-contractor may vary from year to year. We do not enter into any long-term agreements with any of our suppliers and sub-contractors to allow us the flexibility to evaluate and select other more suppliers or sub-contractors which we deem more suitable for a certain project.

Our Directors believe that our Group is not dependent on any single supplier as the products supplied by the above major suppliers can be easily sourced from other alternative suppliers in the market. To the best of their knowledge, our Directors are not aware of any information or arrangements which would lead to a cessation or termination of our current relationship with any of our major suppliers.

Saved as disclosed, none of our Directors or Substantial Shareholders or their respective Associates has any interest, direct or indirect, in any of our major suppliers above.

CREDIT POLICY

Sale of residential development properties

Payment terms applicable to purchasers of units in our residential development properties are typically in the form of the sale and purchase agreement prescribed by the Housing Developers Rules. This is generally in line with payment terms of other property development companies in Singapore.

Payment terms applicable to purchasers of completed residential development properties for which separate titles are available are determined on a willing-seller-willing-buyer basis.

On 26 October 2007, the Deferred Payment Scheme was withdrawn by the government and was no longer applicable to property purchases. Prior to 26 October 2007, full and partial deferred payment was offered under a Deferred Payment Scheme, the terms of which were approved by the Controller of Housing and generally in line with prevailing market conditions at the time.

Credit Policy

The payment terms applicable to our customers for property development properties are in line with that of other property companies in Singapore, and are generally as set out in the form of the sale and purchase agreement prescribed by the Housing Developers Rules.

The payment terms to customers where the residential development properties are completed and where separate titles are available are on a willing-buyer-willing-seller basis.

Trade Receivables

Our trade receivables as at 30 September 2008 comprise trade debts of S$1.1 million and retention monies of S$429,000. The ageing schedule of our trade debts and retention monies as at 30 September 2008 is as follows:

Period	(S$'000)
Less than 30 days	873
Between 31 and 60 days	39
Between 61 and 90 days	40
More than 90 days	609
Total	**1,561**

As at Latest Practicable Date, S$159,000 of the S$1.1 million trade debts and S$429,000 of retention monies, both as of 30 September 2008, have been collected.

Bad and Doubtful Debts

Bad and doubtful debts arising from our business, operations and investments have been insignificant for the period under review and we do not have a policy of making general provisions for doubtful debts. Bad debts are written off when there is objective evidence that our Group will not be able to collect all amounts due according to the original terms of the receivables. The amount of bad debts written off in each of FY2006, FY2007, FY2008 and FP2009 were as follows:

	FY2006	FY2007	FY2008	FP2009
Bad debts written off (S$'000)	324	107	–	–
As a percentage of revenue (%)	4.3	2.9	–	–
As a percentage of profit before income tax (%)	130.9	5.5	–	–

The bad debt in FY2006 was largely attributable to a customer who defaulted on payments. The bad debt in FY2007 was mainly due to a disagreement with a customer on completed works. Long outstanding debts will only be written off after the Group has taken reasonable efforts to recover the payment.

Credit terms

Our suppliers are mainly building contractors appointed in respect of our property development projects. Credit terms extended to us typically range from 30 to 45 days and are generally in line with construction industry practice. In a typical case, our suppliers render an invoice upon certification of completion of each progressive stage in the construction process, with payment due at an appropriate time from the date of certification.

Average Trade Payables' Turnover Days

Our average trade payables' turnover days for our costs of sales for raw materials costs, construction costs and project management costs in each of FY2006, FY2007, FY2008, and FP2009 were as follows:

	FY2006	FY2007	FY2008	FP2009
Average trade payables' turnover days(1) (2)	149	336	64	50

Notes:

(1) FY2006 to FY2008: Average trade payables' turnover days = (average trade payables / cost of sales excluding land, direct labour and financing costs) x 365 days.

(2) FP2009: Average trade payables' turnover days = (average trade payables / cost of sales excluding land, direct labour and financing costs) x 151 days.

Our average trade payables' turnover days increased from 149 days in FY2006 to 336 days in FY2007 mainly because the decline in our revenue had an adverse impact on our net cash flow from operating activities in FY2007, resulting in slower payments to our suppliers. In addition, the cash requirements for our investments in our associated companies necessitated a delay in payment to our creditors, especially those who are our related parties.

Our average trade payables' turnover days decreased from 336 days in FY2007 to 64 days in FY2008 as the improvement in our profit increased our cash flow from operating activities, thereby allowing us to pay our creditors more promptly.

Our average trade payables' turnover days decreased from 64 days in FY2008 to 50 days in FP2009 as the decrease in our borrowings freed up some cash for payments to our suppliers. In addition, we attempted to pay our suppliers within the applicable credit period in return for better credit terms and pricing.

INVENTORY MANAGEMENT

Our Group does not carry inventory due to the nature of our business. In cases where our Group undertakes construction works for our property development projects, we typically order such amount of construction materials as is required for that particular project.

EXCHANGE CONTROLS

The following is a description of the exchange controls that exist in the jurisdiction which our Group operates in.

Singapore

Our Group operates primarily in Singapore. There are no Singapore governmental laws, decrees, regulations or other legislation that may affect the following:

(a) the import or export of capital, including the availability of cash and cash equivalents for use by our Group; and

(b) the remittance of dividends, interest or other payments to non-resident holders of our Company's securities.

Malaysia

On 1 September 1998, the Government of Malaysia imposed new capital restrictions and pegged the RM against the US$ at RM3.80. On 21 July 2005, it was announced that the exchange rate for the Ringgit would be allowed to operate in a managed float with its value being determined by economic fundamentals. Bank Negara Malaysia would monitor the exchange rate to ensure that the exchange rate remains close to its fair value. Based on current exchange control regulations, there are no restrictions on repatriation of capital, profits, dividends, interest and rental income. Currently, there is no restriction on the purchase or use of RM in Malaysia.

The objective of foreign exchange administration policy is to provide an appropriate framework that will influence capital flows and facilitate currency risk management to promote financial and economic stability of the country. In line with the objective, the foreign exchange administration rules were further liberalised and simplified with effect from 1 April 2005. All rules continue to be applied uniformly to transactions with all countries, except the State of Israel for which special restrictions apply.

With effect from 1 April 2007, the foreign exchange administration rules have been further liberalised to facilitate further development of the financial and capital markets and provide greater flexibility for businesses to actively manage financial risks. The liberalisation is intended to facilitate investments in Ringgit assets by non-residents. Amongst the liberalisation policies effected are:

(a) Widening the investor base for Ringgit assets and financial products by abolishing the limit on the number of residential or commercial property loans obtained by non-residents. Under the previous policy, non-residents were allowed to obtain a maximum limit of three property loans from residents to finance the purchase or construction of residential or commercial properties in Malaysia;

(b) Increasing the limit of foreign currency borrowing that can be obtained by resident corporations from licensed onshore banks and non-residents as well as through the issuance of onshore foreign currency bonds, to RM100 million equivalent in aggregate and on a corporate group basis from the previous RM50 million equivalent. The proceeds may be used for domestic purposes or offshore investment. Also to allow a resident corporation to borrow in foreign currency within the same corporate group, the proceeds arising from listing of shares on the foreign stock exchanges and allow proceeds from the foreign currency credit facilities to be used in Malaysia or offshore;

(c) Allowing a resident corporation with domestic Ringgit credit facilities to convert Ringgit into foreign currency for the lending to non-residents, provided the total amount of lending and investments in foreign currency assets does not exceed RM50 million equivalent in aggregate per calendar year on a corporate group basis;

(d) Enhancing flexibilities for resident individuals and corporations to invest in foreign currency assets as follows:

(i) increase the limit for resident individuals with domestic Ringgit borrowing to invest in foreign currency assets up to RM1 million per calendar year from the previous limit of RM100,000;

(ii) increase the limit for resident corporations with domestic Ringgit borrowing to invest in foreign currency assets up to RM50 million per calendar year from the previous limit of RM10 million;

(iii) allow resident corporations to lend foreign currency proceeds from their listing of shares on foreign stock exchanges to other resident corporations within the same corporate group in Malaysia; and

(iv) abolish restrictions on payments in foreign currency between residents for settlement of foreign currency financial products offered onshore;

(e) Allowing a resident company to borrow any amount in foreign currency from:

(i) its non-resident non-bank parent company;

(ii) other resident companies within the same corporate group in Malaysia; and

(iii) licensed onshore banks and licensed international Islamic banks.

The threshold for foreign currency borrowings of RM100 million in aggregate by a resident company on a corporate group basis is not applicable to these financing activities;

(f) Allowing a resident company or an individual to refinance outstanding approved foreign currency borrowings, including principal and accrued interest. The threshold for foreign currency borrowings of RM100 million in aggregate by a resident company on a corporate group basis and RM10 million for a resident of individual is also not applicable to this refinancing activity;

(g) Allowing a resident company to borrow in Ringgit, including through the issuance of ringgit-denominated redeemable preference shares or loan stocks:

(i) of any amount from its non-resident non-bank parent company to finance activities in the real sector in Malaysia; and

(ii) up to RM1 million in aggregate from other non-resident non-bank companies and individuals for use in Malaysia;

(h) Allowing a resident individual to borrow in Ringgit up to RM1 million in aggregate from non-resident non-bank companies and individuals for use in Malaysia; and

(i) Allowing a resident company or individual or a licensed onshore bank to lend in Ringgit of any amount to non-resident non-bank companies and individuals to finance activities in the real sector in Malaysia.

COMPETITION

The competition we face from other property developers may vary on a project by project basis and the main areas of competition in respect of both our commercial and residential property developments are the size, location, pricing and quality of the developments, as well as design concepts used. As many of our ongoing development projects are situated in popular residential and commercial areas in Singapore, we expect to face competition from neighbouring developments that may have similar concepts or sale prices within the same range as our developments. Our Directors believe that the successful launch of a project depends on the timing of sales launches, prevailing market sentiments and marketing strategies used. Apart from competition for potential purchasers of residential units, we also face keen competition in the acquisition of development sites, whether through government land sales programmes, public auctions, private tenders, or en bloc sales.

To the best of our knowledge, we consider our primary competitors to be other small-to-medium sized property development companies in Singapore including listed companies such as Fragrance Group Limited, Roxy-Pacific Holdings Limited, Hiap Hoe Limited, Aspial Corporation Limited (through its subsidiary World Class Land Pte Ltd) and Tee International Limited (through its subsidiary Tee Development Pte Ltd), as well as unlisted companies such as Springlife Land Pte Ltd.

Please refer to the section entitled "Risks Factors" of this Offer Document for further information on the impact of competition on our Group.

None of our Directors or Substantial Shareholders or their Associates is related to or has any interest in any of our competitors listed above.

COMPETITIVE STRENGTHS

We believe that our competitive strengths:

(a) Established track record and reputation

Our Executive Directors, Ben Tan and Alvin Tan, have at least 15 years of experience each in the property development business. We believe that we have gained a strong reputation and credibility with home buyers and have established good business relationships with our contractors, suppliers and other professionals whom we work with. Having developed a number of residential properties and weathered several cycles of the property market in Singapore, we are confident that, with our considerable experience and proven track record, we are in a good position to gauge market sentiment and anticipate, keep with and meet property demand and supply trends.

(b) Experienced management team and support staff

The growth of our business may be attributed to the efforts of our experienced and committed management team and employees. Our Group is led by our Executive Directors, Ben Tan and Alvin Tan, who have extensive experience and technical expertise in the property industry, including the area of construction. Ben Tan has a background in civil engineering and is an accredited resident engineer. Alvin Tan is a qualified quantity surveyor and an accredited resident technical officer. As such, their involvement in our projects has not been limited to the pre-development and planning phases but also extends to the construction and the maintenance stages. Their wealth of insight and experience in the property sector has also equipped them with the ability to identify land sites suitable for development.

Ben Tan and Alvin Tan are well-equipped to lead our Group through cyclical downturns in the property market. Our Executive Directors have been instrumental in spearheading our growth. We believe that our experience in the property development industry was crucial to our past success and will be key to our continuing success.

Our Executive Directors are supported by a team of committed Executive Officers and dedicated staff. Our Executive Directors and Executive Officers have substantial knowledge of the business which is critical to the continued success of our Group.

(c) Good business relationships and extensive networks

As a corollary of the considerable experience of our Group in the property development business, we have an established network of contacts comprising suppliers, construction firms, property and marketing agents and banks and financial institutions. We have maintained good relationships with the contractors, consultants and advisers engaged by us and are able to co-operate effectively and complete our projects in a timely and efficient manner. Our relationships with various property and marketing agents also provide us better access to information on available land for sale, placing us in good stead when it comes to identifying potential development sites for our future projects.

(d) Innovation

We believe in setting our property developments apart from others by being innovative in our design concepts. To illustrate, our cluster developments, Le Royce @ Leith Park and The Silver SpurZ, by featuring residences with ground contact and shared parking, leisure and security facilities, were amongst the first in Singapore to realise the concept of a hybrid development combining the convenience of condominium facilities with the benefits of conventional landed housing at a time when there was a gap in the property market. We will continue incorporating unique features into our future projects in order to stay abreast of market trends and differentiate our developments from those of our competitors.

(e) Efficient project planning, management and execution

Our Executive Directors have considerable experience in project planning, management and execution and believe that the quick turnaround time for our property development projects minimises risks of delay and cost overruns and helps to lock in our profits. For projects where our Group undertakes the construction, retrofitting or upgrading works instead of outsourcing them, we are generally in a better position to manage overall expenses as we have greater control over the construction process, the costs of which account for the bulk of our development costs. Furthermore, our Executive Directors, Ben Tan and Alvin Tan, are experienced in identifying high-quality raw materials and sourcing for additions to our land bank. This in turn saves time and costs for our Group and adds to our operational efficiency as we expend less time in sourcing for the appropriate materials and land parcels.

(f) Focusing on the needs of our target customers

To maintain our competitive advantage over competitors, we ensure that we keep up with market trends in order to cater to the changing demands of our target customers. For instance, our residential developments feature neo-tropical architecture with stylish facades of glass, metal, timber, granite, marble and natural stone combinations, which are attractive to and in demand with our target buyers. However, we do not compromise the practical needs of the average homeowner in favour of style. For example, we combine our modern architecture with an emphasis on lush landscaping and sleek sun-shading via metal or wood louvres so as to funnel air currents and prevent the trapping of solar heat, and we also use neutral interiors to suit fittings and furnishings favoured by the average homeowner.

We believe that we are able to provide our customers with novelty and choice in terms of their purchasing options without overlooking practical considerations, we thus reduce the substitutability of our property offerings vis-à-vis our competitors' property offerings.

PROSPECTS

Singapore's economy

On 14 July 2009, the Ministry of Trade and Industry (***MTI***) announced that Singapore's gross domestic product growth is likely to be -4.0 to -6.0% in 2009.[(1)]

For 2008 as a whole, the economy grew by 1.5% compared with 7.7% in 2007. The global economic crisis worsened since November 2008, with sharp declines in global demand, trade and investments.[(2)]

MTI has observed that notwithstanding improved performance in the second quarter of 2009, the outlook for the rest of the year remains largely unchanged – of a weak recovery susceptible to downside risks. For instance, rising unemployment and reduced household spending in advanced economies such as the United States and the Eurozone reflect continued weakness in the global economy. Housing markets in many leading economies have yet to bottom out, while financial institutions are still in the process of deleveraging. At this juncture, there is no evidence yet of a decisive improvement in final demand.[(1)]

However, our Directors believe that Singapore's financial and economic fundamentals remain sound. These sound fundamentals will enable Singapore and ourselves to weather current conditions and emerge strong and resilient.[(2)]

Property development

Asia Pacific real estate markets have remained largely unscathed from direct damage related to the subprime implosion and subsequent crisis in the West, due largely to the absence of the type of structured credit instruments that led to the huge losses seen in U.S markets.[(3)]

According to Emerging Trends in Real Estate® Asia Pacific 2009, released by the Urban Land Institute and PricewaterhouseCoopers, Singapore ranked second amongst the top five Asian cities in respect of real estate investment prospects.[(3)]

On 1 July 2009, the URA released, for 2nd quarter 2009, the flash estimate of the price index of private residential property and price changes in three geographical regions in Singapore. Based on the estimated index of private residential property, prices fell 139.9 points in the 1st quarter 2009 to 131.7 points in the 2nd quarter 2009. Prices of non-landed private residential properties decreased by 6.6% in the core central region, 6.3% in the rest of central region and 2.6% in the outside central region.[(4)] Despite the shorter term uncertainties that are present in our market, we believe that Singapore's commercial and residential property sectors will remain attractive to investors in the medium to long term.[(5)]

There are opportunities to be found in the residential property market in 2009. The closing gap between debt servicing and rentals, as well as falling valuations for 2009, could see many investors looking for a good deal.[5]

Developer sales of new private homes in June 2009 hit 1,825 units – topping the previous peak of 1,723 units sold in August 2007 at the property market peak. In the first half of 2009, developers sold more than 7,300 units in all. If this momentum is sustained, new home take-up for the full year could exceed 14,000 units. Analysts are encouraged by two factors: firstly, the fact that the high-end market seems to be picking up, and secondly, some are optimistic that this rally is a bottom-led recovery.[6]

There have also been recent signs of positive activity and investment interest in the property market. According to the URA's government land sales program for 2009, two sites on the URA's Reserve List have recently been successfully released for sale and the URA has indicated that it has also received enquiries from certain developers interested in other sale sites on the Reserve List. The URA has also seen an increase in the take-up rate for new private residential properties, the quarterly take-up of 2,552 units of uncompleted private housing in first quarter of 2009 being more than six times the take-up in the fourth quarter of 2008, and the highest since the third quarter of 2007.[7] The high-end property market has also reported a slight pick-up in sales since May, which some believe is a result of the recent increase in investor confidence.[8] According to Credit Suisse, job losses have also been smaller than expected and this means that private home prices will not be as badly hit as the firm had predicted in January 2009.[9]

Our directors believe that with Singapore's position as an attractive real estate market in Asia as well as the relatively positive outlook for the property sector in Singapore despite current general economic conditions, our growth and continued prospects in the Singapore property development market remains upbeat.

Construction

MTI noted that the construction sector grew by 17.9% in 2008, compared to 20.3% in 2007.[10]

In 2008, a shortage of contractors, a tight labour market for skilled engineers and project managers, and longer waiting times for construction equipment resulted in construction firms extending their projects over a longer period of time.[2]

However, a healthy level of construction output in 2008 was registered. This was sustained by robust activity in the residential, industrial and civil engineering building segments.[10] MTI noted that the decline in gross domestic product in the first quarter of 2009 affected every sector except for the construction sector, which registered 25.6% growth as compared to the corresponding period in the previous year.[11]

Construction demand in 2008 was estimated by the BCA to have reached a record high of S$34.6 billion on account of the strong demand for private residential and commercial developments as well as public residential and civil engineering works. Private sector construction demand for 2009 is projected to have cooled from S$20.1 billion in 2008 to between S$5 billion to S$9 billion in 2009 due to the weakened economic outlook. Notwithstanding the foregoing, the BCA has projected that construction output will grow further to peak at between S$28 billion and S$30 billion in 2009.[12]

In its budget speech 2009, the Singapore government announced that it would advance S$1.3 billion worth of small and medium-sized public sector projects this year. The advancement of these projects, each valued at S$50 million or less, is part of a targeted approach aimed at helping the small and medium-sized contractors during this difficult period.[13]

With S$3.5 billion worth of small and medium-sized public sector projects already scheduled to be rolled out in 2009, the additional S$1.3 billion worth of projects to be advanced will bring the total value of such projects to about S$4.8 billion. This is a significant increase of 67% over the average annual value of small and medium-sized government projects awarded in the past five years.[13]

Despite the global financial market turmoil, the number of large projects which are already underway, and the continued strong public sector construction demand, will continue to generate a sustained level of construction activity over the next two to three years. For 2009 alone, the value of public sector projects to be awarded will reach between S$18 to S$20 billion, which is a significant portion of overall construction demand for the year estimated at S$22 to S$29 billion.[13]

Our Directors believe that despite the current economic decline, the outlook of the construction sector in Singapore remains healthy and sustained demand for construction activities in Singapore will be favourable to our Group's future prospects.

Notes:

(1) Adapted extract from the Ministry of Trade and Industry's press release dated 14 July 2009 and entitled "MTI Revises 2009 Growth Forecast".

(2) Adapted extract from the Ministry of Trade and Industry's newsroom article dated 20 October 2008 and entitled "Minister Lim Hng Kiang's Oral Answer for Notice Paper 243 and 243".

(3) Adapted extract from Emerging Trends in Real Estate® Asia Pacific 2009 by Urban Land Institute and PricewaterhouseCoopers.

(4) Adapted extract from the URA's news release dated 1 July 2009 and entitled "URA releases flash 2nd quarter 2009 private residential property price index".

(5) Adapted extract from Channelnewsasia article dated 29 December 2008 and entitled "Medium- to long-term prospects for S'pore property sector still strong".

(6) Adapted extract from Business Times Article dated 16 July 2009 by Uma Shankari and entitled "Home sales hit new highs on silent buying frenzy".

(7) Adapted extract from the URA's new release dated 3 June 2009 and entitled "Government Land Sales Programme for Private Residential, Commercial and Hotel Developments for Second Half of 2009".

(8) Adapted extract from a Business Times article dated 12 June 2009 and entitled "High-end Properties Feel the Buzz Too" by Kalpana Rashiwala.

(9) Adapted extract from a Business Times article dated 29 June 2009 and entitled "Take two reveals a brighter property picture" by Uma Shankari.

(10) Adapted extract from the Ministry of Trade and Industry's announcement dated 21 January 2009 and entitled "MTI Revises Forecasts for 2009 GDP Growth from -5.0% to -2.0 Per Cent and CPI Inflation to -1.0 to 0 Per Cent".

(11) Adapted extract from the Ministry of Trade and Industry's announcement dated 14 April 2009 and entitled "MTI Revises Forecasts for 2009 GDP Growth to -9.0% to -6.0% Per Cent".

(12) Adapted extract from the BCA's news release dated 14 January 2009 and entitled "Construction Sector Continues to Woo New Entrants with Sustained Workload".

(13) Adapted extract from the BCA's media release dated 6 February 2009 and entitled "Government to advance small and medium-sized public sector projects; good career prospects for construction sector".

The Ministry of Trade and Industry, Minister Lim Hng Kiang, Urban Land Institute, PricewaterhouseCoopers, the Business Times, Kalpana Rashiwala, Uma Shankari, Credit Suisse, the BCA and the URA have not consented to the inclusion of such information for the purposes of Section 249 of the Securities and Futures Act; The Ministry of Trade and Industry, Minister Lim Hng Kiang, Urban Land Institute, PricewaterhouseCoopers, the Business Times, Kalpana Rashiwala, Uma Shankari, Credit Suisse, the BCA and the URA are not to be liable for such information under Sections 253 and 254 of the Securities and Futures Act. While our Directors have included such information in their proper form and context in the Offer Document, they have not verified the accuracy of such information.

Trend Information

The trends for our business are as follows:

(a) Increase in prices of construction materials

Our Directors believe that the prices of construction materials such as steel reinforcement bars, ready-mix concrete, sand and cement, are likely to experience an upward trend. Provided that we can pass on the price increase to our customers, our Directors expect that the increase in construction materials will not materially affect our profitability.

(b) Increase in demand from upper-middle income home buyers

Our Directors believe that in the medium to longer term, with the recovery of the economy, the demand for privately owned property will rise particularly with respect to those who are upgrading from HDB properties. In line with the limited supply of land in Singapore, which is our predominant market, we believe that we will, if we make the right investments now with regard to our holding of land assets, be able to make reasonable returns on our investments.

Save as disclosed above and in the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Conditions and Results of Operations of our Group" of this Offer Document, and barring any unforeseen circumstances, our Directors do not expect any significant fluctuations in the selling prices of our property development units, or any other known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on our net sales or revenue, profitability, liquidity or capital resources, or that would cause financial information disclosed in this Offer Document to be not necessarily indicative of our future operating results or financial conditions.

OUR ORDER BOOK

Due to the nature of our business, the concept of an order book is not meaningful to us. Please refer to the section entitled "General Information on Our Group – Business Overview" for information on our ongoing property development projects.

BUSINESS STRATEGIES AND FUTURE PLANS

Our business strategies and future plans are as follows:

(a) Focus on small to medium sized property developments

Our projects typically comprise small to medium sized property developments as we generally aim to minimise the time taken from the acquisition of a land site to the completion of the development. We believe that, save for our land banks, shorter development cycles for the land sites we acquire will reduce the amount of risk borne by our Group. The quick turnover also means that sales launches can take place earlier, thus allowing us to lock in profits from our development projects; this will have the advantage of certainty of collection as well as improved cash flow for our property development business.

As such, we therefore intend to maintain our focus on developing small to medium sized properties such as landed housing, six to eight units of cluster housing and high-rise developments comprising 35 to 60 units.

(b) Focus on upper middle income home buyers

We believe that our focus on developing small to medium sized properties has proven successful in attracting our target customers, namely upper middle income families. The purchasers of units in our current and recently completed property developments generally fall within this category. We believe that we have been able to cater to the requirements of our target market by building affordable, well-designed residential properties on small-to-medium sized land plots, with features such as unit sizes, number of bedrooms and types of facilities that are suited to their needs.

We intend to continue to focus on this category of home purchasers as our Directors believe that the demand for private residential properties in developments such as those managed by our Group will continue to grow, particularly in view of eased CPF regulations permitting the use of CPF funds to make downpayments on private property purchases.

(c) Expanding our land banks

Our Directors believe that a key contributor to the success of our residential property projects has been the suitability of the land parcels on which our developments are located. Our high-rise residential developments are generally situated in popular residential and commercial areas with close proximity to schools, shopping centres and other amenities as well as easy access to various modes of public transportation, and our commercial developments are situated in areas that generally experience high foot traffic. Our land bank currently comprises several land plots which we have acquired since 2008 that are intended for eventual redevelopment. Please refer to the section of this Offer Document entitled "General Information on Our Group – Properties" for further details of properties currently owned by our Group. We will earmark S$3.0 million of the proceeds raised from the Placement for the expansion of our land banks.

We intend to continue sourcing for additional sites to add to our land bank so that we are well-placed and ready to capitalise on suitable development opportunities when market conditions improve. At the same time, we will monitor the size of our land bank regularly in order to maintain an optimal balance between achieving our objectives versus susceptibility to possible land bank write downs.

(d) Providing an integrated suite of services

We intend to expand our range of building services in order to achieve vertical integration of our property development value chain. We believe that the expansion of our Group's construction business will give us greater control over the entire property development process and allow us to capture downstream profit margins. Our Executive Directors, Alvin Tan and Ben Tan, both have experience in engineering and construction management. Our Group was founded in 1993 and our business at the time comprised primarily public infrastructure projects as well as building, retrofitting and upgrading works to convert existing structures for new uses. Given our background in construction and engineering, our Executive Directors believe our Group is well-equipped to provide an integrated suite of services that includes both property development and building services. Given the right opportunity, our Executive Directors therefore intend to invest in a suitable building and construction business in order to achieve vertical integration of and further streamline our Group's operations.

Should the opportunity arise, our Executive Directors also intend to enter the business of leasing commercial and office spaces, thereby creating an alternative revenue stream for our Group and diversifying the range of products and services offered by us.

(e) Expansion of our Group's business

We believe that there are growth opportunities for our Group both locally and overseas and intend to grow our business through acquisitions, joint ventures and strategic alliances as and when such business opportunities arise. We believe that enhanced operational integration and wider market reach offered by selective acquisitions will further strengthen our competitive position. We will earmark S$1.0 million of the proceeds raised from the Placement for the expansion of our Group's business.

We currently have a presence in Malaysia. On 23 June 2009, we entered into a sale and purchase agreement to acquire a property in Malaysia from Budaya Saujana (M) Sdn. Bhd.. Completion of this acquisition shall take place within five months from 23 June 2009. For further details, please refer to the section entitled "General Information on Our Group – Properties" of this Offer Document.

Save as disclosed above, we have not identified any such prospective acquisitions, joint ventures, strategic alliances or other expansion initiatives.

In general, transactions between our Group and any interested persons in relation to our Group (namely, our Directors, Chief Executive Officer or Controlling Shareholders of our Company or the Associates of such Directors, Chief Executive Officer or Controlling Shareholders) would constitute interested person transactions for the purpose of Chapter 9 of the Catalist Rules. Details of interested person transactions for the last three financial years ended 30 September and up to the Latest Practicable Date (the ***Relevant Period***) are discussed below.

Save as disclosed below and in the section entitled "Restructuring Exercise" of this Offer Document, our Group does not have any other material transactions with any interested persons during the Relevant Period.

PAST INTERESTED PERSON TRANSACTIONS

Loans from Alvin Tan and Melanie Tan to Banyan Housing Development

In July 2006, our Executive Directors, Alvin Tan and Melanie Tan, made an advance of RM351,000 (inclusive of certain expenses incurred in the making of the advance) to Banyan Housing Development to utilise as funds for working capital. The advance was made on a preferential basis; it was interest-free, unsecured and carried no fixed terms of repayment.

The total amounts owed by Banyan Housing Development to Alvin Tan and Melanie Tan during the Relevant Period were as follows:

	As at 30 September 2006 (RM'000)	As at 30 September 2007 (RM'000)	As at 30 September 2008 (RM'000)	As at Latest Practicable Date (RM'000)
Amounts owed by Banyan Housing Development to Alvin Tan and Melanie Tan	351	352	351	–

The largest amount outstanding during the Relevant Period was the aggregate sum of approximately RM352,000. These advances were fully repaid on 29 June 2009.

It is not expected that the above transactions will recur in the future.

Loans from our Directors and Substantial Shareholders to our Group

In FY2006, FY2007 and FY2008, our Executive Directors, Ben Tan, Alvin Tan and Melanie Tan, and their mother and our Substantial Shareholder, Koh Chin Kim (collectively, the ***Interested Person Lenders***), made a series of advances amounting to an aggregate sum of approximately S$1,892,000 to our Company, Goodland Development, Goodland Investments and GPM Builders to utilise as funds for working capital. These advances were made on a preferential basis; they were interest-free, unsecured and carried no fixed terms of repayment.

The total amounts owed to Ben Tan, Alvin Tan, Melanie Tan and Koh Chin Kim during the Relevant Period were as follows:

	As at 30 September 2006 (S$'000)	As at 30 September 2007 (S$'000)	As at 30 September 2008 (S$'000)	As at Latest Practicable Date (S$'000)
Amounts owed by Goodland Development to Ben Tan, Alvin Tan, Melanie Tan and Koh Chin Kim	1,786	756	637	–

The largest amount outstanding during the Relevant Period was the aggregate sum of approximately S$1,892,000. During the Relevant Period, repayments for these advances were made to (i) Interested Person Lenders such as Ben Tan and Alvin Tan; as well as (ii) nominees of the Interested Person Lenders, namely GPM Services, Objective Builders, Goodland Food Court (a sole-proprietorship owned by Ben Tan which ceased exist in July 2006) and Turf Club Auto Emporium Pte Ltd. The outstanding amounts were fully repaid as at 30 June 2009.

The above transactions are not expected to recur in the future.

Provision of construction services to the Group by Objective Builders and Goodland Project Management

In FY2006 and FY2007, Objective Builders (a company in which our Executive Directors, Alvin Tan and Melanie Tan are directors) and Goodland Project Management (a company in which our Executive Directors, Ben Tan, Alvin Tan and Melanie Tan, are directors) were awarded construction contracts for projects undertaken by our Group, namely, The Silver SpurZ, Le Royce @ Leith Park, two semi-detached houses at Jalan Bumbong and a three storey terrace house at Chiap Guan Avenue.

The total amounts charged by Objective Builders and Goodland Project Management during the Relevant Period were as follows:

	FY2006 (S$'000)	FY2007 (S$'000)	FY2008 (S$'000)	Up to Latest Practicable Date (S$'000)
Amounts charged by Objective Builders and Goodland Project Management	1,320	2,024	–	–

Although the above transactions were not conducted at arm's length, they were however conducted on normal commercial terms as the consideration for each transaction was based on what the Directors considered to be market price and on the usual terms granted to unrelated parties.

It is not expected that the above transactions will recur in the future.

Lease of office and warehousing space by Goodland Investments and Goodland Development to GPM Services, Goodland Project Management and Objective Builders

In FY2006, FY2007 and FY2008, Goodland Investments and Goodland Development leased to GPM Services (a company wholly owned by our Executive Director, Alvin Tan), Goodland Project Management and Objective Builders, office space in Goodland Building as well as space utilised by them at 219A Ponggol Seventeenth Avenue for the purposes of equipment warehousing.

The total amounts charged by Goodland Development and Goodland Investments for the spaces leased during the Relevant Period were as follows:

	FY2006 (S$'000)	FY2007 (S$'000)	FY2008 (S$'000)	Up to Latest Practicable Date (S$'000)
Amounts charged by Goodland Investments and Goodland Development	143	124	31	–

The last of the above transactions took place in FY2008, after which the leasing arrangement was terminated.

A monthly rent of S$1,700 was applicable to each of GPM Services and Goodland Project Management office space in Goodland Building. A monthly rent of S$2,000 to S$5,000 was applicable to GPM Services, Goodland Project Management, and Objective Builders, in respect of the space utilised by them at 219A Ponggol Seventeenth Avenue for the purposes of equipment warehousing.

These lease transactions were conducted at arm's length and on normal commercial terms as the rentals were (i) based on the size of the office space leased; and (ii) comparable to the monthly rent applicable to unrelated third parties (which was in the range of S$1,300 to S$2,500 at the material time).

The above transactions are not expected to recur in the future. Our Directors have undertaken to apply to have Objective Builders and Goodland Project Management wound up by June 2010; GPM Services is currently non-operational and will be struck off.

Project Management Services Provided by Goodland Development to Objective Builders and GPM Services

In FY2007 and FY2008, Goodland Development provided project management services to Objective Builders and GPM Services.

The total amounts charged by Goodland Development to Objective Builders and GPM Services in respect of management services rendered during the Relevant Period were as follows:

	FY2006 (S$'000)	**FY2007 (S$'000)**	**FY2008 (S$'000)**	**Up to the Latest Practicable Date (S$'000)**
Amount of fees charged by Goodland Development	–	441	6	–

Although the provision of management services by Goodland Development to Objective Builders and GPM Services was not carried out at arm's length, they were however conducted on normal commercial terms as the fees charged were based on what our Directors considered to be the prevailing market rate and on the usual terms.

The above transactions are not expected to recur in the future. Our Executive Directors Ben Tan, Alvin Tan and Melanie Tan have undertaken to apply for Objective Builders' striking off by June 2010. GPM Services is currently non-operational and will be struck off.

Material Procurement Services Provided by Goodland Development to Objective Builders and GPM Services

In FY2007, Goodland Development procured building materials for Objective Builders and GPM Services by ordering such materials from Goodland Development's own suppliers, on the credit terms extended by these suppliers to Goodland Development.

The total amounts charged by Goodland Development to Objective Builders and GPM Services during the Relevant Period were as follows:

	FY2006 (S$'000)	FY2007 (S$'000)	FY2008 (S$'000)	Up to the Latest Practicable Date (S$'000)
Amount charged by Goodland Development	–	212	–	–

The amounts charged by Goodland Development comprised the cost of materials procured as well as the fee for providing the material procurement services, being 10% of the cost of the materials procured.

The provision of these services by Goodland Development to Objective Builders and GPM Services was not carried out at arm's length as the fees charged were determined by our Directors and were not based on any prevailing market rate for such services.

The above transactions are not expected to recur in the future. Our Executive Directors Ben Tan, Alvin Tan and Melanie Tan have undertaken to apply for Objective Builders' striking off by June 2010; GPM Services is currently non-operational and will be struck off.

Past guarantees provided by our Directors

During the Relevant Period, our Executive Directors, namely, Ben Tan and Alvin Tan, have provided personal guarantees to various financial institutions to secure banking facilities extended to our Group as follows:

Financial Institution	Facility for Use By	Type / Purpose of facility	Security	Guarantor / Chargor
Hong Leong Finance Limited	Goodland Development	Land Loan, Construction Loan and Working Capital Loan	Joint and several guarantee for S$4,905,000	Ben Tan and Alvin Tan
UOB	Goodland Development	Term loans and overdraft facilities for project financing and working capital	Joint and several guarantee for S$890,000	Ben Tan and Alvin Tan
UOB	Goodland Development	Term loans and overdraft facilities for project financing and working capital	Joint and several guarantee for S$3,900,000	Ben Tan and Alvin Tan
UOB	Goodland Development	Term loans and overdraft facilities for project financing and working capital	Joint and several guarantee for S$500,000	Ben Tan and Alvin Tan
UOB	Goodland Development	Term loans and overdraft facilities for project financing and working capital	Joint and several guarantee for S$760,000	Ben Tan and Alvin Tan
Sing Investments & Finance Limited	Goodland Investments	Land Loan and Construction Loan	Joint and several guarantee for S$2,031,500	Ben Tan and Alvin Tan [(1)]

Note:

(1) Our Executive Directors, Ben Tan and Alvin Tan, had also undertaken that all sums which the borrower owes to them shall be subordinated to all sums, obligations and liabilities now owing or outstanding or which may hereafter become owing or outstanding from the Company to Sing Investments & Finance Limited.

The largest amount outstanding for all banking facilities secured by the abovementioned guarantees at any time for the Relevant Period was approximately S$7.8 million. The banking facilities secured by the abovementioned guarantees have been fully repaid as at 12 December 2008.

The interest rates on these banking facilities ranged between 2.75% per annum and 5.25% per annum.

As the abovenamed Directors did not receive fees or other benefit from the provision of the security, the above arrangements were not carried out on an arm's length basis.

Loans from Goodland Project Management to Goodland Development and Goodland Investment

During the Relevant Period, Goodland Project Management extended a series of loans to Goodland Development and Goodland Investments for their working capital requirements. These advances were made on a preferential basis; they were interest-free, unsecured and carried no fixed terms of repayment.

The total amounts owed by Goodland Development and Goodland Investments to Goodland Project Management during the Relevant Period are as follows:

	FY2006 (S$'000)	FY2007 (S$'000)	FY2008 (S$'000)	As at Latest Practicable Date (S$'000)
Amounts owed by Goodland Investments and Goodland Development	118	144	182	–

The largest aggregate amount outstanding during the Relevant Period was approximately S$456,000.

The loans were fully repaid as at the Latest Practicable Date. The above transactions are not expected to recur in the future.

Loans from Objective Builders to Goodland Development and Goodland Investments

During the Relevant Period, Objective Builders extended a series of loans to Goodland Development and Goodland Investments for their working capital requirements. These advances were made on a preferential basis; they were interest-free, unsecured and carried no fixed terms of repayment.

The total amounts owed by Goodland Development and Goodland Investments to Objective Builders during the Relevant Period are as follows:

	FY2006 (S$'000)	FY2007 (S$'000)	FY2008 (S$'000)	As at Latest Practicable Date (S$'000)
Amounts owed by Goodland Investments and Goodland Development	88	183	59	–

The largest aggregate amount outstanding during the Relevant Period was approximately S$445,000.

The loans were fully repaid as at the Latest Practicable Date. The above transactions are not expected to recur in the future.

Construction Services Provided by Goodland Development to Guillemard Village Pte Ltd

During FP2009, Goodland Development provided construction services to Guillemard Village Pte Ltd in respect of the development known as Guillemard Village. Our Executive Director, Ben Tan, is also a director and controlling shareholder of Turf City Management and Singapore Agro Agricultural Pte Ltd, and they collectively own 100% of the issued share capital of Guillemard Village Pte Ltd.

The total amounts charged by Goodland Development to Guillemard Village Pte Ltd for the services provided during the Relevant Period are as follows:

	FY 2006 (S$'000)	FY 2007 (S$'000)	FY2008 (S$'000)	Up to Latest Practicable Date (S$'000)
Amount of construction services charged by Goodland Development to Guillemard Village Pte Ltd	–	–	–	300

Although the above transaction was not conducted at arm's length, it was conducted on normal commercial terms as the consideration for the transaction was based on what the Directors considered to be the prevailing market price and on the usual terms granted to third parties.

The transaction has been completed as at the Latest Practicable Date.

The transaction is not expected to recur in the future.

PRESENT AND ON-GOING INTERESTED PERSON TRANSACTIONS

Provision of construction services for Dunsfold Villas

In FY2008, Goodland Development provided construction services to our Substantial Shareholder, Koh Chin Kim, who is also the mother of our Executive Directors, Ben Tan, Alvin Tan, Melanie Tan, and their sister and our Executive Officer, Mindy Tan for the proposed erection of five units of detached strata dwelling houses at 17 Dunsfold Drive known as Dunsfold Villas, a property currently being developed by Koh Chin Kim for the personal residence of all the above-mentioned individuals. Some of these works were then sub-contracted to GPM Builders.

The total amounts charged by Goodland Development during the Relevant Period are as follows:

	FY2006 (S$'000)	FY2007 (S$'000)	FY2008 (S$'000)	Up to Latest Practicable Date (S$'000)
Amounts charged by Goodland Development	–	–	2,045	1,213

Although the above transactions were not conducted at arm's length, they were however conducted on normal commercial terms as the consideration for each transaction was based on what our Directors considered to be the prevailing market price and on the usual terms.

The above transaction is expected to be completed in September 2009.

It is not expected that the above transactions will recur in the future.

Purchase of property from Koh Chin Kim

Pursuant to a sale and purchase agreement dated 1 July 2009 (***S&P***), Goodland Investments purchased No. 219 Ponggol Seventeenth Avenue, Singapore 829732 (***Property***) for the total sum of S$2.5 million from substantial Shareholder, Koh Chin Kim, for the proposed development by our Group of four units of two storey strata detached houses with basements, attic and a communal swimming pool.

This transaction is expected to be completed by 1 January 2010 and in accordance with the terms of the S&P.

The above transaction was not conducted at arm's length or on normal commercial terms as the purchase consideration was S$100,000 below the highest of the three valuations commissioned in respect of the Property.

The above transaction is not expected to recur in the future.

Guarantees provided by our Directors

Our Executive Directors, namely, Ben Tan, Alvin Tan and Melanie Tan, have provided personal guarantees to various financial institutions to secure banking facilities and hire purchase facilities extended to our Group as follows:

Financial Institution	Facility for Use By	Type / Purpose of facility	Security	Guarantor / Chargor
UOB	Goodland Investments	Term loan	Joint and several guarantee for S$2,929,000	Ben Tan and Alvin Tan
Sing Investments & Finance Limited	Goodland Development	Commercial Term Loan	Joint and several guarantee for S$810,000	Ben Tan and Alvin Tan [(1)]
Sing Investments & Finance Limited	Goodland Investments	Commercial Term Loan	Joint and several guarantee for S$473,000	Ben Tan and Alvin Tan [(1)]
DBS	Goodland Development	Overdraft and term loan for working capital requirements	Joint and several guarantee for S$5,720,000	Ben Tan and Alvin Tan
UOB	AG Development	Term loans for project financing	Joint and several guarantee for S$8,000,000	Alvin Tan [(2)]
OCBC	AG Capital	Land loan, Construction Loan and Development Charge Loan	Joint and several guarantee for S$19,370,000	Alvin Tan [(3)]
Public Bank Berhad	Banyan Housing Development	Term loan	Joint and several guarantee for RM840,000	Alvin Tan and Melanie Tan
Tan Chong Credit Pte Ltd	Goodland Development	Hire purchase facility for Nissan Cabstar Lorry	Guarantee for S$33,875	Ben Tan
Tan Chong Credit Pte Ltd	Goodland Group Construction	Hire purchase facility for Nissan Cabstar Lorry	Guarantee for S$62,090	Ben Tan

Notes:

(1) Our Executive Directors, Ben Tan and Alvin Tan, have also undertaken that all sums which the borrower owes to them shall be subordinated to all sums, obligations and liabilities now owing or outstanding or which may hereafter become owing or outstanding from the Company to Sing Investments & Finance Limited.

(2) The other guarantors are the other directors of AG Development, namely, Low See Ching and Tee Wee Sien.

(3) The other guarantors are the other directors of AG Capital, namely Low See Ching and Tee Wee Sien.

The largest amount outstanding for all banking facilities secured by the abovementioned guarantees at any time for the Relevant Period was approximately S$23.7 million.

As at the Latest Practicable Date, the aggregate amount outstanding for all banking facilities secured by the abovementioned guarantees was approximately S$8.6 million.

The interest rates on these banking facilities range between 2.50% per annum and 7.34% per annum, or such other rate(s) as the respective financial institutions may determine from time to time.

Further details of the facilities secured by the above guarantees are set out in the section entitled “Capitalisation and Indebtedness” of this Offer Document.

As the abovenamed Directors did not receive fees or other benefit from the provision of the security, the above arrangements were not carried out on an arm’s length basis.

We intend to procure a release and discharge of the abovementioned guarantees upon the admission of our Company to the Catalist. If we are unable to procure the release and discharge of these guarantees, the aforementioned Directors may continue to provide the guarantees required to secure these banking facilities or seek and obtain alternative facilities from other financial institutions offering comparable terms.

Purchase of property from Budaya Saujana (M) Sdn. Bhd.

Pursuant to an agreement dated 23 June 2009 (***Agreement***), our Group acquired the property at No. 204, 206 and 208 Jalan Dr. Lim Chwee Leong, 10150 Penang, Malaysia, for the total sum of RM700,000 from Budaya Saujana (M) Sdn. Bhd. (a company incorporated in Malaysia of which our Executive Director, Ben Tan, is a director). The acquisition was for the purposes of growing our land bank and the property is intended for eventual redevelopment and sale.

This transaction is expected to be completed within five months from 23 June 2009 and in accordance with the terms of the Agreement.

The above transaction was not conducted at arm’s length as the purchase consideration was below the market valuation amount of the property.

The above transaction is not expected to recur in the future.

Consultancy agreement between Goodland Development and Key Elements Consulting Pte Ltd

Prior to the Placement and before our Non-Executive Director, Wong Ming Kwong, was appointed to our Board, Goodland Development entered into a consultancy agreement dated 9 July 2008 with Key Elements Consulting Pte Ltd (***Key Elements***), a company registered under the laws of Singapore, pursuant to which Key Elements provided consultancy services relating to the Placement to Goodland Development. Wong Ming Kwong, our Non-Executive Director, is a director of Key Elements. The consultancy services provided encompassed, amongst others, assisting our Company with preparations for the Placement as well as reviewing our Group’s financial information.

The total amounts charged by Key Elements to Goodland Development during the Relevant Period are as follows:

	FY2006 (S$’000)	FY2007 (S$’000)	FY2008 (S$’000)	Up to Latest Practicable Date (S$’000)
Amount charged by Key Elements to Goodland Development	–	–	250	240

Our Directors are of the view that the above transaction was carried out at arm's length and on normal commercial terms.

The consultancy services contract between Goodland Development and Key Elements shall expire upon the admission of our Shares to the Official List of Catalist. The above transaction is not expected to recur in the future.

GUIDELINES AND REVIEW PROCEDURES FOR ON-GOING AND FUTURE INTERESTED PERSON TRANSACTIONS

All future interested person transactions will be properly documented and submitted to our Audit Committee for periodic review to ensure that they are carried out on an arm's length basis, on normal commercial terms and will not be prejudicial to the interests of our Shareholders. Our Audit Committee will adopt the following procedures when reviewing interested person transactions:

(a) when purchasing items from or engaging the services of an interested person, two other quotations from non-interested persons will be obtained for comparison to ensure that the interests of minority Shareholders are not disadvantaged, where applicable. The purchase price or fee for services shall not be higher than the most competitive price or fee of the two other quotations from non-interested persons. In determining the most competitive price or fee, all pertinent factors, including but not limited to quality, delivery time and track record will be taken into consideration;

(b) when selling items or supplying services to an interested person, the price or the fee and terms of two other successful transactions of a similar nature with non-interested persons will be used as comparison to ensure that the interests of minority Shareholders are not disadvantaged. The sale price or fee for the supply of services shall not be lower than the lowest sale price or fee of the two other successful transactions with non-interested persons;

(c) when renting properties from or to an interested person, appropriate steps will be taken to ensure that such rent is commensurate with prevailing market rates, including adopting measures such as making relevant enquiries with landlords of similar properties and obtaining suitable reports or reviews published by property agents (where necessary). The rent payable shall be based on the most competitive market rental rates of similar properties in terms of size and location, based on the results of the relevant enquiries; and

when selling properties to an interested person, our Directors shall take appropriate steps to ensure that such sale price is commensurate with the prevailing market rates for similar properties and obtaining necessary reports or reviews published by property agents (including an independent valuation report by a property valuer, where considered appropriate).

Our Audit Committee will review all interested person transactions, if any, at least quarterly to ensure that they are carried out at arm's length and in accordance with the procedures outlined above. It will take into account all relevant non-quantitative factors. In the event that a member of our Audit Committee is interested in any such transaction, he will abstain from reviewing that particular transaction. Furthermore, if during these periodic reviews, our Audit Committee believes that the guidelines and procedures as stated above are not sufficient to ensure that interests of minority Shareholders are not prejudiced, we will adopt new guidelines and procedures.

In addition, our Audit Committee will include the review of interested person transactions as part of its standard procedures while examining the adequacy of our internal controls. Our Board will also ensure that all disclosure, approval and other requirements on interested person transactions, including those required by prevailing legislation, the Catalist Rules and accounting standards, are complied with. In addition, such transactions will also be subject to Shareholders' approval if required by the Catalist Rules.

Under Chapter 9 of the Catalist Rules, a listed company may seek a Shareholders' mandate for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations such as supplies and materials, which may be carried out with the listed company's interested persons, but not for the purchase or sale of assets, undertakings or businesses.

There is currently no general mandate from our Shareholders for recurrent interested person transactions of a revenue or trading nature or those necessary for our day-to-day operations. In the event that such a general mandate is required in the future, we shall obtain it in accordance with the provisions of the Catalist Rules.

POTENTIAL CONFLICTS OF INTERESTS

In general, a conflict of interest arises when any of our Directors, Controlling Shareholders or their Associates is carrying on or has any interest in any other corporation carrying on the same business or dealing in similar products as our Group.

Potential Conflict of Interests with our Executive Directors, Ben Tan, Alvin Tan and Melanie Tan

Objective Builders and Goodland Project Management were incorporated on 16 September 2004 and 17 December 1996 respectively and are involved in the business of construction and project management. Our Executive Directors, Ben Tan, Alvin Tan and Melanie Tan, collectively hold 100% of the issued and paid-up capital of Goodland Project Management, which in turn holds 100% of the issued and paid-up capital of Objective Builders. Melanie Tan and Alvin Tan are also the directors of both companies, and Ben Tan is a director of Goodland Project Management. Both Objective Builders and Goodland Project Management are currently non-operational.

Please refer to the section entitled "Interested Person Transactions – Past Interested Person Transactions" of this Offer Document for details of our transactions with Objective Builders and Goodland Project Management.

To mitigate any conflicts of interest that may occur, Ben Tan, Alvin Tan and Melanie Tan (the ***Covenantors***) have each executed a non-compete undertaking in favour of our Company on 24 September 2009 (***Non-compete Undertaking***), pursuant to which each of the Covenantors undertook to make an application for the winding-up of Goodland Project Management and Objective Builders by June 2010. In the interim, to mitigate any conflicts of interest that may occur, the Covenantors undertook, amongst others, that until Objective Builders and Goodland Project Management are wound up, they shall procure that Objective Builders and Goodland Project Management:

(i) shall not, and shall procure that its subsidiaries and associated companies (whether present or future) will not, carry on business that is directly or indirectly in competition with the business of our Group;

(ii) shall not, and shall procure that its subsidiaries and associated companies (whether present or future) will not, have any interest in or provide any financial assistance to any other person to carry on business or other activity that will directly or indirectly compete with our Group;

(iii) shall not, and shall procure that its subsidiaries and associated companies (whether present or future) shall not, solicit or entice away or attempt to solicit or entice away from our Group the custom of any person, firm, company or organisation who shall at the date of the Non-compete Agreement has been a customer, client, agent or correspondent of our Group or in the habit of dealing with our Group;

(iv) shall not, and shall procure that its subsidiaries and associated companies (whether present of future) shall not, solicit or entice away or attempt to solicit or entice away from our Group any person who is an officer, manager or employee of our Group whether or not such person would commit a breach of his contract of employment by reason of leaving such employment;

(v) shall not counsel or procure or otherwise assist any person to do any of the acts referred to in (ii), (iii) and (iv) above;

(vi) shall not interfere or seek to interfere with or make arrangements which have the effect of harming contractual or other trade relations between our Group and any of our suppliers and/or customers; and

(vii) shall confirm to our Company, on a quarterly basis, that it and its subsidiaries and associated companies (whether present or future) have not, directly or indirectly, carried on any business that is directly or indirectly in competition with the business of our Group.

Although we believe that sufficient safeguards and mechanisms are in place to resolve any potential conflict of interest, our Audit Committee will continue to monitor the conflicts of interest periodically, and address any conflict of interest (arising or that may arise) in a manner sufficient to satisfy the requirements in Rules 417 and 418 of the Listing Manual on a continuing basis for as long as the Company remains listed on the Official List of Catalist.

Potential Conflict of Interests with our Executive Directors, Ben Tan and Melanie Tan and our Executive Officer, Mindy Tan

Ben Tan is director of Turf City Pte Ltd, Turf City Management Pte. Ltd. and SAA Holdings Pte Ltd. (each a ***Ben Tan Company*** and collectively the ***Ben Tan Companies***). Ben Tan owns 90% of the issued share capital of Turf City Management Pte. Ltd. and the entire issued share capital of SAA Holdings Pte Ltd. He also owns approximately 60% of the issued share capital of Singapore Agro Agricultural Pte Ltd, which in turn owns 50% of the issued share capital of Turf City Pte Ltd.

Turf City Pte Ltd was previously involved in the leasing of shop spaces in Turf City and is currently non-operational. Turf City Management Pte. Ltd. is principally in the business of property management and leasing. SAA Holdings Pte Ltd is principally in the business of real estate agency.

Melanie Tan and Mindy Tan are the directors of Abacus Property Consultants Pte Ltd, a company in the business of providing real estate agency services (***Abacus***).

Our Directors are of the view that the abovementioned companies where Ben Tan, Melanie Tan and Mindy Tan hold directorships, are not involved in businesses that is in competition with the business of our Company. Nevertheless, in order to mitigate any conflict of interests that may arise, each of Ben Tan, Melanie Tan and Mindy Tan has entered into a deed of undertaking dated 24 September 2009 with our Company. Pursuant to the deeds of undertaking, each of Ben Tan, Melanie Tan and Mindy Tan irrevocably undertakes that he or she will not, and will procure that his or her (as the case may be) Associates will not, directly or indirectly engage in or be concerned with or be interested with any business competing with the business for the time being of our Group.

Ben Tan has undertaken that, for so long as our Shares are listed on either the Official List of the Catalist or the Official List of the SGX-ST and he remains as a Director (or a director of any of our subsidiaries) and/or a Substantial Shareholder of our Company, to offer to our Company the right of first refusal to acquire his entire shareholding interest in the relevant Ben Tan Company, at such price to be determined by any one of (i) an internationally recognised accounting firm; (ii) an international management consultant; or (iii) an international investment bank, in the event that:

(a) our Group decides to expand our business into the area of property management, real estate agency or leasing;

(b) any of the Ben Tan Companies decides to expand its operations into the area of property development; or

(c) Ben Tan decides to dispose of his shareholding interest in any of the Ben Tan Companies.

Melanie Tan and Mindy Tan have undertaken that, for so long as our Shares are listed on either the Official List of the Catalist or the Official List of the SGX-ST and she remains as a Director (or a director of any of our subsidiaries) and/or a Substantial Shareholder and/or Executive Officer of our Company, to offer to our Company the right of first refusal to acquire each of their entire shareholding interest in Abacus, at such price to be determined by any one of (i) an internationally recognised accounting firm; (ii) an international management consultant; or (iii) an international investment bank, in the event that:

(a) our Group decides to expand our business into the area of the real estate agency;

(b) Abacus decides to expand its operations into the area of property development; or

(c) either of Melanie Tan or Mindy Tan decides to dispose of her shareholding interest in Abacus.

Ben Tan, Melanie Tan and Mindy Tan have also represented to the Board that their respective appointments at our Group will take precedence over their directorships in Abacus or the Ben Tan Companies, as the case may be.

In addition to the above undertakings and representations, our Directors are regarded as fiduciaries of our Company under the Companies Act and at common law and are duty-bound to act bona fide in the interests of our Company. Hence, they must refrain from placing themselves in a position where their interests may conflict with their duty to our Company.

Save as disclosed in the sections entitled "Interested Person Transactions" and "Restructuring Exercise" of this Offer Document, none of our Directors, Executive Officers, Substantial Shareholders or any of their Associates has had any interest, direct or indirect in the following:

(a) any transactions to which our Company was or is to be a party;

(b) any company carrying on the same business or a similar trade which competes materially and directly with the existing business of our Group; and

(c) any company that is our customer or supplier of goods and services.

Interests of Experts

No expert is interested, directly or indirectly, in the promotion of, or in any property or assets which have, within the two years preceding the date of this Offer Document, been acquired or disposed of by or leased to our Company or any of its subsidiaries or associated companies or are proposed to be acquired or disposed of by or leased to our Company or any of its subsidiaries or associated companies.

No expert is employed on a contingent basis by our Company or any of our subsidiaries or associated companies; or has a material interest, whether direct or indirect, in our Shares or the shares of our subsidiaries or associated companies; or has a material economic interest, whether direct or indirect, in our Company, including an interest in the success of the Placement.

Interests of the Manager, Sponsor and the Placement Agent

In the reasonable opinion of our Directors, the Manager and Sponsor, PPCF, and the Placement Agent, DMG, do not have a material relationship with our Company save as disclosed below and in the section entitled "General and Statutory Information – Management and Placement Arrangements" of this Offer Document:

(a) PPCF is the Manager and Sponsor of the Placement;

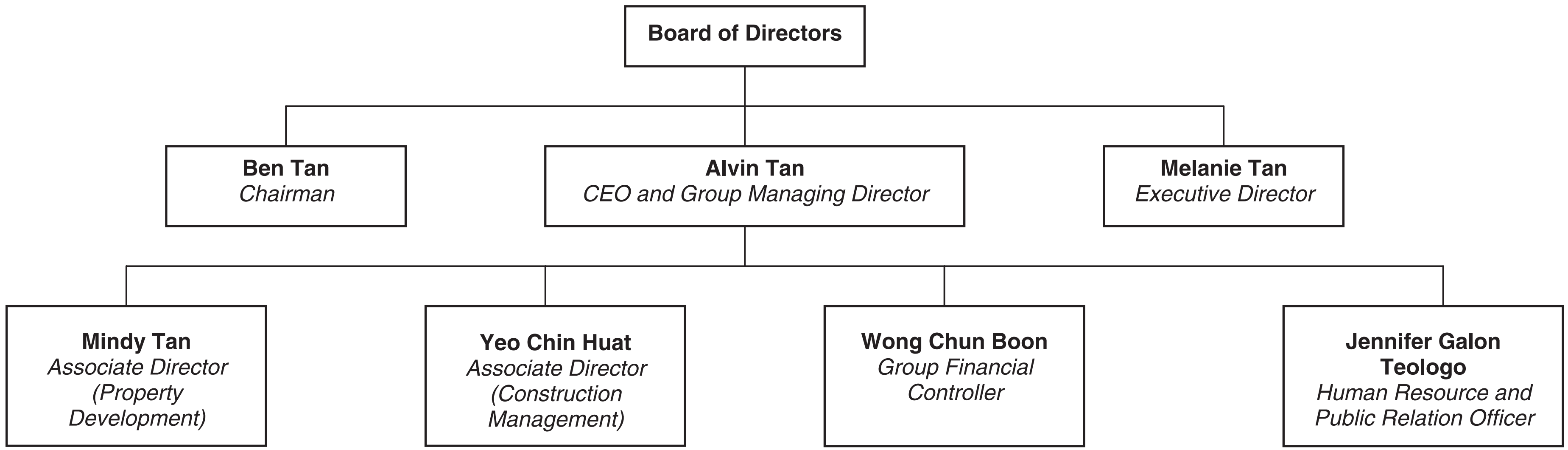
(b) PPCF is the continuing Sponsor of our Company for a period of three years from the date our Company is admitted and listed on the Catalist;

(c) As part of PPCF's professional fees in relation to its role as Manager and Sponsor (performed in accordance with the provisions of the Management Agreement), our Company will issue the 1,608,800 PPCF Shares, at the Placement Price for each PPCF Share, to PPCF; and

(d) DMG is the Placement Agent for the Placement.

MANAGEMENT REPORTING STRUCTURE

The following chart shows our management reporting structure as at the Latest Practicable Date.



DIRECTORS

The board of Directors is entrusted with the responsibility for the overall management of our Group.

Our Directors' particulars are listed below:

Name	Age	Address	Proposed Position / Occupation
Ben Tan	41	No. 39 Bridport Avenue Singapore 559329	Chairman
Alvin Tan	40	17D Dunsfold Drive Singapore 357715	CEO and Group Managing Director
Melanie Tan	39	Block 299A Compassvale Street #16-130 Singapore 541299	Executive Director
Wong Ming Kwong	49	31 Lorong N Telok Kurau Singapore 425156	Non-Executive Director / President of Key Elements Consulting Pte Ltd
Dr Wu Chiaw Ching	52	Block 321 Serangoon Avenue 2 #08-368 Singapore 550321	Lead Independent Director / Managing Partner of Wu Chiaw Ching & Company
Raymond Lye	44	19 King's Walk Singapore 268030	Independent Director / Executive Director of Pacific Law Corporation

The working, business experience and areas of responsibility of our Directors are set out below:

Ben Tan was appointed as our Executive Director on 6 May 2004 and is the Chairman of our Board of Directors, primarily responsible for overseeing the business operations of our Group. Prior to joining our Group, Mr Tan was a civil engineer at the Housing and Development Board of Singapore, where he was responsible for supervising civil engineering works, building foundation works and sewage construction in government housing projects from 1992 to June 1994. In July 1994, he became a director of Goodland Development, which started as a civil engineering firm involved in public infrastructure projects commissioned by government agencies such as the PUB, NParks and the Public Roads Department. Together with our other co-founder, Mr Alvin Tan, Mr Tan continued growing the business of our Company to include property development in 1994, initially undertaking smaller-sized design-and-build projects comprising semi-detached bungalows and smaller properties, before going on to undertake the development of high-rise properties from 2003 onwards. He has been the director of Farmart Centre Pte Ltd and Turf City Management Pte. Ltd., companies involved in the operation of mini farm businesses and the management of the shopping mall and auto emporium at Turf City, since October 2003 and July 2007 respectively.

Mr Tan holds a Bachelor of Engineering from the National University of Singapore.

Alvin Tan was appointed as our Executive Director on 6 May 2004 and is our CEO and Group Managing Director, primarily responsible for the overall management and overseeing the strategic direction of our Group. Mr Tan started his career in the building and construction industry as a project coordinator for D & C Builders Pte Ltd, a company involved in renovation and maintenance works for HDB estates and town councils. In January 1993, he became one of the co-founders and directors of Goodland Development, which started as a civil engineering firm involved in public infrastructure projects commissioned by government agencies such as the PUB, NParks and the former Public Roads Department. Together with our other co-founder, Mr Ben Tan, Mr Tan continued growing the business of our Company to include property development in 1994, initially undertaking smaller-sized design-and-build projects comprising semi-detached bungalows and smaller properties, before going on to undertake the development of high-rise properties from 2003 onwards. Mr Tan is also the director of Banyan Housing Development, in charge of our Malaysian operations and overseeing the expansion of our Group's business in Malaysia since its incorporation in March 2006.

Mr Tan holds a Bachelor of Applied Science (Construction Management) with first class honours from the Royal Melbourne Institute of Technology.

Melanie Tan was appointed as our Executive Director on 19 August 2009 and is responsible for all human resources and administration-related areas of our Group. Ms Tan started her career in March 1990 as an audit assistant at Chung & Co., an audit and accounting firm, until February 1993. She went on to become an accounts officer in March 1993 at Bauma International (S) Pte Ltd, an importing and exporting company, where she assisted with the preparation of accounts. She joined our Group in September 1995 as the Financial Controller of Goodland Development and has since been was responsible for human resources and administration matters, as well as business administration support and overseeing the finances of our Group.

Ms Tan attended the Structured Practical Audit Training Programme – Core 1 conducted by the Institute of Certified Public Accountants in Singapore in 1992 and the Internal Quality Audit Course in conducted by CCIS Singapore Pte Ltd in 1999.

Wong Ming Kwong was appointed as our Non-Executive Director on 19 August 2009. Since 1999, Mr Wong has been the president of Key Elements Consulting Group, which provides consultancy services for companies, especially the small and medium enterprises in Singapore. Mr Wong was a business development manager at Inchcape Sendirian Berhad, where he was responsible for the development of new business strategies and objectives from September 1992 to April 1993. From May 1993 to December 1995, Mr Wong spearheaded business development as a sales and marketing manager in Singapore National Printers Pte Ltd (now known as SNP Corporation Ltd). In 1996, Mr Wong became a marketing director of APV Asia Pte Ltd, part of the Invensys PLC global technology and controls group, before being promoted to the position of Managing Director (Greater China Division) in January 1997, a position he held until December 1998. From March 2006 to April 2008, he was an Independent Director of Natural Cool Holdings Ltd, a company listed on the SGX-ST. He is currently a non-executive director of Mary Chia Holdings Limited, a company listed on the Catalist.

Mr Wong holds a Bachelor of Arts (Honours)(Second Upper)(in Chinese Studies) and Bachelor of Arts (Economics and Statistics) from the National University of Singapore. In addition, he holds a Graduate Diploma in Marketing from the Marketing Institute of Singapore. Mr Wong is also the vice president of the Association of Small and Medium Enterprise, as well as the chairman of Enterprise Development Centre.

Dr Wu Chiaw Ching was appointed as our Independent Director on 19 August 2009. Since 1987, Dr Wu has been the proprietor-auditor of Wu Chiaw Ching & Company. Dr Wu is a fellow member of the Singapore Institute of Certified Public Accountants and Certified Public Accountants, Australia. In addition, Dr Wu is a member of the Singapore Institute of Directors. Dr Wu has been an Independent Director of Natural Cool Holdings Ltd and LHT Holdings Limited, companies listed on the SGX-ST, since March 2006 and March 2007, respectively.

Dr Wu holds a Doctorate degree in Financial Management from America World University, United States of America, as well as a Doctorate degree of Business Administration in Accounting from the Adam Smith University, United States of America.

Raymond Lye was appointed as our Independent Director on 19 August 2009. Mr Lye has been an Executive Director of Pacific Law Corporation since May 2005, his areas of expertise being civil and criminal litigation, corporate and commercial work, building and construction law, family law and intellectual property rights. Prior to that, Mr Lye was a partner of Tay Lye & Ngaw Partnership from February 2000 to May 2005 and a partner of E Tay Raymond Lye & Partners from February 1994 to January 2000, his areas of expertise being commercial and corporate law and civil litigation.

Mr Lye holds a Bachelor of Laws from the National University of Singapore and has been a Fellow of the Singapore Institute of Arbitrators since 2006. Raymond Lye had previously tutored part-time at the National University of Singapore's Faculty of Law for three years. He is also active in community service and service to the nation. Mr Lye is currently a Resource Panel member of the Government Parliamentary Committee on Defence and Foreign Affairs, the Chairman of the Punggol East Citizens Consultative Committee and a member of the executive committee and chairman of the publicity committee of the Pasir Ris – Punggol Town Council. He was also conferred the Public Service Medal (PBM) and the Public Service Star (BBM) by the President of Singapore in the 1998 and 2008 National Day Awards and the Community Service Medal in 2003.

The Board, our Nominating Committee (save for Raymond Lye) and the Sponsor are of the view that Raymond Lye is able to fulfill his role as an Independent Director of our Group. Their opinion was arrived after determining that our Nominating Committee had taken into consideration Raymond Lye's extensive working experience of at least 15 years in the legal industry in the practice areas of civil and criminal litigation, corporate and commercial work, building and construction law, family law and intellectual property rights, and that having advised Singapore listed companies, he is aware of the responsibilities and obligations required as an independent director of a listed company. Notwithstanding the foregoing, Raymond Lye has also attended the course conducted by the Singapore Institute of Directors, the "SGX Listed Companies Development Programme – Understanding the Regulatory Environment in Singapore", in order to keep abreast of updates on the roles and responsibilities of a director of a public listed company in Singapore.

None of our Directors has any arrangement or understanding with any of our Substantial Shareholders, customers or suppliers pursuant to which such person was appointed as a director of our Company.

Our Directors have the appropriate expertise to act as directors of our Company, as evidenced by their business and working experience set out above. Dr Wu Chiaw Ching is also the director of other public listed companies in Singapore and therefore has the appropriate experience to act as director of our Company and is familiar with the roles and responsibilities of a director of a public listed company in Singapore.

Alvin Tan, Ben Tan, Melanie Tan, Wong Ming Kwong and Raymond Lye have attended the course conducted by the Singapore Institute of Directors, the "SGX Listed Companies Development Programme – Understanding the Regulatory Environment in Singapore", to update them on the roles and responsibilities of a director of a public listed company in Singapore.

The list of present and past directorships of each Director over the last five years excluding those held in our Company, is set out below:

Name	Present directorships	Past directorships
Alvin Tan	<u>Group Companies</u> AG Capital AG Development Banyan Housing Development Goodland Capital Goodland Development Goodland Homes Goodland Investments	<u>Group Companies</u> GPM Builders
	<u>Other Companies</u> Goodland Enviro Clean Pte. Ltd. Goodland Project Management Objective Builders	<u>Other Companies</u> Advanced Learning Centre (Turf City) Pte. Ltd. (struck off) Goldwealth Holdings Pte. Ltd. (struck off) GPM Services Pte Ltd Kallang Auto Centre Pte Ltd. (members' voluntary winding up) Singapore Agro Agricultural Pte Ltd
Ben Tan	<u>Group Companies</u> AG Capital AG Development Goodland Capital Goodland Development Goodland Group Construction Goodland Homes Goodland Investments	<u>Group Companies</u>
	<u>Other Companies</u> Budaya Saujana (M) Sdn. Bhd. Farmart Centre Pte Ltd Goodland Project Management Guillemard Village Pte. Ltd. GV Management Pte. Ltd. Harum Budaya Sdn. Bhd. Mujur Saujana (M) Sdn. Bhd. SAA Investment and Trading Pte. Ltd. SAA Holdings Pte. Ltd. Sasaran Saujana (M) Sdn. Bhd. Singapore Agro Agricultural Pte Ltd Turf Club Auto Emporium Pte Ltd Turf City Management Pte. Ltd. Turf City Pte Ltd	<u>Other Companies</u> Farmtours Pte Ltd (struck off) Objective Builders Singapore Formula Racing Club Pte. Ltd. (struck off) Tuas International Speedway Pte. Ltd. (struck off) Turf City Production Pte. Ltd. (struck off) Turf City Superstore Pte. Ltd. (struck off)

Name	Present directorships	Past directorships
Melanie Tan	Group Companies Banyan Housing Development GPM Builders	Group Companies Nil
	Other Companies Abacus Property Consultants Pte. Ltd. Goodland Enviro Clean Pte. Ltd. Goodland Project Management Objective Builders Singapore Agro Agricultural Pte Ltd	Other Companies Richland Properties Pte. Ltd. (struck off)
Wong Ming Kwong	Group Companies Nil	Group Companies Nil
	Other Companies EDC@ASME Pte. Ltd. Key Elements Enterprise Pte. Ltd. Key Elements Consulting Pte. Ltd. Kitchen Agenda Pte. Ltd. Mary Chia Holdings Limited The Boss Publishing Pte. Ltd.	Other Companies Guangji Business Consulting Pte. Ltd. Natural Cool Holdings Limited
Dr Wu Chiaw Ching	Group Companies Nil	Group Companies Nil
	Other Companies Aegis Knowledge Pte. Ltd. Aegis Portfolio Managers Pte Ltd Aegis Private Capital Pte. Ltd. Aegis Wealth Managers Pte. Ltd. E-Freight Centre (2008) Pte. Ltd. K &Q Realty Pte. Ltd. LHT Holdings Limited Natural Cool Holdings Limited Pinpoint Pte Ltd Singapore Shippers' Academy Pte. Ltd. Shipping Freight Booking Centre Sendiran Berhad	Other Companies A-Plus International Consultancy Pte Ltd (struck off) Arthur Wu Consultants Pte Ltd EDC@SCCCI Pte. Ltd. E-Freight Centre Pte Ltd (dissolved-members' voluntary winding up) Kellicare Marketing Pte Ltd (struck off) MQ Asia Capital Pte Ltd (struck off) The Financial Board of the Singapore Chinese Chamber of Commerce Sun Yat Sen Nanyang Memorial Hall Company Limited
Raymond Lye	Group Companies Nil	Group Companies Nil
	Other Companies Pacific Law Corporation	Other Companies Nil

EXECUTIVE OFFICERS

The day-to-day operations are entrusted to our Executive Directors who are assisted by an experienced and qualified team of Executive Officers. The particulars of our Executive Officers are set out below:

Name	Age	Address	Proposed Position
Jennifer Galon Teologo	30	Block 917 Hougang Avenue 9 #02-24 Singapore 530917	Human Resource and Public Relation Officer
Wong Chun Boon	30	2C Simon Lane #03-11 Singapore 546020	Group Financial Controller
Yeo Chin Huat	42	Block 510 Pasir Ris Street 52 #02-155 Singapore 510510	Associate Director (Construction Management)
Mindy Tan	33	18 Ang Mo Kio Central 3 #09-31 Grandeur 8 Singapore 567749	Associate Director (Property Development)

The working, business experience and areas of responsibility of our Executive Officers are set out below:

Jennifer Galon Teologo is our Human Resource and Public Relation Officer and has been in charge of recruitment, training and staff support matters of our Group since joining us in April 2009. She is also responsible for managing our Group's public relations of our Group. From September 2001 to December 2003, Ms Teologo was an accountant at Power One Corporation, a company providing power generation services in the Philippines, and was in charge of handling administrative and human resource matters, preparing financial reports and developing internal control procedures. In December 2003, she went on to become a Sales Administrative Assistant at Cebu Holdings Inc., an affiliated company of Ayala Land Inc., the real estate arm of the Ayala Corporation (a large business conglomerate in the Philippines), and was responsible for all administrative functions of the sales and marketing departments and generating reports for sales and revenue collections until September 2007. Prior to joining us, Ms Teologo was, from September 2007 to April 2009, an Assistant Manager at Rice Fields Pte Ltd, a tile and stone supplier, where she had general oversight of administrative matters in the sales and marketing departments and assisted the deputy general manager with showroom operations.

Ms Teologo has a Bachelor of Science in Accountancy from the University of St. La Salle, Bacolod City, the Philippines, and a Masters in Business Administration from the University of Negros Occidental – Recoletos, the Philippines. Ms Teologo is also a member of the Philippine Institute of Certified Public Accountants.

Wong Chun Boon is our Group Financial Controller and has been responsible for all finance and accounting related aspects of our Group since joining us in April 2009. From March 2001 to January 2004, Mr Wong was an auditor at Ernst & Young, Malaysia, where he was involved in auditing, financial due diligence and special audits. He has also had experience in handling financial reporting matters in listed companies in Malaysia. From March 2005 to April 2006, Mr Wong was the Finance & Administration Manager at Japantec Industries (M) Sdn. Bhd., where he was primarily responsible for financial management, currency hedging and human resources. From January to June 2007, he was an auditor at Horwath First Trust Pte. Ltd. in Singapore, an audit firm providing professional audit, advisory, tax, outsourcing and fund administration solutions. Prior to joining us, Mr Wong was the Group Finance Manager of Shanghai Asia Holdings Limited, a company listed on the mainboard of the SGX-ST, where he was involved in ensuring compliance with the financial reporting requirements of the SGX-ST, in corporate finance matters as well as mergers and acquisitions.

Mr Wong has a Bachelor of Arts (Honours) in Accounting and Finance from the Oxford Brookes University, the United Kingdom, in association with Nilai College, Malaysia. He is also a member of the Association of Chartered Certified Accountants and a provisional member of the Institute of Certified Public Accountants of Singapore.

Our Audit Committee and the Sponsor have interviewed Wong Chun Boon and are of the opinion that he is suitable for the position of Group Financial Controller. In forming their view, our Audit Committee and the Sponsor have taken into consideration his working experience and qualifications, in particular the following:

(i) He graduated with a Bachelor of Arts (Honours) in Accounting and Finance from the Oxford Brookes University, the United Kingdom, in association with Nilai College, Malaysia;

(ii) He is a member of the Association of Chartered Certified Accountants and a provisional member of the Institute of Certified Public Accountants of Singapore;

(iii) He has had at least eight years of working experience in the relevant sectors of finance and accounting and has been involved in corporate finance related matters as well as mergers and acquisitions;

(iv) He has occupied in various finance-related roles encompassing audit, financial reporting and financial management with several companies which include an international audit firm, Malaysian listed companies and a Singapore listed company;

(v) Prior to joining the Group, he had occupied a position similar to his current appointment, namely, as Group Finance Manager of Shanghai Asia Holdings Limited, a company listed on the Mainboard of the SGX-ST, where he was involved in ensuring compliance with the financial reporting requirements of the SGX-ST; and

(vi) He has received testimonials from his previous employers, commending him for his performance and capabilities shown during his previous employment with them.

In addition, our Audit Committee has not been made aware of any matter that would adversely affect Wong Chun Boon's suitability as Group Financial Controller in the course of their discussions with him, our Executive Directors and the auditors of our Group.

Yeo Chin Huat is our Associate Director (Construction Management). Since joining us in May 2008, he has been responsible for supervising the construction phases of our projects to ensure that the activities at the work site are in compliance with the Building Control Act and that building works are carried out in accordance with contract specifications and the project schedule. From 1992 to 1996, Mr Yeo was an engineer at the Singapore Public Works Department, before becoming Executive Engineer from 1996 to 1998, in charge of ensuring that existing buildings are regularly inspected and in compliance with the provisions of the Building Control Act. When the Singapore Public Works Department was corporatised in 1999, becoming the PWD Corporation Pte Ltd (now known as the CPG Corporation Pte Ltd), Mr Yeo was appointed as Senior Engineer in charge of the design and management of airport civil engineering projects. In March 2001, he joined Aculearn Pte Ltd, a company in the business of production, management and delivery of multimedia content for e-learning, as its Operations Manager, with general oversight of its day-to-day operations, training and staff support and quality control procedures until April 2008.

Mr Yeo has a Bachelor in Engineering (Civil) from the National University of Singapore.

Mindy Tan is our Associate Director (Property Development) and has been in charge of overseeing our Group's property development arm since joining us in July 2009. Ms Tan has had more than ten years of experience in the property industry. She started her career in July 1997 with the Inland Revenue Authority of Singapore (***IRAS***), where she was a Senior Valuation Officer until May 2004. During her time at IRAS, she was responsible for providing property valuations for property tax purposes. Thereafter, Ms Tan joined Goodland Development as its Property and Investment Manager and was responsible for identifying suitable redevelopment sites for our Group's projects, providing in-house valuation services for our Group's properties, developing marketing strategies and overseeing the property agency and property tax aspects of our business, until April 2006. She has also had experience in property valuation for the purposes of property sales and purchases, mortgages, audits, fire insurance and taxation, having been a Senior Valuer at Chesterton International Property Consultants Pte Ltd from May to August 2006. Prior to joining our Group, Ms Tan was an Associate Director in Investment – Capital Markets at Cushman & Wakefield (S) Pte Ltd, the Singapore office of a global provider of real estate solutions, where she was responsible for sourcing new investment sales business opportunities for the company and was involved in the sale of residential and commercial sites, implementation of marketing campaigns and the provision of general property agency services, from August 2006 to March 2009.

Ms Tan is a registered appraiser licensed by the Inland Revenue Authority of Singapore and holds a Diploma in Building and Real Estate Management from Ngee Ann Polytechnic, Singapore, as well as a Bachelor of Science (Honours) in Real Estate Management from the University of Reading, the United Kingdom.

None of our Executive Officers has any arrangement or understanding with any of our Substantial Shareholders, customers or suppliers pursuant to which such person was appointed as an Executive Officer of our Company.

The list of present and past directorships of each Executive Officer over the last five years, excluding those held in our Company, is set out below:

Name	Present directorships	Past directorships
Jennifer Galon Teologo	Group Companies Nil Other Companies Nil	Group Companies Nil Other Companies Nil
Wong Chun Boon	Group Companies Nil Other Companies Nil	Group Companies Nil Other Companies Nil
Yeo Chin Huat	Group Companies Nil Other Companies Nil	Group Companies Nil Other Companies Nil
Mindy Tan	Group Companies Abacus Property Consultants Pte. Ltd. Other Companies Nil	Group Companies Richland Properties Pte. Ltd. (struck off) Other Companies Nil

Relationships between our Executive Directors, Substantial Shareholders, and Executive Officers

Our Substantial Shareholders and Executive Directors, Ben Tan, Alvin Tan and Melanie Tan, and our Executive Officer, Mindy Tan, are siblings. Their mother is our Substantial Shareholder, Koh Chin Kim.

Save as disclosed above, none of our Directors is related by blood or marriage to one another or to our Substantial Shareholders or Executive Officers.

DIRECTORS' AND EXECUTIVE OFFICERS' REMUNERATION

The remuneration (including bonus, contributions to CPF, directors' fees and benefits-in-kind) paid or payable to our Directors and Executive Officers on a proforma basis and in remuneration bands for FY2007 and FY2008, and the estimated remuneration (excluding bonus, contributions to CPF, directors' fees and benefits-in-kind) payable to them on a proforma basis and in remuneration bands for FY2009 are as follows:

	FY2007	FY2008	FY2009 (Estimated)
Directors			
Ben Tan	A	A	A
Alvin Tan	A	A	B
Melanie Tan	A	A	A
Wong Ming Kwong	–	–	A
Wu Chiaw Ching	–	–	A
Raymond Lye	–	–	A

	FY2007	FY2008	FY2009 (Estimated)
Executive Officers			
Jennifer Galon Teologo	–	–	A
Wong Chun Boon	–	–	A
Yeo Chin Huat	–	A	A
Mindy Tan	–	–	A

Notes:

Band A: compensation of between $0 to $249,999 per annum

Band B: compensation of between $250,000 to $499,999 per annum

EMPLOYEES

As at the Latest Practicable Date, we have 42 full-time employees. A breakdown of our full-time staff employees by business function is as follows:

Segmented by Function	FY2006	FY2007	FY2008	As at Latest Practicable Date
Management	3	3	3	3
Property Development	3	3	3	1
Construction	14	14	19	24
Project Management	2	2	6	7
Financial and Corporate Support Services	4	4	4	7
Total	**26**	**26**	**35**	**42**

All our employees are based in Singapore. We do not employ a significant number of temporary employees.

None of our employees is unionised. The relationship and co-operation between our management and staff is good and this is expected to remain so in the future. There has not been any incidence of work stoppages or labour disputes affecting our operations.

The number of full-time staff that we employ is not subject to any significant seasonal fluctuation.

Pension or retirement benefits

Other than amounts set aside or accrued in respect of mandatory employee funds, no amounts have been set aside or accrued by our Company or our subsidiaries or associated companies to provide pension, retirement or similar benefits to our employees.

Remuneration of persons who are immediate family members of our Directors or Substantial Shareholders

Our Executive Officer, Mindy Tan, is the sister of our Executive Directors, Ben Tan, Alvin Tan and Melanie Tan, and daughter of our Substantial Shareholder, Koh Chin Kim. For each of FY2007 and FY2008, the aggregate compensation paid to Mindy Tan for advisory services in respect of property-related matters provided by her to our Group on an ad hoc basis, was less than S$8,000. For FY2009, Mindy Tan's estimated aggregate remuneration (from her date of joining our Group in July 2009 to the end of FY2009) will amount to approximately S$22,000.

The basis of determining Mindy Tan's remuneration as our Executive Officer is the same as the basis of determining the remuneration of other unrelated employees. Her remuneration package will be reviewed annually by our Remuneration Committee to ensure that it is in line with our staff remuneration guidelines and commensurate with their respective job scope and levels and responsibility. The total remuneration paid to employees who are related to our Directors and Substantial Shareholders in each financial year shall be disclosed in the annual report of our Company.

SERVICE AGREEMENTS

On 24 September 2009, our Company entered into separate Service Agreements with Ben Tan, Alvin Tan and Melanie Tan under which they were appointed Chairman, Chief Executive Officer, and Executive Director, respectively (each an ***Appointee***).

The Service Agreements are valid for an initial period of three years from the date on which our Company is admitted to the Official List of Catalist (the ***Initial Term***) and thereafter shall be renewed annually on such terms and conditions as our Company and the respective Appointee may agree mutually. Our Company or the Appointee may at any time terminate the Service Agreement by giving six months' written notice of termination to the other party, or in lieu of notice, payment of an amount equivalent to six months' salary based on the Appointee's last drawn monthly salary.

Each of the Service Agreements may be terminated by our Company by summary notice upon the occurrence of certain events, such as criminal conviction, grave misconduct or bankruptcy involving the relevant Appointee. None of the Appointees will be entitled to any benefit upon termination of his or her Service Agreement.

Save in respect of the Initial Term, this Agreement may be terminated by the Appointee by giving to the Company three months' prior written notice of such termination or by paying to the Company an amount equal to three months' salary in lieu of such notice. During the Initial Term, this Agreement may be terminated by the Appointee by giving to the Company six months prior written notice of such termination or by paying to the Company an amount equal to six months' salary in lieu of such notice. The parties may by mutual agreement waive or vary the notice requirement.

Under the terms of the Service Agreements, Ben Tan, Alvin Tan and Melanie Tan will be paid a monthly base salary of S$15,000, S$20,000 and S$15,000 respectively. Pursuant to the Service Agreements, the Appointees are also entitled to an annual performance bonus in respect of each FY commencing in FY2010, which will be calculated based on our Group's audited consolidated profit before income tax (after deducting profit before taxation attributable to minority interests and excluding any gains earned from one-off, extraordinary and/or exceptional items) and before payment of the performance bonus (***CPBT***). The performance bonus for each Appointee will be determined in the manner set out below:

	CPBT Attained by Group	Performance Bonus
(i)	Below S$2,000,000	Nil
(ii)	Between S$2,000,000 and S$3,000,000	1.5% of CPBT
(iii)	Between S$3,000,001 and S$4,000,000	S$45,000 plus 1.0% of CPBT in excess of S$3.0 million
(iv)	Between S$4,000,001 and S$5,000,000	S$55,000 plus 2.0% of CPBT in excess of S$4.0 million
(v)	Above S$5,000,000	S$75,000 plus 3.0% of CPBT in excess of S$5.0 million

Under the Service Agreements, the remuneration of the Appointees is subject to annual review by the Remuneration Committee.

Each Appointee is also entitled to be reimbursed for all reasonable out-of-pocket expenses (including travelling and entertainment expenses) properly incurred by him in the performance of his duties, as well as all other benefits generally available to the employees of the Company, or as the Board shall from time to time determine.

Our Company has also previously entered into various letters of employment with all the Executive Officers. Such letters typically provide for the salary payable to the Executive Officers, their appointment and duties, working hours, benefits, grounds of termination and certain restrictive covenants.

Save for the Service Agreements, there are no bonus or profit-sharing plans or any other profit-linked agreements or arrangements between our Company and any of our Directors. Save as disclosed above, there are no existing or proposed service contracts between our Directors or our Executive Officers and our Company or our subsidiaries or associated companies.

Had the Service Agreements mentioned above been in place for FY2008, the aggregate remuneration (including contributions to the CPF and other benefits if any) paid or provided to our Executive Directors would have been approximately S$624,000 instead of S$524,000 and the unaudited profit before income tax would be approximately S$6.1 million instead of S$6.2 million.

Save as disclosed above, there are no other existing or proposed service agreements or employment contracts entered or to be entered into by our Directors or Executive Officers with our Company or any of its subsidiaries or associated companies which provide for benefits upon termination of employment between our Company and any of our Directors and Executive Officers.

The Directors recognise the importance of corporate governance and maintaining high standards of accountability to the shareholders of our Company.

Our Board has formed three committees: (i) the Audit Committee; (ii) the Nominating Committee; and (iii) the Remuneration Committee, as described below:

Audit Committee

Our Audit Committee will comprise Dr Wu Chiaw Ching, Wong Ming Kwong and Raymond Lye. The Chairman of our Audit Committee will be Dr Wu Chiaw Ching.

Our Audit Committee will assist our Board in discharging its responsibility to safeguard our assets, maintain adequate accounting records, and develop and maintain effective systems of internal control, with the overall objective of ensuring that our management creates and maintains an effective control environment in our Group. Our Audit Committee will also provide a channel of communication between our Board, our management and our external auditors on matters relating to audit.

In particular, our Audit Committee will meet at least quarterly to discuss and review the following where applicable:

(a) review with the external auditors the audit plan, their evaluation of the system of internal accounting controls, their letter to management and the management's response;

(b) review the quarterly and annual financial statements and balance sheet and profit and loss accounts before submission to the new Board for approval, focusing in particular on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, compliance with accounting standards and compliance with the Catalist Rules and any other relevant statutory or regulatory requirements;

(c) review the internal control procedures and ensure co-ordination between the external auditors and our management, and review the assistance given by our management to the auditors, and discuss problems and concerns, if any, arising from the interim and final audits, and any matters which the auditors may wish to discuss (in the absence of our management, where necessary);

(d) review and discuss with the external auditors any suspected fraud or irregularity, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on our Group's operating results or financial position, and our management's response;

(e) consider the appointment or re-appointment of the external auditors and matters relating to the resignation or dismissal of the auditors;

(f) review interested person transactions (if any) and potential conflicts of interest (if any) falling within the scope of Chapter 9 of the Catalist Rules;

(g) undertake such other reviews and projects as may be requested by our Board, and will report to our Board its findings from time to time on matters arising and requiring the attention of our Audit Committee;

(h) generally undertake such other functions and duties as may be required by statute or the Listing Manual, or by such amendments as may be made thereto from time to time; and

(i) review our key financial risk areas, with a view to providing independent oversight on our Group's financial reporting, the outcome of such review to be disclosed in the annual reports or, where the findings are material, announced immediately via SGX-NET.

In addition, all future transactions with related parties shall comply with the requirements of the Catalist Rules. Our Directors shall abstain from voting in any contract or arrangement or proposed contract or proposed arrangement in which he has a personal material interest.

Our Audit Committee shall also commission an annual internal controls audit until such time that it is satisfied that the internal controls of our Group are sufficiently robust and effective in mitigating any internal control weaknesses our Group may have. Prior to decommissioning such annual audit, our Board shall report to the Sponsor and the SGX-ST on basis for deciding to decommission the annual audit, as well as measures taken to rectify key weaknesses in or strengthen the internal controls of our Group. Thereafter, our Audit Committee shall commission such audits as and when it deems fit for the purposes of satisfying itself that the internal controls of our Group have remained robust and effective. Upon the completion of an internal control audit, our Board shall make the appropriate disclosures via SGXNET of any weaknesses in our Group's internal controls which may be material or of a price-sensitive nature, as well as any follow-up actions to be taken by our Board.

Apart from the duties listed above, our Audit Committee shall commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any Singapore law, rule or regulation which has or is likely to have a material impact on our Group's operating results or financial position or both.

Nominating Committee

Our Nominating Committee will comprise Raymond Lye, Wong Ming Kwong and Dr Wu Chiaw Ching. The Chairman of our Nominating Committee will be Raymond Lye. Our Nominating Committee will be responsible for:

(a) re-nomination of our Directors having regard to the Director's contribution and performance;

(b) determining on an annual basis whether or not a Director is independent; and

(c) deciding whether or not a Director is able to and has been adequately carrying out his duties as a Director.

Our Nominating Committee will decide on how our Board's performance is to be evaluated and propose objective performance criteria, subject to the approval of our Board, which address how our Board has enhanced long-term Shareholders' value. Our Board will also implement a process to be carried out by our Nominating Committee for assessing the effectiveness of our Board as a whole and for assessing the contribution by each individual Director to the effectiveness of our Board. Each member of our Nominating Committee shall abstain from voting on any resolutions and making any recommendations or participating in any deliberations of our Nominating Committee in respect of the assessment of his performance or re-nomination as Director.

Remuneration Committee

Our Remuneration Committee will comprise Dr Wu Chiaw Ching, Raymond Lye and Wong Ming Kwong. The Chairman of the Remuneration Committee will be Dr Wu Chiaw Ching.

Our Remuneration Committee will be responsible for recommending to our Board a framework of remuneration for the Directors and executive officers, and determine specific remuneration packages for our Executive Chairman and each Executive Director. The recommendations of our Remuneration Committee will be submitted for endorsement by the entire Board. All aspects of remuneration, including but not limited to directors' fees, salaries, allowances, bonuses, options and benefits-in-kind shall be covered by our Remuneration Committee. Each member of our Remuneration Committee shall abstain from voting on any resolutions and making recommendations or participating in any deliberations of our Remuneration Committee in respect of his remuneration package.

In addition, our Remuneration Committee will perform an annual review of the remuneration of employees related to our Directors or Substantial Shareholders to ensure that their remuneration packages are in line with our staff remuneration guidelines and commensurate with their respective job scopes and level of responsibilities. They will also review and approve any bonuses, pay increases or promotions for these employees. Each member of the Remuneration Committee shall abstain from voting on any resolutions in respect of his remuneration package or that of the employees related to him.

Board Practices

Our Directors are to be appointed by our Shareholders at a general meeting and an election of Directors is held annually. One third (or the number nearest to a third) of our Directors (other than the Managing Director, if any), are required to retire from office at least once in every three years. However, a retiring Director is eligible for re-election at the meeting at which he retires.

Other Matters

In connection with our listing on the Catalist, our Company has confirmed, represented and undertaken to the Sponsor *inter alia* that:

(a) In relation to the appointment of the financial controller (***FC***):

- (i) the position of the FC shall not be left vacant at any time and in the event of a FC resigning from or being asked to leave our Group, we shall take steps to find a suitable replacement as soon as possible and in any event, not more than three months from the date of the notice of resignation or termination;

- (ii) any person appointed as FC of our Group shall be approved by the Audit Committee and, in the instance where the FC is also a member of the Board, by the Nominating Committee;

- (iii) any person appointed as FC shall be responsible to and report to the Board and the Audit Committee; and

- (iv) every effort shall be taken to facilitate the due, proper and timely discharge of the duties, functions and responsibilities of the FC that may be delegated to him by the Board and the Audit Committee;

(b) the Company shall appoint an Internal Auditor (***IA***) which shall be subject to the following:

(i) the IA shall be responsible for ensuring *inter alia,* that internal controls are adequate and effective and all interested person transactions proposed to be entered into or entered into by our Group are carried out in accordance with guidelines and review procedures adopted by our Group;

(ii) the IA appointed shall be a Certified Internal Auditor recognised by the Institute of Internal Auditors, Singapore and shall have a place of business in Singapore. In addition, the IA shall be a member of the Institute of Internal Auditors, Singapore;

(iii) the decision on the appointment of the IA is to be made solely by the Audit Committee and the IA's primary line of reporting shall be to the Chairman of the Audit Committee; and

(iv) every effort shall be taken to facilitate the due, proper and timely discharge of the duties, functions and responsibilities of the IA.

The following statements are brief summaries of our capital structure and the more important rights and privileges of our shareholders as conferred by the laws of Singapore and our Articles of Association. These statements summarise the material provisions of our Articles but are qualified in entirety by reference to our Articles, a copy of which will be available for inspection at our offices during normal business hours for a period of six months from the date of the registration of this Offer Document by the SGX-ST acting as agent on behalf of the Authority.

Shares

All of our Shares are in registered form. We may, subject to the provisions of the Companies Act and the listing rules of the SGX-ST, purchase our own Shares. However, we may not, except in circumstances permitted by the Companies Act, grant any financial assistance for the acquisition or proposed acquisition of our Shares.

New Shares

New shares may only be issued with the prior approval of our shareholders in a general meeting. The aggregate number of shares to be issued pursuant to such approval may not exceed 100% (or such other limit as may be prescribed by the SGX-ST) of our issued share capital for the time being, of which the aggregate number of Shares to be issued other than on a pro-rata basis to the then existing shareholders of our Company shall not exceed 50% (or such other limit as may be prescribed by the SGX-ST) of our issued share capital for the time being. The approval, if granted, will lapse at the conclusion of the annual general meeting following the date on which the approval was granted unless otherwise revoked or varied by shareholders in a general meeting. Subject to the foregoing, the provisions of the Companies Act and any special rights attached to any class of shares currently issued, all new shares are under the control of our Directors who may allot and issue the same with such rights and restrictions as they may think fit.

Shareholders

Only persons who are registered on our register of Shareholders and, in cases in which the person so registered is CDP, the persons named as the depositors in the depository register maintained by CDP for our Shares, are recognised as our Shareholders. We will not, except as required by law, recognise any equitable, contingent, future or partial interest in any share or other rights for any Share other than the absolute right thereto of the registered holder of that Share or of the person whose name is entered in the depository register for that Share. We may close our register of Shareholders for any time or times if we provide the Accounting and Corporate Regulatory Authority of Singapore with at least 14 days' notice and the SGX-ST at least 10 clear market days' notice. However, the register may not be closed for more than 30 days in aggregate in any calendar year. We typically close the register to determine our shareholders' entitlement to receive dividends and other distributions.

Transfer of Shares

There is no restriction on the transfer of fully paid Shares except where required by law or the listing rules or the rules or by-laws of the SGX-ST. Our Directors may decline to register any transfer of Shares which are not fully paid or Shares on which we have a lien. Shares may be transferred by a duly signed instrument of transfer in a form approved by the SGX-ST. Our Directors may also decline to register any instrument of transfer unless, among other things, it has been duly stamped and is presented for registration together with the share certificate and such other evidence of title as they may require. We will replace lost or destroyed certificates for Shares if we are properly notified and the applicant pays a fee which will not exceed $2 and furnishes any evidence and indemnity that our Directors may require.

General Meetings of Shareholders

We are required to hold an annual general meeting every year. Our Directors may convene an extraordinary general meeting whenever it thinks fit and must do so if our Shareholders representing not less than 10% of the total voting rights of all our Shareholders, request in writing that such a meeting be held. In addition, two or more of our Shareholders holding not less than 10% of our issued share capital may call a meeting. Unless otherwise required by law or by our Articles, voting at general meetings is by ordinary resolution, requiring an affirmative vote of a simple majority of the votes cast at that meeting. An ordinary resolution suffices, for example, for the appointment of Directors. A special resolution, requiring the affirmative vote of at least 75% of the votes cast at the meeting, is necessary for certain matters under Singapore law, including voluntary winding up, amendments to our Memorandum of Association and our Articles, a change of our corporate name and a reduction in our share capital. We must give at least 21 days' notice in writing for every general meeting convened for the purpose of passing a special resolution. Ordinary resolutions generally require at least 14 days' notice in writing. The notice must be given to each of our Shareholders who have supplied us with an address in Singapore for the giving of notices and must set forth the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business.

Voting Rights

A holder of our ordinary shares is entitled to attend, speak and vote at any general meeting, in person or by proxy. A proxy does not need to be a shareholder. A person who holds ordinary shares through the SGX-ST book-entry settlement system will only be entitled to vote at a general meeting as a shareholder if his name appears on the depository register maintained by CDP 48 hours before the general meeting. Except as otherwise provided in our Articles, two or more Shareholders must be present in person or by proxy to constitute a quorum at any general meeting. Under our Articles, on a show of hands, every Shareholder present in person and by proxy shall have one vote (provided that in the case of a Shareholder who is represented by two proxies, only one of the two proxies as determined by that Shareholder or, failing such determination, by the Chairman of the meeting in his sole discretion shall be entitled to vote on a show of hands), and on a poll, every Shareholder present in person or by proxy shall have one vote for each Share which he holds or represents. A poll may be demanded in certain circumstances, including by the Chairman of the meeting or by any Shareholder present in person or by proxy and representing not less than 10% of the total voting rights of all Shareholders having the right to attend and vote at the meeting or by any two Shareholders present in person or by proxy and entitled to vote. In the case of a tie vote, whether on a show of hands or a poll, the Chairman of the meeting shall be entitled to a casting vote.

Dividends

We may, by ordinary resolution of our Shareholders, declare dividends at a general meeting, but we may not pay dividends in excess of the amount recommended by our Board. We must pay all dividends out of our profits. We may satisfy dividends by the issue of shares to our Shareholders. See the section titled, "Bonus and Rights Issue" below. All dividends are paid pro-rata amongst our Shareholders in proportion to the amount paid-up on each Shareholder's shares, unless the rights attaching to an issue of any Share provide otherwise. Unless otherwise directed, dividends are paid by cheque or warrant sent through the post to each Shareholder at his registered address. Notwithstanding the foregoing, the payment by us to CDP of any dividend payable to a Shareholder whose name is entered in the depository register shall, to the extent of payment made to CDP, discharge us from any liability to that Shareholder in respect of that payment.

Bonus and Rights Issue

Our Board may, with the approval of our Shareholders at a general meeting, capitalise any reserves or profits (including profits or monies carried and standing to any reserve) and distribute the same as bonus shares credited as paid-up to our shareholders in proportion to their Shareholdings. Our Board may also issue rights to take up additional Shares to other shareholders in proportion to their shareholdings. Such rights are subject to any conditions attached to such issue and the regulations of any stock exchange on which we are listed.

Takeovers

The Companies Act, the Securities and Futures Act and the Singapore Code on Take-overs and Mergers regulate the acquisition of ordinary shares of public companies and contain certain provisions that may delay, deter or prevent a future takeover or change in control of our Company. Any person acquiring an interest, either on his own or together with parties acting in concert with him, in 30% or more of the voting shares in our Company must extend a takeover offer for the remaining voting shares in accordance with the provisions of the Singapore Code on Take-overs and Mergers. "Parties acting in concert" include a company and its related and associated companies, a company and its directors (including their close relatives), a company and its pension funds and employee share schemes, a person and any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, and a financial advisor and its client in respect of shares held by the financial advisor and shares in the client held by funds managed by the financial advisor on a discretionary basis.

An offer for consideration other than cash must be subject to certain exceptions, be accompanied by a cash alternative at not less than the highest price paid by the offeror or parties acting in concert with the offeror within the six months preceding the acquisition of shares that triggered the mandatory offer obligation. A mandatory takeover offer is also required to be made if a person holding, either on his own or together with parties acting in concert with him, between 30% and 50% of the voting rights acquires additional voting shares representing more than 1% of the voting shares in any six month period.

Liquidation or Other Return of Capital

If we are liquidated or in the event of any other return of capital, holders of our Shares will be entitled to participate in any surplus assets in proportion to their shareholdings, subject to any special rights attaching to any other class of shares.

Indemnity

As permitted by Singapore law, our Articles provide that, subject to the Companies Act, our Board and officers shall be entitled to be indemnified by us against any liability incurred in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to have been done as an officer, director or employee and in which judgement is given in their favour or in which they are acquitted or in connection with any application under any statute for relief from liability in respect thereof in which relief is granted by the court. We may not indemnify our Directors and officers against any liability which by law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to us.

Limitations on Rights to Hold or Vote Shares

Except as described in "Voting Rights" and "Takeovers" above, there are no limitations imposed by Singapore law or by our Articles on the rights of non-resident shareholders to hold or vote ordinary Shares.

Minority Rights

The rights of minority shareholders of Singapore-incorporated companies are protected under Section 216 of the Companies Act, which gives the Singapore courts a general power to make any order, upon application by any of our Shareholders, as they think fit to remedy any of the following situations where:

(a) our affairs are being conducted or the powers of our Directors are being exercised in a manner oppressive to, or in disregard of the interests of, one or more of the Shareholders; or

(b) we take an action, or threaten to take an action, or our Shareholders pass a resolution, or propose to pass a resolution, which unfairly discriminates against, or is otherwise prejudicial to, one or more of our Shareholders, including the applicant.

Singapore courts have a wide discretion as to the relieves they may grant and those relieves are in no way limited to those listed in the Companies Act itself. Without prejudice to the foregoing, the Singapore courts may:

(a) direct or prohibit any act or cancel or vary any transaction or resolution;

(b) regulate the conduct of our affairs in the future;

(c) authorise civil proceedings to be brought in our name, or on our behalf, by a person or persons and on such terms as the court may direct;

(d) provide for the purchase of a minority Shareholder's Shares by our other Shareholders or by us and, in the case of a purchase of Shares by us, a corresponding reduction of our Share capital;

(e) in the case of a purchase of Shares by the company, provide for a reduction accordingly of the company's capital; or

(f) provide that we be wound up.

Treasury Shares

Our Articles of Association expressly permits our Company to purchase or acquire shares or stocks of our Company and to hold such shares or stocks (or any of them) as treasury shares in accordance with requirements of Section 76 of the Companies Act. Our Company may make a purchase or acquisition of our own Shares (i) on a securities exchange if the purchase or acquisition has been authorised in advance by our Company in general meeting; or otherwise than on a securities exchange if the purchase or acquisition is made in accordance with an equal access scheme authorised in advance by our Company in general meeting. The aggregate number of ordinary Shares held as treasury shares shall not at any time exceed 10% of the total number of Shares of our Company at that time. Any excess Shares shall be disposed or cancelled before the end of a period of six months beginning with the day on which that contravention of limit occurs, or such further period as the Registrar may allow. Where ordinary Shares or stocks are held as treasury shares by our Company through purchase or acquisition by our Company, our Company shall be entered in the register as the member holding those Shares or stocks.

Our Company shall not exercise any right in respect of the treasury shares and any purported exercise of such a right is void. Such rights include any right to attend or vote at meetings and our Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution (whether in cash or otherwise) of our Company's assets (including any distribution of assets to members on a winding up) may be made, to our Company in respect of the treasury shares. However, this would not prevent an allotment of Shares as fully paid bonus shares in respect of the treasury shares or the subdivision or consolidation of any treasury share into treasury share of a smaller amount, if the total value of the treasury shares after the subdivision or consolidation is the same as the total value of the treasury share before the subdivision or consolidation, as the case may be.

Where Shares are held as treasury shares, our Company may at any time (i) sell the Shares (or any of them) for cash; (ii) transfer the Shares (or any of them) for the purposes of or pursuant to an employees' share scheme; (iii) transfer the Shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person; or (iv) cancel the Shares (or any of them).

The following is a discussion of certain tax matters arising under the current tax laws in Singapore and is not intended to be and does not constitute legal or tax advice. The discussion is based on laws, regulations and interpretations now in effect and available as of the date of this Offer Document. These laws and regulations are subject to change, which may be retrospective to the date of issuance of our Shares. These laws and regulations are also subject to various interpretations and the relevant tax authorities or the courts of Singapore could later disagree with the explanations or conclusions set out below.

The discussion is limited to a general description of certain tax consequences in Singapore with respect to purchase, ownership and disposal of our Shares, and does not purport to be a comprehensive nor exhaustive description of all tax considerations that may be relevant to a decision to purchase, hold or dispose of our Shares. Prospective investors should consult their own tax advisors concerning the tax consequences of owning and disposing our Shares. Neither the Company, the Directors, the Manager and Sponsor, the Placement Agent, nor any other persons involved in the Placement accepts responsibility for any tax effects or liabilities resulting from the subscription for, purchase, holding or disposal of our Shares.

INCOME TAX

General

Singapore resident and non-resident corporate taxpayers are subject to Singapore income tax on:

(a) income accruing in or derived from Singapore; and

(b) foreign-sourced income received or deemed received in Singapore.

However, foreign-sourced income in the form of branch profits, dividends and service income received or deemed received in Singapore by a resident corporate taxpayer shall be tax exempt provided the following conditions are met:

(a) such income is subject to tax of a similar character to income tax under the law of the jurisdiction from which such income is received;

(b) at the time the income is received in Singapore, the highest rate of tax of a similar character to income tax in the jurisdiction from which the income is received is at least 15.0%; and

(c) the Comptroller of Income Tax is satisfied that the tax exemption would be beneficial to the recipient of the foreign-sourced income.

Foreign-sourced personal income received or deemed received in Singapore by a Singapore tax resident individual (except where such income is received through a partnership) will be exempt from tax in Singapore.

Non-Singapore resident individuals, subject to certain exceptions, are subject to Singapore income tax only on income accruing in or derived from Singapore.

A company is regarded as a tax resident in Singapore if the control and management of its business is exercised in Singapore. An individual is a tax resident in Singapore if, in the calendar year preceding the year of assessment, he was physically present in Singapore or exercised employment in Singapore (other than as a director of a company) for 183 days or more, or if he ordinarily resides in Singapore.

The corporate tax rate in Singapore is 17.0% (with effect from the Year of Assessment 2010). Three-quarters of up to the first $10,000 of a company's normal chargeable income, and one-half of up to the next $290,000 of the company's normal chargeable income, are exempt from tax. The remaining chargeable income (after the partial tax exemption) will be taxed at the applicable corporate tax rate. The partial tax exemption does not apply to Singapore dividends received by companies.

Singapore tax resident individuals are subject to tax based on a progressive scale. The top marginal rate is currently 20.0%.

Dividend Distributions

All Singapore tax resident companies are currently under a "one-tier" corporate tax system.

Under the one-tier corporate tax system in Singapore, the tax collected from corporate profits is final and all Singapore dividends paid by Singapore tax resident companies to their shareholders are exempt from tax.

Capital gains on disposal of the Shares

Singapore does not impose tax on capital gains. However, gains arising from the disposal of our Shares may be construed to be of an income nature and subject to tax if they arise from activities which the Inland Revenue Authority of Singapore regards as the carrying on of a trade or business in Singapore.

Any profits from the disposal of our Shares are not taxable in Singapore unless the seller is regarded as carrying on a trade or business of dealing in shares in Singapore, in which case, such gains would be taxable as trading profits.

STAMP DUTY

There is no stamp duty payable on the subscription and issuance of our Shares.

Stamp duty is payable on an instrument of transfer of our Shares at the rate of $0.20 for every $100 or any part thereof of the consideration for, or market value of, our Shares, whichever is higher. The purchaser is liable for stamp duty, unless there is an agreement to the contrary.

No stamp duty is payable if no instrument of transfer is executed (such as in the case of scripless shares where the transfer of shares is through the CDP which does not require instruments of transfer to be executed) or if the instrument of transfer is executed outside Singapore. However, stamp duty may be payable if the instrument of transfer which is executed outside Singapore is subsequently received in Singapore.

ESTATE DUTY

No estate duty is payable with respect to deaths occurring on or after 15 February 2008.

GOODS AND SERVICES TAX (*GST*)

The sale of the Shares by an investor belonging in Singapore through a SGX-ST member or to another person belonging in Singapore is an exempt supply not subject to GST. However, any GST incurred by the investor (assuming he is registered for GST) in making this supply should not be recoverable unless the *de minimis* limits could be satisfied.

Where the Shares are sold by the investor to a person belonging outside Singapore, the sale should be a taxable supply subject to GST at zero-rate. Any GST incurred by a GST-registered investor in the making of this supply in the course of furtherance of a business should be recoverable from the Comptroller of GST. Services such as brokerage, handling and clearing services rendered by a GST-registered person to an investor belonging in Singapore in connection with the investor's purchase, sale or holding of the Shares will be subject to GST at the rate of 7.0% (with effect from 1 July 2007). Similar services rendered to an investor belonging outside Singapore would generally be subject to GST at zero-rate.

Upon listing and quotation on Catalist, our Shares will be traded under the book-entry settlement system of the CDP, and all dealings in and transactions of the Shares through Catalist will be effected in accordance with the terms and conditions for the operation of securities accounts with the CDP, as amended form time to time.

Our Shares will be registered in the name of CDP or its nominee and held by CDP for and on behalf of persons who maintain, either directly or through depository agents, securities accounts with CDP. Persons named as direct securities account holders and depository agents in the depository register maintained by the CDP, rather than CDP itself, will be treated, under our Articles of Association and the Companies Act, as members of the Company in respect of the number of Shares credited to their respective securities accounts.

Persons holding the Shares in securities account with CDP may withdraw the number of Shares they own from the book-entry settlement system in the form of physical share certificates. Such share certificates will, however, not be valid for delivery pursuant to trades transacted on Catalist although they will be *prima facie* evidence of title and may be transferred in accordance with our Articles of Association. A fee of $10.00 for each withdrawal of 1,000 Shares or less and a fee of $25.00 for each withdrawal of more than 1,000 Shares is payable upon withdrawing the Shares from the book-entry settlement system and obtaining physical share certificates. In addition, a fee of $2.00 or such other amount as our Directors may decide, is payable to the share registrar for each share certificate issued and a stamp duty of $10.00 is also payable where our Shares are withdrawn in the name of the person withdrawing our Shares or $0.20 per $100.00 or part thereof of the last-transacted price where it is withdrawn in the name of a third party. Persons holding physical share certificates who wish to trade on Catalist must deposit with CDP their share certificates together with the duly executed and stamped instruments of transfer in favour of CDP, and have their respective securities accounts credited with the number of Shares deposited before they can effect the desired trades. A fee of $10.00 is payable upon the deposit of each instrument of transfer with CDP.

Transactions in the Shares under the book-entry settlement system will be reflected by the seller's securities account being debited with the number of Shares sold and the buyer's securities account being credited with the number of Shares acquired. No transfer of stamp duty is currently payable for the Shares that are settled on a book-entry basis.

A Singapore clearing fee for trades in our Shares on the Catalist is payable at the rate of 0.04% of the transaction value subject to a maximum of S$600.00 per transaction. The clearing fee, instrument of transfer deposit fee and share withdrawal fee may be subject to Singapore goods and services tax of 7% (or such other rate prevailing from time to time).

Dealings of our Shares will be carried out in Singapore dollars and will be effected for settlement on CDP on a scripless basis. Settlement of trades on a normal "ready" basis on the Catalist generally takes place on the third Market Day following the transaction date, and payment for the securities is generally settled on the following business day CDP holds securities on behalf of investors in securities accounts. An investor may open a direct account with CDP or a sub-account with a CDP agent. The CDP agent may be a member company of the SGX-ST, bank, merchant bank or trust company.

INFORMATION ON DIRECTORS AND EXECUTIVE OFFICERS

1. Saved as disclosed below, none of our Directors, Executive Officers and Controlling Shareholders:

   (a) has, at any time during the last ten years, had an application or a petition under any bankruptcy laws of any jurisdiction filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within two years from the date he ceased to be a partner;

   (b) has, at any time during the last ten years, had an application or a petition under any law of any jurisdiction filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within two years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency;

   (c) has any unsatisfied judgement against him;

   (d) has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose;

   (e) has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach;

   (f) has, at any time during the last ten years, had judgement entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, nor has he been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part;

   (g) has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust;

   (h) has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust;

   (i) has ever been the subject of any order, judgement or ruling of any court, tribunal or governmental body permanently or temporarily enjoining him from engaging in any type of business practice or activity;

(j) has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of affairs of:

(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere;

(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere;

(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or

(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,

in connection with any matter occurring or arising during the period when he was so concerned with the entity or business trust; or

(k) has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Authority or any other regulatory authority, exchange, professional body or governmental agency, whether in Singapore or elsewhere.

Our Executive Director, Ben Tan, is currently a defendant in Suit No. 27/2009, which commenced in January 2009. The facts leading up to the lawsuit are as follows: Ben Tan and four of his business partners (each a ***Defendant***) entered into a memorandum of understanding in March 2001 (***MOU***) with three other individuals (***Plaintiffs***) pursuant to which they agreed to jointly operate the site at the former turf club at Bukit Timah (***Bukit Timah Site***). Singapore Agro Agricultural Pte Ltd (***SAA***), a company of which Ben Tan is a director, won the bid and was granted the three-year lease by SLA (***Head Lease***) in respect of the Premises and granted three-year sub-leases to Turf Club Auto Emporium Pte Ltd and Turf City Pte Ltd (***JV Companies***), the joint venture vehicles established under the MOU to operate the Bukit Timah Site. Disputes later arose among the parties to the MOU, which were settled under a consent order dated 22 February 2006 (***Consent Order***), pursuant to which (i) the Plaintiffs and Defendants were to engage an independent valuer to value the shares of the JV Companies and participate in a closed bid exercise for the shares of the JV Companies; and (ii) in the event that the Plaintiffs were the sole or highest bidder, SAA was to use its best endeavours to grant the Head Lease to the Plaintiffs, subject to the written consent of the SLA. Under the terms of the Consent Order, the valuation reports were to be issued by a certain date. However they were not issued until 10 August 2007. By the time the closed bid exercise for the shares of the JV Companies was to be held, the Head Lease and sub-leases had already lapsed.

Under Suit No. S27/2009, the Plaintiffs are seeking declaratory orders that the Consent Order is terminated, rescinded or frustrated on the grounds that (i) the Defendants had breached the Consent Order; (ii) the Plaintiffs had entered into the Consent Order under a mistake; and (iii) the independent valuer had failed to arrive at a fair valuation of the JV

Companies. The Plaintiffs are further alleging that the Defendants had conspired to cause damage to the Plaintiffs and are claiming damages and an account of all benefits and/or income derived from the Head Lease and the renewed Head Lease and an account of all income and expenses of the Company and the JV Companies.

On 3 February 2009, Ben Tan, together with four other Defendants, filed a joint defence to the Plaintiffs' claims. On 18 June 2009, they filed an application to strike out the Plaintiff's claim on the grounds that their claim discloses no reasonable cause of action, is scandalous, frivolous or vexatious, prejudices, embarrasses or delays the fair trial of the action and/or is an abuse of the process of the court. The striking out application has been fixed for hearing, together with an amendment application from the Plaintiff in respect of its statement of claim, on 2 November 2009.

2. The aggregate remuneration paid to our Directors for services rendered in all capacities to our Company, our subsidiaries and our associated companies for FY2008 was approximately S$574,000. For FY2009, the aggregate remuneration payable to Directors by our Group is estimated to be approximately S$802,000.

3. There is no shareholding qualification for Directors under the Articles of Association of our Company.

4. No option to subscribe for shares in, or debentures of, our Company or any of our subsidiaries or associated companies has been granted to, or was exercised by, any of our Directors or Executive Officers within the last financial year.

5. Save as disclosed in the sections entitled "Interested Person Transactions" of this Offer Document, none of our Directors is interested, directly or indirectly, in the promotion of, or in any property or assets which have, within the two years preceding the date of this Offer Document, been acquired or disposed of by or leased to, our Company or any of our subsidiaries or associated companies, or are proposed to be acquired or disposed of by or leased to our Company or any of our subsidiaries or associated companies.

6. No sum or benefit has been paid or is agreed to be paid to any Director or expert, or to any firm in which such Director or expert is a partner or any corporation in which such Director or expert holds shares or debentures, in cash or shares or otherwise, by any person to induce him to become, or to qualify him as, a Director, or otherwise for services rendered by him or by such firm or corporation in connection with the promotion or formation of our Company.

SHARE CAPITAL

7. As at the Latest Practicable Date, there is only one class of shares in the capital of our Company. There are no founder, management or deferred shares. The rights and privileges attached to our Shares are stated in the Articles of Association of our Company.

8. Save as disclosed below and in the sections entitled "Share Capital" and "Restructuring Exercise" of this Offer Document, there are no changes in the issued and paid-up share capital of our Company and our subsidiaries or associated companies within the last three years preceding the Latest Practicable Date. There are no Shares that are held by or on behalf of our Company by our subsidiaries or associated companies.

Date of issue	Number of Shares Issued	Issue Price Consideration	Purpose of Issue	Cumulative Resultant Issued Share Capital
AG Capital				
22 February 2006	4	S$4	Subscriber Shares	S$4
20 October 2006	999,996	S$999,996	Capitalisation of shareholder loans	S$1,000,000
AG Development				
6 July 2006	100	S$100	Subscriber Shares	S$100
18 May 2007	999,900	S$999,900	Allotment	S$1,000,000
Banyan Housing Development				
16 March 2006	2	RM2	Subscriber Shares	RM2
7 April 2006	98	RM98	Allotment	RM100
4 July 2006	99,900	RM99,900	Allotment	RM100,000
Goodland Capital				
29 January 2007	2	S$2	Subscriber Shares	S$2
Goodland Homes				
29 January 2007	2	S$2	Subscriber Shares	S$2
Goodland Group Construction				
4 February 2008	2	S$2	Subscriber Shares	S$2
GPM Builders				
13 December 2006	2	S$2	Subscriber Shares	S$2

9. Save as disclosed above and under the section entitled "Restructuring Exercise" of this Offer Document, no shares in, or debentures of, our Company or any of our subsidiaries or associated companies have been issued, or are proposed to be issued, as fully or partly paid for cash or for a consideration other than cash, during the last three years preceding the date of lodgement of this Offer Document.

10. As at the Latest Practicable Date, no person has been, or is entitled to be, given an option to subscribe for any shares in or debentures of our Company or any of our subsidiaries or associated companies.

MEMORANDUM AND ARTICLES OF ASSOCIATION

11. The nature of our Company's business has been stated earlier in this Offer Document. Our objects can be found in our Memorandum of Association which is available for inspection at our registered office in accordance with paragraph 36 of the section entitled "General and Statutory Information – Documents Available for Inspection" of this Offer Document.

    An extract of our Articles of Association relating to, amongst others, Directors' powers to vote on contracts in which they are interested, Directors' remuneration, Directors' borrowing powers, Directors' retirement, Directors' share qualification, rights pertaining to shares, convening of general meetings and alteration of capital is set out in Appendix B of this Offer Document. The Articles of Association of our Company is available for inspection at our registered office in accordance with paragraph 36 of the section entitled "General and Statutory Information – Documents Available for Inspection" of this Offer Document.

MATERIAL CONTRACTS

12. The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by our Company and our subsidiaries or associated companies within the two years preceding the date of lodgement of this Offer Document and are or may be material:

    (a) Share swap agreement dated 24 September 2009 between our Company and Ben Tan and Alvin Tan, pursuant to which our Company acquired from Ben Tan and Alvin Tan the entire issued and paid-up capital of Goodland Capital;

    (b) Share swap agreement dated 24 September 2009 between our Company and Ben Tan and Alvin Tan, pursuant to which our Company acquired from Ben Tan and Alvin Tan the entire issued and paid-up capital of Goodland Homes;

    (c) Share swap agreement dated 24 September 2009 between our Company and Ben Tan, pursuant to which our Company acquired from Ben Tan the entire issued and paid-up capital of Goodland Group Construction;

    (d) Share swap agreement dated 24 September 2009 between our Company and Melanie Tan, pursuant to which our Company acquired from Melanie Tan the entire issued and paid-up capital of GPM Builders;

    (e) Share swap agreement dated 15 September 2009 between our Company and Sim Shang Ni, pursuant to which our Company acquired from Sim Shang Ni 72% of the entire issued and paid-up capital of Banyan Housing Development;

    (f) Management Agreement, pursuant to which PPCF was appointed the Manager and Sponsor of our Company; and

    (g) Placement Agreement, pursuant to which DMG was appointed the placement agent of our Company.

    For further details of the various material contracts outlined above, please refer to the section entitled "Group Structure – Restructuring Exercise" of this Offer Document.

    Please see the section entitled "General and Statutory Information – Management and Placement Arrangements" of this Offer Document for details on the management, sponsorship and placement arrangements.

LITIGATION

13. As at the Latest Practicable Date, neither our Company nor any of our subsidiaries or associated companies is engaged in any legal or arbitration proceedings as plaintiff or defendant including those which are pending or known to be contemplated which may have or have had in the last 12 months before the date of lodgement of this Offer Document, a material effect on the financial position or the profitability of our Company or any of our subsidiaries or associated companies.

MANAGEMENT AND PLACEMENT ARRANGEMENTS

14. Pursuant to the Management Agreement entered into between our Company and PPCF as the Manager, our Company appointed PPCF to manage and sponsor the Placement. PPCF will receive a management fee for its services rendered in connection with the Placement.

15. Pursuant to the Placement Agreement entered into between our Company and DMG as the Placement Agent, the Placement Agent agreed to subscribe for or procure subscriptions for the Placement Shares for a placement commission 3.75% of the Placement Price for each Placement Share, payable by our Company. DMG may, at its absolute discretion appoint one or more secondary sub-placement agents for the Placement Shares.

16. Save as aforesaid, no commission, discount or brokerage (i) has been paid or other special terms granted within the two years preceding the Latest Practicable Date; or (ii) is payable to any Director, promoter, expert, proposed director or any other person for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares in, or debentures of, our Company or any of our subsidiaries or associated companies.

17. The Management Agreement may be terminated or rescinded by PPCF at any time on or before the close of the Application List on the occurrence of certain events including (but not limited to):

    (i) PPCF becoming aware of any material breach by our Company and/or its agent(s) of any warranties, representations, covenants or undertakings given by our Company to PPCF in the Management Agreement; or

    (ii) since the date of the Management Agreement, any change or prospective change in or any introduction or prospective introduction of any legislation, regulation, policy, directive, guideline, rule or byelaw by any relevant government or regulatory body, whether or not having the force of law, or any other occurrence of similar nature that would materially change the scope of work, responsibility or liability required of PPCF.

18. The Placement Agreement may be terminated or rescinded by DMG at any time on or before the close of the Application List on the occurrence of certain events including (but not limited to) the following:

    (a) DMG becomes aware of any material breach by the Company and/or its agent(s) of any of the warranties, representations, covenants or undertakings given by the Company to DMG in the Placement Agreement; or

    (b) there shall have been, since the date of the Placement Agreement, any change or prospective change in or any introduction or prospective introduction of any legislation, regulation, policy, directive, guideline, rule or byelaw by any relevant government or regulatory body, whether or not having the force of law, or any other occurrence of similar nature, which event or events shall in the reasonable opinion of DMG:

        (i) result or be likely to result in a material adverse fluctuation or adverse conditions in the stock market in Singapore or overseas; or

(ii) be likely to materially prejudice the success of the offer or subscription of the Placement Shares (whether in the primary market or in respect of dealings in the secondary market); or

(iii) make it impracticable, inadvisable, inexpedient or uncommercial to proceed with any of the transactions contemplated in the Placement Agreement; or

(iv) be likely to have a material adverse effect on the business, trading position, operations or prospects of the Company or of the Group as a whole; or

(v) be such that no reasonable placement agent would have entered into the Placement Agreement; or

(vi) make it uncommercial or otherwise contrary to or outside the usual commercial practices of placement agents in Singapore for DMG to observe or perform or be obliged to observe or perform the terms of the Placement Agreement.

(c) The Placement Agreement is conditional upon the Management Agreement not being terminated or rescinded pursuant to the provisions of the Management Agreement. If the Management Agreement is terminated the Placement Agreement will also be terminated. In the event that these agreements are terminated, we reserve the right, at the absolute discretion of our Directors, to cancel the Placement.

19. In the reasonable opinion of our Directors, PPCF and DMG do not have a material relationship with our Company, save as disclosed below:

(a) PPCF is the Manager and Sponsor of the Placement;

(b) PPCF will be our continuing Sponsor for a period of three years from the date we are admitted to and listing on Catalist;

(c) DMG is the Placement Agent of the Placement; and

(d) As part of PPCF's professional fees in relation to its role as Manager and Sponsor (performed in accordance with the provisions of the Management Agreement), our Company will issue the 1,608,800 PPCF Shares, at the Placement Price for each PPCF Share, to PPCF.

MISCELLANEOUS

20. The nature of the business of our Company has been stated earlier in this Offer Document. The corporations which by virtue of Section 6 of the Companies Act are deemed to be related to our Company are set out in the section entitled "Group Structure" of this Offer Document.

21. There has been no previous issue of Shares by our Company or offer for sale of our Shares to the public within the two years preceding the date of this Offer Document.

22. There has not been any public takeover offer by a third party in respect of our Shares or by our Company in respect of shares of another corporation or units of a business trust which has occurred between FY2005 and the Latest Practicable Date.

23. Save as disclosed in the section entitled "Interested Person Transactions" of this Offer Document, no amount of cash or securities or benefit has been paid or given to any promoter within the two years preceding the Latest Practicable Date or is proposed or intended to be paid or given to any promoter at any time.

24. Save as disclosed in the section entitled "General and Statutory Information – Management and Placement Arrangements" of this Offer Document, no commission, discount or brokerage has been paid or other special terms granted within the two years preceding the Latest Practicable Date or is payable to any Director, promoter, expert, proposed director or any other person for subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions for any shares in, or debentures of, our Company or any of our subsidiaries or associated companies.

25. Application monies received by our Company in respect of successful applications (including successful applications which are subsequently rejected) will be placed in a separate non-interest bearing account with the Receiving Bank. In the ordinary course of business, the Receiving Bank will deploy these monies in the inter-bank money market. All profits derived from the deployment of such monies will accrue to the Receiving Bank. Any refund of all or part of the application monies to unsuccessful or partially successful applicants will be made without any interest or any share of revenue or any other benefit arising therefrom.

26. Save as disclosed in this Offer Document, our Directors are not aware of any relevant material information including trading factors or risks which are unlikely to be known or anticipated by the general public and which could materially affect the profits of our Company, our subsidiaries and our associated companies.

27. Save as disclosed in this Offer Document, the financial condition and operations of our Group are not likely to be affected by any of the following:

    (a) known trends or demands, commitments, events or uncertainties that will result in or are reasonably likely to result in our Group's liquidity increasing or decreasing in any material way;

    (b) material commitments for capital expenditure;

    (c) unusual or infrequent events or transactions or any significant economic changes that materially affect the amount of reported income from operations;

    (d) known trends or uncertainties that have had or that we reasonably expect will have a material favourable or unfavourable impact on revenues or operating income; and

    (e) the business and financial prospects and any financial prospects and any significant recent trends in production, sales and inventory, and in the costs and selling prices of products and services and known trends or uncertainties that have had or that we reasonably expect will have a material favourable or unfavourable impact on revenues, profitability, liquidity, capital resources or operating income or that would cause financial information disclosed to be not necessary indicative of the future operating results or financial condition of our Company.

28. Save as disclosed in this Offer Document, our Directors are not aware of any event which has occurred since the end of FY2007 to the Latest Practicable Date which may have a material effect on the financial position and results of the Group or the financial information provided in this Offer Document.

29. We currently have no intention of changing our auditors after the listing of our Company on Catalist.

Details, including the names, addresses and professional qualifications (including membership in a professional body) of the auditors of our Company for FY2006, FY2007, FY2008 and up to the date of this Offer Document are as follows:

Name and address	Partner-in-charge/ Professional Qualification	Membership in professional body
Moore Stephens LLP 10 Anson Road #29-15 International Plaza Singapore 079903 (1)	Neo Keng Jin / Certified Public Accountant, Singapore	Institute of Certified Public Accountants of Singapore
P G Wee & Partners 143 Cecil Street #07-03 Singapore 069542 (2)	Wee Phui Gam / Certified Public Accountant, Singapore	Institute of Certified Public Accountants of Singapore

Notes:

(1) Moore Stephens LLP are the Auditors and Reporting Accountants and have been the auditors of our Company since FY2008.

(2) P G Wee & Partners were the statutory auditors of our Company from its date of incorporation and up to FY2007.

CONSENTS

30. The Auditors and Reporting Accountants, Moore Stephens LLP, have given and have not withdrawn their written consent to the issue of this Offer Document with the inclusion herein of their report entitled "Independent Auditors' Report on the Combined Financial Statements of Goodland Group Limited and its Subsidiaries for the Financial Years Ended 30 September 2006, 2007 and 2008 and the Five Months Period Ended 28 February 2009" (Appendix A of this Offer Document) in the form and context in which it is included and references to their name in the form and context in which it appears in this Offer Document and to act in such capacity in relation to this Offer Document.

31. The Manager, Sponsor, and the Placement Agent have each given and have not withdrawn their respective written consents to the issue of this Offer Document with the inclusion herein of their names and references thereto in the form and context in which they respectively appear in this Offer Document and to act in such respective capacities in relation to this Offer Document.

32. The Valuers have each given and have not withdrawn their written consent to the issue of this Offer Document with the inclusion herein of their reports entitled "Valuers' Reports" (Appendix C of this Offer Document) in the form and context in which they are included and references to their name in the form and context in which they appear in this Offer Document and to act in such capacity in relation to this Offer Document.

33. The Solicitors to the Placement and Legal Advisers to the Company on Malaysian Law have each given and have not withdrawn their respective written consents to the issue of this Offer Document with the inclusion herein of their names and references thereto in the form and context in which they respectively appear in this Offer Document and to act in such respective capacities in relation to this Offer Document.

34. Each of the the Solicitors to the Placement, the Legal Advisers to the Company on Malaysian Law, the Share Registrar and Transfer Agent, the Principal Bankers and the Receiving Bank do not make or purport to make any statement in this Offer Document or any statement upon which a statement in this Offer Document is based and each of them makes no representation regarding any statement in this Offer Document and to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any liability to any person which is based on, or arises out of, any statement, information or opinions in, or omission from, this Offer Document.

RESPONSIBILITY STATEMENT BY OUR DIRECTORS

35. This Offer Document has been seen and approved by our Directors and they individually and collectively accept full responsibility for the accuracy of the information given herein and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the facts stated and the opinions expressed herein are fair and accurate in all material respects as of the date hereof and there are no material facts the omission of which would make any statements in this Offer Document misleading and that this Offer Document constitutes full and true disclosure of all material facts about the Placement and our Group.

DOCUMENTS AVAILABLE FOR INSPECTION

36. The following documents or copies thereof may be inspected at our registered office during normal business hours for a period of six months from the date of registration of this Offer Document with the SGX-ST acting as agent of the Authority:

    (a) the Memorandum and Articles of Association of our Company;

    (b) the Independent Auditors' Report on the Combined Financial Statements of Goodland Group Limited and its Subsidiaries for the Financial Years ended 30 September 2006, 2007 and FY2008 and Five Months Period ended 28 February 2009 set out in Appendix A to this Offer Document;

    (c) the Valuers' Reports as set out in Appendix C of this Offer Document;

    (d) the material contracts referred to in this Offer Document;

    (e) the letters of consent referred to in this Offer Document; and

    (f) the Service Agreements referred to in this Offer Document.

30 September 2009

The Board of Directors
Goodland Group Limited
18 Roberts Lane
#02-01/02
Goodland Building
Singapore 218297

Dear Sirs,

This report has been prepared for inclusion in the Offer Document of Goodland Group Limited (the "Company") dated 30 September 2009 in connection with the initial public offering of shares and listing on the Catalist of the Singapore Exchange Securities Trading Limited.

We have audited the combined financial statements of the Company and its subsidiaries (collectively referred to as the "Group") which comprise the combined balance sheets of the Group as at 30 September 2006, 2007, 2008 and 28 February 2009, and the combined income statements, combined statements of changes in equity and combined cash flow statements of the Group for the financial years ended 30 September 2006, 2007, 2008 and five months period ended 28 February 2009, and a summary of significant accounting policies and other explanatory notes, as set out on pages A-3 to A-56.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these combined financial statements in accordance with the Singapore Financial Reporting Standards. This responsibility includes:

(a) devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair combined income statements and combined balance sheets and to maintain accountability of assets;

(b) selecting and applying appropriate accounting policies; and

(c) making accounting estimates that are reasonable in the circumstances.

Auditors' Responsibility

Our responsibility is to express an opinion on these combined financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the combined financial statements are free from material misstatement.

(cont'd)

An audit includes performing procedures to obtain evidence about the amounts and disclosures in the combined financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the combined financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the combined financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the combined financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the combined financial statements of the Group, are properly drawn up in accordance with Singapore Financial Reporting Standards so as to present fairly, in all material respects, the financial position of the Group as at 30 September 2006, 2007, 2008 and 28 February 2009, and the results, changes in equity and cash flows of the Group for the financial years/period ended on these dates.

Yours faithfully,

Moore Stephens LLP
Public Accountants and
Certified Public Accountants

Neo Keng Jin
Partner

COMBINED INCOME STATEMENTS

FOR THE FINANCIAL YEARS ENDED 30 SEPTEMBER 2006, 2007 AND 2008 AND FIVE MONTHS PERIODS ENDED 29 FEBRUARY 2008 AND 28 FEBRUARY 2009

		Audited			Unaudited	Audited
		Year ended			Five months period ended	
	Note	30.9.2006	30.9.2007	30.9.2008	29.2.2008	28.2.2009
		S$	S$	S$	S$	S$
		Restated (Note 4(a))	*Restated* (Note 4(a))			
Revenue	6	7,538,000	3,634,336	11,531,867	8,626,319	6,181,413
Cost of sales		(6,495,716)	(2,788,389)	(8,033,288)	(6,395,982)	(5,292,975)
Gross profit		1,042,284	845,947	3,498,579	2,230,337	888,438
Other operating income	7	530,255	2,500,977	4,156,969	267,547	265,027
Expenses:						
Administrative expenses		(710,422)	(928,019)	(837,558)	(321,683)	(630,089)
Other operating expenses		(324,302)	(106,744)	(21,684)	(7,595)	(58,400)
Operating profit	8	537,815	2,312,161	6,796,306	2,168,606	464,976
Interest income		38	532	85	35	618
Finance costs	9	(290,110)	(382,146)	(345,259)	(140,147)	(150,240)
Share of results of associated companies	15	–	7,694	(289,561)	(14,707)	(213,744)
Profit before income tax		247,743	1,938,241	6,161,571	2,013,787	101,610
Income tax	11	(7,000)	(68,980)	(1,062,167)	(416,021)	(7,946)
Profit for the year/period		240,743	1,869,261	5,099,404	1,597,766	93,664
Attributable to:						
Equity holders of the Company		240,295	1,837,758	5,065,768	1,599,010	94,434
Minority interest		448	31,503	33,636	(1,244)	(770)
		240,743	1,869,261	5,099,404	1,597,766	93,664
Earnings per share - Basic (cents)	12	0.19	1.43	3.95	1.25	0.07

The accompanying notes form an integral part of these financial statements

COMBINED BALANCE SHEETS
AS AT 30 SEPTEMBER 2006, 2007 AND 2008 AND 28 FEBRUARY 2009

		Audited			
	Note	30.9.2006 S$ *Restated* (Note 4(a))	30.9.2007 S$ *Restated* (Note 4(a))	30.9.2008 S$	28.2.2009 S$
ASSETS					
Non-Current Assets					
Property, plant and equipment	13	961,629	962,238	942,998	1,055,169
Investment properties	14	10,025,290	12,468,196	15,994,450	15,996,429
Investments in associated companies	15	–	1,007,694	718,133	504,389
Development properties for sale	16	3,081,437	1,594,150	–	–
		14,068,356	16,032,278	17,655,581	17,555,987
Current Assets					
Cash and cash equivalents	17	520,705	798,874	909,168	1,679,769
Financial assets, at fair value through profit or loss	18	–	82,196	52,000	75,978
Trade and other receivables	19	1,885,252	1,720,218	3,014,725	2,694,215
Other current assets	20	10,000	10,000	280,332	533,375
Development properties for sale	16	2,752,184	5,895,888	2,330,784	–
		5,168,141	8,507,176	6,587,009	4,983,337
Total Assets		19,236,497	24,539,454	24,242,590	22,539,324
LIABILITIES					
Non-Current Liabilities					
Finance lease liabilities	22	23,577	55,189	44,856	73,772
Borrowings	23	10,311,873	8,558,379	6,834,065	6,701,594
Deferred tax liabilities	24	–	–	464,167	464,167
		10,335,450	8,613,568	7,343,088	7,239,533
Current Liabilities					
Trade and other payables	25	2,215,019	3,231,823	2,007,174	2,768,228
Due to shareholders	26	2,056,947	1,425,782	773,073	630,613
Finance lease liabilities	22	4,267	10,332	18,666	20,545
Borrowings	23	2,288,957	6,279,849	3,486,934	1,453,144
Income tax payable		468,813	315,793	862,793	582,017
		7,034,003	11,263,579	7,148,640	5,454,547
Total Liabilities		17,369,453	19,877,147	14,491,728	12,694,080
EQUITY					
Share Capital and Reserves					
Share capital	27	430,996	431,002	431,004	431,004
Reserves	28	1,423,546	4,187,300	9,242,217	9,337,369
		1,854,542	4,618,302	9,673,221	9,768,373
Minority interest		12,502	44,005	77,641	76,871
Total equity		1,867,044	4,662,307	9,750,862	9,845,244
Total Liabilities and Equity		19,236,497	24,539,454	24,242,590	22,539,324

The accompanying notes form an integral part of these financial statements

COMBINED STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL YEARS ENDED 30 SEPTEMBER 2006, 2007 AND 2008

	Share Capital S$	Capital Reserves S$	Currency Translation Reserves S$	Retained Earnings S$	Minority Interest S$	Total S$
Balance at 1 October 2005, as previously reported	400,000	349,115	–	872,829	–	1,621,944
Prior year adjustment (Note 4(a))	–	–	–	(38,661)	–	(38,661)
Balance at 1 October 2005, as restated	400,000	349,115	–	834,168	–	1,583,283
Net loss recognised directly in equity - Currency translation differences	–	–	(32)	–	–	(32)
Profit for the year	–	–	–	240,295	448	240,743
Total recognised (loss)/income	–	–	(32)	240,295	448	240,711
Issue of share capital	30,996	–	–	–	12,054	43,050
Balance at 30 September 2006 and 1 October 2006, as restated (audited)	430,996	349,115	(32)	1,074,463	12,502	1,867,044
Effects of adopting FRS 40 (Note 4(a))	–	–	–	926,066	–	926,066
	430,996	349,115	(32)	2,000,529	12,502	2,793,110
Net loss recognised directly in equity - Currency translation differences	–	–	(70)	–	–	(70)
Profit for the year	–	–	–	1,837,758	31,503	1,869,261
Total recognised (loss)/income	–	–	(70)	1,837,758	31,503	1,869,191
Issue of share capital	6	–	–	–	–	6
Balance at 30 September 2007 and 1 October 2007, as restated (audited)	431,002	349,115	(102)	3,838,287	44,005	4,662,307
Net loss recognised directly in equity - currency translation differences	–	–	(10,851)	–	–	(10,851)
Profit for the year	–	–	–	5,065,768	33,636	5,099,404
Total recognised (loss)/income	–	–	(10,851)	5,065,768	33,636	5,088,553
Issue of share capital	2	–	–	–	–	2
Balance at 30 September 2008 (audited)	431,004	349,115	(10,953)	8,904,055	77,641	9,750,862

COMBINED STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL PERIODS ENDED 29 FEBRUARY 2008 AND 28 FEBRUARY 2009

	Share Capital	Capital Reserves	Currency Translation Reserves	Retained Earnings	Minority Interest	Total
	S$	S$	S$	S$	S$	S$
Balance at 1 October 2007, as restated	431,002	349,115	(102)	3,838,287	44,005	4,662,307
Net loss recognised directly in equity - Currency translation differences	–	–	(108)	–	–	(108)
Profit/(Loss) for the financial period	–	–	–	1,599,010	(1,244)	1,597,766
Total recognised income	–	–	(108)	1,599,010	(1,244)	1,597,658
Issue of share capital	2	–	–	–	–	2
Balance at 29 February 2008 (unaudited)	431,004	349,115	(210)	5,437,297	42,761	6,259,967
Balance as at 1 October 2008	431,004	349,115	(10,953)	8,904,055	77,641	9,750,862
Net loss recognised directly in equity - Currency translation differences	–	–	718	–	–	718
Profit/(Loss) for the financial period	–	–	–	94,434	(770)	93,664
Total recognised income	–	–	718	94,434	(770)	94,382
Balance at 28 February 2009 (audited)	431,004	349,115	(10,235)	8,998,489	76,871	9,845,244

The accompanying notes form an integral part of these financial statements

COMBINED STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEARS ENDED 30 SEPTEMBER 2006, 2007 AND 2008 AND FIVE MONTHS PERIODS ENDED 29 FEBRUARY 2008 AND 28 FEBRUARY 2009

	Audited			Unaudited	Audited
		Year ended		Five months period ended	
	30.9.2006	30.9.2007	30.9.2008	29.2.2008	28.2.2009
	S$	S$	S$	S$	S$
Cash Flows From Operating Activities					
Profit before income tax	247,743	1,938,241	6,161,571	2,013,787	101,610
Adjustments for:					
Fair value gain on investment properties	–	(1,495,026)	(3,560,175)	–	–
Bad debts written off	324,302	106,744	–	–	–
Gain on disposal of plant and equipment	(9,941)	–	–	–	(9,000)
(Gain)/loss on disposal of financial assets, at fair value through profit or loss	(661)	(45,200)	5,300	–	(4,900)
Fair value loss on financial assets, at fair value through profit or loss	–	–	16,384	7,595	58,400
Depreciation of property, plant and equipment	71,752	62,451	47,672	16,909	41,438
Interest expense	290,110	382,146	345,259	140,147	150,240
Interest income	(38)	(532)	(85)	(35)	(618)
Dividend income	–	(750)	(2,700)	–	(1,000)
Share of results of associated companies	–	(7,694)	289,561	14,707	213,744
Operating cash flow before working capital changes	923,267	940,380	3,302,787	2,193,110	549,914
Trade and other receivables	(115,485)	58,290	(1,564,839)	(2,550,166)	67,467
Trade and other payables	549,011	1,016,804	(1,224,649)	118,072	761,054
Development properties for sale	1,546,754	(1,411,271)	5,250,986	5,482,238	2,330,784
Cash generated from operations	2,903,547	604,203	5,764,285	5,243,254	3,709,219
Interest received	38	532	85	35	618
Income tax paid	(23,959)	(222,000)	(51,000)	(6,000)	(288,722)
Net cash flow generated from operating activities	2,879,626	382,735	5,713,370	5,237,289	3,421,115
Cash Flows From Investing Activities					
Investment in associated companies	–	(1,000,000)	–	–	–
Purchase of investment property	(548,646)	–	–	–	–
Purchase of property, plant and equipment	(5,100)	(19,560)	(18,432)	(434)	(110,259)
Proceeds from disposal of plant and equipment	20,299	–	–	–	9,000
Purchase of financial assets, at fair value through profit or loss	–	(204,596)	(97,200)	(2,000)	(82,378)
Proceeds from disposal of financial assets, at fair value through profit or loss	1,869	167,600	105,712	–	4,900
Dividend received	–	750	2,700	–	1,000
Net cash flow used in investing activities	(531,578)	(1,055,806)	(7,220)	(2,434)	(177,737)

COMBINED STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEARS ENDED 30 SEPTEMBER 2006, 2007 AND 2008 AND FIVE MONTHS PERIODS ENDED 29 FEBRUARY 2008 AND 28 FEBRUARY 2009 (cont'd)

	Audited			Unaudited	Audited
		Year ended		Five months period ended	
	30.9.2006	30.9.2007	30.9.2008	29.2.2008	28.2.2009
	S$	S$	S$	S$	S$
Cash Flows From Financing Activities					
Proceeds from issuance of ordinary shares	43,050	6	2	2	–
Proceeds/(repayment) of borrowings, net	(2,056,887)	2,551,168	(4,951,143)	(4,825,794)	(2,166,353)
Repayment of finance lease liabilities	(17,396)	(5,823)	(11,999)	(4,191)	(12,555)
Advances from/(to) shareholders, net	108,379	(631,165)	(652,709)	(653,027)	(142,460)
Interest paid	(589,218)	(627,292)	(436,991)	(180,721)	(150,240)
Net cash generated from/(used in) financing activities	(2,512,072)	1,286,894	(6,052,840)	(5,663,731)	(2,471,608)
Effects of foreign exchange on translation	(32)	(21,884)	23,070	343	(1,261)
Net (decrease)/increase in cash and cash equivalents	(164,056)	591,939	(323,620)	(428,533)	770,509
Cash and Cash Equivalents at the beginning of the year/period	(332,467)	(496,523)	95,416	95,416	(228,204)
Cash and Cash Equivalents at the end of the year/period (Note 17)	(496,523)	95,416	(228,204)	(333,117)	542,305

The accompanying notes form an integral part of these financial statements

NOTES TO THE COMBINED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEARS ENDED 30 SEPTEMBER 2006, 2007 AND 2008 AND FIVE MONTHS PERIOD ENDED 28 FEBRUARY 2009

These notes form an integral part of and should be read in conjunction with the accompanying combined financial statements.

1 Introduction

The combined financial statements of Goodland Group Limited (the “Company”) and its subsidiaries (collectively the “Group”) for the financial years ended 30 September 2006, 2007, 2008 and financial period ended 28 February 2009 (the “Relevant Periods”) have been prepared for inclusion in the Offer Document of the Company in connection with the initial public offering of shares and listing on the Catalist of the Singapore Exchanges Securities Trading Limited (“SGX-ST”).

2 Corporate Information

The Company is a private limited liability company domiciled and incorporated in Singapore. The registered office and principal place of business of the Company is located at 18 Roberts Lane #02-01/02 Goodland Building Singapore 218297.

On 11 May 2009, the name of the Company was changed from THC Development & Holdings Pte. Limited. to Goodland Group Pte. Ltd. On 24 September 2009, the name of the Company was changed to “Goodland Group Limited” in connection with the Company’s conversion to a Public Company Limited by shares.

The principal activity of the Company is that of an investment holding company. The principal activities of the subsidiaries are those relating to property development, property management, sale of residential properties and investment holding.

The ultimate controlling parties of the Company are Mr Tan Chee Beng, Mr Tan Chee Tiong and Mdm Koh Chin Kim.

The combined financial statements for the financial years ended 30 September 2006, 2007, 2008 and financial period ended 28 February 2009 were authorised for issue on the date of the statement by the directors.

3 Restructuring Exercise

The restructuring exercise comprised the following steps:

(a) Incorporation of Goodland Group Pte. Ltd.

Goodland Group Pte. Ltd. was incorporated on 6 May 2004 in Singapore in accordance with the provisions of the Singapore Companies Act (the “Act”) as a private limited company with an issued and paid-up share capital of $400,000 comprising 400,000 ordinary shares, which were held by Mr Tan Chee Beng (“Ben Tan”), Mr Tan Chee Tiong (“Alvin Tan”) and Mdm Koh Chin Kim.

On 24 September 2009, Goodland Group Pte. Ltd. was converted into a public company and changed its name to Goodland Group Limited.

3 Restructuring Exercise (cont'd)

(b) Acquisition of Goodland Capital Pte. Ltd. ("Goodland Capital")

Pursuant to a share swap agreement dated 24 September 2009, the Company acquired the entire issued and paid-up share capital of S$2.00 in Goodland Capital, comprising an aggregate of 2 ordinary shares, from Ben Tan and Alvin Tan for a nominal consideration of S$40.00. The consideration was satisfied by the issue and allotment of an aggregate of 40 Shares to Ben Tan and Alvin Tan at an issue price of S$1.00 per Share, credited as fully paid-up. A nominal consideration was offered as Goodland Capital was in an audited net tangible liabilities position of S$2,367 as at 28 February 2009. 20 Shares were distributed to each of Ben Tan and Alvin Tan, in accordance to their percentage of shareholdings in Goodland Capital immediately prior to the acquisition.

(c) Acquisition of Goodland Homes Pte. Ltd. ("Goodland Homes")

Pursuant to a share swap agreement dated 24 September 2009, the Company acquired the entire issued and paid-up share capital of S$2.00 of Goodland Homes, comprising an aggregate of 2 ordinary shares, from Ben Tan and Alvin Tan for a nominal consideration of S$40.00. The consideration was satisfied by the issue and allotment of an aggregate of 40 Shares to Ben Tan and Alvin Tan at an issue price of S$1.00 per Share, credited as fully paid-up. A nominal consideration was offered as Goodland Homes was in an audited net tangible liabilities position of S$2,367 as at 28 February 2009. 20 Shares were distributed to each of Ben Tan and Alvin Tan, in accordance to their percentage of shareholdings in Goodland Homes immediately prior to the acquisition.

(d) Acquisition of Goodland Group Construction Pte. Ltd. ("Goodland Group Construction")

Pursuant to a share swap agreement dated 24 September 2009, the Company acquired the entire issued and paid-up share capital of S$2.00 of Goodland Group Construction, comprising an aggregate of 2 ordinary shares, from Ben Tan for a total consideration of S$72,000. The consideration was satisfied by the issue and allotment of 72,000 Shares to Ben Tan, at an issue price of S$1.00 per Share, credited as fully paid-up. The consideration was arrived at based on the audited net tangible assets of Goodland Group Construction of S$72,033 as at 28 February 2009.

(e) Acquisition of GPM Builders Pte. Ltd. ("GPM Builders")

Pursuant to a share swap agreement dated 24 September 2009, the Company acquired the entire issued and paid-up share capital of S$2.00 of GPM Builders , comprising an aggregate of 2 ordinary shares, from Melanie Tan for a total consideration of S$422,000. The consideration was satisfied by the issue and allotment of 422,000 Shares ("Consideration Shares") to Melanie Tan and her nominees at an issue price of S$1.00 per Share, credited as fully paid-up. The consideration was arrived at based on the audited net tangible assets of GPM Builders of S$421,975 as at 28 February 2009. The Consideration Shares were issued to Melanie Tan and her nominees in the following proportions: Melanie Tan – 109,080 Shares, Koh Chin Kim – 127,000 Shares, Ben Tan – 50,960 Shares, and Alvin Tan – 134,960 Shares.

3 Restructuring Exercise (cont'd)

(f) Acquisition of Banyan Housing Development Sdn. Bhd. ("Banyan Housing Development")

Pursuant to a share swap agreement dated 15 September 2009, the Company acquired 72.0% of the issued and paid-up share capital of Banyan Housing Development, comprising an aggregate of 72,000 ordinary shares, from Sim Shang Ni for a total consideration of S$22,000. The consideration was satisfied by the issue and allotment of 22,000 Shares to Alvin Tan, at an issue price of S$1.00 per Share, credited as fully paid-up. The consideration was arrived at based on the 72% pro-rated interest in the audited net tangible assets (as adjusted for fair value gain on investment property) of Banyan Housing Development as at 28 February 2009 of approximately S$22,076 (expressed as a Singapore dollar equivalent).

(g) Upon the completion of the Restructuring Exercise, the Company has the following subsidiaries:

Name of company	Country of incorporation and operation	Attributable equity interest of the Group	Principal activities
Goodland Development Pte. Ltd.*	Singapore	100%	Real estate development
Goodland Investments Pte. Ltd.*	Singapore	100%	Real estate development
GPM Builders Pte. Ltd. *	Singapore	100%	Building contractors; housekeeping, cleaning and maintenance services
Goodland Group Construction Pte. Ltd.*	Singapore	100%	Building construction including major upgrading works
Banyan Housing Development Sdn. Bhd. #	Malaysia	72%	Real estate development
Goodland Homes Pte. Ltd.*	Singapore	100%	Investment holding company
Goodland Capital Pte. Ltd.*	Singapore	100%	Investment holding company

* Audited by Moore Stephens LLP, Singapore for the financial year/period ended 30 September 2008 and 28 February 2009

\# Audited by Moore Stephens, Malaysia for the financial year/period ended 30 September 2008 and 28 February 2009

NOTES TO THE COMBINED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEARS ENDED 30 SEPTEMBER 2006, 2007 AND 2008 AND FIVE MONTHS PERIOD ENDED 28 FEBRUARY 2009

4 Significant Accounting Policies

(a) Basis of Preparation of Group's Combined Financial Statements

The Group is regarded as a continuing entity resulting from the Group Restructuring Exercise as described in Note 3 since all the entities which are taking part in the Group Restructuring are deemed to be controlled by the same ultimate controlling parties, Mr Tan Chee Beng, Mr Tan Chee Tiong and Mdm Koh Chin Kim. Consequently, immediately after the Group Restructuring, there is a continuation of the risks and benefits to the ultimate controlling parties that exist prior to the Group Restructuring Exercise. The Group Restructuring Exercise has been accounted for as a restructuring under common control in a manner similar to pooling of interests. Accordingly, the combined financial statements for financial years ended 30 September 2006, 2007, 2008 and financial period ended 28 February 2009 have been prepared on the basis of merger accounting and comprise of the financial statements of the entities which are under common control of the ultimate controlling parties that exist before and after the Group Restructuring Exercise.

The financial statements of the Company and the subsidiaries, Goodland Development Pte. Ltd. and Goodland Investments Pte. Ltd. for the financial years ended 30 September 2006 and 2007 were audited by P G Wee & Partners, Certified Public Accountants and the independent auditors' reports were unqualified.

The financial statements of the subsidiary, GPM Builders Pte. Ltd., incorporated on 13 December 2006, for the financial year ended 30 September 2007 were audited by Philip Liew & Co., Certified Public Accountants and the independent auditors' report was unqualified.

No statutory audit was required for the remaining subsidiaries for the financial years ended 30 September 2006 and 2007 as these subsidiaries were either dormant or not yet incorporated.

The combined financial statements of the Group, which are expressed in Singapore Dollar ("S$"), have been prepared in accordance with Singapore Financial Reporting Standards ("FRS"). These combined financial statements have been prepared under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of the combined financial statements in conformity with FRS requires management to exercise its judgment in the process of applying the Group's accounting policies. It also requires the use of certain critical accounting estimates and the areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the combined financial statements are disclosed in Note 5.

4 **Significant Accounting Policies** (cont'd)

(a) Basis of Preparation of Group's Combined Financial Statements (cont'd)

Financial Year Ended 30 September 2006 and 2007

The Group has adopted the new/revised FRS that are mandatory for application in the said period and which are relevant to the Group. The adoption of the new/revised FRS did not result in any significant changes to the Group's accounting policies nor any significant impact on these combined financial statements except as disclosed below and in the notes to the financial statements.

Adoption of FRS 40

The Group has early adopted FRS 40 *Investment Property* ("FRS 40") on 1 October 2006. Under FRS 40, the Group classifies its investment properties which meet the recognition criteria under FRS 40 as investment properties and state them at fair value, with changes in fair value recognised in the income statement. Before 1 October 2006, the investment properties were accounted for as non-current investments under FRS 25 *Accounting for Investments* and are stated at cost less impairment losses.

In accordance with the transitional provisions of FRS 40, the Group has elected to recognise the effects of FRS 40 by adjusting the opening balance of accumulated profits as at 1 October 2006.

The adoption of FRS 40 affected the following items:

	Increase/(decrease)	
	1.10.2006	30.9.2007
	S$	S$
Adoption of FRS 40		
Balance Sheet		
Investment properties	926,066	2,442,906
Retained earnings	926,066	2,442,906
Income Statement		
Other income, fair value gain on investment properties	–	1,495,026
Administrative expenses, translation differences	–	(21,814)
Earnings Per Share		
Increase in basic earnings per share (cents)	–	1.18

NOTES TO THE COMBINED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEARS ENDED 30 SEPTEMBER 2006, 2007 AND 2008 AND FIVE MONTHS PERIOD ENDED 28 FEBRUARY 2009

4 Significant Accounting Policies (cont'd)

(a) Basis of Preparation of Group's Combined Financial Statements (cont'd)

Prior year adjustments

One of the Group's investment properties comprised a portion that is held to earn rental income and another portion that is held for administrative purposes. As these portions can be leased out separately under a finance lease, the Group recognises the rental and owner-occupied portions separately under FRS 40 *Investment Property* and FRS 16 *Property, Plant and Equipment*. The Group did not recognise the rental and owner-occupied portions of the investment property separately during the financial years ended 30 September 2006 and 2007. Accordingly, prior year adjustments have been effected during the financial year ended 30 September 2008 to account for the depreciation of the owner-occupied portion of the investment property and to reduce the fair value gain on investment property which is attributable to the owner-occupied portion.

The prior year adjustments had the following impact on the combined financial statements:

	Increase/(decrease)		
	1.10.2005	30.9.2006	30.9.2007
	S$	S$	S$
Balance Sheet			
Property, plant and equipment	927,865	908,534	888,725
Investment properties	(966,526)	(966,526)	(1,631,783)
Retained earnings	(38,661)	(57,992)	(743,058)
Income Statement			
Administrative expenses	NA	19,331	19,809
Other income, fair value gain on investment properties	NA	–	(665,257)
Earnings Per Share			
Basic earnings per share (cents)	NA	(0.02)	(0.53)

Financial Year ended 30 September 2008 and Financial Period ended 28 February 2009

Adoption of New and Revised FRS

For the financial year/period ended 30 September 2008 and 28 February 2009, the Group has adopted the following new/revised FRS that are mandatory for application in the said period and which are relevant to the Group as follows:

Amendments to FRS 1	Presentation of Financial Statements - Capital Disclosures
FRS 107	Financial Instruments: Disclosures

The adoption of the above FRS did not result in any significant changes to the Group's accounting policies nor any significant impact on these combined financial statements. FRS 107 and the complementary amended FRS 1 introduced new disclosures relating to financial instruments and capital respectively.

4 Significant Accounting Policies (cont'd)

(b) New or Revised FRS

New FRS and INT FRS issued but not yet effective

At the date of authorisation of these financial statements, the relevant new FRS that have been issued but are not yet effective for the financial year/period ended 30 September 2008 and 28 February 2009 are as follows:

Revised FRS 1	Presentation of Financial Statements
Revised FRS 23	Borrowing Costs
FRS 108	Operating Segments

The above FRS will become effective for the Group's financial statements for the annual period beginning 1 October 2009.

Revised FRS 1

Revised FRS 1 requires an entity to present, in a statement of changes in equity, all owner changes in equity. All non-owner changes in equity (i.e. comprehensive income) are required to be presented in one statement of comprehensive income or in two statements (a separate income statement and a statement of comprehensive income). Components of comprehensive income are not permitted to be presented in the statement of changes in equity. As this is a disclosure standard, it will have no impact on the financial position or financial performance of the Group when implemented.

Revised FRS 23

The revised standard removes the option to recognise immediately as an expense borrowing costs that are attributable to qualifying assets, except for those borrowing costs on qualifying assets that are measured at fair value or inventories that are manufactured or produced in large quantities on a repetitive basis. As the Group has been capitalising the relevant borrowing costs, the revised standard is not expected to have any impact to the Group.

FRS 108

This Standard, which replaces FRS 14 Segment Reporting, requires identification and reporting of operating segments based on internal reports that are regularly reviewed by the Group's chief operating decision maker in order to allocate resources to the segment and to assess its performance. As this is a disclosure standard, it will have no impact on the financial position or financial performance of the Group when implemented.

4 **Significant Accounting Policies** (cont'd)

(c) Currency Translation

Functional and presentation currency

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The combined financial statements of the Group are presented in Singapore dollars ("S$"), which is the Group's functional currency, as it best reflects the economic substance of the underlying events and circumstances relevant to the Group.

Transactions and balances

Transactions in a currency other than the functional currency ("foreign currency") are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Currency translation gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except for currency translation differences on net investment in foreign entities and borrowings and other currency instruments qualifying as net investment hedges for foreign operations, which are included in the currency translation reserve within equity in the combined financial statements.

Non-monetary items that are measured in terms of historical cost in foreign currencies are translated using the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in foreign currencies are translated using the exchange rates at the date when the fair value was determined. Currency translation differences on non-monetary items, whereby the gains or losses are recognised in the income statement, such as equity investments held at fair value through profit or loss, are reported as part of the fair value gain or loss. Currency translation differences on non-monetary items whereby the gains or losses are recognised directly in equity, such as equity investments classified as financial assets, available-for-sale, are included in the fair value reserves.

Translation of Group entities' financial statements

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for the balance sheet presented are translated at the closing rate at the date of the balance sheet;

- Income and expenses for the income statement are translated at average exchange rate (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and

- All resulting exchange differences are taken to the currency translation reserve within equity.

4 **Significant Accounting Policies** (cont'd)

(c) Currency Translation (cont'd)

Consolidation adjustments

On consolidation, currency translation differences arising from the net investment in foreign entities and borrowings and other currency instruments designated as hedges of such investments are taken to the currency translation reserve. When a foreign operation is disposed of, such currency translation differences are recognised in the income statement as part of the gain or loss on disposal.

(d) Subsidiaries

Subsidiaries are entities over which the Group has power to govern the financial and operating policies, generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Except for the Group Restructuring referred to in Note 3 which has been accounted for by regarding the Company as being the holding company of the Group from the beginning of the earliest period presented, or since the date when the combining companies first came under control of the controlling shareholders, where it is a shorter period, the purchase method of accounting is used to account for the acquisition of subsidiaries. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued or liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values on the date of acquisition, irrespective of the extent of any minority interest.

Subsidiaries are consolidated from the date on which control is transferred to the Group to the date on which that control ceases. In preparing the combined financial statements, transactions, balances and unrealised gains on transactions between group companies are eliminated.

Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Where necessary, adjustments are made to the financial statements of subsidiaries to ensure consistency of accounting policies with that of the Group.

Investments in subsidiaries are stated at cost less accumulated impairment losses in the Company's balance sheet. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amount of the investments are taken to the income statement.

4 **Significant Accounting Policies** (cont'd)

(d) Subsidiaries (cont'd)

Minority interests are that part of the net results of operations and of net assets of a subsidiary attributable to interests which are not owned directly or indirectly by the Group. It is measured at the minorities' share of the fair value of the subsidiaries' identifiable assets and liabilities at the date of acquisition by the Group and the minorities' share of changes in equity since the date of acquisition, except when the losses applicable to the minority interests in a subsidiary exceed the minority interest in the equity of that subsidiary. In such cases, the excess and further losses applicable to the minority interests are attributed to the equity holders of the Company, unless the minority interests have a binding obligation to, and are able to, make good the losses. When that subsidiary subsequently reports profits, the profits applicable to the minority interests are attributed to the equity holders of the Company until the minority interests' share of losses previously absorbed by the equity holders of the Company have been recovered.

Transactions with minority interests

The Group applies a policy of treating transactions with minority interests as transactions with parties external to the Group. Disposals to minority interests result in gains and losses for the Group that are recognised in the income statement. Acquisition from minority interests result in goodwill, being the difference between any consideration paid and the Group's incremental share of the fair value of the identifiable net assets of the subsidiary.

(e) Investments in Associated Companies

Associated companies are entities over which the Group has significant influence, but not control, and generally accompanied by a shareholding giving rise to between and including 20% and 50% of the voting rights. Investments in associated companies are accounted for in the consolidated financial statements using the equity method of accounting less impairment losses.

Investments in associated companies are initially recognised at cost. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued or liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition.

In applying the equity method of accounting, the Group's share of its associated companies' post-acquisition profits or losses are recognised in the income statement and the share of post-acquisition movements in reserves are recognised in equity directly. These post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in the associated company equals or exceeds its interest in the associated company, including any other unsecured non-current receivables, the Group does not recognise further losses, unless it has obligations or has made payments on behalf of the associated company.

Unrealised gains on transactions between the Group and its associated companies are eliminated to the extent of the Group's interest in the associated companies. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

4 **Significant Accounting Policies** (cont'd)

(f) Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. The cost of an item of property, plant and equipment includes its purchase price and any cost that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. The projected cost of dismantlement, removal or restoration is also included as part of the cost of property, plant and equipment if the obligation for the dismantlement, removal and restoration is incurred as a consequence of acquiring or using the asset. Depreciation is calculated on the straight-line method to write off the cost (net of residual value) of the property, plant and equipment over their estimated useful lives. Freehold land is not depreciated. The estimated useful lives are as follows:

Freehold building	- 50 years
Plant and equipment	- 3 to 5 years
Motor vehicles	- 5 years

The residual values and useful lives of the property, plant and equipment are reviewed and adjusted as appropriate, at each balance sheet date.

(g) Investment Properties

Investment properties are properties that are currently held either to earn rental or for capital appreciation or both. Investment properties are initially recognised at cost, including transaction costs and subsequently measured at fair value since the financial year ended 30 September 2007, based on directors' valuation and/or valuation performed by an independent professional valuer. Changes in fair values are recognised in the income statement.

Investment properties are subject to renovations or improvements at regular intervals. The cost of major renovations and improvements is capitalised as an addition and the carrying amounts of the replaced components are written off to the income statement. The cost of maintenance, repairs and minor improvements is charged to the income statement when incurred.

When an investment property is disposed, the resulting gain or loss recognised in the income statement is the difference between the net disposal proceeds and the carrying amount of the property.

(h) Development Properties for Sale

Development properties for sale are properties being constructed or developed for future sale. Costs capitalised include the cost of land and other directly related development expenditure including borrowing costs incurred in developing the properties. They are carried at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less costs to complete the development and selling expenses. Development properties for sale are classified as current assets when they are intended to be sold within the next twelve months.

4 Significant Accounting Policies (cont'd)

(i) Impairment of Non-financial Assets

Non-financial assets are reviewed for impairment whenever there is any indication that these assets may be impaired. If any such indication exists, the recoverable amount (i.e. the higher of the fair value less cost to sell and value in use) of the asset is estimated to determine the amount of impairment loss.

For the purpose of impairment testing of these assets, recoverable amount is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. If this is the case, recoverable amount is determined for the cash generating units (CGU) to which the asset belongs to. If the recoverable amount of the asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. The impairment loss is recognised in the income statement unless the asset is carried at revalued amount, in which case, such impairment loss is treated as a revaluation decrease.

An impairment loss for an asset is reversed if, and only if, there has been a change in the estimates used to determine the assets' recoverable amount since the last impairment loss was recognised. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

A reversal of impairment loss for an asset is recognised in the income statement, unless the asset is carried at revalued amount, in which case, such reversal is treated as a revaluation increase.

(j) Financial Assets, at Fair Value through Profit or Loss

Management determines the classification of its financial assets at initial recognition and re-evaluates this designation at every reporting date, with the exception that the designation of financial assets at fair value through profit or loss is not revocable.

Financial assets are classified as financial assets at fair value through profit or loss if acquired principally for the purpose of selling in the short term or if so designated by management. Assets in this category are classified as current assets if they are either held for trading or are expected to be realised within twelve months after the balance sheet date.

Purchases and sales of financial assets are recognised on trade-date - the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

Financial assets at fair value through profit or loss are recognised at fair value. Realised and unrealised gains and losses arising from the changes in fair value are included in the income statement in the period in which they arise. The fair values of quoted financial assets are based on quoted market prices, which are the current bid prices.

4 **Significant Accounting Policies** (cont'd)

(k) Construction Contracts

Construction contracts are stated at the lower of cost plus attributable profit less anticipated losses and progress billings, and net realisable value. Cost comprises material costs, direct labour and relevant overheads. Provision for total anticipated losses on construction contracts is recognised in the financial statements when the loss is foreseeable.

Provision for liquidated damages for late completion of projects are made where there is a contractual obligation and written notice is received from customers, and where in management's opinion an extension of time is unlikely to be granted.

At the balance sheet date, the aggregated costs incurred plus recognised profit (less recognised loss) on each contract is compared against the progress billings. Where costs incurred plus the recognised profits (less recognised losses) exceed progress billings, the balance is presented as due from customers on construction contracts within 'trade and other receivables'. Where progress billings exceed costs incurred plus recognised profits (less recognised losses), the balance is presented as due to customers on construction contracts within 'trade and other payables'.

Progress billings not yet paid by customers and retentions are included within 'trade and other receivables'. Advances received are included within 'trade and other payables'.

(l) Trade and Other Receivables

Trade and other receivables, including amounts due from related parties and shareholders, which are normally settled in 30 to 90 days are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. An allowance for impairment of receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. The amount of the allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The amount of the allowance is recognised in the income statement.

(m) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and at bank and short-term deposits with financial institutions. For the purposes of the combined cash flow statement, cash and cash equivalents are shown net of restricted bank deposits and bank overdraft.

(n) Trade and Other Payables

Trade and other payables, including amounts due to related parties, shareholders and directors, which are normally settled in 30 to 90 days, are initially measured at fair value, and subsequently measured at amortised cost using the effective interest method.

4 **Significant Accounting Policies** (cont'd)

(o) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

(p) Borrowings

Borrowing costs incurred to finance the development of properties and property, plant and equipment are capitalised during the period of time that is required to complete and prepare the asset for its intended use. The amount of borrowing cost capitalised on that asset is the actual borrowing costs incurred during the period less any investment income on the temporary investment of those borrowings. Other borrowing costs are recognised on a time-proportion basis in the income statement using the effective interest method.

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost. Any differences between the proceeds (net of transaction costs) and the redemption value is taken to the income statement over the period of the borrowings using the effective interest method.

(q) Leases

Finance Lease

Leases where the Group assumes substantially all risks and rewards incidental to ownership of the leased assets are classified as finance leases.

The leased assets and the corresponding lease liabilities (net of finance charges) under finance leases are recognised on the balance sheet as property, plant and equipment and borrowings respectively, at the inception of the leases based on the lower of the fair value of the leased assets and the present value of the minimum lease payments.

Each lease payment is apportioned between the finance expense and the reduction of the outstanding lease liability. The finance expense is recognised in the income statement on a basis that reflects a constant periodic rate of interest on the finance lease liability.

Operating Leases

Leases of office premises where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to income statement on a straight-line method over the term of the leases.

4 **Significant Accounting Policies** (cont'd)

(r) Revenue Recognition

Sale of Development Properties

The Group recognises income on property development projects based on the completion of construction method, which is upon the receipt of the temporary occupation permit and the point of transfer of the risks and rewards of ownership to the buyer.

Construction Revenue

When the outcome of the construction contract can be estimated reliably, contract revenue and costs are recognised in the income statement in proportion to the stage of completion of the contract.

When the outcome of the construction contract cannot be estimated reliably, contract revenue is recognised to the extent of contract costs incurred that are likely to be recoverable. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Contract revenue includes the initial amount agreed in the contract plus any variations in contract work and claims, to the extent that it is probable that they will result in revenue and can be measured reliably. The stage of completion of the contract is measured by reference to the surveys of work performed.

Rendering of Services

Revenue from the rendering of services is recognised over the period in which the services are rendered, by reference to completion of the specific transaction assessed on the basis of the actual service provided as a proportion of the total services to be performed.

Interest Income

Interest income, including income arising from finance leases and other financial instruments, is recognised on an accrual basis using the effective interest method.

Rental Income

Rental income from operating leases (net of any incentives given to the lesees) is recognised on a straight-line basis over the lease term.

Dividend Income

Dividend income is recognised when the right to receive payment is established.

4 **Significant Accounting Policies** (cont'd)

(s) Income Taxes

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date.

Deferred income tax is provided in full, using the liability method, on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax assets and liabilities are recognised for all temporary differences, except:

- Where the deferred tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction affects neither the accounting profit nor taxable profit or loss;

- In respect of temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled by the Group and it is probable that the temporary differences will not reverse in the foreseeable future; and

- In respect of deductible temporary differences and carry-forward or unutilised tax losses, if it is not probable that taxable profits will be available against which those deductible temporary differences and carry-forward of unutilised tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each balance sheet date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date.

(t) Employee Benefits

Obligations for contributions to defined contribution retirement benefit plans are recognised as an expense in the income statement as and when they are incurred. Contributions made to government managed retirement benefit plan such as the Central Provident Fund which specifies the employer's obligations are dealt with as defined contribution retirement benefit plans.

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4 Significant Accounting Policies (cont'd)

(u) Related Parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party, or exercise significant influence over the other party in making financial and operating decision. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities.

(v) Segment reporting

A business segment is a distinguishable component of the Group engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is a distinguishable component of the Group engaged in providing products or services within a particular economic environment that is subject to risks and returns that are different from those of segments operating in other economic environments.

5 Critical Accounting Estimates, Assumptions and Judgments

Estimates, assumptions and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(i) Valuation of Investment Properties

The fair value of the investment properties are based on directors' valuation and/or valuation performed by independent professional valuers. In determining the fair value, the directors and the valuer have based this on a method of valuation which involves certain estimates. In relying on the independent professional valuation report, management has exercised their judgment and is satisfied that the fair value is reflective of current market conditions. The carrying amounts of investment properties of the Group as at 30 September 2006, 2007, 2008 and 28 February 2009 amounted to S$10,025,290, S$12,468,196, S$15,994,450 and S$15,996,429 respectively.

(ii) Construction Contracts

The Group uses the percentage-of-completion method to account for its construction revenue. The stage of completion is measured by reference to the surveys of work performed.

Significant assumptions are required in the surveys of work performed and the recoverable variation works that will affect the stage of completion and the construction revenue respectively. In making these estimates, management has relied on past experience and the work of specialists.

5 Critical Accounting Estimates, Assumptions and Judgments (cont'd)

(iii) Impairment of Receivables

Management reviews its receivables for objective evidence of impairment at least annually. Significant financial difficulties of the debtor, the probability that the debtor will enter bankruptcy, and default or significant delay in payments are considered objective evidence that a receivable is impaired. In determining this, management makes judgment as to whether there is observable data indicating that there has been a significant change in the payment ability of the debtor, or whether there have been significant changes with adverse effect in the technological, market, economic or legal environment in which the debtor operates.

Where there is objective evidence of impairment, management makes judgments as to whether an impairment loss should be recorded in the income statement. In determining this, management uses estimates based on historical loss experience for assets with similar credit risk characteristics. The methodology and assumptions used for estimating both the amount and timing of future cash flows are reviewed regularly to reduce any differences between the estimated loss and actual loss experience.

The carrying amounts of trade and other receivables of the Group as at 30 September 2006, 2007, 2008 and 28 February 2009 amounted to S$1,885,252, S$1,720,218, S$3,014,725 and S$2,694,215 respectively. Bad debts amounting to S$324,302 and S$106,744 were charged to the income statement for the financial years ended 30 September 2006 and 2007 respectively.

(iv) Impairment of Non-Financial Assets

Non-financial assets are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired. The Group assesses impairment of these assets whenever events or changes in circumstances indicate that the carrying amount of such an asset may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and value-in-use) of the asset is estimated to determine the impairment loss. In making this judgment, the Group evaluates the value-in-use which is supported by the net present value of future cash flows derived from such asset using cash flow projections which have been discounted at an appropriate rate. No impairment loss of these assets has been recognised for the Relevant Periods.

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6 Revenue

	Audited	Year ended		Unaudited	Audited
				Five months period ended	
	30.9.2006	30.9.2007	30.9.2008	29.2.2008	28.2.2009
	S$	S$	S$	S$	S$
Sale of development properties	7,538,000	3,380,000	8,471,702	8,471,702	3,120,000
Construction revenue	–	–	2,949,618	85,762	3,061,413
Others	–	254,336	110,547	68,855	–
	7,538,000	3,634,336	11,531,867	8,626,319	6,181,413

7 Other Operating Income

	Audited	Year ended		Unaudited	Audited
				Five months period ended	
	30.9.2006	30.9.2007	30.9.2008	29.2.2008	28.2.2009
	S$	S$	S$	S$	S$
Rental income	459,306	484,022	490,689	226,109	237,324
Fair value gain on investment properties	–	1,495,026	3,560,175	–	–
Management fees	–	441,000	24,000	6,000	–
Dividend income	–	750	2,700	–	1,000
Gain on disposal of property, plant and equipment	9,941	–	–	–	9,000
Gain on disposal of financial assets, at fair value through profit or loss	661	45,200	–	–	4,900
Others	60,347	34,979	79,405	35,438	12,803
	530,255	2,500,977	4,156,969	267,547	265,027

8 Operating Profit

This is arrived at after charging the following items:

	Audited			Unaudited	Audited
		Year ended		Five months period ended	
	30.9.2006	30.9.2007	30.9.2008	29.2.2008	28.2.2009
	S$	S$	S$	S$	S$
Cost of development properties for sale	6,495,716	2,593,316	6,023,653	6,003,844	2,378,329
Depreciation of property, plant and equipment (included in administrative expenses)	71,752	62,451	47,672	16,909	41,438
Other operating expenses:					
- Bad debts written off	324,302	106,744	–	–	–
- Loss on disposal of financial assets, at fair value through profit or loss	–	–	5,300	–	–
- Fair value loss on financial assets, at fair value through profit or loss	–	–	16,384	7,595	58,400

9 Finance Costs

	Audited			Unaudited	Audited
		Year ended		Five months period ended	
	30.9.2006	30.9.2007	30.9.2008	29.2.2008	28.2.2009
	S$	S$	S$	S$	S$
Interest expense on:					
- finance lease liabilities	2,835	1,546	3,229	1,421	1,182
- borrowings	287,275	380,600	342,030	138,726	149,058
	290,110	382,146	345,259	140,147	150,240

10 Employee Benefits Cost

	Audited			Unaudited	Audited
		Year ended		Five months period ended	
	30.9.2006	30.9.2007	30.9.2008	29.2.2008	28.2.2009
	S$	S$	S$	S$	S$
Salaries and related costs	429,103	556,997	915,063	276,985	567,096
Contributions to defined contribution plans	55,673	74,760	113,729	33,062	69,171
	484,776	631,757	1,028,792	310,047	636,267

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11 Income Tax

	Audited	Year ended		Unaudited	Audited
				Five months	period ended
	30.9.2006	30.9.2007	30.9.2008	29.2.2008	28.2.2009
	S$	S$	S$	S$	S$
Income tax:					
- current year	7,000	20,000	598,000	416,021	7,946
- under provision in previous financial years	–	48,980	–	–	–
	7,000	68,980	598,000	416,021	7,946
Deferred income tax (Note 24)	–	–	464,167	–	–
	7,000	68,980	1,062,167	416,021	7,946

A reconciliation of income tax calculated at the applicable corporate tax rate in Singapore with income tax expense is as follows:

	Audited	Year ended		Unaudited	Audited
				Five months	period ended
	30.9.2006	30.9.2007	30.9.2008	29.2.2008	28.2.2009
	S$	S$	S$	S$	S$
Profit before income tax	247,743	1,938,241	6,161,571	2,013,787	101,610
Add/(Less): Share of results of associated companies, net	–	(7,694)	289,561	14,707	213,744
	247,743	1,930,547	6,451,132	2,028,494	315,354
Tax at statutory rate of 17% (2008: 18%, 2007: 18%, 2006: 20%)	49,549	347,498	1,161,204	365,129	53,610
Effect of:					
- different tax rates in other countries	–	2,250	2,402	(88)	(181)
- partial tax exemption	(7,988)	(19,360)	(54,900)	(40,861)	(29,100)
- expenses not deductible for tax purposes	4,911	4,412	123,782	91,390	10,477
- income not subject to tax	–	(276,875)	(179,393)	(438)	(105,460)
- utilisation of previously unrecognised					
- tax losses	(39,472)	(39,186)	–	–	(4,859)
- capital allowances	–	–	(1,261)	–	–
- deferred tax benefits not recognised	–	1,261	10,333	889	83,459
- under provision in previous years	–	48,980	–	–	–
	7,000	68,980	1,062,167	416,021	7,946

11 Income Tax (cont'd)

At the Relevant Period, the unrecognised tax losses and capital allowances available for offsetting against future taxable profits are as follows:

	30.9.2006 S$	30.9.2007 S$	30.9.2008 S$	28.2.2009 S$
Unrecognised tax losses	217,701	–	57,398	519,756
Capital allowances	–	7,005	–	–

12 Earnings Per Share

Basic earnings per share is calculated based on profit attributable to equity holders of the Company for the respective years and the pre-Invitation share capital of the Company. The Company's pre-Invitation share capital of 128,251,200 shares were assumed to be in issue throughout the Relevant Periods presented.

As there are no dilutive potential ordinary shares during each of the Relevant Periods covered in this report, no diluted earnings per share is presented.

13 Property, Plant and Equipment

	Freehold land S$	Freehold building S$	Plant and equipment S$	Motor vehicles S$	Total S$
2006					
Cost					
At 1 October 2005, previously reported	–	–	370,105	184,677	554,782
Prior year adjustments (Note 4(a))	399,159	567,367	–	–	966,526
At 1 October 2005, restated	399,159	567,367	370,105	184,677	1,521,308
Additions	–	–	–	33,800	33,800
Disposal	–	–	–	(51,789)	(51,789)
At 30 September 2006	399,159	567,367	370,105	166,688	1,503,319
Accumulated depreciation					
At 1 October 2005, previously reported	–	–	308,745	163,963	472,708
Prior year adjustments (Note 4(a))	–	38,661	–	–	38,661
At 1 October 2005, restated	–	38,661	308,745	163,963	511,369
Charge for the year	–	19,331	35,303	17,118	71,752
Disposal	–	–	–	(41,431)	(41,431)
At 30 September 2006	–	57,992	344,048	139,650	541,690
Net book value					
At 30 September 2006	399,159	509,375	26,057	27,038	961,629

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13 Property, Plant and Equipment (cont'd)

	Freehold land S$	Freehold building S$	Plant and equipment S$	Motor vehicles S$	Total S$
2007					
Cost					
At 1 October 2006, restated	399,159	567,367	370,105	166,688	1,503,319
Additions	–	4,771	5,289	53,000	63,060
As at 30 September 2007	399,159	572,138	375,394	219,688	1,566,379
Accumulated depreciation					
At 1 October 2006, restated	–	57,992	344,048	139,650	541,690
Charge for the year	–	19,809	25,282	17,360	62,451
At 30 September 2007	–	77,801	369,330	157,010	604,141
Net book value					
At 30 September 2007	399,159	494,337	6,064	62,678	962,238
2008					
Cost					
At 1 October 2007, restated	399,159	572,138	375,394	219,688	1,566,379
Additions	–	–	28,432	–	28,432
At 30 September 2008	399,159	572,138	403,826	219,688	1,594,811
Accumulated depreciation					
At 1 October 2007, restated	–	77,801	369,330	157,010	604,141
Charge for the year	–	19,809	10,503	17,360	47,672
At 30 September 2008	–	97,610	379,833	174,370	651,813
Net book value					
At 30 September 2008	399,159	474,528	23,993	45,318	942,998
2009					
Cost					
As at 1 October 2008	399,159	572,138	403,826	219,688	1,594,811
Additions	–	–	60,174	93,435	153,609
Disposals	–	–	–	(79,000)	(79,000)
As at 28 February 2009	399,159	572,138	464,000	234,123	1,669,420
Accumulated depreciation					
As at 1 October 2008	–	97,610	379,833	174,370	651,813
Charge for the year	–	19,809	7,318	14,311	41,438
Disposals	–	–	–	(79,000)	(79,000)
As at 28 February 2009	–	117,419	387,151	109,681	614,251
Net book value					
As at 28 February 2009	399,159	454,719	76,849	124,442	1,055,169

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13 Property, Plant and Equipment (cont'd)

The Group acquired property, plant and equipment with an aggregate cost of S$33,800, S$63,060, S$28,432 and S$153,609 for the financial year ended 30 September 2006, 2007, 2008 and 28 February 2009 respectively. Out of which the book value amounting to S$28,700, S$43,500, S$10,000 and S$43,350 was acquired by means of finance lease and cash payment of S$5,100, S$19,560, S$18,432 and S$110,259 were made to property, plant and equipment.

The carrying amounts of property, plant and equipment acquired under finance lease arrangement for the Group as at 30 September 2006, 2007, 2008 and 28 February 2009 amounted to S$27,040, S$62,678, S$56,042 and S$94,444 respectively.

As at 30 September 2006, 2007, 2008 and 28 February 2009, property, plant and equipment of the Group with net book values of S$908,534, S$893,496, S$873,687 and S$853,878 have been pledged to certain banks as security for credit facilities.

14 Investment properties

	30.9.2006 S$	30.9.2007 S$	30.9.2008 S$	28.2.2009 S$
Balance at beginning of year, as previously reported (cost)	10,443,170	10,991,816	12,468,196	15,994,450
Prior year adjustments (Note 4(a))			–	–
- relating to owner-occupied portion	(966,526)	(966,526)	–	–
	9,476,644	10,025,290	12,468,196	15,994,450
Effects of adopting FRS 40 (Note 4(a))	–	926,066	–	–
Balance at beginning of year, as restated	9,476,644	10,951,356	12,468,196	15,994,450
Additions	548,646	–	–	–
Fair value gain	–	1,495,026	3,560,175	–
Translation differences	–	21,814	(33,921)	1,979
Balance at end of year/period	10,025,290	12,468,196	15,994,450	15,996,429
Represented by:				
- At cost	10,025,290	–	–	–
- At fair value	–	12,468,196	15,994,450	15,996,429
	10,025,290	12,468,196	15,994,450	15,996,429
At fair value	10,951,356	NA	NA	NA

As a result of the adoption of FRS 40 from 1 October 2006, investment properties are subsequently carried at fair values at the balance sheet date based on independent professional valuation. In determining the fair value, the valuers have used valuation techniques which involve certain estimates such as the market comparison method. In relying on the valuation reports, management has exercised its judgment and is satisfied that the valuation methods and estimates are reflective of current market conditions.

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14 Investment properties (cont'd)

As at 30 September 2006, 2007, 2008 and 28 February 2009, investment properties with carrying amounts of S$10,025,290, S$12,468,196, S$15,994,450 and S$15,996,429 were pledged to certain banks to secure credit facilities for the Group.

Investment properties of the Group are held mainly for use by tenants under operating leases. The following amounts are recognised in the Group's income statements.

	Audited	Year ended		Unaudited	Audited
				Five months period ended	
	30.9.2006	30.9.2007	30.9.2008	29.2.2008	28.2.2009
	S$	S$	S$	S$	S$
Rental income	459,306	484,022	490,689	226,109	237,324
Direct operating expenses arising from investment properties that generated rental income	35,730	55,167	32,638	5,947	14,783
Properties tax and other operating expenses arising from an investment property that did not generate rental income	–	–	14,463	–	–

15 Investments in Associated Companies

	30.9.2006	30.9.2007	30.9.2008	28.2.2009
	S$	S$	S$	S$
Equity investment at cost	–	1,000,000	1,000,000	1,000,000
Share of results	–	7,694	(281,867)	(495,611)
Balance at end of year/period	–	1,007,694	718,133	504,389

		Effective ownership interest			
Name and country of		30 September			
incorporation/operation	Principal activities	2006	2007	2008	28.2.2009
		%	%	%	%
AG Capital Pte. Ltd. (Singapore)	Real estate development and general wholesale trade	–	50	50	50
AG Development (Mar Thoma) Pte. Ltd. (Singapore)	Real estate development	–	50	50	50

15 Investments in Associated Companies (cont'd)

The summarised financial information of associated companies, not adjusted for the percentage of equity interest held by the Group, is as follows:

	30.9.2006 S$	30.9.2007 S$	30.9.2008 S$	28.2.2009 S$
Assets	–	13,165,925	23,198,014	27,513,544
Liabilities	–	(11,150,536)	(21,761,747)	(26,504,764)
Net assets	–	2,015,389	1,436,267	1,008,780
Income	–	29,494	33,506	–
Expenses	–	(14,105)	(612,628)	(427,487)
Profit/(loss) for the year	–	15,389	(579,122)	(427,487)
Proportionate interest in associated companies' capital commitments	–	–	3,205,500	2,308,201

The Group acquired 50% of the issued share capital of AG Capital Pte. Ltd. and AG Development Pte. Ltd. for a cash consideration which approximates the fair value of identifiable net assets at the date of acquisition. The carrying amount of the Group's investment in each associated company amounted to S$500,000 each.

16 Development Properties for Sale

	30.9.2006 S$	30.9.2007 S$	30.9.2008 S$	28.2.2009 S$
Balance at beginning of year/period	7,081,267	5,833,621	7,490,038	2,330,784
Additions during the year/period				
- Interest capitalised	299,108	245,146	91,732	–
- Other costs	4,948,962	4,004,587	755,762	47,545
Disposal during the year/period	(6,495,716)	(2,593,316)	(6,006,748)	(2,378,329)
Balance at end of year/period	5,833,621	7,490,038	2,330,784	–
Classified as:				
Non-current assets	3,081,437	1,594,150	–	–
Current assets	2,752,184	5,895,888	2,330,784	–
	5,833,621	7,490,038	2,330,784	–

Interest capitalised as cost of development properties for sale for the Group as at 30 September 2006, 2007, 2008 and 28 February 2009 amounted to S$194,115, S$295,114, S$74,177 and Nil respectively.

16 Development Properties for Sale (cont'd)

As at 30 September 2006, 2007 and 2008, certain development properties for sale with a carrying value of S$5,833,621, S$7,490,038 and S$2,330,784 were pledged to certain banks to secure credit facilities for the Group. There were no development properties for sale pledged to secure credit facilities for the Group as at 28 February 2009.

17 Cash and Cash Equivalents

	30.9.2006 S$	30.9.2007 S$	30.9.2008 S$	28.2.2009 S$
Cash and bank balances	520,705	784,474	894,768	865,369
Fixed deposits	–	14,400	14,400	814,400
	520,705	798,874	909,168	1,679,769
Average rates of interest at the balance sheet date:				
- Cash and bank balance	0.018%	0.019%	0.014%	0.026%
- Fixed deposit	–	0.825%	0.825%	0.56%-0.825%

As at 30 September 2007, 2008 and 28 February 2009, fixed deposits had an average maturity of 3 months.

For the purposes of presenting the consolidated cash flow statement, the consolidated cash and cash equivalents comprise the following:

	30.9.2006 S$	30.9.2007 S$	30.9.2008 S$	28.2.2009 S$
Cash and bank balances (as above)	520,705	798,874	909,168	1,679,769
Less: Bank overdraft (Note 23)	(1,017,228)	(703,458)	(1,137,372)	(1,137,464)
Cash and cash equivalents per combined cash flow statement	(496,523)	95,416	(228,204)	542,305

Cash and bank balances are denominated in the following currencies:

	30.9.2006 S$	30.9.2007 S$	30.9.2008 S$	28.2.2009 S$
Denominated in:				
Singapore dollars	502,849	780,807	908,081	1,672,267
Malaysian Ringgit	17,856	18,067	1,087	7,502
	520,705	798,874	909,168	1,679,769

Bank overdrafts are denominated in Singapore dollars.

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18 Financial Assets, At Fair Value Through Profit or Loss

	30.9.2006 S$	30.9.2007 S$	30.9.2008 S$	28.2.2009 S$
Quoted investments	–	82,196	52,000	75,978

19 Trade and Other Receivables

	30.9.2006 S$	30.9.2007 S$	30.9.2008 S$	28.2.2009 S$
Trade receivables				
- Third parties	49,354	21,064	57,170	25,697
- Shareholder	–	–	650,607	483,896
- Related parties	328,392	363,948	420,131	420,131
- Associated companies	–	–	4,275	227,646
Retentions				
- Third parties	477,660	56,070	428,710	–
Other receivables				
- Third parties	54,224	87,678	113,881	95,041
- Related parties	519,614	512,659	18,376	18,376
- Associated companies	–	647,466	1,293,176	1,310,526
Deposits	456,008	31,333	28,399	62,902
Accrued revenue	–	–	–	50,000
	1,885,252	1,720,218	3,014,725	2,694,215

The non-trade amounts due from related parties and associated companies are unsecured, interest-free and repayable in cash on demand.

20 Other Current Assets

	30.9.2006 S$	30.9.2007 S$	30.9.2008 S$	28.2.2009 S$
Prepayments	10,000	10,000	280,332	533,375

21 Construction Contracts

	30.9.2006 S$	30.9.2007 S$	30.9.2008 S$	28.2.2009 S$
Costs incurred	–	–	1,281,203	3,634,649
Add: Attributable profits	–	–	1,064,512	1,084,318
	–	–	2,345,715	4,718,967
Less: Progress billings	–	–	(2,708,668)	(5,438,048)
	–	–	(362,953)	(719,081)
Presented as:				
Due to customers (Note 25)	–	–	362,953	719,081

22 Finance Lease Liabilities

The Group leases certain plant and equipment and motor vehicles from third parties under finance leases. The rates of interest for finance leases for the Group as at 30 September 2006, 2007, 2008 and 28 February 2009 are 3.25% to 4.5%, 3.25% to 6%, 3.25% to 6% and 3.25% to 6.2% respectively.

	30.9.2006 S$	30.9.2007 S$	30.9.2008 S$	28.2.2009 S$
Minimum lease payments due:				
- less than one year	5,236	13,440	22,190	25,363
- between one to five years	20,160	53,760	52,460	80,590
- more than five years	8,780	18,365	6,225	14,675
Total minimum lease payments	34,176	85,565	80,875	120,628
Less: Future finance charges	(6,332)	(20,044)	(17,353)	(26,311)
Present value of total minimum lease payments	27,844	65,521	63,522	94,317
Classified as:				
Non-current liabilities	23,577	55,189	44,856	73,772
Current liabilities	4,267	10,332	18,666	20,545
	27,844	65,521	63,522	94,317

Finance lease liabilities of the Group are denominated in Singapore dollars and secured by certain plant and equipment (Note 13).

23 Borrowings

	30.9.2006 S$	30.9.2007 S$	30.9.2008 S$	28.2.2009 S$
Non-current liabilities:				
Bank borrowings	10,311,873	8,558,379	6,834,065	6,701,594
Current liabilities:				
Bank overdraft	1,017,228	703,458	1,137,372	1,137,464
Bank borrowings	1,271,729	5,576,391	2,349,562	315,680
	2,288,957	6,279,849	3,486,934	1,453,144
	12,600,830	14,838,228	10,320,999	8,154,738

(a) Bank Overdraft

Bank overdraft of the Group is secured by the following:

(i) Legal mortgage on the Group's investment properties; and
(ii) Joint and several guarantees from certain directors.

Interest on the bank overdraft is on a fixed rate basis of 1% to 1.5% per annum, above prevailing prime rate of the bank, during the Relevant Periods.

(b) Bank Borrowings

	30.9.2006 S$	30.9.2007 S$	30.9.2008 S$	28.2.2009 S$
Secured bank borrowings due:				
- within one year	1,271,729	5,576,391	2,349,562	315,680
- between one to five years	4,799,274	2,628,475	1,329,966	1,353,553
- after five years	5,512,599	5,929,904	5,504,099	5,348,041
	11,583,602	14,134,770	9,183,627	7,017,274
Average rates of interest at balance sheet date:				
- bank borrowings	2.5% - 5.25%	3.45% - 6.13%	2.54% - 7.34%	4.5% - 5.95%
Undrawn borrowing facilities	36,466	296,542	862,628	862,536

Bank borrowings are secured by:

(i) Mortgages on the borrowing subsidiaries' property, plant and equipment, investment properties and development properties for sale;
(ii) Assignment of all rights, titles and benefits with respect to these properties;
(iii) Joint and several guarantees by directors

23 Borrowings (cont'd)

(b) Bank Borrowings (cont'd)

Bank borrowings are denominated in the following currencies:

	30.9.2006 S$	30.9.2007 S$	30.9.2008 S$	28.2.2009 S$
Denominated in:				
Singapore dollars	11,221,231	13,777,638	8,850,414	6,688,500
Malaysian Ringgit	362,371	357,132	333,213	328,774
	11,583,602	14,134,770	9,183,627	7,017,274

(c) Carrying Amounts and Fair Value Information

The fair values of borrowings at the balance sheet date are based on expected future cash flows, discounted using market rates for similar instruments at the balance sheet date.

The following fair values are for information purposes only and are not recognised in the financial statements.

	30.9.2006 S$	30.9.2007 S$	30.9.2008 S$	28.2.2009 S$
Secured loans:				
Carrying amounts	11,583,602	14,134,770	9,183,627	7,017,274
Fair values	11,069,972	13,555,570	8,638,417	6,488,632

24 Deferred Tax Liabilities

	30.9.2006 S$	30.9.2007 S$	30.9.2008 S$	28.2.2009 S$
Deferred income tax liabilities				
- to be settled after one year	–	–	464,167	464,167

Movement in deferred income tax account is as follows:

	30.9.2006 S$	30.9.2007 S$	30.9.2008 S$	28.2.2009 S$
Fair value gain on investment properties				
Balance at beginning of year/period	–	–	–	464,167
Charge for the year/period (Note 11)	–	–	464,167	–
Balance at end of year/period	–	–	464,167	464,167

25 Trade and Other Payables

	30.9.2006	30.9.2007	30.9.2008	28.2.2009
	S$	S$	S$	S$
Trade payables to:				
- Third parties	592,903	203,010	267,572	612,493
- Related parties	926,911	673,693	57,336	57,336
Construction contracts:				
- Due to customers (Note 21)	–	–	362,953	719,081
- Retention payables	–	–	16,061	66,739
Other payables to:				
- Third parties	95,299	30,654	20,351	10,735
- Related parties	287,160	365,904	262,407	282,034
- Associated companies	–	24,998	705,435	722,935
Advances/deposits received	143,450	1,781,710	130,320	122,602
Accrued operating expenses	169,296	151,854	184,739	174,273
	2,215,019	3,231,823	2,007,174	2,768,228

The non-trade payables due to related parties and associated companies are unsecured, interest-free and repayable in cash on demand.

26 Due to Shareholders

The non-trade amounts due to shareholders are unsecured, interest-free and repayable in cash on demand.

27 Share Capital

	30.9.2006	30.9.2007	30.9.2008	28.2.2009
	S$	S$	S$	S$
Combined paid-up share capital	430,996	431,002	431,004	431,004

The share capital balance as at 30 September 2006, 2007, 2008 and 28 February 2009 represents the Group's combined paid-up capital.

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28 Reserves

	30.9.2006 S$	30.9.2007 S$	30.9.2008 S$	28.2.2009 S$
Capital reserves	349,115	349,115	349,115	349,115
Currency translation reserves	(32)	(102)	(10,953)	(10,235)
Retained earnings	1,074,463	3,838,287	8,904,055	8,998,489
	1,423,546	4,187,300	9,242,217	9,337,369

Movements in reserves for the Group are set out in the combined statement of changes in equity.

29 Significant Related Party Transactions

In addition to the information disclosed elsewhere in the financial statements, during the financial year/period, the Group had significant transactions with related parties on terms agreed between the parties as follows:

	Audited			Unaudited	Audited
		Year ended		Five months period ended	
	30.9.2006 S$	30.9.2007 S$	30.9.2008 S$	29.2.2008 S$	28.2.2009 S$
With companies in which the directors have interests					
Income:					
Construction revenue	–	–	–	–	200,000
Rental	142,800	124,000	31,200	–	–
Management fee	–	441,000	6,000	6,000	–
Labour charges	60,000	–	–	–	–
Procurement service fee	–	212,053	–	–	–
Expenses:					
Subcontractor charges	1,320,400	2,024,000	–	–	–
Materials	–	–	21,773	21,773	13,889
With a shareholder					
Income:					
Construction revenue	–	–	2,045,140	57,243	969,790
With associated companies					
Income:					
Miscellaneous service fees	–	–	18,000	4,000	10,000
Construction revenue	–	–	904,478	28,519	1,891,623

Balances with related parties outstanding at the balance sheet date are disclosed in Notes 19 and 25.

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29 Significant Related Party Transactions (cont'd)

Remuneration of Key Management Personnel

The remuneration of the directors and senior personnel, who are the key management personnel of the Group are as follows: -

	Audited			Unaudited	Audited
		Year ended		Five months period ended	
	30.9.2006	30.9.2007	30.9.2008	29.2.2008	28.2.2009
	S$	S$	S$	S$	S$
Short-term employee benefits	230,000	345,300	599,400	246,900	382,500
Contributions to defined contribution plans	23,520	31,849	50,586	26,415	31,170
	253,520	377,149	649,986	273,315	413,670

30 Commitments

(a) Property Development Expenditure

Capital expenditures contracted for at the balance sheet date but not recognised in the financial statements are as follows:

	30.9.2006	30.9.2007	30.9.2008	28.2.2009
	S$	S$	S$	S$
Development expenditure contracted but not provided for in the financial statements	8,455,000	638,000	212,000	–

(b) Operating Lease Receipts

The future minimum lease receivables under non-cancellable operating leases contracted for at the balance sheet date but not recognised as receivables, are as follows:

	30.9.2006	30.9.2007	30.9.2008	28.2.2009
	S$	S$	S$	S$
Rental receivables				
Within one year	143,745	237,113	403,102	297,105
After one year	22,250	58,251	115,047	39,500
	165,995	295,364	518,149	336,605

31 Financial Risks Management Policies

The Group's activities exposed it to a variety of financial risks, including the effects of interest rate risk, credit risk, currency risk and liquidity risk arising in the normal course of the Group's business. The Group's risk management policy seeks to minimise the potential adverse effects from these exposures. Management continually monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Board of Directors is responsible for setting the objectives, the underlying principles of financial risk management for the Group and establishing the policies such as authority levels, oversight responsibilities, risk identification and measurement, exposure limits and hedging strategies, in accordance with the objectives and underlying principles approved.

(a) Credit risk

Credit risk refers to the risk that the customer or counterparty failed to discharge an obligation and resulted in a financial loss to the Group.

As the Group does not hold any collateral, the maximum exposure to credit risk is the carrying amount of the related financial assets presented on the balance sheet.

The Group's credit risk is primarily attributable to its trade and other receivables. The Group establishes an allowance for impairment that represents its estimate of incurred losses in respect of trade and other receivables. This allowance account in respect of trade and other receivables is used to record impairment losses unless the Group is satisfied that no recovery of the amount owing is possible. At that point, the financial asset is considered irrecoverable and the amount charged to the allowance account is written off against the carrying amount of the impaired financial asset.

Trade and other receivables balances are monitored on an ongoing basis and whether the trade and other receivables are recoverable are estimated by the Group's management based on prior experience and the current economic environment.

Cash and fixed deposits are placed with banks and financial institutions which are regulated.

Significant concentrations of credit risk

Concentrations of credit risk exist when changes in economic, industry or geographic factors similarly affect groups of counterparties whose aggregate credit exposure is significant in relation to the Group's total credit exposure. The Group's credit exposure is concentrated mainly in Singapore.

(i) Financial assets that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are creditworthy companies with good payment record with the Group. Bank deposits that are neither past due nor impaired are mainly deposits with banks with high credit ratings and no history of default.

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31 Financial Risks Management Policies (cont'd)

(a) Credit risk (cont'd)

(ii) Financial assets that are past due but not impaired

There are no other class of financial assets that is past due but not impaired except for trade and other receivables.

The age analysis of trade and other receivables past due but not impaired are as follows:

	30.9.2006	30.9.2007	30.9.2008	28.2.2009
	S$	S$	S$	S$
Past due within 30 days	9,285	14,417	38,646	40,826
Past due within 31 to 60 days	6,285	27,494	40,308	45,915
Past due over 60 days	360,983	391,925	608,770	809,743
	376,553	433,836	687,724	896,484

The carrying amount of trade and other receivables individually determined to be impaired are disclosed in Note 8 and Note 19 to the financial statements.

There are no classes of trade and other receivables that are past due and impaired at the respective end of the Relevant Periods.

(b) Interest rate risk

Interest rate risk arises on interest-bearing financial instruments recognised in the balance sheet. It is the risk that, changes in interest rates, will affect the Group's income or the value of its holdings of financial instruments. The Group's exposures to interest rate risk for changes in interest rates mainly arise from its borrowings and bank deposits. Interest rate risk is managed by the Group on an on-going basis with the primary objective of limiting the extent to which net interest expense could be affected by an adverse movement in interest rates.

The Group's policy is to obtain the most favorable interest rates available for its borrowings and bank deposits without increasing its foreign currency exposure. Bank deposits are placed where the interest rates are beneficial whilst at the same time mitigate the risk of market changes in interest rate. The tables below set out the Group's exposure to interest rate risks in relation to interest bearing financial assets and financial liabilities.

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31 Financial Risks Management Policies (cont'd)

(b) Interest rate risk (cont'd)

The following table sets out the carrying amounts as at year end, by maturity or repricing, whichever is earlier, of the financial instruments of the Group that are exposed to interest rate risk:

	Variable rates			Fixed rates			Non-	
	Less than 12 months S$	2 to 5 years S$	More than 5 years S$	Less than 12 months S$	2 to 5 years S$	More than 5 years S$	Interest Bearing S$	Total S$
At 30 September 2006								
Assets								
Cash and cash equivalents	14,128	–	–	–	–	–	506,577	520,705
Trade and other receivables	–	–	–	–	–	–	1,885,252	1,885,252
Other current assets	–	–	–	–	–	–	10,000	10,000
Non-financial assets	–	–	–	–	–	–	16,820,540	16,820,540
Total assets	14,128	–	–	–	–	–	19,222,369	19,236,497
Liabilities								
Borrowings	2,288,957	4,799,274	5,512,599	–	–	–	–	12,600,830
Finance lease liabilities	–	–	–	4,267	16,429	7,148	–	27,844
Trade and other payables	–	–	–	–	–	–	2,215,019	2,215,019
Due to shareholders	–	–	–	–	–	–	2,056,947	2,056,947
Non-financial liabilities	–	–	–	–	–	–	468,813	468,813
Total Liabilities	2,288,957	4,799,274	5,512,599	4,267	16,429	7,148	4,740,779	17,369,453
At 30 September 2007								
Assets								
Cash and cash equivalents	17,445	–	–	14,400	–	–	767,029	798,874
Trade and other receivables	–	–	–	–	–	–	1,720,218	1,720,218
Other financial assets	–	–	–	–	–	–	82,196	82,196
Other current assets	–	–	–	–	–	–	10,000	10,000
Non-financial assets	–	–	–	–	–	–	21,928,166	21,928,166
Total assets	17,445	–	–	14,400	–	–	24,507,609	24,539,454
Liabilities								
Borrowings	6,279,849	2,628,475	5,929,904	–	–	–	–	14,838,228
Finance lease liabilities	–	–	–	10,332	41,328	13,861	–	65,521
Trade and other payables	–	–	–	–	–	–	3,231,823	3,231,823
Due to shareholders	–	–	–	–	–	–	1,425,782	1,425,782
Non-financial liabilities	–	–	–	–	–	–	315,793	315,793
Total Liabilities	6,279,849	2,628,475	5,929,904	10,332	41,328	13,861	4,973,398	19,877,147

31 Financial Risks Management Policies (cont'd)

(b) Interest rate risk (cont'd)

	Variable rates			Fixed rates			Non-	
	Less than 12 months	2 to 5 years	More than 5 years	Less than 12 months	2 to 5 years	More than 5 years	Interest Bearing	Total
	S$	S$	S$	S$	S$	S$	S$	S$
At 30 September 2008								
Assets								
Cash and cash equivalents	506,380	–	–	14,400	–	–	388,388	909,168
Trade and other receivables	–	–	–	–	–	–	3,014,725	3,014,725
Other financial assets	–	–	–	–	–	–	52,000	52,000
Other current assets	–	–	–	–	–	–	280,332	280,332
Non-financial assets	–	–	–	–	–	–	19,986,365	19,986,365
Total assets	506,380	–	–	14,400	–	–	23,721,810	24,242,590
Liabilities								
Borrowings	3,486,934	1,329,966	5,504,099	–	–	–	–	10,320,999
Finance lease liabilities	–	–	–	18,666	40,262	4,594	–	63,522
Trade and other payables	–	–	–	–	–	–	2,007,174	2,007,174
Due to shareholders	–	–	–	–	–	–	773,073	773,073
Non-financial liabilities	–	–	–	–	–	–	1,326,960	1,326,960
Total Liabilities	3,486,934	1,329,966	5,504,099	18,666	40,262	4,594	4,107,207	14,491,728
At 28 February 2009								
Assets								
Cash and cash equivalents	430,663	–	–	814,400	–	–	434,706	1,679,769
Trade and other receivables	–	–	–	–	–	–	2,694,215	2,694,215
Other financial assets	–	–	–	–	–	–	75,978	75,978
Other current assets	–	–	–	–	–	–	533,375	533,375
Non-financial assets	–	–	–	–	–	–	17,555,987	17,555,987
Total assets	430,663	–	–	814,400	–	–	21,294,261	22,539,324
Liabilities								
Borrowings	1,453,144	1,353,553	5,348,041	–	–	–	–	8,154,738
Finance lease liabilities	–	–	–	20,545	62,872	10,900	–	94,317
Trade and other payables	–	–	–	–	–	–	2,768,228	2,768,228
Due to shareholders	–	–	–	–	–	–	630,613	630,613
Non-financial liabilities	–	–	–	–	–	–	1,046,184	1,046,184
Total Liabilities	1,453,144	1,353,553	5,348,041	20,545	62,872	10,900	4,445,025	12,694,080

31 Financial Risks Management Policies (cont'd)

(b) *Interest rate risk (cont'd)*

Sensitivity Analysis

A change of 100 basis points in interest rate at the reporting date would increase/(decrease) profit after tax and equity by the amounts as shown below. This analysis assumes that all other variables, in particular foreign currency and tax rates, remain constant.

		Year ended		Five months period ended
	30.9.2006	30.9.2007	30.9.2008	28.2.2009
	S$	S$	S$	S$
Floating rate instruments				
- 100 basis point increase	122,894	149,793	98,421	76,861
- 100 basis point decrease	(123,033)	(149,918)	(100,955)	(80,929)

(c) *Currency risk*

Currency risk arises on financial instruments that are denominated in a currency other than the functional currency in which they are measured.

The Group is not exposed to significant foreign currency risk on its operating activities as most transactions and balances are denominated in Singapore dollars, except for certain borrowings which arose from its Malaysian subsidiary.

The Group's currency exposure on the financial assets and financial liabilities as at year end is disclosed under each respective note to the financial statements. The Group did not use derivative financial instruments to protect against the volatility associated with foreign currency transactions. Exposure to foreign currency risk is monitored on an on-going basis and the Group endeavours to keep the net exposure at an acceptable level.

No sensitivity analysis is disclosed for currency risk as the related exposure is not significant.

(d) *Liquidity risk*

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. In the management of liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and where required, and mitigate the effects of fluctuation in cash flows. The Group obtains additional funding through bank facilities.

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31 **Financial Risks Management Policies** (cont'd)

(d) *Liquidity risk (cont'd)*

The table below analyses the maturity profile of the Group's financial liabilities based on contractual undiscounted cash flows.

	Carrying amount	Contractual cash flows	Cash Flows Within 1 year	1 to 5 years	After 5 years
	S$	S$	S$	S$	S$
As at 30 September 2006					
Trade and other payables	2,215,019	2,215,019	2,215,019	–	–
Due to shareholders	2,056,947	2,056,947	2,056,947	–	–
Finance lease liabilities	27,844	34,176	5,236	20,160	8,780
Borrowings	12,600,830	16,263,266	3,071,210	6,057,583	7,134,473
	16,900,640	20,569,408	7,348,412	6,077,743	7,143,253
As at 30 September 2007					
Trade and other payables	3,231,823	3,231,823	3,231,823	–	–
Due to shareholders	1,425,782	1,425,782	1,425,782	–	–
Finance lease liabilities	65,521	85,565	13,440	53,760	18,365
Borrowings	14,838,228	18,213,346	6,649,317	3,939,026	7,625,003
	19,561,354	22,956,516	11,320,362	3,992,786	7,643,368
As at 30 September 2008					
Trade and other payables	2,007,174	2,007,174	2,007,174	–	–
Due to shareholders	773,073	773,073	773,073	–	–
Finance lease liabilities	63,522	80,875	22,190	52,460	6,225
Borrowings	10,320,999	13,485,654	3,836,619	2,597,082	7,051,953
	13,164,768	16,346,776	6,639,056	2,649,542	7,058,178
As at 28 February 2009					
Trade and other payables	2,768,228	2,768,228	2,768,228	–	–
Due to shareholders	630,613	630,613	630,613	–	–
Finance lease liabilities	94,317	120,628	25,363	80,590	14,675
Borrowings	8,154,738	10,985,743	1,603,358	2,597,415	6,784,970
	11,647,896	14,505,212	5,027,562	2,678,005	6,799,645

(e) *Capital risk*

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. The Group's policy is to maintain an adequate capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Group funds its operations and growth through a mix of equity and debts. This includes the maintenance of adequate lines of credit and assessing the need to raise additional equity where required.

31 Financial Risks Management Policies (cont'd)

(e) Capital risk (cont'd)

In the management of capital risk, management takes into consideration the gearing ratio as well as the Group's working capital requirement. The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as total liabilities less total income tax payable, deferred tax liabilities and cash and cash equivalents. Total capital is calculated as equity plus net debt.

	30.9.2006	30.9.2007	30.9.2008	28.2.2009
	S$	S$	S$	S$
Net debt	16,379,935	18,762,480	12,255,600	9,968,127
Total equity	1,854,542	4,618,302	9,673,221	9,768,373
Total capital	18,234,477	23,380,782	21,928,821	19,736,500
Gearing ratio	90%	80%	56%	51%

The Group is in compliance with all borrowing covenants for the Relevant Periods. There were no changes in the Group's approach to capital management during the Relevant Periods.

(f) Fair values

The fair value information presented represents the Group's best estimate of those values and may be subject to certain assumptions and limitations. The methodologies and assumptions used in the estimation of fair values depend on the terms and characteristics of the various financial instruments.

The Group's financial assets and liabilities included financial assets, at fair value through profit or loss, trade and other receivables, other current assets, cash and cash equivalents, trade and other payables, due to shareholders and borrowings. The carrying amounts of these financial assets and liabilities with a maturity of less than one year approximate their fair value due to their short term maturities.

The fair values of long term borrowings are calculated based on discounted expected future principal and interest cash flows. The discount rates used are based on market rates for similar instruments at the balance sheet date. As at 30 September 2006, 2007, 2008 and 28 February 2009, the carrying amounts of the long term borrowings approximate their fair values, except as disclosed in the combined financial statements.

32 Segment Information

The Group's primary format for segment reporting is based on business segments. The business segments are determined based on the Group's management and internal reporting structure. Geographical segment is not presented as the Group operates predominantly in Singapore.

Inter-segment transactions are determined on an arm's length basis.

32 Segment Information (cont'd)

Segment assets comprise primarily development properties for sale and investment properties. Other assets and liabilities of the Group are utilised interchangeably between the different segments and there is no reasonableness to allocate such assets and liabilities of the Group between the different segments.

	Sale of development properties S$	Investment properties S$	Total S$
2006			
Revenue	7,538,000	–	7,538,000
Segment results	1,042,284	459,306	1,501,590
Unallocated income			70,949
Unallocated expenses			(1,034,724)
Results from operating activities			537,815
Interest income			38
Finance costs			(290,110)
Profit before income tax expense			247,743
Income tax expense			(7,000)
Profit for the year			240,743
Other segment items			
Capital expenditure			
- Investment property		548,646	548,646
- Property, plant and equipment			33,800
			582,446
Depreciation - Property, plant and equipment			71,752
Bad debts written off			324,302
Assets and Liabilities			
Allocated assets	5,833,621	10,025,290	15,858,911
Unallocated assets			3,377,586
			19,236,497
Unallocated liabilities and total liabilities			17,369,453

NOTES TO THE COMBINED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEARS ENDED 30 SEPTEMBER 2006, 2007 AND 2008 AND FIVE MONTHS PERIOD ENDED 28 FEBRUARY 2009

32 Segment Information (cont'd)

	Sale of development properties S$	Construction revenue S$	Investment properties S$	Elimination S$	Total S$
2007					
Revenue	3,380,000	100,000	–	(100,000)	3,380,000
Segment results	786,684	12,227	484,022	(12,227)	1,270,706
Unallocated income					2,271,291
Unallocated expenses					(1,229,836)
Results from operating activities					2,312,161
Interest income					532
Finance costs					(382,146)
Share of profit of associated companies					7,694
Profit before income tax expense					1,938,241
Income tax expense					(68,980)
Profit for the year					1,869,261
Other segment items					
Capital expenditure					
- Property, plant and equipment					63,060
Depreciation - Property, plant and equipment					62,451
Bad debts written off					106,744
Assets and Liabilities					
Segment assets	7,490,038	–	12,468,196		19,958,234
Unallocated assets					4,581,220
					24,539,454
Unallocated liabilities and total liabilities					19,877,147

NOTES TO THE COMBINED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEARS ENDED 30 SEPTEMBER 2006, 2007 AND 2008 AND FIVE MONTHS PERIOD ENDED 28 FEBRUARY 2009

32 Segment Information (cont'd)

	Sale of development properties S$	Construction revenue S$	Investment properties S$	Elimination S$	Total S$
2008					
Revenue	8,471,702	4,329,618	–	(1,380,000)	11,421,320
Segment results	2,448,049	1,396,524	490,689	(316,793)	4,018,469
Unallocated income					3,776,827
Unallocated expenses					(998,990)
Results from operating activities					6,796,306
Interest income					85
Finance costs					(345,259)
Share of profit of associated companies					(289,561)
Profit before income tax expense					6,161,571
Income tax expense					(1,062,167)
Profit for the year					5,099,404
Other segment items					
Capital expenditure - Property, plant and equipment					28,432
Depreciation - Property, plant and equipment					47,672
Assets and Liabilities					
Segment assets	2,330,784	–	15,994,450	–	18,325,234
Unallocated assets					5,917,356
					24,242,590
Unallocated liabilities and total liabilities					14,491,728

NOTES TO THE COMBINED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEARS ENDED 30 SEPTEMBER 2006, 2007 AND 2008 AND FIVE MONTHS PERIOD ENDED 28 FEBRUARY 2009

32 Segment Information (cont'd)

	Sale of development properties S$	Construction revenue S$	Investment properties S$	Elimination S$	Total S$
1 October 2007 to 28 February 2008					
Revenue	8,471,702	903,012	–	(865,798)	8,508,916
Segment results	2,467,858	128,088	226,109	(216,472)	2,605,583
Unallocated income					110,293
Unallocated expenses					(547,270)
Results from operating activities					2,168,606
Interest income					35
Finance costs					(140,147)
Share of profit of associated companies					(14,707)
Profit before income tax expense					2,013,787
Income tax expense					(416,021)
Profit for the year					1,597,766
Other segment items					
Capital expenditure - Property, plant and equipment					433
Depreciation - Property, plant and equipment					16,909
Assets and Liabilities					
Segment assets	2,026,209	–	12,467,745	–	14,493,954
Unallocated assets					6,966,088
					21,460,042
Unallocated liabilities and total liabilities					15,200,076

NOTES TO THE COMBINED FINANCIAL STATEMENTS

FOR THE FINANCIAL YEARS ENDED 30 SEPTEMBER 2006, 2007 AND 2008 AND FIVE MONTHS PERIOD ENDED 28 FEBRUARY 2009

32 Segment Information (cont'd)

	Sale of development properties S$	Construction revenue S$	Investment properties S$	Elimination S$	Total S$
1 October 2008 to 28 February 2009					
Revenue	3,120,000	3,332,930	–	(271,517)	6,181,413
Segment results	100,920	576,089	237,324	640,751	1,555,084
Unallocated income					27,703
Unallocated expenses					(1,117,811)
Results from operating activities					464,976
Interest income					618
Finance costs					(150,240)
Share of profit of associated companies					(213,744)
Profit before income tax expense					101,610
Income tax expense					(7,946)
Profit for the year					93,664
Other segment items					
Capital expenditure - Property, plant and equipment					153,609
Depreciation - Property, plant and equipment					41,438
Assets and Liabilities					
Segment assets	–	–	15,996,429	–	15,996,429
Unallocated assets					6,542,895
					22,539,324
Unallocated liabilities and total liabilities					12,694,080

33 Subsequent Events

(a) Pursuant to an agreement dated 14 July 2009, the Group sold properties at No. 129, 131, 133, 136, 137 and 139 Jalan Masjid Kapitan Keling (Pitt Street) Pulau Pinang, Malaysia, for the total sum of RM2,150,000 (S$882,000) to M-Elite International Sdn. Bhd., a company incorporated in Malaysia.

(b) Pursuant to an agreement dated 23 June 2009, the Group acquired properties at No. 204, 206 and 208 Jalan Lim Chwee Leong, 10100 Penang, Malaysia, for the total sum of RM700,000 (S$287,000) from Budaya Saujana (M) Sdn. Bhd., a company incorporated in Malaysia of which one of the executive directors, Ben Tan is a director. The acquisition was for the purposes of growing the Group's land bank and the property is intended for eventual redevelopment and sale.

(c) Pursuant to a sale and purchase agreement dated 1 July 2009, the Group acquired the property No. 219 Ponggol Seventeenth Avenue, Singapore 829732 for the total sum of S$2,500,000 from a shareholder, Koh Chin Kim, for the proposed development by the Group of 4 units of 2-storey strata detached houses with basements, attic and a communal swimming pool.

(d) Pursuant to an option to purchase agreement dated 24 July 2009, the Group exercised its option on 7 August 2009 to purchase the property No. 43 Eden Grove, Singapore 539089 for the total sum of S$1,000,000 from 2 individual Singapore citizens, namely Sarangapani Vijaya Rajavan Naidu and Vijayaragavalu Packiavathy. The acquisition was for the purposes of growing the Group's land bank and the property is intended for eventual redevelopment and sale.

(e) Pursuant to an option to purchase dated 4 September 2009, the Group exercised its option on 17 September 2009 to purchase the property No. 6 Lorong 6 Geylang, Singapore 399168 for the total sum of S$1.96 million from Eastrise Realty Pte. Ltd., a company incorporated in Singapore. The acquisition was for the purposes of growing the Group's land bank and the property is intended for eventual redevelopment and sale.

(f) At extraordinary general meetings held on 18 September 2009 and 29 September 2009, the Shareholders approved, among other things, the following:

(i) the conversion of the Company into a public limited company and the change of the name to "Goodland Group Limited";

(ii) the adoption of a new set of Articles of Association;

(iii) the Share Split;

(iv) the allotment and issue of 30,000,000 new Shares which are the subject of the Placement, on the basis that these Shares, when allotted, issued and fully-paid, will rank *pari passu* in all respects with the existing Shares;

(v) the allotment and issue of 1,608,800 Shares to PrimePartners Corporate Finance Pte. Ltd. ("PPCF") as part of PPCF's professional fees in respect of its role as Manager and Sponsor, on the basis that the PPCF Shares, when allotted, issued and fully-paid, will rank *pari passu* in all respects with the existing Shares;

33 Subsequent Events (cont'd)

(f) At extraordinary general meetings held on 18 September 2009 and 29 September 2009, the Shareholders approved, *inter alia*, the following: (cont'd)

(vi) the listing and quotation of all issued Shares (including the Placement Shares and PPCF Shares to be allotted and issued) on the Official List of Catalist; and

(vii) the authorisation of the Directors, pursuant to Section 161 of the Companies Act, to

– allot and issue further shares whether by way of rights, bonus or otherwise (including Shares as may be issued pursuant to any Instrument (as defined below) made or granted by the Directors while this resolution is in force notwithstanding that the authority conferred may have ceased to be in force at the time of issue of such Shares), and/or

– make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit, provided that the aggregate number of Shares issued pursuant to such authority (including Shares to be issued pursuant to any Instrument but excluding Shares which may be issued pursuant to any adjustments ("Adjustments") effected under any relevant Instrument, which Adjustment shall be made in compliance with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company), shall not exceed 100% of the issued share capital of the Company immediately after the Placement, and provided that the aggregate number of such Shares to be issued other than on a *pro rata* basis in pursuance to such authority (including Shares to be issued pursuant to any Instrument but excluding shares which may be issued pursuant to any Adjustment effected under any relevant Instrument) to the existing Shareholders shall not exceed 50% of the issued share capital of the Company immediately after the Placement and, unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

FOR THE FINANCIAL YEARS ENDED 30 SEPTEMBER 2006, 2007 AND 2008 AND FIVE MONTHS PERIOD ENDED 28 FEBRUARY 2009

In the opinion of the directors:

the combined financial statements set out on pages A-3 to A-56 are drawn up in accordance with Singapore Financial Reporting Standards so as to present fairly in all material aspects, the financial position of Goodland Group Limited and its subsidiaries (the “Group”), which comprise the combined balance sheets as at 30 September 2006, 2007, 2008 and 28 February 2009, and the combined income statements, combined statements of changes in equity and combined cash flow statements for the financial years ended 30 September 2006, 2007, 2008 and five months period ended 28 February 2009, and a summary of significant accounting policies and other explanatory notes.

On behalf of the Board of Directors,

Tan Chee Beng

Tan Chee Tiong

Singapore

30 September 2009

APPENDIX B – SUMMARY OF SELECTED ARTICLES OF ASSOCIATION OF OUR COMPANY

The discussion below provides information about certain provisions of our Memorandum and Articles of Association and the laws of Singapore. This description is only a summary and is qualified by reference to Singapore law and our Memorandum and Articles of Association. The instruments that constitute and define the Company are the Memorandum and Articles of Association of the Company.

The following are extracts of the provisions in the Articles of Association of our Company relating to:

(a) **A director's power to vote on a proposal, arrangement or contract in which he is interested**

Article 90(1) – Powers of Directors to contract with Company

No Director or intending Director shall be disqualified by his office from contracting or entering into any arrangement with the Company either as Vendor(s), purchaser or otherwise nor shall such contract or arrangement or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established but every Director shall observe the provisions of Section 156 of the Act relating to the disclosure of the interests of the Directors in transactions or proposed transactions with the Company or of any office or property held by a Director which might create duties or interests in conflict with his duties or interests as a Director and any transactions to be entered into by or on behalf of the Company in which any Director shall be in any way interested shall be subject to any requirements that may be imposed by the Exchange. No Director shall vote in respect of any contract, arrangement or transaction in which he has directly or indirectly a personal material interest as aforesaid or in respect of any allotment of shares in or debentures of the Company to him and if he does so vote his vote shall not be counted.

Article 90(2) – Relaxation of restriction on voting

A Director, notwithstanding his interest, may be counted in the quorum present at any meeting where he or any other Director is appointed to hold any office or place of profit under the Company, or where the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company, or where the Directors resolve to enter into or make any arrangements with him or on his behalf pursuant to these Articles or where the terms of any such appointment or arrangements as hereinbefore mentioned are considered, and he may vote on any such matter other than in respect of the appointment of or arrangements with himself or the fixing of the terms thereof.

Article 91(2) – Exercise of voting power

The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner and in all respects as the Directors think fit in the interests of the Company (including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors of such company or voting or providing for the payment of remuneration to the directors of such company) and any such Director of the Company may vote in favour of the exercise of such voting powers in the manner aforesaid notwithstanding that he may be or be about to be appointed a director of such other company.

(b) **A director's power to vote on remuneration (including pension or other benefits) for himself or for any other director and whether the quorum at a meeting of the board of directors to vote on directors' remuneration may include the director whose remuneration is the subject of the vote**

Article 86(1) – Fees

The fees of the Directors shall be determined from time to time by the Company in general meetings and such fees shall not be increased except pursuant to an ordinary resolution passed at a general meeting where notice of the proposed increase shall have been given in the notice convening the meeting. Such fees shall be divided among the Directors in such proportions and manner as they may agree and in default of agreement equally, except that in the latter event any Director who shall hold office for part only of the period in respect of which such fee is payable shall be entitled only to rank in such division for the proportion of fee related to the period during which he has held office.

Article 86(2) – Extra remuneration

Any Director who is appointed to any executive office or serves on any committee or who otherwise performs or renders services, which, in the opinion of the Directors, are outside his ordinary duties as a Director, may be paid such extra remuneration as the Directors may determine, subject however as is hereinafter provided in this Article.

Article 86(3) – Remuneration of director

The fees (including any remuneration under Article 86(2) above) in the case of a Director other than an Executive Director shall be payable by a fixed sum and shall not at any time be by commission on or percentage of the profits or turnover, and no Director whether an Executive Director or otherwise shall be remunerated by a commission on or percentage of turnover.

Article 87 – Expenses

The Directors shall be entitled to be repaid all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors.

Article 88 – Pensions to directors and dependents

Subject to the Act, the Directors on behalf of the Company may pay a gratuity or other retirement, superannuation, death or disability benefits to any Director or former Director who had held any other salaried office or place of profit with the Company or to his widow or dependants or relations or connections or to any persons in respect of and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

Article 89 – Benefits for employees

The Directors may procure the establishment and maintenance of or participate in or contribute to any non-contributory or contributory pension or superannuation fund or life assurance scheme or any other scheme whatsoever for the benefit of and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to any persons (including Directors and other officers) who are or shall have been at any time in the employment or service of the Company or of the predecessors in business of the Company or of any subsidiary company, and the wives, widows, families or dependants of any such persons. The Directors may also procure the establishment and subsidy of or subscription and support to any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid or of its Members and payment for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

Article 94 – Remuneration of Chief Executive Officer/Managing Director

The remuneration of a Chief Executive Officer/Managing Director (or any Director holding an equivalent appointment) shall from time to time be fixed by the Directors and may subject to these Articles be by way of salary or commission or participating in profits or by any or all of these modes but he shall not under any circumstances be remunerated by a commission on or a percentage of turnover.

Article 103(1) – Alternate Directors

Any Director of the Company may at any time appoint any person who is not a Director or alternate Director and who is approved by a majority of his co-Directors to be his alternate Director for such period as he thinks fit and may at any time remove any such alternate Director from office. An alternate Director so appointed shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company. Any fee paid to an alternate Director shall be deducted from the remuneration otherwise payable to his appointor.

(c) **The borrowing powers exercisable by the directors and how such borrowing powers may be varied**

Article 118 – Directors' borrowing powers

The Directors may at their discretion exercise all the powers of the Company to borrow or otherwise raise money, to mortgage, charge or hypothecate all or any property or business of the Company including any uncalled or called but unpaid capital and to issue debentures or give any other security for any debt or obligation of the Company or of any third party.

(d) **The retirement or non-retirement of a director under an age limit requirement**

Article 93 – Chief Executive Officer/Managing Director to be subject to retirement by rotation

Any Director who is appointed as a Chief Executive Officer/Managing Director (or an equivalent appointment) shall be subject to the same provisions as to retirement by rotation, resignation and removal as the other Directors of the Company. The appointment of any Director to the office of Chief Executive Officer/Managing Director (or any Director holding an equivalent appointment) shall not automatically determine if he ceases from any cause to be a Director, unless the contract or resolution under which he holds office shall expressly state otherwise, in which event such determination shall be without prejudice to any claim for damages for breach of any contract of service between him and the Company.

Article 96(1)(viii) – Vacation of office of director

Subject as herein otherwise provided or to the terms of any subsisting agreement, the office of a Director shall be vacated subject to the provisions of the Act, at the conclusion of the Annual General Meeting commencing next after he attains the age of seventy (70) years.

Article 98 – Retirement of directors by rotation

Subject to these Articles and to the Act, at each Annual General Meeting at least one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that all Directors shall retire from office at least once every three (3) years.

Article 99 – Selection of directors to retire

The Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who is due to retire at the meeting by reason of age or who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment or have been in office for the three (3) years since their last election. However as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.

Article 100 – Deemed re-elected

The Company at the meeting at which a Director retires under any provision of these Articles may by ordinary resolution fill up the vacated office by electing a person thereto. In default the retiring Director shall be deemed to have been re-elected, unless:

(i) at such meeting it is expressly resolved not to fill up such vacated office or a resolution for the re-election of such Director is put to the meeting and lost; or

(ii) such Director is disqualified under the Act from holding office as a Director or has given notice in writing to the Company that he is unwilling to be re-elected; or

(iii) such Director has attained any retiring age applicable to him as a Director.

(e) **The number of shares, if any, required for the qualification of a director**

Article 85 – Qualifications

A Director need not be a Member and shall not be required to hold any share qualification in the Company and shall be entitled to attend and speak at general meetings but subject to the provisions of the Act he shall not be of or over the age of seventy (70) years at the date of his appointment.

(f) **The rights, preferences and restrictions attaching to each class of shares**

Article 4 – Issue of new shares

Subject to the Act and these Articles, no shares may be issued by the Directors without the prior sanction of an ordinary resolution of the Company in general meeting but subject thereto and to Article 47, and to any special rights attached to any shares for the time being issued, the Directors may issue, allot or grant options over or otherwise deal with or dispose of the same to such persons on such terms and conditions and for such consideration and at such time and subject or not to the payment of any part of the amount thereof in cash as the Directors may think fit, and any shares may be issued in such denominations or with such preferential, deferred, qualified or special rights, privileges or conditions as the Directors may think fit, and preference shares may be issued which are or at the option of the Company are liable to be redeemed, the terms and manner of redemption being determined by the Directors.

Article 5(1) – Rights attached to certain shares

Preference shares may be issued subject to such limitations thereof as may be prescribed by any stock exchange upon which shares in the Company may be listed and the rights attaching to shares other than ordinary shares shall be expressed in the Memorandum of Association or these Articles. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving of notices, reports and balance sheets and attending general meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding up or sanctioning a sale of the undertaking of the Company or where the proposal to be submitted to the meeting directly affects their rights and privileges or when the dividend on the preference shares is more than six (6) months in arrears.

Article 5(2)

The Company has power to issue further preference capital ranking equally with, or in priority to, preference shares from time to time already issued or about to be issued.

Article 7(2) – Rights of preference shareholders

The repayment of preference capital other than redeemable preference or any other alteration of preference shareholder rights, may only be made pursuant to a special resolution of the preference shareholders concerned. Provided always that where the necessary majority for such a special resolution is not obtained at the general meeting, consent in writing if obtained from the holders of three-fourths of the preference shares concerned within two (2) months of the general meeting, shall be as valid and effectual as a special resolution carried at the general meeting.

Article 16(1) – Entitlement to certificate

Shares must be allotted and certificates despatched within ten (10) market days of the final closing date for an issue of shares unless the Exchange shall agree to an extension of time in respect of that particular issue. The Depository must despatch statements to successful investor applicants confirming the number of shares held under their Securities Accounts. Persons entered in the Register of Members as registered holders of shares shall be entitled to certificates within ten (10) market days after lodgement of any transfer. Every registered shareholder shall be entitled to receive share certificates in reasonable denominations for his holding and where a charge is made for certificates, such charge shall not exceed S$2 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by any stock exchange upon which the shares of the Company may be listed). Where a registered shareholder transfers part only of the shares comprised in a certificate or where a registered shareholder requires the Company to cancel any certificate or certificates and issue new certificates for the purpose of subdividing his holding in a different manner the old certificate or certificates shall be cancelled and a new certificate or certificates for the balance of such shares issued in lieu thereof and the registered shareholder shall pay a fee not exceeding S$2 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by any stock exchange upon which the shares of the Company may be listed) for each such new certificate as the Directors may determine. Where the member is a Depositor the delivery by the Company to the Depository of provisional allotments or share certificates in respect of the aggregate entitlements of Depositors to new shares offered by way of rights issue or other preferential offering or bonus issue shall to the extent of the delivery discharge the Company from any further liability to each such Depositor in respect of his individual entitlement.

Article 21(1) – Directors' power to decline to register

Subject to these Articles, there shall be no restriction on the transfer of fully paid up shares except where required by law or by the rules, bye-laws or listing rules of the Exchange but the Directors may in their discretion decline to register any transfer of shares upon which the Company has a lien and in the case of shares not fully paid up may refuse to register a transfer to a transferee of whom they do not approve. If the Directors shall decline to register any such transfer of shares, they shall give to both the transferor and the transferee written notice of their refusal to register as required by the Act and the listing rules of the Exchange.

Article 47 – Rights and privileges of new shares

Subject to any special rights for the time being attached to any existing class of shares, the new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting resolving upon the creation thereof shall direct and if no direction be given as the Directors shall determine; subject to the provisions of these Articles and in particular (but without prejudice to the generality of the foregoing) such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company or otherwise.

Article 71(1) – Voting rights of Members

Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company and to Article 6, each Member entitled to vote may vote in person or by proxy or attorney, and (in the case of a corporation) by a representative. A person entitled to more than one (1) vote need not use all his votes or cast all the votes he uses in the same way.

Article 71(3)

Notwithstanding anything contained in these Articles, a Depositor shall not be entitled to attend any general meeting and to speak and vote thereat unless his name is certified by the Depository to the Company as appearing on the Depository Register not later than forty-eight (48) hours before the time of the relevant general meeting (the "cut-off time") as a Depositor on whose behalf the Depository holds shares in the Company. For the purpose of determining the number of votes which a Depositor or his proxy may cast on a poll, the Depositor or his proxy shall be deemed to hold or represent that number of shares entered in the Depositor's Securities Account at the cut-off time as certified by the Depository to the Company, or where a Depositor has apportioned the balance standing to his Securities Account as at the cut-off time between two (2) proxies, to apportion the said number of shares between the two (2) proxies in the same proportion as specified by the Depositor in appointing the proxies; and accordingly no instrument appointing a proxy of a Depositor shall be rendered invalid merely by reason of any discrepancy between the number of shares standing to the credit of that Depositor's Securities Account as at the cut-off time, and the true balance standing to the Securities Account of a Depositor as at the time of the relevant general meeting, if the instrument is dealt with in such manner as aforesaid.

Article 72 – Voting rights of joint holders

Where there are joint holders of any share any one (1) of such persons may vote and be reckoned in a quorum at any meeting either personally or by proxy or by attorney or in the case of a corporation by a representative as if he were solely entitled thereto but if more than one (1) of such joint holders is so present at any meeting then the person present whose name stands first in the Register of Members or the Depository Register (as the case may be) in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased Member in whose name any share stands shall for the purpose of this Article be deemed joint holders thereof.

Article 73 – Voting rights of members of unsound mind

If a Member be a lunatic, idiot or non-compos mentis, he may vote whether on a show of hands or on a poll by his committee, curator bonis or such other person as properly has the management of his estate and any such committee, curator bonis or other person may vote by proxy or attorney, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight (48) hours before the time appointed for holding the meeting.

Article 74 – Right to vote

Subject to the provisions of these Articles, every Member either personally or by proxy or by attorney or in the case of a corporation by a representative shall be entitled to be present and to vote at any general meeting and to be reckoned in the quorum thereat in respect of shares fully paid and in respect of partly paid shares where calls are not due and unpaid. In the event a member has appointed more than one (1) proxy, only one (1) proxy is counted in determining the quorum.

(g) **Any change in capital**

Article 50(1) – Power to consolidate, cancel and subdivide shares

The Company may by ordinary resolution alter its share capital in the manner permitted under the Act including without limitation:

(i) consolidate and divide all or any of its shares;

(ii) cancel the number of shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person or which have been forfeited and diminish its share capitalin accordance with the Act;

(iii) subdivide its shares or any of them (subject to the provisions of the Act), provided always that in such subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and

(iv) subject to the provisions of these Articles and the Act, convert any class of shares into any other class of shares.

Article 50(2) – Repurchase of Company's shares

The Company may purchase or otherwise acquire its issued shares subject to and in accordance with the provisions of the Act and any other relevant rule, law or regulation enacted or promulgated by any relevant competent authority from time to time (collectively, the "Relevant Laws"), on such terms and subject to such conditions as the Company may in general meeting prescribe in accordance with the Relevant Laws. Any shares purchased or acquired by the Company as aforesaid may be cancelled or held as treasury shares and dealt with in accordance with the Relevant Laws. On the cancellation of any share as aforesaid, the rights and privileges attached to that share shall expire. In any other instance, the Company may hold or deal with any such share which is so purchased or acquired by it in such manner as may be permitted by, and in accordance with, the Act.

Article 51 – Power to reduce capital

The Company may by special resolution reduce its share capital or any other undistributable reserve in any manner subject to any requirements and consents required by law. Without prejudice to the generality of the foregoing, upon cancellation of any share purchased or otherwise acquired by the Company pursuant to these presents and the Act, the number of issued shares of the Company shall be diminished by the number of shares so cancelled, and where any such cancelled shares were purchased or acquired out of the capital of the Company, the amount of the share capital of the Company shall be reduced accordingly.

(h) **Any change in the respective rights of the various classes of shares including the action necessary to change the rights, indicating where the conditions are different from those required by the applicable law**

Article 7(1) – Variation of rights

If at any time the share capital is divided into different classes, the repayment of preference capital other than redeemable preference capital and the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, whether or not the Company is being wound up, only be made, varied or abrogated with the sanction of a special resolution passed at a separate general meeting of the holders of shares of the class and to every such special resolution, the provisions of Section 184 of the Act shall, with such adaptations as are necessary, apply. To every such separate general meeting, the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply; but so that the necessary quorum shall be two (2) persons at least holding or representing by proxy or by attorney one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy or by attorney may demand a poll. Provided always that where the necessary majority for such a special resolution is not obtained at the general meeting, consent in writing if obtained from the holders of three-fourths of the issued shares of the class concerned within two (2) months of the general meeting shall be as valid and effectual as a special resolution carried at the general meeting.

Article 8 – Creation or issue of further shares with special rights

The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class or by these Articles, be deemed to be varied by the creation or issue of further shares ranking equally therewith.

(i) **Any time limit after which a dividend entitlement will lapse and an indication of the party in whose favour this entitlement operates**

Article 130(1) – Unclaimed dividends

The payment by the Directors of any unclaimed dividends or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. All dividends unclaimed after being declared may be invested or otherwise made use of by the Directors for the benefit of the Company and any dividend unclaimed after a period of six (6) years from the date of declaration of such dividend may be forfeited and if so shall revert to the Company but the Directors may at any time thereafter at their absolute discretion annul any such forfeiture and pay the dividend so forfeited to the person entitled thereto prior to the forfeiture. For the avoidance of doubt no Member shall be entitled to any interest, share of revenue or other benefit arising from any unclaimed dividends, howsoever and whatsoever. If the Depositor returns any such dividend or money to the Company, the relevant Depositor shall not have any right or claim in respect of such dividend or money against the Company if a period of six (6) years has elapsed from the date of the declaration of such dividend or the date on which such other money was first payable.

(j) **Any limitation on the right to own shares including limitations on the right of non-resident or foreign shareholders to hold or exercise voting rights on the shares**

Article 11 – No trust recognised

Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Articles or by law otherwise provided) any other rights in respect of any share, except an absolute right to the entirety thereof in the person (other than the Depository) entered in the Register of Members as the registered holder thereof or (where the person entered in the Register of Members as the registered holder of a share is the Depository) the person whose name is entered in the Depository Register in respect of that share.

Article 20 – Person under disability

No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind.

Article 48(1) – Issue of new shares to Members

Subject to any direction to the contrary that may be given by the Company in general meeting, or except as permitted under the Exchange's listing rules, all new shares shall before issue be offered to the Members in proportion, as nearly as the circumstances admit, to the number of the existing shares to which they are entitled or hold. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this Article.

Article 48(2)

Notwithstanding Article 48(1) above but subject to the Act and the byelaws and listing rules of the Exchange, the Company may by ordinary resolution in general meeting give to the Directors a general authority, either unconditionally or subject to such conditions as may be specified in the ordinary resolution to:

(i) issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or

(ii) make or grant Instruments; and/or

(iii) (notwithstanding the authority conferred by the ordinary resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the ordinary resolution was in force;

provided that:

(a) the aggregate number of shares or Instruments to be issued pursuant to the ordinary resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to the ordinary resolution but excluding shares which may be issued pursuant to any adjustments effected under any relevant Instrument) does not exceed any applicable limits prescribed by the Exchange;

(b) in exercising the authority conferred by the ordinary resolution, the Company shall comply with the listing rules for the time being in force (unless such compliance is waived by the Exchange) and the Articles; and

(c) (unless revoked or varied by the Company in general meeting) the authority conferred by the ordinary resolution shall not continue in force beyond the conclusion of the Annual General Meeting next following the passing of the ordinary resolution, or the date by which such Annual General Meeting is required by law to be held, or the expiration of such other period as may be prescribed by the Act (whichever is the earliest).

Article 48(3)

Notwithstanding Article 48(1) above but subject to the Act, the Directors shall not be required to offer any new shares to members to whom by reason of foreign securities laws such offers may not be made without registration of the shares or a prospectus or other document, but may sell the entitlements to the new shares on behalf of such Members in such manner as they think most beneficial to the Company.

Independent Property Valuation Summary Report

27th June 2009

M/s Goodland Group Pte Ltd
18 Roberts Lane
#02-01/02
Singapore 218297

Dear Sirs

VALUATION OF THE FOLLOWING PROPERTIES AT

1) 18 ROBERTS LANE GOODLAND BUILDING SINGAPORE 218297,

2) 23 AMBER ROAD THE ARISTO @ AMBER SINGAPORE 439871,

3) 67/67A BRIGHTON CRESCENT SINGAPORE 559212,

4) 22A MAR THOMA ROAD VERTO SINGAPORE 328703,

5) 12B/C/D/E ANDREWS AVENUE SINGAPORE 759930,

6) 219 PONGGOL SEVENTEENTH AVENUE SINGAPORE 829731 &

7) 219A PONGGOL SEVENTEENTH AVENUE SINGAPORE 829732

In accordance with your instructions to value the above-mentioned properties, we confirm that all information we consider necessary has been obtained for the purpose of providing you with our opinion of the current open market values.

We have prepared formal valuation reports of the above-mentioned properties on an Open Market Value basis where:

Our opinion of the current open market value, which we would define as intended to mean "the best price" at which an interest in a property might reasonably be expected to be sold at the date of valuation, assuming:-

a. a willing seller, willing buyer;

b. no account is to be taken of an additional bid by a purchaser with a "special interest";

c. that prior to the date of valuation, there had been a reasonable period (having regard to the nature of the property and the state of the market) for the proper marketing of the interest, for the negotiation and agreement of price and terms for the completion of the sale; and

d. that the price reflects the state of the market and other circumstances at the date of valuation.

e. that both parties to the transaction had act knowledgeably, prudently and without compulsion.

Our valuation reports are prepared on the following principles and assumptions and they apply unless we have specifically mentioned otherwise in the valuation report:

1. **Confidentiality**
Our Valuation and Reports are confidential to the party to whom they are addressed. No responsibility is accepted to any third parties and neither the whole, nor any part, nor reference there to may be published in any document, statement or circular, nor in any communication with third parties, without any prior written approval of the form and context in which it will appear.

2. **Source of Information**
All information has been supplied to us by Goodland Group Pte Ltd, this information is believed to be reliable but we accept no responsibility if this should prove not to be so.

3. **Valuation and Report**
The values assessed in this Report and any allocation of values thereof apply only in the terms of and for the purpose of this Report and may not be used for any other purpose.

4. **Documentation**
We do not normally read leases or documents of title. We assume, unless informed to the contrary, that all documentation is satisfactorily drawn and that there are no encumbrances, restrictions, easements, mortgages or other charges and out-goings of an onerous nature which would have an effect on the value of the interest under consideration. The valuation also excludes any costs, expenses, taxation or out-goings which may be involved in any transaction of the property.

5. **Structural Surveys**
Whilst any defects or items of disrepair which we note during the course of our inspection will be reflected in our valuations, no structural surveys or land surveys was carried out and we are not able to give any assurance that any property is free from defect.

6. **Town Planning**
Information on Town Planning is obtained from the set of Master Plan and Written Statement published by the competent authority. Unless otherwise instructed, we do not normally carry out requisitions with the various public authorities to confirm that the property is not adversely affected by any public schemes such as road improvements.

7. **Statutory Regulations**
Our valuations are prepared on the basis that the premises (and any works thereto) comply with all relevant statutory regulations. It is assumed that they have been, or will be issued with a Certificate of Fitness by the competent authority.

8. **Site Conditions**
We do not normally carry out investigations on site in order to determine the suitability of the ground conditions for any new development. Unless otherwise informed, our valuations are on the basis that these aspects are satisfactory and that, where development is proposed, no extraordinary expenses or delays will be incurred during the construction period.

9. **Tenants**
Enquiry as to the financial standing of actual or prospective tenants is not normally made unless specifically requested. Where properties are valued with the benefit of lettings, it is therefore assumed that the tenants are capable of meeting their obligations under the lease and that there are no arrears of rent or undisclosed breaches of covenant.

In arriving at our opinion of value, we have considered the Direct Comparison Approach, Capitalisation Approach, Residual Approach and Cost Approach to valuation, where appropriate.

This valuation summary and the accompanying Valuation Certificates have been prepared for the purpose of inclusion in the Prospectus to be issued in relation to the Initial Public Offer by Goodland Group Pte Ltd. No responsibility is accepted to any other party for the whole or any part of its contents.

GSK Global Pte Ltd has prepared this Valuation Summary letter which appears in this Prospectus and specifically disclaims liability to any person in the event of any omission from or false or misleading statement included in the Prospectus, other than in respect of the information provided within the valuation reports and summary. GSK Global Pte Ltd does not make any warranty or representation as to the accuracy of the information in any other part of the Prospectus other than as expressly made or given in this valuation summary.

The reported analyses, opinions and conclusions are limited only by the reported assumptions and limiting conditions and are our personal, unbiased profession analyses, opinions and conclusions. We have no present nor prospective interest in the subject properties and are not a related corporation of nor do we have a relationship with the Manager, adviser or other party(s) whom Goodland Group Pte Ltd is contracting with. The valuers' compensation is not contingent upon the reporting of a predetermined value or direction in value that favours the cause of the client, the amount of the value estimate, the attainment of a stipulated result, or the occurrence of a subsequent event.

We hereby certify that the valuers undertaking the valuation are authorised to practise as valuers and have the necessary expertise and experience in valuing similar types of properties.

A summary of our opinion of the current open market value for each property are as follows:

No	Property	Current Open Market Value
1	18 Roberts Lane Singapore 218297	**S$11,000,000**
2	23 Amber road The Aristo @ Amber Singapore 439871	**S$45,000,000**
3	67/67A Brighton Crescent Singapore 559212	**S$1,250,000**
4	22A Mar Thoma Road Verto Singapore 328703	**S$16,500,000**
5	12B/C/D/E Andrews Avenue Singapore 759930	**S$1,800,000**
6	219 Ponggol Seventeenth Avenue Singapore 829731	**S$2,600,000**
7	219A Ponggol Seventeenth Avenue Singapore 829732	**S$2,850,000**

Yours faithfully
for and on behalf of
GSK GLOBAL PTE LTD
(Formerly known as GSK Valuers & Property Consultants Pte Ltd)

Eric Tan
BSc (Est Mgt) Hons, MSISV
Licensed Appraiser AD041-2005324H

VALUATION CERTIFICATE

Address of Property	:	12B/C/D/E Andrews Avenue Singapore 759930
Type	:	Two Adjoining 2-Storey Intermediate Shophouses
Legal Description	:	12B/C : MK19-253C 12D/E : MK19-252L
Land Area	:	12B/C : Approx. 149.6 sq m 12D/E : Approx, 149.6 sq m **Total** : Approx. 299.2 sq m (or 3,220 sq ft), *subject to final survey*
Floor Area	:	Approx. 361.3 sq m (or 3,889 sq ft), *subject to final survey, including front terrace of approx. 112.0 sq m*
Tenure	:	Freehold
2008 Master Plan Zoning	:	Residential. We are informed that approval for commercial use is granted on the ground floor
Location	:	Close proximity to Seletar Expressway
Usage	:	1st Storey - Restaurant / 2nd Storey - Residential
Occupancy Status	:	Tenanted
Condition	:	Good
Improvements	:	Grease traps and all other improvement works associated with restaurant usage have been carried out. We understand from our client that more than $200,000/- of renovation and improvement works have been done
Current Open Market Value	:	S$1,800,000/- (Singapore Dollars One Million And Eight Hundred Thousand Only)

VALUATION CERTIFICATE

Address of Property	:	18 Roberts Lane Goodland Building Singapore 218297
Type	:	A 6-Storey Commercial-cum-Residential Building
Legal Description	:	TS18-2372C
Land Area	:	236.6 sq m (or 2,547 sq ft)
Total Strata Floor Area	:	Approx. 952.0 sq m (or 10,247 sq ft), *subject to final survey*
Tenure	:	Estate In Fee Simple
2008 Master Plan Zoning	:	Residential With Commercial At 1st Storey
Location	:	Close proximity to Central Expressway
Age	:	Circa 2003
Condition	:	Excellent
Usage	:	Residential units are used as office. Approval for "Small Office Home Office" has been granted.
Current Open Market Value	:	S$11,000,000/- (Singapore Dollars Eleven Million Only)

VALUATION CERTIFICATE

Address of Property	:	22A Mar Thoma Road Verto Singapore 328703
Type	:	A 17-storey residential development accommodating a total of 32 apartment units
Legal Description	:	MK17-3836K & MK17-3835A-PT
Land Area	:	Approx. 696.6 sq m (or 7,498 sq ft), *subject to final survey*
Total Strata Floor Area	:	Approx. 1,685.0 sq m (or 18,137 sq ft), *subject to final survey*
Tenure	:	Leasehold 999 years commencing from 2nd June 1882
2008 Master Plan Zoning	:	Residential
Location	:	Close proximity to Central Expressway
Age	:	Under Construction
Expected date of TOP	:	30th December 2011
Facilities	:	Jacuzzi, swimming pool, BBQ area, gymnasium, lounge, etc.
Current Open Market Value	:	S$16,500,000/- (Singapore Dollars Sixteen Million And Five Hundred Thousand Only)

VALUATION CERTIFICATE

Address of Property	:	23 Amber Road The Aristo @ Amber Singapore 439871
Type	:	A 17-storey residential development accommodating a total of 56 apartment units
Legal Description	:	MK25-99777A
Land Area	:	Approx. 1,095.2 sq m (or 11,789 sq ft), *subject to final survey*
Total Strata Floor Area	:	Approx. 3,974 sq m (or 42,776 sq ft), *subject to final survey*
Tenure	:	Estate In Fee Simple
2008 Master Plan Zoning	:	Residential and within the "Conservation Area"
Location	:	Close proximity to East Coast Parkway
Age	:	Under Construction
Expected date of TOP	:	31st December 2013
Facilities	:	Jacuzzi, swimming pool, wading pool, reflective pool, massage jets, seating area, landscape area, yoga deck, BBQ area, gymnasium, children's playground / fitness corner, timber decking, etc.
Current Open Market Value	:	S$45,000,000/- (Singapore Dollars Forty-Five Million Only)

VALUATION CERTIFICATE

Address of Property	:	67/67A Brighton Crescent Singapore 559212
Type	:	A 2-Storey Intermediate Shophouse
Legal Description	:	MK22-1524M
Land Area	:	Approx. 110.6 sq m (or 1,190 sq ft), *subject to final survey*
Floor Area	:	Approx. 197.4 sq m (or 2,125sq ft), *subject to final survey, inclusive of walkway and yard of approx. 26.5 sq m*
Tenure	:	Estate In Perpetuity
2008 Master Plan Zoning	:	Residential With Commercial At 1st Storey
Location	:	Close proximity to Central Expressway
Usage	:	Restaurant
Condition	:	Good
Improvements	:	Grease traps and all other improvement works associated with restaurant usage have been carried out. We understand from our client that more than $200,000/- of renovation and improvement works have been done.
Current Open Market Value	:	S$1,250,000 (Singapore Dollars One Million Two Hundred And Fifty Thousand Only)

VALUATION CERTIFICATE

Address of Property	:	219 Ponggol Seventeenth Avenue Singapore 829731
Type	:	A 2-Storey Detached House With Attic
Legal Description	:	MK21-992M
Land Area	:	Approx. 406.2 sq m (or 4,372 sq ft), *subject to final survey*
Floor Area	:	Approx. 375.0 sq m (or 4,036 sq ft), *subject to final survey, inclusive of carporch & balcony of approx. 35.8 sq m*
Tenure	:	Freehold
2008 Master Plan Zoning	:	Residential
Location	:	Close proximity to Tampines Expressway
Orientation	:	South-East Direction
Age	:	Circa late 1990's
Condition	:	Good
Current Open Market Value	:	S$2,600,000/- (Singapore Dollars Two Million And Six Hundred Thousand Only)

VALUATION CERTIFICATE

Address of Property	:	219A Ponggol Seventeenth Avenue Singapore 829732
Type	:	A 2-Storey Detached House With Basement & Attic
Legal Description	:	MK21-991C
Land Area	:	Approx. 436.2 sq m (or 4,695 sq ft), *subject to final survey*
Floor Area	:	Approx. 349.5 sq m (or 3,762 sq ft), *subject to final survey, inclusive of carporch of approx. 30.0 sq m*
Tenure	:	Freehold
2008 Master Plan Zoning	:	Residential
Location	:	Close proximity to Tampines Expressway
Orientation	:	South-East Direction
Age	:	Circa late 1990's
Condition	:	Good
Current Open Market Value	:	S$2,850,000/- (Singapore Dollars Two Million Eight Hundred And Fifty Thousand Only)

Independent Property Valuation Summary Report

27th June 2009

M/s Goodland Group Pte Ltd
18 Roberts Lane
#02-01 / 02
Singapore 218297

Dear Sirs,

VALUATION OF THE FOLLOWING PROPERTIES AT PREMISES NOS. 129, 131, 133, 135, 137 AND 139, JALAN MASJID KAPITAN KELING, 10300 PENANG.

In accordance with your instructions to value the above-mentioned properties, we confirm that all information we consider necessary has been obtained for the purpose of providing you with our opinion of the current open market values.

We have prepared formal valuation reports of the above-mentioned properties on an Open Market Value basis where :-

Our opinion of the current open market value, which we would define as intended to mean "the best price" at which an interest in a property might reasonably be expected to be sold at the date of valuation, assuming :-

a. a willing seller, willing buyer;

b. no account is to be taken of an additional bid by a purchaser with a "special interest";

c. that prior to the date of valuation, there had been a reasonable period (having regard to the nature of the property and the state of the market) for the proper marketing of the interest, for the negotiation and agreement of price and terms for the completion of the sale; and

d. that the price reflects the state of the market and other circumstances at the date of valuation.

e. that both parties to the transaction had act knowledgeably, prudently and without compulsion.

Our valuation reports are prepared on the following principles and assumptions and they apply unless we have specifically mentioned otherwise in the valuation report :-

1. Confidentiality
Our Valuation and Reports are confidential to the party to whom they are addressed. No responsibility is accepted to any third parties and neither the whole, nor any part, nor reference there to may be published in any document, statement or circular, nor in any communication with third parties, without any prior written approval of the form and context in which it will appear.

2. Source of Information
All information has been supplied to us by Goodland Group Pte Ltd, this information is believed to be reliable but we accept no responsibility if this should prove not to be so.

3. Valuation and Report
The values assessed in this Report and any allocation of values thereof apply only in the terms of and for the purpose of this Report and may not be used for any other purpose.

4. Documentation
We do not normally read leases or documents of title. We assume, unless informed to the contrary, that all documentation is satisfactorily drawn and that there are no encumbrances, restrictions, easements, mortgages or other charges and out-goings of an onerous nature which would have an effect on the value of the interest under consideration. The valuation also excludes any costs, expenses, taxation or out-goings which may be involved in any transaction of the property.

5. Structural Surveys
Whilst any defects or items of disrepair which we note during the course of our inspection will be reflected in our valuations, no structural surveys or land surveys was carried out and we are not able to give any assurance that any property is free from defect.

6. Town Planning
Information on Town Planning is obtained from the set of Master Plan and Written Statement published by the competent authority. Unless otherwise instructed, we do not normally carry out requisitions with the various public authorities to confirm that the property is not adversely affected by any public schemes such as road improvements.

7. Statutory Regulations
Our valuations are prepared on the basis that the premises (and any works thereto) comply with all relevant statutory regulations. It is assumed that they have been, or will be issued with a Certificate of Fitness by the competent authority.

8. Site Conditions
We do not normally carry out investigations on site in order to determine the suitability of the ground conditions for any new development. Unless otherwise informed, our valuations are on the basis that these aspects are satisfactory and that, where development is proposed, no extraordinary expenses or delays will be incurred during the construction period.

9. Tenants
Enquiry as to the financial standing of actual or prospective tenants is not normally made unless specifically requested. Where properties are valued with the benefit of lettings, it is therefore assumed that the tenants are capable of meeting their obligations under the lease and that there are no arrears of rent or undisclosed breaches of covenant.

In arriving at our opinion of value, we have considered the Direct Comparison Approach, Capitalisation Approach, Residual Approach and Cost Approach to valuation, where appropriate.

This valuation summary and the accompanying Valuation Certificates have been prepared for the purpose of inclusion in the Prospectus to be issued in relation to the Initial Public Offer by Goodland Group Pte Ltd. No responsibility is accepted to any other party for the whole or any part of its contents.

Henry Butcher Malaysia Penang Sdn Bhd Ltd has prepared this Valuation Summary letter which appears in this Prospectus and specifically disclaims liability to any person in the event of any omission from or false or misleading statement included in the Prospectus, other than in respect of the information provided within the valuation reports and summary. Henry Butcher Malaysia Penang Sdn Bhd does not make any warranty or representation as to the accuracy of the information in any other part of the Prospectus other than as expressly made or given in this valuation summary.

The reported analyses, opinions and conclusions are limited only by the reported assumptions and limiting conditions and are our personal, unbiased profession analyses, opinions and conclusions. We have no present nor prospective interest in the subject properties and are not a related corporation of nor do we have a relationship with the Manager, adviser or other party(s) whom Goodland Group Pte Ltd is contracting with. The valuers' compensation is not contingent upon the reporting of a predetermined value or direction in value that favours the cause of the client, the amount of the value estimate, the attainment of a stipulated result, or the occurrence of a subsequent event.

We hereby certify that the valuers undertaking the valuation are authorised to practise as valuers and have the necessary expertise and experience in valuing similar types of properties.

A summary of our opinion of the current open market value for each property are as follows :-

No	Property	Current Open Market Value
1	Nos. 129, 131, 133, 135, 137 and 139, Jalan Masjid Kapitan Keling, 10300 Penang.	RM1,800,000

Yours faithfully,
HENRY BUTCHER MALAYSIA (Penang) Sdn Bhd

SR. DR. TEOH POH HUAT (V-296)
FRICS, FISM, MBA (UK), DBA (UniSA)
Chartered Surveyor / Registered Valuer

Independent Property Valuation Summary Report

27th June 2009

M/s Goodland Group Pte Ltd
18 Roberts Lane
#02-01 / 02
Singapore 218297

Dear Sirs,

VALUATION OF THE FOLLOWING PROPERTIES AT PREMISES NOS. 204, 206 AND 208, JALAN DR. LIM CHWEE LEONG, 10150 PENANG.

In accordance with your instructions to value the above-mentioned properties, we confirm that all information we consider necessary has been obtained for the purpose of providing you with our opinion of the current open market values.

We have prepared formal valuation reports of the above-mentioned properties on an Open Market Value basis where :-

Our opinion of the current open market value, which we would define as intended to mean "the best price" at which an interest in a property might reasonably be expected to be sold at the date of valuation, assuming :-

a. a willing seller, willing buyer;

b. no account is to be taken of an additional bid by a purchaser with a "special interest";

c. that prior to the date of valuation, there had been a reasonable period (having regard to the nature of the property and the state of the market) for the proper marketing of the interest, for the negotiation and agreement of price and terms for the completion of the sale; and

d. that the price reflects the state of the market and other circumstances at the date of valuation.

e. that both parties to the transaction had act knowledgeably, prudently and without compulsion.

Our valuation reports are prepared on the following principles and assumptions and they apply unless we have specifically mentioned otherwise in the valuation report :-

1. Confidentiality
Our Valuation and Reports are confidential to the party to whom they are addressed. No responsibility is accepted to any third parties and neither the whole, nor any part, nor reference there to may be published in any document, statement or circular, nor in any communication with third parties, without any prior written approval of the form and context in which it will appear.

2. Source of Information
All information has been supplied to us by Goodland Group Pte Ltd, this information is believed to be reliable but we accept no responsibility if this should prove not to be so.

3. Valuation and Report
The values assessed in this Report and any allocation of values thereof apply only in the terms of and for the purpose of this Report and may not be used for any other purpose.

4. Documentation
We do not normally read leases or documents of title. We assume, unless informed to the contrary, that all documentation is satisfactorily drawn and that there are no encumbrances, restrictions, easements, mortgages or other charges and out-goings of an onerous nature which would have an effect on the value of the interest under consideration. The valuation also excludes any costs, expenses, taxation or out-goings which may be involved in any transaction of the property.

5. Structural Surveys
Whilst any defects or items of disrepair which we note during the course of our inspection will be reflected in our valuations, no structural surveys or land surveys was carried out and we are not able to give any assurance that any property is free from defect.

6. Town Planning
Information on Town Planning is obtained from the set of Master Plan and Written Statement published by the competent authority. Unless otherwise instructed, we do not normally carry out requisitions with the various public authorities to confirm that the property is not adversely affected by any public schemes such as road improvements.

7. Statutory Regulations
Our valuations are prepared on the basis that the premises (and any works thereto) comply with all relevant statutory regulations. It is assumed that they have been, or will be issued with a Certificate of Fitness by the competent authority.

8. Site Conditions
We do not normally carry out investigations on site in order to determine the suitability of the ground conditions for any new development. Unless otherwise informed, our valuations are on the basis that these aspects are satisfactory and that, where development is proposed, no extraordinary expenses or delays will be incurred during the construction period.

9. Tenants
Enquiry as to the financial standing of actual or prospective tenants is not normally made unless specifically requested. Where properties are valued with the benefit of lettings, it is therefore assumed that the tenants are capable of meeting their obligations under the lease and that there are no arrears of rent or undisclosed breaches of covenant.

In arriving at our opinion of value, we have considered the Direct Comparison Approach, Capitalisation Approach, Residual Approach and Cost Approach to valuation, where appropriate.

This valuation summary and the accompanying Valuation Certificates have been prepared for the purpose of inclusion in the Prospectus to be issued in relation to the Initial Public Offer by Goodland Group Pte Ltd. No responsibility is accepted to any other party for the whole or any part of its contents.

Henry Butcher Malaysia Penang Sdn Bhd Ltd has prepared this Valuation Summary letter which appears in this Prospectus and specifically disclaims liability to any person in the event of any omission from or false or misleading statement included in the Prospectus, other than in respect of the information provided within the valuation reports and summary. Henry Butcher Malaysia Penang Sdn Bhd does not make any warranty or representation as to the accuracy of the information in any other part of the Prospectus other than as expressly made or given in this valuation summary.

The reported analyses, opinions and conclusions are limited only by the reported assumptions and limiting conditions and are our personal, unbiased profession analyses, opinions and conclusions. We have no present nor prospective interest in the subject properties and are not a related corporation of nor do we have a relationship with the Manager, adviser or other party(s) whom Goodland Group Pte Ltd is contracting with. The valuers' compensation is not contingent upon the reporting of a predetermined value or direction in value that favours the cause of the client, the amount of the value estimate, the attainment of a stipulated result, or the occurrence of a subsequent event.

We hereby certify that the valuers undertaking the valuation are authorised to practise as valuers and have the necessary expertise and experience in valuing similar types of properties.

A summary of our opinion of the current open market value for each property are as follows :-

No	Property	Current Open Market Value
1	Nos. 204, 206 and 208, Jalan Dr. Lim Chwee Leong, 10150 Penang.	RM1,200,000

Yours faithfully,
HENRY BUTCHER MALAYSIA (Penang) Sdn Bhd

SR. DR. TEOH POH HUAT (V-296)
FRICS, FISM, MBA (UK), DBA (UniSA)
Chartered Surveyor / Registered Valuer

APPENDIX D – TERMS, CONDITIONS AND PROCEDURES FOR APPLICATION AND ACCEPTANCE

You are invited to apply and subscribe for the New Shares at the Placement Price for each Placement Share subject to the following terms and conditions:

1. **YOUR APPLICATION MUST BE MADE IN LOTS OF 1,000 NEW SHARES OR INTEGRAL MULTIPLES THEREOF. YOUR APPLICATION FOR ANY OTHER NUMBER OF SHARES WILL BE REJECTED.**

2. Your application for the Placement Shares may only be made by way of printed Placement Shares Application Forms.

   YOU MAY NOT USE CPF FUNDS TO APPLY FOR THE NEW SHARES.

3. **Only one application may be made for the benefit of one person in his own name for the Placement Shares. A person, other than an approved nominee company, who is submitting an application in his own name should not submit any other applications for any other person. Such separate applications shall be deemed to be multiple applications and may be rejected at the discretion of our Company, the Manager and Sponsor or the Placement Agent.**

   Joint and multiple applications for the New Shares shall be rejected. Persons submitting or procuring submissions of multiple share applications may be deemed to have committed an offence under the Penal Code, Chapter 224 of Singapore and the SFA, and your applications may be referred to the relevant authorities for investigation. Multiple applications or those appearing to be or suspected of being multiple applications may be rejected at the discretion of our Company, the Manager and Sponsor or the Placement Agent.

4. We will not accept applications from any person under the age of 21 years, undischarged bankrupts, sole-proprietorships, partnerships, or non-corporate bodies, joint Securities Account holders of CDP and from applicants whose addresses as furnished in their Application Forms bear post office box numbers. No person acting or purporting to act on behalf of a deceased person is allowed to apply under the Securities Account with CDP in the deceased's name at the time of application.

5. We will not recognise the existence of a trust. Any application by a trustee or trustees must therefore be made in his/her/their own name(s) and without qualification or, where the application is made by way of an Application Form by a nominee, in the name(s) of an approved nominee company or companies after complying with paragraph 6 below.

6. **WE WILL NOT ACCEPT APPLICATIONS FROM NOMINEES EXCEPT THOSE MADE BY APPROVED NOMINEE COMPANIES ONLY**. Approved nominee companies are defined as banks, merchant banks, finance companies, insurance companies, licensed securities dealers in Singapore and nominee companies controlled by them. Applications made by persons acting as nominees other than approved nominee companies shall be rejected.

7. **IF YOU ARE NOT AN APPROVED NOMINEE COMPANY, YOU MUST MAINTAIN A SECURITIES ACCOUNT WITH CDP IN YOUR OWN NAME AT THE TIME OF YOUR APPLICATION.** If you do not have an existing Securities Account with CDP in your own name at the time of your application, your application will be rejected. If you have an existing Securities Account with CDP but fail to provide your Securities Account number

or provide an incorrect Securities Account number in Section B of the Application Form, your application is liable to be rejected. Subject to paragraph 8 below, your application shall be rejected if your particulars such as name, NRIC/passport number, nationality and permanent residence status provided in your Application Form differ from those particulars in your Securities Account as maintained with CDP. If you possess more than one individual direct Securities Account with CDP, your application shall be rejected.

8. **If your address as stated in the Application Form is different from the address registered with CDP, you must inform CDP of your updated address promptly, failing which the notification letter on successful allotment and other correspondence from CDP will be sent to your address last registered with CDP.**

9. **Our Company reserves the right to reject any application which does not conform strictly to the instructions set out in the Application Form and in this Offer Document or, in the case of an application by way of an Application Form, which is illegible, incomplete, incorrectly completed or which is accompanied by an improperly drawn remittance or improper form of remittance. Our Company further reserves the right to treat as valid any applications not completed or submitted or effected in all respects in accordance with the instructions set out in the Application Forms or the terms and conditions of this Offer Document, and also to present for payment or other processes all remittances at any time after receipt and to have full access to all information relating to, or deriving from, such remittances or the processing thereof.**

10. Our Company reserves the right to reject or to accept, in whole or in part, or to scale down or to ballot any application, without assigning any reason therefor, and no enquiry and/or correspondence on the decision of our Company with regards hereto will be entertained. This right applies to applications made by way of Application Forms. In deciding the basis of allotment, which shall be at our discretion, due consideration will be given to the desirability of allotting the New Shares to a reasonable number of applicants with a view to establishing an adequate market for the Shares.

11. Share certificates will be registered in the name of CDP or its nominee and will be forwarded only to CDP. It is expected that CDP will send to you, at your own risk, within 15 Market Days after the close of the Application List, a statement of account stating that your Securities Account has been credited with the number of New Shares allotted to you, if your application is successful. This will be the only acknowledgement of application monies received and is not an acknowledgement by our Company, the Manager and Sponsor or the Placement Agent. You irrevocably authorise CDP to complete and sign on your behalf, as transferee or renouncee, any instrument of transfer and/or other documents required for the issue or transfer of the New Shares allotted to you.

    You hereby consent to the disclosure of your name, NRIC/passport number, address, nationality, permanent residency status, CDP Securities Account number, CPF Investment Account number (if applicable) and shares application amount to the Share Registrar, SGX-ST, CDP, CPF, our Company, the Manager and Sponsor, and Placement Agent.

12. In the event that our Company lodges a supplementary or replacement offer document (***Relevant Document***) pursuant to the SFA or any applicable legislation in force from time to time prior to the close of the Placement, and the New Shares have not been issued, we will (as required by law) at our Company's sole and absolute discretion either:

    (i) within seven days of the lodgement of the Relevant Document give you a copy of the Relevant Document and provide you with an option to withdraw; or

    (ii) deem your application as withdrawn and cancelled and refund your application monies (without interest or any share of revenue or other benefit arising therefrom) to you within seven days from the lodgement of the Relevant Document.

    Where you have notified us within 14 days from the date of lodgement of the Relevant Document of your wish to exercise your option under paragraph 12(i) above to withdraw your application, we shall pay to you all monies paid by you on account of your application for the New Shares without interest or any share of revenue or other benefit arising therefrom and at your own risk, within seven days from the receipt of such notification.

    In the event that at any time at the time of the lodgement of the Relevant Document, the New Shares have already been issued but trading has not commenced, we will (as required by law) either:

    (iii) within seven days from the lodgement of the Relevant Document give you a copy of the Relevant Document and provide you with an option to return the New Shares; or

    (iv) deem the issue as void and refund your payment for the New Shares (without interest or any share of revenue or other benefit arising therefrom) to you within 7 days from the lodgement of the Relevant Document.

    Any applicant who wishes to exercise his option under paragraph 12(iii) above to return the New Shares issued to him shall, within 14 days from the date of lodgement of the Relevant Document, notify us of this and return all documents, if any, purporting to be evidence of title of those New Shares, whereupon we shall, within seven days from the receipt of such notification and documents, pay to him all monies paid by him for the New Shares without interest or any share of revenue or other benefit arising therefrom and at his own risk, and the New Shares issued to him shall be void.

    Additional terms and instructions applicable upon the lodgement of the supplementary or replacement offer document, including instructions on how you can exercise the option to withdraw, may be found in such supplementary or replacement offer document.

13. You irrevocably authorise CDP to disclose the outcome of your application, including the number of New Shares allotted to you pursuant to your application, to us, the Manager and Sponsor, the Placement Agent, and any other parties so authorised by the foregoing persons.

14. Any reference to "you" or the "applicant" in this section shall include an individual, a corporation, an approved nominee and trustee applying for the Placement Shares through the Placement Agent.

15. By completing and delivering an Application Form in accordance with the provisions of this Offer Document, you:

    (a) irrevocably offer, agree and undertake to subscribe for the number of New Shares specified in your application (or such smaller number for which the application is accepted) at the Placement Price for each New Share and agree that you will accept such New Shares as may be allotted to you, in each case on the terms of, and subject to the conditions set out in this Offer Document and the Memorandum and Articles of Association of our Company for application;

    (b) agree that the aggregate Placement Price for the New Shares applied for is due and payable to the Company upon application;

    (c) warrant the truth and accuracy of the information contained, and representations and declarations made, in your application, and acknowledge and agree that such information, representations and declarations will be relied on by our Company the Manager and Sponsor, and the Placement Agent in determining whether to accept your application and/or whether to allot any New Shares to you; and

    (d) agree and warrant that, if the laws of any jurisdictions outside Singapore are applicable to your application, you have complied with all such laws and none of our Company, the Manager and Sponsor or the Placement Agent will infringe any such laws as a result of the acceptance of your application.

16. Our acceptance of applications will be conditional upon, *inter alia*, our Company, the Manager and Sponsor, and the Placement Agent being satisfied that:

    (a) permission has been granted by the SGX-ST to deal in and for quotation for all our existing Shares and the New Shares on a "ready" basis on Catalist; and

    (b) the Placement Agreement referred to in the section entitled "General and Statutory Information – Management and Placement Arrangements" of this Offer Document have become unconditional and have not been terminated or cancelled prior to such date as our Company, the Manager and Sponsor, and the Placement Agent may determine and

    (c) the Authority or other competent authority has not served a stop order (***Stop Order***) which directs that no or no further shares to which this Offer Document relates be allotted.

17. In the event that a Stop Order in respect of the New Shares is served by the Authority or other competent authority and:

    (a) in the case where the New Shares have not been issued, all applications shall be deemed to have been withdrawn and cancelled and our Company shall refund (at your own risk) all monies paid on account of your application of the New Shares (without interest or any share of revenue or other benefit arising therefrom) to you within 14 days of the date of the Stop Order; or

(b) in the case where the New Shares have already been issued but trading has not commenced, the issue of the New Shares shall be deemed to be void and our Company shall, within 14 days from the date of the Stop Order, refund (at your own risk) all monies paid on account of your application for the New Shares (without interest or any share of revenue or other benefit arising therefrom).

This shall not apply where only an interim Stop Order has been served.

18. In the event that an interim Stop Order in respect of the New Shares is served by the Authority or other competent authority, no New Shares shall be issued, during the time when the interim Stop Order is in force.

19. The Authority or other competent authority is not able to serve a Stop Order in respect of the New Shares if the New Shares have been issued, listed for quotation on the Catalist and trading in the New Shares has commenced.

20. In the event of any changes in the closure of the Application List or the time period during which the Placement is open, we will publicly announce the same through a SGXNET announcement to be posted on the Internet at the SGX-ST website at http://www.sgx.com and through a paid advertisement in a local newspaper.

21. We will not hold any application in reserve.

22. We will not allot Shares on the basis of this Offer Document later than six months after the date of registration of this Offer Document by the SGX-ST (acting as agent on behalf of the Authority).

23. Additional terms and conditions for applications by way of Application Forms are set out on pages D-5 to D-8 of this Offer Document.

ADDITIONAL TERMS AND CONDITIONS FOR APPLICATIONS

You should make an application by way of an Application Form made on, and subject to, the terms and conditions of this Offer Document including but not limited to the terms and conditions appearing below as well as those set out under the section entitled "Terms, Conditions and Procedures for Application and Acceptance" of this Offer Document, as well as the Memorandum and Articles of Association of our Company.

1. Your application for the Placement Shares must be made using the **BLUE** Application Forms accompanying and forming part of this Offer Document. **ONLY ONE APPLICATION** should be enclosed in each envelope.

   We draw your attention to the detailed instructions contained in the Application Forms and this Offer Document for the completion of the Application Forms which must be carefully followed. **Our Company, the Manager and Sponsor, and the Placement Agent reserve the right to reject applications which do not conform strictly to the instructions set out in the Application Forms and this Offer Document or to the terms and conditions of this Offer Document or which are illegible, incomplete, incorrectly completed or which are accompanied by improperly drawn remittances or improper form of remittance.**

2. Your Application Forms must be completed in English. Please type or write clearly in ink using **BLOCK LETTERS**.

3. All spaces in the Application Forms except those under the heading "**FOR OFFICIAL USE ONLY**" must be completed and the words "**NOT APPLICABLE**" or "**N.A.**" should be written in any space that is not applicable.

4. Individuals, corporations, approved nominee companies and trustees must give their names in full. If you are an individual, you must make your application using your full names as it appears in your identity cards (if you have such an identification document) or in your passports and, in the case of a corporation, in your full name as registered with a competent authority. If you are a non-individual, you must complete the Application Form under the hand of an official who must state the name and capacity in which he signs the Application Form. If you are a corporation completing the Application Form, you are required to affix your Common Seal (if any) in accordance with your Memorandum and Articles of Association or equivalent constitutive documents of the corporation. If you are a corporate applicant and your application is successful, a copy of your Memorandum and Articles of Association or equivalent constitutive documents must be lodged with our Company's Share Registrar. Our Company reserves the right to require you to produce documentary proof of identification for verification purposes.

5. (a) You must complete Sections A and B and sign on page 1 of the Application Form.

   (b) You are required to delete either paragraph 7(a) or 7(b) on page 1 of the Application Form. Where paragraph 7(a) is deleted, you must also complete Section C of the Application Form with particulars of the beneficial owner(s).

   (c) If you fail to make the required declaration in paragraph 7(a) or 7(b), as the case may be, on page 1 of the Application Form, your application is liable to be rejected.

   You (whether you are an individual or corporate applicant, whether incorporated or unincorporated and wherever incorporated or constituted) will be required to declare whether you are a citizen or permanent resident of Singapore or a corporation in which citizens or permanent residents of Singapore or any body corporate constituted under any statute of Singapore having an interest in the aggregate of more than 50.0% of the issued share capital of or interests in such corporations. If you are an approved nominee company, you are required to declare whether the beneficial owner of the Shares is a citizen or permanent resident of Singapore or a corporation, whether incorporated or unincorporated and wherever incorporated or constituted, in which citizens or permanent residents of Singapore or any body corporate whether incorporated or unincorporated and wherever incorporated or constituted under any statute of Singapore have an interest in the aggregate of more than 50.0%. of the issued share capital of or interests in such corporation.

6. The completed and signed **BLUE** Placement Shares Application Form and the correct remittance in full in respect of the number of Placement Shares applied for (in accordance with the terms and conditions of this Offer Document) with your name and address written clearly on the reverse side, must be enclosed and sealed in an envelope to be provided by you. You must affix adequate Singapore postage on the envelope (if despatching by ordinary post) and thereafter the sealed envelope must be **DESPATCHED BY**

ORDINARY POST OR DELIVERED BY HAND at your own risk to **Goodland Group Limited, c/o DMG & Partners Securities Pte Ltd, 20 Raffles Place, #22-01 Ocean Towers, Singapore 048620**, to arrive by **12.00 noon on 6 October 2009 or such other time as our Company may, in consultation with the Manager and Sponsor, and the Placement Agent, decide. Local Urgent Mail or Registered Post must NOT be used**. Your application must be accompanied by a remittance in Singapore currency for the full amount payable, in respect of the number of New Shares applied for, in the form of a **BANKER'S DRAFT** or **CASHIER'S ORDER** drawn on a bank in Singapore, made out in favour of **"GOODLAND GROUP LIMITED-GOODLAND SHARE ISSUE ACCOUNT"** crossed **"A/C PAYEE ONLY"**, and with your name and address written clearly on the reverse side. **Applications not accompanied by any payment or accompanied by any other form of payment will not be accepted**. We will reject remittances bearing "**NOT TRANSFERABLE**" or "**NON TRANSFERABLE**" crossings. No acknowledgement or receipt will be issued by our Company, or the Sponsor for applications and application monies or remittance received.

7. Monies paid in respect of unsuccessful applications are expected to be returned (without interest or any share of revenue or other benefit arising therefrom) to you by ordinary post at your own risk. Where your application is rejected or accepted in part only, the full amount or the balance of the application monies, as the case may be, will be refunded (without interest or any share of revenue or other benefit arising therefrom) to you by ordinary post at your own risk within 14 days after the close of the Application List, provided that the remittance accompanying such application which has been presented for payment or other processes has been honoured and application monies have been received in the designated share issue account. If the completion of the Placement does not occur because permission from the SGX-ST is not granted or for any other reasons, monies paid in respect of any application accepted will be returned to you at your own risk, without interest or any share of revenue or other benefit arising therefrom. In the event that the Placement is cancelled by us following the termination of the Placement Agreement, the application monies received will be refunded (without interest or any share of revenue or other benefit arising therefrom) to you by ordinary post at your own risk within five Market days from the termination of the Placement. In the event that the Placement is cancelled by us following the issuance of a Stop Order by the Authority or other competent authority, the application monies received will be refunded (without interest or any share or revenue or other benefit arising therefrom) to you by ordinary post at your own risk within 14 days from the date of the Stop Order.

8. Applications that are illegible, incomplete or incorrectly completed or accompanied by improperly drawn remittances or improper form of remittance or which are not honoured upon their first presentation are liable to be rejected.

9. Capitalised terms used in the Application Forms and defined in this Offer Document shall bear the meanings assigned to them in this Offer Document.

10. You irrevocably agree and acknowledge that your application is subject to risks of fires, acts of God and other events beyond the control of our Company, the Manager and Sponsor, the Placement Agent, our Directors, and/or any other party involved in the Placement, and it, in any such event, our Company, the Manager and Sponsor and/or the Placement Agent do not receive your Application Form, you shall have no claim whatsoever against our Company, the Manager and Sponsor, and the Placement Agent and/or any other party involved in the Placement for the New Shares applied for or for any compensation, loss or damage.

11. By completing and delivering the Application Form, you agree that:

(a) in consideration of our Company having distributed the Application Form to you and agreeing to close the Application List at **12.00 noon on 6 October 2009** or such other time or date as our Company may, in consultation with the Manager and Sponsor, and the Placement Agent decide:

(i) your application is irrevocable; and

(ii) your remittance will be honoured on first presentation and that any monies returnable may be held pending clearance of your payment without interest or any share of revenue or other benefit arising therefrom;

(b) neither our Company, the Manager and Sponsor, the Placement Agent nor any other party involved in the Placement shall be liable for any delays, failures or inaccuracies in the recording, storage or in the transmission or delivery of data relating to your application to us or CDP due to breakdowns or failure of transmission, delivery or communication facilities or any risks referred to in paragraph 10 above or to any cause beyond their respective controls;

(c) all applications, acceptances and contracts resulting therefrom under the Placement shall be governed by and construed in accordance with the laws of Singapore and that you irrevocably submit to the non-exclusive jurisdiction of the Singapore courts;

(d) in respect of the New Shares for which your application has been received and not rejected, acceptance of your application shall be constituted by written notification and not otherwise, notwithstanding any remittance being presented for payment by or on behalf of our Company;

(e) you will not be entitled to exercise any remedy of rescission for misrepresentation at any time after acceptance of your application;

(f) in making your application, reliance is placed solely on the information contained in this Offer Document and that none of our Company, the Manager and Sponsor, the Placement Agents or any other person involved in the Placement shall have any liability for any information not so contained;

(g) you consent to the disclosure of your name, NRIC/passport number, address, nationality, permanent resident status, CDP Securities Account number, and share application amount to our Share Registrar, CDP, SGX-ST, our Company, the Manager and Sponsor, the Placement Agent or other authorised operators; and

(h) you irrevocably agree and undertake to subscribe for the number of New Shares applied for as stated in the Application Form or any smaller number of such New Shares that may be allotted to you in respect of your application. In the event that our Company decides to allot and/or allocate a smaller number of New Shares or not to allot and/or allocate any New Shares to you, you agree to accept such decision as final.

LG
Our Strength
A team of dedicated employees
Goodland Building
Developing Your Dreams

GOODLAND GROUP LIMITED

www.goodlandgroup.com.sg