



JUMBO GROUP LIMITED

(Company Registration Number 201503401Z)
(Incorporated in the Republic of Singapore)

INVITATION IN RESPECT OF 88,233,000 NEW SHARES COMPRISING:

- (1) 2,000,000 Offer Shares at S\$0.25 for each Offer Share by way of public offer; and
- (2) 86,233,000 Placement Shares at S\$0.25 for each Placement Share by way of placement, payable in full on application.

Sponsor and Issue Manager



UNITED OVERSEAS BANK LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number 193500026Z)

Joint Underwriters and Joint Placement Agents



UNITED OVERSEAS BANK LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number 193500026Z)



UOB KAY HIAN PRIVATE LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number 197000447W)



OFFER DOCUMENT DATED 28 OCTOBER 2015

(REGISTERED BY THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (THE "SGX-ST") ACTING AS AGENT ON BEHALF OF THE MONETARY AUTHORITY OF SINGAPORE (THE "AUTHORITY") ON 28 OCTOBER 2015)

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).

Separate from the Invitation (as defined herein), each of Orchid 1 Investments Pte. Ltd. and Mr. Ron Sim Chye Hock (collectively, the "Cornerstone Investors") has entered into a cornerstone subscription agreement with the Company (collectively, the "Cornerstone Subscription Agreements") to subscribe for an aggregate of 72,100,000 new Shares at the Issue Price (the "Cornerstone Shares"), each agreement conditional upon, *inter alia*, the Underwriting and Placement Agreement (as defined herein) and the Management and Sponsorship Agreement (as defined herein) having been entered into and not having been terminated on or prior to the Settlement Date (as defined herein) (the "Cornerstone Tranche").

United Overseas Bank Limited (the "Sponsor") has made an application to the SGX-ST for permission to deal in, and for quotation of, all the ordinary shares (the "Shares") in the capital of Jumbo Group Limited (the "Company") already issued, the new shares (the "New Shares") which are the subject of this Invitation, the Cornerstone Shares, and the new Shares which may be allotted and issued from time to time pursuant to the Jumbo Performance Share Plan (the "Award Shares") or upon the exercise of the options granted or to be granted under the Jumbo Employee Share Option Scheme (the "Option Shares") on Catalyst (as defined herein). **The dealing in, and quotation of our Shares will be in Singapore dollars.**

Acceptance of applications for the New Shares will be conditional upon, *inter alia*, the allotment and issue of the New Shares and permission being granted by the SGX-ST for the listing and quotation of all our existing issued Shares, the New Shares, the Cornerstone Shares, the Award Shares and the Option Shares on Catalyst. If the admission and listing do not proceed or the completion of the Invitation does not occur because such permission is not granted or for any other reason, monies paid in respect of any application will be returned to you, subject to applicable laws, at your own risk, without interest or any share of revenue or other benefit arising therefrom and you will not have any claim whatsoever against us, the Sponsor and the Issue Manager, or the Joint Underwriters and Joint Placement Agents (as defined herein).

Companies listed on Catalyst 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 Catalyst without a track record of profitability and there is no assurance that there will be a liquid market in the Shares or units of Shares traded on Catalyst. 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).

This Invitation is made in or accompanied by an Offer Document (the "Offer Document") that has been registered by the SGX-ST, acting as agent on behalf of the Authority, on 28 October 2015. We have not lodged or registered this Offer Document in any other jurisdiction.

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 contents of this Offer Document, including the correctness of any of the statements made, opinions expressed or reports contained in this Offer Document. The SGX-ST does not normally review the application for admission but relies on the Sponsor and Issue Manager confirming that the Company is suitable to be listed and complies with the Catalyst Rules (as defined herein). Neither the Authority nor the SGX-ST has in any way considered the merits of our existing Shares, the New Shares, the Cornerstone Shares, the Award Shares and the Option Shares.

The registration of the Offer Document by the SGX-ST acting as agent on behalf of the Authority does not imply that the Securities and Futures Act (as defined herein), or any other legal or regulatory requirements, or requirements under the SGX-ST'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 (6) 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 securities, on the basis of this Offer Document.

ONE OF SINGAPORE'S LEADING MULTI-DINING CONCEPT F&B ESTABLISHMENTS

Corporate Profile

We have a total of 14 food and beverage (“F&B”) outlets in Singapore and two (2) F&B outlets in the People’s Republic of China (the “PRC”), under five (5) restaurant brands. With a philosophy of “Bonding People Through Food”, we endeavour to provide quality food and service at great value in a comfortable and friendly environment.

We manage two (2) F&B outlets in Singapore that are effectively owned by our associated companies. Further, we hold investments in one (1), and are paid licensing fees in relation to four (4), F&B outlets located in Japan, through our associated company.

We also engage in retail sales of our packaged sauces and spice mixes for some of our signature dishes through our outlets, selected stores, supermarkets, travel agencies and online via the Jumbo eShop, and provide catering services in Singapore.

Our F&B Presence



First outlet established in 1987



First outlet established in 2013

*Third outlet expected to open in January 2016

Competitive Strengths

Dedicated and experienced management team and staff

- Headed by our CEO and Executive Chairman, Mr. Ang Kiam Meng, who has more than 20 years of experience in the F&B industry
- More than 100 of our Group’s employees have been with us for 10 years or more

Implemented information technology systems for increased efficiency

- Our IT systems enable us to effectively monitor business, optimise operational efficiency, maintain a high level of responsiveness to customers’ needs and lower operating costs
- Implementing enterprise resource planning (ERP) system with enhanced features and capabilities

One of the leading F&B establishments in Singapore

- Restaurant brands widely recognised by consumers
- Strong emphasis on food and service quality, reinforced by our branding and marketing strategies, which have enabled our business to grow over the years
- Received many accolades, favourable reviews and awards from gourmet lifestyle magazines and industry authorities

Large customer base

- Over 48,000 customers under our *Jumbo Rewards* customer loyalty programme, which seeks to encourage repeat patronage and attract new customers
- Leverage established brand loyalty with our customers to further increase market share

Central Kitchen and Research and Development Kitchen enable sustainability of competitive advantages

- Allow us to maintain high standard of consistency and food quality across all dining brands
- Lower operating and labour costs and improve productivity at outlets
- Allow creation of new dishes to improve menus and improvement of preparation processes for greater quality consistency

Our F&B Business Brands

Jumbo Group of Restaurants



JUMBO SEAFOOD
the big name in seafood

Chain of restaurants serving a wide variety of seafood cuisine prepared in classic Singapore and Hong Kong styles

We own and operate five (5) *Jumbo Seafood* outlets in Singapore, and two (2) *Jumbo Seafood* outlets in Shanghai, the PRC (under a joint venture with Together Inc. Pte. Ltd.)

We have also signed a lease for a third *Jumbo Seafood* outlet in Shanghai, the PRC, which is expected to open in January 2016



JPOT
hotpot Singapore style

Provides a fresh take on traditional hotpot dining by allowing customers to choose from a range of Singapore style hotpot soup bases and a wide variety of fresh ingredients

We own and operate three (3) *JPOT* outlets in Singapore



NG AH SIO BAK KUT TEH
taste of heritage

Serves a Singapore Teochew delicacy, "white pepper" *bak kut teh*, a savoury pork-based soup prepared with roasted white pepper and garlic

We own and operate four (4) *Ng Ah Sio Bak Kut Teh* outlets in Singapore



CHUI HUAY LIM TEOCHEW CUISINE
authentic Teochew cuisine

Focuses on authentic Teochew cuisine

We own and operate one (1) *Chui Huay Lim Teochew Cuisine* restaurant in Singapore



J CAFÉ
Singapore's local delights

Serves popular Singapore street food in a casual and informal setting

We own and operate one (1) *J Café* outlet in Singapore

Managed by our Group



SINGAPORE SEAFOOD REPUBLIC
Singapore's best-loved seafood brands under one roof

Serves authentic Singapore style seafood cuisine

There are five (5) *Singapore Seafood Republic* outlets, with four (4) *Singapore Seafood Republic* outlets in Japan and one (1) *Singapore Seafood Republic* outlet in Singapore

Of the four (4) outlets in Japan, one (1) is owned and operated by SSR Japan and the remaining three (3) are owned and operated by our Japanese partner, MRS



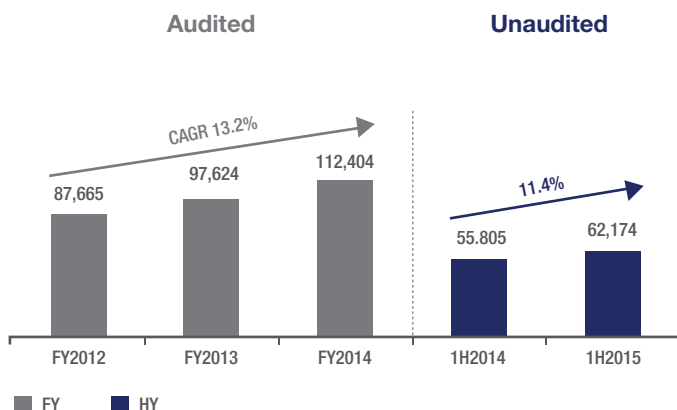
YOSHIMARU RAMEN BAR
home of traditional *hakata* ramen

Serves traditional *hakata* ramen, which originates from Hakata, Fukuoka prefecture, Japan

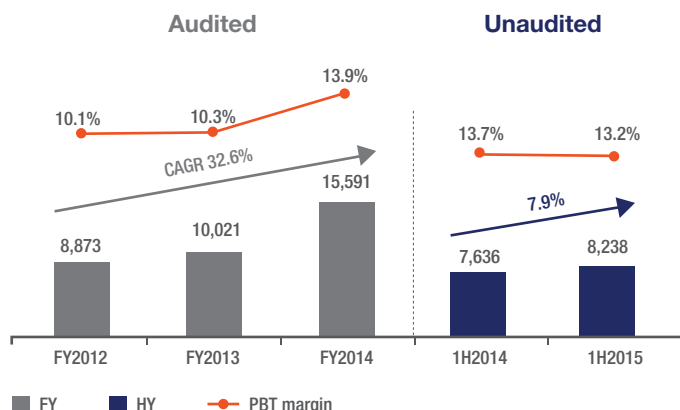
Our Group holds interests in, and manages the operations of the *Yoshimaru Ramen Bar* outlet located in Singapore

Financial Highlights

Revenue (S\$'000)



Profit before tax ("PBT") and PBT margin (S\$'000)



Business Strategies and Future Plans

Establishing new outlets and refurbishing existing outlets

- The PRC presents good growth potential in view of population size and expanding middle class
- Leverage strength of our restaurant brands to further expand network
- Intend to open at least four (4) additional outlets in the PRC and Singapore, within next 24 months
- Also intend to refurbish and renovate our existing outlets

Acquiring new premises, equipment and machinery for our corporate headquarters, Central Kitchen and Research and Development Kitchen

- Cater to our future growth and development
- Enhance communication among various departments within the Group
- Increase operational efficiency

Expansion of our business through acquisitions, joint ventures or strategic alliances

- May expand our business, whether in Singapore or overseas, to strengthen market position, add value to existing business, and enable us to expand into new businesses
- Expansion strategy could bring about greater economies of scale and provide impetus for future growth

Prospects

GDP and population growth in Singapore

- Economy expected to grow by around 2.0% to 2.5% in 2015¹
- Steady population growth to translate into increase in size of targeted customer base

Increase in consumer affluence and willingness to spend on food

- As a percentage of average monthly household expenditures, spending on food serving services increased from 13.9% in 2003 to 16.2% in 2013²

Growth in Singapore's tourism and hospitality industry

- For 2015, visitor arrivals are forecasted at between 15.1 million and 15.5 million, while tourism receipts are forecasted at between S\$23.5 billion and S\$24.0 billion³
- Of the total tourism receipts, visitor expenditures on F&B amounted to S\$2.3 billion in 2014, representing approximately 9.6% of total tourism receipts for the year⁴

Regional opportunities for growth

- Opportunities in Asia, with consumerism on the rise, driven by large domestic markets and growing middle income group⁵
- F&B industry in the PRC presents attractive opportunities – expanding middle class expected to constitute approximately 40% of the country's population by 2020⁶
- Revenues recorded by full-service restaurants in the PRC have increased at a CAGR of 11.5% from 2009 to 2014, and reached US\$334.7 billion in 2014⁷

¹ This information was extracted from a press release by the Ministry of Trade and Industry titled "MTI Narrows GDP Growth Forecast to 2.0 to 2.5 Per Cent"

² This information was extracted from statistics published by the Singapore Department of Statistics, which can be accessed at https://www.singstat.gov.sg/docs/default-source/default-document-library/statistics/browse_by_theme/population/statistical_tables/hes-keyind.pdf

³ This information was extracted from <http://www.mti.gov.sg/NewsRoom/Pages/Speech-By-Mr-S-Iswaran,-Second-Minister-For-Trade-And-Industry-During-The-Committee-Of-Supply-Debate-Under-Head.aspx>

⁴ This information was extracted from the "Annual Report on Tourism Statistics 2013" and the "Tourism Sector Performance Q4 2014 Report" published by the Singapore Tourism Board

⁵ This information was extracted from a joint press release by the International Enterprise Singapore, the Singapore Manufacturing Federation and Food&HotelAsia2014 titled "Singapore F&B Companies Target Expansion in Asia through FoodAsia2014"

⁶ This information was extracted from an article dated 31 July 2014, titled "Food for Thought: Investing in China's F&B Industry", which can be accessed at <http://www.eurobiz.com.cn/food-thought-investing-chinas-fb-industry>

⁷ This information was extracted from <http://www.ibisworld.com/industry/china/full-service-restaurants.html>



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CORPORATE INFORMATION

BOARD OF DIRECTORS	:	Mr. Ang Kiam Meng, <i>CEO and Executive Chairman</i> Mdm. Tan Yong Chuan, Jacqueline, <i>Executive Director</i> Mrs. Christina Kong Chwee Huan, <i>Executive Director</i> Mr. Tan Cher Liang, <i>Lead Independent Director</i> Mr. Richard Tan Kheng Swee, <i>Independent Director</i> Dr. Lim Boh Soon, <i>Independent Director</i>
COMPANY SECRETARY	:	Ms. Chee Yuen Li, Andrea, LLB (Honours)
REGISTERED OFFICE	:	7 Kaki Bukit Road 1 #05-01/02 Singapore 415937
SPONSOR AND ISSUE MANAGER	:	United Overseas Bank Limited 80 Raffles Place UOB Plaza Singapore 048624
JOINT UNDERWRITERS AND JOINT PLACEMENT AGENTS	:	United Overseas Bank Limited 80 Raffles Place UOB Plaza Singapore 048624 UOB Kay Hian Private Limited 8 Anthony Road #01-01 Singapore 229957
AUDITORS OF OUR COMPANY AND REPORTING ACCOUNTANTS	:	Deloitte & Touche LLP 6 Shenton Way, OUE Downtown 2 #33-00 Singapore 068809 Partner-in-charge: Ms. Ong Bee Yen (a member of the Institute of Singapore Chartered Accountants)
SOLICITORS TO THE INVITATION AND LEGAL ADVISERS TO THE COMPANY ON SINGAPORE LAW	:	Shook Lin & Bok LLP 1 Robinson Road #18-00 AIA Tower Singapore 048542
SOLICITORS TO THE SPONSOR AND ISSUE MANAGER, THE JOINT UNDERWRITER AND JOINT PLACEMENT AGENT	:	Rajah & Tann Singapore LLP 9 Battery Road #25-01 Straits Trading Building Singapore 049910
LEGAL ADVISERS TO THE COMPANY ON PRC LAW	:	Grandall Law Firm (Shanghai) 23-25/F, Garden Square 968 West Beijing Road Shanghai 200041 China

CORPORATE INFORMATION

SHARE REGISTRAR AND SHARE TRANSFER OFFICE	:	M & C Services Private Limited 112 Robinson Road #05-01 Singapore 068902
PRINCIPAL BANKERS	:	United Overseas Bank Limited 80 Raffles Place UOB Plaza Singapore 048624 DBS Bank Ltd 12 Marina Boulevard, Level 43 DBS Asia Central @MBFC Tower 3 Singapore 018982
RECEIVING BANK	:	United Overseas Bank Limited 80 Raffles Place UOB Plaza Singapore 048624

DEFINITIONS

In this Offer Document and the accompanying Application Forms and, in relation to Electronic Applications, the instructions appearing on the screens of the ATMs of Participating Banks and the internet banking websites of the relevant Participating Banks, unless the context otherwise requires, the following definitions apply throughout where the context so admits:

Companies within our Group

“Company”	:	Jumbo Group Limited
“Group”	:	Our Company and our subsidiaries and subsidiary entities as at the date of this Offer Document

Subsidiaries

“Jardine Enterprise”	:	Jardine Enterprise Pte Ltd
“JBT (China)”	:	JBT (China) Pte. Ltd.
“JBT F&B Management (Shanghai)”	:	JBT F&B Management (Shanghai) Co., Ltd. (新会（上海）餐饮管理有限公司) (incorporated in the PRC)
“Jumbo Catering”	:	Jumbo Catering Pte. Ltd.
“Jumbo F&B Services”	:	Jumbo F&B Services Pte. Ltd.
“Jumbo F&B Services (Shanghai)”	:	Jumbo F&B Services (Shanghai) Co., Ltd. (新肴餐饮管理（上海）有限公司) (incorporated in the PRC)
“Jumbo Group of Restaurants”	:	Jumbo Group of Restaurants Pte. Ltd.
“JSPL”	:	Jumbo Seafood Pte. Ltd.
“NASPL”	:	Ng Ah Sio Pte. Ltd.
“Ng Ah Sio Investments”	:	Ng Ah Sio Investments Pte. Ltd.
“SSR Sentosa”	:	SSR Sentosa Pte. Ltd.

Associated companies

“SRPL”	:	Seafood Republic Pte. Ltd.
“SSR Singapore”	:	Singapore Seafood Republic Pte. Ltd.
“SSR Japan”	:	Singapore Seafood Republic LLP (incorporated in Japan)

Other Companies and Organisations

“ACRA”	:	Accounting Corporate Regulatory Authority of Singapore
“Authority” or “MAS”	:	The Monetary Authority of Singapore
“CDP”	:	The Central Depository (Pte) Limited
“CPF”	:	The Central Provident Fund
“Grandall (Shanghai)”	:	Grandall Law Firm (Shanghai)
“JBO”	:	JBO Holdings Pte. Ltd.

DEFINITIONS

<i>“Joint Placement Agents”</i>	:	United Overseas Bank Limited and UOB Kay Hian Private Limited
<i>“Joint Underwriters”</i>	:	United Overseas Bank Limited and UOB Kay Hian Private Limited
<i>“MRS”</i>	:	M.R.S Co., Ltd
<i>“Participating Banks”</i>	:	UOB and its subsidiary, Far Eastern Bank Limited (collectively, the “UOB Group”), DBS Bank Ltd. (including POSB) (“DBS Bank”) and Oversea-Chinese Banking Corporation Limited (“OCBC Bank”) and <i>“Participating Bank”</i> means any of the abovementioned entities
<i>“SAFE”</i>	:	The State Administration for Foreign Exchange of the PRC (国家外汇管理局)
<i>“SGX-ST”</i>	:	Singapore Exchange Securities Trading Limited
<i>“Sponsor” or “Issue Manager” or “UOB”</i>	:	United Overseas Bank Limited
<i>“UOBKH”</i>	:	UOB Kay Hian Private Limited
General		
<i>“1H”</i>	:	Six-month financial period ended or ending 31 March (as the case may be)
<i>“Application Forms”</i>	:	The official printed application forms to be used for the purpose of the Invitation which form part of this Offer Document
<i>“Application List”</i>	:	The list of applications to subscribe for the New Shares
<i>“Articles of Association”</i>	:	The articles of association of our Company
<i>“Associate”</i>	:	(a) In relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means: (i) his immediate family; (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; or (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30.0% or more; and (b) in relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30.0% or more
<i>“ATM”</i>	:	Automated teller machine

DEFINITIONS

<i>“Audit Committee”</i>	:	The audit committee of our Company as at the date of this Offer Document
<i>“Award(s)”</i>	:	The contingent award(s) of Shares which may be granted pursuant to the Jumbo Performance Share Plan
<i>“Award Shares”</i>	:	The new Shares which may be allotted and issued and/or transferred pursuant to the Jumbo Performance Share Plan
<i>“Board” or “Board of Directors”</i>	:	The board of Directors of our Company as at the date of this Offer Document
<i>“Catalist”</i>	:	The Catalist Board of the SGX-ST
<i>“Catalist Rules”</i>	:	The Listing Manual of the SGX-ST, Section B: Rules of Catalist as amended, supplemented or modified from time to time
<i>“CEO”</i>	:	Chief Executive Officer
<i>“CFO”</i>	:	Chief Financial Officer
<i>“Companies Act”</i>	:	The Companies Act, Chapter 50, of Singapore, as amended, supplemented or modified from time to time
<i>“Cornerstone Investors”</i>	:	Orchid 1 Investments Pte. Ltd. and Mr. Ron Sim Chye Hock
<i>“Cornerstone Shares”</i>	:	The aggregate of 72,100,000 new Shares which the Cornerstone Investors have agreed to subscribe for at the Issue Price
<i>“Cornerstone Subscription Agreements”</i>	:	The agreements dated 20 October 2015 entered into between our Company and the Cornerstone Investors, pursuant to which the Cornerstone Investors agreed to subscribe for the Cornerstone Shares, each agreement conditional upon, <i>inter alia</i> , the Underwriting and Placement Agreement and Management and Sponsorship Agreement having been entered into and not having been terminated on or prior to the Settlement Date
<i>“Cornerstone Tranche”</i>	:	The subscription for the Cornerstone Shares pursuant to the Cornerstone Subscription Agreements
<i>“Controlling Shareholder”</i>	:	A person who has interest in our Shares of an aggregate of not less than 15.0% of the total votes attached to all our Shares, or in fact exercises control over our Company
<i>“Directors”</i>	:	The directors of our Company as at the date of this Offer Document
<i>“Electronic Applications”</i>	:	Applications for the Offer Shares made through an ATM of one of the Participating Banks or through the internet banking websites of the relevant Participating Banks or through the mobile banking interface of DBS Bank, subject to and on the terms and conditions set out in this Offer Document
<i>“EPS”</i>	:	Earnings per Share
<i>“Executive Directors”</i>	:	The executive Directors of our Company as at the date of this Offer Document

DEFINITIONS

<i>“F&B”</i>	:	Food and beverage
<i>“FY”</i>	:	Financial year ended or ending 30 September (as the case may be)
<i>“GST”</i>	:	Goods and services tax
<i>“IB”</i>	:	Internet banking
<i>“Independent Directors”</i>	:	The independent Directors of our Company as at the date of this Offer Document
<i>“Invitation”</i>	:	The invitation by our Company to the public in Singapore to subscribe for the New Shares at the Issue Price, subject to and on the terms and conditions set out in this Offer Document
<i>“Issue Price”</i>	:	S\$0.25 for each New Share
<i>“Jumbo Employee Share Option Scheme” or “Share Option Scheme”</i>	:	The share option scheme of our Company known as “Jumbo Employee Share Option Scheme” which was approved by Shareholders on 19 October 2015, details of which are described in the section entitled “Jumbo Employee Share Option Scheme” of this Offer Document
<i>“Jumbo Performance Share Plan” or “Performance Share Plan”</i>	:	The share incentive plan of our Company known as “Jumbo Performance Share Plan” which was approved by Shareholders on 19 October 2015, details of which are described in the section entitled “Jumbo Performance Share Plan” of this Offer Document
<i>“Key Executive”</i>	:	The key executive of our Company as at the date of this Offer Document
<i>“Latest Practicable Date”</i>	:	7 September 2015, being the Latest Practicable Date prior to the lodgment of this Offer Document with the SGX-ST acting as agent on behalf of the Authority
<i>“Management and Sponsorship Agreement”</i>	:	The management and sponsorship agreement dated 28 October 2015 entered into between our Company and the Sponsor and Issue Manager, pursuant to which, <i>inter alia</i> , the Sponsor and Issue Manager agreed to manage and sponsor the Invitation, details as described in the section entitled “Sponsorship, Underwriting and Placement Arrangements” of this Offer Document
<i>“Market Day”</i>	:	A day on which the SGX-ST is open for trading in securities
<i>“NAV”</i>	:	Net assets value
<i>“New Shares”</i>	:	The 88,233,000 new Shares for which our Company invites applications to subscribe for pursuant to the Invitation, subject to and on the terms and conditions set out in this Offer Document
<i>“Nominating Committee”</i>	:	The nominating committee of our Company as at the date of this Offer Document
<i>“NSRCC”</i>	:	National Service Resort and Country Club

DEFINITIONS

<i>“NTA”</i>	:	Net tangible assets
<i>“Offer”</i>	:	The invitation by our Company to the public in Singapore to subscribe for the Offer Shares at the Issue Price, subject to and on the terms and conditions set out in this Offer Document
<i>“Offer Document”</i>	:	This Offer Document dated 28 October 2015 issued by the Company in respect of the Invitation and the product highlights sheet (where appropriate)
<i>“Offer Shares”</i>	:	The 2,000,000 New Shares which are the subject of the Offer
<i>“Option(s)”</i>	:	The option(s) which may be granted pursuant to the Jumbo Employee Share Option Scheme
<i>“Option Shares”</i>	:	The new Shares which may be allotted and issued and/or transferred upon the exercise of the Options
<i>“PER”</i>	:	Price earnings ratio
<i>“Period Under Review”</i>	:	The financial period comprising FY2012, FY2013, FY2014 and 1H2015
<i>“Placement”</i>	:	The placement of the Placement Shares by the Joint Placement Agents on behalf of our Company for subscription at the Issue Price, subject to and on the terms and conditions set out in this Offer Document
<i>“Placement Shares”</i>	:	The 86,233,000 New Shares which are the subject of the Placement
<i>“PRC”</i>	:	People’s Republic of China
<i>“Relevant Period”</i>	:	FY2012, FY2013, FY2014, 1H2015 and the period commencing 1 April 2015 up to the Latest Practicable Date
<i>“Remuneration Committee”</i>	:	The remuneration committee of our Company as at the date of this Offer Document
<i>“Restructuring Exercise”</i>	:	The restructuring exercise implemented in connection with the Invitation, more fully described in the section entitled “Restructuring Exercise” of this Offer Document
<i>“Securities Account”</i>	:	The securities account maintained by a Depositor with CDP but does not include a securities sub-account
<i>“Securities and Futures Act” or “SFA”</i>	:	Securities and Futures Act, Chapter 289, of Singapore, as amended, supplemented or modified from time to time
<i>“Service Agreements”</i>	:	The service agreements dated 22 October 2015 entered into between our Company and our CEO and Executive Chairman, Mr. Ang Kiam Meng, and our Executive Directors, Mdm. Tan Yong Chuan, Jacqueline and Mrs. Christina Kong Chwee Huan, as described in the section entitled “Directors, Management and Staff - Service Agreements” of this Offer Document
<i>“Settlement Date”</i>	:	The date and time on which the New Shares are issued as settlement under the Invitation

DEFINITIONS

“SFR”	:	Securities and Futures (Offer of Investments) (Shares and Debentures) Regulations 2005, as amended, supplemented or modified from time to time
“SFRS”	:	Singapore Financial Reporting Standards
“SGXNET”	:	The corporate announcement system maintained by the SGX-ST for the submission of announcements by listed companies
“Shareholders”	:	Registered holders of Shares, except where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares mean the Depositors whose Securities Accounts are credited with Shares
“Shares”	:	The ordinary shares in the capital of our Company
“Substantial Shareholder”	:	A person who has an interest in our Shares of an aggregate of not less than 5.0% of the total votes attached to all our Shares
“Underwriting and Placement Agreement”	:	The underwriting and placement agreement dated 28 October 2015 entered into between our Company and the Joint Underwriters and Joint Placement Agents, pursuant to which, <i>inter alia</i> , the Joint Underwriters and Joint Placement Agents agreed to subscribe for and/or procure subscribers for the New Shares, details as described in the section entitled “Sponsorship, Underwriting and Placement Arrangements” of this Offer Document

Currencies, Units and Others

“AUD”	:	Australian dollars, the lawful currency of Australia
“CAD”	:	Canadian dollars, the lawful currency of Canada
“GBP”	:	British Pound Sterling, the lawful currency of the United Kingdom
“RMB”	:	The PRC Renminbi, the lawful currency of the PRC
“SGD” or “S\$” and “cent”	:	Singapore dollars and cents respectively, the lawful currency of Singapore
“sq ft”	:	Square feet
“N.A.”	:	Not applicable
“USD” or “US\$”	:	United States dollars, the lawful currency of the United States of America
“%” or “per cent”	:	Per centum or percentage

For the purposes of this Offer Document, the following person’s name in the second column below is also known by the name set out in the first column:

“Mr. Ang Hon Nam”	:	Mr. Ang Hon Nam @ Ng Nam Teck
“Mrs. Christina Kong Chwee Huan”	:	Mdm. Christina Ang Chwee Huan
“Mdm. Chan Hwee Eng”	:	Mdm. Chan Hwee Eng (being the administrator of the estate of Mr. Chua Seng Chong)

DEFINITIONS

The terms “associated company”, “associated entity”, “entity at risk”, “interested person”, “interested person transaction”, “related corporation”, “related entity”, “subsidiary” and “subsidiary entity” shall have the same meanings ascribed to them respectively in the SFA, the SFR, the Companies Act and/or the Catalist Rules, as the case may be.

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

Certain Chinese names and characters, such as those of PRC entities, properties, cities, governmental and regulatory departments, laws and regulations and notices, have been translated into English, solely for your convenience, and such translations should not be construed as representations that the English names actually represent the Chinese names and characters.

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 discrepancies in tables, graphs and/or charts included herein between the amounts listed 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 which precede them.

Any reference in this Offer Document, the Application Forms and the Electronic Applications to any statute or enactment is a reference to that statute or enactment for the time being amended, modified, supplemented or re-enacted. Any word defined in the Companies Act, the SFA, the SFR or the Catalist Rules and used in this Offer Document, the Application Forms and Electronic Applications shall, where applicable, or where the context so requires, have the meaning ascribed to it under the Companies Act, the SFA, the SFR and/or the Catalist Rules, as the case may be.

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

Any reference to a time or date in this Offer Document, the Application Forms and the Electronic Applications shall be a reference to Singapore time and date, unless otherwise stated.

The information on our website or any website directly or indirectly linking to such websites does not form part of this Offer Document and should not be relied on.

Any reference to “we”, “us”, “our” or other grammatical variations thereof in this Offer Document is a reference to our Company, our Group or any member of our Group as the context requires.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

All statements contained in this Offer Document, statements made in press releases and verbal statements that may be made by us, our Directors, Key Executive, employees or other persons acting on our behalf, that are not statements of historical fact, constitute “forward-looking statements”. You can identify some of these statements by forward-looking terms such as “anticipate”, “believe”, “could”, “estimate”, “expect”, “intend”, “may”, “plan”, “will” and “would” or similar words. However, 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:

- our revenue and profitability;
- our planned expansion;
- any expected growth;
- expected industry trends; and
- other matters discussed in this Offer Document regarding matters that are not historical facts,

are only predictions.

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

- changes in political, social and economic conditions and the regulatory environment in Singapore and the other countries in which we conduct our business;
- inability to realise our anticipated growth strategies and expected internal growth;
- changes in consumer preferences;
- changes in competitive conditions and our ability to compete under these conditions;
- changes in interest rates;
- changes in currency exchange rates;
- changes in the availability and prices of raw materials we need to operate our business;
- changes in our future capital needs and the availability of financing and capital to fund these needs;
- any other matters not yet known to us;
- other factors beyond our control; and
- the factors described in the section entitled “Risk Factors” of this Offer Document.

These factors are discussed in greater detail in this Offer Document, in particular, but not limited to, the discussions under the sections entitled “Risk Factors”, “Management’s Discussion and Analysis of Results of Operations and Financial Position” and “Prospects, Trends, Business Strategies and Future Plans” of this Offer Document.

All forward-looking statements made by or attributable to us, our Directors, Key Executive, employees or other persons acting on our behalf, and contained in this Offer Document are expressly qualified in their entirety by such factors. These forward-looking statements are applicable only as at the date of this Offer Document.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Given the risks and uncertainties that may cause our actual future results, performance or achievements to be materially different than expected, expressed or implied by the forward-looking statements in this Offer Document, we advise you not to place undue reliance on those statements. None of our Company, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents, our advisers or any other person, represents or warrants to you that our actual future results, performance or achievements will be as discussed in those statements.

The “Prospects” and “Trend Information” sections of this Offer Document as well as other parts of this Offer Document may (to the extent applicable) contain data, information, financial analysis, forecast, figures and statements (including marketing and industry data and forecasts that have been obtained from internal surveys, reports and studies, where appropriate, as well as market research, publicly available information and industry publications) which are forward-looking and based on certain assumptions and projections. Industry publications, surveys and forecasts generally state that the information they contain has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of such information. Neither we, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents, nor person(s) acting on our behalf have conducted an independent review or verified the accuracy or veracity of such data, information, financial analysis, forecast, figures and statements, assumptions and projections (the **“Experts’ Data”**). No representation is made by us, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents or our advisers or agents in respect of any of the Experts’ Data and neither we, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents nor our advisers or agents, take any responsibility for any of the Experts’ Data.

Our actual future results may differ materially from those anticipated in these forward-looking statements as a result of the risks faced by us. We, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents and our advisers and agents, 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 and/or circumstances for any reason, even if new information becomes available or other events occur in the future. We are, however, subject to the provisions of the Catalist Rules regarding corporate disclosure and the requirements of the Securities and Futures Act. In particular, pursuant to Section 241 of the Securities and Futures Act, if after this Offer Document is registered but before the close of the Invitation, we become aware of (a) a false or misleading statement or matter in this Offer Document; (b) an omission from this Offer Document of any information that should have been included in it under Section 243 of the Securities and Futures Act; or (c) a new circumstance that has arisen since this Offer Document was lodged and would have been required by Section 243 of the Securities and Futures Act to be included in this 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 acting as an agent on behalf of the Authority.

SELLING RESTRICTIONS

This Offer Document does not constitute an offer, solicitation or invitation to subscribe for the New 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 authorities of, any jurisdiction, except for the lodgment and/or registration 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 Sponsor and Issue Manager, and the Joint Underwriters and Joint Placement Agents to inform themselves about, and to observe and comply with, any such restrictions at their own expense and without liability to us, the Sponsor and Issue Manager or the Joint Underwriters and Joint Placement Agents. Persons to whom a copy of this Offer Document has been issued shall neither circulate to any other person, reproduce or otherwise distribute this Offer Document or any information in it for any purpose whatsoever nor permit or cause the same to occur.

DETAILS OF INVITATION

LISTING ON CATALIST

The Sponsor has made an application to the SGX-ST for permission to deal in, and for quotation of, all our existing issued Shares, the New Shares, the Cornerstone Shares, the Award Shares and the Option Shares on Catalist. Acceptance of applications will be conditional upon, *inter alia*, the issue of the New Shares and permission being granted by the SGX-ST to deal in, and for quotation of, all our existing issued Shares, the New Shares, the Cornerstone Shares, the Award Shares and the Option Shares on Catalist. Monies paid in respect of any application accepted will be returned to you, subject to applicable laws, without interest or any share of revenue or other benefit arising therefrom and at your own risk, if the said permission is not granted or for any other reason, and you will not have any claim whatsoever against us, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents or our advisers or agents.

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).

After the expiration of six (6) months from the date of registration of this Offer Document, no person shall make an offer of Shares, or allot, issue or sell any Shares, 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 Shares or the allotment, issue or sale of any Shares, on the basis of this Offer Document.

A copy of this Offer Document together with copies of the Application Forms have been lodged with and registered by the SGX-ST acting as agent on behalf of the Authority on 21 September 2015 and 28 October 2015 respectively. We have not lodged or registered this Offer Document in any other jurisdiction.

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 made, opinions expressed or reports contained in this Offer Document. The SGX-ST does not normally review the application for admission but relies on the Sponsor and Issue Manager confirming that the Company is suitable to be listed and complies with the Catalist Rules. Neither the Authority nor the SGX-ST has in any way considered the merits of our existing Shares, the New Shares, the Cornerstone Shares, the Award Shares or the Option 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, or requirements under the Catalist Rules, have been complied with.

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

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 Invitation and, if given or made, such information or representation must not be relied upon as having been authorised by us, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents or our advisers or agents. Neither the delivery of this Offer Document and the Application Forms nor any documents relating to the Invitation shall, under any circumstances, constitute a continuing representation or create any suggestion or

DETAILS OF INVITATION

implication that there has been no change, or development reasonably likely to involve a change, in our affairs, condition or prospects, or Shares, or in any 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 organising body or agency, our Company may lodge a supplementary or replacement offer document with the SGX-ST acting as agent on behalf of the Authority and make an announcement of the same to the SGX-ST and to the public, if required, and will comply with the requirements of the SFA, the Catalist Rules and/or any other requirements of the SGX-ST and/or the Authority. You should take note of any such announcement or supplementary or replacement offer document and, upon the release of such an announcement or supplementary or replacement offer document, 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 the future performance or policies of our Group.

No representation, warranty or covenant, express or implied, is made by us or the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents or any of our or their respective affiliates, directors, officers, employees, agents, representatives or advisers as to the accuracy or completeness of the information contained herein, and nothing contained in this Offer Document is, or shall, to the extent permitted by the SFA, be relied upon as a promise, representation or covenant by us, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents or any of our or their respective affiliates, directors, officers, employees, agents, representatives or advisers.

Neither our Company, our Directors, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents, nor any other party involved in the Invitation is making any representation to any person regarding the legality of an investment in our Shares by such person under any investment or other laws or regulations. No information in this Offer Document should be considered as being business, legal, financial or tax advice regarding an investment in our Shares. You, as a prospective investor, should consult your own professional or other advisers for business, legal, financial or tax advice regarding an investment in our Shares.

This Offer Document has been prepared solely for the purpose of the Invitation and may not be relied upon by any other person, other than by yourself in connection with your application for the New Shares, or for any other purpose. **This Offer Document does not constitute an offer, solicitation or invitation to subscribe for the New 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.**

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

- (a) a false or misleading statement in this Offer Document;
- (b) an omission from this Offer Document of any information that should have been included in it under Section 243 of the SFA, the SFR or the Catalist Rules; or
- (c) a new circumstance that has arisen since this Offer Document was lodged which would have been required by Section 243 of the SFA, the SFR or the Catalist Rules to be included in this 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 acting as agent on behalf of the Authority pursuant to Section 241 of the SFA.

In the event that a supplementary or replacement offer document is lodged, the Invitation shall be kept open for at least 14 days after the lodgment of such supplementary or replacement offer document.

DETAILS OF INVITATION

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

- (a) where the New Shares have not been issued and allotted to you as an applicant, our Company shall either:
 - (i) within two (2) days (excluding any Saturday, Sunday or public holiday) from the date of lodgment of the supplementary or replacement offer document, give you notice in writing on how to obtain, or arrange to receive, a copy of the supplementary or replacement offer document, as the case may be, and provide you with an option to withdraw your application and take all reasonable steps to make available within a reasonable period the supplementary or replacement offer document, as the case may be, to you if you have indicated that you wish to obtain, or have arranged to receive, a copy of the supplementary or replacement offer document;
 - (ii) within seven (7) days from the date of lodgment of the supplementary or replacement offer document, give you a copy of the supplementary or replacement offer document, as the case may be, and provide you with an option to withdraw your application; or
 - (iii) treat the application as withdrawn and cancelled, in which case the application shall be deemed to have been withdrawn and cancelled, and our Company shall, within seven (7) days from the date of lodgment of the supplementary or replacement offer document, return to you all monies paid in respect of any application; or
- (b) where the New Shares have already been issued and allotted to you but trading has not commenced, our Company shall, either:
 - (i) within two (2) days (excluding any Saturday, Sunday or public holiday) from the date of lodgment of the supplementary or replacement offer document, give you notice in writing on how to obtain, or arrange to receive, a copy of the supplementary or replacement offer document, as the case may be, and provide you with an option to return to our Company those New Shares which you do not wish to retain title in, and take all reasonable steps to make available within a reasonable period the supplementary or replacement offer document, as the case may be, to you if you have indicated that you wish to obtain, or have arranged to receive, a copy of the supplementary or replacement offer document;
 - (ii) within seven (7) days from the date of lodgment of the supplementary or replacement offer document give you a copy of the supplementary or replacement offer document, as the case may be, and provide you with an option to return to our Company the New Shares which you do not wish to retain title in; or
 - (iii) treat the issue of New Shares as void, in which case the issue and allotment shall be deemed void and our Company shall, within seven (7) days from the date of lodgment of the supplementary or replacement offer document, return to you all monies paid in respect of any application.

If you, as an applicant, have notified us within 14 days from the date of lodgment of the supplementary or replacement offer document of your wish to exercise your option under paragraphs (a)(i) or (ii) above to withdraw your application, our Company shall pay to you all monies paid by you on account of your application for the New Shares within seven (7) days from the receipt of such notification.

If you, as an applicant, wish to exercise your option under paragraphs (b)(i) or (b)(ii) above to return the New Shares issued and allotted to you, you shall within 14 days from the date of lodgment of the supplementary or replacement offer document, notify our Company of this and return all documents, if any, purporting to be evidence of title of those New Shares, whereupon our Company shall, within seven (7) days from the receipt of such notification and documents, if any, repurchase our Shares and pay to you all monies paid by you for the New Shares and the issue and allotment of New Shares shall be void.

DETAILS OF INVITATION

Pursuant to Section 242 of the SFA, the Authority may, in certain circumstances issue a stop order (the “**Stop Order**”) to our Company, directing that no New Shares or no further Shares to which this Offer Document relates, be allotted or issued. Such circumstances will include a situation where this Offer Document (i) contains a statement or matter, which in the opinion of the Authority is false or misleading; (ii) omits any information that should be included in accordance with the SFA; (iii) does not, in the opinion of the Authority, comply with the requirements of the SFA; or (iv) where the Authority is of the opinion that it is in the public interest to issue a Stop Order.

Where the Authority or the SGX-ST (acting as agent on behalf of the Authority) issues a Stop Order pursuant to Section 242 of the SFA and you have made an application to subscribe for the New Shares prior to the Stop Order, then:

- (a) in the case where the New Shares have not been issued and allotted to you, your application for the New Shares pursuant to the Invitation 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 you all monies which you have paid on account of your applications for the New Shares; or
- (b) in the case where the New Shares have been issued and allotted to you, the issue of the New Shares pursuant to the Invitation shall be deemed to be void pursuant to the SFA and our Company shall, within 14 days from the date of the Stop Order, pay to you all monies paid by you for the New Shares.

If our Company is required by applicable Singapore laws to cancel issued New Shares and repay application monies to you (including instances where a Stop Order is issued), subject to compliance with the Companies Act, our Company will purchase the New Shares at the Issue Price.

Where monies are to be returned to you for the New Shares, it shall be paid to you without any interest or share of revenue or other benefit arising therefrom and at your own risk and you will not have any claim against us, the Sponsor and Issue Manager or the Joint Underwriters and Joint Placement Agents.

The New Shares are offered for subscription solely on the basis of the information contained and representations made in this Offer Document.

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

United Overseas Bank Limited
80 Raffles Place #03-03
UOB Plaza 1
Singapore 048624

UOB Kay Hian Private Limited
8 Anthony Road
#01-01
Singapore 229957

and where available, from members of the Association of Banks in Singapore, members of the SGX-ST and merchant banks in Singapore.

An electronic copy of this Offer Document is also available on the SGX-ST website at <http://www.sgx.com>.

The Application List will open at 10:00 a.m. on 29 October 2015 and will remain open until 12:00 noon on 5 November 2015 or for such further period or periods as our Company may, in consultation with the Sponsor and Issue Manager, and the Joint Underwriters and Joint Placement Agents, in our absolute discretion, decide, subject to any limitation under all applicable laws. In the event a supplementary 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 lodgment of the supplementary or replacement offer document.

Details of the procedures for application to subscribe for the New Shares are set out in Annex H to this Offer Document.

DETAILS OF INVITATION

INDICATIVE TIMETABLE

The indicative timetable is set out below:

Indicative Time and Date	Event
10.00 a.m. on 29 October 2015	Application List opens
12.00 noon on 5 November 2015	Application List closes
6 November 2015	Balloting of applications, if necessary (in the event of over-subscription for the New Shares)
9.00 a.m. on 9 November 2015	Commence trading on a “ready” basis
13 November 2015	Settlement date for all trades done on “ready” basis

The above timetable is only indicative as it assumes that (i) the date of closing of the Application List will be 5 November 2015; (ii) the date of admission of our Company to Catalist will be 9 November 2015; (iii) the SGX-ST’s shareholding spread requirement will be complied with; and (iv) the New Shares will be issued and fully paid-up prior to 9.00 a.m. on 9 November 2015. **The actual date on which our Shares will commence trading on a “ready” basis will be announced when it is confirmed by the SGX-ST.**

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.

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

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

- (a) through a SGXNET announcement to be posted on the internet at the SGX-ST’s website at <http://www.sgx.com>; and
- (b) in a major Singapore English newspaper.

The results of the Invitation (including the level of subscription and the basis of allocation of the New Shares) will be provided as soon as practicable after the closure of the Application List through the channels in (a) and (b) above.

Our Company reserves the right to reject or accept, in whole or in part, or to scale down or ballot any application for the New Shares, without assigning any reason therefor, and no enquiry and/or correspondence on our Company’s decision will be entertained. In deciding the basis of allocation, due consideration will be given to, *inter alia*, the desirability of allotting the Shares to a reasonable number of applicants with a view to establish an adequate market for our Shares.

INVITATION SUMMARY

The information contained in this summary is derived from and should be read in conjunction with the full text of this Offer Document. As it is a summary, it does not contain all of the information that prospective investors should consider before investing in our Shares. Terms defined elsewhere in this Offer Document have the same meanings when used herein. Prospective investors should read the entire Offer Document carefully, in particular the matters set out in the section entitled “Risk Factors” and our financial statements and related notes in this Offer Document, before making an investment decision in our Shares.

OVERVIEW OF OUR GROUP

Our Group

Our Company was incorporated in Singapore on 4 February 2015 under the Companies Act as a private limited company under the name “Jumbo Group Pte. Ltd.”. We subsequently changed our name to “Jumbo Group Limited” on 22 October 2015 in connection with our conversion to a public company limited by shares.

Please refer to the section entitled “Group Structure” of this Offer Document for further details.

Our Business

Our Group is engaged in operating a network of F&B outlets which provide quality food and service at great value in a comfortable and friendly environment.

As at the Latest Practicable Date, our network of F&B outlets (including those of our associated companies and those under licensing arrangements) spans Singapore, the PRC and Japan.

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

OUR COMPETITIVE STRENGTHS

We believe our key competitive strengths are as follows:

- We have a dedicated and experienced management team and staff.
- We have implemented information technology systems for increased efficiency.
- We are a leading F&B establishment in Singapore.
- We have a large customer base.
- Our Central Kitchen and Research and Development Kitchen enable us to maintain the high quality of the dishes we serve, increase productivity and improve our food preparation process.

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

OUR BUSINESS STRATEGIES AND FUTURE PLANS

Our business strategies and future plans are as follows:

Establishing new outlets and refurbishing existing outlets

As at the Latest Practicable Date, we have a total of 14 outlets in Singapore and two (2) outlets in the PRC, under five (5) restaurant brands. We intend to leverage the strength of our various restaurant brands to expand our business by increasing the number of outlets in the PRC and Singapore under existing and/or new dining concepts to reach out to a wider customer base. In addition, we intend to refurbish and renovate our existing outlets to enhance our customers’ dining experiences.

INVITATION SUMMARY

Acquiring new premises, equipment and machinery for our corporate headquarters, Central Kitchen and Research and Development Kitchen

We intend to acquire or lease larger premises to accommodate our Central Kitchen and Research and Development Kitchen, as well as other corporate functions such as our administration, human resources, training and warehousing facilities, and acquire new equipment and machinery for our business and operations.

Expansion of our business through acquisitions, joint ventures or strategic alliances

We may expand our business, whether in Singapore or overseas, through acquisitions, joint ventures or strategic alliances with parties who can strengthen our market position and add value to our existing business, as well as enable us to expand into new businesses.

Please refer to the section entitled “Prospects, Trends, Business Strategies and Future Plans – Business Strategies and Future Plans” of this Offer Document for further details.

OUR FINANCIAL PERFORMANCE

You should read the following summary of our financial information in conjunction with the full text of this Offer Document, including the “Independent Auditors’ Report and the Audited Combined Financial Statements for the Financial Years Ended 30 September 2012, 2013 and 2014”, the “Independent Auditors’ Review Report and the Interim Condensed Unaudited Combined Financial Statements for the Six-Month Period Ended 31 March 2015” and the “Independent Auditors’ Report and the Compilation of the Unaudited Pro Forma Combined Financial Information for the Financial Year Ended 30 September 2014 and the Six-Month Period Ended 31 March 2015” set out in Annexes A, B and C of this Offer Document, respectively, and the section entitled “Management’s Discussion and Analysis of Results of Operations and Financial Position” of this Offer Document.

Selected items from the Combined Statements of Profit or Loss and Other Comprehensive Income

(S\$’000)	← Audited →			← Unaudited →			
	FY2012	FY2013	FY2014	Pro Forma	1H2014	1H2015	Pro Forma
				FY2014			1H2015
Revenue	87,665	97,624	112,404	112,404	55,805	62,174	62,174
Profit before tax	8,873	10,021	15,591	15,591	7,636	8,238	8,238
Profit for the year/period	7,651	9,546	13,778	13,778	7,205	7,003	7,003
Profit for the year/period attributable to owners of the Company	6,596	8,539	11,521	13,745	6,250	5,567	6,871
Pre-Invitation EPS (cents) ⁽¹⁾	1.4	1.8	2.4	2.9	1.3	1.2	1.4
Post-Invitation EPS (cents) ⁽²⁾	1.0	1.3	1.8	2.1	1.0	0.9	1.1

INVITATION SUMMARY

Selected items from the Combined Statements of Financial Position

(S\$'000)	Audited as at 30 September 2014	Unaudited		Pro Forma as at 31 March 2015
		Pro Forma as at 30 September 2014	As at 31 March 2015	
Non-current assets	13,419	13,419	14,196	14,196
Current assets	57,591	57,591	62,353	62,353
Non-current liabilities	969	969	887	887
Current liabilities	18,023	69,444	16,870	68,291
Total equity	52,018	597	58,792	7,371
NAV (after non-controlling interests and fellow co-operative venturers' interests)	47,109	(223)	51,826	5,798
NAV per Share (cents) ⁽³⁾	9.8	(0.05)	10.8	1.2

Notes:

- (1) For comparative purposes, our pre-Invitation EPS for the Period Under Review have been computed based on the profit for the year attributable to owners of the Company and our pre-Invitation share capital of 481,000,000 Shares.
- (2) For comparative purposes, our post-Invitation EPS for the Period Under Review have been computed based on the profit for the year attributable to owners of the Company and our post-Invitation share capital of 641,333,000 Shares.
- (3) The NAV per Share as at 30 September 2014 and 31 March 2015 have been computed based on our pre-Invitation share capital of 481,000,000 Shares.

WHERE YOU CAN FIND US

Our registered office is located at 7 Kaki Bukit Road 1, #05-01/02, Singapore 415937. Our telephone number is +65 6265 8626 and our facsimile number is +65 6749 4955. Our Company Registration Number is 201503401Z. Our internet address is www.jumbogroup.sg. Information contained in our website does not constitute part of this Offer Document.

THE INVITATION

Invitation Size	:	88,233,000 New Shares by way of Offer and Placement. The New Shares, upon issue and allotment, will rank <i>pari passu</i> in all respects with the existing issued Shares.
Issue Price	:	S\$0.25 for each New Share.
The Invitation	:	The Invitation comprises an invitation by our Company to the public in Singapore to subscribe for the 88,233,000 New Shares at the Issue Price, subject to and on the terms and conditions of this Offer Document.
The Offer	:	The Offer comprises the invitation by our Company to the public in Singapore to subscribe for the 2,000,000 Offer Shares at the Issue Price, subject to and on the terms and conditions of this Offer Document. In the event that any of the Offer Shares are not taken up, they will be made available to satisfy excess applications for the Placement Shares.
The Placement	:	The Placement comprises a placement of 86,233,000 Placement Shares at the Issue Price, subject to and on the terms and conditions of this Offer Document. In the event that any of the Placement Shares are not taken up, they will be made available to satisfy excess applications for the Offer Shares.
Cornerstone Tranche	:	Concurrently but separate from the Invitation, each of the Cornerstone Investors has entered into a Cornerstone Subscription Agreement with our Company to subscribe for an aggregate of 72,100,000 Cornerstone Shares at the Issue Price, conditional upon, <i>inter alia</i> , the Underwriting and Placement Agreement and Management and Sponsorship Agreement having been entered into and not having been terminated on or prior to the Settlement Date. The Cornerstone Shares will in aggregate constitute approximately 11.2% of our post-Invitation share capital.
Purpose of the Invitation	:	Our Directors consider that the listing of our Company and quotation of our Shares on Catalist will enhance our public image both locally and overseas and enable us to tap the capital markets to fund our business growth. It will also provide members of the public, our employees, business associates and those who have contributed to our success to-date with an opportunity to participate in the equity of our Company. The Invitation will also enlarge our capital base for continued expansion of our business. Please refer to the section entitled “Use of Proceeds and Listing Expenses” of this Offer Document for further details.
Listing Status	:	Prior to the Invitation, there has been no public market for our Shares. Our Shares will be quoted in Singapore Dollars on Catalist, subject to admission of our Company to Catalist and permission for dealing in and quotation of our existing issued Shares, the New Shares, the Cornerstone Shares, the Award Shares and the Option Shares being granted by the SGX-ST and the Authority or the SGX-ST (acting as agent on behalf of the Authority) not issuing a Stop Order.
Risk Factors	:	Investing in our Shares involves risks which are described in the section entitled “Risk Factors” of this Offer Document.

INVITATION STATISTICS

Issue Price	S\$0.25

NAV

The NAV per Share based on the unaudited pro forma combined statement of financial position of our Group as at 31 March 2015:

(a) before adjusting for the estimated net proceeds from the issue of the Cornerstone Shares and the New Shares and based on the pre-Invitation share capital of 481,000,000 Shares	1.2 cents
(b) after adjusting for the estimated net proceeds from the issue of the Cornerstone Shares and the New Shares and based on the post-Invitation share capital of 641,333,000 Shares	6.8 cents

Premium of Issue Price over the pro forma NAV per Share:

• before adjusting for the estimated net proceeds from the issue of the Cornerstone Shares and the New Shares and based on the pre-Invitation share capital of 481,000,000 Shares	1,983.3%
• after adjusting for the estimated net proceeds from the issue of the Cornerstone Shares and the New Shares and based on the post-Invitation share capital of 641,333,000 Shares	267.6%

EPS

Pro forma EPS based on the unaudited pro forma combined statement of profit or loss and other comprehensive income of our Group for FY2014 and our Company's pre-Invitation share capital of 481,000,000 Shares	2.9 cents

Pro forma EPS based on the unaudited pro forma combined statement of profit or loss and other comprehensive income of our Group for FY2014 and our Company's pre-Invitation share capital of 481,000,000 Shares, assuming that the Service Agreements had been in place from the beginning of FY2014	2.7 cents

PER

PER based on the Issue Price, the pro forma EPS for FY2014 and our Company's pre-Invitation share capital of 481,000,000 Shares	8.6 times

PER based on the Issue Price, the pro forma EPS for FY2014 and our Company's pre-Invitation share capital of 481,000,000 Shares, assuming that the Service Agreements had been in place from the beginning of FY2014	9.3 times

Net Operating Cash Flow per Share⁽¹⁾

Historical net operating cash flow per Share of our Group for FY2014 based on our Company's pre-Invitation share capital of 481,000,000 Shares	3.4 cents

Historical net operating cash flow per Share of our Group for FY2014 based on our Company's pre-Invitation share capital of 481,000,000 Shares, assuming that the Service Agreements had been in place from the beginning of FY2014	3.2 cents

Note:

- (1) Net operating cash flow is defined as net cash from operating activities as referred to in the "Independent Auditors' Report and the Audited Combined Financial Statements for the Financial Years ended 30 September 2012, 2013 and 2014" as set out in Annex A to this Offer Document.

INVITATION STATISTICS

Ratio of Issue Price To Net Operating Cash Flow per Share

Issue Price to historical net operating cash flow per Share based on our Company's pre-Invitation share capital of 481,000,000 Shares	7.4 times

Issue Price to historical net operating cash flow per Share based on our Company's pre-Invitation share capital of 481,000,000 Shares, assuming that the Service Agreements had been in place from the beginning of FY2014	7.8 times

Market Capitalisation

Market capitalisation based on our Company's post-Invitation share capital of 641,333,000 Shares and the Issue Price	S\$160.3 million

RISK FACTORS

An investment in our Shares involves risks. Prospective investors should carefully consider and evaluate each of the following considerations and all other information in this Offer Document before deciding to invest in our Shares. The following section describes some of the significant risks known to us now that could directly or indirectly affect us and the value or trading price of our Shares. The following section does not state risks unknown to us now but which could occur in future and risks which we currently believe to be immaterial, which could turn out to be material. Should these risks occur and/or turn out to be material, they could materially and adversely affect our business, financial condition, results of operations and prospects. To the best of our Directors' knowledge and belief, the risk factors that are material to investors in making an informed judgment have been set out below. If any of the following considerations and uncertainties develops into actual events, our business, financial condition, results of operations and prospects could be materially and adversely affected. In such cases, the trading price of our Shares could decline and investors may lose all or part of their investment in our Shares.

This Offer Document also contains forward-looking statements having direct and/or indirect implications on our future performance. Investors should also consider the information provided below in connection with the forward-looking statements in this Offer Document and the warning regarding forward-looking statements at the beginning of this Offer Document. Our actual results may differ materially from those anticipated by these forward-looking statements due to certain factors, including the risks and uncertainties faced by us, as described below and elsewhere in this Offer Document.

RISKS RELATING TO OUR INDUSTRY AND BUSINESS

We are subject to regulatory requirements for our operations

As at the Latest Practicable Date, our network of F&B outlets (including those of our associated companies and those under licensing arrangements) spans Singapore, the PRC and Japan.

Our business in Singapore is subject to various laws, rules and regulations, including but not limited to the Environmental Public Health Act and the Sale of Food Act. We are also required to comply with the regulations and policies of relevant authorities, such as the National Environment Agency. Our business and operations in the PRC, and the business in Japan in which we have invested, are subject to the laws and regulations in the PRC and Japan respectively. Please refer to the section entitled "General Information of Our Group – Government Regulations" of this Offer Document for further details of these laws and regulations.

If there are changes to applicable laws, regulations or policies in Singapore, the PRC or Japan, we may be required to comply with further and/or stricter requirements, which may restrict or hamper our business or operations or result in higher operating costs. If we are unable to pass on any increased operating costs to our customers, our business, operations and financial performance may be adversely affected. In addition, there can be no assurance that we will continue to be able to comply with the requirements of new applicable laws, regulations and policies in Singapore, the PRC and/or Japan.

Regulatory licences and/or exemptions ("**Licences**") are required for the operation of the outlets in Singapore, the PRC and Japan. Certain Licences are granted for fixed periods of time and need to be renewed upon expiry. There can be no assurance that our Licences will be processed and/or issued in time or at all. In addition, Licences are generally subject to conditions stipulated in the Licences, and/or applicable laws, rules and regulations.

If we are found to be in breach of any applicable laws, rules, regulations or conditions, the relevant government or regulatory authority may take action against us, such as issuing warnings, imposing penalties, suspending the Licences, reducing the term of the Licences, imposing additional conditions or restrictions and/or revoking the Licences. Any failure to obtain, maintain or renew any of the Licences may materially and adversely affect our business, operations and financial performance.

RISK FACTORS

We lease premises for our outlets and there is no certainty that we will be able to lease new premises or renew existing leases on terms acceptable to us or at all

As at the Latest Practicable Date, we leased all of the premises for our outlets. Operating lease expenses form a significant component of our total operating expenses. For FY2012, FY2013, FY2014 and 1H2015, rental costs accounted for 14.1%, 15.3%, 15.4% and 15.3% of our total operating costs respectively. Please refer to the section entitled “Management’s Discussion and Analysis of Results of Operations and Financial Position” of this Offer Document for more details.

In recent years, property prices and rental-related expenses in Singapore have increased significantly, particularly for properties in prime locations. Based on our experience, premises in good locations that are suitable for our outlets are scarce and frequently in high demand.

Most of our existing leases have tenures not exceeding three (3) years. We generally commence negotiations with a landlord about six (6) months prior to expiry of the lease. During the negotiation process, a landlord may revise the terms and conditions of the lease, and we may face the possibility of an increase in rent, or not being able to renew the lease on terms and conditions acceptable to us or at all.

Further, certain of our existing leases include provisions that are not favourable to our Group. For instance, certain of our leases provide that the landlord may terminate the lease before expiry, if, *inter alia*, the landlord decides to change the use of the leased premises. If this occurs, our business and operations will be disrupted and we will incur time and expenses in sourcing for and renovating new premises.

In addition, if our landlords fail to comply with requisite laws, rules and regulations, our leases may be affected, which may, *inter alia*, disrupt our business and operations. For example, as at the Latest Practicable Date, certain of our leases in relation to our *Jumbo Seafood* outlets located at (i) iAPM, Xuhui District, Shanghai, the PRC; (ii) Raffles City, Huangpu District, Shanghai, the PRC; and (iii) Shanghai IFC Tower, Pudong New Area, Shanghai, the PRC (which is slated for opening in January 2016), have not been registered by the respective landlords. Grandall (Shanghai), our Company’s Legal Advisers on PRC Law, has confirmed that the unregistered leases nonetheless constitute valid and legally binding contracts between the Group and the respective landlords, and that they remain enforceable against third party tenant(s) (if any) who have not legally occupied the leased properties. However, the unregistered leases are not enforceable against bona fide third party purchasers of the leased properties (if any), and we may also be at risk of being fined by the relevant governmental authorities for the non-registration of these leases. Accordingly, our leases may be affected and/or unenforceable against third parties, and our business and operations may be subject to disruption.

If we are unable to lease new premises or renew existing leases on terms acceptable to us or at all, or if our leases are prematurely terminated, our business, operations and financial performance may be materially and adversely affected.

We are dependent on key management personnel for our continued success and growth

Our Group’s success to-date is attributable to the contributions and expertise of our key management personnel, who each have valuable and extensive experience and knowledge of our industry. In particular, our CEO and Executive Chairman, Mr. Ang Kiam Meng, our Executive Director, Mdm. Tan Yong Chuan, Jacqueline, and our Executive Director, Mrs. Christina Kong Chwee Huan, have been instrumental in formulating our business strategies and spearheading the growth of our business and operations. Our continued success and growth will depend, to a large extent, on our ability to retain the services of our Executive Directors. The loss of services of any key management personnel without suitable and timely replacements may materially and adversely affect our business, prospects and financial performance.

Further, in the event that we need to increase employee compensation levels substantially to attract and/or retain any key management personnel, our costs may increase and our financial performance may be materially and adversely affected.

RISK FACTORS

We rely on skilled and experienced personnel and we are subject to labour and immigration laws and policies that govern the employment of foreign workers

Our business is labour-intensive, and we rely on skilled and experienced personnel for our restaurant operations. Qualified individuals with requisite skills are in short supply within the F&B industry. In particular, experienced and skilled master chefs are scarce and competition for these personnel is intense.

We have established a reputation as one of the leading F&B establishments in Singapore. We believe we have achieved this through consistently providing our customers with quality food and service. Our ability to do so depends to a large extent on suitable personnel staffing our operations. If we are unable to employ sufficient staff, or our personnel do not fulfil their roles despite the training provided by our Group or if we experience a high turnover of skilled and experienced personnel without suitable and timely replacements, the quality of our food and/or service may decline, and our business and financial performance may be materially and adversely affected.

Further, competition for qualified employees may result in us having to pay higher wages to attract and retain our employees, which may result in higher labour costs and materially and adversely affect our financial performance.

We also employ a significant number of foreigners, and are subject to applicable laws, rules and regulations. As at 31 March 2015, approximately 300 of our employees (including both full-time and part-time employees) were foreigners.

Any changes in applicable laws, regulations or policies of Singapore or those of the foreigners' countries of origin may result in labour shortages and/or increase our operating costs. For instance, the availability of foreign employees in Singapore is regulated by the Ministry of Manpower ("MOM") through policy instruments such as the imposition of levies and quotas, known as dependency ratio ceilings, being the percentage of foreign employees permitted in a company's total workforce. We are susceptible to any increase in such levies and any changes in the supply and/or quota of foreign employees that we are permitted to hire. As a result of these measures, our costs of hiring foreign employees may increase. We may also be entitled to hire fewer foreign employees in Singapore and could potentially face difficulties in identifying alternative sources of foreign employees with the same or lower costs. In addition, we are vulnerable to changes in the availability and costs of hiring employees from other countries. If our labour costs increase substantially or if we are unable to retain our foreign employees or hire new employees on terms acceptable to us or at all, our business, operations and financial performance may be materially and adversely affected.

We are also required to comply with the conditions stipulated in work permits issued to our foreign workers, and may be liable if we contravene such conditions. In 1999, *inter alia*, JSPL and Jumbo F&B Services (then known as Jumbo Jurong Restaurant Pte. Ltd.) were fined for employing workers who did not have valid work permits. Please refer to the section entitled "General and Statutory Information" of this Offer Document for more details. If we contravene the conditions stipulated in the work permits issued to our foreign workers, such contravention may result in a statutory penalty, a curtailment in our foreign workers' quota and/or a ban by the MOM on our applications and renewals of work permits for foreign workers. Such an event may result in the disruption of our operations and/or an increase in our labour costs, which may materially and adversely affect our business and financial performance.

Several of our sole-proprietorships are held by a single subsidiary

Some of our outlets in Singapore are owned and/or operated through sole-proprietorships. Please refer to the section entitled "Group Structure" of this Offer Document for more details. Our subsidiary, Jumbo Group of Restaurants, holds 10 of the sole-proprietorships which own and/or operate these outlets and one (1) sole-proprietorship which remains dormant. Accordingly, Jumbo Group of Restaurants is liable without limit for all the debts and obligations of these sole-proprietorships. A potential claimant would be able to enforce a claim against a single sole-proprietorship and against all of the assets of Jumbo Group of Restaurants. If such an event occurs, our business, financial performance and results of operations may be materially and adversely affected.

RISK FACTORS

We may be affected by disease outbreaks

Any outbreak of diseases or viruses in livestock or food scares in the region or around the world, such as the avian influenza H7N9 virus (also known as “bird flu”) or bovine spongiform encephalopathy (also known as “mad cow disease”), may materially and adversely affect our business and financial performance.

A loss in consumer confidence concerning any particular ingredient may lead to a reduction in consumption of the affected type of meat or food, and force us to reduce or eliminate the use of that ingredient in our outlets. Certain ingredients from particular countries may be restricted or banned by the government in Singapore or elsewhere, and scarcity of supplies may lead to price increases for those ingredients, thereby affecting our ability to serve certain dishes at our outlets. Consumer sentiments may also be adversely affected, and consumers may be less willing to dine out or patronise F&B outlets. Further, if any of our employees in any of our outlets or Central Kitchen shows symptoms or becomes infected, we may be required to shut down the relevant outlet or our Central Kitchen. In the event that any of these events occur, our business, operations and financial performance may be materially and adversely affected.

We face food contamination and tampering risks, and may be exposed to negative publicity, customer complaints and potential litigation

Food contamination and tampering is a risk inherent to F&B operations. Our ingredients are mainly fresh seafood, meat and vegetables, which are procured from various suppliers. Fresh ingredients are highly perishable and susceptible to contamination and tampering if not properly stored or packed. They may also be contaminated during the food preparation process as a result of lapses in food handling hygiene or cleanliness of our outlets or Central Kitchen. Contaminated ingredients may result in customers falling ill and may give rise to bad publicity, and we may be ordered by the relevant authorities to suspend or cease all or part of our business operations, which will materially and adversely affect our business and financial performance.

We may also be adversely affected by negative publicity or health concerns about certain food groups. For example, concerns over allergies caused by seafood or shellfish consumption or potential accumulation of mercury or other carcinogens in seafood, may result in consumers avoiding these ingredients, which may adversely affect our business and financial performance.

Our outlets may also be subject to consumer complaints or allegations regarding food or service quality. Bad publicity, whether merited or otherwise, may materially and adversely affect our business and financial performance. Further, if customer complaints engender legal claims, our Group would have to divert management resources and expend costs, thereby further affecting our business and financial performance. There is no assurance that material litigation will not be brought against us in future. Any loss, liability or expense incurred pursuant to such claims may adversely affect our financial position and results of operations.

We are dependent on our Central Kitchen for the preparation of sauces, marinades and semi-finished food products

Our Central Kitchen prepares our sauces and marinades, processes certain fresh food ingredients and prepares semi-finished food products which are supplied to our outlets. We also store supplies which are purchased centrally, at our Central Kitchen. Please refer to the section entitled “General Information of Our Group - Production Capacity and Facility” of this Offer Document for more details.

Incidents such as fire or power failures may disrupt operations at our Central Kitchen and damage our stored supplies. We may be unable to prepare sauces and marinades or complete other processes required for our F&B operations. Such disruptions will materially and adversely affect our business and financial performance. While we maintain insurance policies covering certain losses, including property all risks insurance, public liability insurance and fire insurance, there can be no assurance that our insurance coverage will be sufficient to cover all of our losses in all events.

RISK FACTORS

We depend on the strength of our reputation, brands and intellectual property

We believe that we have established a reputation as one of the leading F&B establishments in Singapore, and our brands are widely recognised by consumers. Consumer perception of our brands depends on various factors, such as the quality of our food and service, the image (which generally refers to the physical condition, ambience and cleanliness of the outlet) and reputation of our outlets and our communication activities, including advertising, public relations and marketing. If our brand image deteriorates or our marketing and other activities are less effective than expected, our business and financial performance may be materially and adversely affected.

We believe that our trademarks have significant value and are important to our brand-building efforts and the marketing of our dining concepts. We have registered or applied to register trademarks for our *Jumbo Seafood*, *JPOT* and *Ng Ah Sio Bak Kut Teh* brands in countries in which we have a presence or intend to establish a presence, including Singapore and the PRC. Please refer to the section entitled “General Information of Our Group – Intellectual Property” of this Offer Document for further details of our trademarks.

As we have not registered our trademarks in all jurisdictions, if any third party uses our trademarks, or registers identical or similar trademarks in jurisdictions other than Singapore and the PRC, this may create barriers to entry for our Group in future. Further, our competitors may adopt trade or service names similar to ours notwithstanding that our trademarks have been registered or are pending registration. Unauthorised use of our brands, trademarks or variants thereof may harm our reputation, and if any of our trademarks is infringed, challenged, revoked or we are unable to succeed in legal proceedings to enforce our intellectual property rights at a reasonable cost or at all, our business, prospects and financial performance may be materially and adversely affected.

In connection with our joint venture arrangement regarding the *Singapore Seafood Republic* outlets in Japan, we granted a licence in respect of one of our *Jumbo Seafood* trademarks to an associated company, SRPL, which in turn granted a sub-licence to SSR Japan and our Japanese joint venture partner, MRS, for use in connection with the *Singapore Seafood Republic* outlets in Japan. SSR Japan is a partnership between SRPL and MRS. As at the Latest Practicable Date, there are four (4) *Singapore Seafood Republic* restaurants in Japan, located in Tokyo (Shinagawa, Ginza and Gotanda) and Osaka (Umeda), one (1) of which is owned and operated by SSR Japan while the remaining three (3) are owned and operated by MRS. Any negative publicity affecting the *Jumbo Seafood* brand or image in Japan may adversely affect the value of our investments in SRPL, our business in Singapore and the PRC, and our financial performance. In addition, the sub-licence granted by SRPL to MRS is presently not documented in writing. In the event that MRS does not pay the agreed licence fees in respect of the three (3) outlets in Tokyo (Ginza and Gotanda) and Osaka (Umeda) owned and operated by MRS, SRPL may not be able to enforce its rights against MRS in respect of such licence fees. If we are not able to enforce our claim for such licence fees from MRS, this may diminish our share in profits of SRPL. Our share in profits of SRPL represented less than 1.0% of our Group's total profit before tax in each of FY2012, FY2013, FY2014 and 1H2015.

We may be adversely affected by a shortage of ingredients and are susceptible to increases in the cost of ingredients

We purchase key ingredients such as seafood, meats and vegetables on a daily basis from our approved suppliers to ensure the freshness of these ingredients. As such, we are highly dependent on a consistent and sufficient supply of ingredients that meet our quality standards. If our suppliers are unable to supply us with sufficient key ingredients which meet our stringent quality standards, this may result in disruptions to our business and operations which may in turn materially adversely affect our business and financial performance.

RISK FACTORS

The supply and prices of ingredients are subject to various factors beyond our control, including climate, seasonality, exchange rates and applicable laws, rules, regulations and policies in relation to the sales and/or import of these key ingredients. There can be no assurance that we will be able to anticipate decreases in supply and/or increases in ingredient costs, or secure alternative ingredient supplies that comply with our stringent standards. If we are unable to procure sufficient supplies of key ingredients or pass on increased costs to our customers, our business and financial performance may be adversely affected.

Our business may fluctuate due to seasonality and certain major events

We typically experience higher business volumes during holiday seasons such as Chinese New Year, and special occasions such as Mother's Day and Father's Day, as our customers tend to hold more gatherings for families, friends, business associates and corporate events during such periods of time. We may also experience increased business volumes in certain months of the year, such as in July and August, due to higher tourist arrivals in Singapore. As a result of such fluctuations in our business, comparisons of our financial performance for particular periods of time may not be an accurate indicator of our future performance.

Our insurance coverage may not be adequate

We maintain insurance coverage for our material assets and operations, including all risks insurance for our properties and insurance for, *inter alia*, interruption of our Group's operations. However, we do not or are not able to obtain insurance in respect of losses arising from certain operating risks such as acts of terrorism. Please refer to the section entitled "General Information of Our Group – Insurance" of this Offer Document for further details of our insurance coverage.

Our insurance policies may not be sufficient to cover all of our losses in all events. The occurrence of certain incidents, including fraud, confiscation by investigating authorities or misconduct committed by our employees or third parties, severe weather conditions, earthquakes, fire, war, flooding and power outages may not be covered adequately, if at all, by our insurance policies.

If our losses exceed the insurance coverage or are not covered by our insurance policies, we may be liable to bear such losses. Our insurance premiums may also increase substantially due to claims made. In such circumstances, our financial results will be materially and adversely affected.

We face intense competition and may not be able to maintain our competitiveness

The F&B industry is highly competitive, and barriers to entry are low. We face competition from a large and diverse group of restaurant chains and individual restaurants in the markets where we have a presence. Many of our competitors are well-established in the markets in which we operate, and may have substantially greater financial, marketing and other resources than us. Further, new competitors may enter the market, resulting in increased competition. We compete based on factors such as location, quality, price, customer service, ambience and overall dining experience. While we strive to differentiate our outlets in terms of dining concepts, pricing and designs, we are aware that there are other F&B establishments that offer similar dining concepts and pricing. As pricing and branding are significant factors for restaurants offering similar dining concepts and quality of food, our competitors may engage in price competition or heavy promotions to attract customers. We may respond by increasing our advertising and promotions initiatives, which may increase our costs. In the event that we are not able to compete successfully against our competitors or adapt to market conditions, our business and financial performance may be materially and adversely affected.

Our continued success and growth will depend on our ability to expand and manage our network of outlets

We intend to establish more outlets in Singapore and the PRC, as part of our growth strategy. Please refer to the section entitled "Prospects, Trends, Business Strategies and Future Plans – Business Strategies and Future Plans" of this Offer Document for more details.

RISK FACTORS

Our expansion plans will require us to, *inter alia*, secure additional suitable premises and will entail substantial working capital and capital expenditure. We will also require Licences for each of our new outlets, and there can be no assurance that such Licences will be processed or granted on a timely basis or at all.

Our new outlets may not achieve expected profitability or break even for a prolonged period of time or at all, due to various factors, such as the effectiveness of our business and marketing strategies or other factors beyond our control, such as global and local economic conditions, market sentiment and market competition.

In the event that revenue generated by our new outlets is lower than expected, the costs associated with such new outlets are higher than expected, and/or we are unable to effectively manage the increased requirements of our expanded network of outlets, we may be unable to recover our investment and/or suffer losses. If any of these events occur, our financial performance may be materially and adversely affected.

Pilferage and theft by our employees or outsiders will harm our financial performance, reputation and branding

Cash sales and food items in our outlets are handled by our employees. We have implemented various cash management systems and adopted cash and inventory handling policies, as well as security measures for our outlets and our Central Kitchen, but there can be no assurance that lapses in internal controls will not occur. We may not be able to prevent pilferage, misappropriation or theft by employees or outsiders. In the event that such pilferage, misappropriation or theft occurs, our business, financial performance and reputation may be adversely affected.

We may be subject to disruptions in our IT systems

We rely on our information technology (“IT”) systems for our operations and the timely exchange of business information within our Group. These systems are critical to our business operations. For example, we use an interactive ordering system in some of our outlets to process requests and orders from our customers. There can be no assurance that our IT systems will operate without interruption or will not malfunction. We are in the process of implementing an enterprise resource planning (“ERP”) system to integrate and upgrade our existing IT systems. The implementation of an ERP system is a complex project and involves risks associated with, *inter alia*, data migration and network configuration. Although we have disaster recovery policies and procedures and back-up systems in place, there can be no assurance that these systems will be adequate to support our operations in the event of a prolonged breakdown of our primary system, or that our back-up systems will not break down simultaneously with our primary system. Any breakdown for an extended period of time, or other failure of our IT systems due to, *inter alia*, security breaches, viruses, hacking or damage to the hardware or software systems may cause disruptions or cessations of our business and/or lead to loss of confidential information. This may negatively affect customer satisfaction and/or cause us to incur costs in reimbursing third parties, which may materially and adversely affect our reputation, business and financial performance.

Our overseas operations and investments may be affected by changes in the legal, economic and political conditions of the PRC and Japan

We currently operate two (2) *Jumbo Seafood* outlets in Shanghai, the PRC, through a joint venture with Together Inc. Pte. Ltd. (a wholly-owned subsidiary of Breadtalk Group Limited) and have signed a lease for a third *Jumbo Seafood* outlet in Shanghai, the PRC. We also hold investments in one (1), and are paid licensing fees in relation to four (4), *Singapore Seafood Republic* outlets in Japan, located in Tokyo (Shinagawa, Ginza, and Gotanda) and Osaka (Umeda), through our associated company. The business and operations of these outlets in the PRC and Japan are subject to the laws and regulations in the PRC and Japan respectively. Any changes to the political and economic conditions, policies, tax laws or changes in interpretation of the applicable PRC or Japanese laws may materially and adversely affect our business, financial performance, results of operations and/or investment returns.

RISK FACTORS

We are exposed to risks associated with joint ventures with other parties

We have entered, and may continue to enter, into joint ventures with other parties as part of our Group's growth and expansion plans. We are currently engaged in joint ventures with other F&B groups in respect of certain outlets, namely, the *Jumbo Seafood* outlets in the PRC, the *Singapore Seafood Republic* outlets in Japan and Singapore, the *Yoshimaru Ramen Bar* and a *Slappy Cakes* outlet in Singapore.

The success of these joint ventures may be significantly affected by our partners and our relationships with our partners. Our partners may have economic or business interests or goals that are not entirely aligned with ours, take or omit actions contrary to our policies or objectives, experience financial difficulties, be unable or unwilling to fulfill their obligations under the joint venture agreements or arrangements, and/or engage in disputes with other parties, including us. We may not be able to control or direct the business or operations of the joint ventures alone, and may require our partners' consent and cooperation for certain decisions. For example, unanimous shareholders' approval is required for, *inter alia*, the distribution of dividends by the joint venture company which operates the *Jumbo Seafood* outlets in Shanghai, the PRC. Further, (i) the development agreement in respect of SSR Japan, which operates a *Singapore Seafood Republic* outlet in Japan, located in Tokyo (Shinagawa), has a term of five (5) years, and is renewable only at the option of our Japanese partner, MRS; and (ii) the partnership agreement in respect of SSR Japan, which expires on 31 December 2016, does not have an express provision for renewal. We may not always agree with our partners' decisions regarding the strategy, business or operations of the joint ventures, and we may not be able to resolve disagreements, if any, in a manner acceptable to us, or at all.

In the event that our joint ventures experience difficulties or do not perform as expected, we may have to make provisions for or write-off the value of our investments, and our financial performance may be materially and adversely affected.

Our Group's interests in a sole-proprietorship and a subsidiary are only accounted for as minority stakes

Pursuant to a management services agreement signed with an associated company, SRPL, our Group registered a sole-proprietorship, Yoshimaru Ramen Bar, to manage the operations of the *Yoshimaru Ramen Bar* outlet on behalf of SRPL, and is entitled to a management fee based on the *Yoshimaru Ramen Bar* outlet's turnover each month. As such, although Yoshimaru Ramen Bar is a sole-proprietorship registered by our Group, our interest in Yoshimaru Ramen Bar is accounted for as 20.0%, instead of 100.0%, of Yoshimaru Ramen Bar, by virtue of our Group's shareholding in SRPL, for the purposes of presenting our Group's combined financial statements. As the sole proprietor of Yoshimaru Ramen Bar, we may be exposed to initial and/or primary liabilities or losses (if any) incurred by Yoshimaru Ramen Bar, although we do not enjoy the full extent of the profits yielded by Yoshimaru Ramen Bar.

Similarly, our Group incorporated a subsidiary, SSR Sentosa, for the purpose of owning and operating the *Singapore Seafood Republic* outlet in Resorts World Sentosa, Singapore. Pursuant to a management services agreement entered into with SSR Singapore and SSR Sentosa, we provide management services and are entitled to a management fee based on the *Singapore Seafood Republic* outlet's turnover each month. The working capital for SSR Sentosa to fund its business and operations was provided by SSR Singapore in the form of a loan. Pursuant to the loan agreement, SSR Singapore has a contractual right to control SSR Sentosa's financial and operating policies. As such, although SSR Sentosa is a wholly-owned subsidiary of our Company, our effective interest in SSR Sentosa is accounted for as 27.0% (instead of 100.0%), by virtue of our Group's shareholdings in SSR Singapore, for the purposes of presenting our Group's combined financial statements. As the sole shareholder of SSR Sentosa, we may be exposed to initial and/or primary liabilities or losses (if any) incurred by SSR Sentosa, although we do not enjoy the full extent of the profits yielded by SSR Sentosa.

Please see the section entitled "General Information of Our Group – Joint Ventures and Licensing Arrangements" in this Offer Document for more details.

RISK FACTORS

Our expansion plans may be subject to restrictions as a result of our joint venture arrangements

We have agreed to observe certain restrictions as part of our joint venture arrangements.

Pursuant to a licence agreement in respect of JBT F&B Management (Shanghai) (a joint venture with a subsidiary of Breadtalk Group Limited through which we currently operate two (2) *Jumbo Seafood* outlets in Shanghai, the PRC), we agreed to grant JBT F&B Management (Shanghai) an exclusive licence to use our intellectual property in certain regions in the PRC in connection with the promotion and operations of seafood restaurants for a period of 10 years.

In addition, pursuant to a shareholders' agreement in respect of SRPL, each of the shareholders of SRPL, including our Group, agreed to first offer to SSR Japan any opportunity to manage and operate a Singapore-style seafood restaurant in Japan.

Further, under the terms of the agreement pursuant to which SSR Singapore shall fund the operations of the *Singapore Seafood Republic* outlet in Singapore to be managed by our Group's subsidiary, SSR Sentosa, we agreed to obtain the consent of SSR Singapore prior to, *inter alia*, undertaking corporate actions including mergers and takeovers involving SSR Sentosa.

In the event that we are required to obtain our partners' consents for the opening of new outlets or for other expansion plans and we are unable to obtain such consents in a timely manner or at all, we may be unable to capitalise on opportunities fully or at all, and our business, operations and prospects will be materially and adversely affected.

We may be affected by unfavourable exchange rate fluctuations

Our Group has transactional currency exposure arising from sales or purchases that are denominated in a currency other than the respective functional currencies of the entities within our Group, being SGD and RMB. We currently do not have a formal policy with respect to our foreign exchange transactions and have not undertaken any hedging activities as our revenue and expenses in foreign currencies are still relatively small (less than 10.0%) compared to our Group's overall revenue and expenses during the Period Under Review. To the extent that our revenue, purchases and operating costs are not sufficiently matched in the same currency and to the extent that there are timing differences between receipt and payment, our Group will be exposed to any adverse fluctuation in exchange rates. Any restrictions over the conversion or timing of conversion of foreign currencies may also expose our Group to adverse fluctuations in exchange rates. As a result, our Group's earnings may be adversely affected.

In addition, as our reporting currency is in SGD, the financial results of our foreign subsidiaries must be translated to SGD for consolidation purposes. As such, any material fluctuations in foreign exchange rates may result in translation losses on consolidation, and be recorded as translation deficits as part of our Shareholders' equity. Please refer to the section entitled "Management's Discussion and Analysis of Results of Operations and Financial Position" of this Offer Document for further information.

Foreign exchange controls in the PRC may limit our ability to use our revenue effectively and to receive dividends and payments from entities domiciled in the PRC, including our subsidiaries, JBT F&B Management (Shanghai) and Jumbo F&B Services (Shanghai)

Our PRC subsidiaries JBT F&B Management (Shanghai) and Jumbo F&B Services (Shanghai) are subject to PRC laws, rules and regulations, including PRC regulations promulgated by SAFE which, *inter alia*, regulate the conversion of RMB into foreign currencies and *vice versa*.

With effect from 1 June 2015, Foreign Investment Enterprises must register with certain banks, instead of with SAFE, to operate foreign currency accounts. Certain currency transactions including profit distributions, interest payments and expenditures from trade-related transactions, are not subject to SAFE's prior approval.

RISK FACTORS

Further, Wholly Foreign-owned Enterprises (“WFOEs”) are currently required to allocate at least 10.0% of post-tax profits to a reserve fund each year, until such accumulated funds equal 50.0% of the WFOE’s registered capital. A WFOE may not distribute dividends until losses (if any) of previous years have been made up.

In addition, transfers of funds from our Group to our PRC subsidiaries via debt or equity methods may be subject to registration with or approval by the relevant PRC authorities. Such limitations may impede our ability to respond to changing market conditions or provide funding to our PRC subsidiaries in a timely manner or at all.

Restrictions on the ability of our PRC subsidiaries to pay dividends to our Group could materially and adversely affect our ability to grow and/or make investments or acquisitions. Distributions by our PRC subsidiaries in other forms may be subject to taxes, government approvals or other restrictions.

In the event that the PRC government imposes further restrictions or requirements on the conversion of RMB for repatriation as dividends overseas or other foreign exchange controls, our Group may be materially and adversely affected.

Our business may be affected by macroeconomic factors and other factors beyond our control

Our business may be affected by macroeconomic factors, such as general economic conditions, market sentiment and consumer confidence, particularly in Singapore. Various factors may influence these macroeconomic conditions, including without limitation, unemployment rates and real disposable income, inflation, recession, stock market performance, the interest rate environment, the availability of consumer credit, and regulatory (including fiscal and other governmental policies), social or political changes, all of which are beyond our control. Any adverse macroeconomic conditions may lead consumers to becoming more budget conscious and price sensitive, which will result in a decrease in discretionary consumer spending.

Our business and operations may also be materially and adversely affected by unforeseeable circumstances and other factors such as changes in consumer preferences, power outages, labour disputes, severe weather conditions and natural or other catastrophes, which may disrupt our operations and cause loss and damage to our outlets, and terrorist attacks or other acts of violence, which may materially and adversely affect the global financial markets and business and consumer confidence.

If any of these events occur, our business, financial performance and results of operations may be materially and adversely affected.

RISKS RELATING TO INVESTMENT IN OUR SHARES

Our Controlling Shareholders, JBO and Mr. Ang Hon Nam, will retain significant control over our Group after the Invitation, which will allow them to influence the outcome of matters submitted to Shareholders for approval

Upon the completion of the Invitation, our Controlling Shareholders, JBO and Mr. Ang Hon Nam, will own an aggregate of approximately 57.9% of our post-Invitation share capital. As a result, they will be able to exercise significant influence over matters requiring Shareholders’ approval, including the election of directors and the approval of significant corporate transactions. They will also effectively have veto power with respect to any Shareholders’ action or approval requiring a majority vote except where they are required by the Catalist Rules or other applicable regulations to abstain from voting. Such concentration of ownership may also have the effect of delaying, preventing or deterring a takeover or change in control of our Group even if it may benefit the Shareholders.

RISK FACTORS

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

We have made an application for our Shares to be listed for quotation on Catalist, a listing platform designed primarily for fast-growing and emerging or smaller companies. In general, an investment in securities quoted on Catalist may carry a higher risk, as compared to an investment in securities quoted on the Main Board of the SGX-ST. There is no assurance that an active or liquid trading market for our Shares will develop or be sustained after the Invitation.

Pursuant to the Catalist Rules, we are required to, *inter alia*, retain a sponsor at all times after our admission to Catalist. In particular, unless approved by the SGX-ST, the Sponsor must act as our continuing sponsor for at least three (3) years after the admission of our Company to Catalist. Following the expiration of the three-year period, there is no assurance that the Sponsor will continue to act as our sponsor or that we will be able to find a new sponsor. In the event that we do not have a sponsor for more than three (3) continuous months, we may be removed from the Official List of SGX-ST.

Our Company's Share price may be adversely affected by future sale of our Shares

Any future sale or issuance or availability of our Shares in the public market can have a downward pressure on our Share price. The sale of a significant amount of our Shares in the public market after the Invitation, or the perception that such sales may occur, may materially and adversely affect the market price of our Shares. These factors also affect our ability to sell additional equity securities. Except as otherwise described under the section entitled "Shareholders – Moratorium" of this Offer Document and subject to all applicable laws and regulations, there will be no restriction on the ability of our Shareholders to sell their Shares either on the SGX-ST or otherwise. Our share price may decline if certain Shareholders sell their Shares upon expiry of their moratorium periods.

There has been no prior market for our Shares, and the Invitation may not result in an active or liquid market for our Shares

Prior to the Invitation, there has been no public market for our Shares. Therefore, we cannot assure investors that an active public market will develop or be sustained after the Invitation. The Issue Price was arrived at after consultation between our Company, the Sponsor and Issue Manager, and the Joint Underwriters and Joint Placement Agents, after taking into consideration, *inter alia*, prevailing market conditions and estimated market demand for the New Shares. The Issue Price may not be indicative of the prices that may prevail in the trading market after the Invitation. Investors may not be able to sell their Shares at or above the Issue Price.

Our Share price may fluctuate following the Invitation

The market price of our Shares may be highly volatile and could fluctuate significantly and rapidly in response to, *inter alia*, the following factors, some of which are beyond our control:

- (a) fluctuations in stock market prices and volume;
- (b) variations of our operating results;
- (c) success or failure of our management team in implementing business and growth strategies;
- (d) changes in securities analysts' recommendations, perceptions or estimates of our financial performance;
- (e) changes in conditions affecting the industry, the general economic conditions or stock market sentiments or other events or factors;
- (f) announcements by our competitors or ourselves of the gain or loss of significant acquisitions, strategic partnerships, joint ventures or capital commitments;

RISK FACTORS

- (g) changes in market valuations and share prices of companies with similar businesses to our Group that may be listed in Singapore or elsewhere;
- (h) appointments or departures of key personnel;
- (i) involvement in litigation or arbitration proceedings; and/or
- (j) material changes or uncertainty in the political, economic and regulatory environment in Singapore.

For these reasons, among others, our Shares may trade at prices that are higher or lower than the NAV per Share. In addition, our Shares are not capital-safe products and there is no guarantee that investors of our Shares can realise a higher amount or even the principal amount of their investments.

We may require additional funding for our future growth

In view of the fast-changing business requirements and market conditions, certain business opportunities that may increase our revenue may arise from time to time and we may be required to expand our capabilities and business through acquisitions, joint ventures, strategic partnerships or alliances with parties who can add value to our business. Funding for expansion, if raised through the issuance of equity or securities convertible into equity, may result in a dilution of our Shareholders' equity, particularly if issued at a discount to the then prevailing market price of our Shares. If we fail to use the new equity to generate a commensurate increase in earnings, our EPS may be diluted, and this could lead to a decrease in our Share price.

Alternatively, if our funding requirements are met by way of additional debt financing, we may have restrictions placed on us through such debt financing arrangements which may, *inter alia*:

- (a) limit our ability to pay dividends or require us to seek consent for the payment of dividends;
- (b) increase our vulnerability to general adverse economic and industry conditions;
- (c) limit our ability to pursue our growth plans;
- (d) require us to dedicate a substantial portion of our cash flow from our operations to payment of our debt, thereby reducing the availability of our cash flow to fund other capital expenditure, working capital requirements and other general corporate purposes; and/or
- (e) limit our flexibility in planning for, or reacting to, changes in our business and our industry.

Our Share price may be adversely affected by negative publicity relating to our Group or any of our Directors, Key Executive, Controlling Shareholders or Substantial Shareholders

Any negative publicity or announcement relating to our Group, any of our Directors, Key Executive, Controlling Shareholders or Substantial Shareholders may adversely affect the stock market's perception of our Company, whether or not this is justified. Some examples are unsuccessful attempts in joint ventures, takeovers or involvement in litigation.

Investors may not be able to participate in future issues of our Shares

In the event that we issue new Shares, we will be under no obligation to offer those Shares to our existing Shareholders at the time of issue, except where we elect to conduct a rights issue. However, in electing to conduct a rights issue or certain other equity issues, we may be subject to regulations as to the procedure to be followed in making such rights offering available to our existing Shareholders or in disposing of such rights for the benefit of such Shareholders and making the net proceeds available to them. We may choose not to offer the rights or other equity issues to our Shareholders or investors having an address outside Singapore. Accordingly, overseas Shareholders or investors may be unable to participate in future offerings of our Shares and may experience dilution of their shareholdings as such.

RISK FACTORS

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

Our Issue Price of 25.0 cents per Share is substantially higher than our NAV per Share of 6.8 cents based on the post-Invitation issued and paid-up share capital adjusted for the net proceeds from the issue of New Shares and Cornerstone Shares. If we were liquidated immediately following the Invitation, each investor subscribing for the New Shares would receive less than the price he paid for the Shares. Please refer to the section entitled “Dilution” of this Offer Document for further details.

We may not be able to pay dividends in the future

Our ability to declare dividends to our Shareholders in the future is dependent on, *inter alia*, our future financial performance, distributable reserves and cash flows. This may be affected by numerous factors including but not limited to general economic conditions, market sentiment, market competition and the success of our future plans and business strategies, many of which are beyond our control. As such, there is no assurance that we will be able to pay dividends to our Shareholders.

USE OF PROCEEDS AND LISTING EXPENSES

Net proceeds from the Invitation and the Cornerstone Tranche

The estimated net proceeds to be raised by our Company from the Invitation and the Cornerstone Tranche (“**Net Proceeds**”), after deducting the estimated expenses in relation to the Invitation of approximately S\$2.6 million, will be approximately S\$37.5 million.

Use of the Net Proceeds

We intend to utilise the Net Proceeds as follows:

Purpose	Estimated amount (S\$'000)	Amount allocated for each dollar of the proceeds raised by our Company from the issuance of the New Shares and the Cornerstone Shares (cents)
Establish new outlets and refurbish existing outlets	12,000	29.9
Acquire new premises, equipment and machinery	11,500	28.7
Working capital and general corporate purposes	14,000	34.9
Invitation expenses⁽¹⁾		
Listing fees	43	0.1
Professional fees	1,465	3.7
Underwriting commission, placement commission and brokerage ⁽²⁾	684	1.7
Miscellaneous	391	1.0
	40,083	100.0

Notes:

- (1) Of the total estimated listing expenses of approximately S\$2.6 million, approximately S\$1.2 million will be capitalised against share capital and the balance of the estimated listing expenses will be charged to profit or loss.
- (2) Pursuant to the Underwriting and Placement Agreement, the Joint Underwriters agreed to underwrite the Offer Shares for a commission of 2.9% of the Issue Price for each Offer Share subscribed and the Joint Placement Agents agreed to subscribe or procure the subscription of the Placement Shares for a commission of 2.9% of the Issue Price for each Placement Share.

Please see the section entitled “Prospects, Trends, Business Strategies and Future Plans” of this Offer Document for more details on the future plans of our Group.

Pending the deployment of the Net Proceeds as aforesaid, the Net Proceeds will be used for investment(s) in short-term deposits, money market instruments or debt instruments and/or used for our Group’s working capital requirements as our Directors may in their absolute discretion deem appropriate.

The foregoing represents our reasonable estimate of our allocation of the Net Proceeds based on our current plans and reasonable estimates regarding our anticipated expenditures. Actual expenditures may vary from these estimates and we may find it necessary or advisable to re-allocate our Net Proceeds within the categories described above or to use portions of the Net Proceeds for other purposes. In the event that any part of our proposed uses of the Net Proceeds does not materialise or proceed as planned, our Directors will evaluate the situation and may re-allocate our Net Proceeds for other purposes, and/or hold such funds on short-term deposits for so long as our Directors deem it to be in the interest of our Company and Shareholders, taken as a whole. Any change in the use of the Net Proceeds will be subject to the Catalist Rules and appropriate announcements will be made by our Company on SGXNET.

USE OF PROCEEDS AND LISTING EXPENSES

As part of its terms of reference, our Audit Committee will monitor our use of the Net Proceeds. We will disclose material disbursements of proceeds from the New Shares and the Cornerstone Shares via SGXNET and provide a status update on the use of proceeds in our annual report.

Save as disclosed in this Offer Document, none of the Net Proceeds will be used, directly or indirectly, to acquire or refinance the acquisition of an asset other than in the ordinary course of business. None of the Net Proceeds will be used to discharge, reduce or retire any indebtedness of our Group.

In the reasonable opinion of our Directors, no minimum amount must be raised from the issuance of the New Shares and the Cornerstone Shares.

SPONSORSHIP, UNDERWRITING AND PLACEMENT ARRANGEMENTS

Pursuant to the Management and Sponsorship Agreement, our Company has appointed UOB as the Sponsor and Issue Manager to sponsor and manage the Invitation. UOB will receive a fee from our Company for such services rendered in connection with the Invitation.

Pursuant to the Underwriting and Placement Agreement, our Company has appointed UOB and UOBKH:

- (a) as the Joint Underwriters to underwrite the Offer Shares for a commission of 2.9% of the Issue Price for each Offer Share, payable by our Company. The Joint Underwriters may, at their absolute discretion, appoint one or more sub-underwriters to underwrite the Offer Shares; and
- (b) as the Joint Placement Agents to subscribe and/or procure subscribers for the Placement Shares for a placement commission of 2.9% of the Issue Price for each Placement Share, payable by our Company. The Joint Placement Agents may, at their absolute discretion, appoint one or more sub-placement agents for the Placement Shares.

Subscribers for the Placement Shares may be required to pay a brokerage fee of up to 1.0% of the Issue Price (and the prevailing GST, if applicable) to the Joint Placement Agents or any sub-placement agent(s) that may be appointed by the Joint Placement Agents.

Save as aforesaid, no commission, discount or brokerage, has been paid or other special terms granted by our Company within the two (2) years preceding the date of this Offer Document, 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.

The Sponsor and Issue Manager may in their absolute discretion, by notice in writing to our Company, rescind or terminate the Management and Sponsorship Agreement if, at any time prior to the date and time of the commencement of trading of our Shares on Catalist, *inter alia*:

- (a) there shall come to the knowledge of the Sponsor and Issue Manager, any breach by our Company of any of the representations, warranties, covenants or undertakings given by our Company contained in the Management and Sponsorship Agreement or that any of the representations, warranties, covenants or undertakings by our Company in the Management and Sponsorship Agreement is untrue or incorrect;
- (b) any occurrence of a "specified event" comes to the knowledge of the Sponsor and Issue Manager, and "specified event" means an event occurring on or after the date of the Management and Sponsorship Agreement and prior to the date of commencement of trading of the Shares on the Catalist which, if it had occurred before the date of the Management and Sponsorship Agreement, would have rendered any of the representations, warranties and undertakings contained in the Management and Sponsorship Agreement, untrue, incorrect or misleading in any material respect;
- (c) there shall have been, since the date of the Management and Sponsorship Agreement:
 - (i) any material adverse change, or any development or event involving a prospective material adverse change, in the condition (financial or otherwise), performance or general affairs of our Company and/or its subsidiaries;
 - (ii) any introduction or prospective introduction of or any change or prospective change in any applicable legislation, regulation, order, policy, rule, guideline or directive (whether or not having the force of law and including, without limitation, any directive or request issued by ACRA, the Authority, the Securities Industry Council of Singapore, the SGX-ST or any other relevant authority) in Singapore or elsewhere that has or is reasonably expected to have a material adverse effect or prospective material adverse effect on the condition, performance, general affairs, prospects, future plans and trends, of any of the companies within our Group, financial or otherwise, other than as disclosed in the preliminary offer document and/or the Offer Document;

SPONSORSHIP, UNDERWRITING AND PLACEMENT ARRANGEMENTS

- (iii) any material adverse change, fluctuations, or any development involving a prospective material adverse change, or any crisis in local, national, regional or international financial (including, without limitation, to the conditions in the stock market, foreign exchange market, inter-bank market or interest rates or money market in Singapore or any other jurisdiction), political, industrial, economic, legal or monetary conditions, taxation or exchange controls (including without limitation, the imposition of any moratorium, suspension or restriction on trading in securities generally on the SGX-ST due to exceptional financial circumstances or otherwise, adverse changes in foreign exchange controls in Singapore and overseas) or any combination of any such changes or developments or crisis, or any deterioration of any such conditions;
- (iv) any imminent threat or occurrence of any local, national, regional or international outbreak or escalation of hostilities, insurrection, terrorist attacks or armed conflict whether or not war has been declared or not, or any riot, uprising against constituted authority, civil commotion, disorder, rebellion, insurrection, military or usurped power or any natural catastrophe or other acts of God (whether or not involving financial markets in any jurisdiction);
- (v) the issue of a Stop Order by the Authority (in accordance with Section 242 of the SFA), the SGX-ST (acting as agent on behalf of the Authority)(to the extent applicable), or any other competent authority, notwithstanding that a supplementary or replacement offer document is subsequently lodged with the SGX-ST (acting as agent on behalf of the Authority) pursuant to Section 241 of the SFA;
- (vi) any regional or local outbreak of disease that may have a material adverse effect on the financial markets; or
- (vii) any other occurrence of any nature whatsoever, which event or events shall in the reasonable opinion of the Sponsor and Issue Manager:
 - (A) result or be likely to result in a material adverse fluctuation or adverse conditions in the stock market in Singapore or overseas;
 - (B) be likely to materially prejudice the success of the Invitation (whether in the primary market or in respect of dealings in the secondary market);
 - (C) make it impracticable, inadvisable, inexpedient or uncommercial to proceed with any of the transactions contemplated under the Management and Sponsorship Agreement;
 - (D) be likely to have a material adverse effect on the business, trading position, operations or prospects of the Company or of our Group;
 - (E) be such that no reasonable sponsor or issue manager would have entered into the Management and Sponsorship Agreement;
 - (F) result or be likely to result in the issue of a Stop Order by the Authority (pursuant to the SFA), the SGX-ST (acting as agent on behalf of the Authority), or any other competent authority; or
 - (G) make it uncommercial or otherwise contrary to or outside the usual commercial practices of sponsors or issue managers in Singapore for the Sponsor and Issue Manager to observe or perform or be obliged to observe or perform the terms of the Management and Sponsorship Agreement;
- (d) if it comes to the notice of the Sponsor and Issue Manager that (i) any statement contained in this Offer Document or the Application Forms which, in the reasonable opinion of the Sponsor and Issue Manager, has become untrue, incorrect or misleading in any material respect; or (ii) circumstances or matters have arisen or have been discovered, which would, if this Offer Document was to be issued at that time, constitute, in the opinion of the Sponsor and

SPONSORSHIP, UNDERWRITING AND PLACEMENT ARRANGEMENTS

Issue Manager, a material omission of such information, and our Company fails to lodge a supplementary or replacement offer document within a reasonable time after being notified of such material misrepresentation or omission or fails to promptly take such steps, as the Sponsor and Issue Manager may reasonably require, to inform investors of the lodgment of such supplementary or replacement offer document. In such event, the Sponsor and Issue Manager reserves the right, at its absolute discretion, to inform the SGX-ST and the Authority (to the extent applicable) and to cancel the Invitation and any application monies received will be refunded (without interest or any share of revenue or other benefit arising therefrom) to the applicants for the New Shares by ordinary post or telegraphic transfer at the applicants' own risk within 14 days of the termination of the Invitation; or

- (e) there shall come to the knowledge of the Sponsor and Issue Manager any information, matter or event which may result or be likely to result in the issue of a stop order by the Authority (in accordance with Section 242 of the SFA), the SGX-ST (acting as agent on behalf of the Authority)(to the extent applicable), or any other competent authority, notwithstanding that a supplementary or replacement offer document is subsequently registered with the SGX-ST (acting as agent on behalf of the Authority) pursuant to Section 241 of the SFA.

Pursuant to the Management and Sponsorship Agreement and the Underwriting and Placement Agreement, our Company will hold the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents or each of the sub-underwriter(s) or sub-placement agent(s), and the affiliates, associated companies and related companies and corporations of the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents or each of the sub-underwriter(s) or sub-placement agent(s), as well as their respective directors, employees and agents (including the directors and employees of such agents) ("**Indemnified Persons**") fully and effectively indemnified against all liabilities, costs and expenses arising out of any claim brought or threatened to be brought against any of them in relation to the Invitation and the listing of the Company on Catalist (whether or not such claim is successful, compromised or settled) for whatever reasons, including but not limited to:

- (a) any failure by our Company or any companies within our Group to comply with any requirements of any statute or statutory regulation, governmental or ministerial order or decree, or decision or circular of the SGX-ST (including the Catalist Rules) or any other authority (including without limitation to the foregoing, any directive or order by the Authority or the SGX-ST pursuant to the SFA and the Catalist Rules);
- (b) the preliminary offer document or the Offer Document not containing all information required pursuant to Section 243 of the SFA or material in the context of the Invitation, or any statement contained therein or in any information which is otherwise supplied by our Company to the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents in connection with the Invitation or the listing of the Company on Catalist being untrue, incorrect or misleading;
- (c) any actual or alleged misrepresentation or in connection with any actual or alleged material inaccuracies in, or actual or alleged material omission in the preliminary offer document and/or Offer Document;
- (d) any actual or alleged material breach of our Company of any representations and warranties or any obligations of the Company as contained in the Management and Sponsorship Agreement and the Underwriting and Placement Agreement, respectively;
- (e) any failure or delay by our Company in performing the obligations in the Management and Sponsorship Agreement or the Underwriting and Placement Agreement; or
- (f) any exercise by the Indemnified Persons of any of the rights and authorities granted to them under the Management and Sponsorship Agreement or the Underwriting and Placement Agreement,

SPONSORSHIP, UNDERWRITING AND PLACEMENT ARRANGEMENTS

including in any such case (but without prejudice to the generality of the foregoing) all costs, charges and expenses which the Indemnified Persons incur or bear in disputing any such claim made against any of them or in establishing any claim on their part under the foregoing provisions, in each case except in relation to any claim, action or proceeding which may be incurred or suffered or brought against any of the Indemnified Persons arising from the wilful default, fraud or gross negligence by any of the Indemnified Persons. For the avoidance of doubt, the indemnity contained in:

- (a) the Management and Sponsorship Agreement is without prejudice to the right of termination of the Sponsor and Issue Manager under the Management and Sponsorship Agreement; and
- (b) the Underwriting and Placement Agreement is without prejudice to the right of termination of the Joint Underwriters and Joint Placement Agents under the Underwriting and Placement Agreement.

The Management and Sponsorship Agreement and the Underwriting and Placement Agreement are conditional upon each agreement not being determined or rescinded pursuant to the provisions of the respective agreement or on the occurrence of certain events including those specified above.

In the event of any termination of the Management and Sponsorship Agreement or the Underwriting and Placement Agreement, our Company reserves the right to cancel the Invitation in our absolute discretion.

Other than the Management and Sponsorship Agreement and the Underwriting and Placement Agreement, and save as disclosed in this Offer Document, we do not have any material relationship with the Sponsor and Issue Manager or the Joint Underwriters and Joint Placement Agents.

CAPITALISATION AND INDEBTEDNESS

The following table shows the cash and cash equivalents as well as the capitalisation and indebtedness of our Group as at 31 July 2015, based on the management accounts of our Group as at 31 July 2015 and as adjusted for the net proceeds from the Invitation and the Cornerstone Tranche.

You should read this table in conjunction with the “Independent Auditors’ Report and the Audited Combined Financial Statements for the Financial Years Ended 30 September, 2012, 2013 and 2014” as set out in Annex A to this Offer Document, the “Independent Auditors’ Review Report and the Interim Condensed Unaudited Combined Financial Statements for the Six-Month Period Ended 31 March 2015” as set out in Annex B to this Offer Document, the “Independent Auditors’ Report and the Compilation of the Unaudited Pro Forma Combined Financial Information for the Financial Year Ended 30 September 2014 and the Six-Month Period Ended 31 March 2015” as set out in Annex C to this Offer Document, and the section entitled “Management’s Discussion and Analysis of Results of Operations and Financial Position” of this Offer Document.

	As at 31 July 2015 (S\$’000)	As adjusted for the Net Proceeds (S\$’000)
Cash and cash equivalents	58,381	95,881 ⁽¹⁾
INDEBTEDNESS		
Current		
Secured and guaranteed	110	110
Secured and non-guaranteed	60	60
Unsecured and guaranteed	–	–
Unsecured and non-guaranteed	–	–
Non-current		
Secured and guaranteed	602	602
Secured and non-guaranteed	85	85
Unsecured and guaranteed	–	–
Unsecured and non-guaranteed	–	–
Total Indebtedness	857	857
Total Shareholders’ equity and reserves	62,200	99,700
Total capitalisation and indebtedness	63,057	100,557

Note:

- (1) This amount has not been adjusted to take into account an aggregate of approximately S\$51.7 million of interim dividends to be declared by our subsidiaries. Please refer to the sections entitled “Dividend Policy” and “Restructuring Exercise” of this Offer Document for further details.

There were no material changes to our capitalisation and indebtedness from 1 August 2015 to the Latest Practicable Date, save for scheduled monthly repayments on our bank borrowings, changes in our working capital and reserves arising from our day-to-day operations in the ordinary course of business.

CAPITALISATION AND INDEBTEDNESS

Bank Borrowings

As at 31 July 2015, our bank borrowings (utilised and unutilised) were as follows:

Type of facilities	Amount of facilities granted (S\$'000)	Amount owing (S\$'000)	Amount unutilised (S\$'000)	Interest rate	Maturity profile
Hire purchase facility	328	145	—	1.88% per annum	60 months (repayable by December 2017)
Commercial property loan	712	712	—	0.88% per annum over the bank's prevailing three-month Cost of Funds ("COF") for the first year; 1.28% per annum over the bank's prevailing three-month COF for the second year; 3.00% per annum over the bank's prevailing three-month COF for the third year; thereafter, 0.75% per annum over the bank's Commercial Financing Rate	7 years 6 months (repayable by June 2022)
Money market loan ⁽¹⁾	10,000	—	10,000	1.75% per annum over the bank's COF or 1.75% per annum over the applicable SWAP Offer Rate as determined by the bank on the day of transaction, whichever is the higher, or at such other rate at the sole discretion of the bank	Revolving

Note:

- (1) Available for drawdown after the admission of our Company to the Catalist. The amount available under this facility will be reduced to S\$7.5 million after one (1) year and further reduced to S\$5.0 million after two (2) years from the date of admission of our Company to Catalist.

The above credit facilities are secured by: (i) mortgage over our leasehold property located at 7 Kaki Bukit Road 1, #05-07, Singapore 415937; and (ii) corporate guarantee by our Company. Our hire purchase facility is secured against the motor vehicle.

To the best of our Directors' knowledge, we are not in breach of any term, condition or covenant associated with any bank borrowing, hire purchase or finance lease which could materially affect our financial position and results of business operations, or the investments of our Shareholders.

CAPITALISATION AND INDEBTEDNESS

Pursuant to Rule 728 of the Catalist Rules, JBO and Mr. Ang Hon Nam, the Controlling Shareholders of our Group, have provided undertakings to our Company that they will, *inter alia*, notify our Company, as soon as they become aware of any security that is created over their Shares (“**Share Pledge Arrangement**”), any event of default under such Share Pledge Arrangement or any potential enforcement of such security over their Shares, and of any event which may result in a breach of our Group’s loan provisions which make reference to their shareholding interests as Controlling Shareholders of our Group. Upon notification by the Controlling Shareholders, our Company will make the necessary announcement(s) in compliance with the said rule.

In the event that any Group company enters into a loan agreement or issues debt securities that contain a condition making reference to shareholding interests of any Controlling Shareholder, or places a restriction on any change in control of our Group, and the breach of this condition or restriction will cause a default in respect of the loan agreement or debt securities, significantly affecting the operations of our Group, we will immediately announce the details of the condition(s) in accordance with Rule 704(33) of the Catalist Rules, making reference to the shareholding interests of such Controlling Shareholder or restriction(s) placed on any change in control of our Company and the aggregate level of these facilities that may be affected by a breach of such condition or restriction.

Other indebtedness

Save as disclosed above and in the sections entitled “Management’s Discussion and Analysis of Results of Operations and Financial Position - Liquidity and Capital Resources” and “General Information of our Group – Joint Ventures and Licensing Arrangements” of this Offer Document as at the Latest Practicable Date, we have no other borrowings or indebtedness in the nature of borrowings including bank overdrafts and liabilities under acceptance (other than normal trading bills) or acceptance credits, mortgages, charges, hire purchase commitments, guarantees or other material contingent liabilities.

DIVIDEND POLICY

Past Dividends

Since incorporation, our Company has not declared any dividends.

Our Group has declared and paid dividends of S\$1.4 million, S\$1.9 million, S\$1.5 million and S\$1.0 million in FY2012, FY2013, FY2014 and 1H2015 respectively.

On 19 October 2015, our subsidiaries declared an aggregate of approximately S\$51.7 million in conditional interim dividends, which shall be paid within five (5) business days of the date our Company is admitted to Catalist and trading in our Shares commence. Please refer to the section entitled “Restructuring Exercise” of this Offer Document and the “Independent Auditors’ Report and the Compilation of the Unaudited Pro Forma Combined Financial Information for the Financial Year Ended 30 September 2014 and the Six-Month Period Ended 31 March 2015” as set out in Annex C to this Offer Document for more details.

Save as disclosed above, no dividends have been declared by our Company or our subsidiaries during the Period Under Review.

Dividend Policy

We currently do not have a fixed dividend policy. Any declaration and payment of dividends in the future will depend on, *inter alia*, our Group’s operating results, financial conditions, cash flows, expected future earnings, capital expenditure programme(s) and investment plans, the terms of our borrowing arrangements (if any) and other factors deemed relevant by our Directors. There can be no assurance that dividends will be paid in the future or of the amount or timing of any dividends that will be paid in the future.

Any final dividend paid by us must be approved by an ordinary resolution of our Shareholders at a general meeting and must not exceed the amount recommended by our Board of Directors. Our Directors may, without the approval of our Shareholders, also declare an interim dividend. All dividends will be paid in accordance with the Companies Act.

Payment of cash dividends and distributions, if any, will be made in Singapore dollars to CDP on behalf of Shareholders who maintain, either directly or through Depository Agents, Securities Accounts with CDP.

Subject to the above, our Directors intend to recommend and distribute dividends of not less than 30.0% of our net profits attributable to our Shareholders in each of FY2016 and FY2017 (“**Proposed Dividend**”). However, investors should note that all the foregoing statements, including the statements on the Proposed Dividend, are merely statements of our present intention and do not constitute a legally binding obligation on the part of our Company in respect of the payment of any dividends, which may be subject to modification (including any reduction or non-declaration thereof) in our Directors’ sole and absolute discretion.

The amount of dividends declared and paid by us should not be taken to be an indication of the dividends payable in the future. No inference should or can be made from any of the foregoing statements as to our actual profitability or our ability to pay dividends in the future or any of the periods discussed.

Please refer to Annex J to this Offer Document for information relating to Singapore taxes payable on dividends.

DILUTION

Dilution is the amount by which the Issue Price paid by the new investors for the New Shares (“**New Investors**”) exceeds our NAV per Share after the Cornerstone Tranche and the Invitation.

The unaudited pro forma NAV per Share of our Company as at 31 March 2015, after adjusting for the Restructuring Exercise, but before adjusting for the net proceeds from the issue of the Cornerstone Shares and the New Shares and based on the pre-Invitation issued share capital of 481,000,000 Shares was approximately 1.2 cents.

Based on the issue of 72,100,000 Cornerstone Shares at the Issue Price of 25.0 cents for each Cornerstone Share and the issue of 88,233,000 New Shares at the Issue Price of 25.0 cents for each New Share pursuant to the Invitation and after deducting the estimated expenses to be paid by our Company in relation to the Invitation, the adjusted NAV of our Group as at 31 March 2015 would have been approximately 6.8 cents per Share based on the post-Invitation issued share capital of 641,333,000 Shares. This represents an immediate increase in NAV of approximately 5.6 cents per Share to our existing Shareholders and an immediate dilution in NAV of approximately 18.2 cents per Share, or 72.8%, to our New Investors pursuant to the Invitation. The following table illustrates such dilution on a per Share basis:

Issue Price per Share	25.0 cents
Unaudited pro forma NAV per Share as at 31 March 2015 based on the pre-Invitation share capital of 481,000,000 Shares	1.2 cents
Increase in NAV per Share attributable to existing Shareholders	5.6 cents
NAV per Share after the Cornerstone Tranche and the Invitation ⁽¹⁾	6.8 cents
Dilution in NAV per Share to New Investors	18.2 cents

Note:

- (1) The computed NAV per Share after the Invitation does not take into account our actual financial performance after 31 March 2015. Depending on our actual financial results, our NAV per Share may be higher or lower than the above computed NAV per Share.

The following table sets out the number of Shares issued by our Company or acquired by our existing Shareholders, the total consideration and the average price per Share paid by our Shareholders during the three (3) years prior to the date of this Offer Document (after adjusting for the Restructuring Exercise and sub-division of Shares) and the New Investors pursuant to the Invitation:

	Number of Shares acquired	Total consideration (S\$)	Average price per Share (cents)
JBO ⁽¹⁾	371,582,400	6,446,653	1.7
Mr. Tan Gee Jian	42,254,900	494,039	1.2
Mr. See Boon Huat	28,169,800	329,358	1.2
Mr. Koh Ah Say @ See Boon Chye	14,084,700	164,676	1.2
Other Employees ⁽²⁾	7,838,000	458,208	5.8
Palm Beach Seafood Restaurant Pte Ltd	12,545,200	3,136,300	25.0
NSH Holdings Pte. Ltd.	3,594,000	808,650	22.5
Mr. Ng Kok Kiang	465,500	116,375	25.0
Mdm. Chan Hwee Eng	465,500	116,375	25.0
Orchid 1 Investments Pte. Ltd.	40,000,000	10,000,000	25.0
Mr. Ron Sim Chye Hock	32,100,000	8,025,000	25.0
New Investors	88,233,000	22,058,250	25.0

Notes:

- (1) Includes Shares acquired by Mr. Ang Kiam Meng from certain shareholders of JSPL, and which were directed to be transferred to JBO.
- (2) Comprises 16 employees of our Group, who acquired Shares from certain shareholders of Jardine Enterprise, each holding between 0.04% and 0.24% of our Company's post-Invitation share capital.

SELECTED COMBINED FINANCIAL INFORMATION

The following selected financial information of our Group should be read in conjunction with the full text of this Offer Document, including the “Independent Auditors’ Report and the Audited Combined Financial Statements for the Financial Years Ended 30 September 2012, 2013 and 2014”, the “Independent Auditors’ Review Report and the Interim Condensed Unaudited Combined Financial Statements for the Six-Month Period Ended 31 March 2015” and the “Independent Auditors’ Report and the Compilation of the Unaudited Pro Forma Combined Financial Information for the Financial Year Ended 30 September 2014 and the Six-Month Period Ended 31 March 2015”, as set out in Annexes A, B and C of this Offer Document respectively.

Combined Statements of Profit or Loss and Other Comprehensive Income

	Audited			Unaudited			
				Pro Forma			Pro Forma
(S\$'000)	FY2012	FY2013	FY2014	FY2014	1H2014	1H2015	1H2015
Revenue	87,665	97,624	112,404	112,404	55,805	62,174	62,174
Raw materials and consumables used	(35,888)	(37,970)	(42,697)	(42,697)	(21,312)	(22,631)	(22,631)
Changes in inventories	62	81	679	679	723	(100)	(100)
Other income	1,517	1,809	2,567	2,567	942	1,663	1,663
Employee benefits expense	(24,538)	(27,033)	(30,443)	(30,443)	(15,080)	(17,477)	(17,477)
Operating lease expenses	(6,282)	(7,870)	(8,846)	(8,846)	(4,375)	(5,033)	(5,033)
Utilities expenses	(2,967)	(3,363)	(3,507)	(3,507)	(1,743)	(1,851)	(1,851)
Depreciation expense	(1,617)	(2,762)	(3,127)	(3,127)	(1,526)	(1,794)	(1,794)
Other operating expenses	(9,158)	(10,534)	(11,496)	(11,496)	(5,809)	(6,728)	(6,728)
Finance costs	(6)	(20)	(31)	(31)	(13)	(15)	(15)
Share of results of associates	85	59	88	88	24	30	30
Profit before tax	8,873	10,021	15,591	15,591	7,636	8,238	8,238
Income tax expense	(1,222)	(475)	(1,813)	(1,813)	(431)	(1,235)	(1,235)
Profit for the year/period	7,651	9,546	13,778	13,778	7,205	7,003	7,003
Other comprehensive income:							
Exchange differences arising on translation of foreign operations	–	9	19	19	(23)	201	201
Total comprehensive income for the year/period	7,651	9,555	13,797	13,797	7,182	7,204	7,204
Profit for the year/period attributable to:							
Owners of the Company	6,596	8,539	11,521	13,745	6,250	5,567	6,871
Fellow co-operative venturers	899	1,009	1,828	–	825	1,187	–
Non-controlling interests	156	(2)	429	33	130	249	132
Profit for the year/period	7,651	9,546	13,778	13,778	7,205	7,003	7,003

SELECTED COMBINED FINANCIAL INFORMATION

	← Audited →			← Unaudited →			
				Pro Forma			Pro Forma
(S\$'000)	FY2012	FY2013	FY2014	FY2014	1H2014	1H2015	1H2015
Total comprehensive income for the year/ period attributable to:							
Owners of the Company	6,596	8,547	11,535	13,760	6,233	5,717	7,021
Fellow co-operative venturers	899	1,009	1,828	–	825	1,187	–
Non-controlling interests	156	(1)	434	37	124	300	183
Total comprehensive income for the year/ period	7,651	9,555	13,797	13,797	7,182	7,204	7,204
Pre-Invitation EPS (cents) ⁽¹⁾	1.4	1.8	2.4	2.9	1.3	1.2	1.4
Post-Invitation EPS (cents) ⁽²⁾	1.0	1.3	1.8	2.1	1.0	0.9	1.1

Notes:

- (1) For comparative purposes, our pre-Invitation EPS for the Period Under Review have been computed based on the profit for the year/ period attributable to owners of the Company and our pre-Invitation share capital of 481,000,000 Shares.
- (2) For comparative purposes, our post-Invitation EPS for the Period Under Review have been computed based on the profit for the year/ period attributable to owners of the Company and our post-Invitation share capital of 641,333,000 Shares.

Combined Statements of Financial Position

	← Unaudited →		
	Audited as at	Pro Forma	Pro Forma
(S\$'000)	30 September 2014	as at 30 September 2014	As at 31 March 2015
			31 March 2015
ASSETS			
Current assets			
Cash and cash equivalents	47,438	47,438	52,635
Trade and other receivables	5,346	5,346	5,555
Short-term investments	3,391	3,391	2,847
Inventories	1,216	1,216	1,116
Structured fixed deposit	200	200	200
Total current assets	57,591	57,591	62,353
Non-current assets			
Investments in associates	358	358	388
Available-for-sale investment	75	75	75
Goodwill	782	782	782
Property, plant and equipment	11,966	11,966	12,713
Club memberships	238	238	238
Total non-current assets	13,419	13,419	14,196
Total assets	71,010	71,010	76,549

SELECTED COMBINED FINANCIAL INFORMATION

(S\$'000)	← Unaudited →			
	Audited as at 30 September 2014	Pro Forma as at 30 September 2014	As at 31 March 2015	Pro Forma as at 31 March 2015
LIABILITIES AND EQUITY				
Current liabilities				
Trade and other payables	13,831	65,252	12,822	64,243
Finance leases	114	114	94	94
Bank borrowing	116	116	109	109
Provision for reinstatement costs	1,569	1,569	1,606	1,606
Income tax payable	2,393	2,393	2,239	2,239
Total current liabilities	18,023	69,444	16,870	68,291
Non-current liabilities				
Finance leases	201	201	158	158
Bank borrowing	675	675	636	636
Deferred tax liability	93	93	93	93
Total non-current liabilities	969	969	887	887
Total liabilities	18,992	70,413	17,757	69,178
Capital and reserves				
Share capital	2,596	6,774	2,596	6,774
Currency translation reserve	22	22	173	173
Equity reserve	95	87	95	204
Retained earnings	44,396	(7,106)	48,962	(1,353)
Equity attributable to owners of the Company	47,109	(223)	51,826	5,798
Fellow co-operative venturers' interests	3,288	–	4,475	–
Non-controlling interests	1,621	820	2,491	1,573
Total equity	52,018	597	58,792	7,371
Total liabilities and equity	71,010	71,010	76,549	76,549
NAV (after non-controlling interests and fellow co-operative venturers' interests)	47,109	(223)	51,826	5,798
NAV per Share (cents) ⁽¹⁾	9.8	(0.05)	10.8	1.2

Note:

- (1) The NAV per Share as at 30 September 2014 and 31 March 2015 have been computed based on our pre-Invitation share capital of 481,000,000 Shares.

SELECTED COMBINED FINANCIAL INFORMATION

Basis of preparation of the “Independent Auditors’ Report and the Compilation of the Unaudited Pro Forma Combined Financial Information for the Financial Year Ended 30 September 2014 and the Six-Month Period Ended 31 March 2015” (the “Unaudited Pro Forma Financial Information”)

The Unaudited Pro Forma Financial Information of the Group for FY2014 and 1H2015 is arrived at based on the assumption that the significant events set out below have taken place on (i) 1 October 2013 for the unaudited pro forma combined statements of profit or loss and other comprehensive income of the Group for FY2014 and 1H2015; and (ii) on 30 September 2014 and 31 March 2015 for the unaudited pro forma combined statements of financial position of the Group as at 30 September 2014 and 31 March 2015 respectively:

- (a) transfer of the fellow co-operative venturer’s interests in Jumbo Seafood (Riverside) and Jumbo Seafood Gallery from Palm Beach Seafood Restaurant Pte Ltd (“**Palm Beach**”) for a consideration of S\$3,136,320, satisfied by the allotment and issue to Palm Beach of 12,545,200 new Shares at the Issue Price per Share and payment of S\$20 in cash;
- (b) the acquisition by our Group of the remaining 49.0% equity interest in Ng Ah Sio Investments from NSH Holdings Pte. Ltd. at a purchase consideration of S\$808,500, satisfied by the allotment and issue to NSH Holdings Pte. Ltd. of 3,594,000 new Shares at a discount of 10.0% to the Issue Price per Share and the payment of S\$150 in cash by NSH Holdings Pte. Ltd. to the Company;
- (c) issuance of consideration shares to satisfy the purchase consideration for the transfer of the fellow co-operative venturers’ interest in Chui Huay Lim Teochew Cuisine from Mr. Ng Kok Kiang and Mdm. Chan Hwee Eng (effective from 1 October 2012) at an aggregate purchase consideration of S\$232,756, satisfied by the allotment and issue to Mr. Ng Kok Kiang and Mdm. Chan Hwee Eng, of 465,500 new Shares each at the Issue Price per Share and payment of S\$3 in cash to each of Mr. Ng Kok Kiang and Mdm. Chan Hwee Eng; and
- (d) the declaration of an aggregate of approximately S\$51.7 million of interim dividends by our subsidiaries in connection with the Restructuring Exercise.

No unaudited pro forma combined statements of cash flows have been presented as the adjustments arising from the significant events above do not impact the statement of cash flow.

Please refer to the section entitled “Restructuring Exercise” of this Offer Document for further information on the abovementioned events.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL POSITION

The following discussion of our results of operations and financial condition has been prepared by our management and should be read in conjunction with the "Independent Auditors' Report and the Audited Combined Financial Statements for the Financial Years ended 30 September 2012, 2013 and 2014", the "Independent Auditors' Review Report and the Interim Condensed Unaudited Combined Financial Statements for the Six-Month Period Ended 31 March 2015" and the "Independent Auditors' Report and the Compilation of the Unaudited Pro Forma Combined Financial Information for the Financial Year Ended 30 September 2014 and the Six-Month Period Ended 31 March 2015", as set out in Annexes A, B and C of 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 Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents 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 entitled "Cautionary Note Regarding Forward-Looking Statements" of this Offer Document for further details.

Except as otherwise indicated, the following discussion is based on our audited combined financial statements.

OVERVIEW

As at the Latest Practicable Date, we have a total of 14 F&B outlets in Singapore and two (2) F&B outlets in the PRC, under five (5) restaurant brands. We also provide catering services for our customers in Singapore, and sell packaged sauces and spice mixes for some of our signature dishes. In addition, we manage one (1) *Singapore Seafood Republic* outlet and one (1) *Yoshimaru Ramen Bar* outlet in Singapore that are effectively owned by our associated companies. We also hold investments in one (1), and are paid licensing fees in relation to four (4), *Singapore Seafood Republic* outlets located in Japan, through our associated company.

Please refer to the section entitled "General Information of our Group - Our Business" of this Offer Document for further details.

Revenue

For the Period Under Review, our revenue was derived from the following business segments:

- (i) Dine-in sales generated at our various F&B outlets ("**Dine-in Sales**"); and
- (ii) Retail sales of our packaged sauces and spice mixes and catering sales ("**Retail and Catering Sales**").

Our revenue from the sale of F&B items, net of discounts and sales related taxes, is recognised upon the delivery of the F&B items to our customers. Such revenue is denominated in S\$ or RMB, with payments mainly on cash terms (including credit card and electronic payments) on completion of the sale of the F&B items.

Our revenue is primarily affected by, *inter alia*, the following factors:

- (a) the number of outlets we operate and our ability to source and secure strategic locations for our outlets;
- (b) our ability to compete successfully with our competitors in terms of quality of food, services, competitive pricing as well as brand image;

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL POSITION

- (c) negative publicity (genuine or otherwise) concerning quality and hygiene of food served at our outlets or other operational issues relating to our outlets;
- (d) changes in economic conditions in the countries which we operate, which may affect the sentiments of consumers, consumers' disposable income and their level of discretionary spending;
- (e) our ability to continually keep up with changes in consumer tastes and preferences; and
- (f) outbreak of diseases in livestock, food scares, illnesses or other health concerns affecting the F&B industry in the countries which we operate.

Please refer to the sections entitled "Risk Factors" and "Prospects, Trends, Business Strategies and Future Plans - Trend Information" of this Offer Document for further information on the above factors and other factors that may affect our revenue.

A breakdown of our revenue by business segments and geographical segments for the Period Under Review is as follows:

(A) Breakdown of revenue by business segments

	FY2012		FY2013		FY2014		1H2014		1H2015	
	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%
Dine-in Sales	86,723	98.9	96,593	98.9	111,348	99.1	55,257	99.0	61,644	99.1
Retail and Catering Sales	942	1.1	1,031	1.1	1,056	0.9	548	1.0	530	0.9
Total	87,665	100.0	97,624	100.0	112,404	100.0	55,805	100.0	62,174	100.0

(B) Breakdown of revenue by geographical segments

	FY2012		FY2013		FY2014		1H2014		1H2015	
	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%
Singapore	87,665	100.0	97,624	100.0	105,875	94.2	53,442	95.8	57,595	92.6
PRC	—	—	—	—	6,529	5.8	2,363	4.2	4,579	7.4
Total	87,665	100.0	97,624	100.0	112,404	100.0	55,805	100.0	62,174	100.0

Raw materials and consumables used

Our raw materials and consumables used comprise mainly beverages and food ingredients required for the preparation of (i) food items sold at our outlets; and (ii) our packaged sauces and spice mixes which are retailed at our outlets, selected stores, supermarkets, travel agencies and online via our Jumbo eShop. Some examples of our key food ingredients include seafood, meat, poultry, vegetables and fruit. The cost of raw materials and consumables used represented approximately 40.9%, 38.9%, 38.0%, 38.2% and 36.4% of our revenue for FY2012, FY2013, FY2014, 1H2014 and 1H2015 respectively.

The raw materials and consumables we require are readily available from the market and can be purchased from various suppliers. Nevertheless, the cost of raw materials and consumables used may be affected by, *inter alia*, the following factors:

- (a) our ability to obtain favourable pricing for bulk procurement of raw materials and consumables from our suppliers;

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL POSITION

- (b) fluctuations in prices of raw materials and consumables (which may in turn be affected by factors such as any outbreak of diseases in livestock, food scares, adverse changes in climate, natural disasters, changes in government regulations affecting the prices of raw materials imported from overseas, or other circumstances that may affect global food supply and demand);
- (c) fluctuations in the exchange rates of (i) SGD against AUD, USD, CAD and GBP; and (ii) RMB against SGD and USD, as certain of our purchases of food ingredients are denominated in foreign currencies; and
- (d) our ability to control and reduce wastage of raw materials and consumables. Most of our food ingredients are perishable in nature. In order to consistently maintain a high quality of food we serve in our outlets, we typically procure our raw materials and consumables on a daily basis and discard most unused raw materials and consumables which are not fresh at the end of the business day. As such, an increase in sales will generally lead to less wastage of raw materials and consumables at our food and beverage outlets.

Please refer to the sections entitled “Risk Factors” and “Prospects, Trends, Business Strategies and Future Plans - Trend Information” of this Offer Document for further information on the above factors and other factors that may affect the cost of raw materials and consumables used.

Changes in inventories

Our inventories comprise mainly consumables (including sundries such as dried food, canned food and condiments), liquor and beverages. Changes in inventories reflect the fluctuations in the balance of our inventories as at the end of the respective financial periods.

We do not maintain a high level of inventories due to the perishable nature of most of the food ingredients. In addition, most of our raw materials and consumables are readily available from the market which reduces the need to hold substantial quantities of these raw materials and consumables. We registered increases of approximately S\$62,000, S\$81,000, S\$679,000 and S\$723,000 in the closing balance of our inventories for FY2012, FY2013, FY2014 and 1H2014 respectively, and a decrease of approximately S\$100,000 in the closing balance of our inventories for 1H2015.

The closing balance of our inventories has shown a general trend of increase over the Period Under Review, in line with the growth and expansion of our business and number of outlets. We registered a significant increase in the closing balance of our inventories for 1H2014 and FY2014, as a result of bulk purchases of frozen scallops towards the end of the respective periods. In addition, we increased our stock of inventories towards the end of FY2014 in preparation for the launch of our new *JPOT* outlet at Parkway Parade in September 2014.

The decrease in inventories for 1H2015 was due mainly to utilisation of our stock of frozen scallops during the Chinese New Year period, resulting in a lower closing balance of inventories.

Other income

Other income comprises mainly:

- (i) government grants and incentives relating to, *inter alia*, Enhanced Special Employment Credit and Wage Credit Scheme, staff training grants from the Workforce Development Agency, as well as other grants from SPRING Singapore and International Enterprise Singapore;
- (ii) sponsorship income from suppliers, such as volume incentives or marketing incentives;
- (iii) fees from the sale of customer rewards cards;

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL POSITION

- (iv) management services fees for managing the operations of the *Singapore Seafood Republic* and *Yoshimaru Ramen Bar* outlets in Singapore; and
- (v) income related to investments in quoted securities, including dividends from and fair value adjustments for these quoted securities.

Other income amounted to S\$1.5 million, S\$1.8 million, S\$2.6 million, S\$0.9 million and S\$1.7 million in FY2012, FY2013, FY2014, 1H2014 and 1H2015 respectively, representing approximately 1.7%, 1.9%, 2.3%, 1.7% and 2.7% of our revenue during the respective periods.

Employee benefits expense

Employee benefits expense comprises mainly salaries, which include statutory contributions, performance incentives (monthly cash incentives awarded to kitchen staff and service crew for good performance) and foreign workers' levy, as well as other related expenses such as bonuses, staff training, staff welfare and staff medical charges. Employee benefits expense amounted to S\$24.5 million, S\$27.0 million, S\$30.4 million, S\$15.1 million and S\$17.5 million in FY2012, FY2013, FY2014, 1H2014 and 1H2015 respectively, representing approximately 28.0%, 27.7%, 27.1%, 27.0% and 28.1% of our revenue during the respective periods.

Operating lease expenses

Operating lease expenses relate mainly to expenses incurred for the rental of our various outlets. Rental expenses for our outlets generally comprise a fixed amount and a variable component which is based on a percentage of our revenue for the outlets. Please refer to the section entitled "General Information of our Group – Properties and Other Fixed Assets" of this Offer Document for further details on the properties we lease for our business operations.

Operating lease expenses amounted to S\$6.3 million, S\$7.9 million, S\$8.8 million, S\$4.4 million and S\$5.0 million in FY2012, FY2013, FY2014, 1H2014 and 1H2015 respectively, representing approximately 7.2%, 8.1%, 7.9%, 7.8% and 8.1% of our revenue during the respective periods.

Utilities expenses

Utilities expenses, comprising gas, water and electricity expenses, amounted to S\$3.0 million, S\$3.4 million, S\$3.5 million, S\$1.7 million and S\$1.9 million in FY2012, FY2013, FY2014, 1H2014 and 1H2015 respectively, representing approximately 3.4%, 3.4%, 3.1%, 3.1% and 3.0% of our revenue during the respective periods.

Depreciation expense

Depreciation expense relates to depreciation of our office and kitchen equipment, furniture and fittings, renovation, leasehold buildings and motor vehicles. Depreciation expense amounted to S\$1.6 million, S\$2.8 million, S\$3.1 million, S\$1.5 million and S\$1.8 million in FY2012, FY2013, FY2014, 1H2014 and 1H2015 respectively, representing approximately 1.8%, 2.8%, 2.8%, 2.7% and 2.9% of our revenue during the respective periods.

Other operating expenses

Other operating expenses amounted to S\$9.2 million, S\$10.5 million, S\$11.5 million, S\$5.8 million and S\$6.7 million in FY2012, FY2013, FY2014, 1H2014 and 1H2015 respectively, representing approximately 10.4%, 10.8%, 10.2%, 10.4% and 10.8% of our revenue during the respective periods.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL POSITION

A breakdown of our other operating expenses for the Period Under Review is as follows:

	FY2012		FY2013		FY2014		1H2014		1H2015	
	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%	S\$'000	%
Cleaning supplies and services	1,296	14.1	1,496	14.2	1,714	14.9	848	14.6	878	13.0
Credit card commission	1,405	15.3	1,458	13.8	1,677	14.6	851	14.6	903	13.4
Marketing expense	1,151	12.6	1,611	15.3	1,381	12.0	819	14.1	722	10.7
General supplies	830	9.1	869	8.2	1,010	8.8	524	9.0	578	8.6
Directors' fee	760	8.3	850	8.1	990	8.6	446	7.7	495	7.4
Repair and maintenance	738	8.1	843	8.0	908	7.9	441	7.6	570	8.5
Professional fees	507	5.5	790	7.5	575	5.0	226	3.9	1,035	15.4
Transport and travelling	648	7.1	769	7.3	824	7.2	384	6.6	335	5.0
Other expenses	1,823	19.9	1,848	17.6	2,417	21.0	1,270	21.9	1,212	18.0
Total	9,158	100.0	10,534	100.0	11,496	100.0	5,809	100.0	6,728	100.0

Cleaning supplies and services accounted for 14.1%, 14.2%, 14.9%, 14.6% and 13.0% of our other operating expenses in FY2012, FY2013, FY2014, 1H2014 and 1H2015 respectively. Cleaning supplies and services comprise supplies purchased and services engaged to maintain cleanliness at our Central Kitchen and outlets, as well as laundry services for staff uniforms and table linens.

Credit card commission accounted for 15.3%, 13.8%, 14.6%, 14.6% and 13.4% of our other operating expenses in FY2012, FY2013, FY2014, 1H2014 and 1H2015 respectively. We pay commission to card-issuing banks for providing facilities for acceptance of customers' payments by credit cards.

Marketing expense for our advertising and promotional activities accounted for 12.6%, 15.3%, 12.0%, 14.1% and 10.7% of our other operating expenses in FY2012, FY2013, FY2014, 1H2014 and 1H2015 respectively.

General supplies, which comprise mainly packaging materials, accounted for 9.1%, 8.2%, 8.8%, 9.0% and 8.6% of our other operating expenses in FY2012, FY2013, FY2014, 1H2014 and 1H2015 respectively.

Directors' fees accounted for 8.3%, 8.1%, 8.6%, 7.7% and 7.4% of our other operating expenses in FY2012, FY2013, FY2014, 1H2014 and 1H2015 respectively.

Repair and maintenance costs incurred in respect of the upkeep and maintenance of our various outlets accounted for 8.1%, 8.0%, 7.9%, 7.6% and 8.5% of our other operating expenses in FY2012, FY2013, FY2014, 1H2014 and 1H2015 respectively.

Professional fees, mainly for audit, legal, tax, secretarial and other consultancy services, accounted for 5.5%, 7.5%, 5.0%, 3.9% and 15.4% of our other operating expenses in FY2012, FY2013, FY2014, 1H2014 and 1H2015 respectively.

Transport and travelling expenses mainly for provision of staff transport, staff transport claims and overseas travelling expenses, accounted for 7.1%, 7.3%, 7.2%, 6.6% and 5.0% of our other operating expenses in FY2012, FY2013, FY2014, 1H2014 and 1H2015 respectively.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL POSITION

Other expenses accounted for 19.9%, 17.6%, 21.0%, 21.9% and 18.0% of our other operating expenses in FY2012, FY2013, FY2014, 1H2014 and 1H2015 respectively. Other expenses mainly comprise printing and stationery supplies, kitchen utensils, insurance, commission to tour agencies, telephone charges and upkeep of motor vehicles, as well as other miscellaneous expenses.

Finance costs

Finance costs relate to interest expenses on term loans to fund the acquisition of our leasehold property at 7 Kaki Bukit Road 1, #05-07, Singapore 415937, which is used as our corporate headquarters and processing facility, as well as interest expenses on obligations under finance leases for motor vehicles. Finance costs amounted to approximately S\$6,000, S\$20,000, S\$31,000, S\$13,000 and S\$15,000 in FY2012, FY2013, FY2014, 1H2014 and 1H2015 respectively, representing less than 0.1% of our revenue in each of the respective periods.

Share of results of associates

Share of results of associates is mainly due to our 20.0% interest in SRPL.

Income tax expense

Our Company and our subsidiaries are subject to income tax at the applicable statutory tax rates of 17.0% in Singapore and 25.0% in PRC during the Period Under Review.

A breakdown of our income tax expense and overall effective income tax rates for the Period Under Review is as follows:

	FY2012	FY2013	FY2014	1H2014	1H2015
Income tax expense (S\$'000)	1,222	475	1,813	431	1,235
Profit before tax (S\$'000)	8,873	10,021	15,591	7,636	8,238
Effective tax rates (%)	13.8	4.7	11.6	5.6	15.0

Our effective tax rates for the Period Under Review were generally lower than the statutory tax rates due mainly to the Productivity and Innovation Credit incentive and tax-exempt income enjoyed by our Group. In addition, our effective tax rates for FY2013 and 1H2014 were significantly lower due to over-provision for taxes in respect of prior periods.

INFLATION

For the Period Under Review, inflation did not have a material impact on our financial performance.

REVIEW OF RESULTS OF OPERATIONS

FY2013 vs FY2012

Revenue

(A) *Review of revenue by business segment*

Revenue increased by 11.4% or S\$9.9 million, from S\$87.7 million in FY2012 to S\$97.6 million in FY2013, due to an increase in revenue from Dine-in Sales. This was due mainly to increased revenue contribution from existing outlets, in particular, Chui Huay Lim Teo Chew Cuisine, Jumbo Seafood (Riverside) and Jumbo Seafood Gallery, mainly due to an increase in customers as well as increase in average spending per customer.

The increase in revenue was also due to full year revenue contribution from new outlets which were opened during the second half of FY2012. In particular, two (2) *Ng Ah Sio Bak Kut Teh* restaurants were opened in the Tanjong Katong and Newton areas in April 2012 and July 2012 respectively, and a *JPOT* restaurant was opened in Tampines 1 in August 2012.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL POSITION

The above was partially offset by a decrease in revenue contribution from our Jumbo Seafood Waterfront outlet, which was closed during the second half of FY2013. We terminated our operation of this outlet in June 2013 as stipulated by the landlord, for refurbishment of the premises.

(B) Review of revenue by geographical segment

For FY2012 and FY2013, all of our revenue was derived from Singapore.

Raw materials and consumables used

Raw materials and consumables used increased by 5.8% or S\$2.1 million, from S\$35.9 million in FY2012 to S\$38.0 million in FY2013, in line with our increase in revenue.

However, raw materials and consumables, as a percentage of revenue, decreased from 40.9% in FY2012 to 38.9% in FY2013. This was due mainly to:

- (i) an increase in revenue which resulted in lower raw materials and consumables wastages. We purchase our raw materials and consumables based on the anticipated demand for the next business day. If our sales were less than anticipated, we may have to discard raw materials and consumables due to the perishable nature of these items. As such, a higher level of sales would result in lower amount of wastages of raw materials and consumables; and
- (ii) our continuing efforts to source for raw materials and consumables at competitive prices.

Changes in inventories

We registered an increase of approximately S\$81,000 in the closing balance of our inventories in FY2013, as compared to approximately S\$62,000 in FY2012. The fluctuations in the balance of our inventories were due to timing of purchases and consumption of inventories.

Other income

Other income increased by 19.3% or S\$0.3 million, from S\$1.5 million in FY2012 to S\$1.8 million in FY2013, due mainly to an increase in Enhanced Special Employment Credit incentives received from the government.

Employee benefits expense

Employee benefits expense increased by 10.2% or S\$2.5 million, from S\$24.5 million in FY2012 to S\$27.0 million in FY2013, due mainly to an increase in salaries and benefits. This was a result of salary increments and increase in number of employees to cater to our business expansion. In particular, we hired more kitchen staff and service crew for three (3) new outlets which were opened during the second half of FY2012, as well as to cater to the increase in business of our existing outlets.

Operating lease expenses

Operating lease expenses increased by 25.3% or S\$1.6 million, from S\$6.3 million in FY2012 to S\$7.9 million in FY2013, due to the opening of three (3) new outlets in Singapore towards the second half of FY2012, as well as an increase in rental expense for our existing outlets. This is in line with the increase in revenue in FY2013, as part of the rental expenses are based on a percentage of revenue for the outlets. This was partially offset by a decrease in rental expense due to closure of the Jumbo Seafood Waterfront outlet in June 2013.

Utilities expenses

Utilities expenses increased by 13.4% or S\$0.4 million, from S\$3.0 million in FY2012 to S\$3.4 million in FY2013, due mainly to the increase in number of outlets.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL POSITION

Depreciation expense

Depreciation expense increased by 70.8% or S\$1.2 million, from S\$1.6 million in FY2012 to S\$2.8 million in FY2013, due mainly to renovation of premises for new outlets, as well as additions to office and kitchen equipment, furniture and fittings and motor vehicles.

Other operating expenses

Other operating expenses increased by 15.0% or S\$1.3 million, from S\$9.2 million in FY2012 to S\$10.5 million in FY2013, due mainly to a S\$0.5 million increase in marketing expense, S\$0.3 million increase in professional fees, S\$0.2 million increase in cleaning supplies and services expense, S\$0.1 million increase in transport and travelling expenses and S\$0.1 million increase in repair and maintenance costs.

The increase in marketing expense was attributed to the production of our corporate video and an increase in marketing activities to promote awareness of our new and existing outlets, as well as increase in promotions and discounts offered to customers under our *Jumbo Rewards* customer loyalty programme. Professional fees increased as we commissioned a professional consultancy firm to perform a feasibility study on our proposed expansion into the PRC during FY2013. The increase in cleaning supplies and services expense, transportation costs as well as repair and maintenance costs was in line with the increase in the number of outlets.

Finance costs

Finance costs increased by 256.6% or approximately S\$14,000, from approximately S\$6,000 in FY2012 to approximately S\$20,000 in FY2013. This was due to an increase in bank borrowings for the acquisition of the leasehold property at 7 Kaki Bukit Road 1, #05-07, Singapore 415937, towards the end of FY2012, as well as an increase in obligations under finance leases for the acquisition of motor vehicles in FY2013.

Share of results of associates

Share of results of associates decreased by 30.3% or approximately S\$26,000, from approximately S\$85,000 in FY2012 to approximately S\$59,000 in FY2013. This was due mainly to a decrease in the profits of associated company, SRPL, as a result of decreased revenue and profits contributed by the *Yoshimaru Ramen Bar* outlet at Holland Village, as well as a reduction in licence fees received from the *Singapore Seafood Republic* outlets in Japan, as a result of a decrease in turnover at these outlets.

Profit after tax

Profit after tax increased by 24.8% or S\$1.8 million, from S\$7.7 million in FY2012 to S\$9.5 million in FY2013, due mainly to an increase in revenue. This was partially offset by increases in employee benefits expense, operating lease expenses, depreciation expense and other operating expenses.

FY2014 vs FY2013

Revenue

(A) Review of revenue by business segment

Revenue increased by 15.1% or S\$14.8 million, from S\$97.6 million in FY2013 to S\$112.4 million in FY2014, due to an increase in revenue from Dine-in Sales. This was due mainly to increased revenue contribution from our existing outlets, in particular from Jumbo Seafood at East Coast, Jumbo Seafood (Riverside) and Jumbo Seafood Gallery, mainly due to an increase in customers as well as increase in average spending per customer.

The increase in revenue was also contributed by the opening of two (2) new outlets in FY2014. In particular, we opened our first *Jumbo Seafood* outlet in Shanghai, PRC, in November 2013, as well as our first *J Café* outlet in NSRCC in Changi in July 2014.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL POSITION

(B) *Review of revenue by geographical segment*

Revenue from operations in Singapore increased by 8.5% or S\$8.3 million, from S\$97.6 million in FY2013 to S\$105.9 million in FY2014, due to the abovementioned increase in revenue from our outlets, in particular Jumbo Seafood at East Coast, Jumbo Seafood (Riverside) and Jumbo Seafood Gallery.

Our Group recorded revenue from operations in PRC of S\$6.5 million in FY2014, contributed by our *Jumbo Seafood* outlet in Shanghai, PRC, which was opened in November 2013.

Raw materials and consumables used

Raw materials and consumables used increased by 12.4% or S\$4.7 million, from S\$38.0 million in FY2013 to S\$42.7 million in FY2014, in line with our increase in revenue.

However, raw materials and consumables, as a percentage of revenue, decreased from 38.9% in FY2013 to 38.0% in FY2014. This was due mainly to:

- (i) an increase in revenue which resulted in lower raw materials and consumables wastages; and
- (ii) our continuing efforts to source for raw materials and consumables at competitive prices.

Changes in inventories

We registered an increase of approximately S\$679,000 in the closing balance of our inventories in FY2014, as compared to approximately S\$81,000 in FY2013. The significant increase in closing balance of our inventories was due to bulk purchase of frozen scallops towards the end of FY2014. In addition, we increased our stock of inventories towards the end of FY2014 in preparation for the launch of our new *JPOT* outlet at Parkway Parade in September 2014.

Other income

Other income increased by 41.9% or S\$0.8 million, from S\$1.8 million in FY2013 to S\$2.6 million in FY2014, due mainly to a S\$0.5 million increase in grants received from SPRING Singapore and International Enterprise Singapore and a S\$0.3 million increase in incentives received under the Wage Credit Scheme.

Employee benefits expense

Employee benefits expense increased by 12.6% or S\$3.4 million, from S\$27.0 million in FY2013 to S\$30.4 million in FY2014, due mainly to an increase in salaries and benefits. This was a result of salary increments and increase in number of employees to cater to our business expansion. In particular, we hired more kitchen staff and service crew for our new outlets which were opened during FY2014, as well as to cater to increase in business of our existing outlets. We also recorded an increase in staff bonuses, recruitment expenses such as advertisements and commission paid to employment agencies, as well as expenses for overseas recruitment drives for the aforementioned hiring activities undertaken in FY2014.

Operating lease expenses

Operating lease expenses increased by 12.4% or S\$0.9 million, from S\$7.9 million in FY2013 to S\$8.8 million in FY2014, due mainly to the opening of our new *Jumbo Seafood* outlet in Shanghai, PRC, as well as an increase in rental expense for our existing outlets. This is in line with the increase in revenue in FY2014, as part of the outlet rental expenses are computed based on a percentage of revenue for the outlets.

Utilities expenses

Utilities expenses did not change significantly between FY2013 and FY2014, increasing slightly by 4.3% or S\$0.1 million, from S\$3.4 million in FY2013 to S\$3.5 million in FY2014.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL POSITION

Depreciation expense

Depreciation expense increased by 13.2% or S\$0.3 million, from S\$2.8 million in FY2013 to S\$3.1 million in FY2014, due mainly to renovation of premises for new outlets, as well as additions to office and kitchen equipment, furniture and fittings and motor vehicles.

Other operating expenses

Other operating expenses increased by 9.1% or S\$1.0 million, from S\$10.5 million in FY2013 to S\$11.5 million in FY2014, due mainly to a S\$0.6 million increase in other expenses, S\$0.2 million increase in cleaning supplies and services and S\$0.2 million increase in credit card commission.

The increase in other expense was mainly due to a S\$0.3 million increase in expenses for printing and stationery supplies, a S\$0.2 million increase in expenses relating to events organised for members of our *Jumbo Rewards* customer loyalty programme and a S\$0.1 million increase in duties and tariffs for our import of food ingredients.

The increase in cleaning supplies and services expense was mainly attributable to the opening of new outlets and partial outsourcing of cleaning services. The increase in credit card commission was in line with our increase in revenue and payments received via credit cards.

Finance costs

Finance costs increased by 52.5% or approximately S\$11,000, from approximately S\$20,000 in FY2013 to approximately S\$31,000 in FY2014. This was due to an increase in obligations under finance leases for the acquisition of motor vehicles.

Share of results of associates

Share of results of associates increased by 48.4% or approximately S\$29,000, from approximately S\$59,000 in FY2013 to approximately S\$88,000 in FY2014. This was due mainly to an increase in our shareholding interest in associated company, SRPL, from 16.7% to 20.0% in FY2014.

Profit after tax

Profit after tax increased by 44.3% or S\$4.3 million, from S\$9.5 million in FY2013 to S\$13.8 million in FY2014, due mainly to an increase in revenue. This was partially offset by increases in employee benefits expense, operating lease expenses, depreciation expense and other operating expenses.

1H2015 vs 1H2014

Revenue

(A) Review of revenue by business segment

Revenue increased by 11.4% or S\$6.4 million, from S\$55.8 million in 1H2014 to S\$62.2 million in 1H2015, due to an increase in revenue from Dine-in Sales. This was due mainly to increased revenue contributions from new outlets which were opened towards the end of FY2014, namely, our *J Café* outlet which opened in July 2014, as well as our *JPOT* outlet at Parkway Parade which opened in September 2014.

We also registered increased revenue contribution from our *Jumbo Seafood* outlet in Shanghai in the PRC, *Jumbo Seafood (Riverside)* and *Jumbo Seafood Gallery*, mainly due to an increase in customers as well as increase in average spending per customer.

(B) Review of revenue by geographical segment

Revenue from operations in Singapore increased by 7.8% or S\$4.2 million, from S\$53.4 million in 1H2014 to S\$57.6 million in 1H2015, due to the abovementioned increase in revenue from our *J Café* outlet at NSRCC, *JPOT* outlet at Parkway Parade, *Jumbo Seafood (Riverside)* and *Jumbo Seafood Gallery*.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL POSITION

Revenue from operations in PRC increased by 93.8% or S\$2.2 million, from S\$2.4 million in 1H2014 to S\$4.6 million in 1H2015, as our *Jumbo Seafood* brand in Shanghai continued to gain recognition among the consumers in the PRC.

Raw materials and consumables used

Raw materials and consumables used increased by 6.2% or S\$1.3 million, from S\$21.3 million in 1H2014 to S\$22.6 million in 1H2015, in line with our increase in revenue.

However, raw materials and consumables, as a percentage of revenue, decreased from 38.2% in 1H2014 to 36.4% in 1H2015. This was due mainly to:

- (i) an increase in revenue which resulted in lower raw materials and consumables wastages; and
- (ii) our continuing efforts to source for raw materials and consumables at competitive prices.

Changes in inventories

We registered a decrease of approximately S\$100,000 in the closing balance of our inventories in 1H2015, as compared to an increase of approximately S\$723,000 in 1H2014. The fluctuations in closing balance of inventories were due mainly to timing of purchases and consumptions of inventories. The decrease in closing balance of our inventories in 1H2015 was due mainly to consumption of our stock of frozen scallops during the Chinese New Year period, while the significant increase in closing balance of our inventories in 1H2014 was due to bulk purchase of frozen scallops towards the end of 1H2014.

Other income

Other income increased by 76.6% or S\$0.8 million, from S\$0.9 million in 1H2014 to S\$1.7 million in 1H2015, due mainly to a S\$0.5 million increase in incentives received under the Wage Credit Scheme and a fair value adjustment of S\$0.2 million on investments in quoted equity securities.

Employee benefits expense

Employee benefits expense increased by 15.9% or S\$2.4 million, from S\$15.1 million in 1H2014 to S\$17.5 million in 1H2015, due mainly to an increase in salaries, bonuses and benefits. This was a result of salary increments and increase in number of employees to cater to our business expansion. In particular, we hired more senior management staff at our corporate headquarters, and also increased the number of kitchen staff and service crew, both for our new outlets, as well as to cater to increase in business of our existing outlets.

Operating lease expenses

Operating lease expenses increased by 15.1% or S\$0.6 million, from S\$4.4 million in 1H2014 to S\$5.0 million in 1H2015, due mainly to the opening of our new *JPOT* outlet at Parkway Parade and *J Café* outlet at NSRCC in Singapore, as well as an increase in rental expense for our existing outlets. This is in line with the increase in revenue in 1H2015, as part of the outlet rental expenses are computed based on a percentage of revenue for the outlets. The increase in operating lease expenses was also the result of leasing of an additional unit at 5 Kaki Bukit Road 1, #03-07, Singapore 415936, to cater for the expansion of our corporate headquarters.

Utilities expenses

Utilities expenses increased by 6.2% or S\$0.2 million, from S\$1.7 million in 1H2014 to S\$1.9 million in 1H2015, in line with the increase in number of outlets.

Depreciation expense

Depreciation expense increased by 17.6% or S\$0.3 million, from S\$1.5 million in 1H2014 to S\$1.8 million in 1H2015, due mainly to renovation of premises for new outlets, as well as additions to office and kitchen equipment, furniture and fittings and motor vehicles.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL POSITION

Other operating expenses

Other operating expenses increased by 15.8% or S\$0.9 million, from S\$5.8 million in 1H2014 to S\$6.7 million in 1H2015, due mainly to a S\$0.8 million increase in professional fees and a S\$0.1 million increase in repair and maintenance expenses.

The increase in professional fees was due mainly to fees incurred in connection with the Invitation.

Finance costs

Finance costs increased by 17.8% or approximately S\$2,000, from approximately S\$13,000 in 1H2014 to approximately S\$15,000 in 1H2015. This was due to an increase in interest expense on our term loan.

Share of results of associates

Share of results of associates increased by 22.9% or approximately S\$6,000, from approximately S\$24,000 in 1H2014 to approximately S\$30,000 in 1H2015, due to an increase in the profits of associated company, SRPL, resulting from an increase in licence fees received from the *Singapore Seafood Republic* outlets in Japan, as a result of an increase in turnover at these outlets.

Profit after tax

Profit after tax did not change significantly between 1H2015 and 1H2014, decreasing slightly by 2.8% to S\$7.0 million in 1H2015.

Reconciliation of audited and unaudited combined pro forma statements of profit or loss and other comprehensive income

In FY2014, our Group recorded a profit after tax of S\$13.8 million, of which profits attributable to owners of the Company, fellow co-operative venturers and non-controlling interests amounted to S\$11.6 million, S\$1.8 million and S\$0.4 million respectively. Based on the unaudited pro forma combined statements of profit or loss and other comprehensive income, while there is no change to the Group's profit after tax, profits attributable to owners of the Company and to non-controlling interests amounted to S\$13.7 million and approximately S\$0.03 million respectively.

In 1H2015, our Group recorded a profit after tax of S\$7.0 million, of which profits attributable to owners of the Company, fellow co-operative venturers and non-controlling interests amounted to S\$5.6 million, S\$1.2 million and S\$0.2 million respectively. Based on the unaudited pro forma combined statements of profit or loss and other comprehensive income, while there is no change to the Group's profit after tax, profits attributable to owners of the Company and to non-controlling interests amounted to S\$6.9 million and S\$0.1 million respectively.

The increase in profit attributable to owners of the Company (and corresponding decrease in profits attributable to fellow co-operative venturers and non-controlling interests) was due to (i) the transfer of the fellow co-operative venturer's interests in Jumbo Seafood (Riverside) and Jumbo Seafood Gallery from Palm Beach Seafood Restaurant Pte Ltd; and (ii) the acquisition by our Group of the remaining 49.0% interest in Ng Ah Sio Investments from non-controlling interests, respectively.

REVIEW OF FINANCIAL POSITION

Current assets

Our current assets comprise (i) cash and cash equivalents; (ii) trade and other receivables; (iii) short-term investments; (iv) inventories; and (v) structured fixed deposit. Current assets amounted to S\$57.6 million and S\$62.4 million, accounting for 81.1% and 81.5% of our total assets as at 30 September 2014 and 31 March 2015 respectively.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL POSITION

Cash and cash equivalents

Cash and cash equivalents, comprising cash and bank balances and fixed deposits, amounted to S\$47.4 million and S\$52.6 million, accounting for 66.8% and 68.8% of our total assets as at 30 September 2014 and 31 March 2015 respectively.

Trade and other receivables

Trade and other receivables, comprising mainly refundable deposits, prepayments and trade receivables, amounted to S\$5.3 million and S\$5.6 million, accounting for 7.5% and 7.3% of our total assets as at 30 September 2014 and 31 March 2015 respectively.

Refundable deposits relate to rental deposits paid for rental of space for our outlets, while trade receivables are mainly in relation to amounts receivable from credit card companies for our customers' payments via credit cards or direct debit from bank accounts. Prepayments are mainly in relation to the purchase of kitchen equipment and amounts paid in connection with the implementation of an enterprise resource planning system which will only be capitalised upon completion of the implementation project.

Short-term investments

Short-term investments, comprising investments in quoted equity securities held at fair value, amounted to S\$3.4 million and S\$2.8 million, accounting for 4.8% and 3.7% of our total assets as at 30 September 2014 and 31 March 2015 respectively. The decrease in short-term investments was due to disposal of investments in quoted equity securities during 1H2015.

The Group will not make any further investments in any equity securities or other instruments after the listing of the Company.

Inventories

Inventories, comprising consumables and beverages (including liquor), amounted to S\$1.2 million and S\$1.1 million, accounting for 1.7% and 1.5% of our total assets as at 30 September 2014 and 31 March 2015 respectively.

Structured fixed deposit

Structured fixed deposit relates to an amount of S\$0.2 million, deposited for a period of 10 years under a structured deposit scheme which matures in August 2015, accounting for 0.3% of our total assets as at 30 September 2014 and 31 March 2015.

Non-current assets

Our non-current assets comprise (i) property, plant and equipment; (ii) goodwill; (iii) investments in associates; (iv) club memberships; and (v) available-for-sale investment. Non-current assets amounted to S\$13.4 million and S\$14.2 million, accounting for 18.9% and 18.5% of our total assets as at 30 September 2014 and 31 March 2015 respectively.

Property, plant and equipment

Property, plant and equipment, comprising leasehold industrial buildings, renovation, furniture and fittings, office and kitchen equipment, as well as motor vehicles, amounted to S\$12.0 million and S\$12.7 million, accounting for 16.9% and 16.6% of our total assets as at 30 September 2014 and 31 March 2015 respectively. The increase in property, plant and equipment was due mainly to renovation of premises for new outlets, as well as additions to office and kitchen equipment, furniture and fittings and motor vehicles.

Goodwill

Goodwill, relating to our acquisition of a majority stake in Ng Ah Sio Investments in 2010, amounted to S\$0.8 million as at 30 September 2014 and 31 March 2015, accounting for 1.1% and 1.0% of our total assets as at the respective dates.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL POSITION

Investments in associates

Investments in our associated companies amounted to S\$0.4 million as at 30 September 2014 and 31 March 2015, accounting for 0.5% of our total assets as at each of the respective dates.

These associated companies comprise SSR Singapore, SSR Sentosa and SRPL.

Club memberships

Our corporate club memberships amounted to S\$0.2 million as at 30 September 2014 and 31 March 2015, accounting for 0.3% of our total assets as at each of the respective dates.

Available-for-sale investment

Available-for-sale investment, which relates to our investment in 15.0% of the unquoted equity interest in Slappy Cakes (Singapore) Pte Ltd ("**Slappy Cakes**"), amounted to S\$0.1 million as at 30 September and 31 March 2015, accounting for 0.1% of our total assets as at the respective dates. Slappy Cakes is involved in the business of operating an outlet which serves do-it-yourself pancakes and classic American food.

Current liabilities

Our current liabilities comprise (i) trade and other payables; (ii) income tax payable; (iii) provision for reinstatement costs; (iv) bank borrowings; and (v) finance leases. Current liabilities amounted to S\$18.0 million and S\$16.9 million as at 30 September 2014 and 31 March 2015 respectively, accounting for 94.9% and 95.0% of our total liabilities as at the respective dates.

Trade and other payables

Trade and other payables, comprising accrued employees' benefit expenses and directors' fees, accrued operating expenses, trade payables, other payables and deposits received, amounted to S\$13.8 million and S\$12.8 million, accounting for 72.8% and 72.2% of our total liabilities as at 30 September 2014 and 31 March 2015 respectively. The decrease in trade and other payables was due mainly to a decrease in accrued staff cost.

Accrued employee benefits expenses is the largest component of trade and other payables. It amounted to S\$5.6 million and S\$4.4 million, accounting for 40.6% and 34.0% of trade and other payables as at 30 September 2014 and 31 March 2015 respectively. The decrease in accrued employees' benefit expenses was due to the payment of accrued bonuses in January 2015.

Income tax payable

Income tax payable amounted to S\$2.4 million and S\$2.2 million, accounting for 12.6% and 12.6% of our total liabilities as at 30 September 2014 and 31 March 2015 respectively.

Provision for re-instatement costs

Provision for re-instatement costs, which relates to the estimated costs to reinstate our leased premises to their original state upon lease expiry, amounted to S\$1.6 million and S\$1.6 million, accounting for 8.3% and 9.0% of our total liabilities as at 30 September 2014 and 31 March 2015 respectively.

Bank borrowing

The current portion of bank borrowing to finance the acquisition of our corporate headquarters, storage and processing facilities (at 7 Kaki Bukit Road 1, #05-07, Singapore 415937) amounted to S\$0.1 million as at 30 September 2014 and 31 March 2015, accounting for 0.6% of our total liabilities as at each of the respective dates. Please refer to the section entitled "Capitalisation and Indebtedness" of this Offer Document for further information on our banking facilities.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL POSITION

Finance leases

The current portion of our finance leases, which relate to motor vehicles under hire purchase, amounted to S\$0.1 million and S\$0.1 million, accounting for 0.6% and 0.5% of our total liabilities as at 30 September 2014 and 31 March 2015 respectively. Please refer to the section entitled "Capitalisation and Indebtedness" of this Offer Document for further information on our hire purchase facilities.

Non-current liabilities

Our non-current liabilities comprise (i) bank borrowings; (ii) finance leases; and (iii) deferred tax liabilities. Non-current liabilities amounted to S\$1.0 million and S\$0.9 million, accounting for 5.1% and 5.0% of our total liabilities as at 30 September 2014 and 31 March 2015 respectively.

Bank borrowing

The non-current portion of our bank borrowing to finance the acquisition of our corporate headquarters, storage and processing facilities (at 7 Kaki Bukit Road 1, #05-07, Singapore 415937) amounted to S\$0.7 million and S\$0.6 million, accounting for 3.6% and 3.6% of our total liabilities as at 30 September 2014 and 31 March 2015 respectively. Please refer to the section entitled "Capitalisation and Indebtedness" of this Offer Document for further information on our banking facilities.

Finance leases

The non-current portion of finance leases for our motor vehicles under hire purchase amounted to S\$0.2 million and S\$0.2 million, accounting for 1.1% and 0.9% of our total liabilities as at 30 September 2014 and 31 March 2015 respectively. Please refer to the section entitled "Capitalisation and Indebtedness" of this Offer Document for further information on our hire purchase facilities.

Deferred tax liabilities

Deferred tax liabilities amounted to S\$0.1 million as at 30 September and 31 March 2015, accounting for 0.5% of our total liabilities as at each of the respective dates.

Equity attributable to owners of the Company

Equity attributable to owners of the Company amounted to S\$47.1 million and S\$51.8 million as at 30 September 2014 and 31 March 2015 respectively.

Reconciliation of audited and unaudited pro forma combined statements of financial position as at 30 September 2014 and 31 March 2015

Current assets

Based on the unaudited pro forma combined statements of financial position as at 30 September 2014 and 31 March 2015, no adjustments were made to our current assets as at each of the respective dates.

Non-current assets

Based on the unaudited pro forma combined statements of financial position as at 30 September 2014 and 31 March 2015, no adjustments were made to our non-current assets as at each of the respective dates.

Current liabilities

Based on the unaudited pro forma combined statements of financial position, our Group's current liabilities amounted to S\$69.4 million and S\$68.3 million as at 30 September 2014 and 31 March 2015 respectively, representing an increase of S\$51.4 million as at each of the respective dates.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL POSITION

The net increase of S\$51.4 million was due to a S\$51.7 million increase in dividends payable, as a result of the declaration of interim dividends by our subsidiaries, partially offset by a S\$0.2 million decrease in other payables, as the consideration due to Mr. Ng Kok Kiang and Mdm. Chan Hwee Eng for the transfer of the fellow co-operative venturers' interest in Chui Huay Lim Teochew Cuisine was satisfied by the allotment and issuance of new Shares to them.

Non-current liabilities

Based on the unaudited pro forma combined statements of financial position as at 30 September 2014 and 31 March 2015, no adjustments were made to our non-current liabilities as at each of the respective dates.

Shareholders' equity

Based on the unaudited pro forma combined statements of financial position as at 30 September 2014, equity attributable to owners of the Company amounted to a negative balance of S\$0.2 million, representing a net decrease of S\$47.3 million as a result of the following:

- (i) a S\$51.5 million decrease in retained earnings, due to the declaration of an aggregate of S\$51.7 million of interim dividends by our subsidiaries, partially offset by the transfer of S\$0.2 million to retained earnings (representing the net amount of (a) equity attributable to fellow co-operative venturer, Palm Beach, in respect of Jumbo Seafood (Riverside) and Jumbo Seafood Gallery of S\$3.3 million; and (b) consideration paid for the acquisition of the above interests of S\$3.1 million); and
- (ii) partially offset by a S\$4.2 million increase in share capital as a result of the allotment and issue of new Shares to Palm Beach, NSH Holdings Pte. Ltd., Mr. Ng Kok Kiang and Mdm. Chan Hwee Eng.

Based on the unaudited pro forma combined statements of financial position as at 31 March 2015, equity attributable to owners of the Company amounted to S\$5.8 million, representing a net decrease of S\$46.0 million as a result of the following:

- (i) a S\$50.3 million decrease in retained earnings, due to the declaration of an aggregate of S\$51.7 million of interim dividends by our subsidiaries, partially offset by the transfer of S\$1.3 million to retained earnings (representing the net amount of (a) equity attributable to fellow co-operative venturer, Palm Beach, in respect of Jumbo Seafood (Riverside) and Jumbo Seafood Gallery of S\$4.4 million; and (b) consideration paid for the acquisition of the above interests of S\$3.1 million); and
- (ii) partially offset by a S\$4.2 million increase in share capital as a result of the allotment and issue of new Shares to Palm Beach, NSH Holdings Pte. Ltd., Mr. Ng Kok Kiang and Mdm. Chan Hwee Eng.

LIQUIDITY AND CAPITAL RESOURCES

We financed our growth and operations through a combination of shareholders' equity (including retained profits) and net cash generated from operating activities and bank borrowings. Our principal uses of cash have been for working capital requirements and to partially fund our capital investment in property, plant and equipment as we expand our network of outlets both locally and overseas.

As at 30 September 2014, we had cash and cash equivalents of approximately S\$47.4 million and working capital of S\$39.6 million. Our shareholders' equity amounted to S\$52.0 million and our total borrowings amounted to S\$1.1 million (comprising mainly term loans and hire purchase financing). Based on our unaudited combined statement of financial position as at 31 March 2015, we had cash and cash equivalents of approximately S\$52.6 million and working capital of S\$45.5 million. Our shareholders' equity amounted to S\$58.8 million and our total borrowings amounted to S\$1.0 million (comprising mainly term loans and hire purchase financing).

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL POSITION

Based on our unaudited pro forma combined statements of financial positions as at 30 September 2014 and 31 March 2015, we had negative working capital of S\$11.9 million and S\$5.9 million as at the respective dates which arose mainly due to the declaration of the conditional interim dividends of S\$51.7 million.

Please refer to the section entitled "Management's Discussion and Analysis of Results of Operations and Financial Position - Review of Financial Position" of this Offer Document for more information.

In assessing whether our Group has sufficient working capital (taking into consideration the declaration and payment of the interim dividends), our Directors have considered the following:

- (i) based on the unaudited pro forma combined statements of financial position as at 30 September 2014 and 31 March 2015, our Group had cash and cash equivalents of approximately S\$47.4 million and S\$52.6 million respectively. As at the Latest Practicable Date, our Group had cash and cash equivalents of approximately S\$59.8 million;
- (ii) our Group had generated strong operating cash flows in FY2012, FY2013, FY2014 and 1H2015 amounting to S\$10.1 million, S\$12.9 million, S\$16.3 million and S\$7.1 million respectively;
- (iii) our Group's sales transactions are substantially conducted on a cash basis (including credit card and electronic payments, which we typically receive from the banks within three (3) days from the transaction date). While our Group may extend credit terms of up to 60 days to corporate clients such as tour agencies and other organisations, the revenue contribution from such customers accounted for less than 1% of our total revenue for the Period Under Review. In comparison, our Group's suppliers generally extend credit terms of up to 30 days to the Group;
- (iv) our Group presently does not rely on banking facilities for our working capital requirements. While our Group had taken up banking facilities during the Period Under Review, these comprised (a) hire purchase facilities to finance the purchase of equipment and motor vehicles; and (b) a term loan for the acquisition of our leasehold property which is used as part of our corporate headquarters and storage facility. As at the end of FY2012, FY2013, FY2014 and 1H2015, our Group's total borrowings amounted to S\$1.1 million, S\$1.3 million, S\$1.1 million and S\$1.0 million respectively, and our gearing ratio (defined as total borrowings divided by shareholders' equity) was less than 0.1 as at each of the respective dates;
- (v) our Group has secured banking facilities for working capital amounting to S\$10.0 million which has not been utilised and is available for draw down after admission of our Company to the Catalist. Our Directors believe that our Group would be able to obtain additional bank borrowings from our Group's principal bankers if and when required in the future;
- (vi) going forward, in considering the level of dividend payments, our Group will take into account various factors, such as our expected working capital requirements to support our future growth, financial position, cash flows and investment plans. Please refer to the section entitled "Dividend Policy" of this Offer Document for further details; and
- (vii) our Group's future plans as set out in the section entitled "Prospects, Trends, Business Strategies and Future Plans" of this Offer Document will be partially funded by net proceeds from the Invitation and the extent and timing of the future plans may be managed based on the amount raised from the Invitation.

Taking into account the factors above, the cash flows generated from our operating activities, together with our existing cash and cash equivalents and available credit facilities from financial institutions, our Directors are of the reasonable opinion that we have sufficient working capital available as at the date of lodgment of this Offer Document to meet our present requirements and for at least 12 months after the listing of our Company on Catalist.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL POSITION

The Sponsor and Issue Manager is of the reasonable opinion that, after taking into consideration the cash flows generated from operating activities, together with the Group's existing cash and cash equivalents and available credit facilities from financial institutions, the Group has sufficient working capital available as at the date of lodgment of this Offer Document to meet its present requirements and for at least 12 months after the listing of the Company on Catalist.

We set out below a summary of our combined statements of cash flows for the Period Under Review. The following cash flow summary should be read in conjunction with the full text of this Offer Document, including the "Independent Auditors' Report and the Audited Combined Financial Statements for the Financial Years ended 30 September 2012, 2013 and 2014" and the "Independent Auditors' Review Report and the Interim Condensed Unaudited Combined Financial Statements for the Six-Month Period Ended 31 March 2015" as set out in Annexes A and B of this Offer Document respectively.

(S\$'000)	Audited FY2012	Audited FY2013	Audited FY2014	Unaudited 1H2014	Unaudited 1H2015
Net cash from operating activities	10,121	12,859	16,330	6,636	7,128
Net cash used in investing activities	(6,236)	(2,265)	(4,657)	(2,856)	(1,449)
Net cash used in financing activities	(1,530)	(2,430)	(1,686)	(1,174)	(539)
Net increase in cash and cash equivalents	2,355	8,164	9,987	2,606	5,140
Cash and cash equivalents at beginning of financial year/period	26,907	29,262	37,435	37,435	47,438
Effects of foreign exchange rate changes	–	9	16	(24)	57
Cash and cash equivalents at end of financial year/period	29,262	37,435	47,438	40,017	52,635

FY2012

We generated net cash from operating activities before changes in working capital of S\$10.2 million. Net cash generated from working capital amounted to S\$1.1 million due mainly to an increase in trade and other payables of S\$2.3 million, partially offset by an increase in trade and other receivables of S\$1.2 million. We also paid income tax of S\$1.2 million. As a result, net cash generated from operating activities was S\$10.1 million.

Net cash used in investing activities amounted to S\$6.2 million due mainly to payments of S\$5.6 million for the acquisition of our leasehold property at 7 Kaki Bukit Road 1, #05-07, Singapore 415937, as well as plant and equipment, and S\$0.7 million for the acquisition of short-term investments in quoted equity securities, partially offset by dividend income from short-term investments.

Net cash used in financing activities of S\$1.5 million was due mainly to the payment of dividends amounting to S\$1.4 million, distribution of profits amounting to S\$1.1 million to fellow co-operative venturers and repayment of bank borrowings and finance leases amounting to S\$0.1 million, partially offset by net proceeds from bank borrowings of S\$1.0 million. Please refer to the section entitled "Restructuring Exercise" of this Offer Document for further information on the abovementioned co-operative venturers.

As a result of the above, there was a net increase in the Group's cash and cash equivalents by S\$2.4 million, from S\$26.9 million as at 1 October 2011 to S\$29.3 million as at 30 September 2012.

FY2013

We generated net cash from operating activities before changes in working capital of S\$12.5 million. Net cash generated from working capital amounted to S\$1.0 million due mainly to increase in trade and other payables of S\$2.0 million, partially offset by an increase in trade and other receivables of S\$0.9 million. We also paid income tax of S\$0.6 million. As a result, net cash generated from operating activities was S\$12.9 million.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL POSITION

Net cash used in investing activities amounted to S\$2.3 million, due mainly to payments of S\$2.7 million for the acquisition of plant and equipment and S\$0.7 million for the acquisition of short-term investments in quoted equity securities. The above was partially offset by proceeds of S\$0.9 million from the disposal of short-term investments, as well as proceeds of S\$0.1 million from the disposal of 9.0% of the issued and paid-up capital in our subsidiary, Ng Ah Sio Investments, to NSH Holdings Pte. Ltd. ("**NSH Holdings**"). In August 2010, our Group had entered into a sale and purchase agreement for the acquisition of 60.0% of the issued and paid-up share capital of Ng Ah Sio Investments from NSH Holdings. Pursuant to the terms of the agreement, our Group granted NSH Holdings the right to require the Group to sell such number of shares representing 9.0% of the issued and paid up capital of Ng Ah Sio Investments (the "**Call Option**"). The abovementioned disposal was pursuant to the exercise by NSH Holdings of the Call Option.

Net cash used in financing activities of S\$2.4 million was due mainly to payment of dividends amounting to S\$1.9 million, distribution of profits to fellow co-operative venturers amounting to S\$0.7 million, acquisition of co-operative venturers' interests for S\$0.6 million, as well as repayment of bank borrowing and finance leases amounting to S\$0.2 million. The above was partially offset by S\$0.9 million from the issuance of shares representing 30.0% of the issued share capital of our subsidiary, JBT (China), to Together Inc. Pte. Ltd.

As a result of the above and after adjusting for the effect of foreign exchange fluctuations, there was a net increase in the Group's cash and cash equivalents by S\$8.1 million, from S\$29.3 million as at 1 October 2012 to S\$37.4 million as at 30 September 2013.

FY2014

We generated net cash from operating activities before changes in working capital of S\$18.3 million. Net cash used in working capital amounted to S\$1.2 million, due mainly to increase in trade and other receivables of S\$0.7 million and inventories of S\$0.7 million, partially offset by an increase in trade and other payables of S\$0.2 million. We also paid income tax of S\$0.8 million. As a result, net cash generated from operating activities was S\$16.3 million.

Net cash used in investing activities amounted to S\$4.7 million, due mainly to payments of S\$3.6 million for the acquisition of plant and equipment, S\$1.0 million for the acquisition of short-term investments in quoted equity securities, as well as S\$0.2 million for the acquisition of a club membership.

Net cash used in financing activities of S\$1.7 million was due mainly to payment of dividends amounting to S\$1.5 million, as well as repayment of bank borrowing and finance leases amounting to S\$0.2 million.

As a result of the above and after adjusting for the effect of foreign exchange fluctuations, there was a net increase in the Group's cash and cash equivalents by S\$10.0 million, from S\$37.4 million as at 1 October 2013 to S\$47.4 million as at 30 September 2014.

1H2015

We generated net cash from operating activities before changes in working capital of S\$9.6 million. Net cash used in working capital amounted to S\$1.1 million due mainly to a decrease in trade and other payables of S\$1.0 million and an increase in trade and other receivables of S\$0.2 million, partially offset by a decrease in inventories of S\$0.1 million. We also paid income tax of \$1.4 million. As a result, net cash generated from operating activities was S\$7.1 million.

Net cash used in investing activities amounted to S\$1.4 million, due mainly to payments of S\$2.4 million for the acquisition of plant and equipment, partially offset by proceeds from the disposal of short-term investments in quoted securities of S\$0.8 million and dividends received from short-term investments in quoted securities of S\$0.1 million.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL POSITION

Net cash used in financing activities of S\$0.5 million was due mainly to payment of dividends amounting to S\$1.0 million, as well as repayment of bank borrowing and finance leases amounting to S\$0.1 million, partially offset by a payment of S\$0.6 million from Together Inc. Pte. Ltd., in connection with the increase in registered capital of our subsidiary, JBT F&B Management (Shanghai).

As a result of the above and after adjusting for the effect of foreign exchange fluctuations, there was a net increase in the Group's cash and cash equivalents by S\$5.2 million, from S\$47.4 million as at 30 September 2014 to S\$52.6 million as at 31 March 2015.

CAPITAL EXPENDITURES, DIVESTMENTS, COMMITMENTS AND CONTINGENT LIABILITIES

Capital Expenditures and Divestments

Capital expenditures and divestments made by us during the Period Under Review and for the period from 1 April 2015 to the Latest Practicable Date were as follows:

(S\$'000)	FY2012	FY2013	FY2014	1H2015	1 April 2015 to the Latest Practicable Date
Capital expenditures					
Audio, visual and office equipment	653	453	558	141	204
Kitchen equipment and utensils	341	651	748	844	832
Furniture and fittings	717	478	396	262	73
Renovation	1,854	1,834	1,709	1,044	1,185
Leasehold industrial buildings	2,280	—	—	—	—
Motor vehicles	—	538	268	115	213
Total expenditures	5,845	3,954	3,679	2,406	2,507
Divestments					
Audio, visual and office equipment	2	93	—	3	—
Kitchen equipment and utensils	—	160	—	17	72
Furniture and fittings	—	132	—	—	—
Renovation	—	308	—	6	—
Leasehold industrial buildings	—	—	—	—	—
Motor vehicles	—	49	98	—	93
Total divestments	2	742	98	26	165

The above capital expenditures were funded by a combination of bank borrowings, hire purchase facilities and internally generated funds.

Commitments

Capital Commitments

As at the Latest Practicable Date, our Group had capital commitments as follows, mainly relating to contracted purchase of equipment and renovation costs for our Central Kitchen.

	(S\$'000)
Capital commitments relating to purchase of equipment and renovation costs	1,442
	<u>1,442</u>

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL POSITION

Operating Lease Payment Commitments

As Lessee

As at the Latest Practicable Date, we have the following operating lease payment commitments:

	(S\$'000)
Not later than one year	9,482
Later than one year and not later than five years	13,448
Later than five years	—
Total	<u>22,930</u>

Our operating lease commitments comprise rent payable by us for the leased premises of our restaurant outlets as disclosed in the section entitled "General Information of our Group - Properties and Other Fixed Assets" of this Offer Document.

As Lessor

As at the Latest Practicable Date, we did not have any operating lease payments receivable in respect of non-cancellable operating leases.

We intend to finance the above operating lease commitments by internally generated funds and bank borrowings.

Contingent Liabilities

As at the Latest Practicable Date, our Group had no contingent liabilities.

FOREIGN EXCHANGE MANAGEMENT

Accounting treatment of foreign currencies

The accounting records for the companies within our Group will be maintained in their respective functional currencies of S\$ and RMB, reflecting the primary economic environment in which the respective entities operate. The combined financial statements of our Group are presented in S\$, which is the functional currency of the Group and the presentation currency for the combined financial statements.

In preparing the financial statements of our Group, transactions in currencies other than each entity's functional currency are measured and recorded in the functional currency at exchange rates approximating those ruling at the transaction dates. At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are re-translated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated.

Exchange differences arising on the settlement of monetary items, and on re-translation of monetary items are included in profit or loss for the period. Exchange differences arising on the re-translation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the re-translation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income. For such non-monetary items, any exchange component of that gain or loss is also recognised in other comprehensive income.

For the purpose of presenting consolidated financial statements, the assets and liabilities of our Group's foreign operations are expressed in S\$ using exchange rates prevailing at the end of the reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a separate component of equity under foreign currency translation reserve.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL POSITION

On consolidation, exchange differences arising from the translation of the assets and liabilities of foreign entities are recognised in other comprehensive income and accumulated in a separate component of equity under foreign currency translation reserve.

Foreign currency exposure

Our reporting currency is in S\$ and our operations are primarily carried out in Singapore and PRC.

The percentage of our revenues and purchases denominated in the different currencies for the Period Under Review were as follows:

Revenue

(%)	FY2012	FY2013	FY2014	1H2014	1H2015
S\$	100.0	100.0	94.2	95.8	92.6
RMB	–	–	5.8	4.2	7.4
	100.0	100.0	100.0	100.0	100.0

Purchases

(%)	FY2012	FY2013	FY2014	1H2014	1H2015
S\$	98.1	96.1	89.4	90.2	89.1
RMB	–	–	6.7	5.3	8.1
Others ⁽¹⁾	1.9	3.9	3.9	4.5	2.8
	100.0	100.0	100.0	100.0	100.0

Operating expenses

(%)	FY2012	FY2013	FY2014	1H2014	1H2015
S\$	100.0	99.0	93.9	94.4	93.0
RMB	–	1.0	6.1	5.6	7.0
	100.0	100.0	100.0	100.0	100.0

Note:

(1) Others comprise AUD, CAD, USD and GBP

We currently do not have any formal policy for hedging against foreign exchange exposure and have not undertaken any hedging activities during the Period Under Review. Going forward, we may employ hedging instruments to manage our foreign exchange exposure should the need arise. Prior to implementing any formal hedging policies, we will seek the approval of our Board on the policy and put in place adequate procedures which shall be reviewed and approved by our Audit Committee. Thereafter, all hedging transactions entered into by our Group will be in accordance with the set policies and procedures.

SIGNIFICANT ACCOUNTING POLICY CHANGES

The accounting policies have been consistently applied by our Group during the Period Under Review. A number of new standards, amendments to standards and interpretations to the SFRS have been issued and are effective for annual periods beginning after 1 January 2015, and as such, have not been applied in preparing these financial statements. None of these are expected to have a significant effect on the financial performance or position of our Group and the Company.

RESTRUCTURING EXERCISE

Our Group undertook the following transactions described below as part of our corporate re-organisation, which involved the rationalisation of our corporate and shareholding structure for the purposes of the Invitation.

The following steps were undertaken in the Restructuring Exercise:

1. Incorporation of our Company

Our Company was incorporated in Singapore on 4 February 2015 under the Companies Act as a private limited company. At incorporation, our Company had an issued and paid-up share capital of S\$2.00 comprising two (2) Shares held by our CEO and Executive Chairman, Mr. Ang Kiam Meng, and our Executive Director, Mdm. Tan Yong Chuan, Jacqueline.

2. Restructuring Deed

The shareholders of JSPL, being:

- (i) Mr. Tan Gee Jian;
- (ii) Mr. Ng Nam Huat;
- (iii) Mr. Ng Nam Soon;
- (iv) Mr. Ang Hon Nam;
- (v) Mr. Ng Siak Hai;
- (vi) Ms. Ang Cheau Hoon;
- (vii) Mr. Lee Ching Poo;
- (viii) Mr. See Boon Huat; and
- (ix) Mr. Koh Ah Say @ See Boon Chye (collectively, the “**JSPL Shareholders**”),

and the shareholders of Jardine Enterprise, being

- (i) Mr. Ang Hon Nam;
- (ii) Mdm. Nyeo Sai Joo;
- (iii) Mdm. Goh Guay Ngoh, Shirley;
- (iv) Mr. Ng Siak Hai;
- (v) Mdm. Tan Yong Chuan, Jacqueline;
- (vi) Mr. Ang Kiam Meng;
- (vii) Ms. Ng Cheau Lee;
- (viii) Mr. Eng Nam Heng;
- (ix) Mrs. Christina Kong Chwee Huan; and
- (x) Mr. Ng Kiam Chiaw (Huang Jianchao) (collectively, the “**Jardine Enterprise Shareholders**”),

executed a restructuring deed dated 12 August 2015 (“**Restructuring Deed**”).

RESTRUCTURING EXERCISE

Mr. Ng Nam Huat, Mr. Ng Nam Soon, Ms. Ang Cheau Hoon, Mdm. Nyeo Sai Joo, Ms. Ng Cheau Lee, Mr. Eng Nam Heng, Mr. Ng Kiam Chiaw (Huang Jianchao), Mdm. Goh Guay Ngoh, Shirley, our Group's Controlling Shareholder, Mr. Ang Hon Nam, our CEO and Executive Chairman, Mr. Ang Kiam Meng, and our Executive Directors, Mdm. Tan Yong Chuan, Jacqueline and Mrs. Christina Kong Chwee Huan are relatives.

Pursuant to the Restructuring Deed, the parties agreed, *inter alia*, to procure:

- (i) the declaration and payment of the proposed Conditional Interim Dividend (defined below);
- (ii) the completion of the proposed Share Swap (defined below); and
- (iii) the completion of the issue of Shares to the Minority Shareholders (defined below).

3. Declaration of conditional interim dividends

Conditional interim tax exempt dividends of S\$51.7 million were declared out of the profits available for distribution of (i) JSPL to the JSPL Shareholders; (ii) Jardine Enterprise to the Jardine Enterprise Shareholders; and (iii) Ng Ah Sio Investments to the shareholders of Ng Ah Sio Investments (the "**Conditional Interim Dividend**"), which shall be paid within five (5) business days of the date our Company is admitted to Catalist and trading in our Shares commence.

4. Share Swap

Pursuant to an agreement between our Company, the JSPL Shareholders and the Jardine Enterprise Shareholders dated 12 August 2015, our Company acquired all of the issued and paid-up share capital of JSPL and Jardine Enterprise for an aggregate purchase consideration of S\$5,424,202.32, based on a willing buyer-willing seller basis and taking into account the Adjusted NTA (as defined below), with the consideration satisfied by the allotment and issue of an aggregate of 725,330 new Shares to the JSPL Shareholders or their nominee (as the case may be), and an aggregate of 325,872 new Shares to the Jardine Enterprise Shareholders' nominee (the "**Share Swap**"). The Jardine Enterprise Shareholders and certain JSPL Shareholders directed that an aggregate of 833,603 new Shares be issued and allotted to JBO as their nominee. The shareholders of JBO and their respective shareholdings in JBO are as follows:

Name	Shareholding (%)
Mr. Ang Hon Nam ⁽¹⁾⁽³⁾	28.9
Mr. Ang Kiam Meng ⁽¹⁾⁽²⁾	13.1
Mr. Ng Siak Hai	10.7
Mr. Lee Ching Poo	7.6
Mr. Ng Nam Soon ⁽³⁾⁽⁴⁾	7.6
Mr. Ng Nam Huat ⁽³⁾⁽⁵⁾	7.6
Mdm. Nyeo Sai Joo ⁽¹⁾	6.2
Mdm. Tan Yong Chuan, Jacqueline ⁽²⁾	4.0
Mr. Eng Nam Heng ⁽³⁾	3.1
Ms. Ng Cheau Lee ⁽⁴⁾	3.1
Mr. Ng Kiam Chiaw (Huang Jianchao) ⁽⁵⁾	3.1
Mdm. Goh Guay Ngoh, Shirley ⁽¹⁾	3.1
Mrs. Christina Kong Chwee Huan ⁽¹⁾	1.7
Mdm. Wendy Ang Chui Yong ⁽¹⁾	0.1
Mr. Ang Kiam Lian ⁽¹⁾	0.1
Ms. Ang Cheau Hoon ⁽¹⁾	0.0 ⁽⁶⁾
Total	100.0%

RESTRUCTURING EXERCISE

Notes:

- (1) Mr. Ang Hon Nam and Mdm. Nyeo Sai Joo are spouses, and are the parents of Mr. Ang Kiam Meng, Mrs. Christina Kong Chwee Huan, Mdm. Wendy Ang Chui Yong, Mr. Ang Kiam Lian and Ms. Ang Cheau Hoon. Mdm. Goh Guay Ngoh, Shirley is the mother of Mr. Ang Hon Nam's son.
- (2) Mr. Ang Kiam Meng and Mdm. Tan Yong Chuan, Jacqueline are spouses.
- (3) Mr. Ang Hon Nam, Mr. Ng Nam Soon, Mr. Ng Nam Huat and Mr. Eng Nam Heng are siblings.
- (4) Mr. Ng Nam Soon is the father of Ms. Ng Cheau Lee.
- (5) Mr. Ng Nam Huat is the father of Mr. Ng Kiam Chiaw (Huang Jianchao).
- (6) Ms. Ang Cheau Hoon holds one (1) share in JBO.

For the purposes of the foregoing paragraph, the Adjusted NTA means the NTA as at 30 September 2014, as disclosed in the "Independent Auditors' Report and the Audited Combined Financial Statements for the Financial Years Ended 30 September 2012, 2013 and 2014" and deducting the following:

- (i) all of the retained earnings of JSPL as at 30 September 2014;
- (ii) all of the retained earnings of Jardine Enterprise as at 30 September 2014;
- (iii) 60.0% of the retained earnings of Jumbo Group of Restaurants as at 30 September 2014;
- (iv) 60.0% of the retained earnings of Jumbo F&B Services at 30 September 2014;
- (v) 79.6% of the retained earnings of Ng Ah Sio Investments as at 30 September 2014;
- (vi) 79.6% of the retained earnings of NASPL as at 30 September 2014; and
- (vii) the non-controlling interest of JBT (China) as at 30 September 2014.

For the avoidance of doubt, retained earnings shall mean the retained earnings of each of the abovementioned companies, and shall not include any consolidated retained earnings.

5. Sub-division of Shares

On 19 October 2015, our Shareholders approved the sub-division of 1,051,204 Shares in the capital of our Company into 463,929,800 Shares (the "**Sub-Division**").

Following the completion of the Sub-Division, the shareholders of our Company were as follows:

Name	Number of Shares	Shareholding (%)
JBO	371,582,400	80.1
Mr. Tan Gee Jian	42,254,900	9.1
Mr. See Boon Huat	28,169,800	6.1
Mr. Koh Ah Say @ See Boon Chye	14,084,700	3.0
Other Employees ⁽¹⁾	7,838,000	1.7
Total	463,929,800	100.0

Note:

- (1) Comprises 16 employees of our Group, each holding between 0.04% and 0.24% of our Company's post-Invitation share capital.

RESTRUCTURING EXERCISE

6. Fellow Co-operative Venturers and Non-controlling Interests

Our Group undertook the following acquisitions from our fellow co-operative venturers and non-controlling interests ("**Minority Shareholders**") to streamline our business and operations:

(i) *Issuance of Shares to NSH Holdings Pte. Ltd. ("**NSH Holdings**")*

Jumbo Group of Restaurants entered into an agreement with our Company, Jumbo Catering and NSH Holdings to, *inter alia*, acquire 49.0% of the equity interests in Ng Ah Sio Investments from NSH Holdings, for an aggregate consideration of S\$808,500, on a "willing buyer, willing seller" basis, having considered an independent valuation which was conducted on Ng Ah Sio Investments as at 11 January 2010, and to be satisfied in cash ("**NASI Consideration**"). As directed by NSH Holdings, Jumbo Group of Restaurants paid the NASI Consideration to our Company, and our Company in turn allotted and issued 3,594,000 new Shares at a discount of 10% to the Issue Price ("**NSHH Shares**"), credited as fully paid to NSH Holdings, and the difference between the NASI Consideration and aggregate value of the NSHH Shares, S\$150, was paid in cash by NSH Holdings to our Company.

(ii) *Issuance of Shares to Palm Beach Seafood Restaurant Pte Ltd*

Jumbo Group of Restaurants entered into business venture agreements with Palm Beach Seafood Restaurant Pte Ltd on 1 September 2002 and 18 September 2010, in respect of the establishment of (i) Jumbo Seafood (Riverside); and (ii) Jumbo Seafood Gallery. Pursuant to the terms of the business venture agreements, Jumbo Group of Restaurants and Palm Beach Seafood Restaurant Pte Ltd were respectively entitled to share in 65.0% and 35.0% of the profits of the Jumbo Seafood (Riverside) and Jumbo Seafood Gallery business ventures, being the agreed proportion of capital contributed by each party to the business ventures.

Jumbo Group of Restaurants entered into a deed of termination and a supplemental deed of termination with Palm Beach Seafood Restaurant Pte Ltd in respect of the above business venture agreements on 10 March 2014 and 31 July 2015 respectively. Pursuant to the deed of termination, the parties agreed that the business and assets of Jumbo Seafood (Riverside) and Jumbo Seafood Gallery would be deemed transferred to Jumbo Group of Restaurants with effect from 1 October 2012. The aggregate consideration for the transfer, S\$3,136,320, was arrived at on a "willing buyer, willing seller" basis, taking into consideration the aggregate NTA of Jumbo Seafood Gallery and Jumbo Seafood (Riverside) as at 30 September 2013 and the business prospects of Jumbo Seafood Gallery and Jumbo Seafood (Riverside) ("**Palm Beach Consideration**").

As directed by Palm Beach Seafood Restaurant Pte Ltd, Jumbo Group of Restaurants paid the Palm Beach Consideration to our Company, and our Company in turn allotted and issued 12,545,200 new Shares at the Issue Price per Share, credited as fully paid to Palm Beach Seafood Restaurant Pte Ltd, and the balance of the Palm Beach Consideration, S\$20, was paid in cash by our Company to Palm Beach Seafood Restaurant Pte Ltd.

(iii) *Payment of cash consideration to DWKB LLP*

On 1 July 2009, Jumbo Group of Restaurants and DWKB LLP entered into a business venture agreement in respect of JPOT (Vivocity), pursuant to which, *inter alia*, Jumbo Group of Restaurants and DWKB LLP were entitled to share in 80.0% and 20.0% of the profits of JPOT (Vivocity) respectively.

Jumbo Group of Restaurants entered into a deed of termination and a supplemental deed of termination with DWKB LLP in respect of the above business venture agreement on 10 March 2014 and 3 September 2015 respectively. Pursuant to the deed of termination, the parties agreed, *inter alia*, that the business and assets of JPOT (Vivocity) would be deemed transferred to Jumbo Group of Restaurants with effect from 1 October 2012. The consideration for the transfer, S\$360,000, was arrived at on a "willing buyer, willing seller" basis, taking into consideration the NTA of JPOT (Vivocity) as at 30 September 2013 ("**DWKB Consideration**"). Jumbo Group of Restaurants paid the DWKB Consideration in cash to DWKB LLP.

RESTRUCTURING EXERCISE

(iv) *Issuance of Shares to Mr. Ng Kok Kiang and Mr. Chua Seng Chong*

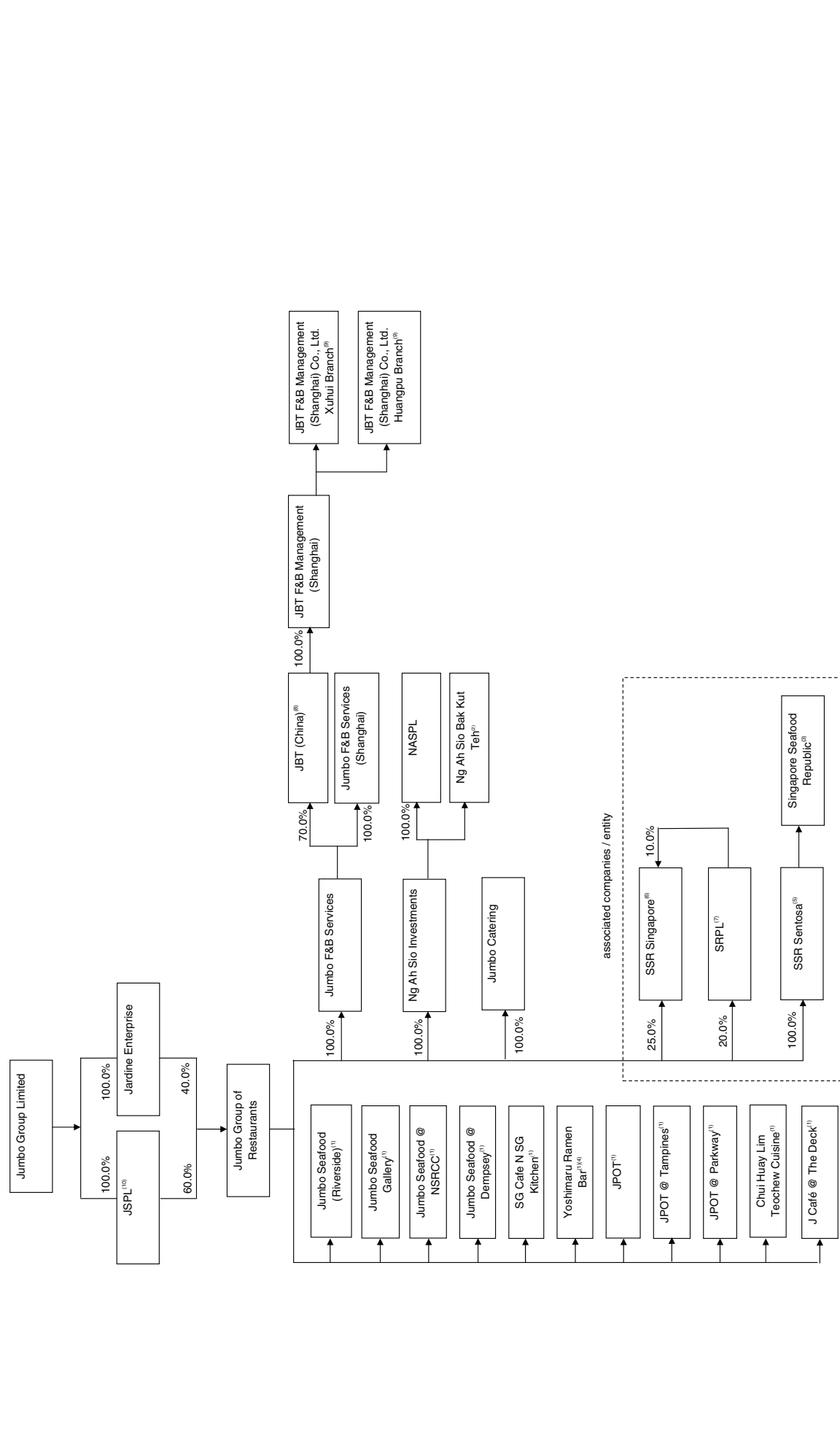
On 20 November 2011, Jumbo Group of Restaurants entered into a business venture agreement with Mr. Ng Kok Kiang and Mr. Chua Seng Chong in respect of Chui Huay Lim Teochew Cuisine, pursuant to which, *inter alia*, Jumbo Group of Restaurants, Mr. Ng Kok Kiang and Mr. Chua Seng Chong were entitled to share in 90.0%, 5.0% and 5.0% of the profits of Chui Huay Lim Teochew Cuisine respectively.

Jumbo Group of Restaurants entered into deeds of termination and supplemental deeds of termination with each of (i) Mr. Ng Kok Kiang; and (ii) Mr. Chua Seng Chong and Mdm. Chan Hwee Eng, in respect of the above business venture agreement on 10 March 2014 and 4 August 2015 respectively. Pursuant to the deeds of termination, the parties agreed, *inter alia*, that the business and assets of Chui Huay Lim Teochew Cuisine would be deemed transferred to Jumbo Group of Restaurants with effect from 1 October 2012. The aggregate consideration, S\$232,756, was arrived at on a “willing buyer, willing seller” basis, taking into consideration the NTA of Chui Huay Lim Teochew Cuisine as at 30 September 2013 (“**Consideration**”).

As directed by Mr. Ng Kok Kiang and Mdm. Chan Hwee Eng, Jumbo Group of Restaurants paid the Consideration to our Company, and our Company in turn allotted and issued 465,500 new Shares at the Issue Price per Share, credited as fully paid to each of Mr. Ng Kok Kiang and Mdm. Chan Hwee Eng, and the balance of the Consideration, S\$3, was paid in cash by our Company to each of Mr. Ng Kok Kiang and Mdm. Chan Hwee Eng.

GROUP STRUCTURE

Our Group structure immediately after the Restructuring Exercise is as follows:



GROUP STRUCTURE

Notes:

- (1) Sole-proprietorships registered and held by Jumbo Group of Restaurants.
- (2) Sole-proprietorship registered and held by Ng Ah Sio Investments.
- (3) Sole-proprietorship registered and held by SSR Sentosa.
- (4) Jumbo Group of Restaurants is the sole proprietor of Yoshimaru Ramen Bar. Our Group manages Yoshimaru Ramen Bar in Singapore on behalf of SRPL, which provided the capital for the business. Accordingly, our Group's effective ownership interest in Yoshimaru Ramen Bar is 20.0%, instead of 100.0%, by virtue of our Group's shareholding in SRPL, for the purposes of presenting our Group's combined financial statements.
- (5) 100.0% of the issued share capital of SSR Sentosa is held by Jumbo Group of Restaurants. However, our Group's effective interest in SSR Sentosa is accounted for as 27.0%, instead of 100.0%, by virtue of our Group's shareholdings in SSR Singapore, for the purposes of presenting our Group's combined financial statements. SSR Singapore has a contractual right to control SSR Sentosa's financial and operating policies, although SSR Sentosa is a subsidiary of our Group. Please see the section entitled "General Information of Our Group - Joint Ventures and Licensing Arrangements" in this Offer Document for more details.
- (6) The shareholders of SSR Singapore are Jumbo Group of Restaurants, SRPL, TLG Asia Pte Ltd, The Sea Food International Market & Restaurant Pte Ltd and Palm Beach Seafood Restaurant International Pte Ltd, holding 25.0%, 10.0%, 25.0%, 22.0% and 18.0% of its total issued share capital respectively. None of the directors or controlling shareholders of each of TLG Asia Pte Ltd, The Sea Food International Market & Restaurant Pte Ltd or Palm Beach Seafood Restaurant International Pte Ltd is related to any of our Directors or Controlling Shareholders.
- (7) The shareholders of SRPL are Jumbo Group of Restaurants, TLG Asia Pte Ltd, The Sea Food International Market & Restaurant Pte Ltd, Palm Beach Seafood Restaurant International Pte Ltd and MRS, who each hold shareholding interests of 20.0%. None of the directors or controlling shareholders of each of TLG Asia Pte Ltd, The Sea Food International Market & Restaurant Pte Ltd, Palm Beach Seafood Restaurant International Pte Ltd or MRS is related to any of our Directors or Controlling Shareholders.
- (8) 30.0% of the issued share capital of JBT (China) is held by Together Inc. Pte. Ltd., a wholly-owned subsidiary of Breadtalk Group Limited. Breadtalk Group Limited is a public company listed on the Main Board of the SGX-ST. JBT F&B Management (Shanghai) is a wholly-owned subsidiary of JBT (China). None of the directors and controlling shareholders of Together Inc. Pte. Ltd. and/or Breadtalk Group Limited is related to any of our Directors or Controlling Shareholders.
- (9) Branch.
- (10) Operates the *Jumbo Seafood* outlet located at Blk 1206 East Coast Parkway, East Coast Seafood Centre #01-07/08 Singapore 449883.

GROUP STRUCTURE

The details of our subsidiaries, sole proprietorships and associated companies following the completion of the Restructuring Exercise as at the date of this Offer Document are as follows:

Subsidiaries

Singapore

Name of company	Date and country of incorporation	Principal activities	Principal place of business	Issued and paid up capital (S\$)	Ownership interest held (%)
JSPL	7 August 1985, Singapore	Restaurant management and operation and investment holding	Singapore	1,495,940	100.0
Jardine Enterprise	19 May 1993, Singapore	Investment holding	Singapore	1,100,000	100.0
Jumbo Group of Restaurants	24 May 1994, Singapore	Restaurant management and operation and investment holding	Singapore	1,500,000	100.0
Jumbo F&B Services	24 July 1997, Singapore	Restaurant management and operation and investment holding	Singapore	3,800,000	100.0
Jumbo Catering	27 August 2014, Singapore	Dormant	Singapore	2	100.0
SSR Sentosa	23 July 2010, Singapore	Restaurant management and operation	Singapore	100,000	100.0 ⁽¹⁾
Ng Ah Sio Investments	28 August 2007, Singapore	Restaurant management and operation and investment holding	Singapore	100	100.0
NASPL	3 November 2006, Singapore	Sale and manufacture of <i>bak kut teh</i> spice mix	Singapore	2	100.0
JBT (China)	18 October 2012, Singapore	Investment holding	Singapore	4,900,000	70.0 ⁽²⁾

GROUP STRUCTURE

PRC

Name of company	Date and country of incorporation	Principal activities	Principal place of business	Registered and paid up capital	Ownership interest held (%)
Jumbo F&B Services (Shanghai) (新肴餐饮管理(上海)有限公司)	23 November 2012, PRC	Restaurant management	PRC	US\$350,000 (registered and paid-up share capital) US\$500,000 (approved total investment amount)	100.0
JBT F&B Management (Shanghai) (新会(上海)餐饮管理有限公司)	2 May 2013, PRC	Restaurant management and operation	PRC	S\$4,000,000 (registered and paid-up share capital) S\$8,000,000 (approved total investment amount)	70.0 ⁽²⁾

Notes:

- (1) 100.0% of the issued share capital of SSR Sentosa is held by Jumbo Group of Restaurants. However, our Group's effective interest in SSR Sentosa is accounted for as 27.0%, instead of 100.0%, by virtue of our Group's shareholdings in SSR Singapore, for the purposes of presenting our Group's combined financial statements. SSR Singapore has a contractual right to control SSR Sentosa's financial and operating policies, although SSR Sentosa is a subsidiary of our Group. Please see the section entitled "General Information of Our Group - Joint Ventures and Licensing Arrangements" in this Offer Document for more details.
- (2) 30.0% of the issued share capital of JBT (China) is held by Together Inc. Pte. Ltd., a wholly-owned subsidiary of Breadtalk Group Limited. Breadtalk Group Limited is a public company listed on the Main Board of the SGX-ST. JBT F&B Management (Shanghai) is a wholly-owned subsidiary of JBT (China). None of the directors and controlling shareholders of Together Inc. Pte. Ltd. and/or Breadtalk Group Limited is related to any of our Directors or Controlling Shareholders.

Branches

PRC

Name of branch	Date and country of establishment	Principal activities	Principal place of business	Details of ownership
JBT F&B Management (Shanghai) Co., Ltd. Xuhui Branch (新会(上海)餐饮管理有限公司徐汇分公司)	20 November 2013, PRC	Restaurant management and operation	PRC	Owned by JBT F&B Management (Shanghai)
JBT F&B Management (Shanghai) Co., Ltd. Huangpu Branch (新会(上海)餐饮管理有限公司黄浦分公司)	27 July 2015, PRC	Restaurant management and operation	PRC	Owned by JBT F&B Management (Shanghai)

GROUP STRUCTURE

Sole-proprietorships

Singapore

Name of branch	Date and country of establishment	Principal activities	Principal place of business	Details of ownership
Jumbo Seafood (Riverside)	4 September 2002, Singapore	Restaurant management and operation	Singapore	Owned by Jumbo Group of Restaurants
Jumbo Seafood Gallery	13 August 2004, Singapore	Restaurant management and operation	Singapore	Owned by Jumbo Group of Restaurants
Jumbo Seafood @ NSRCC	17 February 2006, Singapore	Restaurant management and operation and food catering	Singapore	Owned by Jumbo Group of Restaurants
Jumbo Seafood @ Dempsey	20 February 2008, Singapore	Restaurant management and operation	Singapore	Owned by Jumbo Group of Restaurants
SG Cafe N SG Kitchen	3 November 2008, Singapore	Dormant	Singapore	Owned by Jumbo Group of Restaurants
Yoshimaru Ramen Bar	2 February 2009, Singapore	Restaurant management and operation	Singapore	Owned by Jumbo Group of Restaurants ⁽¹⁾
JPOT	2 April 2009, Singapore	Restaurant management and operation	Singapore	Owned by Jumbo Group of Restaurants
JPOT @ Tampines	28 March 2012, Singapore	Restaurant management and operation	Singapore	Owned by Jumbo Group of Restaurants
JPOT @ Parkway	26 February 2014, Singapore	Restaurant management and operation	Singapore	Owned by Jumbo Group of Restaurants
Chui Huay Lim Teochew Cuisine	13 May 2011, Singapore	Restaurant management and operation	Singapore	Owned by Jumbo Group of Restaurants
Singapore Seafood Republic	8 June 2010, Singapore	Restaurant management and operation	Singapore	Owned by SSR Sentosa
Ng Ah Sio Bak Kut Teh	11 October 1977, Singapore	Restaurant management and operation	Singapore	Owned by Ng Ah Sio Investments
J Cafe @ The Deck	11 June 2014, Singapore	Restaurant management and operation	Singapore	Owned by Jumbo Group of Restaurants

Note:

- (1) Jumbo Group of Restaurants is the sole proprietor of Yoshimaru Ramen Bar. Our Group manages Yoshimaru Ramen Bar in Singapore on behalf of SRPL, which provided the capital for the business. Accordingly, our Group's effective ownership interest in Yoshimaru Ramen Bar is 20.0%, instead of 100.0%, by virtue of our Group's shareholding in SRPL, for the purposes of presenting our Group's combined financial statements.

GROUP STRUCTURE

Since 2002, our Group has adopted the sole-proprietorship structure for our outlets in Singapore. The Legal Advisers to the Company on Singapore Law, Shook Lin & Bok LLP, have advised that, as at the Latest Practicable Date, a sole proprietorship and its sole proprietor are not considered to be separate legal persons under applicable Singapore laws and regulations. The Singapore Ministry of Manpower's relevant regulations do not appear to expressly address the relationship between sole proprietors and sole proprietorships and accordingly, do not appear to expressly prohibit a structure where employees employed by a limited liability company, are deployed to sole-proprietorships owned by such company.

Associated companies

Singapore

Name of company	Date and country of incorporation	Principal activities	Principal place of business	Issued capital (S\$)	Ownership interest held (%)
SSR Singapore	5 August 2009, Singapore	Investment holding	Singapore	1,600,000	27.0 ⁽¹⁾
SRPL	18 October 2007, Singapore	Restaurant management and operation	Singapore	1,200,000	20.0 ⁽²⁾

Notes:

- (1) The shareholders of SSR Singapore are Jumbo Group of Restaurants, SRPL, TLG Asia Pte Ltd, The Sea Food International Market & Restaurant Pte Ltd and Palm Beach Seafood Restaurant International Pte Ltd, holding 25.0%, 10.0%, 25.0%, 22.0% and 18.0% of its total issued share capital respectively. None of the directors or controlling shareholders of each of TLG Asia Pte Ltd, The Sea Food International Market & Restaurant Pte Ltd or Palm Beach Seafood Restaurant International Pte Ltd is related to any of our Directors or Controlling Shareholders.
- (2) The shareholders of SRPL are Jumbo Group of Restaurants, TLG Asia Pte Ltd, The Sea Food International Market & Restaurant Pte Ltd, Palm Beach Seafood Restaurant International Pte Ltd and MRS, who each hold shareholding interests of 20.0%. None of the directors or controlling shareholders of each of TLG Asia Pte Ltd, The Sea Food International Market & Restaurant Pte Ltd, Palm Beach Seafood Restaurant International Pte Ltd or MRS is related to any of our Directors or Controlling Shareholders.

Save as disclosed above, our Group does not have any other subsidiaries, sole proprietorships or associated companies.

None of our subsidiaries is listed on any stock exchange.

SHARE CAPITAL

Our Company was incorporated in Singapore on 4 February 2015 under the Companies Act as a private limited company under the name of “Jumbo Group Pte. Ltd.”. Our Company was converted to a public limited company on 22 October 2015 and our name was changed to “Jumbo Group Limited”.

As at the Latest Practicable Date, the issued and paid-up share capital of our Company was S\$2.00 comprising two (2) Shares. As at the date of this Offer Document, the issued and paid-up share capital of our Company is S\$9,601,904 comprising 481,000,000 Shares.

At an extraordinary general meeting held on 19 October 2015, our Shareholders approved, *inter alia*, the following:

- (a) the sub-division of 1,051,204 Shares in the capital of our Company into 463,929,800 Shares;
- (b) the conversion of our Company into a public limited company and the change of our name to “Jumbo Group Limited”;
- (c) the adoption of a new set of Articles of Association;
- (c) the allotment and issue of the New Shares which are the subject of the Invitation and the Cornerstone Shares pursuant to the Cornerstone Subscription Agreements, on the basis that the New Shares and the Cornerstone Shares, when allotted, issued and fully paid-up, will rank *pari passu* in all respects with the existing issued and fully paid-up Shares;
- (d) the adoption of the Jumbo Performance Share Plan, and the authorisation of our Directors, pursuant to Section 161 of the Companies Act, to allot and issue Shares upon the release of awards granted under the Jumbo Performance Share Plan;
- (e) the adoption of the Jumbo Employee Share Option Scheme, and the authorisation of our Directors, pursuant to Section 161 of the Companies Act, to allot and issue Shares upon the exercise of Options granted under the Jumbo Employee Share Option Scheme and that authority be given to our Directors to grant Options at a discount of up to a maximum discount of 20.0%;
- (f) the approval of the listing and quotation of all the issued Shares and the New Shares to be allotted and issued pursuant to the Invitation, the Cornerstone Shares, the Award Shares and the Option Shares, on Catalyst; and
- (g) the authorisation for our Directors, pursuant to Section 161 of the Companies Act and the Articles of Association, to:
 - (A) issue Shares whether by way of rights, bonus or otherwise; and/or
 - (B) 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 (as well as adjustments to) 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 shall in their absolute discretion deem fit; and
 - (C) issue Shares in pursuance of any Instrument made or granted by our Directors while this authority is in force (notwithstanding that such issue of Shares pursuant to the Instrument may occur after the expiration of the authority contained in this resolution), provided that:
 - (i) the aggregate number of Shares to be issued pursuant to such authority (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this authority) does not exceed 100.0% of the total number of issued Shares (excluding treasury shares) in the capital of our Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to the then existing Shareholders (including Shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed 50.0% of the total number of issued Shares (excluding treasury shares) in the capital of our Company (as calculated in accordance with sub-paragraph (ii) below);

SHARE CAPITAL

- (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the total number of the issued Shares shall be based on the total number of issued Shares of our Company (excluding treasury shares) immediately after the Invitation, after adjusting for:
 - (aa) new Shares arising from the conversion or exercise of any convertible securities;
 - (bb) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time this authority is passed, provided the options or awards were granted in compliance with the Catalist Rules; and
 - (cc) any subsequent bonus issue, consolidation or sub-division of Shares;
- (iii) in exercising the authority conferred by this resolution, our Company shall comply 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; and
- (iv) (unless revoked or varied by our Company in general meeting) the authority conferred by this resolution shall take effect from the date of admission of our Company to Catalist and 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 earlier.

As at the date of this Offer Document, there is only one (1) class of Shares in the capital of our Company, being ordinary shares. A summary of our Articles of Association relating to, among others, the voting rights of our Shareholders, is set out in Annex D to this Offer Document, entitled “Summary of Memorandum and Articles of Association of our Company”.

As at the date of this Offer Document, the issued and paid-up share capital of our Company is S\$9,601,904 comprising 481,000,000 Shares. Upon the allotment and issue of New Shares and the Cornerstone Shares, the resultant issued and paid-up share capital of our Company will be increased to S\$48,490,707 comprising 641,333,000 Shares after taking into account the capitalisation of expenses in relation to the Invitation.

There are no founder, management, deferred or unissued Shares reserved for issuance for any purpose. The New Shares and the Cornerstone Shares shall have the same interest and voting rights as our existing Shares that were issued prior to this Invitation and there are no restrictions to the free transferability of our Shares.

Save for the Options which may be granted under the Jumbo Employee Share Option Scheme and the Awards which may be granted under the Jumbo Performance Share Plan, no person has, or has the right to be given, an option to subscribe for or purchase any securities of our Company or our subsidiaries. As at the Latest Practicable Date, no option to subscribe for Shares in our Company and no award of Shares has been granted to, or was exercised by (as applicable), any of our Directors or Key Executive.

SHARE CAPITAL

Details of changes in our Company's issued and paid-up ordinary share capital since incorporation and the resultant issued and paid-up share capital immediately after the Invitation and the Cornerstone Tranche are as follows:

	Number of Shares	Issued and paid-up share capital (S\$)
Issued and fully paid Shares as at incorporation of our Company	2	2
Issue of new Shares pursuant to the acquisition by our Company of JSPL and Jardine Enterprise	1,051,202	5,424,202
After sub-division of Shares	463,929,800	5,424,204
Issue of new Shares to fellow co-operative venturers and non-controlling interests	17,070,200	4,177,700
Post-Restructuring Exercise issued and paid-up share capital	481,000,000	9,601,904
Cornerstone Shares issued	72,100,000	18,025,000
New Shares issued pursuant to the Invitation	88,233,000	20,899,008 ⁽¹⁾
Post-Invitation issued and paid-up share capital	641,333,000	48,525,912

Note:

(1) This takes into account the capitalisation of estimated listing expenses of approximately S\$1.2 million.

Save as disclosed above, there were no changes in the issued and paid-up ordinary share capital of our Company since incorporation.

The issued share capital and the Shareholders' equity of our Company as at 31 March 2015, before and after adjustments to reflect the Invitation and the Cornerstone Tranche, are set out below.

	As at 31 March 2015	After the Invitation
Issued and fully paid-up shares (number of shares)	2	641,333,000
Issued and fully paid-up share capital (S\$)	2	48,525,912 ⁽¹⁾
Retained profits (S\$)	(529,224)	(1,428,551)
Total shareholders' equity (S\$)	(529,222)	47,097,361

Note:

(1) This takes into account part of the estimated listing expenses of approximately S\$1.2 million being charged to share capital.

SHAREHOLDERS

Our Shareholders and their respective shareholdings in our Company immediately before and after the Invitation and the Cornerstone Tranche are set out below:

	Immediately before the Invitation and the Cornerstone Tranche				Immediately after the Invitation and the Cornerstone Tranche			
	Direct interest		Deemed interest		Direct interest		Deemed interest	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Directors								
Mr. Ang Kiam Meng ⁽¹⁾⁽²⁾⁽³⁾	—	—	—	—	—	—	—	—
Mdm. Tan Yong Chuan, Jacqueline ⁽¹⁾⁽³⁾	—	—	—	—	—	—	—	—
Mrs. Christina Kong Chwee Huan ⁽²⁾⁽³⁾	—	—	—	—	—	—	—	—
Mr. Tan Cher Liang	—	—	—	—	—	—	—	—
Mr. Richard Tan Kheng Swee	—	—	—	—	—	—	—	—
Dr. Lim Boh Soon	—	—	—	—	—	—	—	—
Substantial Shareholders								
JBO ⁽³⁾	371,582,400	77.3	—	—	371,582,400	57.9	—	—
Mr. Tan Gee Jian	42,254,900	8.8	—	—	42,254,900	6.6	—	—
Mr. Ang Hon Nam ⁽²⁾⁽³⁾	—	—	371,582,400	77.3	—	—	371,582,400	57.9
Cornerstone Investors								
Orchid 1 Investments Pte. Ltd. ⁽⁴⁾	—	—	—	—	40,000,000	6.2	—	—
Mr. Ron Sim Chye Hock	—	—	—	—	32,100,000	5.0	—	—
Other Shareholders								
Mr. See Boon Huat ⁽⁵⁾	28,169,800	5.9	—	—	28,169,800	4.4	—	—
Mr. Koh Ah Say @ See Boon Chye ⁽⁵⁾	14,084,700	2.9	—	—	14,084,700	2.2	—	—
Other Employees ⁽⁶⁾	7,838,000	1.6	—	—	7,838,000	1.2	—	—
Palm Beach Seafood Restaurant Pte Ltd ⁽⁷⁾⁽⁸⁾	12,545,200	2.6	—	—	12,545,200	2.0	—	—
Mr. Ng Kok Kiang ⁽⁸⁾	465,500	0.1	—	—	465,500	0.1	—	—
Mdm. Chan Hwee Eng ⁽⁸⁾	465,500	0.1	—	—	465,500	0.1	—	—
NSH Holdings Pte. Ltd. ⁽⁹⁾	3,594,000	0.7	—	—	3,594,000	0.6	—	—
Public Shareholders (arising from the Invitation)								
Total	481,000,000	100.0			641,333,000	100.0		

Notes:

- (1) Mr. Ang Kiam Meng and Mdm. Tan Yong Chuan, Jacqueline are spouses.
- (2) Mr. Ang Hon Nam is the father of Mr. Ang Kiam Meng and Mrs. Christina Kong Chwee Huan, who are siblings.
- (3) Mr. Ang Hon Nam, Mr. Ang Kiam Meng, Mdm. Tan Yong Chuan, Jacqueline and Mrs. Christina Kong Chwee Huan hold 28.9%, 13.1%, 4.0% and 1.7% of JBO's issued share capital respectively. Mr. Ang Hon Nam is deemed interested in the Shares held by JBO by virtue of Section 4 of the Securities and Futures Act. For further details on the other shareholders of JBO and the relationships between the shareholders of JBO, please refer to the section entitled "Restructuring Exercise" of this Offer Document.
- (4) Heliconia Capital Management Pte. Ltd. is deemed interested in the Shares held by Orchid 1 Investments Pte. Ltd. by virtue of Section 4 of the Securities and Futures Act.
- (5) Mr. See Boon Huat and Mr. Koh Ah Say @ See Boon Chye are siblings.
- (6) Comprises 16 employees of our Group, who will each hold between 0.04% and 0.24% of our Company's post-Invitation share capital. Please refer to the section entitled "Restructuring Exercise" of this Offer Document for further details.
- (7) Palm Beach Seafood Restaurant Pte Ltd is a company incorporated in Singapore. The directors and shareholders of Palm Beach Seafood Restaurant Pte Ltd are unrelated third parties.

SHAREHOLDERS

- (8) Palm Beach Seafood Restaurant Pte Ltd, Mr. Ng Kok Kiang and Mdm. Chan Hwee Eng are deemed to be existing public shareholders, and their Shares shall be included in the computation of the public float in accordance with Rule 406(1) of the Catalyst Rules.
- (9) NSH Holdings Pte. Ltd. is a company incorporated in Singapore. Mr. Ng Siak Hai, one of the shareholders of JBO, is a director and holds 50.0% of the share capital of NSH Holdings Pte. Ltd..

Save as disclosed above and in the section entitled “Directors, Management and Staff” of this Offer Document, there are no relationships among our Directors, Key Executive and Substantial Shareholders.

The Shares held by our Directors, Key Executive and Substantial Shareholders do not have different voting rights from the Shares held by other Shareholders of the Company.

Save as disclosed above, our Company is not directly or indirectly owned or controlled by another corporation, any government or other natural or legal person whether severally or jointly. There is no known arrangement, the operation of which may, at a subsequent date, result in a change in the control of our Company.

There has not been any public take-over offer by a third party in respect of our Shares or by our Company in respect of the shares of another corporation or units of a business trust which has occurred during the Relevant Period.

Save as disclosed in the section entitled “Restructuring Exercise” of this Offer Document, there has been no significant change in the percentage of ownership of the issued share capital of our Company for the Relevant Period.

CORNERSTONE INVESTORS

Concurrent but separate from the Invitation, the Cornerstone Investors have entered into the Cornerstone Subscription Agreements with our Company to subscribe for an aggregate of 72,100,000 Cornerstone Shares at the Issue Price, each agreement being conditional upon, *inter alia*, the Underwriting and Placement Agreement and the Management and Sponsorship Agreement having been entered into, and not having been terminated on or prior to the Settlement Date.

Details of the Cornerstone Investors are as set out below:

Orchid 1 Investments Pte. Ltd.

Orchid 1 Investments Pte. Ltd. (“**Orchid 1**”) is a private limited company incorporated in Singapore. Orchid 1 is managed and controlled by Heliconia Capital Management Pte. Ltd. (“**Heliconia**”), which is an investment company incorporated in Singapore and a wholly-owned subsidiary of Temasek Holdings (Private) Limited. Heliconia provides growth capital to Singapore’s leading small and medium-sized enterprises, to help them become globally competitive companies.

Mr. Ron Sim Chye Hock

Mr. Ron Sim Chye Hock is the Founder, Chairman and Chief Executive Officer of OSIM International Ltd., a global leader in branded healthy lifestyle products, which is listed on the Main Board of the SGX-ST. Mr. Sim is well-known for his entrepreneurship, and is recognised as a prominent businessman who has been honoured with, among others, the Ernst & Young “Entrepreneur of the Year” award in 2003, the “Businessman of the Year” award at the Singapore Business Awards in 2003, and the “Best Chief Executive Officer” award at the Singapore Corporate Awards in 2012. In 2015, he was ranked number 22 on Forbes’ list of the 50 Richest Singaporeans.

MORATORIUM

To demonstrate their commitment to our Group, a Controlling Shareholder of our Group, JBO, has undertaken to our Company and the Sponsor and Issue Manager that, *inter alia*, it will not for a period of 24 months from the date of admission of our Company to Catalyst:

- (a) directly or indirectly, sell, contract to sell, offer, realise, transfer, assign, grant any option or right to acquire, grant any security over, pledge or otherwise dispose of or encumber (“**Disposal**”), any part of its interests in the share capital of our Company (adjusted for any bonus issue or sub-division of Shares), determined immediately after the Invitation (“**Lock-Up Shares**”); or

SHAREHOLDERS

- (b) enter into any agreement or other arrangement (including any swap, hedge or derivative transaction) that will directly or indirectly constitute or will be deemed as a Disposal (“**Deemed Disposal**”) of the Lock-Up Shares.

Each of the shareholders of JBO, including a Controlling Shareholder of our Group, Mr. Ang Hon Nam, our CEO and Executive Chairman, Mr. Ang Kiam Meng and our Executive Directors, Mdm. Tan Yong Chuan, Jacqueline, and Mrs. Christina Kong Chwee Huan have also undertaken to our Company and the Sponsor and Issue Manager that, *inter alia*, he/she:

- (a) will not directly or indirectly conduct a Disposal or a Deemed Disposal of any part of their interests in the share capital of JBO (adjusted for any bonus issue or sub-division of JBO’s shares), for a period of 12 months from the date of admission of our Company to Catalyst; and
- (b) will procure JBO not to directly or indirectly:
 - (i) conduct a Disposal; or
 - (ii) conduct a Deemed Disposal of JBO’s Lock-Up Shares,

for a period of 24 months from the date of admission of our Company to Catalyst.

In addition, NSH Holdings Pte. Ltd. (“**NSH Holdings**”), Other Employees, Koh Ah Say @ See Boon Chye, See Boon Huat and Tan Gee Jian (collectively, “**Relevant Shareholders**”) who in aggregate hold 95,941,400 Shares, representing 15.0% of our Company’s post-Invitation share capital, have undertaken to our Company and the Sponsor and Issue Manager that, *inter alia*, they will not for a period of six (6) months from the date of admission of our Company to Catalyst (“**Initial Period**”), directly or indirectly conduct a Disposal or a Deemed Disposal of any part of their Lock-Up Shares.

For six (6) months after the Initial Period, the restriction shall apply to 50.0% of the Lock-up Shares held by the Relevant Shareholders.

The shareholders of NSH Holdings have also undertaken to our Company and the Sponsor and Issue Manager that, *inter alia*, they:

- (a) will not directly or indirectly conduct a Disposal or a Deemed Disposal of any part of their interests in the share capital of NSH Holdings (adjusted for any bonus issue or sub-division of NSH Holdings’ shares) for a period of 12 months from the date of admission of our Company to Catalyst; and
- (b) will procure NSH Holdings not to directly or indirectly:
 - (i) conduct a Disposal; or
 - (ii) conduct a Deemed Disposal of,

(A) NSH Holdings’ Lock-Up Shares for the Initial Period; and (B) more than 50.0% of NSH Holdings’ Lock-Up Shares for the six (6) months after the Initial Period.

Separately, the Cornerstone Investors have undertaken to our Company that, *inter alia*, they will not directly or indirectly conduct a Disposal or Deemed Disposal of any part of the Cornerstone Shares (adjusted for any bonus issue or sub-division of Shares) for a period of six (6) months from the date of admission of our Company to Catalyst.

GENERAL INFORMATION OF OUR GROUP

HISTORY

Our Company was incorporated in Singapore on 4 February 2015 under the Companies Act as a private limited company under the name “Jumbo Group Pte. Ltd.”. We subsequently changed our name to “Jumbo Group Limited” on 22 October 2015 in connection with our conversion to a public company limited by shares.

Significant events in our corporate history:

1987 We acquired Mermaid Beach Seafood (Laguna) Pte Ltd, which was subsequently renamed Jumbo Seafood Pte. Ltd.

Our flagship *Jumbo Seafood* outlet, located at East Coast Seafood Centre, Singapore, was successfully launched, marking our Group’s entry into the seafood restaurant business.

2002 - 2008 We embarked on an expansion strategy with the opening of a *Jumbo Seafood* restaurant located at Riverside Point. In successive years, our Group opened three (3) more *Jumbo Seafood* restaurants in Singapore – Jumbo Seafood Gallery in 2004, Jumbo Seafood @ NSRCC in 2006, and Jumbo Seafood @ Dempsey in 2008.

In 2007, a collaboration between our Group and three (3) other F&B establishments from Singapore as well as MRS, our Japanese partner, led to the establishment of SRPL. SRPL and MRS further entered into a partnership agreement to establish SSR Japan.

2008 The first *Singapore Seafood Republic* restaurant was opened by SSR Japan in Shinagawa, Tokyo, Japan, featuring amongst its signature dishes our famous *Jumbo Chilli Crab*. As at the Latest Practicable Date, there are four (4) *Singapore Seafood Republic* restaurants in Japan, located in Tokyo (Shinagawa, Ginza, and Gotanda) and Osaka (Umeda), one (1) of which is owned and operated by SSR Japan while the remaining three (3) are owned and operated by MRS. Please refer to the section entitled “General Information of Our Group – Joint Ventures and Licensing Arrangements” of this Offer Document for further details.

In order to maintain our stringent quality standards, increase productivity and lower costs, we established our Central Kitchen and our Research and Development Kitchen in Kaki Bukit, Singapore. Our Central Kitchen enables us to, *inter alia*, maintain the consistency in the tastes of our signature dishes, and our Research and Development Kitchen facilitates the creation of new dishes and improved food preparation processes.

Our Group was honoured with the Singapore Service Star Award, for quality service.

2009 We expanded our F&B offerings with new concepts and brands. We launched *JPOT* in Vivocity in Singapore (the largest shopping mall in Singapore located along Harbourfront Walk), a dining concept featuring traditional hotpot dining complemented by Singapore-style hotpot soup bases, served in individual pots for each customer.

We also launched the *Yoshimaru Ramen Bar* outlet, serving authentic *hakata* ramen, in Holland Village, Singapore (a neighbourhood popular with younger Singaporeans and expatriates, located along Holland Road). Our Group manages the operations of the *Yoshimaru Ramen Bar* outlet on behalf of SRPL.

Encouraged by the popularity and growth of the *Singapore Seafood Republic* brand in Japan, the Singapore partners of SRPL, together with SRPL, incorporated SSR Singapore to introduce the dining concept in Singapore.

GENERAL INFORMATION OF OUR GROUP

- 2010
- To further expand our range of F&B offerings, our Group acquired a majority stake in Ng Ah Sio Investments, which operates, *inter alia*, the popular and well-established *Ng Ah Sio Bak Kut Teh* restaurant in Rangoon Road, specialising in a Singapore Teochew delicacy known as “white pepper” *bak kut teh*, a savoury pork-based soup prepared with toasted white pepper and garlic, and sells packaged versions of its *bak kut teh* spice mix. Within the same year, we expanded the *Ng Ah Sio Bak Kut Teh* business by establishing a second *Ng Ah Sio Bak Kut Teh* outlet in one of Singapore’s two (2) integrated resorts, Marina Bay Sands.
- SSR Singapore launched a *Singapore Seafood Republic* outlet in Singapore’s other integrated resort, Resorts World Sentosa.
- Jumbo’s team emerged as the champion in the Asian Cuisine Open Competition, held in Hong Kong, in conjunction with the 16th Asian Games.
- 2011
- Our Group launched the flagship *Chui Huay Lim Teochew Cuisine* restaurant, located at the venerable Chui Huay Lim Club, Singapore.
- We diversified into retail sales of packaged versions of our famous *Jumbo* chilli crab paste and black pepper crab spice mix. These packaged sauces were launched at the Singapore Food Festival.
- To expand our customer base, we also branched out into the food catering sector with our Jumbo catering services, which feature our Group’s award-winning cuisine, amongst other local delights.
- 2012
- We established two (2) additional *Ng Ah Sio Bak Kut Teh* outlets in the Tanjong Katong and Newton areas in Singapore, and launched a second *JPOT* restaurant in Tampines 1 in Singapore (a shopping mall located in Tampines Central).
- We launched the Jumbo eShop, an e-commerce platform, retailing our famous *Jumbo* chilli crab paste, black pepper crab spice mix and Teochew style *bak kut teh* spice mix.
- Our Group was honoured with several awards, including: (i) the Singapore Prestige Brand Award – Established Brand, for *Jumbo Seafood*; (ii) the Singapore Prestige Brand Award – Heritage Brand, for *Ng Ah Sio Bak Kut Teh*; (iii) the Singapore Excellent Service Award; and (iv) the Enterprise 50 Award.
- 2013
- Through a joint venture with Together Inc. Pte. Ltd., we made our first foray into the PRC with the launch of the first *Jumbo Seafood* restaurant in Xuhui District, in the heart of downtown Shanghai.
- Jumbo Seafood*’s chilli crab garnered the largest number of public votes, and *Jumbo Seafood* was chosen to be one of Singapore’s three (3) “Hawker Heroes” to enter a widely publicised cooking contest against Michelin-starred celebrity chef Gordon Ramsay. Our Group was also honoured at the 2013 Epicurean Star Awards for contributing to the local F&B scene and for placing Singapore on the international culinary map.
- 2014
- We launched our *J Café – Singapore’s Local Delights* outlet, which serves popular Singapore street food, desserts and beverages, at the National Service Recreation Country Club in Changi.
- Within the same year, we celebrated the launch of our third *JPOT* restaurant, located at Parkway Parade (a shopping mall located in Marine Parade, Singapore).
- On 31 December 2014, we entered into an agreement to, *inter alia*, acquire the remaining 49.0% equity interest in Ng Ah Sio Investments. Please refer to the section entitled “Restructuring Exercise” of this Offer Document for further information.

GENERAL INFORMATION OF OUR GROUP

We were one of the finalists for the Tourism and F&B Singapore Workforce Skills Qualifications (“WSQ”) Awards 2014, which recognised our commitment to providing WSQ training for our staff.

2015 We launched the second *Jumbo Seafood* restaurant in the PRC at Raffles City, Huangpu District Shanghai and entered into an agreement to, *inter alia*, lease premises at Shanghai IFC Tower, Shanghai, to launch the third *Jumbo Seafood* restaurant in the PRC (slated for opening in January 2016).

Our Group was honoured with several awards, including: (i) the People Excellence Award; (ii) the HRM Award - SME Employer of the Year; (iii) Influential Brands Award – Top Brand for Seafood Category; (iv) Singapore SME 1000 Company; and (v) the Excellent Service Award.

Our flagship *Jumbo Seafood* outlet, located at East Coast Seafood Centre, Singapore, was named one of the 50 iconic places to visit in Singapore in Tripadvisor’s Singapore50 list.

OUR BUSINESS

Overview

As at the Latest Practicable Date, we have a total of 14 F&B outlets in Singapore and two (2) F&B outlets in the PRC, under five (5) restaurant brands. Our philosophy is “Bonding People Through Food”, and we endeavour to provide quality food and service at great value in a comfortable and friendly environment. We also provide catering services for our customers in Singapore, and sell packaged sauces and spice mixes for some of our signature dishes in our outlets, selected stores, supermarkets, travel agencies and on-line via the Jumbo eShop.

Further, we manage one (1) *Singapore Seafood Republic* outlet and one (1) *Yoshimaru Ramen Bar* outlet in Singapore that are effectively owned by our associated companies. Further, we hold investments in one (1), and are paid licensing fees in relation to four (4), *Singapore Seafood Republic* outlets located in Japan, through our associated company. Please refer to the section entitled “General Information of Our Group – Joint Ventures and Licensing Arrangements” of this Offer Document for further details. We also hold an investment in one (1) *Slappy Cakes* outlet located at Resorts World Sentosa in Singapore.

As at the Latest Practicable Date, our network of F&B outlets (including those of our associated companies and those under licensing arrangements) comprises:

Brand

Country and location

Jumbo Seafood

Singapore

- East Coast Seafood Centre, East Coast (flagship outlet)
- Riverside Point, Clarke Quay
- The Riverwalk, Boat Quay
- National Service Resort and Country Club, Changi
- Dempsey Hill, Dempsey

PRC

- iAPM, Xuhui District, Shanghai (flagship outlet)
- Raffles City, Huangpu District, Shanghai
- Shanghai IFC Tower, Pudong New Area, Shanghai (slated for opening in January 2016)

JPOT

Singapore

- Vivocity, Harbourfront (flagship outlet)
- Tampines 1, Tampines
- Parkway Parade, Marine Parade

GENERAL INFORMATION OF OUR GROUP

Brand	Country and location
<i>Ng Ah Sio Bak Kut Teh</i>	Singapore – Rangoon Road, Farrer Park (flagship outlet) – Tanjong Katong Road, Tanjong Katong – Chui Huay Lim Club, Newton – Marina Bay Sands, Marina Bay
<i>Chui Huay Lim Teochew Cuisine</i>	Singapore – Chui Huay Lim Club, Newton
<i>J Café</i>	Singapore – NSRCC, Changi
<i>Singapore Seafood Republic</i>	Japan – Shinagawa, Tokyo – Ginza, Tokyo – Gotanda, Tokyo – Umeda, Osaka Singapore – Resorts World Sentosa, Sentosa
<i>Yoshimaru Ramen Bar</i>	Singapore – Holland Village, Bukit Timah

Over the years, we have received many awards, accolades and notable mentions in prestigious publications recognising our F&B brands as well as the high quality of our food and service. The accolades include the “People Excellence Award”, the “HRM Award - Employer of the Year”, the “Excellent Service Award”, the “Singapore Prestige Brand Award”, the “Epicurean Star Award”, the “Singapore Service Star” and the “Singapore SME 1000 Company”. Please refer to the section entitled “Accreditations and Awards” of this Offer Document for further information.

F&B Business

We are one of Singapore’s leading multi-dining concept F&B establishments. Our philosophy is “Bonding People Through Food”. We believe we have established strong awareness of our various dining concepts and brands through serving quality cuisine and efficient and friendly service, resulting in enhanced customer satisfaction and loyalty.

(a) Jumbo Seafood

Our *Jumbo Seafood* chain of restaurants serves a wide variety of seafood cuisine prepared in classic Singapore and Hong Kong styles. Our signature dishes include our *Jumbo Chilli Crab*, *Jumbo Black Pepper Crab*, *Salted Egg Golden Prawns* and *Crispy Baby Squids*.

As at the Latest Practicable Date, we own and operate five (5) *Jumbo Seafood* outlets in Singapore and two (2) outlets in the PRC (under a joint venture with Together Inc. Pte. Ltd.). Our *Jumbo Seafood* outlets in Singapore have seating capacities ranging from 280 to 1,250 diners. Our first *Jumbo Seafood* outlet in Shanghai, the PRC, is located in the centre of the popular shopping belt in Xuhui District (徐汇区) in downtown Shanghai and can seat over 250 diners. Our second *Jumbo Seafood* outlet in Shanghai, the PRC, which opened on 19 August 2015, is located in Huangpu District (黄浦区) and can seat approximately 200 diners.

We have also signed a lease for a third *Jumbo Seafood* outlet in Shanghai, the PRC. This third outlet, which is expected to open in January 2016, is located in Pudong New Area (浦东新区) and will be able to seat approximately 150 diners.

GENERAL INFORMATION OF OUR GROUP

In addition to dine-in sales, our *Jumbo Seafood @ NSRCC* outlet also provides catering services to allow customers to enjoy our cuisine at their private functions, such as wedding receptions and birthday parties. Dishes in our catering menu include signature dishes from *Jumbo Seafood*, barbequed food, local hawker fare, *dim sum* (bite-sized Chinese dishes) and finger food, as well as specialty drinks and desserts.



Jumbo Chilli Crab



Jumbo Seafood – East Coast Outlet



Jumbo Seafood – East Coast Outlet



Jumbo Seafood – Dempsey Hill Outlet



Jumbo Seafood – Gallery Outlet



Jumbo Seafood – NSRCC Outlet



Jumbo Seafood – Riverside Outlet



Jumbo Seafood – iAPM, Xuhui District, Shanghai Outlet

GENERAL INFORMATION OF OUR GROUP

(b) JPOT

Our *JPOT* restaurants provide a fresh take on traditional hotpot dining by allowing customers to choose from a range of Singapore-style hotpot soup bases, such as *Laksa* (a coconut-based curry soup), *Silky Porridge*, *Tom Yum* (a clear, spicy and sour soup) and *Bak Kut Teh* (a savoury pork-based soup), and a wide variety of fresh ingredients including live seafood, meat (including beef) and poultry. In contrast to traditional hotpot dining, we offer our diners individual pots and provide separate utensils for raw and cooked food to maintain high levels of food safety and hygiene. Each *JPOT* restaurant provides a complimentary condiments bar offering a wide selection of sauces and seasoning ingredients, for customers to create their own bespoke sauce mix.

As at the Latest Practicable Date, we own and operate three (3) *JPOT* outlets in Singapore. All our *JPOT* restaurants have interactive menus from which customers can place their orders directly with the kitchen, enhancing operational efficiency and responsiveness. Our *JPOT* outlets have seating capacities ranging from 160 to 210 diners.



Fresh Hotpot Ingredients



JPOT – Vivocity Outlet



JPOT – Tampines Outlet



JPOT – Parkway Parade Outlet

(c) Ng Ah Sio Bak Kut Teh

Established in 1955, *Ng Ah Sio Bak Kut Teh* serves a Singapore Teochew delicacy known as “white pepper” *bak kut teh*, a savoury pork-based soup prepared with roasted white pepper and garlic.

In addition to the Rangoon Road flagship outlet, since our acquisition of interest in Ng Ah Sio Investments in 2010, we have established three (3) new outlets at Marina Bay Sands, Tanjong Katong and Newton, Singapore, bringing the total number of *Ng Ah Sio Bak Kut Teh* outlets owned and operated by our Group as at the Latest Practicable Date to four (4) outlets.

GENERAL INFORMATION OF OUR GROUP



Ng Ah Sio Bak Kut Teh – Rangoon Road Outlet



Ng Ah Sio Bak Kut Teh – Tanjong Katong Road Outlet

(d) Chui Huay Lim Teochew Cuisine

Our *Chui Huay Lim Teochew Cuisine* restaurant is located at the venerable Chui Huay Lim Club in Newton, Singapore.

We created and conceptualised the menu, focusing on authentic Teochew cuisine. Signature dishes include *Teochew Cold Crab*, *Deep Fried Traditional Teochew Liver Rolls*, *Teochew Style Steamed Pomfret* and *Teochew 'Puning' Fermented Bean Chicken*.

Our *Chui Huay Lim Teochew Cuisine* restaurant has nine (9) rooms for private dining, and two (2) banquet halls, and can seat in aggregate approximately 1,000 diners.



Teochew Cold Crab



Chui Huay Lim Teochew Cuisine

(e) J Café

Our latest dining concept, *J Café*, was launched in 2014, and is located at the NSRCC clubhouse, in Singapore. *J Café* serves popular Singapore street food in a casual and informal setting. Our menu includes classic Singapore hawker favourites such as *Hainanese Chicken Rice* (steamed chicken with special rice), *Mee Rebus* (a dish comprising egg noodles in a curry-like gravy), *Prawn Mee Soup*, *Curry Chicken Noodles*, and desserts, such as *Chendol* (shaved ice with coconut milk, palm sugar syrup, agar agar and sweet red beans). The *J Café* at NSRCC can seat approximately 200 diners.

(f) Singapore Seafood Republic

The *Singapore Seafood Republic* chain of restaurants serves authentic Singapore-style seafood cuisine, offering a variety of signature dishes from *Jumbo Seafood*, as well as from three (3) other Singapore seafood restaurant brands. *Jumbo Seafood*'s offerings include *Jumbo Chilli Crab*, *Jumbo Black Pepper Crab*, *Salted Egg Golden Prawns* and *Steamed Bamboo Clams with Minced Garlic*.

GENERAL INFORMATION OF OUR GROUP

As at the Latest Practicable Date, there are five (5) *Singapore Seafood Republic* outlets. Of the four (4) *Singapore Seafood Republic* outlets in Japan, located in Tokyo (Shinagawa, Ginza, and Gotanda) and Osaka (Umeda), one (1) is owned and operated by SSR Japan and the remaining three (3) are owned and operated by our Japanese partner, MRS. The *Singapore Seafood Republic* outlet in Singapore, which has a seating capacity of approximately 290 diners, is operated by our Group, on behalf of SSR Singapore.

Please refer to the section entitled “General Information of our Group – Joint Ventures and Licensing Arrangements” of this Offer Document for further information.



Singapore Seafood Republic – Resorts World Sentosa Outlet

(g) *Yoshimaru Ramen Bar*

Yoshimaru Ramen Bar at Holland Village serves traditional *hakata* ramen, which originates from Hakata, Fukuoka prefecture, Japan. *Hakata* ramen is a distinctive thin ramen with a firm texture, served in a rich pork bone broth.

Our Group holds interests in, and manages the operations of the *Yoshimaru Ramen Bar* outlet located at Holland Village, Singapore, on behalf of SRPL. Please refer to the section entitled “General Information of our Group – Joint Ventures and Licensing Arrangements” of this Offer Document for further information.



Yoshimaru Ramen Bar

Retail Sales

We sell packaged versions of our famous *Jumbo* chilli crab paste, black pepper crab spice mix, and Teochew style *bak kut teh* spice mix, in our outlets, selected stores, supermarkets, travel agencies and online via the Jumbo eShop (<https://jumboeshop.com.sg>), for home chefs. Revenue contribution from retail sales of these packaged pastes and spice mixes were not significant and accounted for less than 1.0% of our revenue for FY2012, FY2013, FY2014 and 1H2015.

GENERAL INFORMATION OF OUR GROUP

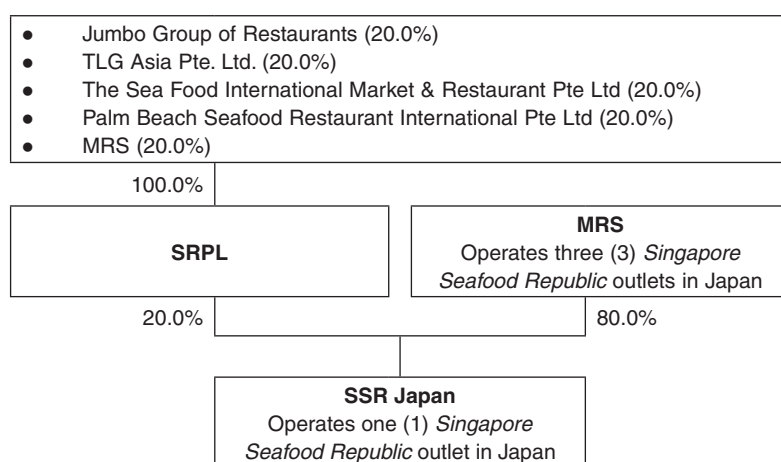
Central Kitchen

We have a Central Kitchen which is located at our corporate headquarters at Kaki Bukit, Singapore, with a floor area of approximately 10,000 sq ft. Our Central Kitchen was established to maintain our stringent quality standards across our different dining brands, improve productivity at our restaurants, and lower costs. We currently use our Central Kitchen to prepare sauces and marinades, process certain fresh food ingredients, and prepare semi-finished food products, which are supplied to our outlets.

JOINT VENTURES AND LICENSING ARRANGEMENTS

Our Group has entered into joint ventures, management and/or licensing arrangements with our joint venture partners in respect of the *Singapore Seafood Republic* dining concept in Singapore and Japan, the *Yoshimaru Ramen Bar* dining concept in Singapore and the *Jumbo Seafood* dining concept in the PRC. Details of these arrangements are set out as follows:

(a) *Singapore Seafood Republic outlets in Japan*



As at the Latest Practicable Date, there are four (4) *Singapore Seafood Republic* outlets in Japan, located in Tokyo (Shinagawa, Ginza and Gotanda) and Osaka (Umeda).

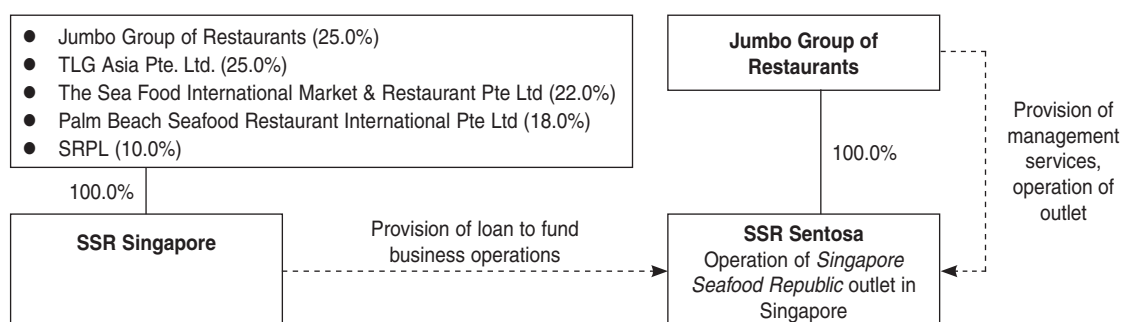
We hold 20.0% of the issued share capital in SRPL, which in turn holds 20.0% of the equity interest in SSR Japan. SSR Japan owns and operates one (1) *Singapore Seafood Republic* outlet in Tokyo (Shinagawa), Japan. MRS, which holds 20.0% of the equity interest in SRPL and 80.0% of the equity interest in SSR Japan, owns and operates three (3) other *Singapore Seafood Republic* outlets in Tokyo (Ginza and Gotanda) and Osaka (Umeda), Japan. While SRPL and MRS hold interests of 20.0% and 80.0% respectively in SSR Japan, it is agreed that SRPL and MRS would be entitled to 30.0% and 70.0% of the profits of SSR Japan respectively. The preferential distribution of profits to SRPL is in consideration of, *inter alia*, the contribution by SRPL of know-how in relation to the preparation of the Singapore partners' signature dishes.

Each of Tung Lok Millennium Pte Ltd (an affiliate of TLG Asia Pte. Ltd.), The Sea Food International Market & Restaurant Pte Ltd, Palm Beach Seafood Restaurant International Pte Ltd and our Group have licensed a trademark to SRPL for use in connection with the *Singapore Seafood Republic* outlets in Japan. SSR Japan and MRS pay SRPL licensing fees of 1.0% to 3.0% of gross sales for the use of these trademarks. Please refer to the section entitled "General Information of our Group – Intellectual Property" of this Offer Document for further information on our Group's trademarks.

Our share of profits of SRPL represented less than 1.0% of our Group's total profit before tax in each of FY2012, FY2013, FY2014 and 1H2015.

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(b) Singapore Seafood Republic outlet in Singapore



Our Group incorporated a subsidiary, SSR Sentosa, for the purpose of owning and operating the *Singapore Seafood Republic* outlet in Resorts World Sentosa. Pursuant to a management services agreement entered into with SSR Singapore and SSR Sentosa, our Group was appointed to manage the abovementioned *Singapore Seafood Republic* outlet. We provide management services to SSR Sentosa and receive a management fee of 3.0% of the monthly turnover of the *Singapore Seafood Republic* outlet in Resorts World Sentosa. Income from the management services provided by our Group to SSR Singapore represented less than 2.0% of our Group's total profit before tax for each of FY2012, FY2013, FY2014 and 1H2015.

Each of the Singapore partners of SRPL has licensed a trademark to SSR Sentosa for use in connection with the *Singapore Seafood Republic* outlet in Singapore. SRPL has also licensed a "*Singapore Seafood Republic*" trademark to SSR Sentosa and Jumbo Group of Restaurants.

We hold 25.0% of the issued share capital in SSR Singapore. SSR Sentosa has been provided loans from (i) SSR Singapore amounting to S\$1,600,000; and (ii) the shareholders of SSR Singapore (being the Singapore partners of SRPL and SRPL) amounting to S\$1,000,000, to fund its business and operations. Pursuant to the loan agreement between SSR Singapore and SSR Sentosa, SSR Singapore has a contractual right to control SSR Sentosa's financial and operating policies, although SSR Sentosa is a subsidiary of our Group. We have also agreed not to sell our shares in SSR Sentosa without the consent of two-thirds of the shareholders of SSR Singapore.

For the purposes of our Group's combined financial statements, SSR Singapore has an effective interest of 100.0% in SSR Sentosa, and SSR Sentosa is deemed an associated company of our Group in which our Group's effective interest is 27.0%, instead of 100.0%, by virtue of our Group's shareholding in SSR Singapore. In accordance with the Group's accounting policies, we have accounted for our interest in SSR Sentosa using the equity method of accounting, whereby investments in an associated company of the Group are carried at cost and adjusted for post-acquisition changes in the Group's share of the net assets of the associate, less any impairment in value of the investment.

(c) Yoshimaru Ramen Bar

SRPL obtained the exclusive franchise to operate *Yoshimaru Ramen Bar* outlets in Singapore, South Asia and Asia Pacific (excluding Japan) and a license for the *Yoshimaru* trademark(s) from MRS. SRPL pays licensing fees of 2.0% of gross sales of the *Yoshimaru Ramen Bar* outlet to MRS for the use of these trademark(s). Please refer to the section entitled "General Information of our Group – Intellectual Property" of this Offer Document for further information.

We are the registered owner of the *Yoshimaru Ramen Bar* sole-proprietorship, which operates the *Yoshimaru Ramen Bar* outlet in Holland Village, Singapore. We manage the *Yoshimaru Ramen Bar* outlet in Singapore on behalf of SRPL and receive a management fee of 5.0% of monthly turnover of the *Yoshimaru Ramen Bar* sole-proprietorship from SRPL. The capital for the business was provided by SRPL, in which we have a shareholding interest of 20.0%.

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For the purposes of our Group's combined financial statements, our Group's effective interest in the Yoshimaru Ramen Bar sole-proprietorship is deemed 20.0%, instead of 100.0%, by virtue of our shareholding in SRPL. In accordance with the Group's accounting policies, we have accounted for our interest in SRPL using the equity method of accounting, whereby investments in an associated company of the Group are carried at cost and adjusted for post-acquisition changes in the Group's share of the net assets of the associate, less any impairment in value of the investment.

Income from management fees in respect of the *Yoshimaru Ramen Bar* outlet in Singapore represented less than 1.0% of our Group's total profit before tax for each of FY2012, FY2013, FY2014 and 1H2015.

(d) *Jumbo Seafood outlets in the PRC*

We entered into a joint venture with Together Inc. Pte. Ltd., ("**TIPL**") (a wholly-owned subsidiary of Breadtalk Group Limited) to establish and operate *Jumbo Seafood* restaurants in the PRC. Our Group and TIPL incorporated JBT (China), in which our Group and TIPL hold 70.0% and 30.0% of the issued share capital respectively. JBT (China) in turn holds 100.0% of the equity interest in JBT F&B Management (Shanghai), which owns and operates two (2) *Jumbo Seafood* outlets in Shanghai, the PRC, and has signed a lease for a third *Jumbo Seafood* outlet in Shanghai, the PRC (slated for opening in January 2016).

Under the joint venture agreement between our Group and TIPL, our Group and TIPL have each been granted a put option, which is exercisable for a period of 30 days from the third anniversary of the date of commencement of business of the first outlet in the PRC, to require the other party to purchase all of its shares in JBT (China) at a price to be mutually agreed, or if no such price is agreed, at a price to be determined by a valuer. Further, our Group and TIPL are restricted from soliciting or enticing away from JBT (China) any customer, client, representative, agent, officer, manager, consultant or employee of JBT (China) during the term of, and for a period of 12 months from the termination of, the joint venture agreement.

Jumbo Group of Restaurants has granted an exclusive licence of, *inter alia*, its trademarks to JBT F&B Management (Shanghai) for use in connection with the promotion and operations of JBT F&B Management (Shanghai)'s seafood restaurants in Shanghai, Zhejiang, Jiangsu and Anhui, in the PRC. JBT F&B Management (Shanghai) pays a licensing fee of 3.0% to 4.0% of gross sales to Jumbo F&B Services (Shanghai), as the nominee of Jumbo Group of Restaurants, for use of such intellectual property, in addition to a one-time licence fee of S\$150,000 for the first seafood restaurant and S\$50,000 for each subsequent seafood restaurant.

QUALITY ASSURANCE

We believe that the quality of food and service are critical factors in differentiating ourselves from our competitors in the highly competitive F&B industry. We place strong emphasis on maintaining high standards of food quality and safety at our outlets, and make continuous efforts to improve our service quality, operational productivity and customers' dining experience in order to enhance customer satisfaction.

In order to ensure the high quality of the food at our outlets, we have implemented various quality control measures, such as setting up a Central Kitchen which prepares sauces and marinades, processes certain fresh food ingredients and prepares semi-finished food products for delivery to our outlets, to, *inter alia*, ensure consistency in the taste of our signature dishes. We also have a Research and Development Kitchen which focuses on improving our food preparation processes. Please refer to the section entitled "General Information of our Group – Research and Development" of this Offer Document for further details.

We are committed to improving operational productivity and workplace safety, and have attained the ERS 5S (Sort, Straighten, Shine, Standardise and Sustain) Management certification (a workplace management method that describes how to organise a workplace for efficiency and effectiveness). We have also obtained certification for the food safety systems of our Central Kitchen, outlets and banqueting

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and catering operations. The food safety systems are implemented according to the Hazard Analysis and Critical Control Point (“**HACCP**”) system. The HACCP system strives to achieve high standards of food safety management and product quality. We have applied these standards to our operations, and our Director of Quality Assurance and Central Kitchen Operations, Mdm. Wendy Ang Chui Yong, oversees the quality assurance process.

Food Quality

In order to ensure the quality of the food we serve, we have implemented the following quality control measures at our outlets and our Central Kitchen:

(a) Incoming supplies

We purchase key ingredients such as seafood, meats and vegetables from suppliers in our approved supplier list. When the supplies are delivered to our Central Kitchen and the various outlets, our receiving clerks and chefs check each delivery to ensure that the ingredients meet our requirements. For example, in respect of live seafood, if any crab or fish does not meet our requirements such as size or weight specifications, it will be rejected and returned to the supplier.

(b) Preparation

Chefs in all of our outlets are required to adhere strictly to internal control procedures in preparing dishes to ensure consistency in taste and presentation.

All of our chefs and kitchen crew involved in food preparation processes are trained in food handling, cooking and hygiene control, and must maintain a high standard of personal hygiene. They are required to observe good hygiene practices at all times, wear protective coverings over clean clothes, hair restraints and aprons, and sanitise their hands before handling food.

We also adopt stringent guidelines and procedures for cleaning food preparation areas and equipment, refuse handling and disposal, as well as general maintenance of kitchen facilities.

We have a quality assurance team that conducts internal audits on all of our outlets on a regular basis in accordance with our internal guidelines and procedures. We also engage external parties to conduct audits on our outlets. The audits typically focus on areas such as: (i) personal hygiene of chefs, kitchen crew as well as wait staff; (ii) cleanliness of outlets, kitchen and utensils; and (iii) food sampling to ascertain consistency of taste, quality and presentation. The results of the audits are thereafter presented to our management, and remedial actions, if required, are taken.

Service Quality

We aim to achieve a high level of responsiveness to our customers’ needs. We select our staff based on several qualification indices, and require our staff to undergo extensive training emphasising, *inter alia*, the importance of being attentive to customers and familiar with the menus, as well as high standards of personal hygiene and appearance. We also encourage our staff to interact with our customers in order to understand and anticipate their needs.

We have implemented a Mystery Diners Programme – our mystery diners visit selected outlets and provide feedback to management on their observations as well as highlight areas for improvement. We also collate feedback from customers through our interaction with customers and feedback forms (available as paper forms in our outlets and in digital form via our website). During the regular training sessions which we conduct for our staff, they are briefed on the feedback received from customers and mystery diners and encouraged to provide suggestions for improvement. Based on this information, actions are taken to continually improve customers’ dining experience and raise our Group’s service standards.

As a testament to our emphasis and dedication to service quality, we have received the Singapore Excellent Service Award in multiple years. Please refer to the section entitled “General Information of Our Group – Accreditations and Awards” of this Offer Document for further details of our Group’s accreditations and awards between 2012 and the Latest Practicable Date.

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ACCREDITATIONS AND AWARDS

Over the years, we have received accreditations and awards from various government bodies and industry authorities. A selection of the accreditations and awards received by our Group between 2012 and the Latest Practicable Date is as follows:

Accreditations	Validity Period	Awarded by	Recipient
ERS 5S Management Certification ⁽¹⁾	October 2014 to October 2015	ERS Institute	Jumbo Group of Restaurants ⁽²⁾
Hazard Analysis and Critical Control Point (“HACCP”) Certification – Central Kitchen Operations from Receiving, Storage, Processing, Packing, Finished Goods Storage and Delivery	July 2013 to July 2016	SGS International Certification Services Singapore Pte Ltd	Jumbo Group of Restaurants
HACCP Certification – Restaurant Operations from the Point of Receiving, Processing, Cooking to Serving	July 2013 to July 2016	SGS International Certification Services Singapore Pte Ltd	Jumbo Group of Restaurants ⁽³⁾
HACCP Certification – Restaurant, Banqueting & Catering Operations from the Point of Receiving, Storage, Preparation, Cooking to Serving and Delivery	December 2013 to July 2016	SGS International Certification Services Singapore Pte Ltd	Jumbo Group of Restaurants ⁽⁴⁾

Notes:

- (1) The ERS 5S (Sort, Straighten, Shine, Standardise and Sustain) Management Certification demonstrates our commitment to improving operational productivity and workplace safety.
- (2) Awarded in respect of our Central Kitchen and corporate office, as well as the following outlets: *Jumbo Seafood* (East Coast Seafood Centre, Riverside Point, The Riverwalk, NSRCC and Dempsey Hill), *Chui Huay Lim Teochew Cuisine*, *Ng Ah Sio Bak Kut Teh* (Rangoon and Tanjong Katong), *JPOT* (Vivocity and Tampines), *Singapore Seafood Republic* and *Yoshimaru Ramen Bar*.
- (3) Awarded in respect of the *Jumbo Seafood* (East Coast Seafood Centre, Riverside Point, The Riverwalk, NSRCC and Dempsey Hill) outlets.
- (4) Awarded in respect of the *Jumbo Seafood* (East Coast Seafood Centre, Riverside Point, The Riverwalk, NSRCC and Dempsey Hill) and *Chui Huay Lim Teochew Cuisine* outlets.

Awards	Year	Awarding Principal	Recipient
People Excellence Award	2015	SPRING Singapore	Jumbo Group of Restaurants



Influential Brands – Top Brand for Seafood Category	2015	Brand Alliance Group	Jumbo Group of Restaurants



HRM Awards – SME Employer of the Year	2015	HRM Asia Pte Ltd	Jumbo Group of Restaurants

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Awards	Year	Awarding Principal	Recipient
Singapore SME 1000 Company	2015	DP Information Network Pte Ltd	Jumbo Group of Restaurants
Excellent Service Award 	2012, 2013, 2014 and 2015	Organised by 7 industry lead bodies including the Restaurant Association of Singapore, and supported by SPRING Singapore	Jumbo Group of Restaurants
Star Chef Competition – Aspiring Team (1st runner up) for Asian cuisine at the Epicurean Star Award 	2013	Restaurant Association of Singapore	Jumbo Group of Restaurants
Star Chef Competition – Professional Team (2nd runner up) for Asian cuisine at the Epicurean Star Award 	2013	Restaurant Association of Singapore	Jumbo Group of Restaurants
Singapore Prestige Brand Award – Established Brand Category 	2012	Association of Small and Medium Enterprises and Lianhe Zaobao	Jumbo Seafood
Singapore Prestige Brand Award – Heritage Category 	2012	Association of Small and Medium Enterprises and Lianhe Zaobao	Ng Ah Sio Bak Kut Teh
Enterprise 50 Award (7th place) 	2012	The Business Times and KPMG, supported by IDA, IE Singapore, Singapore Business Federation and SPRING Singapore	JSPL
Star Chef Competition – Unilever Food Solutions Top Team Award (Finalist) at the Epicurean Star Award 	2012	Restaurant Association of Singapore	Jumbo Group of Restaurants

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Awards	Year	Awarding Principal	Recipient
Star Chef Competition – Luzerne Best Appetiser Award (2nd Runner Up) at the Epicurean Star Award	2012	Restaurant Association of Singapore	Jumbo Group of Restaurants
			
7th World Championship of Chinese Cuisine 2012 – Gold Award	2012	World Association of Chinese Cuisine	Jumbo Group of Restaurants

Our dining concepts and outlets have also received several accolades from media and food enthusiasts, including:

Accolades	Year	Dining Concept / Outlet
Tripadvisor's Singapore 50 List	2015	Jumbo Seafood/East Coast outlet
Modern Weekly – 2014 Best Restaurant Selection	2015	Jumbo Seafood/iAPM, Xuhui Branch, Shanghai
Tatler Beijing & Shanghai Best Restaurants Guide 2014 – Best restaurants in Shanghai	2014	Jumbo Seafood/iAPM, Xuhui Branch, Shanghai

CORPORATE SOCIAL RESPONSIBILITY

We are committed to making a positive impact on the local communities in the countries we operate. We have established Jumbo Care, our corporate social responsibility programme, via which we aim to contribute to local communities through supporting programmes and goodwill projects, particularly in the areas of education and community welfare. Some of the causes and organisations which we have supported include:

- Hwa Chong Junior College Alumni – Jumbo Seafood Charity Golf 2014 organised by Hwa Chong Junior College Alumni, an event to raise funds for Hwa Chong Junior College Alumni Students' Bursary Fund which provides financial support for needy students in their academic endeavours;
- Children's Cancer Foundation, which supports children and their families in their battle against childhood cancer and seeks to improve their quality of life;
- Chinese Development Assistance Council, which provides assistance to lower income families in the Chinese community;
- YMCA Singapore, in support of their work in enriching the lives of the less privileged in Singapore;
- Metta Welfare Association, in support of their efforts to promote humanitarian causes;
- Sweet Charity 2012, an initiative in support of the National University Hospital's Kids' Heart Fund, which provides financial and surgical support for children with congenital heart disease;
- Mercy Relief's Earthquake and Tsunami Relief Fund 2011, an initiative which helped to deliver food and other aid to communities in Japan's Tohoku region stricken by the earthquake and *tsunami* in March 2011;
- Manjusri Charity Hole 2009 organised by Manjusri Secondary School, which aimed to raise funds for Manjusri Secondary School;
- VJC Fund-raising Campaign 2009, a campaign to help raise funds in connection with Victoria Junior College's 25th Anniversary; and
- Christmas is Giving 2008, an initiative by Kampong Chai Chee Citizen's Consultative Committee Community Development and Welfare.

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RESEARCH AND DEVELOPMENT

We have a Research and Development Kitchen located within the same premises of our Central Kitchen at our corporate headquarters at Kaki Bukit, Singapore.

At our Research and Development Kitchen, we conduct research and analysis with a focus on improving our food preparation processes, in particular cooking time and methods, in order to achieve greater consistency in the quality of food across our various dining brands, increased productivity and cost efficiency. We also create new dishes by consulting with local and foreign chefs and other consultants, taking into consideration factors such as the popularity of existing dishes, customers' feedback, market trends, as well as availability and cost of ingredients, in order to continually improve our menus and satisfy our diners' changing tastes.

Our research and development-related expenses were not significant during the Period Under Review.

INTELLECTUAL PROPERTY

We have registered trademarks and applied to register trademarks in Hong Kong, Indonesia, Japan, Korea, Malaysia, the PRC, Taiwan, Thailand and Singapore. Details of our material registered trademarks, trademark applications and trademarks licensed to our Group, as at the Latest Practicable Date, are listed below.

Registered Trademarks

Trademark	Registered owner	Place of registration	Class	Trademark/ Application no.	Validity period
	JSPL	Singapore	35 ⁽¹⁾ , 43 ⁽²⁾ , 45 ⁽³⁾	T1009156I	19 July 2010 – 19 July 2020
	JSPL	The PRC	43 ⁽²⁾	4205329	7 January 2008 – 6 January 2018
	JSPL	Singapore	35 ⁽¹⁾ , 43 ⁽²⁾ , 45 ⁽³⁾	T1009158E ⁽⁹⁾	19 July 2010 – 19 July 2020
	JSPL	The PRC	35 ⁽¹⁾ , 43 ⁽²⁾ , 45 ⁽³⁾	1052171	16 August 2010 – 16 August 2020
	JSPL	Singapore	35 ⁽¹⁾ , 43 ⁽²⁾ , 45 ⁽³⁾	T1318034A	7 November 2013 – 7 November 2023
	JSPL	The PRC	43 ⁽⁵⁾	12293579	28 August 2014 – 27 August 2024
新銷珍寶海鮮	JSPL	The PRC	35 ⁽⁶⁾	12362117	14 September 2014 – 13 September 2024
	JSPL	The PRC	43 ⁽⁵⁾	12362116	14 May 2015 – 13 May 2025

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Trademark	Registered owner	Place of registration	Class	Trademark/ Application no.	Validity period
黄亚细肉骨茶 Ng Ah Sio Pork Ribs Soup	Ng Ah Sio Investments	Singapore	30 ⁽⁷⁾ , 43 ⁽⁸⁾	T0718393H	7 September 2007 – 7 September 2017

JPOT



Jumbo Group of Restaurants	Singapore	35 ⁽¹⁾ , 43 ⁽²⁾ , 45 ⁽³⁾	T1106181G	11 May 2011 – 11 May 2021

Trademark applications

Trademark	Registered owner	Place of registration	Class	Trademark/ Application no.	Date of Application
珍寶	JSPL	Singapore	30 ⁽⁷⁾ , 35 ⁽¹⁾ , 43 ⁽²⁾ , 45 ⁽³⁾	40201508422V	20 May 2015



Ng Ah Sio Investments	Singapore	30 ⁽⁷⁾ , 35 ⁽¹⁾ , 43 ⁽²⁾ , 45 ⁽³⁾	40201402268Q	17 December 2014

Trademarks licensed to our Group

Trademark	Licensee	Registered owner	Place of registration	Class	Trademark/ Application no.	Validity period
由	SRPL	MRS	Singapore	43 ⁽²⁾	T0818032J	26 December 2008 – 25 December 2018
Singapore Seafood Republic	SSR Sentosa, Jumbo Group of Restaurants	SRPL	Singapore	35 ⁽¹⁾ , 43 ⁽²⁾ , 45 ⁽³⁾	T1014512Z	4 November 2010 – 3 November 2020

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Notes:

- (1) Class 35: Advertising; business management; business administration; office functions; administration of the business affairs of franchises; business advertising services relating to franchising; business advice relating to franchising; business advisory services relating to the establishment of franchises; business advisory services relating to the operation of franchises; business assistance relating to franchising; business assistance relating to the establishment of franchises; business consultancy relating to franchising; business consultation services relating to franchising; franchising services group purchasing, group advertising; management advisory services related to franchising; provision of assistance (business) in the establishment of franchises; provision of assistance (business) in the operation of franchises; provision of business advice relating to franchising; provision of business information relating to franchising; commercial administration of the licensing of the goods and services of others; information, advisory and consultancy services relating to the aforesaid services.
- (2) Class 43: Services for providing food and drink; restaurant and catering services; booking of catering services; business catering services; catering services; charitable services, namely providing food and drink catering; contract catering services; hotel catering services; mobile catering services; information, advisory and consultancy services relating to the aforesaid services.
- (3) Class 45: Licensing services; information, advisory and consultancy services relating to the aforesaid services.
- (4) Class 43: Restaurants.
- (5) Class 43: Hotel catering services; mobile catering services; food and drink catering; cafeterias; canteens; hotels; restaurants; self-service restaurants; bar services; mobile supply of beverage and food.
- (6) Class 35: Business management support; business management and organisation consultancy; business management consultancy; market analysis; business professional consultancy; franchising business management; advertising promotion; marketing; personnel recruiting; organising commercial or advertising exhibitions.
- (7) Class 30: Ingredients for beverages; aromatic preparations for food; spices; pepper; sauces; chilli sauce; tea.
- (8) Class 43: Cafes; restaurants; services for providing food and drink; temporary accommodation.
- (9) Licensed to SRPL and sub-licensed by SRPL to SSR Japan.

SEASONALITY

We typically experience higher business volumes during holiday seasons, such as Chinese New Year, and special occasions, such as Mother's Day and Father's Day, as our customers tend to hold more gatherings for families, friends, business associates and corporate events during such periods of time. We may also experience higher business volumes in certain months of the year, such as July and August, due to an increase in tourist arrivals in Singapore.

INSURANCE

As at the Latest Practicable Date, we have taken up, *inter alia*:

- (a) product liability insurance;
- (b) property all risks insurance;
- (c) fidelity guarantee insurance;
- (d) insurance for loss of money;
- (e) public liability insurance;
- (f) fire insurance;
- (g) work injury compensation insurance; and
- (h) medical insurance and group hospital and surgical insurance for our staff.

Our Directors are of the view that our Group's existing business and operations are sufficiently covered by the current insurance policies taken up. To ensure that we have adequate insurance coverage, our Directors will review our insurance coverage on an annual basis.

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BRANDING AND MARKETING

Our branding and marketing department is responsible for developing strategies to increase awareness of our various dining concepts and brands.

Our branding strategy focuses on creating consistent brand perception across all communication channels, with a particular emphasis on quality, value, comfort and friendliness. We promote our dining concepts and brands through a wide range of media platforms in Singapore, including major newspapers, television, radio programmes, outdoor advertising, promotional brochures and flyers and various online channels. From time to time, we may also conduct joint promotions with our business associates, including major banks and credit card companies.

We continually introduce new dining concepts and brands such as *Chui Huay Lim Teochew Cuisine*, *JPOT* and *J Café*, to cater to our customers' evolving taste preferences. We also sell packaged versions of our famous *Jumbo* chilli crab paste, black pepper crab spice mix and Teochew style *bak kut teh* spice mix, in our outlets, selected stores, supermarkets, travel agencies and online via the Jumbo eShop (<http://jumboeshop.com.sg>), for home chefs.

Our customers may enrol in our customer loyalty programme, the *Jumbo Rewards* membership scheme, which offers members' perks such as discounts and dining or purchase rebates at our outlets as well as the Jumbo eShop. We organise annual events for our members, such as the *Great Jumbo Voucher Sale*, and the *Jumbo Golf Challenge*, to reward our customers, build rapport and strengthen ties. Through the *Jumbo Rewards* programme, we are able to build brand loyalty and better understand our customers' dining preferences, which in turn allow us to raise our standards of food and service quality.

We publish a quarterly in-house bilingual newsletter, *Wok's Up*, which provides an additional channel of communication with our customers in English and Chinese. In *Wok's Up*, we feature our latest dining concepts and highlight events to our customers.

STAFF TRAINING, DEVELOPMENT AND WELFARE

We believe that the capability and morale of our staff is of high importance, and that continual staff training and development is crucial to supporting the strategic vision of our Group and the future growth of our business and operations. We are committed to providing continual education and learning for our staff. Our Training and Development department is responsible for overseeing the training and development of our staff and providing our staff with learning opportunities to improve their skills. Training and development expenses as a percentage of our total operating expenses were less than 1.0% for each of FY2012, FY2013, FY2014 and 1H2015.

Internal Training

We conduct an orientation programme for new employees to familiarise them with our Group's business and corporate policies, such as our vision, mission and core values. The programme includes visits to our outlets, Central Kitchen, Research and Development Kitchen and corporate headquarters, to help new employees assimilate quickly.

We are certified by the Workforce Development Agency as a Workforce Skills Qualification ("WSQ") Approved Training Organization. This qualifies us to train and enhance the skills of our staff through the national WSQ framework. WSQ is a national system which trains, develops, assesses and recognises individuals for key competencies, based on national standards developed by the Workforce Development Agency in collaboration with various industries. Our WSQ-certified trainers run a series of in-house WSQ courses that are tailored to meet our customer service standards. The courses are mandatory for all kitchen and service staff, and cover areas such as F&B safety and hygiene, preparation of non-alcoholic beverages and customer service. As a testament to our commitment to provide quality training to our staff, we were a finalist for the Tourism and F&B Singapore WSQ Awards 2014.

GENERAL INFORMATION OF OUR GROUP

We are also certified by the Institute of Technical Education (“ITE”) as an ITE Approved Training Centre to conduct the National Institute of Technical Education Certificate in F&B Operations course, which is a 24-month programme conducted by our ITE-accredited in-house trainers. Candidates who undergo this programme are required to complete a series of lectures and on-the-job training, covering key aspects of F&B business and operations. Employees identified for potential leadership positions are admitted to this programme.

We have developed and customised two (2) 30-hour modules of basic and intermediate English language courses. The basic English language module focuses on basic conversational English. The intermediate English language module focuses on communication skills in a restaurant environment.

Our Training and Development department conducts regular service audits and obtains feedback from our operations to ensure that the trainings are relevant and in line with our service standards.

External Training

In addition to our internal training courses, we have identified a wide range of external courses which we encourage our staff to attend to further equip them with relevant knowledge, skills and technical know-how. These include job-related as well as soft skills development courses.

Development

We have a customised leader grooming and talent development course. This course, comprising nine (9) modules, is designed to equip our managers and supervisory staff with managerial and leadership skills. Some of the modules taught are Essential Coaching and Counselling Skills, Managing Diversity, Business Innovation at Work and Performance Goal Setting and Appraisal.

We have also implemented a Fast Track programme which identifies and grooms outstanding junior employees with leadership potential. These employees undergo intensive on-the-job training and personal coaching from a dedicated mentor for a period of 12 months, and are thereafter assessed for a supervisory or managerial position.

We also provide sponsorships to outstanding employees who wish to obtain higher academic qualifications such as diplomas and degrees in marketing, hospitality and business administration.

In addition, we work with various educational institutions and government bodies to identify students who are interested in the F&B industry. These students are offered bonded scholarships to study disciplines such as hospitality, culinary, human resource, marketing and accountancy.

Welfare

We encourage and promote work-life balance among our employees through various practices such as having flexible working arrangements and organising a wide range of recreational activities.

In addition, we award bursaries to provide financial assistance to employees with children pursuing education. We believe that a good welfare program is important for the long-term employment and retention of our staff.

INVENTORY MANAGEMENT

We do not maintain a significant level of inventory due to the perishable nature of the food ingredients we use. In addition, most of our raw materials and consumables are readily available from the market, which reduces the need to hold substantial quantities of these raw materials and consumables. As such, our inventory comprises mainly consumables (including sundries such as dried food, canned food and condiments), liquor and beverages.

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We purchase key ingredients such as seafood, meats and vegetables on a daily basis from various suppliers in Singapore to ensure freshness. At the end of each day, senior kitchen personnel in each outlet place orders with approved suppliers for the ingredients required for the next day's operations. The manager in each outlet is responsible for maintaining adequate beverage supplies, including wines and liquor.

We maintain an updated list of approved suppliers for our key ingredients and supplies. The suppliers are evaluated by our management team based on factors such as quality of products, payment terms, competitive pricing and timeliness of delivery, and we seek assurances from our suppliers regarding, *inter alia*, compliance with our quality requirements and hygiene standards. We also require certain suppliers to be certified by the Agri-Food & Veterinary Authority of Singapore. The suppliers are reviewed by our management team from time to time, to ensure that they continue to meet our requirements.

Our average inventory turnover days for FY2012, FY2013, FY2014 and 1H2015 were as follows:

	FY2012	FY2013	FY2014	1H2015
Average inventory turnover (days) ⁽¹⁾	4	5	7 ⁽²⁾	9 ⁽²⁾

Note:

- (1) For FY2012, FY2013 and FY2014, average inventory turnover (days) = (average inventory balance / raw materials and consumables used) x 365 days. For 1H2015, average inventory turnover (days) = (average inventory balance / raw materials and consumables used) x 182 days.
- (2) The increase in the average inventory turnover days for FY2014 and 1H2015 is due to bulk import of frozen scallops from Australia.

CREDIT MANAGEMENT

Credit terms from our suppliers

Payment terms granted by our suppliers vary from supplier to supplier, and are also dependent, *inter alia*, on the supplier's internal policies. Our suppliers generally grant us credit terms of up to 30 days.

Our average trade payables turnover days for FY2012, FY2013, FY2014 and 1H2015 were as follows:

	FY2012	FY2013	FY2014	1H2015
Average trade payables turnover (days) ⁽¹⁾	28	32	32	32

Note:

- (1) For FY2012, FY2013 and FY2014, average trade payables turnover (days) = (average trade payables / purchases) X 365 days. For 1H2015, average trade payables turnover (days) = (average trade payables / purchases) X 182 days.

Credit terms given to our customers

The transactions at our outlets with walk-in customers and regular patrons are conducted on a cash basis (including credit card and electronic payments). We may extend credit terms of up to 60 days to our corporate clients, such as stores, supermarkets, travel agencies, and other organisations. The revenue contribution from such corporate clients is not significant and was less than 1.0% of our total revenue for the Period Under Review. The credit terms, including the credit limit and credit period, must be approved by our CFO and/or CEO. In respect of credit card and electronic payments, we typically receive the payments from the banks and/or credit card issuers within three (3) days from the date of the transaction.

Our average trade receivables turnover days for FY2012, FY2013, FY2014 and 1H2015 were as follows:

	FY2012	FY2013	FY2014	1H2015
Average trade receivables turnover (days) ⁽¹⁾	4	5	4	4

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Note:

- (1) For FY2012, FY2013 and FY2014, average trade receivables turnover (days) = (average trade receivables / revenue) x 365 days. For 1H2015, average trade receivables turnover (days) = (average trade receivables / revenue) x 182 days.

Our trade receivables are mainly in relation to credit card and electronic payments due from the relevant banks and credit card issuers.

For the Relevant Period, we have not made any provisions for allowance for impairment of trade receivables or written off any bad debts for trade receivables.

Allowance for impairment of other receivables

For the Period Under Review, we have made provisions for impairment on other receivables. The amount of impairment on these other receivables and the other receivables written-off for the Period Under Review were as follows:

(\$'000)	FY2012	FY2013	FY2014	1H2015
Allowance for doubtful debts - other receivables	276	276	175	175
Doubtful debts written off against allowance – other receivables	–	–	101	–

The allowance for doubtful debts of S\$175,000 as at 30 June 2015 was in relation to an amount of S\$175,000 advanced by our Group to our associated company, SSR Sentosa, for working capital purposes.

Doubtful debts written off against allowance in FY2014 were in relation to an amount of approximately S\$101,000, which our Group had advanced to Singapore Culinary Institute Pte. Ltd. (“**SCI**”), in which the Group had previously held 8.8% shareholding interests, for working capital purposes. As at the Latest Practicable Date, our Group has no interests in SCI.

Our Group had provided for the non-recoverability of the above receivables as it was of the view that repayment of the amounts was not probable, taking into account the accumulated loss positions of SCI and SSR Sentosa.

MAJOR SUPPLIERS

We set out below the suppliers accounting for 5.0% or more of our Group’s purchases for FY2012, FY2013, FY2014 and 1H2015. Suppliers that are related have been grouped together and treated as a single supplier.

Supplier	Type of supplies	Percentage of our purchases			
		FY2012 (%)	FY2013 (%)	FY2014 (%)	1H2015 (%)
Yong Hup Huat Seafood Supply (“ Yong Hup Huat ”)	Seafood	9.5	8.3	7.6	7.9
Evergreen Seafood Pte. Ltd. (“ Evergreen Seafood ”)	Seafood	8.8	5.8	5.6	5.6
Kirin Seafood Supply and Kirin Seafood Trading (“ Kirin Seafood ”)	Seafood	1.0	4.3	5.4	6.2

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Our Group generally does not enter into long-term or exclusive agreements with any of our suppliers, as we believe that this provides us with the flexibility to select new suppliers able to offer us high quality ingredients at competitive prices. Our Directors are of the view that we are not materially dependent on any of our major suppliers, as the ingredients required for our business are readily available from alternative suppliers in the market. Our purchase decisions are driven primarily by factors such as quality, delivery schedule and price.

The amount of our purchases from Yong Hup Huat remained relatively stable during the Period Under Review. However, these amounts as a percentage of our total purchases declined in FY2013 and FY2014 due to the overall increase in the value of our total purchases for each of FY2013 and FY2014.

Our purchases from Evergreen Seafood declined in FY2013 and FY2014 as we were able to secure seafood supplies that met our quality requirements and at more competitive prices from other suppliers.

Our purchases from Kirin Seafood increased in FY2013 and FY2014 as this supplier was able to offer us consistent supplies at more competitive pricing.

Save as disclosed above, there is no other supplier who accounted for 5.0% or more of our purchases during the Period Under Review.

To the best of their knowledge, our Directors are not aware of any information or arrangement which would lead to a cessation or termination of our current relationship with any of our major suppliers.

As at the date of this Offer Document, none of our Directors or Substantial Shareholders or their associates has any interest, direct or indirect, in any of our major suppliers.

MAJOR CUSTOMERS

Our customers comprise walk-in customers and regular patrons as well as corporate clients. No single customer contributed more than 5.0% of our Group's total revenue for FY2012, FY2013, FY2014 and 1H2015.

Our Directors are of the view that we are not materially dependent on any of our customers.

PRODUCTION CAPACITY AND FACILITY

Our Central Kitchen is located at 7 Kaki Bukit Road 1, #05-01/02/07, Singapore 415937 and has a floor area of approximately 10,000 square feet.

We currently use the Central Kitchen to prepare sauces and marinades, process certain fresh food ingredients, and prepare semi-finished food products, which are supplied to our outlets. We also use the Central Kitchen to prepare our packaged sauces and spice mixes for retail sales.

Our capacity to process the ingredients and prepare our packaged sauces and spice mixes is dependent on the number of staff employed at our Central Kitchen. Accordingly, information on production capacity and the extent of utilisation of production facility is not available.

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PROPERTIES AND OTHER FIXED ASSETS

Details of the properties owned by our Group as at the Latest Practicable Date are as follows:

Owner	Location	Approximate gross area (sq ft)	Use of property	Encumbrances
JSPL	Block 7 Kaki Bukit Road 1 #05-01/02 Eunost Technolink Singapore 415937 ⁽¹⁾	12,960	Corporate headquarters/ Processing facility	—
Jumbo Group of Restaurants	Block 7 Kaki Bukit Road 1 #05-07 Eunost Technolink Singapore 415937	6,448	Corporate headquarters/ Processing facility	First legal mortgage in favour of United Overseas Bank Limited

Note:

- (1) JSPL has leased the premises to Jumbo Group of Restaurants to be used for the purposes of the Group's corporate headquarters and/or processing facility.

Details of the properties leased by our Group as at the Latest Practicable Date are as follows:

Jumbo Seafood

Location	Approximate gross area (sq ft)	Use of property
Jumbo Seafood		
Blk 1206 East Coast Parkway, East Coast Seafood Centre #01-07/08 Singapore 449883	20,484	Restaurant
Jumbo Seafood Gallery		
20 Upper Circular Road, #B1-44/45/46/47/48, The Riverwalk, Singapore 058416	5,965	Restaurant
20 Upper Circular Road, #B1-33/34, The Riverwalk, Singapore 058416	323	Office
Jumbo Seafood (Riverside)		
30 Merchant Road, #01-01/01A/02, Riverside Point, Singapore 058282	5,447	Restaurant
30 Merchant Road, #02-03, Riverside Point, Singapore 058282	280	Office
Jumbo Seafood @ NSRCC		
10 Changi Coast Walk, SAFRA Resort, Singapore 499739	7,309	Restaurant
Jumbo Seafood @ Dempsey		
Block 11 Dempsey Road, #01-16, Singapore 249673	6,129	Restaurant
Jumbo Seafood Shanghai		
Room 502, Floor 5 (L5), No. 999, Middle Huaihai Road, Xuhui District, Shanghai, PRC ⁽²⁾	12,239	Restaurant
Tower E-1/E-2, Floor 9, No. 918, Middle Huaihai Road, Jiushifuxing Building Xuhui District, Shanghai, PRC ⁽²⁾	2,079	Office
Room 210, No. 81 (temporary) Caodong Slip Road, Xuhui District, Shanghai, PRC ⁽²⁾⁽³⁾	538	Office
Room 712, No.139 Kangjian Road, Shanghai, PRC ⁽²⁾	538	Office

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Location	Approximate gross area (sq ft)	Use of property
Room 06-01B and 06-02, Raffles City, No.268 Middle Xizang Road, Huangpu District, Shanghai, PRC ⁽²⁾	7,368	Restaurant
Room 06-S02 and 06-S03, Raffles City, No.268 Middle Xizang Road, Huangpu District, Shanghai, PRC ⁽²⁾	769	Storage
Room L3-10, Level 3, Shanghai IFC Tower D, No. 8 Century Avenue, Lujiazui Finance & Trade Zone, Pudong New Area, Shanghai, PRC ⁽²⁾	6,997	Restaurant

Yoshimaru Ramen Bar

Location	Approximate gross area (sq ft)	Use of property
Yoshimaru Ramen Bar 31 Lorong Liput Singapore 277742	750	Restaurant

JPOT

Location	Approximate gross area (sq ft)	Use of property
JPOT 1 HarbourFront Walk, #01-53/53 ORA, Singapore 098585	6,405	Restaurant
JPOT @ Tampines 10 Tampines Central 1, #03-16, Tampines 1, Singapore 529536	6,674	Restaurant
JPOT @ Parkway Parade 80 Marine Parade Road, #B1-17 & 17A, Parkway Parade, Singapore 449269	4,790	Restaurant

J Café

Location	Approximate gross area (sq ft)	Use of property
10 Changi Coast Walk, SAFRA Resort, Golfer's Terrace, Singapore 499739	7,697	Restaurant

Chui Huay Lim Teochew Cuisine

Location	Approximate gross area (sq ft)	Use of property
190 Keng Lee Road, #01-02, Pre-Function Area and Kitchens B and C (2 nd Storey), Singapore 308409 ⁽¹⁾	10,172	Restaurant

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Ng Ah Sio Bak Kut Teh

Location	Approximate gross area (sq ft)	Use of property
208 Rangoon Road and common area, Hong Building, Singapore 218453	2,637	Restaurant
2 Bayfront Avenue, #B2-49A/50/50A/51/52/53, Stall 11, The Shoppes at Marina Bay Sands, Singapore 018972	191	Food Stall
No. 248/250 Tanjong Katong Road, Singapore 437036/437038	2,798	Restaurant
190 Keng Lee Road, Café (1 st Storey) at #01-03, Singapore 308409	1,343	Restaurant

Singapore Seafood Republic

Location	Approximate gross area (sq ft)	Use of property
26 Sentosa Gateway, #01-292, Singapore 098138	8,224	Restaurant

Others

Location	Approximate gross area (sq ft)	Use of property
Block 5 Kaki Bukit Road 1, #03-07 Eunos Technolink Singapore 415936	2,626	Corporate Headquarters
No. 248A/250A Tanjong Katong Road, Singapore 437036/437038	2,799	Employees' accommodation
Block 544 Ang Mo Kio Avenue 10 #11-2290 Singapore 560544	990	Employees' accommodation
Block 544 Ang Mo Kio Avenue 10 #05-2276 Singapore 560544	990	Employees' accommodation
Block 17 Marine Terrace #05-86 Singapore 440017	883	Employees' accommodation
Block 63 Marine Drive #13-116 Singapore 440063	936	Employees' accommodation
No. 41 Jalan Raya, Singapore 368596	4,259	Employees' accommodation
93 Paya Lebar Way, #02-3033, Singapore 370093	720	Employees' accommodation
Room 2004, No. 1, Lane 555, Nanchang Road, Xuhui District, Shanghai, PRC ⁽²⁾	1,485	Employees' accommodation
Room 2004, No. B, Lane 555, Nanchang Road, Xuhui District, Shanghai, PRC ⁽²⁾	1,372	Employees' accommodation
Room 2003, No. 2, Lane 555, Nanchang Road, Xuhui District, Shanghai, PRC ⁽²⁾	1,127	Employees' accommodation

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Location	Approximate gross area (sq ft)	Use of property
Room 2202, Building No. 16, Lane 1310, Dingxi Road, Changning District, Shanghai, PRC ⁽²⁾	2,260	Employees' accommodation
Room 301, 302, 303, 309, 312, 313, 315, 316, 317, 318 and 320, No. 6 Yujinggang Rd, Zhabei District, Shanghai ⁽²⁾	2,142	Employees' accommodation

Notes:

- (1) The area leased by Jumbo Group of Restaurants excludes unit #01-03, which is currently being sub-leased by Jumbo Group of Restaurants to Ng Ah Sio Investments for the purposes of operating an *Ng Ah Sio Bak Kut Teh* outlet.
- (2) The lease agreements have not been registered in accordance with applicable PRC laws. Grandall (Shanghai), our Company's Legal Advisers on PRC Law, has confirmed, *inter alia*, that although such lease agreements are not enforceable against certain third parties, the leases nonetheless constitute valid and legally binding contracts between our Group and the respective landlords. Please refer to the section entitled "Risk Factors - We lease premises for our outlets and there is no certainty that we will be able to lease new premises or renew existing leases on terms acceptable to us or at all" of this Offer Document for further details.
- (3) The Building Ownership Certificate has not been obtained by the landlord. In the event of a dispute or claim in relation to the right to lease and use of such property, such lease agreement may be prematurely terminated.

Save as disclosed in the sections entitled "Risk Factors" and "General Information of Our Group – Government Regulations" of this Offer Document, as at the Latest Practicable Date, to the best of our Directors' knowledge, there are no regulatory requirements or environmental issues that may materially affect our Group's utilisation of any tangible fixed assets.

LICENCES AND EXEMPTIONS

As at the Latest Practicable Date, to the best of our Directors' knowledge, our Group has obtained all material approvals, licences and exemptions for our business operations in Singapore, the PRC and Japan. The licences for our business and operations in Singapore include (i) the Licence to Operate a Food Establishment, the Licence for Import, Export, and Transshipment of Meat Products and Fish Products, and the Registration to Import Processed Food Products and Food Appliances (Excluding Meat and Fish Products, Fresh Fruits and Vegetables) issued by the Agri-Food and Veterinary Authority of Singapore ("**AVA**"); (ii) the Food Shop Licence issued by the National Environment Agency ("**NEA**"); (iii) the Public Entertainment Licence issued by the Police Licensing and Regulatory Department; (iv) the Liquor Licence issued by the Liquors Licensing Board of the Police Licensing and Regulatory Department; and (v) the Electrical Installation Licence issued by the Energy Market Authority.

We also hold a Music Copyright Licence issued by the Composers and Authors Society of Singapore, and a Licence for the Public Performance of Featured Recordings (Karaoke) issued by Recording Industry Performance Singapore Pte Ltd.

For our operations in the PRC, we hold the F&B Service Licences (餐饮服务许可证) issued by the Shanghai Food and Drug Administration Xuhui Branch (上海市食品药品监督管理局徐汇区分局) and the Shanghai Food and Drug Administration Huangpu Branch (上海市食品药品监督管理局黄浦区分局), the Alcohol Retail Licence (酒类商品零售许可证) issued by the Shanghai Xuhui District Alcohol Monopoly Bureau (上海市徐汇区酒类专卖管理局), and a Shanghai Public Place Sanitation Licence (上海市公共场所卫生许可证) issued by the Shanghai Xuhui District Bureau of Health (上海市徐汇区卫生局) and the Shanghai Huangpu District Bureau of Health (上海市黄浦区分局卫生局).

Please refer to the section entitled "General Information of our Group - Government Regulations" of this Offer Document for further information.

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Our Directors confirm that, to the best of their knowledge, our Group has obtained all requisite licences, permits, approvals and/or exemptions necessary for our current operations. As at the Latest Practicable Date, to the best of our Directors' knowledge, there are no facts or circumstances which may result in the suspension, revocation or cancellation of or otherwise adversely affect any of our licences, permits, approvals and/or exemptions.

GOVERNMENT REGULATIONS

Save as disclosed below, as at the Latest Practicable Date, the business and operations of our Group are not subject to any specific legislation or regulatory controls other than those generally applicable to companies and businesses incorporated and/or operating in Singapore and the PRC.

As at the Latest Practicable Date, to the best of our Directors' knowledge, our Group is in compliance with all applicable laws and regulations that are material to our business operations.

Singapore

The following is a summary of the main laws and regulations of Singapore that are material to our business as at the Latest Practicable Date.

(a) The Environmental Public Health Act

The Environmental Public Health Act (Chapter 95) of Singapore ("**EPHA**") requires any person who operates or uses a food establishment to obtain a licence from the Director-General of Public Health ("**Food Shop Licence**").

Under the EPHA, "food establishment" includes any retail food establishments where food is sold wholly by retail, such as restaurants and any catering establishments providing a catering service whereby food is prepared, packed and thereafter delivered to a consumer for his consumption or use. Any retail food establishments or catering establishments that are part of a food processing establishment governed by the Sale of Food Act (Chapter 283) of Singapore ("**Sale of Food Act**") are exempted from obtaining a licence under the EPHA.

The Environmental Public Health (Food Hygiene) Regulations ("**EPHR**") requires a licensee holding a Food Shop Licence to exhibit such licence in a conspicuous and accessible position within the licensed premises. The EPHR also provides that a licensee holding a Food Shop Licence must adhere to certain requirements in relation to, *inter alia*,:

- registration of any employees who are engaged in the sale or preparation for sale of food with the Director-General of Public Health;
- storage and refrigeration, packaging, transportation, sale and preparation of food;
- cleanliness of equipment used in the licensed premises;
- upkeep of the licensed premises; and
- personal cleanliness of any persons who are engaged in the sale or preparation for sale of food.

Under the EPHR, no licensee of a catering establishment shall sell or supply any food for consumption which has been maintained at a temperature not below 5 degree Celsius and not above 60 degree Celsius for an aggregate period exceeding four (4) hours after it was first prepared for consumption. In addition, every licensee of a catering establishment is required to time-stamp any catered food in accordance with the EPHR.

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From 1 June 2014, the NEA requires all catering establishments to implement a HACCP-based Food Safety Management System (“**FSMS**”), which promotes compliance with food hygiene regulations and ensure that the food prepared for sale is safe for consumption. An existing catering establishment will have to submit an FSMS plan at least three (3) months prior to the renewal date of its Food Shop Licence, starting with any Food Shop Licence expiring from 1 September 2014. A HACCP-certified catering establishment shall submit a copy of its HACCP certificate for its catering premises to fulfil the FSMS requirement.

(b) Grading Scheme for Licensed Eating Establishments and Food Stalls

The NEA has implemented the Grading System for Eating Establishments and Food Stalls, a structured system of appraisal which motivates retail food establishments to achieve and maintain high standards of overall hygiene and housekeeping. Retail food establishments are assessed by the NEA and awarded a grade ranging from A to D. All retail food establishments are advised to display the certificate indicating their grade, to enable the public to make more informed choices.

As at the Latest Practicable Date, all of our outlets in Singapore have attained the A grade under the NEA’s grading system.

(c) The Sale of Food Act

The Sale of Food Act (Chapter 283) of Singapore (“**Sale of Food Act**”) requires any person who operates or uses a food establishment to obtain a licence (“**Food Processing Establishment Licence**”) from the Director-General of the Agri-Food & Veterinary Authority of Singapore (“**AVA**”).

Under the Sale of Food Act, “food establishment” includes a food processing establishment where food is manufactured, processed, prepared or packed for the purpose of distribution to wholesalers and retailers, whether or not the food processing establishment also consists of a retail food establishment or a catering establishment, and also means a food establishment that is used as a cold store.

The Sale of Food (Food Establishments) Regulations (“**SFFR**”) requires a licensee holding a Food Processing Establishment Licence to exhibit such licence in a conspicuous position within the licensed food establishment. The SFFR also provides that a licensee holding a Food Processing Establishment Licence must adhere to certain requirements, including ensuring that food is stored in such a way that it is protected from the likelihood of contamination and that the environmental conditions under which it is stored will not adversely affect the safety and suitability of the food and maintaining prescribed standards of personal cleanliness in relation to persons who are engaged in the preparation of food.

(d) Grading Scheme for Food Processing Establishments

The AVA carries out an annual grading assessment of food processing establishments, which aims to promote awareness of hygiene and food safety standards. The AVA classifies food processing establishments into four graded categories, A (Excellent), B (Good), C (Average) and D (Pass), based on their food hygiene and food safety standards. Each establishment is graded prior to the expiry of its Food Processing Establishment Licence and is reassessed annually.

Food processing establishments are assessed based on the following set of criteria which include:

- general cleanliness and housekeeping of the premises;
- food storage;
- food processing equipment and facilities;
- pest control program;
- food handling and staff facilities;

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- product identification and traceability;
- food hygiene training;
- documentation and records; and
- violation records.

As at the Latest Practicable Date, our Central Kitchen has attained the A grade under the AVA's grading system.

(e) Liquor Control (Supply and Consumption) Act 2015

The Liquor Control (Supply and Consumption) Act 2015 of Singapore (the “**LCA**”) requires any person who supplies any liquor to obtain a liquor licence (“**Liquor Licence**”).

The LCA also requires any licensee holding a Liquor Licence to adhere to further requirements, such as not supplying any liquor or allowing any liquor to be consumed within the licensed premises outside of the trading hours specified in the Liquor Licence.

(f) Wholesome Meat and Fish Act

The Wholesome Meat and Fish Act (Chapter 349A) of Singapore (the “**WMFA**”) requires any person who uses any premises or permits any premises to be used as a processing establishment or a cold store for meat products or fish products to apply for a licence (“**Processing and Cold Store Licence**”) from the Director-General, AVA.

The WMFA also requires any person who imports any meat product or fish product into Singapore to apply for a licence (“**Import Licence**”) from the Director-General, AVA. In addition, any person who imports any meat products or fish products for sale, supply or distribution in Singapore must obtain a permit from AVA for each consignment of meat products or fish products to be imported by him and the import of each consignment must be carried out in accordance with the conditions of the permit.

Processing and Cold Store Licence and Import Licence holders must also comply with additional requirements set out in the relevant subsidiary legislation pursuant to the WMFA.

(g) Workplace Safety and Health Act

The Workplace Safety and Health Act (Chapter 354A) of Singapore (the “**WSHA**”) requires every employer to take, so far as is reasonably practicable, such measures as are necessary to ensure the safety and health of his employees at work. These measures include, *inter alia*, providing and maintaining a work environment which is safe, conducting risk assessments to identify hazards and implementing effective risk control measures, ensuring that adequate safety measures are taken for any machinery, equipment, plant, article or process used at the workplace, developing and implementing procedures for dealing with emergencies that may arise and ensuring that workers are provided with adequate instruction, information, training and supervision so that they can work safely. The relevant regulatory body is the MOM.

(h) Employment Act

The Employment Act (Chapter 91) of Singapore (“**EA**”) is administered by the MOM and sets out the basic terms and conditions of employment and the rights and responsibilities of employers as well as employees who are covered under the EA (“**relevant employees**”).

In particular, Part IV of the EA sets out requirements for rest days, hours of work and other conditions of service for workmen who receive salaries not exceeding S\$4,500 a month and employees (other than workmen) who receive salaries not exceeding S\$2,500 a month. Section 38(8) of the EA provides that a relevant employee is not allowed to work for more than 12 hours in any one day except in specified circumstances, such as where the work is essential to the life of the community, defence or security. In addition, Section 38(5) of the EA limits the extent of overtime work that a relevant employee can perform to 72 hours a month.

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Employers must seek the prior approval of the Commissioner for Labour (the “**Commissioner**”) for exemption if they require a relevant employee or class of relevant employees to work for more than 12 hours a day or work overtime for more than 72 hours a month. The Commissioner may, after considering the operational needs of the employer and the health and safety of the relevant employee or class of relevant employees, by order in writing exempt such relevant employees from the overtime limits subject to such conditions as the Commissioner thinks fit. Where such exemptions have been granted, the employer shall display the order or a copy thereof conspicuously in the place where such employees are employed.

(i) Employment of Foreign Manpower Act

The Employment of Foreign Manpower Act (Chapter 91A) of Singapore (“**EFMA**”) provides that no person shall employ a foreign employee unless he has obtained in respect of the foreign employee a valid work pass from the MOM, which allows the foreign employee to work for him.

In relation to the employment of semi-skilled or unskilled foreign workers, employers must ensure that such persons apply for a “Work Permit”. In relation to the employment of foreign mid-level skilled workers, employers must ensure that such persons apply for a “S Pass”. The S Pass is intended for mid-level skilled foreigners who earn a monthly fixed salary of at least S\$2,200.

In relation to the employment of foreign professionals, employers must ensure that such persons apply for an “Employment Pass”. The Employment Pass is intended for professionals who earn a monthly fixed salary of at least S\$3,300.

As at the Latest Practicable Date, we had approximately 320 foreign employees in Singapore.

The Employment of Foreign Manpower (Work Passes) Regulations 2012 (“**EFMR**”) requires employers of work permit holders, *inter alia*, to:

- subsidise medical expenses of the foreign worker (unless agreed otherwise);
- provide safe working conditions;
- provide acceptable accommodation consistent with any law or governmental regulations; and
- provide and maintain medical insurance for inpatient care and day surgery, with coverage of at least S\$15,000 per every 12-month period.

The EFMR also requires employers of S Pass holders, *inter alia*, to:

- subsidise medical expenses of the foreign worker (unless agreed otherwise); and
- provide and maintain medical insurance for inpatient care and day surgery, with coverage of at least S\$15,000 per every 12-month period.

In addition to the EFMA, an employer of foreign workers is also required to comply with, *inter alia*, the provisions in the EA, the Immigration Act (Chapter 133) of Singapore and the regulations issued pursuant to the Immigration Act.

(j) Work Injury Compensation Act

The Work Injury Compensation Act (Chapter 354) of Singapore (“**WICA**”) applies to all employees in all industries engaged under a contract of service in respect of injury suffered by them in the course of their employment and sets out, *inter alia*, the amount of compensation they are entitled to and the method(s) of calculating such compensation. The relevant regulatory body is the MOM.

The WICA provides that the employer shall be liable to pay compensation in accordance with the provisions of the WICA, if personal injury by accident arising out of and in the course of the employment is caused to an employee.

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Employers are required to maintain work injury compensation insurance for all employees doing manual work regardless of salary level and non-manual employees earning S\$1,600 or less a month, who are engaged under contracts of service (unless exempted).

PRC

The following is a summary of the main laws and regulations of PRC that are relevant to our business operations in the PRC. Please refer to Annex I to this Offer Document, “Summary of Relevant PRC Laws and Regulations” for more information.

The laws and regulations relating to the F&B industry in the PRC are set out in PRC national laws and regulations, as well as regional laws, regulations and measures promulgated by the provincial or municipal authorities.

(a) Foreign Investment in the PRC F&B Sector

Since 1995, consumer F&B services and general food production and distribution have been classified as industries in which foreign investment is allowed, in accordance with the Catalogue of Industries for Guiding Foreign Investment (外商投资产业指导目录), as issued and amended by the National Development and Reform Commission (国家发展和改革委员会).

(b) F&B Licensing Requirements

(i) The Food Safety Law¹

Under the Food Safety Law, F&B outlets (such as restaurants, fast food shops, beverage stores, and canteens) must apply for F&B licences (餐饮服务许可证) (“**F&B Service Licence**”).

The Food Safety Law sets out penalties such as (i) warnings; (ii) rectification orders; (iii) profit confiscation; (iv) asset confiscation; (v) fines; (vi) food recalls and destruction orders; (vii) production and/or operations suspension orders; (viii) revocation of production and/or operation licences; and (ix) criminal punishment.

(ii) The Food Safety Regulations²

The Food Safety Regulations provide further details of (i) the measures to be taken by food producers and business operators in order to ensure food safety; and (ii) situations where penalties under the Food Safety Law may be imposed.

(iii) The F&B Licensing Measures³

Under the F&B Licensing Measures, the China Food and Drug Administration (国家食品药品监督管理局) (“**China FDA**”) is responsible for the nationwide administration of the licensing for F&B services, and the local China FDA departments are responsible for the administration of the licensing for F&B services within their respective administrative areas.

F&B outlets are required to obtain an F&B Service Licence for each location at which F&B services are provided.

An F&B Service Licence is typically valid for three (3) years and may not be transferred in respect of another location or to another person.

¹ The Food Safety Law of the PRC (中华人民共和国食品安全法) was promulgated on 28 February 2009 by the Standing Committee of the National People’s Congress (全国人民代表大会常务委员会) (“**SCNPC**”) and came into effect on 1 June 2009 (the “**Food Safety Law**”). The Food Safety Law was recently amended by the SCNPC on 24 April 2015 and shall become effective from 1 October 2015.

² The Implementing Regulations for the Food Safety Law (中华人民共和国食品安全法实施条例) were promulgated by the State Council (国务院) and came into effect on 20 July 2009 (the “**Food Safety Regulations**”).

³ The Measures for the Administration of Permit for Food and Beverage Services (餐饮服务许可管理办法) were promulgated by the Ministry of Health (卫生部) on 4 March 2010 and came into effect on 1 May 2010 (the “**F&B Licensing Measures**”).

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Please refer to Annex I to this Offer Document, “Summary of Relevant PRC Laws and Regulations” for more information on the F&B Licensing Measures.

(iv) *The F&B Safety Measures*¹

Under the F&B Safety Measures, an F&B outlet must, *inter alia*, establish a food safety management system and an employee health management system, and is required to obtain the F&B Service Licence before providing F&B services.

The F&B Safety Measures also specify situations where penalties under the Food Safety Law may be imposed.

Please refer to Annex I to this Offer Document, “Summary of Relevant PRC Laws and Regulations” for more information on the F&B Safety Measures.

(v) *The F&B Credit Measures*²

Under the F&B Credit Measures, caterers are subject to a credit rating system and supervision and inspection by China FDA. China FDA may impose restrictive measures on caterers with unfavourable credit ratings.

(vi) *The Food Safety Training Measures*³

The Food Safety Training Measures require the safety management personnel, legal representatives and assistants of F&B outlets, to undergo no less than 40 hours of intensive food safety training for F&B services each year. A valid training certificate is a prerequisite for an F&B outlet to obtain its F&B Service Licence.

(vii) *The Food Advertisements Rules*⁴

Under the Food Advertisement Rules, an F&B outlet must have a Food Hygiene Permit (which, for F&B outlets, refers to the F&B Service Licence under the F&B Safety Measures) to advertise F&B products or services to the public.

(c) *Public Sanitation Regulations*⁵

A restaurant may be required to obtain a sanitation licence for public places (the “**Public Sanitation Licence**”, 公共场所卫生许可证) from the local health authority before it applies for a business licence.

A Public Sanitation Licence is typically valid for four (4) years, and subject to review by the local health authority every two (2) years.

Failure to comply may result in various penalties, such as (i) warnings; (ii) fines; (iii) rectification orders; (iv) suspension orders; and/or (v) revocation of the Public Sanitation Licence.

¹ The Measures for the Supervision and Administration of Food Safety in Catering Services (餐饮服务食品安全监督管理办法) were promulgated by the Ministry of Health on 4 March 2010 and came into effect on 1 May 2010 (the “**F&B Safety Measures**”).

² The Administrative Measures for Credit Information on Food Safety Regulation of F&B Service Providers (餐饮服务单位食品安全监管信用信息管理办法) were promulgated by China FDA on 14 December 2011 and came into effect on the same day (the “**F&B Credit Measures**”).

³ The Measures on the Administration of Training of Food Safety Management Personnel of F&B Service Providers (餐饮服务单位食品安全管理人员培训管理办法) were promulgated by China FDA on 17 May 2011 and came into effect on 1 July 2011 (the “**Food Safety Training Measures**”).

⁴ The Provisional Rules on the Release of Food Advertisements (食品广告发布暂行规定) promulgated by the State Administration for Industry and Commerce (国家工商行政管理总局) (“**SAIC**”) on 30 December 1996 and amended on 3 December 1998 (the “**Food Advertisements Rules**”).

⁵ The Administrative Regulations on the Sanitation of the Public Places (公共场所卫生管理条例) were promulgated by the State Council on 1 April 1987 and came into effect on the same day, and the Detailed Implementation Rules for the Administrative Regulations on the Sanitation of Public Places (公共场所卫生管理条例实施细则) were promulgated by the Ministry of Health on 10 March 2011 and came into effect on 1 May 2011 (collectively, “**Public Sanitation Regulations**”).

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(d) Alcohol Circulation Measures¹

Under the Alcohol Circulation Measures, a person wholesaling or retailing alcohol must within 60 days of acquiring a business licence, make certain filings in respect of alcohol circulation (酒类流通备案登记表). Failure to comply may result in a fine of up to RMB 2,000 being imposed by the relevant authority.

Notwithstanding the foregoing, the Alcohol Circulation Measures further specify that in regions where a licensing system has been established, the licensing system shall continue to be effective and the license for alcohol circulation will be deemed as the filings for alcohol circulation. Under the Shanghai Liquor Regulations, a person retailing alcohol must obtain an Alcohol Retail Licence (the “**Alcohol Retail Licence**”, 酒类商品零售许可证) (as the case may be) from the Shanghai Alcohol Monopoly Bureau (上海市酒类专卖管理局) before commencing business. As required, the PRC subsidiaries have obtained an Alcohol Retail Licence.

(e) Fire Control Law²

Under the Fire Control Law, public assembly venues such as restaurants must pass fire safety checks conducted by the relevant authorities before commencing business or operations.

(f) Environmental Protection Law³

Under the Environmental Protection Law, all entities and individuals have an obligation to protect the environment. If an enterprise discharges pollutants, such enterprise is subject to pollutant discharge licensing, and must comply with the requirements of its pollutant discharge licence (排污许可证). As our PRC Subsidiaries are mainly engaged in F&B services, they are not required to obtain a pollutant discharge licence.

As at the Latest Practicable Date, to the best of our Directors’ knowledge, there are no violations by our Group in respect of any of the licences, permits, approvals and/or exemptions for our business operations in Singapore and the PRC.

COMPETITION

We operate in a highly competitive environment and are subject to competition from both existing competitors and new entrants. Our Directors believe that barriers to entry for the F&B industry are relatively low.

We face competition from a large and diverse group of restaurant chains and individual restaurants in the markets where we have a presence. In Singapore, we face competition from other F&B establishments, particularly seafood restaurant chains and restaurants with Chinese dining concepts that serve Chinese-style seafood and cuisine. To the best of our Directors’ knowledge, there are no published statistics that can be used to accurately measure the market share of our business within Singapore.

As at the date of this Offer Document, none of our Directors or Substantial Shareholders or their associates has any interest, direct or indirect, in any of the abovementioned competitors.

COMPETITIVE STRENGTHS

We have a dedicated and experienced management team and staff

We have a capable and experienced management team headed by our CEO and Executive Chairman, Mr. Ang Kiam Meng, who has more than 20 years of experience in the F&B industry. Under his leadership, our Group has grown to become one of the leading F&B establishments in Singapore. He is assisted by our Executive Directors, Mdm. Tan Yong Chuan, Jacqueline, and Mrs. Christina Kong Chwee Huan, who have also been instrumental in growing our Group’s business in Singapore and overseas. Please refer to the section entitled “Directors, Management and Staff” of this Offer Document for further details.

¹ The Measures for the Administration of Alcohol Circulation (酒类流通管理办法) were issued by the Ministry of Commerce (商务部) and came into effect on 1 January 2006 (“**Alcohol Circulation Measures**”).

² The Fire Control Law of the PRC (中华人民共和国消防法) was adopted on 29 April 1998 by the SCNPC, amended and reissued on 28 October 2008, and came into effect on 1 May 2009 (“**Fire Control Law**”).

³ The Environmental Protection Law of the PRC (中华人民共和国环境保护法) was promulgated by SCNPC on 26 December 1986. The law was amended and reissued on 24 April 2014, and came into effect on 1 January 2015.

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Our Executive Directors are supported by our experienced and dedicated managers and employees. More than 100 of our employees have been with our Group for 10 years or more, and a number of long-service employees have been with our Group since its inception in 1987. We believe that our staff are an invaluable resource and we have implemented various employee welfare policies and comprehensive staff training and development programmes to support the vision and growth of our business and operations. Please refer to the section entitled “General Information of Our Group - Staff Training, Development and Welfare” of this Offer Document for further details.

We have implemented information technology systems for increased efficiency

We believe our IT systems have enabled us to more effectively monitor our business, optimise our operational efficiency, maintain a high level of responsiveness to customers’ needs, as well as lower our operating costs. For instance, some of our outlets enable customers to place orders directly by using interactive ordering systems, thereby increasing our operational efficiency and responsiveness to customers’ needs at these outlets.

Over the years, we have continually dedicated significant management time and resources to implement and upgrade various IT systems for our operations. We are currently in the midst of implementing an ERP system with enhanced features and capabilities which will enable us to increase our efficiency in monitoring our business, costs and sales in real-time, and enable us to control and analyse various aspects of our operations, such as procurement and inventories as well as human resources requirements across our outlets. Such information allows us to better manage our purchasing activities, reduce wastage of perishable ingredients, and enhance our staff deployment, to ensure that we continue to provide our customers with high quality food and service.

We are a leading F&B establishment in Singapore

We believe we are one of the leading F&B establishments in Singapore, with a network of F&B outlets (including those of our associated companies and those under licensing arrangements) that spans Singapore, the PRC and Japan. We believe that we have established a reputation for offering quality food and service in a comfortable and friendly environment, and our F&B brands are widely recognised by consumers in the various markets.

We have accomplished this through continually creating new dishes to suit the evolving tastes of our customers, and refining our operating policies and procedures for high food and service quality standards. Since 2013, our business was awarded the HACCP certification, which demonstrates our commitment to food safety management and product quality. Over the years, we have received many accolades and favourable reviews from gourmet lifestyle magazines such as Wine & Dine Singapore and Tatler Beijing & Shanghai, as well as awards for service, such as the Excellent Service Award, recognising our dedication to providing our customers with quality service.

We seek to strengthen our market position by increasing awareness and recognition of our F&B brands. We advertise our dining concepts and brands through media platforms and our in-house bilingual newsletter, *Wok’s Up*, and offer our *Jumbo Rewards* customer loyalty programme to, *inter alia*, encourage repeat patronage from our customers and attract new customers. Sales of our packaged *Jumbo* chilli crab paste, black pepper crab spice mix and Teochew style *bak kut teh* spice mix through our outlets, selected stores, supermarkets, travel agencies and online via the Jumbo eShop also enhance awareness of our brands, both locally and abroad.

We believe that placing a strong emphasis on food and service quality, reinforced by our branding and marketing strategies, has enabled our business to grow over the years. Between FY2012 and FY2014, our revenue has grown from S\$87.7 million in FY2012, to S\$112.4 million in FY2014.

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We have a large customer base

Over the years, we have built a customer database of over 48,000 customers under our *Jumbo Rewards* customer loyalty programme, which seeks to encourage repeat patronage and attract new customers. We reach out to these customers on a regular basis as part of our direct marketing efforts, offering members' perks such as the *Great Jumbo Voucher Sale* and organising events such as the *Jumbo Golf Challenge*. We also keep in touch with our customers via our in-house bilingual newsletter, *Wok's Up*.

We believe that we have established brand loyalty with our customers, which we leverage to further increase our market share in the F&B industry.

Our Central Kitchen and Research and Development Kitchen enable us to maintain the high quality of the dishes we serve, increase productivity and improve our food preparation process

We have a Central Kitchen at our corporate headquarters at Kaki Bukit, Singapore, which has a floor area of approximately 10,000 sq ft. With our Central Kitchen, we are able to prepare sauces and marinades for our outlets, process fresh food ingredients and prepare semi-finished food products for delivery to our outlets. As a result, our outlets require less kitchen space, are able to allocate more dining space for patrons, and have reduced food preparation times while maintaining the consistency and quality of the food we serve. Our Research and Development Kitchen, which is located at the same premises as our Central Kitchen, allows us to create new dishes to improve our menus, as well as improve our preparation processes for greater consistency in quality.

By centralising some parts of our food production processes, our Central Kitchen and our Research and Development Kitchen, allow us to maintain a high standard of consistency and food quality across all our dining brands, lower our operating and labour costs and improve productivity at our outlets. Please refer to the section entitled "General Information of Our Group - Our Business – Central Kitchen" and "General Information of Our Group - Quality Assurance" of this Offer Document for further details.

PROSPECTS, TRENDS, BUSINESS STRATEGIES AND FUTURE PLANS

This discussion contains forward-looking statements that involve risks and uncertainties. The actual results of our Group may differ significantly from those anticipated in the forward-looking statements. Factors that might cause the actual future results of our Group to differ significantly from those anticipated 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 representations, warranties or predictions with respect to the accuracy of the underlying assumptions by our Group, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents 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 entitled “Cautionary Note Regarding Forward-Looking Statements” of this Offer Document.

PROSPECTS

The F&B industry plays a vital role in Singapore's economy, contributing around 3.2% to the country's GDP in 2013⁽¹⁾ and supporting Singapore's reputation as one of Asia Pacific's eating capitals⁽²⁾. F&B establishments in Singapore can be broadly categorised into four (4) main categories, namely restaurants, fast food outlets, food caterers and others (which would include cafes, coffee houses, snack bars, food courts, canteens and pubs). The tables below set out the key indicators of the F&B industry in Singapore from 2011 to 2013⁽³⁾:

	NUMBER OF ESTABLISHMENTS				
	2011 (number)	2012 (number)	Change (%)	2013 (number)	Change (%)
Restaurants	2,324	2,430	4.6	2,480	2.1
Fast food outlets	401	439	9.5	453	3.2
Food caterers	330	350	6.1	374	6.9
Others	3,410	3,454	1.3	3,444	(0.3)
Total	6,465	6,673	3.2	6,751	1.2

	OPERATING RECEIPTS				
	2011 (S\$'million)	2012 (S\$'million)	Change (%)	2013 (S\$'million)	Change (%)
Restaurants	2,714	3,042	12.1	3,299	8.5
Fast food outlets	904	940	4.0	973	3.5
Food caterers	794	864	8.8	906	4.9
Others	2,835	3,099	9.3	3,138	1.3
Total	7,247	7,945	9.6	8,316	4.7

The F&B industry in Singapore comprised 6,751 establishments in 2013, representing an increase of 1.2% as compared to 2012. The number of restaurants registered a year-on-year increase of 2.1%, representing approximately 36.7% of the total number of establishments in the F&B industry in 2013. During the period from 2012 to 2013, total operating receipts in the F&B industry in Singapore increased by 4.7%, from S\$7.9 billion in 2012 to S\$8.3 billion in 2013. While there were increases in operating receipts generated across all types of F&B establishments over the period, restaurants recorded the highest growth in operating receipts, increasing by 8.5%, from S\$3.0 billion in 2012 to S\$3.3 billion in 2013.

1 This information was extracted from <http://www.marketresearch.com/Emerging-Markets-Direct-Reports-v3814/Food-Beverage-Singapore-8214997/>

2 This information was extracted from the website of SPRING Singapore at <http://www.spring.gov.sg/Developing-Industries/FBS/Pages/food-beverage-services.aspx>

3 This information was extracted from a report published by the Singapore Department of Statistics titled “Services Survey Series 2013 – Food & Beverage Services”

PROSPECTS, TRENDS, BUSINESS STRATEGIES AND FUTURE PLANS

While independent F&B establishments continue to dominate sales in consumer food service in 2013 (largely due to the high presence of hawker centres, coffee shops and food courts in Singapore), the value share of F&B chains continued to increase in 2013. This can be attributed to the development of new shopping malls in Singapore, which are typically dominated by chained F&B players⁽⁴⁾.

Moving forward, barring unforeseen circumstances, our Directors believe that the outlook for our business is expected to remain positive, in view of the following trends and developments affecting the F&B industry:

(a) *GDP and population growth in Singapore*

The Singapore economy is expected to grow by 2.0% to 2.5% in 2015⁽⁵⁾.

Underpinning Singapore's GDP is its steady population growth (comprising Singapore residents and non-residents), which increased from approximately 5.08 million in 2010 to approximately 5.47 million in 2014, at a compound annual growth rate ("**CAGR**") of 1.9%. In particular, population aged between 20 years and 64 years (comprising Singapore residents) increased from approximately 2.51 million in 2010⁽⁶⁾ to approximately 2.58 million in 2014⁽⁷⁾, translating to an increase in the size of our targeted customer base.

(b) *Increase in consumer affluence and willingness to spend on food*

With an increase in dual income families, growing consumer affluence and purchasing power in Singapore, our Directors believe that people are increasingly willing to spend more on food. Annual disposable income has increased at a CAGR of 4.2%, from US\$136.1 billion in 2011 to US\$154.1 billion in 2014, while consumer expenditure has increased at a CAGR of 5.5%, from US\$99.8 billion in 2011 to US\$117.2 billion in 2014. In particular, consumer expenditure on food has increased at a CAGR of 5.3%, from US\$6.3 billion in 2011 to US\$7.4 billion in 2014⁽⁸⁾.

Average monthly household expenditures on food serving services (which comprises meals bought from restaurants, hawker centres, food courts and other outlets) increased from S\$466 in 2003 to S\$764 in 2013. As a percentage of average monthly household expenditures, spending on food serving services increased from 13.9% in 2003 to 16.2% in 2013⁽⁹⁾.

4 This information was extracted from <http://www.euromonitor.com/consumer-foodservice-in-singapore/report>

5 This information was extracted from a press release by the Ministry of Trade and Industry titled "MTI Narrows GDP Growth Forecast to 2.0 to 2.5 Per Cent"

6 This information was extracted from the "Yearbook of Statistics Singapore, 2014" published by the Singapore Department of Statistics

7 This information was extracted from a publication by the Singapore Department of Statistics titled "Population Trends 2014"

8 This information was extracted from the website of Euromonitor International at <http://www.euromonitor.com/singapore/country-factfile>

9 This information was extracted from statistics published by the Singapore Department of Statistics, which can be accessed at https://www.singstat.gov.sg/docs/default-source/default-document-library/statistics/browse_by_theme/population/statistical-tables/hes-keyind.pdf

PROSPECTS, TRENDS, BUSINESS STRATEGIES AND FUTURE PLANS

(c) *Growth in Singapore's tourism and hospitality industry*

Singapore's international visitor arrivals have increased at a CAGR of 6.7%, from 11.6 million in 2010 to reach 15.1 million in 2014, while tourism receipts have increased at a CAGR of 5.6%, from S\$18.9 billion in 2010 to S\$23.6 billion in 2014. Of the total tourism receipts, visitor expenditures on F&B amounted to S\$2.3 billion in 2014, representing approximately 9.6% of total tourism receipts for the year⁽¹⁰⁾.

Given the importance of the tourism sector to Singapore's economy, the Singapore Tourism Board and other government agencies have introduced various initiatives to develop the sector and to ensure that it remains competitive. For 2015, visitor arrivals are forecasted at between 15.1 million and 15.5 million, while tourism receipts are forecasted at between S\$23.5 billion and S\$24.0 billion⁽¹¹⁾.

(d) *Regional opportunities for growth*

Singapore's F&B industry is also set to tap into opportunities in the rest of Asia, with consumerism on the rise, driven by large domestic markets and a growing middle income group⁽¹²⁾.

In particular, the F&B industry in the PRC presents attractive opportunities for growth and expansion. With a population of over 1.3 billion, the PRC has emerged as one of the world's largest consumer markets for F&B. This, coupled with the recent rise in Chinese consumer affluence and rapid urbanisation, has stimulated an unprecedented demand for F&B services in the PRC. Revenues recorded by full-service restaurants in the PRC have increased at a CAGR of 11.5% from 2009 to 2014, and reached US\$334.7 billion in 2014⁽¹³⁾. Major cities in the PRC now offer a huge variety of international cuisines, catering to expatriates, wealthy locals, as well as an expanding middle class which is expected to constitute approximately 40% of the country's population by 2020. Shanghai is leading the charge with more than 58,750 restaurants spanning at least 10 regional and 11 international cuisines⁽¹⁴⁾.

Our Group intends to capitalise on such opportunities for growth through our expansion plans in the PRC. For more details, please refer to the section entitled "Prospects, Trends, Business Strategies and Future Plans - Business Strategies and Future Plans" of this Offer Document.

10 This information was extracted from the "Annual Report on Tourism Statistics 2013" and the "Tourism Sector Performance Q4 2014 Report" published by the Singapore Tourism Board

11 This information was extracted from <http://www.mti.gov.sg/NewsRoom/Pages/Speech-By-Mr-S-Iswaran,-Second-Minister-For-Trade-And-Industry,-During-The-Committee-Of-Supply-Debate-Under-Head.aspx>

12 This information was extracted from a joint press release by the International Enterprise Singapore, the Singapore Manufacturing Federation and Food&HotelAsia2014 titled "Singapore F&B Companies Target Expansion in Asia through FoodAsia2014"

13 This information was extracted from <http://www.ibisworld.com/industry/china/full-service-restaurants.html>

14 This information was extracted from an article dated 31 July 2014, titled "Food for Thought: Investing in China's F&B Industry", which can be accessed at <http://www.eurobiz.com.cn/food-thought-investing-chinas-fb-industry/>

Each of the above organisations or corporations (as the case may be) has not consented to the inclusion of the above information in this Offer Document for the purpose of Section 249 of the SFA and is therefore not liable for the relevant information under Sections 253 and 254 of the SFA. While our Directors have taken reasonable action to ensure that the information is extracted accurately and fairly, and has been included in this Offer Document in its proper form and context, they have not independently verified the accuracy of the relevant information.

PROSPECTS, TRENDS, BUSINESS STRATEGIES AND FUTURE PLANS

TREND INFORMATION

Barring unforeseen circumstances, our Directors have observed the following trends for FY2015:

- (a) For 1H2015, our revenue increased by 11.4% or S\$6.4 million, from S\$55.8 million in 1H2014 to S\$62.2 million in 1H2015, due mainly to increased revenue contribution from our *Jumbo Seafood* outlet in Shanghai, PRC, which opened in November 2013, our *J Café* outlet at NSRCC in Changi, which opened in July 2014, as well as our *JPOT* outlet at Parkway Parade, which opened in September 2014. In addition, there was increased revenue contribution from our existing outlets, in particular from Jumbo Seafood (Riverside) and Jumbo Seafood Gallery, due mainly to an increase in customers and increase in the average spending per customer. Our revenue growth for FY2015 should continue the trend of 1H2015, underpinned by the factors mentioned above;
- (b) as with other businesses in Singapore, we expect to face inflationary pressures and a general trend of increase in the cost of our food ingredients, labour costs and rental;
- (c) as set out in the section entitled “Business Strategies and Future Plans” of this Offer Document, we intend to expand our business through opening new outlets and refurbishing existing outlets, as well as acquire new premises for our corporate headquarters, Central Kitchen and Research and Development Kitchen and new equipment and machinery for our business and operations. These expansion plans entail additional capital expenditures, renovation expenses and depreciation expenses. We may also take on additional bank borrowings (if required) to finance these expansion plans which will result in an increase in finance costs; and
- (d) other operating expenses are expected to increase due mainly to expenses incurred in connection with the Invitation. In accordance with the SFRS, only a portion of such expenses may be capitalised, while the balance will be treated as expenses in our statement of profit or loss and other comprehensive income.

Save as disclosed above and in the sections entitled “Risk Factors”, “Management’s Discussion and Analysis of Results of Operations and Financial Position” and “Prospects, Trends, Business Strategies and Future Plans” of this Offer Document and the “Independent Auditors’ Report and the Compilation of the Unaudited Pro Forma Combined Financial Information for the Financial Year Ended 30 September 2014 and the Six-Month Period Ended 31 March 2015” as set out in Annex C to this Offer Document and barring any unforeseen circumstances, our Directors believe that there are no other significant recent known trends in the costs and prices of our products and services, or any other known uncertainties, demands, commitments or events that are reasonably likely to have a material and adverse effect on our revenue, profitability, liquidity and capital resources. They are also not aware of any such trends that would cause the financial information disclosed in this Offer Document to be not necessarily indicative of our future operating results or financial condition. Please also refer to the section entitled “Cautionary Note Regarding Forward-Looking Statements” of this Offer Document for further information.

OUR ORDER BOOK

Due to the nature of our business operations, we do not maintain an order book.

BUSINESS STRATEGIES AND FUTURE PLANS

Establishing new outlets and refurbishing existing outlets

We believe that the PRC presents good growth potential in view of its population size and expanding middle class. As at the Latest Practicable Date, we have two (2) *Jumbo Seafood* outlets located in Shanghai, the PRC, and have signed a lease to open a third *Jumbo Seafood* outlet at Shanghai IFC Tower in Shanghai, the PRC, through a joint venture in which our Company has a 70.0% interest. The third *Jumbo Seafood* outlet is slated for opening in January 2016 and is expected to have a seating capacity of approximately 150 diners.

Locally, we expect our restaurants in Singapore to continue to account for a significant proportion of our revenue and profits going forward. As at the Latest Practicable Date, we have a total of 14 F&B outlets in Singapore, under five (5) restaurant brands.

PROSPECTS, TRENDS, BUSINESS STRATEGIES AND FUTURE PLANS

We believe that we can leverage the strength of our various restaurant brands to further expand our network of outlets and intend to open at least four (4) additional outlets in the PRC and Singapore, within the next 24 months. These new outlets may offer existing and/or new dining concepts to cater to the palates of the customers and to reach out to a wider customer base. We intend to continually introduce fresh and innovative dining concepts ranging from high-end fine dining to casual dining for this purpose.

In addition, we intend to refurbish and renovate our existing outlets from time to time, to continually enhance the dining experience for our customers.

Approximately S\$12.0 million of the net proceeds raised from the Invitation and the Cornerstone Tranche has been earmarked for the purpose of implementing our abovementioned expansion and refurbishment plans in the PRC and in Singapore.

Acquiring new premises, equipment and machinery for our corporate headquarters, Central Kitchen and Research and Development Kitchen

Our corporate headquarters, Central Kitchen, and Research and Development Kitchen, are currently located in various units in an industrial complex in Singapore, the Eunost Technolink. To cater to our future growth and development, enhance communication among various departments within the Group and increase our operational efficiency, we intend to acquire or lease larger premises to accommodate our Central Kitchen, Research and Development Kitchen, as well as other corporate functions such as our administration, human resources, training and warehousing facilities, and acquire new equipment and machinery for our business and operations.

We intend to use approximately S\$11.5 million of the net proceeds raised from the Invitation and the Cornerstone Tranche to fund the acquisition of the new premises, equipment and machinery.

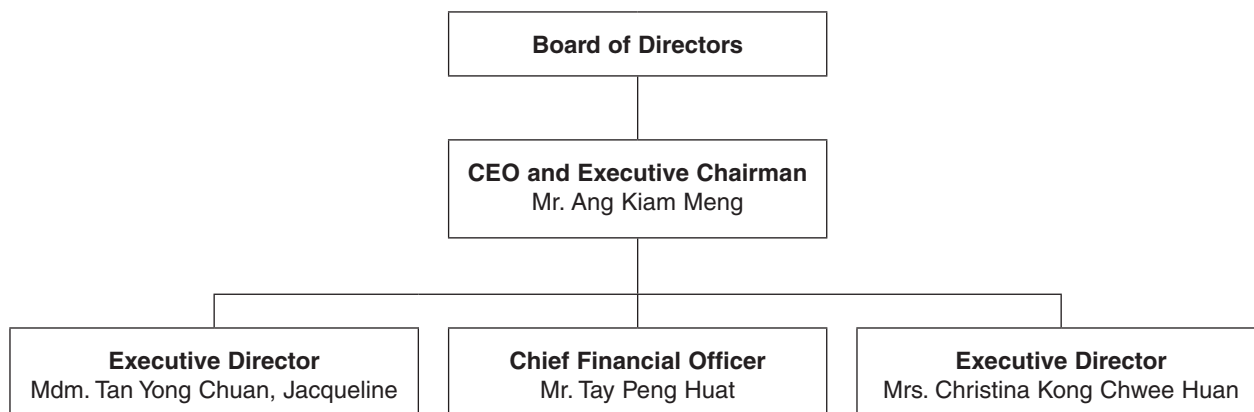
Expansion of our business through acquisitions, joint ventures or strategic alliances

We may expand our business, whether in Singapore or overseas, through acquisitions, joint ventures or strategic alliances with parties who can strengthen our market position, add value to our existing business, as well as enable us to expand into new businesses. Such acquisitions, joint ventures, or strategic alliances, could also bring about greater economies of scale and provide an impetus for future growth. Presently, our Group does not have any specific initiatives or plans with regard to any investments through acquisitions, joint ventures, or strategic alliances, and we have not identified any potential party to acquire its business or to form joint ventures or strategic alliance with. Should such opportunities arise, we will seek approval, where necessary, from our Shareholders and the relevant authorities as required by relevant laws, rules and regulations.

DIRECTORS, MANAGEMENT AND STAFF

MANAGEMENT REPORTING STRUCTURE

Our management reporting structure is as follows:



DIRECTORS

Our board of Directors is entrusted with the responsibility for the overall management of our Company. Our Directors' particulars are as follows:

Name	Age	Address	Designation
Mr. Ang Kiam Meng	53	7 Kaki Bukit Road 1 #05-01/02 Singapore 415937	CEO and Executive Chairman
Mdm. Tan Yong Chuan, Jacqueline	53	7 Kaki Bukit Road 1 #05-01/02 Singapore 415937	Executive Director
Mrs. Christina Kong Chwee Huan	47	7 Kaki Bukit Road 1 #05-01/02 Singapore 415937	Executive Director
Mr. Tan Cher Liang	63	7 Kaki Bukit Road 1 #05-01/02 Singapore 415937	Lead Independent Director
Mr. Richard Tan Kheng Swee	39	7 Kaki Bukit Road 1 #05-01/02 Singapore 415937	Independent Director
Dr. Lim Boh Soon	59	7 Kaki Bukit Road 1 #05-01/02 Singapore 415937	Independent Director

Our Directors' working experience, areas of responsibility, and qualifications are set out below:

Mr. Ang Kiam Meng is our CEO and Executive Chairman and was appointed to our Board on 4 February 2015. Mr. Ang has been serving with our Group for over 20 years since 1993. Mr. Ang is responsible for the overall management, operations, strategic planning, and business development of our Group. He has been, and continues to be, instrumental to our Group's continued success and growth. He is responsible for, *inter alia*, setting and executing our Group's vision, mission, core values and goals, driving the operational efficiency of our Group's work processes, monitoring the development and performance of our Group's business, and identifying new opportunities for our Group's expansion domestically and internationally. Prior to joining our Group, Mr. Ang worked with Singapore Technologies Electronics Limited (formerly known as Singapore Electronic & Engineering Limited) from 1986 to 1993, holding various positions such as software engineer and product manager.

DIRECTORS, MANAGEMENT AND STAFF

Mr. Ang currently also serves as Chairman of the Commerce and Industry Committee and Council Member of the Singapore Chinese Chamber of Commerce & Industry, as well as President Advisor of the Management Committee of the Restaurant Association of Singapore. He sits on the Board of Governors for Hwa Chong Institution, and is the Vice President of the Management Committee for Teochew Poit Ip Huay Kuan.

Mr. Ang obtained a Graduate Diploma in Business Administration from the Singapore Institute of Management in 1991 and graduated with a Bachelor of Arts (majoring in Computer Science) from the University of Texas at Austin (USA) in 1985.

Mdm. Tan Yong Chuan, Jacqueline is our Executive Director and was appointed to our Board on 4 February 2015. Mdm. Tan has been serving with our Group for over 25 years, since 1990. Mdm. Tan has been, and continues to be, crucial to the operations of our Group, overseeing the procurement and purchasing function, merchandising and pricing strategies of our Group, and monitoring the key performance indicators for our Group, such as customer engagement and reviews. Mdm. Tan is also responsible for strategising and implementing key improvements to our Group's various processes, to continually raise our Group's standards of quality and service. Part of her portfolio includes overseeing our Group's business development and expansion activities. Prior to joining our Group, from 1985 to 1987 and from 1989 to 1990, Mdm. Tan worked at Boulevard Hotel Singapore, a member of the Goodwood Group, holding various positions, including Personnel Manager. From 1988 to 1989, Mdm. Tan worked in the administrative department of NHS Scotland.

Mdm. Tan obtained a Graduate Diploma in Personnel Management from the Singapore Institute of Management in 1987, and graduated with a Bachelor of Business Administration from the National University of Singapore in 1984.

Mrs. Christina Kong Chwee Huan is our Executive Director and was appointed to our Board on 22 October 2015. She oversees our Group's human resources and training and development divisions, a role which she has undertaken since joining our Group as Manager of Human Resources and Corporate Affairs in 2008. She also supervises our Group's various training and development programs, strategising to ensure our Group's human resources requirements are met, and manages the employee compensation, benefits and human resources issues of our Group. Mrs. Kong has been, and continues to be, instrumental in the continued refinement and development of our Group's human resources and training and development divisions. Our Group was accredited by both the Singapore Workforce Development Agency and Singapore's Institute of Technical Education as an approved training organisation in 2008. Mrs. Kong began her career as a purchasing executive with our Group from 1993 to 1994. Between 1995 and 2000, she provided educational services, before joining the Ministry of Education as a teacher from 2001 to 2007.

Mrs. Kong is currently a member of the 5S Council of the Restaurant Association of Singapore and the Tripartite Committee for Low-wage Workers and Inclusive Growth, an initiative of the MOM. She is also a Business Excellence Assessor with SPRING Singapore.

Mrs. Kong obtained a Postgraduate Diploma in Education from the Nanyang Technological University in 2004 and graduated with a Bachelor of Science from the University of Birmingham (UK) in 1991. She also obtained a Human Resources Graduate Certification from the Singapore Management University in 2014.

Mr. Tan Cher Liang was appointed our Lead Independent Director on 22 October 2015. He has more than 40 years of experience in corporate audits, general management and business advisory. In May 2000, he co-founded Boardroom Limited, a company listed on the Main Board of the SGX-ST. He was the Managing/ Finance Director of Boardroom Limited from 2000 to 2013, and is currently an Advisor to Boardroom Limited. He was also the Managing Director of Boardroom Business Solutions Pte. Ltd and Boardroom Corporate & Advisory Services Pte. Ltd., from 1992 to 2013 and 1994 to 2013 respectively. Prior to 1992, he worked with Ernst & Young Singapore and its affiliates, since September 1973. Mr. Tan currently serves as an Independent Director of Vibrant Group Limited and Kingsmen Creatives Ltd, which

DIRECTORS, MANAGEMENT AND STAFF

are companies listed on the Main Board of the SGX-ST, as well as Wilton Resources Corporation Limited, which is listed on the Catalist of the SGX-ST. He holds directorships in charitable organisations such as the D.S. Lee Foundation and Etonhouse Community Fund Limited, and is also a Trustee of Kwan Im Thong Hood Cho Temple. Mr. Tan was awarded the Public Service Medal in 1996.

Mr. Tan was a Fellow of the Association of Chartered Certified Accountants of the United Kingdom from 1982 to 2014, and a member of the Institute of Singapore Chartered Accountants from 1984 to 2014.

Mr. Richard Tan Kheng Swee was appointed our Independent Director on 22 October 2015. He has more than 11 years of experience in legal practice and is currently a Partner at Chris Chong & CT Ho Partnership, a Singapore law firm. His practice includes advising and representing companies in a wide range of commercial transactions such as asset acquisitions, initial public offerings and other fund raising exercises, mergers and acquisitions, corporate advisory and compliance involving both listed and private companies. Mr. Tan previously practised law in various law firms in Singapore, including RHTLaw Taylor Wessing LLP (Singapore Law Practice) where he was Partner and Team Head, Corporate and Securities Practice, from 2013 to 2014. He has also practised law in Mason Sier Turnbull, a mid-sized law firm in Victoria, Australia, where he advised on a range of matters in relation to corporate advisory, mergers and acquisitions, cross-border refinancing and intellectual property. Mr. Tan currently serves as an Independent Director of Mirach Energy Limited and Dapai International Holdings Co., Limited, which are companies listed on the Main Board of the SGX-ST.

Mr. Tan obtained a Bachelor of Laws (Honours) from the National University of Singapore in 2003, and a Bachelor of Science (Honours) from the University of Melbourne, Australia, in 2000. He is an Advocate & Solicitor of the Supreme Court of Singapore, and a Barrister & Solicitor of the Supreme Court of Victoria, Australia.

Dr. Lim Boh Soon was appointed our Independent Director on 22 October 2015. He has more than 25 years of experience in the banking and finance industry in Asia. Dr. Lim is currently a Director of Arise Asset Management Pte. Ltd. and Isoquant Sdn Bhd. Prior to that, Dr. Lim was the first non-Muslim CEO of Kuwait Finance House (Singapore) Pte. Ltd. from 2007 to 2009, and the first foreign CEO of Vietcombank Fund Management Company in Vietnam from 2005 to 2007. He was a Group Corporate Director of Autron Corporation Limited from 2002 to 2006 (concurrently when he was CEO of Vietcombank Fund Management Company). From 1996 to 1999, he served in various senior management positions with UBS AG, including as a Partner, co-heading UBS Capital Asia Pacific (S) Limited. Dr. Lim currently serves as an Independent Director of CSE Global Limited and Auric Pacific Group Limited, which are companies listed on the Main Board of the SGX-ST, as well as AcrossAsia Limited and SMTrack Berhad, which are companies listed on the Hong Kong Stock Exchange and Bursa Malaysia respectively.

Dr. Lim obtained a Bachelor of Science with First Class Honours and a Doctor of Philosophy in Mechanical Engineering from the University of Strathclyde, United Kingdom, in 1981 and 1985 respectively. He also received a Graduate Diploma in Marketing Management from the Singapore Institute of Management, and a Diploma in Marketing from the Chartered Institute of Management, United Kingdom, in 1991. Dr. Lim is a Fellow of the Singapore Institute of Directors.

The list of present and past directorships of each of our Directors held in the five (5) years preceding the date of this Offer Document can be found in the section entitled "General and Statutory Information" of this Offer Document.

Pursuant to Rule 406(3)(a) of the Catalist Rules, save for Mr. Tan Cher Liang, Mr. Richard Tan Kheng Swee, and Dr. Lim Boh Soon, our Directors do not have prior experience as directors of public-listed companies in Singapore. However, they have undertaken relevant training in Singapore to familiarise themselves with the roles and responsibilities of a director of a public listed company in Singapore.

DIRECTORS, MANAGEMENT AND STAFF

Save as disclosed below, none of our Directors has any family relationship with another Director or with any Key Executive or Substantial Shareholder of our Company:

- (a) our CEO and Executive Chairman, Mr. Ang Kiam Meng, and our Executive Director, Mdm. Tan Yong Chuan, Jacqueline, are spouses;
- (b) our CEO and Executive Chairman, Mr. Ang Kiam Meng, and our Executive Director, Mrs. Christina Kong Chwee Huan, are siblings; and
- (c) our Controlling Shareholder, Mr. Ang Hon Nam, is the father of our CEO and Executive Chairman, Mr. Ang Kiam Meng, and our Executive Director, Mrs. Christina Kong Chwee Huan.

There is no agreement or arrangement with our Substantial Shareholders, customers, suppliers or any other person pursuant to which we will appoint any of them or any person nominated by any of them as our Director.

MANAGEMENT

Our Directors are assisted by our Key Executive, Mr. Tay Peng Huat, whose particulars are set out below:

Name	Age	Address	Designation
Mr. Tay Peng Huat	52	7 Kaki Bukit Road 1 #05-01/02 Singapore 415937	CFO

Our Key Executive's working experience, areas of responsibility and qualifications are set out below:

Mr. Tay Peng Huat was appointed our CFO in December 2014. He is responsible for the overall finance functions and accounting matters of our Group, including implementation of internal controls within our Group, monitoring and reporting on our Group's financial performance and overseeing the preparation of accounts and financial statements of the Group.

Mr. Tay has over 27 years of experience in finance and accounting. Prior to joining our Group, from 2002 to 2013, Mr. Tay held the post of Chief Financial Officer at Beyonics Technology Limited (a company which was listed on the Main Board of the SGX-ST until February 2012). Mr. Tay began his career with Ernst & Young Singapore in 1988 and was an Audit Manager when he left in 1996. From 1996 to 2000, he served as the Group Financial Controller of Electronic Resources Limited (now known as Ingram Micro Asia Limited). Between 2000 and 2002, he held various senior positions in finance and accounting, including Deputy General Manager and Chief Financial Officer of p3.com Pte Ltd (a subsidiary of Pan Pacific Public Company Ltd), Chief Financial Officer at Ezyhealth Asia Pacific Ltd (now known as Wilmar International Ltd), a company listed on the Main Board of the SGX-ST, and Finance Director of Synnex Information Technologies Inc. for its Asia Pacific operations.

Mr. Tay graduated with a Bachelor of Accountancy from the National University of Singapore in 1988. He is a Fellow Chartered Accountant of Singapore with the Institute of Singapore Chartered Accountants.

The list of present and past directorships of our Key Executive held in the last five (5) years preceding the date of this Offer Document can be found in the section entitled "General and Statutory Information" of this Offer Document.

Our Key Executive does not have any family relationship with any Director or Substantial Shareholder of our Company.

There is no agreement or arrangement with any of our Substantial Shareholders, customers, suppliers or any other person, pursuant to which we will appoint any of them or any person nominated by any of them as our Key Executive.

DIRECTORS, MANAGEMENT AND STAFF

STAFF

As at 31 March 2015, we had a total of 728 full-time employees. We do not experience any significant seasonal fluctuation in the number of our employees. The relationship between our management and employees has always been good and this is expected to continue. There has not been any incidence of labour dispute which affected our operations. Our employees are not unionised.

The number of full-time employees of our Group as at 30 September 2012, 30 September 2013 and 30 September 2014 as well as 31 March 2015, segmented by job functions, is as follows:

Job functions	Number of full-time employees as at			
	30 September 2012	30 September 2013	30 September 2014	31 March 2015
Management ⁽¹⁾	9	9	9	12
Business development, branding and marketing	9	9	12	9
Finance	5	7	9	11
Quality assurance	5	9	9	8
Information technology	1	2	3	4
Human resources, training and administration	12	15	14	18
Operations ⁽²⁾	630	574	649	666
Total ⁽³⁾	671	625	705	728

Notes:

- (1) Management includes, but is not limited to, our Executive Directors and Key Executive.
- (2) Includes service crew, kitchen staff and other personnel involved in the operations of our Group.
- (3) The total number of employees includes employees at the *Singapore Seafood Republic* outlet and *Yoshimaru Ramen Bar* outlet in Singapore, which our Group holds investments in and manages. Please refer to the section entitled "General Information of our Group - Joint Ventures and Licensing Arrangements" of this Offer Document for further information.

The geographical distribution of our Group's full-time employees as at 30 September 2012, 30 September 2013 and 30 September 2014 as well as 31 March 2015 is as follows:

Country	Number of full-time employees as at			
	30 September 2012	30 September 2013	30 September 2014	31 March 2015
Singapore	671	623	618	641
PRC	—	2	87	87
Total	671	625	705	728

The increase in the number of employees of our Group was mainly due to our expansion into the PRC, with the opening of our first *Jumbo Seafood* outlet in Shanghai, the PRC, in November 2013.

Our Group hires temporary and part-time employees to work mainly as service crew and kitchen staff in our various outlets. In FY2014, we had an average of approximately 190 temporary and part-time employees, representing approximately 21.6% of our total average number of employees for that financial year.

DIRECTORS, MANAGEMENT AND STAFF

REMUNERATION

The remuneration paid to each of our Directors and Key Executive (including benefits-in-kind and bonuses) for services rendered to us in all capacities and in remuneration bands of S\$250,000⁽¹⁾ for FY2013 and FY2014, being the two (2) most recent completed financial years, and as estimated for FY2015 (excluding any bonus or profit sharing plan or any other profit-linked agreement(s) or arrangement(s)), are as follows:

	FY2013	FY2014	FY2015 (estimated)
Directors			
Mr. Ang Kiam Meng	Band III	Band III	Band III
Mdm. Tan Yong Chuan, Jacqueline	Band III	Band III	Band III
Mrs. Christina Kong Chwee Huan	Band I	Band II	Band II
Mr. Tan Cher Liang	N.A.	N.A.	Band I
Mr. Richard Tan Kheng Swee	N.A.	N.A.	Band I
Dr. Lim Boh Soon	N.A.	N.A.	Band I
Key Executive			
Mr. Tay Peng Huat	N.A.	N.A.	Band I

Note:

- (1) Band I : Compensation of between S\$0 and S\$250,000 per annum
 Band II : Compensation of between S\$250,001 and S\$500,000 per annum
 Band III : Compensation of between S\$500,001 and S\$750,000 per annum

As at the Latest Practicable Date, save as required for compliance with the applicable laws of Singapore and the PRC, we have not set aside or accrued any amounts to provide for pension, retirement or similar benefits for our employees.

RELATED EMPLOYEES

As at the Latest Practicable Date, other than our Directors, Key Executive and Substantial Shareholders whose relationships with one another are disclosed in the sections entitled “Shareholders” and “Directors, Management and Staff” of this Offer Document, there are 11 other employees who are related to our Directors, Key Executive and Substantial Shareholders.

	Name	Designation	Relationship with our Directors, Key Executive and Substantial Shareholders
(i)	Mr. Ang Hon Nam	Managing Director of JSPL	Father of Mr. Ang Kiam Meng and Mrs. Christina Kong Chwee Huan
(ii)	Mr. Ng Nam Huat	Director of Operations of Jumbo Seafood (East Coast)	Brother of Mr. Ang Hon Nam, and uncle of Mr. Ang Kiam Meng and Mrs. Christina Kong Chwee Huan
(iii)	Mr. Ng Nam Soon	Director of Business Development of Jumbo Seafood (East Coast)	Brother of Mr. Ang Hon Nam, and uncle of Mr. Ang Kiam Meng and Mrs. Christina Kong Chwee Huan
(iv)	Ms. Chia Li Ting Amy	Senior Marketing Executive	Paternal cousin-in-law of Mr. Ang Kiam Meng and Mrs. Christina Kong Chwee Huan
(v)	Mr. Ang Kiam Lian	Director of China Business Operations	Brother of Mr. Ang Kiam Meng and Mrs. Christina Kong Chwee Huan, and son of Mr. Ang Hon Nam
(vi)	Ms. Ang Yun-Lin, Angie	Corporate Finance Executive	Daughter of Mr. Ang Kiam Meng and Mdm. Tan Yong Chuan, Jacqueline

DIRECTORS, MANAGEMENT AND STAFF

	Name	Designation	Relationship with our Directors, Key Executive and Substantial Shareholders
(vii)	Mr. Darren Eng Kiam Hong	Senior Trainer	Paternal cousin of Mr. Ang Kiam Meng and Mrs. Christina Kong Chwee Huan
(viii)	Mr. Ng Kiam Chuan	Food Preparation Personnel	Paternal cousin of Mr. Ang Kiam Meng and Mrs. Christina Kong Chwee Huan
(ix)	Mdm. Goh Guay Ngoh Shirley	Guest Relations Officer	Mother of Mr. Ang Hon Nam's son
(x)	Mdm. Wendy Ang Chui Yong	Director of Quality Assurance and Central Kitchen operations	Sister of Mr. Ang Kiam Meng and Mrs. Christina Kong Chwee Huan, and daughter of Mr. Ang Hon Nam
(xi)	Dr. Kong Kim Kok	Director of Information Technology	Spouse of Mrs. Christina Kong Chwee Huan, and brother-in-law of Mr. Ang Kiam Meng

For FY2012, FY2013 and FY2014, the abovementioned related employees received from our Group an aggregate remuneration (including benefits-in-kind) for services rendered in all capacities, of approximately S\$1.3 million, S\$1.4 million, and S\$1.5 million, respectively. The basis of determining their remuneration is the same as the basis of determining the remuneration of other unrelated employees.

The remuneration of employees who are related to our Directors, CEO and Substantial Shareholders who hold managerial positions will be reviewed annually by our Remuneration Committee to ensure that their remuneration packages are in line with our staff remuneration guidelines and commensurate with their respective job scopes and levels of responsibility. In line with the Code of Corporate Governance, our Company shall disclose in our annual report details of the remuneration of any employee who is an immediate family member (as defined in the Catalist Rules) of our Directors, and whose remuneration exceeds S\$50,000 during the relevant financial year. Any bonuses, pay increases and/or promotions for these related employees who hold managerial positions will also be subject to the review and approval of our Remuneration Committee. In addition, any employment of related employees who hold managerial positions and the proposed terms of their employment will also be subject to the review and approval of our Nominating Committee. In the event that a member of our Remuneration Committee or Nominating Committee is related to the employee under review, he will abstain from voting on any resolutions in respect of the remuneration or employment of such employee.

ROLE OF MR. ANG HON NAM, A CONTROLLING SHAREHOLDER

Mr. Ang Hon Nam, a Controlling Shareholder of our Group, is also the Managing Director of our Group's subsidiary, JSPL. He is responsible for customer relationship management at the *Jumbo Seafood* outlet at East Coast Seafood Centre which is owned and operated by JSPL. The *Jumbo Seafood* outlet at East Coast Seafood Centre is the first outlet opened by our Group and was founded by Mr. Ang Hon Nam and the other shareholders of JSPL. Mr. Ang Kiam Meng, our CEO and Executive Chairman, and Mdm. Tan Yong Chuan, Jacqueline, our Executive Director, joined the Group in 1993 and 1990 respectively, and have since 1993 assumed responsibility for the overall management, operations, strategic planning and business development of our Group. Mr. Ang Hon Nam is not involved in the operations of the other subsidiaries and entities of our Group, or in our corporate headquarters.

SERVICE AGREEMENTS

On 22 October 2015, our Company entered into a service agreement with each of our Executive Directors (collectively, the “**Executives**” and each an “**Executive**”). The Service Agreements are valid for an initial period of three (3) years with effect from the date of admission of our Company to Catalist. Upon the expiry of the initial period of three (3) years, the employment of each Executive shall be renewed for a further three (3) years on the same terms and conditions unless either party notifies the other party by giving six (6) months' written notice of his/her intention not to renew the employment. Any variation of the terms herein shall be subject to the approval of the Board and/or the Remuneration Committee.

DIRECTORS, MANAGEMENT AND STAFF

During the initial period of three (3) years, either party may terminate the Service Agreement by giving to the other six (6) months' written notice or in lieu of such notice an amount equivalent to six (6) months' salary based on the Executive's last drawn monthly salary. Each Service Agreement may also be terminated by our Company without any notice or payment in lieu of notice to the Executive if the Executive:

- (a) is convicted or otherwise found guilty by any court of competent jurisdiction, or pleads guilty to, any offence involving fraud or dishonesty, or of a felony, serious misdemeanour, or crime involving moral turpitude;
- (b) is convicted of any criminal offence (save for an offence under road traffic legislation for which he/she is not sentenced to any term of immediate or suspended imprisonment) and sentenced to any term of immediate or suspended imprisonment;
- (c) commits an act of bankruptcy under any applicable law, is declared a bankrupt or has bankruptcy proceedings commenced against him or any such analogous event occurs under any provisions under applicable law;
- (d) is guilty of any act or thing which may bring discredit or disrepute to our Company or our Group;
- (e) neglects or refuses, without reasonable cause, to attend to the business of our Company or our Group to which he/she is assigned duties;
- (f) misappropriates assets of our Company or our Group;
- (g) fails to observe and perform any of the duties and obligations imposed by the Service Agreement or which are imposed by law;
- (h) otherwise acts in breach of the Service Agreement;
- (i) becomes of unsound mind;
- (j) is guilty of dishonesty; or
- (k) ceases to hold the office of director pursuant to the Articles of Association of our Company, or is disqualified from holding the office of, or acting as, a director of any company, pursuant to any applicable laws or rules of any stock exchange, or any order from any regulatory body or governmental authority, for whatever reason.

Pursuant to the terms of the Service Agreements, our CEO and Executive Chairman, Mr. Ang Kiam Meng, will be entitled to receive a monthly salary of S\$33,000.00 payable in Singapore and RMB17,060.00 payable in the PRC, our Executive Director, Mdm. Tan Yong Chuan, Jacqueline, will be entitled to receive a monthly salary of S\$25,000.00 payable in Singapore and RMB10,606.25 payable in the PRC, and our Executive Director, Mrs. Christina Kong Chwee Huan, will be entitled to receive a monthly salary of S\$18,000.00 payable in Singapore. Also, Mr. Ang Kiam Meng will be entitled to a fixed bonus of three (3) months' salary in respect of each financial year, and Mdm. Tan Yong Chuan, Jacqueline and Mrs. Christina Kong Chwee Huan will each be entitled to a fixed bonus of one (1) month's salary in respect of each financial year.

Each Executive shall also receive an annual incentive bonus ("**Incentive Bonus**") of a sum calculated based on the consolidated profits before taxation of our Group based on the audited accounts for the relevant financial year, before deducting such Incentive Bonus and after deducting PBT attributable to non-controlling interests ("**PBT**"), provided always that if their employment is for less than a full financial year of our Group, the Incentive Bonus for that financial year shall be apportioned in respect of the actual number of days of employment on the basis of a 365-day financial year.

DIRECTORS, MANAGEMENT AND STAFF

The details of the Incentive Bonus are as follows:

PBT	Rate of Incentive Bonus payable as a percentage of PBT		
	Mr. Ang Kiam Meng	Mdm. Tan Yong Chuan, Jacqueline	Mrs. Christina Kong Chwee Huan
Where PBT is less than or equal to S\$5.0 million	2.0%	1.0%	1.0%
Where PBT is greater than S\$5.0 million but less than or equal to S\$10.0 million	S\$100,000 plus 3.0% of the PBT above S\$5.0 million	S\$50,000 plus 1.5% of the PBT above S\$5.0 million	S\$50,000 plus 1.5% of the PBT above S\$5.0 million
Where PBT is greater than S\$10.0 million	S\$250,000 plus 4.0% of the PBT above S\$10.0 million	S\$125,000 plus 2.0% of the PBT above S\$10.0 million	S\$125,000 plus 2.0% of the PBT above S\$10.0 million

In addition, our CEO and Executive Chairman, Mr. Ang Kiam Meng, is entitled to the use of a car provided by our Company. The car and its related expenses will be paid for by our Company. Our Executive Directors, Mdm. Tan Yong Chuan, Jacqueline and Mrs. Christina Kong Chwee Huan, are entitled to a monthly transport allowance.

All travelling and travel-related expenses, entertainment expenses and other out-of-pocket expenses reasonably incurred by the Executives in the process of discharging his or her duties on our behalf will be borne by our Company.

Had the Service Agreements been in effect from 1 October 2013, the estimated aggregated remuneration for the Executives would have been approximately S\$2.2 million instead of S\$1.4 million, and Group's profit after taxation for FY2014 would have been approximately S\$13.0 million instead of approximately S\$13.8 million.

Pursuant to the terms of the Service Agreements, each Executive shall not, without the prior written consent of our Company, during the term of his or her employment with our Company as an Executive and for a period of 12 months from the date of termination of his or her employment with our Company as an Executive:

- (a) either on his/her own account or for any other person, directly or indirectly, solicit, interfere with or endeavour to entice away from the Group any person who to his knowledge is now a supplier, client, customer or employee of the Group;
- (b) either on his/her own account or for any other person, directly or indirectly, solicit, interfere with or endeavour to entice away from the Group any person who to his/her knowledge is now an officer, manager or employee of the Group whether or not such person would commit a breach of his/her contract of employment by reason of leaving such employment; or
- (c) either alone, jointly with or on behalf of any other person, directly or indirectly, carry on, be engaged or concerned or interested in any business which shall be in direct competition with the business carried on by the Group in (i) Singapore; (ii) Shanghai, the PRC; and/or (iii) any other city or municipality in any country in which the Group carries on its business at the date of the Service Agreement or as at the time of cessation of the appointment (as the case may be), whether as shareholder, director, manager, employee, partner, agent or otherwise (other than as a holder of not more than 5.0% of the total issued shares or debentures of any company listed on any stock exchange).

Each Executive is also bound under the terms of his or her Service Agreement not to disclose any confidential information concerning the business or affairs of our Group.

DIRECTORS, MANAGEMENT AND STAFF

Save as disclosed above, there are no other existing or proposed service agreements between our Company and any Director of our Company. There is also no existing or proposed service agreement entered into or to be entered into by our Directors with our Group which provide for benefits upon termination of employment.

Save as disclosed above, there are no bonus or profit-sharing plans or any other profit-linked agreements or arrangements between our Company and our Directors, Key Executive or employees.

CORPORATE GOVERNANCE

Our Directors recognise the importance of corporate governance and believe in offering high standards of accountability to our Shareholders. Accordingly, our Directors have established a Nominating Committee, a Remuneration Committee and an Audit Committee.

We have six (6) Directors on our Board of Directors, of whom three (3) are Independent Directors. Our Independent Directors do not have any existing business or professional relationship of a material nature with our Group, our other Directors and/or Substantial Shareholders. Our Independent Directors are also not related to our other Directors and/or Substantial Shareholders.

In addition, we have appointed Mr. Tan Cher Liang as our Lead Independent Director. The Lead Independent Director will be available to Shareholders where they have concerns for which contact through the normal channels of our CEO or CFO has not resolved or for which such contact is inappropriate.

Nominating Committee

Our Nominating Committee comprises our Independent Directors, Mr. Tan Cher Liang, Mr. Richard Tan Kheng Swee and Dr. Lim Boh Soon. The chairman of our Nominating Committee is Dr. Lim Boh Soon.

Our Nominating Committee will be responsible for, *inter alia*,:

- (a) recommending the appointment of new Directors and Key Executives and re-nomination of our Directors (including Independent Directors of our Company) and Key Executive, taking into consideration each Director's and Key Executive's contribution, performance and ability to commit sufficient time, resources and attention to the affairs of our Group, and each Director's and Key Executive's respective commitments outside our Group. The Nominating Committee will conduct such reviews at least once a year, or more frequently as the Nominating Committee deems fit;
- (b) determining annually, and as and when circumstances require, whether or not a Director is independent;
- (c) developing a process for evaluating the performance of the Board as a whole and its committees, and for assessing the contribution of each Director to the effectiveness of the Board;
- (d) reviewing our Directors' mix of skills, experience, core competencies and knowledge of our Group that our Board requires to function competently and efficiently;
- (e) reviewing succession plans for Directors, in particular, the CEO and Chairman;
- (f) reviewing the training and professional development programs for the Board;
- (g) determining and recommending to the Board the maximum number of listed company board representations which any Director may hold and disclosing this in our Company's annual report; and
- (h) reviewing and approving the employment of persons related to our Directors or Substantial Shareholders and the proposed terms of their employment.

DIRECTORS, MANAGEMENT AND STAFF

Each member of our Nominating Committee shall abstain from voting on any resolutions in respect of the assessment of his performance, independence or re-nomination as Director.

Generally, our Nominating Committee does not appoint new directors, but nominates them to the Board which retains the final discretion in appointing such new directors.

Our Nominating Committee will decide how our Board's performance is to be evaluated and will propose objective performance criteria, subject to the approval of our Board, which address how our Board has enhanced long-term Shareholders' value.

Nominating Committee's view of our Independent Directors

Our Nominating Committee, after having considered the following:

- (a) the principal occupation and commitments of our Independent Directors, including the number of listed company board representations that each of them has;
- (b) the attendance to-date at board meetings of listed companies that each of our Independent Directors serves as independent directors;
- (c) the confirmations by our Independent Directors that they are able to devote sufficient time and attention to the matters of our Group;
- (d) the professional experience and expertise of our Independent Directors; and
- (e) the composition of our Board,

is of the view that Mr. Tan Cher Liang, Mr. Richard Tan Kheng Swee and Dr. Lim Boh Soon are able to commit sufficient time and resources to discharge their respective duties, and are suitable and possess the relevant experience as Independent Directors of our Company. Each of the Independent Directors had also informed the respective nominating committees of the listed companies whom they serve as directors with regard to their appointments as our Independent Directors.

Remuneration Committee

Our Remuneration Committee comprises our Independent Directors, Mr. Tan Cher Liang, Mr. Richard Tan Kheng Swee and Dr. Lim Boh Soon. The chairman of our Remuneration Committee is Mr. Richard Tan Kheng Swee.

Our Remuneration Committee will, *inter alia*, recommend to our Board of Directors a framework of remuneration for our Directors, CEO and Key Executive, and determine specific remuneration packages for each Executive Director. The recommendations of our Remuneration Committee shall be submitted for endorsement by our entire Board of Directors. All aspects of remuneration, including but not limited to Directors' fees, salaries, allowances and bonuses, options and benefits-in-kind shall be reviewed by our Remuneration Committee.

In addition, our Remuneration Committee will perform an annual review of the remuneration of the employees related to our Directors, CEO and Substantial Shareholders who hold managerial positions to ensure that their remuneration packages are in line with our staff remuneration guidelines and commensurate with their respective job scopes and levels of responsibility.

Our Remuneration Committee will also review and approve any bonuses, pay increments and/or promotions for these related employees who hold managerial positions. Each member of our Remuneration Committee shall abstain from voting on any resolution in respect of his remuneration package or that of employees related to him.

DIRECTORS, MANAGEMENT AND STAFF

Audit Committee

Our Audit Committee comprises our Independent Directors, Mr. Tan Cher Liang, Mr. Richard Tan Kheng Swee and Dr. Lim Boh Soon. The chairman of our Audit Committee is Mr. Tan Cher Liang.

Our Audit Committee shall meet periodically and perform, *inter alia*, the following functions:

- (a) review with the internal and external auditors, the audit plans, scope of work, their evaluation of our system of internal controls, audit reports, their letter(s) to management and our management's responses and the results of the audits compiled by our internal and external auditors, and will review at regular intervals with the management the implementation by our Group of the internal control recommendations made by our internal and external auditors;
- (b) review the periodic consolidated financial statements and any formal announcements relating to our Group's financial performance before submission to our Board of Directors 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, compliance with the Catalist Rules and any other relevant statutory or regulatory requirements, concerns and issues arising from their audits including any matters which the auditors may wish to discuss in the absence of management, where necessary, before submission to our Board of Directors for approval;
- (c) review and report to our Board of Directors, at least annually, the effectiveness and adequacy of our internal controls, including financial, operational, compliance and information technology controls and discuss issues and concerns, if any, arising from the internal audits;
- (d) review and discuss with our external and internal auditors, any suspected fraud, irregularity or infringement of any relevant laws, rules and 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) review our financial risk areas, with a view to providing an independent oversight of our Group's financial reporting, the outcome of such review to be disclosed in the annual reports or if the findings are material, to be immediately announced via SGXNET;
- (f) review and approve all hedging policies and instruments (if any) to be implemented by our Group;
- (g) review the cooperation given by our management to our internal and external auditors;
- (h) review the independence and objectivity of the internal and external auditors, as well as consider the appointment or re-appointment of the internal and external auditors and matters relating to the resignation or dismissal of the auditors, including approving the remuneration and terms of engagement of the internal and external auditors;
- (i) review transactions (if any) falling within the scope of Chapter 9 and Chapter 10 of the Catalist Rules;
- (j) review potential conflicts of interest, if any, and set out a framework to resolve or mitigate such potential conflicts of interests;
- (k) review the procedures by which employees of our Group may, in confidence, report to the chairman of our Audit Committee, possible improprieties in matters of financial reporting or other matters and ensure that there are arrangements in place for independent investigation and follow-up actions thereto;
- (l) review our Group's compliance with such functions and duties as may be required by statute or the Catalist Rules, and such amendments as may be made thereto from time to time;

DIRECTORS, MANAGEMENT AND STAFF

- (m) undertake such other reviews and projects as may be requested by our Board of Directors, and report to our Board of Directors its findings from time to time on matters requiring the attention of our Audit Committee; and
- (n) generally undertake such other functions and duties as may be required by statute or the Catalyst Rules, or by such amendments as may be made thereto from time to time.

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 law, rule or regulation which has or is likely to have a material impact on our Group's operating results and/or financial position.

Our Audit Committee shall also commission an annual internal control audit until such time as our Audit Committee is satisfied that our Group's internal controls are robust and effective enough to mitigate our Group's internal control weakness (if any). Prior to the decommissioning of such annual audit, our Board of Directors is required to report to the Sponsor on how the key internal control weaknesses have been rectified, and the basis for the decision to decommission the annual internal control audit. Thereafter, such audits may be initiated by our Audit Committee as and when it deems fit to satisfy itself that our Group's internal controls remain robust and effective. Upon completion of the internal control audit, appropriate disclosure will be made via SGXNET of material, price-sensitive internal control weaknesses, if any, and any follow-up actions to be taken by our Board.

Currently, based on the internal controls established and maintained by our Group, work performed by the internal and external auditors, and reviews performed by our management, our Board, with the concurrence of our Audit Committee, is of the opinion that the internal controls of our Group are adequate and effective to address the financial, operational, information technology and compliance risks of our Group.

Our Audit Committee, after having (i) conducted interviews with Mr. Tay Peng Huat; (ii) considered the qualifications and past working experience of Mr. Tay (as described in the section entitled "Directors, Management and Staff – Management" of this Offer Document); (iii) observed Mr. Tay's abilities, familiarity and diligence in relation to the financial matters and information of our Group; (iv) noted the absence of negative feedback on Mr. Tay from Deloitte & Touche LLP, our Group's Auditors and Reporting Accountants; and (v) made all reasonable enquiries, is of the view that Mr. Tay is suitable for the position of Chief Financial Officer of our Group.

Further, after making all reasonable enquiries, nothing has come to the attention of our Audit Committee to cause them to believe that Mr. Tay does not have the competence, character and integrity expected of a Chief Financial Officer of a listed issuer.

BOARD PRACTICES

Term of Office

The period for which each of our Directors has served in office in our Group is as follows:

Name	Date of commencement
Mr. Ang Kiam Meng	4 February 2015
Mdm. Tan Yong Chuan, Jacqueline	4 February 2015
Mrs. Christina Kong Chwee Huan	22 October 2015
Mr. Tan Cher Liang	22 October 2015
Mr. Richard Tan Kheng Swee	22 October 2015
Dr. Lim Boh Soon	22 October 2015

DIRECTORS, MANAGEMENT AND STAFF

Our Directors are appointed by our Shareholders at a general meeting, and an election of Directors takes place annually. One-third (or the number nearest one-third) of our Directors are required to retire from office at each annual general meeting. Every Director must retire from office at least once in every three (3) years. However, a retiring Director is eligible for re-election at the meeting at which he retires. Please refer to the extract of our Articles of Association in Annex D to this Offer Document, for more information on the appointment and retirement of Directors.

LEGAL REPRESENTATIVE

Our Executive Director, Mdm. Tan Yong Chuan, Jacqueline, is the legal representative of JBT F&B Management (Shanghai) and Jumbo F&B Services (Shanghai) (the “**PRC Subsidiaries**”). Mdm. Tan is also a director of each of the PRC Subsidiaries.

Grandall (Shanghai), our Company’s Legal Advisers on PRC Law, has advised that under the articles of association of the PRC Subsidiaries and applicable PRC laws, rules and regulations, Mdm. Tan may execute contracts on behalf of the PRC Subsidiaries and call and hold board meeting(s) of the PRC Subsidiaries.

Our Audit Committee has noted that there are risks associated with the position of legal representative, including concentration of authority and impediments to removal. After having reviewed such risks and noting that:

- (i) the articles of association of Jumbo F&B Services (Shanghai) grant its sole shareholder, Jumbo F&B Services (which is wholly-owned by our Company) the power to, *inter alia*, appoint and remove its legal representative;
- (ii) the articles of association of Jumbo F&B Management (Shanghai) grant its sole shareholder, JBT (China), (in which our Company has a 70.0% interest) the power to, *inter alia*, appoint and remove its legal representative; and
- (iii) Mdm. Tan Yong Chuan, Jacqueline and her Associates shall abstain from voting on any resolution of the PRC Subsidiaries to remove or re-appoint Mdm. Tan Yong Chuan, Jacqueline as the legal representative of either of the PRC Subsidiaries,

our Audit Committee is of the view that there are adequate processes and procedures in place to mitigate the risks associated with the position of legal representative. Our Audit Committee will monitor and periodically review the processes and procedures to ensure effectiveness and robustness.

None of our Independent Directors are directors of the PRC Subsidiaries.

JUMBO EMPLOYEE SHARE OPTION SCHEME

In conjunction with our listing on Catalist, we have adopted a share option scheme known as the “Jumbo Employee Share Option Scheme” (“**Share Option Scheme**”) which was approved at an extraordinary general meeting of our Shareholders held on 19 October 2015. The rules of our Share Option Scheme are set out in “Annex F – Rules of the Jumbo Employee Share Option Scheme” to this Offer Document. These rules comply with the requirements set out in the Catalist Rules and the Companies Act.

The Share Option Scheme will provide eligible participants with an opportunity to participate in the equity of our Company so as to motivate them to higher standards of performance through increased dedication and loyalty, and to give recognition to those who have contributed significantly to the growth and performance of our Group. The Share Option Scheme, which forms an integral and important component of a compensation plan, is designed primarily to reward and retain employees and directors of our Group whose services are vital to our success.

As at the Latest Practicable Date, no Options have been granted under the Share Option Scheme.

Capitalised terms used herein shall, unless otherwise defined, bear the same meanings as defined in Annex F to this Offer Document.

1. Objectives of the Share Option Scheme

The objectives of the Share Option Scheme are as follows:

- (i) to motivate of each Participant to optimise performance standards and efficiency and to maintain a high level of contribution to our Group;
- (ii) to retain key Employees whose contributions are important to the long-term growth and profitability of our Group;
- (iii) to attract potential employees with relevant skills to contribute to our Group and create value for our Shareholders;
- (iv) to align the interest of Participants with the interests of our Shareholders; and
- (v) to instil loyalty to, and a stronger sense of identification with the long-term growth and profitability of, our Group.

2. Summary of the rules of the Share Option Scheme

A summary of the rules of the Share Option Scheme is set out as follows:

2.1 Eligibility

The Share Option Scheme allows for participation by Employees (including Executive Directors) and Non-Executive Directors (including Independent Directors) who have attained the age of 21 on or before the Offering Date, provided that such person shall not be an undischarged bankrupt or have entered into a composition with his creditors.

Controlling Shareholders or Associates of Controlling Shareholder(s) who meet the criteria above are eligible to participate in the Share Option Scheme provided that each of (i) their participation of; and (ii) the terms of any Option to be granted and the actual or maximum number of Shares under the Option to be issued or transferred to them, shall be separately approved by independent Shareholders for each such person in separate resolutions and for each grant of options. Controlling Shareholders and Associates of Controlling Shareholder(s) shall abstain from voting on any resolution in relation to their participation in the Share Option Scheme.

Save as prescribed by the Catalist Rules, there shall be no restriction on the eligibility of any Participant to participate in any other share option scheme or share scheme, implemented or to be implemented by any company within our Group.

JUMBO EMPLOYEE SHARE OPTION SCHEME

Subject to the Act and any requirement of the SGX-ST, the terms of eligibility for participation in the Share Option Scheme may be amended from time to time at the absolute discretion of the Committee.

2.2 Limitations on the Share Option Scheme

The aggregate number of Shares which the Committee may grant Options on any date, when added to (i) the number of Shares issued and issuable and/or transferred or transferrable in respect of all Options granted under the Share Option Scheme; and (ii) the number of Shares issued and issuable and/or transferred or transferrable in respect of all options granted or awards granted under any other share option schemes or share schemes of our Company (including the Performance Share Plan), shall not exceed 15.0% of the total number of issued Shares (excluding Shares held by our Company as treasury shares) on the day immediately preceding the Offering Date of the Option.

Our Company believes that this 15.0% limit gives our Company sufficient flexibility to decide the number of Shares, which Options may be granted on, to offer existing and new employees. The number of eligible Participants is expected to grow over the years. In line with its goals of ensuring sustainable growth, our Company is constantly reviewing its position and considering the expansion of our talent pool, which may involve employing new employees. As a result, the employee base and the number of eligible Participants will increase. The number of Shares offered under the Options granted must also be significant enough to serve as a sufficiently attractive incentive and meaningful reward for an Employee's or Non-Executive Director's contribution to our Group. However, it does not necessarily mean that the Committee will definitely issue and/or transfer Shares up to the prescribed limit. The Committee shall exercise its discretion in deciding the number of Shares to be offered to each Grantee, which will depend on the performance and value of such Grantee to our Group.

2.3 Entitlement

The aggregate number of Shares in respect of which Options may be offered to each Grantee shall be determined at the discretion of our Committee, which will take into consideration criteria such as rank, past performance, years of service and potential development and contributions of the Grantee.

The aggregate number of Shares which may be issued and/or transferred in respect of all Options granted under the Share Option Scheme to Controlling Shareholders and Associates of Controlling Shareholder(s) shall not exceed 25.0% of the total number of Shares available under the Share Option Scheme. The number of Shares which may be issued and/or transferred in respect of all Options granted under the Share Option Scheme to each Controlling Shareholder or Associate shall not exceed 10.0% of the Shares available under the Share Option Scheme.

2.4 Grant of Options

Under the Rules, there are no fixed periods for the grant of Options. As such, the Committee may, at its absolute discretion, grant Options any time during the period when the Share Option Scheme is in force. However, no Option shall be granted during the period of 30 days immediately preceding the date of announcement of our Company's interim and/or final results (as the case may be).

In addition, in the event that an announcement on any matter of an exceptional nature involving unpublished price sensitive information is imminent, the Committee may only grant Options on or after the second Market Day from the date on which the announcement is released.

2.5 Acceptance of Options

The offer of Options shall be accepted within 30 days from the Offering Date. If not accepted before the end of the 30-day period, offers of Options made to Grantees shall automatically lapse. The Grantee must pay to us a nominal consideration of S\$1.00 or such amount as the Committee may decide, upon acceptance of an offer.

JUMBO EMPLOYEE SHARE OPTION SCHEME

2.6 *Exercise of Options and Exercise Price*

The Options granted under the Share Option Scheme may have exercise prices that are, at the Committee's discretion, set at (i) a price equal to the average of the last dealt prices for the Shares on the SGX-ST over five (5) consecutive Trading Days immediately preceding the Offering Date of that Option ("**Market Price**"); or (ii) a discount to the Market Price (subject to a maximum discount of 20.0%). Options with exercise prices fixed at Market Price may be exercised after the first anniversary of the Offering Date, while Options with exercise prices set at a discount to the Market Price may be exercised after the second anniversary of the Offering Date. All unexercised Options granted under the Share Option Scheme shall expire on the 10th anniversary of the Offering Date.

2.7 *Lapse of Options*

Special provisions in the Rules deal with the lapse or earlier exercise of Options granted in circumstances which include the termination of the Participant's employment in our Group, bankruptcy of the Participant, the death of the Participant, a take-over of our Company and the winding-up of our Company.

2.8 *Rights of Shares arising from exercise of the Options*

Subject to prevailing legislation, our Company will deliver Shares to Participants upon exercise of their Options by way of (i) an issue of new Shares; (ii) a transfer of existing Shares then held by our Company as treasury shares; or (iii) a combination of (i) and (ii).

In determining whether to issue new Shares to Participants upon exercise of their Options, our Company will take into account factors such as (but not limited to) the number of Shares to be delivered, the prevailing market price of the Shares and the cost to our Company of issuing new Shares or transferring existing Shares.

Shares arising from the exercise of Options are subject to the provision of the Memorandum and Articles of Association of our Company and shall rank *pari passu* in all respects with the then existing Shares except for any dividends, rights, allotments or other distributions, the Record Date of which is prior to the date such Option is exercised.

2.9 *Duration of the Share Option Scheme*

The Share Option Scheme shall continue in operation for a maximum duration of 10 years commencing from the Adoption Date. However, the Share Option Scheme may continue beyond the period above with the approval of the Shareholders by way of ordinary resolution in general meeting and the relevant authorities.

2.10 *Abstention from voting*

Shareholders who are eligible to participate in the Share Option Scheme are to abstain from voting on any shareholders' resolution relating to the Share Option Scheme and should not accept nominations as proxy or otherwise for voting unless specific instructions have been given in the proxy form on how the vote is to be cast.

3. **Adjustments and modifications to the Share Option Scheme**

3.1 *Adjustments*

If a variation in the issued share capital of our Company (whether by way of a capitalisation of profits or reserves or rights issue or reduction, subdivision, consolidation or distribution, or issues for cash or for share or otherwise than for cash or otherwise howsoever) should take place, then:

- (a) the Exercise Price, class and/or number of Shares comprised in the Option to the extent unexercised and the rights attached thereto; and/or
- (b) the class and/or number of Shares in respect of which additional Options may be granted to Participants,

JUMBO EMPLOYEE SHARE OPTION SCHEME

shall be adjusted in such manner as the Committee may determine to be appropriate including retrospective adjustments where such variation occurs after the date of exercise of an Option but the Record Date relating to such variation precedes such date of exercise and, except in relation to a capitalisation issue, upon the written confirmation of the Auditors (acting only as experts and not as arbitrators), that in their opinion, such adjustment is fair and reasonable. No such adjustment shall be made if as a result the Participant receives a benefit that a Shareholder does not receive. Furthermore, no such adjustment shall be made unless the Committee, after considering all relevant circumstances considers it equitable to do so.

The issue of securities as consideration for an acquisition of any assets or private placement of securities by our Company, the cancellation of issued Shares purchased or acquired by our Company by way of a market purchase of such Shares undertaken by our Company on Catalist during the period when a share purchase mandate granted by Shareholders (including any renewal of such mandate) is in force, and the issue of Shares or other securities convertible into or with rights to acquire or subscribe for Shares pursuant to any share option schemes or share schemes of the Company shall not normally be regarded as a circumstance requiring adjustment.

3.2 Modifications and alterations

The Share Option Scheme may be modified and/or altered from time to time by a resolution of the Committee, subject to due compliance with the requirements of the Catalist Rules and the requirements of the SGX-ST or any other regulatory authorities as may be necessary.

No alteration shall be made to the Share Option Scheme to the advantage of the Participants, except with the prior approval of Shareholders in a general meeting.

4. Administration

The Share Option Scheme will be administered by the Committee in its absolute discretion with such powers and duties as are conferred on it by the Board provided that no member of the Committee shall participate in any deliberation or decision in respect of Options granted or to be granted to him.

5. Cost of Options granted under the Share Option Scheme to our Company

The Share Option Scheme will increase our issued share capital to the extent of the new Shares that will be issued and allotted pursuant to the exercise of the Options.

Under Financial Reporting Standard 102, Share-based Payment ("**FRS 102**"), the fair value of employee services received in exchange for the grant of the Options would be recognised as a charge to the income statement. For equity-settled share-based payment transactions, the total amount to be charged to the income statement over the vesting period is determined by reference to the fair value of each Option granted at the Offering Date and the number of Options vested by the vesting date, with a corresponding credit to the reserve account.

Before the end of the vesting period, at each accounting year end, the estimate of the number of Options that are expected to vest by the vesting date is subject to revision, and the impact of the revision will be recognised in the income statement with a corresponding adjustment to the reserve account. After the vesting date, no adjustment to the charge to the income statement will be made. The proceeds net of any directly attributable transaction costs are credited to share capital when the Options are exercised.

During the vesting period, the EPS would be reduced by both the expenses recognised and the potential Shares to be issued under the Share Option Scheme. When the Options are exercised, the NTA will be increased by the amount of cash received for exercise of the Options. On a per Share basis, the effect is accretive if the Exercise Price is above the NTA per Share but dilutive otherwise.

JUMBO EMPLOYEE SHARE OPTION SCHEME

There will be no cash outlay expended by us at the time of grant of such Options as compared to the payment of cash bonuses. However, any Options granted to subscribe for new Shares have a fair value attached to them at the time of grant. The fair value of an Option is the estimated value of the Option on its date of grant and may be derived by applying a variety of valuation techniques or pricing models. Options are granted to Participants at a nominal consideration of S\$1.00. Insofar as such Options are granted at a consideration that is less than their fair value at the time of grant, there will be a cost to our Company in that we will receive from the Participant upon the grant of the Option a consideration that is less than the fair value of the Option.

5.1 *Share capital*

The Share Option Scheme will result in an increase in our Company's issued share capital when new Shares are issued to Participants. The number of new Shares issued will depend on, *inter alia*, the size of the Options granted under the Share Option Scheme. Whether and when the Options granted under the Share Option Scheme will be exercised will depend on the Exercise Price of the Options, when the Options will vest, as well as the prevailing trading price of the Shares. In any case, the Share Option Scheme provides that the number of Shares to be issued or transferred under the Share Option Scheme, when aggregated with the aggregate number of Shares over which options or awards are granted under any other share option schemes or share schemes of our Company (including the Jumbo Performance Share Plan), will be subject to the maximum limit of 15.0% of the issued share capital (excluding treasury shares) of our Company on the date preceding the grant of an Option from time to time. If instead of issuing new Shares to participants, existing Shares are purchased for delivery to participants, the Share Option Scheme will have no impact on our Company's issued share capital.

5.2 *NTA*

As described in paragraph 5.3 below on EPS, the grant of Options will be recognised as an expense, the amount of which will be computed in accordance with FRS 102. When new Shares are issued pursuant to the exercise of Options, there would be no effect on NTA due to the offsetting effect of expenses recognised and the increase in share capital. However, if instead of issuing new Shares to Participants, existing Shares are purchased for delivery to Participants, the NTA would be impacted by the cost of the Shares purchased.

5.3 *EPS*

The Share Option Scheme is likely to result in a charge to earnings over the period from the date of grant of Options to the vesting date. New Shares issued pursuant to any exercise of the Options will have a dilutive impact on our EPS.

6. **Reporting requirements**

6.1 *Announcements*

Under the Catalist Rules, an immediate announcement must be made on the date of grant of an Option and the announcement must provide details of the grant, including the following:

- (a) date of grant;
- (b) exercise price of the Options granted;
- (c) number of Options granted;
- (d) market price of the Shares on the date of grant;
- (e) number of Options granted to each Director and Controlling Shareholder (and each of their Associates); and
- (f) the validity period of the Options.

JUMBO EMPLOYEE SHARE OPTION SCHEME

6.2 Annual reports

Our Company will make such disclosures in its annual report for so long as the Share Option Scheme continues in operation:

- (a) the names of the members of the Committee administering the Share Option Scheme;
- (b) the information required in the table below for the following Participants:
 - (a) Participants who are Directors;
 - (b) Participants who are Controlling Shareholders and their Associates; and
 - (c) Participants, other than those in (i) and (ii) above, who received 5.0% or more of the total number of Options available under this Scheme;

Name of Participant	Options granted during Financial Year under review (including terms)	Aggregate Options granted since commencement of the Scheme to end of Financial Year under review	Aggregate Options exercised since commencement of the Scheme to end of Financial Year under review	Aggregate Options Outstanding as at the end of Financial Year under review

- (c) the number and proportion of Incentive Options granted at the following discounts to the Market Price in the Financial Year under review:
 - (i) Incentive Options granted at up to 10.0% discount; and
 - (ii) Incentive Options granted at between 10.0% but not more than 20.0% discount;
- (d) such other information as may be required by the Catalist Rules or the Act; and
- (e) an appropriate negative statement in the event the disclosure of any of the abovementioned information is not applicable.

7. Rationale for discount

The ability to offer Incentive Options to Participants with Exercise Prices set at a discount to the Market Price will operate as a means to recognise the performance of Participants as well as to motivate them to continue to excel while encouraging them to focus more on improving the profitability and return of our Group above a certain level which will benefit all Shareholders when these are eventually reflected through share price appreciation. Incentive Options would be perceived in a more positive light by the Participants, inspiring them to work hard and produce results in order to be offered such Incentive Options, as only employees who have made outstanding contributions to the success and development of our Group would be granted Incentive Options.

At present, it is envisaged that Incentive Options may be granted principally under the following circumstances:

- (a) Firstly, where it is considered more effective to reward and retain talented employees by way of an Incentive Option rather than a Market Price Option. This is to reward outstanding performers who have contributed significantly to our Group's performance and the Incentive Option serves as an additional incentive. Market Price Options may not be attractive and

JUMBO EMPLOYEE SHARE OPTION SCHEME

realistic in the event of an overly buoyant market and inflated share prices. Hence, during such period, the ability to offer Incentive Options would allow our Company to grant Options on a more realistic and economically feasible basis. Furthermore, Options granted at a discount will give an opportunity to employees to realise some tangible benefits even if external events cause the share price to remain largely static.

- (b) Secondly, where it is more meaningful and attractive to acknowledge a Participant's achievements through an Incentive Option rather than paying him a cash bonus. For example, Incentive Options may be used to compensate employees and to motivate them during economic downturns when wages (including cash bonuses and annual wage supplements) are frozen or cut, or they could be used to supplement cash rewards in lieu of larger cash bonuses or annual wage supplements. Accordingly, it is possible that merit-based cash bonuses or rewards may be combined with Market Price Options or Incentive Options, as part of eligible employees' compensation packages. The Share Option Scheme will provide our Group employees with an incentive to focus more on improving the profitability of our Group thereby enhancing shareholder value when these are eventually reflected through any price appreciation of our Shares after the vesting period.
- (c) Thirdly, where due to speculative forces and having regard to the historical performance of the Share price, the Market Price of the Shares at the Offering Date may not be reflective of financial performance indicators such as return on equity and/or earnings growth.

The Committee shall have the absolute discretion (i) to grant Incentive Options; (ii) to determine the level of discount (subject to a maximum discount of 20.0% of the Market Price); and (iii) the Grantees to whom Incentive Options shall be offered, provided that where such Grantee is a Controlling Shareholder or his Associate, our independent Shareholders at a general meeting shall have authorised, in separate resolutions for each person, the actual number and terms of Options to be granted to that Grantee.

In deciding the quantum of any discount (subject to the aforesaid limit), the Committee will have regard to the financial and other performance of our Group, the years of service and individual performance of the Participant, the contribution of the Participant to the success and development of our Group and the prevailing market conditions.

Flexibility in determining the quantum of discount would also enable the Committee to tailor the incentives in the grant of Incentive Options to be commensurate with the performance and contribution of each Participant, and to provide incentives for better performance, greater dedication and loyalty of the Participants.

Notwithstanding the above, our Company may also grant Options without any discount to the Market Price. Additionally, our Company may, if it deems fit, impose conditions on the exercise of the Options (whether Market Price Options or Incentive Options), such as restricting the number of Shares for which the Option may be exercised during the initial years that it may be exercised.

8. Rationale for the participation of Non-Executive Directors (including Independent Directors)

Although Non-Executive Directors are not involved in the day-to-day running of our operations, they play an invaluable role in furthering the business interests of our Group by contributing their experience and expertise. The participation by Non-Executive Directors in the Share Option Scheme will provide our Company a further avenue to acknowledge and recognise their services and contributions to our Group as it may not always be possible to compensate them fully or appropriately by increasing the directors' fees or other forms of cash payment. For instance, Non-Executive Directors may bring strategic or other value to our Company which may be difficult to quantify in monetary terms. The grant of Options to Non-Executive Directors will allow our Company to attract and retain experienced and qualified persons from different professional backgrounds to join our Group as Non-Executive Directors, and to motivate our existing Independent Directors to take extra efforts to promote the interests of our Group.

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In deciding whether to grant Options to Non-Executive Directors, the Committee will take into consideration, among other things, the services and contributions made to the growth, development and success of our Group and the years of service of a particular Non-Executive Director. The committee may also, where it considers relevant, take into account other factors such as the economic conditions and our Group's performance.

It is envisaged that Options granted, and the corresponding Shares to be delivered on the exercise of such Options based on the criteria set out above will be relatively small, in terms of the frequency and numbers. Based on this, the Directors are of the view that the participation by Non-Executive Directors in the Share Option Scheme will not compromise the independent status of those who are Independent Directors.

9. Rationale for the participation of Controlling Shareholders and their Associates

Our Company acknowledges that the services and contributions of employees, who are Controlling Shareholders or Associates of Controlling Shareholder(s), are important to the development and success of our Group. The extension of the Share Option Scheme to confirmed employees who are Controlling Shareholders or Associates of Controlling Shareholder allows our Group to have a fair and equitable system to reward employees who have actively contributed to the progress and success of our Group. The participation of Controlling Shareholders and Associates of Controlling Shareholder(s) in the Share Option Scheme will serve both as a reward to them for their dedicated services to our Group and a motivation for them to take a long-term view of our Group.

Although Participants who are Controlling Shareholders or Associates of Controlling Shareholder(s) may already have shareholding interest in our Company, the extension of the Share Option Scheme to include them ensures that they are equally entitled as the other employees of our Group to take part and benefit from this system of remuneration. We are of the view that a person who would otherwise be eligible should not be excluded from participating in the Share Option Scheme solely by reason that he or she is a Controlling Shareholder or an Associate of Controlling Shareholder(s).

We are of the view that there are sufficient safeguards against any abuse of the Share Option Scheme resulting from the participation of employees who are Controlling Shareholders or Associates of Controlling Shareholder(s). The specific approval of our independent Shareholders in separate resolutions at a general meeting is required for each of (i) the participation of such persons in the Share Option Scheme; and (ii) the actual or maximum number of Shares under the Options and terms of Options granted to Controlling Shareholders or Associates of Controlling Shareholder(s), in respect of each such Participant. For the purposes of obtaining such approval from the independent Shareholders, our Company shall procure that the letter to Shareholders in connection therewith shall set out (a) clear justifications for the participation of such Controlling Shareholders or Associates of Controlling Shareholder(s); and (b) clear rationale for the terms of the Options to be granted to such Controlling Shareholders or Associates of Controlling Shareholder(s) (including the rationale for any discount to the Market Price, if so proposed).

JUMBO PERFORMANCE SHARE PLAN

In conjunction with our listing on Catalist we have adopted a performance share plan known as the “Jumbo Performance Share Plan” (“**Performance Share Plan**”) which was approved at an extraordinary general meeting of our Shareholders held on 19 October 2015. The rules of our Performance Share Plan are set out in “Annex G – Rules of the Jumbo Performance Share Plan” to this Offer Document. These rules comply with the requirements set out in the Catalist Rules and the Companies Act.

The Performance Share Plan and Share Option Scheme are designed to complement each other. Our Directors have implemented the Performance Share Plan to increase our Company’s flexibility and effectiveness in its continuing efforts to reward, retain and motivate eligible participants to achieve increased performance, and further strengthen our Company’s competitiveness in attracting and retaining superior talent.

Unlike the Share Option Scheme where Participants are required to pay for the exercise of the Options, the Performance Share Plan allows our Group to provide incentives for Participants to achieve certain specific performance targets by awarding fully paid Shares to Participants after these targets have been met. As Awards granted under the Performance Share Plan will be principally performance-based, incorporating an element of stretched targets for senior executives and Directors, the Performance Share Plan is aimed at delivering long-term shareholder value and sustaining long-term growth.

As at the Latest Practicable Date, no Awards have been granted under the Performance Share Plan.

Capitalised terms used herein, unless otherwise defined, bear the same meanings as defined in Annex G to this Offer Document.

1. Objectives of the Performance Share Plan

The objectives of the Performance Share Plan are to:

- (a) foster a culture of ownership within our Group which aligns the interests of Executives with the interests of Shareholders;
- (b) motivate Participants to achieve key financial and operational goals of our Group and/or their respective business units; and
- (c) make total employee remuneration sufficiently competitive to recruit and retain staff whose contributions are important to the long-term growth and profitability of the Group.

2. The Performance Share Plan

Awards granted under the Performance Share Plan will principally be performance-based, incorporating an element of stretched targets for senior executives and Directors, aimed at delivering long-term shareholder value and sustaining long-term growth.

The Performance Share Plan uses methods fairly common among major local and multinational companies to incentivise and motivate senior executives and Directors to achieve pre-determined targets, which we believe will create and enhance economic value for Shareholders. Our Company believes that the Performance Share Plan will be an effective tool in motivating Executives to work towards long-term goals.

The Performance Share Plan contemplates the award of fully-paid Shares, when and after predetermined performance or service conditions are accomplished.

JUMBO PERFORMANCE SHARE PLAN

A Participant's Award under the Performance Share Plan will be determined at the sole discretion of the Committee. In considering the grant of an Award to a Participant, the Committee may take into account, *inter alia*, the Participant's capability, creativity, entrepreneurship, innovativeness, scope of responsibility and skill set.

Awards granted under the Performance Share Plan will be performance-based, with performance targets to be set over a designated performance period (typically three (3) years). Performance targets set are intended to be premised on medium-term corporate objectives covering market competitiveness, quality of returns, business growth and productivity growth, and taking into consideration each individual Participant's job scope and responsibilities.

Under the Performance Share Plan, Participants are encouraged to continue serving our Group beyond the deadline for the achievement of the pre-determined performance targets. The Committee has the discretion to impose a further vesting period after the performance period to encourage the Participant to continue serving our Group.

3. Summary of rules of the Performance Share Plan

3.1 Eligibility

The Performance Share Plan allows for participation by Executives (including Executive Directors), who hold such rank as may be designated by the Committee from time to time, who have attained the age of 21 on or before the Award Date, provided that such persons shall not be undischarged bankrupts or have entered into a composition with his creditors.

Controlling Shareholders and Associates of Controlling Shareholder(s) who meet the criteria above are eligible to participate in the Performance Share Plan provided that each of (i) their participation; and (ii) the terms of any Awards to be granted and the actual or maximum number of Shares comprised in the Award to be issued or transferred to them, shall be separately approved by independent Shareholders for each such person in separate resolutions and for each grant of Awards.

The aggregate number of Shares for which Awards may be granted under the Performance Share Plan to Controlling Shareholders and Associates of Controlling Shareholder(s) shall not exceed 25.0% of the total number of Shares available under the Performance Share Plan. The number of Shares over which an Award may be granted under the Performance Share Plan to each Controlling Shareholder or an Associate of Controlling Shareholder(s) shall not exceed 10.0% of the Shares available under the Performance Share Plan.

Save as prescribed by the Catalist Rules, there shall be no restriction on the eligibility of any Participant to participate in any other share option scheme or share scheme, implemented or to be implemented by any company within our Group.

Subject to the Act and any requirement of the SGX-ST, the terms of eligibility for participation in the Performance Share Plan may be amended from time to time at the absolute discretion of the Committee.

3.2 Limitations on the Performance Share Plan

The aggregate number of Shares comprised in Awards which the Committee may grant on any date, when added to (i) the number of Shares issued and issuable and/or transferred or transferrable in respect of all Awards granted under the Performance Share Plan; and (ii) the number of Shares issued and issuable and/or transferred or transferrable in respect of all options granted or awards granted under any other share option schemes or share schemes of our Company (including the Share Option Scheme), shall not exceed 15.0% of the total number of issued Shares (excluding Shares held by our Company as treasury shares) on the day immediately preceding the Award Date.

JUMBO PERFORMANCE SHARE PLAN

Our Company believes that this 15.0% limit gives our Company sufficient flexibility to decide the number of Shares to offer under the Performance Share Plan. However, it does not necessarily mean that the Committee will definitely issue and/or transfer Shares up to the prescribed limit. The Committee shall exercise its discretion in deciding the number of Shares to be awarded to each Participant, which will depend on the performance and value of such Participant to our Group.

3.3 Awards

Awards represent the right of a Participant to receive fully-paid Shares free-of-charge, provided that certain prescribed performance targets (if any) are met and upon expiry of the prescribed performance period.

Shares which are issued and allotted or transferred to a Participant pursuant to the Vesting of an Award shall not be transferred, charged, assigned, pledged or otherwise disposed of, in whole or in part, during a specified period (as prescribed by the Committee in the Award Letter), except to the extent approved by the Committee.

The Committee may, in its absolute discretion, make a Release of an Award, wholly or partly, in the form of cash rather than Shares.

3.4 Participants

The selection of a Participant and the number of Shares (which are the subject of each Award) to be granted to a Participant in accordance with the Performance Share Plan shall be determined at the absolute discretion of the Committee, which shall take into account criteria such as his rank, job performance and potential for future development, his contribution to the success and development of our Group, and the extent of effort with which the Performance Condition may be achieved within the Performance Period.

3.5 Details of Awards

The Committee shall decide, in relation to an Award:

- (a) the Participant;
- (b) the Award Date;
- (c) the Performance Period;
- (d) the number of Shares which are the subject of the Award;
- (e) the Performance Condition;
- (f) the Release Schedule; and
- (g) any other condition(s) which the Committee may determine in relation to that Award.

3.6 Timing

Awards may be granted at any time in the course of a financial year. An Award Letter confirming the Award and specifying, *inter alia*, the Award Date, the Performance Period, the number of Shares which are the subject of the Award, the Performance Condition(s) and the Release Schedule setting out the extent to which Shares will be released on satisfaction of the prescribed performance target(s), will be sent to each Participant as soon as is reasonably practicable after the granting of an Award.

JUMBO PERFORMANCE SHARE PLAN

3.7 *Events prior to Vesting*

Special provisions for the vesting and lapsing of Awards apply in certain circumstances including the following:

- (a) misconduct on the part of a Participant as determined by the Committee at its absolute discretion;
- (b) upon the Participant ceasing to be in the employment of our Group for any reason whatsoever (other than as specified in paragraph (e) below);
- (c) an order being made or a resolution passed for the winding-up of our Company on the basis, or by reason, of its insolvency;
- (d) the bankruptcy of a Participant or the happening of any other event which results in him being deprived of the legal or beneficial ownership of the Award;
- (e) the Participant ceases to be in the employment of our Group by reason of:
 - (i) ill health, injury or disability (in each case, evidenced to the satisfaction of the Committee);
 - (ii) redundancy;
 - (iii) retirement at or after the legal retirement age;
 - (iv) retirement before the legal retirement age with the consent of the Committee;
 - (v) the company by which he is employed or to which he is seconded, as the case may be, ceasing to be a company within our Group or the undertaking or part of the undertaking of such company being transferred otherwise than to another company within our Group;
 - (vi) (where applicable) his transfer of employment between companies within our Group; or
 - (vii) his transfer to any government ministry, governmental or statutory body or corporation at the direction of any company within our Group;
- (f) death of a participant;
- (g) any other event approved by the Committee;
- (h) a take-over offer for the Shares becomes or is declared unconditional;
- (i) a compromise or arrangement proposed for the purposes of, or in connection with, a scheme for the reconstruction of our Company or its amalgamation with another company or companies being approved by Shareholders and/or sanctioned by the court under the Act; or
- (j) an order being made or a resolution being passed for the winding up of our Company (other than as provided in paragraph (c) above or for amalgamation or reconstruction).

Upon the occurrence of any of the events specified in paragraphs (a), (b) and (c), an Award then held by a Participant shall, subject as provided in the Rules of the Performance Share Plan and to the extent not yet Released, immediately lapse without any claim whatsoever against our Company arising therefrom.

JUMBO PERFORMANCE SHARE PLAN

Upon the occurrence of any of the events specified in paragraphs (d), (e), (f) or (g) above, the Committee may, at its absolute discretion, decide either to Vest some or all of the Shares which are the subject of the Award or to preserve all or part of any Award until the end of the relevant Performance Period. In exercising its discretion, the Committee will have regard to all circumstances on a case-by-case basis, including (but not limited to) the contributions made by that Participant and the extent to which the applicable Performance Conditions have been satisfied.

Upon the occurrence of any of the events specified in paragraphs (h), (i) or (j) above, the Committee will consider, at its absolute discretion, whether or not to Release any Award, and will take into account all circumstances on a case-by-case basis, including (but not limited to) the contributions made by that Participant. If the Committee decides to Release any Award, then in determining the number of Shares to be vested in respect of such Award, the Committee will have regard to the proportion of the Performance Period which has lapsed and the extent to which the applicable Performance Conditions have been satisfied.

3.8 Duration of the Performance Share Plan

The Performance Share Plan shall continue in operation for a maximum duration of 10 years commencing from the Adoption Date. However, the Performance Share Plan may continue beyond the period above with the approval of the Shareholders by way of ordinary resolution in general meeting and the relevant authorities.

The termination or expiration of the Performance Share Plan shall not affect any Award(s) which have been made to Participants.

3.9 Operation of the Performance Share Plan

No minimum vesting periods are prescribed under the Performance Share Plan and the length of the vesting period in respect of each Award will be determined by the Committee on a case-by-case basis.

Subject to the prevailing legislation and the Catalist Rules, our Company may deliver Shares to Participants upon Vesting of their Awards by way of an issue of new Shares deemed to be fully paid upon their allotment and issuance and/or by way of the transfer of existing Shares.

In determining whether to issue new Shares to Participants upon the Vesting of their Awards, our Company will take into account factors such as (but not limited to) the number of Shares to be delivered, the prevailing market price of the Shares and the cost to our Company of issuing new Shares or purchasing existing Shares.

New Shares allotted and issued, and existing Shares procured by our Company for transfer, on the Release of an Award, shall be subject to all the provisions of the Memorandum and Articles of Association of our Company and rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Shares, the Record Date for which is on or after the relevant Vesting Date, and shall in all other respects rank *pari passu* with other existing Shares then in issue.

Additionally, our Company has the flexibility, and if circumstances require, to approve the Release of an Award, wholly or partly, in the form of cash rather than Shares. In determining whether to Release an Award, wholly or partly, in the form of cash rather than Shares, our Company will take into account factors such as (but not limited to) the cost to the Company of Releasing an Award, wholly or partly, in the form of cash rather than Shares.

JUMBO PERFORMANCE SHARE PLAN

The Committee shall have the discretion to determine whether the Performance Condition has been satisfied (whether fully or partially) or exceeded; and in making any such determination, the Committee shall have the right to make reference to the audited results of our Group to take into account such factors as the Committee may determine to be relevant, such as changes in accounting methods, taxes and extraordinary events, and further, the right to amend the performance target(s) if the Committee decides that a changed performance target would be a fairer measure of performance.

3.10 Abstention from voting

Shareholders who are eligible to participate in the Performance Share Plan are to abstain from voting on any shareholders' resolution relating to the Performance Share Plan and should not accept nominations as proxy or otherwise for voting unless specific instructions have been given in the proxy form on how the vote is to be cast.

4. Administration

The Committee responsible for the administration of the Performance Share Plan will comprise such Directors duly authorised and appointed by the Board of Directors to administer the Performance Share Plan, provided that no member of the Committee shall participate in any deliberation or decision in respect of Awards granted or to be granted to him.

5. Adjustments and alterations under the Performance Share Plan

5.1 Adjustment Events

If a variation in the issued share capital of our Company (whether by way of a capitalisation of profits or reserves or rights issue or reduction, subdivision, consolidation or distribution, or issues for cash or for shares or otherwise than for cash or otherwise howsoever) should take place, then:

- (a) the class and/or number of Shares which are the subject of an Award to the extent not yet Vested;
- (b) the class and/or number of Shares which are the subject of future Awards which may be granted to Participants; and/or
- (c) the maximum number of Shares which may be issued pursuant to Awards granted under the Performance Share Plan,

shall be adjusted in such manner as the Committee may determine to be appropriate including retrospective adjustments where such variation occurs after the Vesting of an Award but the Record Date relating to such variation precedes such date of Vesting and, except in relation to a capitalisation issue, upon the written confirmation of the Auditors (acting only as experts and not as arbitrators), that in their opinion, such adjustment is fair and reasonable. Notwithstanding the Rules of the Performance Share Plan, no adjustment shall be made if as a result, the Participant receives a benefit that a Shareholder does not receive, or if the Committee, after considering all relevant circumstances, does not consider it equitable to do so.

The issue of securities as consideration for an acquisition of any assets or private placement of securities by our Company, the cancellation of issued Shares purchased or acquired by our Company by way of a market purchase of such Shares undertaken by our Company on Catalyst during the period when a share purchase mandate granted by Shareholders (including any renewal of such mandate) is in force, and the issue of Shares or other securities convertible into or with rights to acquire or subscribe for Shares pursuant to any share option schemes or share schemes of the Company shall not normally be regarded as a circumstance requiring adjustment.

JUMBO PERFORMANCE SHARE PLAN

5.2 *Modifications or alterations to the Performance Share Plan*

The Performance Share Plan may be modified and/or altered from time to time by a resolution of the Committee, subject to due compliance with the requirements of the Catalist Rules and the requirements of the SGX-ST or any other regulatory authorities as may be necessary.

No alteration shall be made to the Performance Share Plan to the advantage of the Participants, except with the prior approval of Shareholders in a general meeting.

6. **Cost of Awards granted under the Performance Share Plan to our Company**

Singapore Financial Reporting Standard 102, Share-based Payment ("**FRS 102**") relating to share-based payment takes effect for all listed companies beginning 1 January 2005. Participants will receive Shares and the Awards would be accounted for as equity-settled share-based transactions, as described in the following paragraphs.

The fair value of employee services received in exchange for the grant of the Awards will be recognised as a charge to the income statement over the period between the grant date and the Vesting Date of an Award. The total amount of the charge over the Vesting period is determined by reference to the fair value of each Award granted at the grant date and the number of Shares Vested at the Vesting Date, with a corresponding credit to reserve account. Before the end of the Vesting period, at each accounting year end, the estimate of the number of Awards that are expected to Vest by the Vesting Date is subject to revision, and the impact of the revised estimate will be recognised in the income statement with a corresponding adjustment to the reserve account. After the Vesting Date, no adjustment to the charge to the income statement will be made.

This accounting treatment has been referred to as the "modified grant date method" because the number of Shares included in the determination of the expense relating to employee services is adjusted to reflect the actual number of Shares that eventually Vest but no adjustment is made to changes in the fair value of the Shares since the grant date.

The amount charged to the income statement would be the same whether the Company settles the Awards by issuing new Shares or by purchasing existing Shares. The amount of the charge to the income statement also depends on whether or not the performance target attached to an Award is measured by reference to the market price of the Shares. This is known as a market condition. If the performance target is a market condition, the probability of the performance target being met is taken into account in estimating the fair value of the Award granted at the grant date, and no adjustments to the amounts charged to the income statement are made if the market condition is not met. However, if the performance target is not a market condition, the fair value per Share of the Awards granted at the grant date is used to compute the amount to be charged to the income statement at each accounting date, based on an assessment at that date of whether the non-market conditions would be met to enable the Awards to vest. Thus, where the Vesting conditions do not include a market condition, there would be no charge to the income statement if the Awards do not ultimately Vest.

In the event that the Participants receive cash, our Company shall measure the fair value of the liability at grant date. Until the liability is settled, our Company shall re-measure the fair value of the liability at each accounting date and at the date of settlement, with changes in the fair value recognised in the income statement.

The following sets out the financial effects of the Performance Share Plan.

JUMBO PERFORMANCE SHARE PLAN

6.1 Share capital

The Performance Share Plan will result in an increase in our Company's issued Shares where new Shares are issued to Participants. The number of new Shares issued will depend on, amongst others, the size of the Awards granted under the Performance Share Plan. In any case, the Performance Share Plan provides that the aggregate number of Shares which may be issued or transferred pursuant to Awards granted under the Performance Share Plan, when added to (i) the number of Shares issued and issuable and/or transferred or transferable in respect of all Awards granted thereunder; and (ii) all Shares issued and issuable and/or transferred or transferable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company for the time being in force, including the Options granted under the Share Option Scheme, shall not exceed 15.0% of the issued share capital (excluding treasury shares) of our Company on the day preceding the relevant date of the Award.

If instead of issuing new Shares to Participants, treasury shares are transferred to Participants and our Company pays the equivalent cash value, the Performance Share Plan would have no impact on our Company's total number of issued Shares.

6.2 NTA

As described in paragraph 6.3 below on EPS, the Performance Share Plan is likely to result in a charge to our Company's income statement over the period from the grant date to the Vesting Date of the Awards. The amount of the charge will be computed in accordance with the FRS 102.

When new Shares are issued under the Performance Share Plan, there would be no effect on the NTA. However, if instead of issuing new Shares to Participants, existing Shares are purchased for delivery to Participants, or our Company pays the equivalent cash value, the NTA would be impacted by the cost of the Shares purchased or the cash payment, respectively.

6.3 EPS

The Performance Share Plan is likely to result in a charge to earnings over the period from the grant date to the Vesting Date, computed in accordance with the FRS 102.

It should again be noted that the delivery of Shares to Participants of the Performance Share Plan will generally be contingent upon the Participants meeting the prescribed performance targets and conditions.

7. Reporting requirements

7.1 Announcements

Under the Catalist Rules, an immediate announcement must be made on the date of grant of an Award and the announcement must provide details of the grant, including the following:

- (a) date of grant;
- (b) number of Shares comprised in the Awards granted;
- (c) market price of the Shares comprised in the Awards on the date of grant;
- (d) number of Shares granted to each Director and Controlling Shareholder (and each of their Associates) under the Awards; and
- (e) the Vesting period of the Awards.

JUMBO PERFORMANCE SHARE PLAN

7.2 Annual Report

Our Company will make such disclosures in its annual report for so long as the Performance Share Plan continues in operation:

- (i) the names of the members of the Committee administering the Performance Share Plan;
- (ii) the information required in the table below for the following Participants:
 - (a) Participants who are Directors;
 - (b) Participants who are Controlling Shareholders and Associates of Controlling Shareholder(s); and
 - (c) Participants, other than those in (i) and (ii) above, who received 5.0% or more of the total number of Shares to be comprised in Awards available under this Plan;

Name of Participant	Aggregate number of Shares comprised in Awards granted during Financial Year under review (including terms)	Aggregate number of Shares comprised in Awards granted since commencement of the Plan to end of Financial Year under review	Aggregate number of Shares comprised in Awards which have been issued and/or transferred pursuant to the Vesting of Awards since commencement of the Plan to end of Financial Year under review	Aggregate number of Shares comprised in Awards which have not been Released as at the end of the Financial Year under review

- (iii) such other information as may be required by the Catalist Rules or the Act; and
- (iv) an appropriate negative statement in the event the disclosure of any of the abovementioned information is not applicable.

8. Rationale for the participation of Controlling Shareholders and their Associates

Our Company acknowledges that the services and contributions of employees, who are Controlling Shareholders or Associates of Controlling Shareholder(s), are important to the development and success of our Group. The extension of the Performance Share Plan to confirmed employees who are Controlling Shareholders or Associates of Controlling Shareholder(s) allows our Group to have a fair and equitable system to reward employees who have actively contributed to the progress and success of our Group. The participation of Controlling Shareholders and Associates of Controlling Shareholder(s) in the Performance Share Plan will serve both as a reward to them for their dedicated services to our Group and a motivation for them to take a long-term view of our Group.

Although Participants who are Controlling Shareholders or Associates of Controlling Shareholder(s) may already have shareholding interest in our Company, the extension of the Performance Share Plan to include them ensures that they are equally entitled as the other employees of our Group to take part and benefit from this system of remuneration. We are of the view that a person who would otherwise be eligible should not be excluded from participating in the Performance Share Plan solely by reason that he or she is a Controlling Shareholder or an Associate of Controlling Shareholder(s).

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We are of the view that there are sufficient safeguards against any abuse of the Performance Share Plan resulting from the participation of employees who are Controlling Shareholders or Associates of Controlling Shareholder(s). The specific approval of our independent Shareholders in separate resolutions at a general meeting is required for each of (i) the participation of such persons in the Performance Share Plan; and (ii) the actual or maximum number of Shares comprised in the Awards and terms of Awards granted to Controlling Shareholders or Associates of Controlling Shareholder(s), in respect of each such Participant. For the purposes of obtaining such approval from the independent Shareholders, our Company shall procure that the letter to Shareholders in connection therewith shall set out (a) clear justifications for the participation of such Controlling Shareholders or Associates of Controlling Shareholder(s); and (b) clear rationale for the terms of the Awards to be granted to such Controlling Shareholders or Associates of Controlling Shareholder(s).

INTERESTED PERSON TRANSACTIONS AND CONFLICTS OF INTERESTS

INTERESTED PERSON TRANSACTIONS

In general, transactions between our Group and any of its interested persons (i.e. our Directors, CEO, Controlling Shareholders and their associates) constitute interested person transactions. Details of interested person transactions of our Group for the Relevant Period are set out below.

Save as disclosed below and in the section entitled “Restructuring Exercise” of this Offer Document, none of our Directors or CEO or Controlling Shareholders or their associates was or is interested in any transactions with our Group during the Relevant Period.

In line with the rules set out in Chapter 9 of the Catalist Rules, a transaction of value less than S\$100,000 is not considered material in the context of the Invitation and is not taken into account for the purposes of aggregation in this section.

Interested persons

Mr. Ang Hon Nam	:	A Controlling Shareholder of our Group
Mr. Ang Kiam Meng	:	Our CEO and Executive Chairman
Mdm. Tan Yong Chuan, Jacqueline	:	Our Executive Director
Mrs. Christina Kong Chwee Huan	:	Our Executive Director
Forward Leap IT (“ Forward Leap ”)	:	A sole-proprietorship owned by Dr. Kong Kim Kok, established in Singapore and engaged in providing software consultancy services. Dr. Kong Kim Kok is the spouse of our Executive Director, Mrs. Christina Kong Chwee Huan
Mr. Ng Nam Huat	:	Mr. Ng Nam Huat is the brother of a Controlling Shareholder of our Group, Mr. Ang Hon Nam
Mr. Ng Nam Soon	:	Mr. Ng Nam Soon is the brother of a Controlling Shareholder of our Group, Mr. Ang Hon Nam

Other Person(s)

Sincere Wholesale Pte. Ltd. (“ Sincere Wholesale ”)	:	A company incorporated in Singapore, which is owned by Mr. Ng Nam Huat (35.0%), Mr. Ng Kiam Chiaw (Huang Jianchao) (25.0%), Ms. Ng Cheau Lee (10.0%), Mdm. Ong Sok Sian (20.0%) and Ms. Ng Chee Wai (10.0%), and engaged in the business of the sale of provisions to retailers, wholesalers and restaurants

PAST INTERESTED PERSON TRANSACTIONS

Joint venture agreement in relation to Lotus Jumbo (Beijing) F&B Co., Ltd.

Our Group, Mr. Ang Kiam Meng and two (2) other independent parties entered into shareholders’ agreements regarding a PRC foreign-invested equity joint venture company, Lotus Jumbo (Beijing) F&B Co., Ltd. (莲花珍宝(北京)餐饮管理有限公司) (“**Lotus Jumbo**”), which was incorporated on 7 August 2012. Lotus Jumbo was dormant until it was dissolved and de-registered with the Beijing Administration for Industry and Commerce Fengtai Branch (北京市工商行政管理局丰台分局) on 17 April 2015.

Our Directors are of the view that this transaction had been conducted on an arm’s length basis and on normal commercial terms.

INTERESTED PERSON TRANSACTIONS AND CONFLICTS OF INTERESTS

Personal guarantees provided by our CEO and Executive Chairman, and our Executive Director

Our CEO and Executive Chairman, Mr. Ang Kiam Meng, and our Executive Director, Mdm. Tan Yong Chuan, Jacqueline, have provided personal guarantees in relation to financing facilities granted to our Group and lease of premises by our Group, details of which are set out below:

Description of facility	Guarantor(s)	Amount outstanding as at the Latest Practicable Date (S\$'000)	Largest amount outstanding during the Relevant Period (S\$'000) ⁽¹⁾
UOB – hire purchase facility	Mdm. Tan Yong Chuan, Jacqueline	–	130
Hong Leong Finance Limited – hire purchase facility	Mr. Ang Kiam Meng	–	26
Hong Leong Finance Limited – hire purchase facility	Mdm. Tan Yong Chuan, Jacqueline	–	89

Note:

(1) Computed based on month-end balances.

As at 30 April 2015, the abovementioned guarantees have been discharged.

As no compensation was paid by our Group to Mr. Ang Kiam Meng or Mdm. Tan Yong Chuan, Jacqueline for the provision of the guarantees, our Directors are of the view that the guarantees were not provided on an arm's length basis but were not prejudicial to our Group.

Provision of IT consultancy services by Forward Leap

Between February 2013 to October 2014, Forward Leap had provided IT consultancy services to our Group relating to, *inter alia*, our enterprise resource planning system (ERP) and IT resource management. The aggregate amount paid by our Group to Forward Leap for the consultancy services rendered during the Relevant Period was S\$208,000, details of which are set out below:

	FY2012 (S\$'000)	FY2013 (S\$'000)	FY2014 (S\$'000)	1H2015 (S\$'000)	From 1 April 2015 to Latest Practicable Date (S\$'000)
Fees charged for consultancy services provided by Forward Leap	–	70	120	18	–

Our Directors are of the view that this transaction was conducted on an arm's length basis and on normal commercial terms as the fees charged by Forward Leap for services provided to our Group was comparable to fees it charged other clients for similar services. The provision of IT consultancy services by Forward Leap terminated in October 2014.

PRESENT AND ON-GOING INTERESTED PERSON TRANSACTIONS

Lease of premises at Jalan Raya

Our Group has leased a property owned by Mr. Ang Hon Nam, Mr. Ng Nam Soon, Mr. Ng Nam Huat and Mr. Ng Siak Hai (the “**Jalan Raya Lessors**”). Mr. Ang Hon Nam is a Controlling Shareholder of our Group. Mr. Ang Hon Nam, Mr. Ng Nam Soon and Mr. Ng Nam Huat, are siblings.

INTERESTED PERSON TRANSACTIONS AND CONFLICTS OF INTERESTS

As at the Latest Practicable Date, details of the lease are as follows:

Location	Approximate gross area (sq ft)	Rent/ month (excluding GST) (S\$'000)	Lease Term	Purpose
No. 41 Jalan Raya, Singapore 368596	4,259	4	1 September 2015 – 31 August 2018	Employees' accommodation

Details of the aggregate rent charged during the Relevant Period are as follows:

	FY2012 (S\$'000)	FY2013 (S\$'000)	FY2014 (S\$'000)	1H2015 (S\$'000)	From 1 April 2015 to Latest Practicable Date (S\$'000)
Aggregate rent charged for the Jalan Raya property	41	46	46	23	19

The rent is comparable to the market rental rates for similar properties in the vicinity. Accordingly, our Directors are of the view that this transaction was entered into on an arm's length basis and is not prejudicial to the interests of our Group or our minority Shareholders.

We intend to renew the abovementioned lease upon expiry, on an arm's length basis and on normal commercial terms. Following the admission of our Company to Catalist, any transaction entered into by our Group with the Jalan Raya Lessors will be subject to the procedures for interested person transactions as set out in the section entitled "Interested Person Transactions and Conflict of Interests – Guidelines and Review Procedures for Future Interested Person Transactions" of this Offer Document and the applicable rules in Chapter 9 of the Catalist Rules.

Personal guarantee provided by our CEO and Executive Chairman and our Executive Director

Our CEO and Executive Chairman, Mr. Ang Kiam Meng and our Executive Director, Mrs. Christina Kong Chwee Huan, have provided personal guarantees in relation to loans extended by our Group to employees, details of which are as follows:

Description of loan	Guarantor(s)	Amount owing as at the Latest Practicable Date (S\$'000)	Amount guaranteed as at the Latest Practicable Date (S\$'000)	Largest amount guaranteed during the Relevant Period (S\$'000)
Loan of S\$100,000 provided by Jumbo Group of Restaurants to an employee ⁽¹⁾	Mr. Ang Kiam Meng	51	51	100
Loans of S\$62,971 provided by Jumbo Group of Restaurants to an employee ⁽¹⁾	Mrs. Christina Kong Chwee Huan	40	40	63

Note:

- (1) The loans were provided by Jumbo Group of Restaurants to employees who are not related to our Directors or Substantial Shareholders.

As no compensation was paid by our Group to Mr. Ang Kiam Meng or Mrs. Christina Kong Chwee Huan for the provision of the guarantees, our Directors are of the view that the guarantees were not provided on an arm's length basis but were not prejudicial to our Group.

INTERESTED PERSON TRANSACTIONS AND CONFLICTS OF INTERESTS

Indemnities provided by our CEO and Executive Chairman and our Executive Director

We are required to furnish to the MOM a security bond of S\$5,000 for each foreign worker we engage. Our Group has made arrangements with certain insurers for the insurers to issue letters of guarantee in lieu of the security bonds. Our CEO and Executive Chairman, Mr. Ang Kiam Meng, and our Executive Director, Mdm. Tan Yong Chuan, Jacqueline, have in turn provided indemnities to the insurers in respect of any amounts claimed under the letters of guarantee.

Details of the aggregate indemnities provided by the abovementioned interested persons in connection with the security bonds during the Relevant Period are as follows:

	As at 30 September 2012 (S\$'000)	As at 30 September 2013 (S\$'000)	As at 30 September 2014 (S\$'000)	As at 31 March 2015 (S\$'000)	As at Latest Practicable Date (S\$'000)
Aggregate indemnity in connection with the security bonds	380	325	340	420	430

Based on the number of foreign workers employed by our Singapore operations as at the end of each of FY2012, FY2013, FY2014, 1H2015 and as at the Latest Practicable Date, the largest indemnity amount is approximately S\$430,000. As at the Latest Practicable Date, the aggregate amount of the security bonds furnished is approximately S\$430,000.

As no compensation was paid by our Group to Mr. Ang Kiam Meng or Mdm. Tan Yong Chuan, Jacqueline for the provision of the indemnities, our Directors are of the view that the indemnities were not provided on an arm's length basis but were not prejudicial to our Group.

Following the admission of our Company to Catalist, we intend to request the discharge of the above-mentioned indemnities provided by Mr. Ang Kiam Meng and Mdm. Tan Yong Chuan, Jacqueline, and replace them with corporate guarantees provided by our Group. In the event that any insurer does not agree to the substitution, Mr. Ang Kiam Meng and Mdm. Tan Yong Chuan, Jacqueline have each undertaken to continue to provide the relevant indemnities until such time we are able to secure suitable alternatives.

OTHER TRANSACTION

Supply of provisions by Sincere Wholesale Pte. Ltd.

Sincere Wholesale was incorporated in Singapore on 3 June 2009 and is mainly engaged in the business of the sale of provisions to retailers, wholesalers and restaurants. The directors of Sincere Wholesale are Mr. Ng Nam Huat, Mr. Ng Kiam Chiaw (Huang Jianchao) and Mdm. Ong Sok Sian.

Mr. Ng Nam Huat is the brother of a Controlling Shareholder of our Group, Mr. Ang Hon Nam, and the uncle of our CEO and Executive Chairman, Mr. Ang Kiam Meng and our Executive Director, Mrs. Christina Kong Chwee Huan.

Since 2009, Sincere Wholesale has supplied provisions to our Group. The aggregate amount of purchases by our Group from Sincere Wholesale during the Relevant Period was approximately S\$9,179,000, details of which are as follows:

	FY2012 (S\$'000)	FY2013 (S\$'000)	FY2014 (S\$'000)	1H2015 (S\$'000)	From 1 April 2015 to Latest Practicable Date (S\$'000)
Aggregate amount of purchases from Sincere Wholesale	1,956	2,337	2,460	1,297	1,129

INTERESTED PERSON TRANSACTIONS AND CONFLICTS OF INTERESTS

Our Directors are of the view that our Group's transactions with Sincere Wholesale have been conducted on an arm's length basis, on normal commercial terms and were not prejudicial to the interests of our Group or our minority Shareholders, as the prices of the provisions offered by Sincere Wholesale are comparable to prices of similar provisions offered by other third party suppliers, and taking into account factors such as the reliability of the suppliers.

Following the admission of our Company to Catalist, any transaction entered into by our Group with Sincere Wholesale will continue to be undertaken on an arm's length basis and on normal commercial terms, and will be subject to the procedures for interested person transactions as set out in the section entitled "Interested Person Transactions and Conflict of Interests – Guidelines and Review Procedures for Future Interested Person Transactions" in this Offer Document and the applicable rules in Chapter 9 of the Catalist Rules.

GUIDELINES AND REVIEW PROCEDURES FOR FUTURE INTERESTED PERSON TRANSACTIONS

To ensure that future transactions with interested persons are undertaken on normal commercial terms and are consistent with our Group's usual business practices and policies, which are generally no more favourable than those extended to unrelated third parties, the following procedures will be implemented by our Group.

In relation to any purchase of products or procurement of services by us from interested persons, submissions from at least two (2) unrelated third parties in respect of the same or substantially the same type of product or service will be used as comparison wherever possible. The Audit Committee will review the comparable factors, taking into account, *inter alia*, the suitability, quality, timeliness in delivery and cost of the product or service, and the experience and expertise of the supplier. Transactions with such interested persons shall not be on terms less favourable to our Group than those with unrelated third parties.

In relation to any sale of products or provision of services by us to interested persons, the price and terms of two (2) other completed transactions of the same or substantially the same type of transactions to unrelated third parties are to be used as comparisons wherever possible. Transactions with such interested persons shall not be on terms less favourable to our Group than those with unrelated third parties.

Any contracts to be made by us with an interested person shall not be approved unless the pricing is determined in accordance with our usual business practices and policies, consistent with the usual margin given or price received by us for the same or substantially similar type of transactions between us and unrelated parties, and the terms are not less favourable to our Group than those with unrelated third parties.

When renting from or to interested persons, appropriate steps will be taken to ensure that such rent is commensurate with the prevailing market rates, including adopting measures such as making relevant enquiries with landlords of similar location and size, or obtaining necessary reports or reviews published by property agents (including an independent valuation report by a property valuer, where appropriate). The rent payable shall be based on the most competitive market rental rates based on the results of relevant enquiries.

For the purposes above, where applicable, contracts for the same or substantially similar type of transactions entered into between us and unrelated third parties will be used as a basis for comparison to determine whether the price and terms offered to or received from the interested person are no more favourable than those extended to unrelated parties. In the event that it is not possible for appropriate information for comparative purposes to be obtained, the matter will be referred to our Audit Committee and our Audit Committee will determine whether the relevant price and terms are fair and reasonable and consistent with our Group's usual business practices.

INTERESTED PERSON TRANSACTIONS AND CONFLICTS OF INTERESTS

We shall monitor all interested person transactions entered into by us categorising the transactions as follows:

- (i) a “Category one” interested person transaction (either individually or as part of a series or if aggregated with other transactions involving the same interested person during the same financial year) is one where the value or aggregate value thereof, as the case may be, is equal to or more than 3.0% of the latest audited NTA of our Group; and
- (ii) a “Category two” interested person transaction (either individually or as part of a series or if aggregated with other transactions involving the same interested person during the same financial year) is one where the value or aggregate value thereof, as the case may be, is below 3.0% of the latest audited NTA of our Group.

All “Category one” interested person transactions must be approved by our Audit Committee prior to entry. All “Category two” interested person transactions need not be approved by our Audit Committee prior to entry but shall be reviewed on a quarterly basis by our Audit Committee. All “Category two” interested person transactions will require approval by a Director who is not an interested person in respect of the particular transaction. Before any agreement or arrangement with an interested person that is not in the ordinary course of business of our Group is transacted, prior approval must be obtained from our Audit Committee. In the event that a member of our Audit Committee is interested in any interested person transaction, he will abstain from reviewing and approving that particular transaction.

All interested person transactions shall be subject to review by our Audit Committee on a quarterly basis. We will prepare relevant information to assist our Audit Committee in its review and will keep a register recording all interested person transactions. The register shall also record the basis for entry into the transactions, including the quotations and other evidence obtained to support such basis. Our Audit Committee will include the review of interested person transactions as part of its procedures while examining the adequacy of our internal controls.

We will also comply with the provisions in Chapter 9 of the Catalist Rules in respect of all future interested person transactions, and if required under the Catalist Rules, the Companies Act or the SFA, we will make immediate announcements and/or seek independent Shareholders’ approval for such transactions. In particular, interested persons and their Associates shall abstain from voting on resolutions approving interested person transactions involving themselves. In addition, such interested persons shall not act as proxies in relation to such resolutions unless specific instructions as to voting have been given by the Shareholders. Our Board will also ensure that all disclosures, approvals and other requirements on interested person transactions, including those required by prevailing laws, rules and regulations, the Catalist Rules and accounting standards are complied with.

POTENTIAL CONFLICTS OF INTERESTS

In general, a conflict of interest arises when any of our Directors, CEO, 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 or services as our Group. Save as disclosed below and in the section entitled “Interested Person Transactions and Conflicts of Interests” of this Offer Document, none of our Directors, CEO, Controlling Shareholders, and/or any of their Associates has any material interest, whether direct or indirect, in:

- (a) any transactions to which our Company or any of our subsidiaries, were or are a party;
- (b) any company or entity carrying on the same business or dealing in similar products or services as our Group; and
- (c) in any company or entity that is our customer or supplier of goods or services.

None of our Directors, CEO, Controlling Shareholders, and/or any of their Associates is involved in the management of any company or entity involved in a similar or related business as our Group.

INTERESTED PERSON TRANSACTIONS AND CONFLICTS OF INTERESTS

We also believe that any unforeseen potential conflicts of interests arising in the future may be mitigated as follows:

- (a) our Directors have a duty to disclose their interests in respect of any contract, proposal, transaction or any other matter whatsoever in which they have any personal material interest, directly or indirectly, or any actual or potential conflicts of interest (including actual or potential conflicts of interest that arise from their directorship(s) or executive position(s) or personal investments in any other corporation(s)) that may involve them. Upon such disclosure, such Directors shall not participate in any proceedings of our Board of Directors, and shall in any event abstain from voting in respect of such contract, arrangement, proposal, transaction or matter in which the actual or potential conflict of interest arises, unless and until our Audit Committee has determined that no such conflict of interest exists;
- (b) our Audit Committee is required to examine the internal guidelines and procedures put in place by our Company to determine if such guidelines and procedures are sufficient to ensure that interested person transactions are conducted on normal terms and will not be prejudicial to our Group or our minority Shareholders;
- (c) our Audit Committee will review any actual or potential conflicts of interest that may involve our Directors as disclosed by them to our Board of Directors, and the exercise of Directors' fiduciary duties in this respect. Upon disclosure of an actual or potential conflict of interests by a Director, our Audit Committee will consider whether a conflict of interests does in fact exist. A Director who is a member of our Audit Committee will not participate in any proceedings of our Audit Committee in relation to the review of a conflict of interests relating to him. The review will include an examination of the nature of the conflict and such relevant supporting data, as our Audit Committee may deem reasonably necessary;
- (d) our Directors owe fiduciary duties to us, including the duty to act in good faith and in our interests; and
- (e) our Audit Committee will, following the listing of our Company on Catalist, undertake the following additional responsibilities:
 - (i) review on a periodic basis the framework and processes established in order to ensure that such framework and processes remain appropriate;
 - (ii) review and assess from time to time whether additional processes are required to be put in place to manage any material conflicts of interest and propose, where appropriate, the relevant measures for the management of such conflicts of interest; and
 - (iii) review and resolve all conflict of interest matters referred to it.

Interests of Experts

None of the experts, if any, named in this Offer Document:

- (a) is employed on a contingent basis by our Company or any of our subsidiaries;
- (b) has a material interest, whether direct or indirect, in our Shares or in the shares of our subsidiaries; or
- (c) has a material economic interest, whether direct or indirect, in our Company, including an interest in the success of the Invitation.

INTERESTED PERSON TRANSACTIONS AND CONFLICTS OF INTERESTS

Interests of Sponsor and Issue Manager, Joint Underwriters and Joint Placement Agents

Save as disclosed in this Offer Document, including the section entitled “Capitalisation and Indebtedness”, in the reasonable opinion of our Directors, our Company does not have any material relationship with the Sponsor and Issue Manager, Joint Underwriters and Joint Placement Agents except for the following:

- (a) UOB is the Sponsor and Issue Manager for the Invitation;
- (b) UOB and UOBKH are the Joint Underwriters and Joint Placement Agents in relation to the Invitation;
- (c) UOB is a Principal Banker of our Group;
- (d) UOB is the Receiving Banker for the Invitation; and
- (e) UOB, its subsidiaries, associated companies and/or affiliates (including UOBKH) (“**UOB Group of Companies**”) may, in the ordinary course of business, extend credit facilities or engage in commercial banking, investment banking, private banking, securities trading, asset and funds management, research, insurance and/or advisory services with any member of our Group, their respective affiliate and/or our Shareholders, and may receive a fee in respect thereof. In addition, in the ordinary course of its business, any member of the UOB Group of Companies may at any time offer or provide services to or engage in any transactions (on its own account or otherwise) with any member of our Group, their respective affiliates, our Shareholders or any other entity or other person, and may receive a fee in respect thereof. This may include, but is not limited to, holding long or short positions in securities issued by any member of our Group and their respective affiliates, and trading or otherwise effecting transactions, for its own account or the accounts of its customers, in debt or equity (or related derivative instruments) of any member of our Group and their respective affiliates.

Please refer to the section entitled “Sponsorship, Underwriting and Placement Arrangements” of this Offer Document for details on the sponsorship, underwriting and placement arrangements.

PLAN OF DISTRIBUTION

The Invitation is for 88,233,000 New Shares offered in Singapore comprising 2,000,000 Offer Shares and 86,233,000 Placement Shares.

Prior to the Invitation, there has been no public market for our Shares. The Issue Price is determined by us in consultation with the Sponsor and Issue Manager, Joint Underwriters and Joint Placement Agents after taking into consideration, *inter alia*, prevailing market conditions and estimated market demand for our Shares (including the New Shares) determined through a book-building process. The Issue Price is the same for all New Shares and is payable in full on application.

Offer Shares

The Offer Shares are made available to members of the public in Singapore for subscription at the Issue Price. Applications for the Offer Shares may be made by way of Offer Shares Application Forms or by way of Electronic Applications. The terms, conditions and procedures for applications are described in Annex H to this Offer Document.

Pursuant to the terms and conditions contained in the Underwriting and Placement Agreement, the Joint Underwriters have agreed to underwrite the Offer Shares at the Issue Price.

In the event of an under-subscription for the Offer Shares as at the close of the Application List, that number of Offer Shares not subscribed for shall be made available to satisfy excess applications for the Placement Shares to the extent there is an over-subscription for the Placement Shares as at the close of the Application List.

In the event of an over-subscription for the Offer Shares as at the close of the Application List and/or the Placement Shares are fully subscribed or over-subscribed for as at the close of the Application List, the successful applications for the Offer Shares will be determined by ballot or otherwise as determined by our Directors, in consultation with the Sponsor and Issue Manager, Joint Underwriters and Joint Placement Agents, and approved by the SGX-ST, if required.

Placement Shares

Application for the Placement Shares may only be made by way of Placement Shares Application Forms. The terms, conditions and procedures for applications are described in Annex H to this Offer Document. Pursuant to the terms and conditions contained in the Underwriting and Placement Agreement, the Joint Placement Agents have agreed to subscribe for, or procure subscribers for, the Placement Shares at the Issue Price.

In the event of an under-subscription for the Placement Shares as at the close of the Application List, that number of Placement Shares not subscribed for shall be made available to satisfy excess applications for the Offer Shares to the extent that there is an over-subscription for the Offer Shares as at the close of the Application List.

Subscribers of the Placement Shares may be required to pay a brokerage of up to 1.0% of the Issue Price (plus goods and services tax thereon, if applicable) to the Joint Placement Agents as well as stamp duties and any other similar charges.

None of our Directors or Substantial Shareholders intends to subscribe for the New Shares in the Invitation.

None of the members of our Company's management or employees intends to subscribe for 5.0% or more of the New Shares pursuant to the Invitation.

Save as disclosed in this section, to the best of our knowledge, we are not aware of any person who intends to subscribe for more than 5.0% of the New Shares. However, through a book-building process for assessing market demand for our Shares, there may be person(s) who may indicate his interest to subscribe for more than 5.0% of the New Shares. If such person(s) were to make an application for more

PLAN OF DISTRIBUTION

than 5.0% of the New Shares pursuant to the Invitation and subsequently be allotted such number of Shares, we will make the necessary announcements at an appropriate time. The final allotment of Shares will be in accordance with the shareholding spread and distribution guideline set out in Rule 406 of the Catalist Rules.

No Shares shall be allotted on the basis of this Offer Document later than six (6) months after the date of registration of this Offer Document by the SGX-ST acting as agent on behalf of the Authority.

Cornerstone Shares

Separate from the Invitation, the Cornerstone Investors, Orchid 1 Investments Pte. Ltd. and Mr. Ron Sim Chye Hock, have entered into the Cornerstone Subscription Agreements with the Company, to subscribe for an aggregate of 72,100,000 Cornerstone Shares at the Issue Price, each agreement being conditional upon, *inter alia*, the Underwriting and Placement Agreement and the Management and Sponsorship Agreement having been entered into, and not having been terminated on or prior to the Settlement Date.

The Cornerstone Shares will in aggregate constitute approximately 11.2% of our post-Invitation share capital.

CLEARANCE AND SETTLEMENT

Upon listing and quotation on SGX-ST, our Shares will be traded under the book-entry settlement system of the CDP, and all dealings in and transactions of the Shares through SGX-ST will be effected in accordance with the terms and conditions for the operation of securities accounts with the CDP, as amended, modified or supplemented from 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 our Company in respect of the number of Shares credited to their respective Securities Accounts.

Persons holding our Shares in Securities Accounts 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 the SGX-ST, although they will be *prima facie* evidence of title and may be transferred in accordance with our Articles of Association. A fee of S\$10.00 for each withdrawal of 1,000 Shares or less and a fee of S\$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 S\$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 S\$10.00 is also payable where our Shares are withdrawn in the name of the person withdrawing our Shares or S\$0.20 per S\$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 the SGX-ST 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 deposit fee of S\$10.00 is payable upon the deposit of each instrument of transfer with CDP.

The above fees may be subject to such charges as may be in accordance with CDP's prevailing policies or the current tax policies that may be in force in Singapore from time to time.

Transactions in our 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 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 SGX-ST is payable at the rate of 0.0325 per cent (0.0325%) 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 at the prevailing rate of 7.0%.

Dealings of our Shares will be carried out in Singapore dollars and will be effected for settlement through CDP on a scripless basis. Settlement of trades on a normal "ready" basis on the SGX-ST 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 Depository Agent. The CDP Depository Agent may be a member company of the SGX-ST, bank, merchant bank or trust company.

GENERAL AND STATUTORY INFORMATION

INFORMATION ON DIRECTORS AND KEY EXECUTIVE

1. Save as disclosed below and excluding the directorship held in our Company, none of our Directors currently holds or has held any directorships in the five (5) years preceding the date of this Offer Document.

Name	Present Directorships	Past Directorships
Mr. Ang Kiam Meng	<u>Group companies</u>	<u>Group companies</u>
	1. Jardine Enterprise 2. JBT (China) 3. JBT F&B Management (Shanghai) 4. Jumbo Catering 5. Jumbo F&B Services 6. Jumbo F&B Services (Shanghai) 7. Jumbo Group of Restaurants 8. NASPL 9. Ng Ah Sio Investments 10. SSR Sentosa	None
	<u>Other companies</u>	<u>Other companies</u>
	1. EDC@SCCCI Pte. Ltd. 2. Kok Sing Realty (Pte) Ltd 3. SRPL 4. Slappy Cakes (Singapore) Pte. Ltd. 5. SSR Singapore 6. JBO	1. Claypot Ventures Pte. Ltd. 2. Food People Alliance Pte. Ltd.⁽¹⁾ 3. Lotus Jumbo (Beijing) Food and Beverage Management Co., Ltd (莲花珍宝(北京)餐饮管理有限公司)⁽²⁾ 4. Singapore Culinary Institute Pte. Ltd.

Notes:

(1) Struck off as at 13 April 2010.

(2) Dissolved and deregistered pursuant to shareholders' voluntary liquidation as at 17 April 2015.

Mdm. Tan Yong Chuan, Jacqueline	<u>Group companies</u>	<u>Group companies</u>
	1. JBT (China) 2. JBT F&B Management (Shanghai) 3. Jumbo Catering 4. Jumbo F&B Services 5. Jumbo F&B Services (Shanghai) 6. Jumbo Group of Restaurants 7. NASPL 8. Ng Ah Sio Investments	None
	<u>Other companies</u>	<u>Other companies</u>
	None	None

GENERAL AND STATUTORY INFORMATION

Name	Present Directorships	Past Directorships
Mrs. Christina Kong Chwee Huan	<u>Group companies</u>	<u>Group companies</u>
	None	None
	<u>Other companies</u>	<u>Other companies</u>
	None	None
Mr. Tan Cher Liang	<u>Group companies</u>	<u>Group companies</u>
	None	None
	<u>Other companies/entities</u>	<u>Other companies</u>
	1. Children's Charities Association	1. Aspire CS Pte. Ltd. (formerly known as Chorpee Corporate Services Pte Ltd)
	2. Deli Sumatra Legacy Co Pte. Ltd.	2. ATL Limited
	3. DS Lee Foundation	3. Boardroom Business Solutions Pte. Ltd.
	4. DS Lee Specialists Group Pte. Ltd.	4. Boardroom China Holdings Pte. Ltd.
	5. DS Lee Singapore General Pte. Ltd.	5. Boardroom Communications Pte. Ltd.
	6. DSLSG Investment Co. Pte. Ltd.	6. Boardroom Communications Sdn Bhd
	7. Etonhouse Community Fund Limited	7. Boardroom Corporate & Advisory Services Pte. Ltd.
	8. Kingsmen Creatives Ltd.	8. Boardroom Corporate Services (HK) Limited
	9. Tengis Services Pte. Ltd. ⁽¹⁾	9. Boardroom Corporate Services (Johor) Sdn Bhd
	10. The Nyalas Rubber Estates Limited	10. Boardroom Corporate Services (KL) Sdn Bhd
	11. Vibrant Group Limited	11. Boardroom Corporate Services (Penang) Sdn Bhd
	12. Wilton Resources Corporation Limited	12. Boardroom CS Services (KL) Sdn Bhd
		13. Boardroom Holdings Australia Pty Ltd
		14. Boardroom Limited
		15. Boardroom Malaysia Sdn Bhd
		16. Boardroom Nominees (Tempatan) Sdn Bhd
		17. NewReg Pty Ltd

Note:

(1) In liquidation pursuant to a member's voluntary winding up as at 18 February 2015.

GENERAL AND STATUTORY INFORMATION

Name	Present Directorships	Past Directorships
Mr. Richard Tan Kheng Swee	<u>Group companies</u>	<u>Group companies</u>
	None	None
	<u>Other companies</u>	<u>Other companies</u>
	1. Dapai International Holdings Co., Limited	1. Medtecs International Corporation Limited
	2. Mirach Energy Limited	2. Medtecs (Asia Pacific) Pte. Ltd.
	3. Airguide International Pte. Ltd.	
Dr. Lim Boh Soon	<u>Group companies</u>	<u>Group companies</u>
	None	None
	<u>Other companies</u>	<u>Other companies and entities</u>
	1. AcrossAsia Limited	1. AP Fund Management Pte. Ltd.
	2. Arise Asset Management Pte. Ltd.	2. Nationwide Petroleum Pte. Ltd. ⁽¹⁾
	3. Auric Pacific Group Limited	3. Peak Power Asia Pte. Ltd. ⁽²⁾
	4. CSE Global Limited	4. Ploutos Partners
	5. SMTrack Berhad	5. SPGG Holdings Pte. Ltd. ⁽³⁾
	6. Isoquant Sdn Bhd	6. Hup Soon Leong Holdings Pte. Ltd. ⁽⁴⁾

Notes:

- (1) Struck off as at 12 March 2014.
(2) Struck off as at 18 February 2015.
(3) Struck off as at 5 July 2012.
(4) Struck off as at 17 September 2015.

2. Save as disclosed below, our Key Executive does not have any present or past directorships over the five (5) years preceding the date of this Offer Document.

Name	Present Directorships	Past Directorships
Mr. Tay Peng Huat	<u>Group companies</u>	<u>Group companies</u>
	None	None
	<u>Other companies</u>	<u>Other companies</u>
	1. Blue Agate Pte. Ltd.	1. Beyonics Asia Pacific Limited
		2. Beyonics Asia Trading Company Limited
		3. Beyonics China (Holdings) Pte. Ltd.
		4. Beyonics Die Casting Sdn Bhd
		5. Beyonics Distribution Pte. Ltd. ⁽¹⁾
		6. Beyonics International Holdings Limited
		7. Beyonics International Limited
		8. Beyonics International Pte. Ltd.
		9. Beyonics Precision Engineering Pte Ltd

GENERAL AND STATUTORY INFORMATION

Name	Present Directorships	Past Directorships
Mr. Tay Peng Huat	<u>Other companies</u>	<u>Other companies</u> 10. Beyonics Precision Machining Sdn Bhd 11. Beyonics Technology Electronic (Changshu) Co., Ltd 12. Beyonics Technology Electronics (Suzhou) Co., Ltd 13. Beyonics Technology Plastics (Nanjing) Co., Ltd 14. Beyonics Technology Plastics (Shanghai) Co., Ltd 15. Beyonics Technology Plastics (Suzhou) Co., Ltd 16. Beyonics Technology Toolings (Suzhou) Co., Ltd 17. Beyonics Technology (Senai) Sdn Bhd 18. Flairis Technology America Inc. 19. Flairis Sdn Bhd 20. Flairis Technology Corporation Limited 21. PT Beyonics Manufacturing 22. PT Flairis Technology 23. Quadlet Pte. Ltd. 24. Wealth Preview Sdn Bhd

Note:

(1) Dissolved pursuant to a members' voluntary winding up as at 14 February 2015.

3. Save as disclosed below and in the section entitled "General Information on our Group – Government Regulations" of this Offer Document, none of our Directors, Key Executive or Controlling Shareholders:
- (a) has at any time during the last 10 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 or at any time within two (2) years from the date he ceased to be a partner;
 - (b) has at any time during the last 10 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 (2) 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 judgment 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 which he is aware of) for such purpose;

GENERAL AND STATUTORY INFORMATION

- (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 which he is aware of) for such breach;
- (f) has at any time during the last 10 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, or has been the subject of any civil proceedings (including any pending civil proceedings which he is aware of) 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 the 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 government agency, whether in Singapore or elsewhere.

Specific Disclosures

- (i) In 2001, Jumbo Garden Restaurant Pte Ltd (“**Jumbo Garden**”) was compulsorily wound up. Jumbo Garden found it commercially not viable to continue business when the landlord revised the rent payable by Jumbo Garden over five (5) times. At the time, our CEO and Executive Chairman, Mr. Ang Kiam Meng and our Executive Director, Mdm. Tan Yong Chuan, Jacqueline, were directors of Jumbo Garden.
- (ii) In 1999, our Group’s subsidiaries, JSPL and Jumbo F&B Services, were fined by the MOM for various offences under Section 5(1) and Section 5(3) of the Employment of Foreign Workers Act (Revised Edition 1997) in relation to the employment of an aggregate of 17 non-Singapore citizens without valid work permits. At the time, our CEO and Executive Chairman,

GENERAL AND STATUTORY INFORMATION

Mr. Ang Kiam Meng, was a director of Jumbo F&B Services. Mr. Ang Kiam Meng and two (2) managers of our Group paid fines in relation to the abovementioned offences. The fines were paid and there were no further developments in this matter as at the Latest Practicable Date.

- (iii) During Mr. Tay Peng Huat's tenure as chief financial officer or group financial controller of certain listed companies, Mr. Tay assisted with investigations by various authorities, including the Monetary Authority of Singapore, the Inland Revenue Authority of Singapore and the Commercial Affairs Division of the Singapore Police Force, regarding de-listing of a listed company, compliance with GST rules and insider trading. To the best of Mr. Tay's knowledge, he was not the subject of the investigations.
- (iv) In 1993, Mr. Ang Hon Nam, a Controlling Shareholder of our Group, was convicted in Singapore under Section 5(a) of the Common Gaming Houses Act for assisting in carrying on a public lottery. The sentence was nine (9) months' imprisonment and a fine of S\$80,000 in default of eight (8) months' imprisonment.

- 4. Save as disclosed under the section entitled "Directors, Management and Staff – Service Agreements" of this Offer Document, there are no existing or proposed service contracts between our Directors and our Company or any of our subsidiaries.
- 5. Save as disclosed under the section entitled "Interested Person Transactions" of this Offer Document, 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 in shares or otherwise, by any person to induce him to become, or 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

- 6. As at the date of this Offer Document, there is only one (1) class of shares in the capital of our Company. The rights and privileges attached to our Shares are stated in our Articles of Association. There are no founder, management, deferred or unissued shares reserved for issuance for any purpose. Shares owned by our Directors, Key Executive and Substantial Shareholders are not entitled to any different voting rights from the New Shares.
- 7. No option to subscribe for or purchase shares in or debentures of our Company or our subsidiaries has been granted to, or was exercised by any person for the Relevant Period.
- 8. 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.
- 9. There is no known arrangement the operation of which may, at a subsequent date, result in a change in control of our Company.

Pursuant to the Restructuring Deed, in the event that the listing of our Company does not complete on or prior to: (i) 31 December 2015; or (ii) such other date after 31 December 2015 as the JSPL Shareholders and Jardine Enterprise Shareholders may agree in writing, our Company will implement a capital reduction exercise to, *inter alia*, cancel all the new Shares issued to: (i) JSPL Shareholders and Jardine Enterprise Shareholders, and/or their designated nominee(s) (where applicable) ("**Capital Reduction**"). Pursuant to the Capital Reduction, our Company shall return to (i) each JSPL Shareholder, his shares in JSPL held as at the date immediately prior to the proposed Share Swap; (ii) each Jardine Enterprise Shareholder, his shares in Jardine Enterprise held as at the date immediately prior to the proposed Share Swap; and (iii) each Minority Shareholder, an amount equivalent to the aggregate Issue Price of the new Shares that were issued to it/him, or as otherwise agreed with the relevant Minority Shareholder.

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10. There has not been any public takeover offer by a third party in respect of our Shares or by our Company in respect of the shares of another corporation, which has occurred during the financial period covered by this Offer Document up to the Latest Practicable Date.
11. Save as disclosed in the sections entitled “Share Capital” and “Restructuring Exercise” of this Offer Document, no shares or debentures were issued or agreed to be issued by our Company or our subsidiaries for cash or for a consideration other than cash during the last three (3) years preceding the date of lodgment of this Offer Document.
12. Save as disclosed below and in the sections entitled “Share Capital” and “Restructuring Exercise” of this Offer Document, there were no changes in the issued and paid-up share capital of our Company or our subsidiaries within the three (3) years preceding the Latest Practicable Date:

Singapore

Name of company	Date of issue	Number of shares issued	Purpose of issue	Consideration per share	Resultant issued share capital
Jumbo F&B Services	8 August 2012	2,000,000	Capital contribution	S\$1.00	S\$2,300,000
	27 February 2015	1,500,000	Capital contribution	S\$1.00	S\$3,800,000
JBT (China)	18 October 2012	100,000	Incorporation	S\$1.00	S\$100,000
	20 December 2012	2,900,000	Capital contribution	S\$1.00	S\$3,000,000
	4 March 2015	1,900,000	Capital contribution	S\$1.00	S\$4,900,000
Jumbo Catering	27 August 2014	2	Incorporation	S\$1.00	S\$2

PRC

Name of company	Date of change in registered capital	Increase in registered capital	Purpose of issue	Resultant paid up capital	Resultant registered capital
Jumbo F&B Services (Shanghai)	23 November 2012	US\$350,000	Incorporation	US\$350,000	US\$350,000
JBT F&B Management (Shanghai)	2 May 2013	S\$2,100,000	Incorporation	S\$2,100,000	S\$2,100,000
	2 May 2015	S\$1,900,000	Capital contribution	S\$4,000,000	S\$4,000,000

13. There are no shares in our Company that are held by or on behalf of our Company or by our subsidiaries.

MEMORANDUM AND ARTICLES OF ASSOCIATION

14. (a) Our Company is registered in Singapore with the ACRA with the registration number 201503401Z. The main object of our Company is to carry on business as, *inter alia*, an investment holding company.
- (b) An extract of our Articles of Association providing for, *inter alia*, transferability of shares, Directors' voting rights, borrowing powers of Directors and dividend rights are set out in Annex D to this Offer Document.

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MATERIAL CONTRACTS

15. The following contracts, not being contracts entered into in the ordinary course of business of our Company and our subsidiaries (as the case may be), have been entered into by our Company and our subsidiaries (as the case may be) within the two (2) years preceding the date of lodgment of this Offer Document and are or may be material:
- (a) (i) shareholders' agreement dated 23 October 2009 between Ang Kiam Meng, Tan Hock Lee Charles, Tan Kok Hiong (Chen Guoxiong), Han Jin Juan and Kojima Yoshio; (ii) supplemental shareholders' agreement dated 10 May 2011 between Jumbo Group of Restaurants, Kriston Food & Beverage Pte. Ltd., The Sea Food International Market & Restaurant Pte Ltd, Palm Beach Seafood Restaurant International Pte Ltd, Kojima Yoshio and TLG Asia Pte. Ltd.; and (iii) supplemental shareholders' agreement dated 22 October 2013 between Jumbo Group of Restaurants, The Sea Food International Market & Restaurant Pte Ltd, Palm Beach Seafood Restaurant International Pte Ltd, TLG Asia Pte. Ltd. and MRS, to regulate their relationship *inter se* in relation to the conduct of the business and affairs of Seafood Republic;
 - (b) management services agreement dated 23 October 2009 between Jumbo Group of Restaurants and SRPL in respect of the provision of management services by Jumbo Group of Restaurants and extension of management services agreement dated 23 October 2014 between Jumbo Group of Restaurants and SRPL in relation to the operation and management of Yoshimaru Ramen Bar;
 - (c) sale and purchase agreement dated 22 October 2013 between Kriston Food & Beverage Pte. Ltd. (as vendor) and Jumbo Group of Restaurants, The Sea Food International Market & Restaurant Pte Ltd, Palm Beach Seafood Restaurant International Pte Ltd, TLG Asia Pte. Ltd. and MRS (as purchasers) pursuant to which Jumbo Group of Restaurants purchased 40,000 shares in SRPL at a consideration of S\$44,000;
 - (d) shareholders' agreement dated 20 December 2013 between Jumbo Group of Restaurants, Palm Beach Seafood Restaurant International Pte Ltd, Meal Works Co Ltd and Tung Lok Millennium Pte Ltd to regulate their relationship *inter se* in relation to the conduct of the business and affairs of Slappy Cakes (Singapore) Pte. Ltd.;
 - (e) deed of termination dated 10 March 2014 between Jumbo Group of Restaurants and Chua Seng Chong pursuant to which the business venture agreement dated 20 November 2011 in respect of the management of Chui Huay Lim Teochew Cuisine was terminated with effect from 1 October 2012;
 - (f) deed of termination dated 10 March 2014 between Jumbo Group of Restaurants and Ng Kok Kiang pursuant to which the business venture agreement dated 20 November 2011 in respect of the management of Chui Huay Lim Teochew Cuisine was terminated with effect from 1 October 2012;
 - (g) deed of termination dated 10 March 2014 between Jumbo Group of Restaurants and Palm Beach Seafood Restaurant Pte Ltd pursuant to which:
 - (i) the business venture agreement dated 1 September 2002 in respect of the management of Jumbo Seafood (Riverside) was terminated with effect from 1 October 2012; and
 - (ii) the business venture agreement dated 18 September 2010 in respect of the management of Jumbo Seafood Gallery was terminated with effect from 1 October 2012;

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- (h) deed of termination dated 10 March 2014 between Jumbo Group of Restaurants and DWKB LLP pursuant to which the business venture agreement dated 1 July 2009 in respect of the management of JPOT Vivocity was terminated with effect from 1 October 2012;
- (i) sale and purchase agreement dated 31 December 2014 between Jumbo Catering, Jumbo Group of Restaurants and NSH Holdings (“**NASI SPA**”) pursuant to the Restructuring Exercise referred to under the section entitled “Restructuring Exercise” of this Offer Document;
- (j) novation agreement dated 3 July 2015 between our Company, Jumbo Catering, Jumbo Group of Restaurants and NSH Holdings Pte. Ltd. pursuant to which Jumbo Catering transferred all of its rights and obligations under the NASI SPA to our Company;
- (k) supplemental deed of termination dated 4 August 2015 between Jumbo Group of Restaurants, Mdm. Chan Hwee Eng and our Company pursuant to which the deed of termination dated 10 March 2014 between Jumbo Group of Restaurants and Chua Seng Chong was amended;
- (l) supplemental deed of termination dated 4 August 2015 between Jumbo Group of Restaurants, Ng Kok Kiang and our Company pursuant to which the deed of termination dated 10 March 2014 between Jumbo Group of Restaurants and Ng Kok Kiang was amended;
- (m) supplemental deed of termination dated 31 July 2015 between Jumbo Group of Restaurants, Palm Beach Seafood Restaurant Pte Ltd and our Company pursuant to which the deed of termination dated 10 March 2014 between Jumbo Group of Restaurants and Palm Beach Seafood Restaurant Pte Ltd was amended;
- (n) supplemental deed of termination dated 3 September 2015 between Jumbo Group of Restaurants and DWKB LLP pursuant to which the deed of termination dated 10 March 2014 between Jumbo Group of Restaurants and DWKB LLP was amended;
- (o) share swap agreement dated 12 August 2015 between the JSPL Shareholders, the Jardine Enterprise Shareholders and our Company pursuant to the Restructuring Exercise referred to under the section entitled “Restructuring Exercise” of this Offer Document; and
- (p) the Cornerstone Subscription Agreements in relation to the subscription for the Cornerstone Shares by the Cornerstone Investors, referred to under the section entitled “Shareholders – Cornerstone Investors” of this Offer Document.

LITIGATION

16. To the best of our knowledge and belief, having made all reasonable enquiries, neither our Company nor any of our subsidiaries or associated companies is engaged in any legal or arbitration proceedings, including those which are pending or known to be contemplated, which may have, or which have had in the last 12 months immediately preceding the date of lodgment of this Offer Document, a material effect on the financial position or profitability of our Group.

As at the Latest Practicable Date, our Directors have no knowledge of any legal or arbitration proceedings, including those which are pending or known to be contemplated, which may have, or which have had in the last 12 months immediately preceding the date of lodgment of this Offer Document, a material effect on the financial position or profitability of our Group.

MISCELLANEOUS

17. There has been no previous issue of Shares by our Company or offer for sale of our Shares to the public since its incorporation.

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18. Application monies received in respect of all successful applications (including successfully balloted applications which are subsequently rejected) will be placed in a separate non-interest bearing account with UOB (the “**Receiving Bank**”). There is no sharing arrangement between the Receiving Bank and our Company in respect of interest or revenue or any other benefit in respect of the deployment of application monies in the inter-bank monies market, if any. Any refund of the application monies to unsuccessful or partially successful applicants will be made without any interest or share of such revenue or other benefit arising therefrom.
19. No property has been purchased or acquired or proposed to be purchased or acquired by our Group which is to be paid for, wholly or partly, out of the proceeds from the issue of New Shares or the purchase or acquisition of which has not been completed at the date of this Offer Document, other than the contract for the purchase or acquisition whereof was entered into in the ordinary course of business of our Group, such contract not being made in contemplation of the Invitation nor the Invitation in consequence of the contract.
20. Save as disclosed in this Offer Document, our Directors are not aware of any event which has occurred since the end of the period covered by the audited financial statements of our Group, that is, 30 September 2014 up to the Latest Practicable Date, which may have a material effect on the financial position and results of our Group or the financial information provided in the “Independent Auditors’ Report and the Audited Combined Financial Statements for the Financial Years Ended 30 September 2012, 2013 and 2014”, as set out in Annex A to this Offer Document.
21. 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 known 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 expenditures;
 - (c) unusual or infrequent events or transactions or any significant economic changes that will materially affect the amount of reported income from operations; and
 - (d) known trends or uncertainties that have had or that our Group reasonably expects to have a material favourable or unfavourable impact on revenues or operating income.
22. Details, including the name, address and professional qualifications (including membership in a professional body) of the auditors of our Company since incorporation are as follows:

Name and address	Professional body	Partner-in-charge/ Professional qualification
Deloitte & Touche LLP 6 Shenton Way, OUE Downtown 2 #33-00 Singapore 068809	Institute of Singapore Chartered Accountants	Ong Bee Yen/ A member of the Institute of Singapore Chartered Accountants

23. We currently have no intention of changing our auditors after the listing of our Company on the SGX-ST.
24. On 5 June 2015, JSPL made an ex-parte application to the High Court of the Republic of Singapore for an order regarding certain allotments of shares in JSPL (199,997 shares allotted and issued on 15 August 1985, and 40,000 shares allotted and issued on 3 March 1986). On 30 June 2015, JSPL obtained an Order of Court declaring valid such allotments of shares in JSPL, pursuant to Sections 72 and/or 392(4)(a) of the Companies Act, without any qualifications.

GENERAL AND STATUTORY INFORMATION

CONSENTS

25. The Auditors and Reporting Accountants have given and have not before the registration of this Offer Document withdrawn their written consent to the issue of this Offer Document with the inclusion herein of the “Independent Auditors’ Report on the Audited Combined Financial Statements for the Financial Years Ended 30 September 2012, 2013 and 2014” as set out in Annex A to this Offer Document, the “Independent Auditors’ Review Report on the Interim Condensed Unaudited Combined Financial Statements for the Six-Month Period Ended 31 March 2015” as set out in Annex B to this Offer Document, and the “Independent Auditors’ Report on the Compilation of the Unaudited Pro Forma Combined Financial Information for the Financial Year Ended 30 September 2014 and the Six-Month Period Ended 31 March 2015” as set out in Annex C to 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 it appears in this Offer Document and to act in such capacity in relation to this Offer Document.
26. The Sponsor and Issue Manager has given, and has not before the registration of this Offer Document withdrawn its written consent to the issue of this Offer Document with the inclusion herein of its name and references thereto in the form and context in which they appear in this Offer Document and in such capacity in relation to this Offer Document.
27. Each of the Joint Underwriters and the Joint Placement Agents has given, and has not before the registration of this Offer Document withdrawn their written consent to the issue of this Offer Document with the inclusion herein of its name and references thereto in the form and context in which they appear in this Offer Document and in such capacity in relation to this Offer Document.
28. The Solicitors to the Invitation have given, and have not before the registration of this Offer Document, withdrawn their written consent to the issue of this Offer Document with the inclusion herein of its name and references thereto in the form and context in which they appear in this Offer Document and in such capacity in relation to this Offer Document.
29. The Solicitors to the Sponsor and Issue Manager, Joint Underwriter and Joint Placement Agent have given, and have not before the registration of this Offer Document withdrawn their written consent to the issue of this Offer Document with the inclusion herein of its name and references thereto in the form and context in which they appear in this Offer Document and in such capacity in relation to this Offer Document.
30. The Legal Advisers to the Company on PRC Law have given, and have not before the registration of this Offer Document, withdrawn their written consent to the issue of this Offer Document with the inclusion herein of its name and references thereto in the form and context in which they appear in this Offer Document and in such capacity in relation to this Offer Document.
31. Each of the Sponsor and Issue Manager, Joint Underwriters and Joint Placement Agents, the Solicitors to the Invitation and Legal Advisers to the Company on Singapore Law, the Solicitors to the Sponsor and Issue Manager, Joint Underwriter and Joint Placement Agent, the Legal Advisers to the Company on PRC Law and the Legal Advisers to the Company on Japanese Law 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, to the maximum extent permitted by law, expressly disclaim and take no responsibility for any liability to any person which is based on, or arises out of, the statements, information or opinions in or omissions from this Offer Document.

RESPONSIBILITY STATEMENT BY OUR DIRECTORS

32. Our Directors collectively and individually accept full responsibility for the accuracy of the information given in this Offer Document and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Offer Document constitutes full and true disclosure of all material facts about the Invitation, our Company and our subsidiaries, and our Directors are not aware of any facts the omission of which would make any statement in this Offer Document

GENERAL AND STATUTORY INFORMATION

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

DOCUMENTS AVAILABLE FOR INSPECTION

33. Copies of the following documents may be inspected at the registered office of our Company, during normal business hours for a period of six (6) months from the date of registration of this Offer Document:
- (a) the Memorandum and Articles of Association of our Company;
 - (b) the material contracts referred to in paragraph 15 above;
 - (c) the letters of consent referred to in paragraphs 25 to 31 above;
 - (d) the rules of the Jumbo Employee Share Option Scheme;
 - (e) the rules of the Jumbo Performance Share Plan;
 - (f) the Service Agreements referred to under the section entitled “Directors, Management and Staff - Service Agreements” of this Offer Document;
 - (g) the Independent Auditors’ Report and the Audited Combined Financial Statements for the Financial Years Ended 30 September 2012, 2013 and 2014;
 - (h) the Independent Auditors’ Review Report and the Interim Condensed Unaudited Combined Financial Statements for the Six-Month Period Ended 31 March 2015;
 - (i) the Independent Auditors’ Report and the Compilation of the Unaudited Pro Forma Combined Financial Information for the Financial Year Ended 30 September 2014 and the Six-Month Period Ended 31 March 2015; and
 - (j) the audited financial statements of each of our Group’s subsidiaries for FY2012, FY2013 and FY2014.

ANNEX A: INDEPENDENT AUDITORS' REPORT AND THE AUDITED COMBINED FINANCIAL STATEMENTS FOR THE FINANCIAL YEARS ENDED 30 SEPTEMBER 2012, 2013 AND 2014

INDEPENDENT AUDITORS' REPORT ON THE COMBINED FINANCIAL STATEMENTS FOR YEARS ENDED 30 SEPTEMBER 2012, 2013 AND 2014

28 October 2015

The Board of Directors
Jumbo Group Limited
7 Kaki Bukit Road 1
#05-01/02
Singapore 415937

Dear Sirs

Report on the Combined Financial Statements

We have audited the accompanying combined financial statements of Jumbo Group Limited (the "Company"), and its subsidiaries (collectively the "Group"). The combined financial statements comprise the combined statements of financial position as at 30 September 2012, 2013 and 2014 and the related combined statements of profit or loss and other comprehensive income, combined statements of changes in equity and combined statements of cash flows of the Group for each of the financial years ended 30 September 2012, 2013 and 2014 (the "Relevant Periods"), and a summary of significant accounting policies and other explanatory information, as set out on pages A-3 to A-59.

Management's Responsibility for the Combined Financial Statements

Management is responsible for the preparation of these combined financial statements that give a true and fair view in accordance with the Singapore Financial Reporting Standards and for devising and maintaining a system of internal accounting controls sufficient to provide 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 financial statements and to maintain accountability of assets.

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 about whether the combined financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the combined financial statements. The procedures selected depend on the auditor's judgement, 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 auditor considers internal control relevant to the entity's preparation of combined financial statements that give a true and fair view 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 the 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.

**ANNEX A: INDEPENDENT AUDITORS' REPORT AND THE AUDITED COMBINED
FINANCIAL STATEMENTS FOR THE FINANCIAL YEARS ENDED 30 SEPTEMBER
2012, 2013 AND 2014**

**INDEPENDENT AUDITORS' REPORT ON THE COMBINED FINANCIAL STATEMENTS (cont'd)
FOR YEARS ENDED 30 SEPTEMBER 2012, 2013 AND 2014**

Opinion

In our opinion, the combined financial statements of the Group are properly drawn up in accordance with the Singapore Financial Reporting Standards so as to give a true and fair view of the financial position of the Group as at 30 September 2012, 2013 and 2014 and the financial performance, changes in equity and cash flows of the Group for the Relevant Periods.

Restriction on Distribution and Use

This report has been prepared solely to you for inclusion in the offer document in connection with the proposed listing of Jumbo Group Limited on Catalist, the sponsor-supervised board of the Singapore Exchange Securities Trading Limited and for no other purpose.

Deloitte & Touche LLP
Public Accountants and
Chartered Accountants
Singapore

Ong Bee Yen
Partner

**ANNEX A: INDEPENDENT AUDITORS' REPORT AND THE AUDITED COMBINED
FINANCIAL STATEMENTS FOR THE FINANCIAL YEARS ENDED 30 SEPTEMBER
2012, 2013 AND 2014**

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

COMBINED STATEMENTS OF FINANCIAL POSITION

As at 30 September 2012, 2013 and 2014

	<u>Note</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>
		\$	\$	\$
<u>ASSETS</u>				
Current assets				
Cash and cash equivalents	6	29,261,676	37,435,304	47,437,976
Trade and other receivables	7	3,681,628	4,609,582	5,345,814
Assets classified as held for sale		14,150	3,750	–
Short-term investments	8	2,270,476	2,297,842	3,390,814
Inventories	9	455,800	537,061	1,215,741
Structured fixed deposit	15	–	–	200,000
Total current assets		<u>35,683,730</u>	<u>44,883,539</u>	<u>57,590,345</u>
Non-current assets				
Investments in associates	10	167,390	226,472	358,158
Available-for-sale investment	11	–	–	75,000
Goodwill	12	782,088	782,088	782,088
Property, plant and equipment	13	10,281,127	11,423,447	11,965,658
Club memberships	14	35,000	35,000	238,300
Structured fixed deposit	15	200,000	200,000	–
Other receivables	7	3,471	–	–
Total non-current assets		<u>11,469,076</u>	<u>12,667,007</u>	<u>13,419,204</u>
Total assets		<u><u>47,152,806</u></u>	<u><u>57,550,546</u></u>	<u><u>71,009,549</u></u>

**ANNEX A: INDEPENDENT AUDITORS' REPORT AND THE AUDITED COMBINED
FINANCIAL STATEMENTS FOR THE FINANCIAL YEARS ENDED 30 SEPTEMBER
2012, 2013 AND 2014**

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

**COMBINED STATEMENTS OF FINANCIAL POSITION (cont'd)
As at 30 September 2012, 2013 and 2014**

	<u>Note</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>
		\$	\$	\$
<u>LIABILITIES AND EQUITY</u>				
Current liabilities				
Trade and other payables	16	11,619,695	13,645,536	13,830,557
Finance leases	17	38,304	118,295	113,879
Bank borrowing	18	106,488	110,943	116,412
Provision for reinstatement costs	19	636,000	1,473,550	1,569,350
Income tax payable		1,270,896	1,118,205	2,392,796
Total current liabilities		<u>13,671,383</u>	<u>16,466,529</u>	<u>18,022,994</u>
Non-current liabilities				
Finance leases	17	53,385	299,999	200,704
Bank borrowing	18	870,178	771,599	674,582
Deferred tax liability	20	325,252	325,252	93,348
Total non-current liabilities		<u>1,248,815</u>	<u>1,396,850</u>	<u>968,634</u>
Capital and reserves				
Share capital	21	2,595,940	2,595,940	2,595,940
Currency translation reserve		—	7,850	22,635
Equity reserve	22	—	94,702	94,702
Retained earnings		27,686,659	34,175,138	44,395,799
Equity attributable to owners of the Company		<u>30,282,599</u>	<u>36,873,630</u>	<u>47,109,076</u>
Fellow co-operative venturers' interests	23	1,389,520	1,460,362	3,288,106
Non-controlling interests		560,489	1,353,175	1,620,739
Total equity		<u>32,232,608</u>	<u>39,687,167</u>	<u>52,017,921</u>
Total liabilities and equity		<u><u>47,152,806</u></u>	<u><u>57,550,546</u></u>	<u><u>71,009,549</u></u>

See accompanying notes to financial statements.

**ANNEX A: INDEPENDENT AUDITORS' REPORT AND THE AUDITED COMBINED
FINANCIAL STATEMENTS FOR THE FINANCIAL YEARS ENDED 30 SEPTEMBER
2012, 2013 AND 2014**

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

COMBINED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
Years ended 30 September 2012, 2013 and 2014

	Note	2012 \$	2013 \$	2014 \$
Revenue	24	87,664,995	97,623,968	112,404,011
Raw materials and consumables used		(35,888,018)	(37,970,315)	(42,697,103)
Changes in inventories		61,560	81,261	678,680
Other income	25	1,517,020	1,809,079	2,567,133
Employee benefits expense		(24,538,210)	(27,033,254)	(30,443,058)
Operating lease expenses		(6,282,444)	(7,870,439)	(8,846,096)
Utilities expenses		(2,966,408)	(3,362,529)	(3,506,816)
Depreciation expense		(1,617,288)	(2,761,522)	(3,127,188)
Other operating expenses	26	(9,157,483)	(10,534,287)	(11,496,035)
Finance costs		(5,616)	(20,026)	(30,544)
Share of results of associates	10	84,808	59,082	87,686
Profit before tax		8,872,916	10,021,018	15,590,670
Income tax expense	27	(1,222,035)	(475,327)	(1,813,115)
Profit for the year	29	7,650,881	9,545,691	13,777,555
Other comprehensive income:				
<i>Items that may be reclassified subsequently to profit or loss</i>				
Exchange differences arising on translation of foreign operations		—	9,123	19,309
Other comprehensive income for the year, net of tax		—	9,123	19,309
Total comprehensive income for the year		7,650,881	9,554,814	13,796,864
Profit attributable to:				
Owners of the Company		6,596,140	8,539,044	11,520,661
Fellow co-operative venturers		898,650	1,009,033	1,827,744
Non-controlling interests		156,091	(2,386)	429,150
		7,650,881	9,545,691	13,777,555
Total comprehensive income attributable to:				
Owners of the Company		6,596,140	8,546,894	11,535,446
Fellow co-operative venturers		898,650	1,009,033	1,827,744
Non-controlling shareholders		156,091	(1,113)	433,674
		7,650,881	9,554,814	13,796,864
Basic and diluted earnings per share (cents)	31	1.4	1.8	2.5

See accompanying notes to financial statements.

**ANNEX A: INDEPENDENT AUDITORS' REPORT AND THE AUDITED COMBINED FINANCIAL STATEMENTS FOR THE
FINANCIAL YEARS ENDED 30 SEPTEMBER 2012, 2013 AND 2014**

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

**COMBINED STATEMENTS OF CHANGES IN EQUITY
Years ended 30 September 2012, 2013 and 2014**

	Share capital \$	Currency translation reserve \$	Equity reserve \$	Retained earnings \$	Equity attributable to owners of the Company \$	Fellow co-operative venturers' interests \$	Non- controlling interests \$	Total \$
Balance at 1 October 2011	2,595,940	–	–	22,475,519	25,071,459	1,575,870	404,398	27,051,727
Total comprehensive income for the year	–	–	–	6,596,140	6,596,140	898,650	156,091	7,650,881
Transactions with owners, recognised directly into equity								
Distribution of profit (Note 23)	–	–	–	–	–	(1,085,000)	–	(1,085,000)
Dividend paid (Note 32)	–	–	–	(1,385,000)	(1,385,000)	–	–	(1,385,000)
Balance at 30 September 2012	2,595,940	–	–	27,686,659	30,282,599	1,389,520	560,489	32,232,608
Total comprehensive income for the year:								
Profit for the year	–	–	–	8,539,044	8,539,044	1,009,033	(2,386)	9,545,691
Other comprehensive income	–	7,850	–	–	7,850	–	1,273	9,123
Transactions with owners, recognised directly into equity								
Effect of disposal of partial interest in a subsidiary	–	–	94,702	–	94,702	–	–	94,702
Effect of acquisition of co-operative venturers' interests	–	–	–	(354,565)	(354,565)	(238,191)	–	(592,756)
Non-controlling interest arising from changes in interest in subsidiaries	–	–	–	–	–	–	953,799	953,799

**ANNEX A: INDEPENDENT AUDITORS' REPORT AND THE AUDITED COMBINED FINANCIAL STATEMENTS FOR THE
FINANCIAL YEARS ENDED 30 SEPTEMBER 2012, 2013 AND 2014**

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

**COMBINED STATEMENTS OF CHANGES IN EQUITY (cont'd)
Years ended 30 September 2012, 2013 and 2014**

	Share capital \$	Currency translation reserve \$	Equity reserve \$	Retained earnings \$	Equity attributable to owners of the Company \$	Fellow co-operative venturers' interests \$	Non- controlling interests \$	Total \$
Distribution of profit (Note 23)	-	-	-	-	-	(700,000)	-	(700,000)
Dividend paid to owners of the Company (Note 32)	-	-	-	(1,696,000)	(1,696,000)	-	-	(1,696,000)
Dividend paid to non-controlling interests	-	-	-	-	-	-	(160,000)	(160,000)
Balance at 30 September 2013	2,595,940	7,850	94,702	34,175,138	36,873,630	1,460,362	1,353,175	39,687,167
Total comprehensive income for the year:								
Profit for the year	-	-	-	11,520,661	11,520,661	1,827,744	429,150	13,777,555
Other comprehensive income	-	14,785	-	-	14,785	-	4,524	19,309
Transactions with owners, recognised directly in equity								
Dividend paid to owners of the Company (Note 32)	-	-	-	(1,300,000)	(1,300,000)	-	-	(1,300,000)
Dividend paid to non-controlling interests	-	-	-	-	-	-	(166,110)	(166,110)
Balance at 30 September 2014	2,595,940	22,635	94,702	44,395,799	47,109,076	3,288,106	1,620,739	52,017,921

See accompanying notes to financial statements.

**ANNEX A: INDEPENDENT AUDITORS' REPORT AND THE AUDITED COMBINED
FINANCIAL STATEMENTS FOR THE FINANCIAL YEARS ENDED 30 SEPTEMBER
2012, 2013 AND 2014**

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

COMBINED STATEMENTS OF CASH FLOWS

Years ended 30 September 2012, 2013 and 2014

	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Operating activities			
Profit before income tax	8,872,916	10,021,018	15,590,670
Adjustments for:			
Depreciation expense	1,617,288	2,761,522	3,127,188
Interest income	(25,509)	(25,161)	(34,226)
Finance costs	5,616	20,026	30,544
Dividend income from an associate	–	–	(80,000)
Dividend income from short-term investments	(80,123)	(88,515)	(114,873)
Loss on property, plant and equipment written off	–	45,980	–
Allowance for doubtful debts	125,000	–	–
Gain on disposal of short-term investments	–	(91,492)	–
Gain on disposal of property, plant and equipment	(700)	(3,000)	(13,680)
Fair value gain on short-term investments	(209,313)	(119,171)	(91,188)
Share of results of associates	(84,808)	(59,082)	(87,686)
Operating cash flows before movements in working capital	10,220,367	12,462,125	18,326,749
Trade and other receivables	(1,159,806)	(924,483)	(736,232)
Inventories	(61,560)	(81,261)	(678,680)
Trade and other payables	2,308,024	2,025,841	185,021
Cash generated from operations	11,307,025	13,482,222	17,096,858
Interest income	25,509	25,161	34,226
Finance costs	(5,616)	(20,026)	(30,544)
Income tax paid	(1,205,749)	(628,017)	(770,428)
Net cash from operating activities	10,121,169	12,859,340	16,330,112
Investing activities			
Acquisition of property, plant and equipment [Note (a)]	(5,628,006)	(2,702,475)	(3,558,494)
Proceeds from disposal of assets held for sale	–	10,400	3,750
Proceeds from disposal of property, plant and equipment	700	6,903	26,738
Proceeds from disposal of short-term investments	–	931,672	–
Dividend income from short-term investments	80,123	88,515	114,873
Dividend income from an associate	–	–	80,000
Proceeds from disposal of interest in subsidiary	–	148,500	–
Acquisition of club membership	–	–	(203,300)
Acquisition of additional investment in an associate	–	–	(44,000)
Acquisition of available-for-sale investment	–	–	(75,000)
Acquisition of short-term investments	(688,923)	(748,375)	(1,001,784)
Net cash used in investing activities	(6,236,106)	(2,264,860)	(4,657,217)

**ANNEX A: INDEPENDENT AUDITORS' REPORT AND THE AUDITED COMBINED
FINANCIAL STATEMENTS FOR THE FINANCIAL YEARS ENDED 30 SEPTEMBER
2012, 2013 AND 2014**

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

COMBINED STATEMENTS OF CASH FLOWS (cont'd)
Years ended 30 September 2012, 2013 and 2014

	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Financing activities			
Acquisition of co-operative venturers' interests [Note (b)]	–	(592,756)	–
Issue of shares to non-controlling interest in a subsidiary	–	900,000	–
Dividend paid to owners of the Company	(1,385,000)	(1,696,000)	(1,300,000)
Dividend paid to non-controlling interests	–	(160,000)	(166,110)
Proceeds from bank borrowing	1,000,000	–	–
Repayment of bank borrowing	(23,334)	(94,124)	(91,548)
Repayment of finance lease	(37,240)	(87,095)	(128,711)
Profit distribution to fellow co-operative venturers	(1,085,000)	(700,000)	–
Net cash used in financing activities	<u>(1,530,574)</u>	<u>(2,429,975)</u>	<u>(1,686,369)</u>
Net increase in cash and cash equivalents	2,354,489	8,164,505	9,986,526
Cash and cash equivalents at beginning of the year	26,907,187	29,261,676	37,435,304
Effect of foreign exchange rate changes	–	9,123	16,146
Cash and cash equivalents at end of the year (Note 6)	<u><u>29,261,676</u></u>	<u><u>37,435,304</u></u>	<u><u>47,437,976</u></u>
Note (a):			
Purchase of property, plant and equipment	(5,844,892)	(3,953,725)	(3,679,294)
Add non-cash movement:			
- Assets purchased under finance leases (Note 17)	18,886	413,700	25,000
- Provision for reinstatement costs (Note 19)	198,000	837,550	95,800
	<u>(5,628,006)</u>	<u>(2,702,475)</u>	<u>(3,558,494)</u>
Note (b):			
Non-current assets	–	165,437	–
Inventories	–	6,514	–
Trade and other receivables	–	83,360	–
Other current assets	–	214,278	–
Non-current liabilities	–	(1,375)	–
Trade and other payables	–	(230,023)	–
Net identifiable assets	<u>–</u>	<u>238,191</u>	<u>–</u>
Acquisition of co-operative venturers' interests charged to equity	–	354,565	–
Cost of acquisition of co-operative venturers' interests	<u><u>–</u></u>	<u><u>592,756</u></u>	<u><u>–</u></u>

See accompanying notes to financial statements.

ANNEX A: INDEPENDENT AUDITORS' REPORT AND THE AUDITED COMBINED FINANCIAL STATEMENTS FOR THE FINANCIAL YEARS ENDED 30 SEPTEMBER 2012, 2013 AND 2014

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

NOTES TO COMBINED FINANCIAL STATEMENTS

As at 30 September 2012, 2013 and 2014

1 GENERAL

The Company (Registration No. 201503401Z) is incorporated in the Republic of Singapore with its principal place of business and registered office at 7 Kaki Bukit Road 1, #05-01/02, Singapore 415937. The financial statements are expressed in Singapore dollars.

The combined financial statements have been prepared solely in connection with the proposed listing of the Company on Catalist, the sponsor-supervised board of the Singapore Exchange Securities Trading Limited ("SGX-ST").

The principal activity of the Company is that of an investment holding company.

The principal activities of the subsidiaries are disclosed below.

The Restructuring Exercise

Pursuant to the restructuring exercise ("Restructuring Exercise") to rationalise the structures of the Company and its subsidiaries ("Group") in preparation for the proposed listing of the Company on the SGX-ST, the Company underwent the following:

(a) Incorporation of the Company

The Company was incorporated on 4 February 2015 in the Republic of Singapore in accordance with the Companies Act as a private company limited by shares with an issued and paid-up share capital of \$2 comprising one share held by each of Mr. Ang Kiam Meng and Mdm. Jacqueline Tan Yong Chuan.

(b) Restructuring Deed

The shareholders of Jumbo Seafood Pte. Ltd. ("JSPL") and the shareholders of Jardine Enterprise Pte Ltd ("JEPL") executed a restructuring deed dated 12 August 2015 ("Restructuring Deed").

Pursuant to the Restructuring Deed, the parties agreed, *inter alia*, to procure:

- (i) the declaration and payment of the proposed Conditional Interim Dividend (as described below);
- (ii) the completion of the proposed Share Swap (as described below); and
- (iii) the completion of the issue of shares to the fellow co-operative venturers and non-controlling interests (as described below).

(c) Conditional Interim Dividends

Conditional interim tax exempt dividends were declared out of the profits available for distribution of (i) JSPL to the JSPL shareholders; (ii) JEPL to the JEPL shareholders; and (iii) Ng Ah Sio Investments Pte Ltd to its shareholders on a date not later than five (5) business days after the date of determination of the Issue Price (the "Conditional Interim Dividend").

The Conditional Interim Dividend of \$51.7 million will be paid on a date within five (5) business days after the Company is admitted to Catalist.

ANNEX A: INDEPENDENT AUDITORS' REPORT AND THE AUDITED COMBINED FINANCIAL STATEMENTS FOR THE FINANCIAL YEARS ENDED 30 SEPTEMBER 2012, 2013 AND 2014

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

NOTES TO COMBINED FINANCIAL STATEMENTS

As at 30 September 2012, 2013 and 2014

1 GENERAL (cont'd)

(d) Share Swap

Pursuant to an agreement between the Company, the JSPL shareholders and the JEPL shareholders dated 12 August 2015, the Company acquired all of the issued and paid-up share capital of JSPL and JEPL for an aggregate purchase consideration of \$5,424,202, based on a willing buyer-willing seller basis, with the consideration satisfied by the allotment and issue of an aggregate of 725,330 new shares to the JSPL shareholders, and an aggregate of 325,872 new shares of the Company to the JEPL shareholders (the "Share Swap"). Further, the JEPL shareholders and certain JSPL shareholders directed certain new shares to be issued and allotted to JBO Holdings Pte. Ltd. ("JBO") instead.

(e) Sub-division of shares

On 19 October 2015, the shareholders of the Company approved the sub-division of 1,051,204 shares in the capital of the Company into 463,929,800 shares (the "Sub-Division").

Following the completion of the Sub-Division, the shareholders of the Company are as follows:

Name	Number of shares	Shareholding (%)
JBO	371,582,400	80.1
Mr. Tan Gee Jian	42,254,900	9.1
Mr. See Boon Huat	28,169,800	6.1
Mr. Koh Ah Say @ See Boon Chye	14,084,700	3.0
Other Employees ⁽¹⁾	7,838,000	1.7
Total	463,929,800	100.0

⁽¹⁾ Comprises 16 employees of the Group, each holding between 0.04% and 0.24% of the Company's post-invitation share capital.

(f) Transfer of fellow co-operative venturers' interests

The Group entered into various agreements with (i) Palm Beach Seafood Restaurant Pte. Ltd.; (ii) DWKB LLP; (iii) Mr. Ng Kok Kiang; and (iv) Mr. Chua Seng Chong and/or Mdm. Chan Hwee Eng (as the administrator of the estate of Mr. Chua Seng Chong) (collectively, the "Minority Shareholders") to transfer, *inter alia*, the remaining interests which the Group did not hold in each of Jumbo Seafood (Riverside), Jumbo Seafood Gallery, JPOT (Vivocity) and Chui Huay Lim Teochew Cuisine. Pursuant to the agreements, the Group paid an aggregate consideration of approximately \$3.73 million, with the consideration satisfied by the allotment and issue of an aggregate of 13,476,200 new shares at \$0.25 per share and \$0.36 million cash to the fellow co-operative venturers.

(g) Acquisition of remaining shares in Ng Ah Sio Investments Pte. Ltd.

Subsequent to the year end, the Group entered into an agreement with NSH Holdings Pte. Ltd. to, *inter alia*, acquire 49.0% of the equity interests in Ng Ah Sio Investments from NSH Holdings Pte. Ltd., for an aggregate consideration of \$0.81 million to be settled via issuance of 3,594,000 new shares at a discount of 10.0% to the IPO price.

**ANNEX A: INDEPENDENT AUDITORS' REPORT AND THE AUDITED COMBINED
FINANCIAL STATEMENTS FOR THE FINANCIAL YEARS ENDED 30 SEPTEMBER
2012, 2013 AND 2014**

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

NOTES TO COMBINED FINANCIAL STATEMENTS

As at 30 September 2012, 2013 and 2014

1 GENERAL (cont'd)

Following completion of the Restructuring Exercise, details of the Company's subsidiaries and co-operative venturers are as follows:

Name	Principal activities	Country of incorporation and operation	Effective equity interest of the Company		
			2012 %	2013 %	2014 %
Subsidiaries held by the Company					
Jumbo Seafood Pte. Ltd. ("JSPL") ⁽⁴⁾	Operation and management of restaurants and investment holding	Singapore	100	100	100
Jardine Enterprise Pte. Ltd. ⁽⁴⁾ ("JEPL")	Investment holding	Singapore	100	100	100
Subsidiary held by Jumbo Seafood Pte. Ltd.					
Jumbo Group of Restaurants Pte. Ltd. ("JGR") ⁽⁴⁾	Operation and management of restaurants and investment holding	Singapore	100	100	100
Subsidiaries held by Jumbo Group of Restaurants Pte. Ltd.					
Jumbo F&B Services Pte. Ltd. ("JFB") ⁽⁴⁾	Investment holding	Singapore	100	100	100
Ng Ah Sio Investments Pte. Ltd. ^{(1) (4)}	Operation and management of restaurants	Singapore	60	51	51
Subsidiary held by Ng Ah Sio Investments Pte. Ltd.					
Ng Ah Sio Pte. Ltd. ⁽⁴⁾	Manufacturer of food stuff	Singapore	60	51	51
Subsidiaries held by Jumbo F&B Services Pte. Ltd.					
JBT (China) Pte. Ltd. ⁽⁴⁾	Investment holding	Singapore	NIL	70	70
Jumbo F&B Services (Shanghai) Co., Ltd. ⁽²⁾	Management of seafood restaurant	People's Republic of China	NIL	100	100
Subsidiary held by JBT (China) Pte. Ltd.					
JBT F&B Management (Shanghai) Co., Ltd. ⁽²⁾	Operation and management of seafood restaurant	People's Republic of China	NIL	70	70

ANNEX A: INDEPENDENT AUDITORS' REPORT AND THE AUDITED COMBINED FINANCIAL STATEMENTS FOR THE FINANCIAL YEARS ENDED 30 SEPTEMBER 2012, 2013 AND 2014

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

NOTES TO COMBINED FINANCIAL STATEMENTS

As at 30 September 2012, 2013 and 2014

1 GENERAL (cont'd)

Name	Principal activities	Country of incorporation and operation	Effective equity interest of the Company		
			2012	2013	2014
			%	%	%
Co-operative ventures held by the Jumbo Group of <u>Restaurants Pte. Ltd.</u>					
Jumbo Seafood (Riverside) ⁽³⁾	Operation and management of seafood restaurant	Singapore	65	65	65
Jumbo Seafood Gallery ⁽³⁾	Operation and management of seafood restaurant	Singapore	65	65	65
JPOT ⁽³⁾	Operation and management of restaurant	Singapore	80	100	100
Chui Huay Lim Teochew Cuisine ⁽³⁾	Operation and management of restaurant	Singapore	90	100	100

Note:

⁽¹⁾ On 31 July 2013, Jumbo Group of Restaurants Pte. Ltd. reduced its interest by 9%, to 51% via transferring of 9 ordinary shares to NSH Holdings Pte. Ltd., a non-controlling shareholder of Ng Ah Sio Investments Pte. Ltd., for a consideration of \$148,500.

⁽²⁾ Audited by an overseas member firm of Deloitte Touche Tohmatsu Limited for consolidation purposes.

⁽³⁾ Changes for interests in co-operative venturers are disclosed in Note 23.

⁽⁴⁾ Audited by Deloitte & Touche LLP, Singapore.

Basis of preparation of the combined financial statements

The Group resulting from the above Restructuring Exercise is regarded as a continuing entity throughout the Relevant Periods as the Group is ultimately controlled by the common shareholders both before and after the Restructuring Exercise. Accordingly, although the Company is only incorporated on 4 February 2015, the combined financial statements of the Group for the Relevant Periods have been prepared using the principles of merger accounting on the basis that the Restructuring Exercise transfers the equity interest in the combining entities under the common control to the Company has been effected as at the beginning of the Relevant Periods presented in these combined financial statements, or since their respective dates of establishment whichever is the shorter period.

The financial statements of the Group for the Relevant Periods were authorised for issue by the Board of Directors on 28 October 2015.

ANNEX A: INDEPENDENT AUDITORS' REPORT AND THE AUDITED COMBINED FINANCIAL STATEMENTS FOR THE FINANCIAL YEARS ENDED 30 SEPTEMBER 2012, 2013 AND 2014

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

NOTES TO COMBINED FINANCIAL STATEMENTS

As at 30 September 2012, 2013 and 2014

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING - The financial statements have been prepared in accordance with the historical cost convention, except as disclosed in the accounting policies below, and are drawn up in accordance with the provisions of the Singapore Companies Act and Singapore Financial Reporting Standards ("FRS").

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability which market participants would take into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for leasing transactions that are within the scope of FRS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in FRS 2 or value in use in FRS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

ADOPTION OF NEW AND REVISED STANDARDS – The Group has adopted all the new and revised FRSs and Interpretations of FRS ("INT FRS") and Amendments to FRSs that are relevant to its operations and effective for the Group's annual financial years since the beginning of the Relevant Periods.

The adoption of these new/revised FRS and INT FRSs and amendments to FRSs does not result in changes to the Group's accounting policies and has no effect on the amounts reported for the current or prior years, except as disclosed below:

ANNEX A: INDEPENDENT AUDITORS' REPORT AND THE AUDITED COMBINED FINANCIAL STATEMENTS FOR THE FINANCIAL YEARS ENDED 30 SEPTEMBER 2012, 2013 AND 2014

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Amendments to FRS 1 Presentation of Items of Other Comprehensive Income

Since the beginning of the Relevant Periods, the Group has applied the amendments to FRS 1 Presentation of Items of Other Comprehensive Income retrospectively, and renamed the 'combined statement of comprehensive income' as the 'combined statement of profit or loss and other comprehensive income'. Under the amendments to FRS 1, the Group also grouped items of other comprehensive income into two categories in the other comprehensive income section: (a) items that will not be reclassified subsequently to profit or loss and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Other than the above mentioned presentation changes, the application of the amendments to FRS 1 does not result in any impact on profit or loss, other comprehensive income and total comprehensive income.

Amendments to FRS 107 Disclosure – Offsetting Financial Assets and Financial Liabilities

Since the beginning of the Relevant Periods, the Group has applied the amendments to FRS 107 Disclosures – Offsetting Financial Assets and Financial Liabilities. The amendments to FRS 107 require entities to disclose information about rights of offset and related arrangements (such as collateral posting requirements) for financial instruments under an enforceable master netting agreement or similar arrangement.

The amendments have been applied retrospectively. The application of the amendments has had no material impact on the amounts recognised in the combined financial statements.

FRS 113 Fair Value Measurement

The Group has applied FRS 113 since the beginning of the Relevant Periods. FRS 113 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The fair value measurement requirements of FRS 113 apply to both financial instrument items and non-financial assets for which other FRSs require or permit fair value measurements and disclosures about fair value measurements, except for leasing transactions that are within the scope of FRS 17 Leases, and measurements that have some similarities to fair value but are not fair value (e.g. net realisable value for the purposes of measuring inventories or value in use for impairment assessment purposes).

FRS 113 includes extensive disclosure requirements, although specific transitional provisions were given to entities such that they need not apply the disclosure requirements set out in the Standard in comparative information provided for periods before the initial application of the Standard. Consequently the Group has not made any new disclosures required by FRS 113 for the comparative period.

The application of FRS 113 has not had any material impact on the amounts recognised in the combined financial statements.

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

At the date of authorisation of these financial statements, the following FRSs, INT FRSs and amendments to FRS that are relevant to the Group were issued but not effective:

FRS 27 (Revised)	Separate Financial Statements
FRS 28 (Revised)	Investments in Associates and Joint Ventures
FRS 109	Financial Instruments
FRS 110	Consolidated Financial Statements
FRS 111	Joint Arrangements
FRS 112	Disclosure of Interests in Other Entities
FRS 115	Revenue from Contracts with Customers
Amendments to FRS 32	Financial Instruments: Presentation
Amendments to FRS 36	Impairment of Assets
Amendments to FRS 110	Consolidated Financial Statements
Amendments to FRS 111	Joint Arrangements
Amendments to FRS 112	Disclosure of Interests in Other Entities: Transition Guidance

FRS 109 *Financial Instruments*

FRS 109 *Financial Instruments* issued in December 2014 replaces FRS 39 *Financial Instrument* introduced new requirements for the classification and measurement of financial instruments, as well as a new impairment model for financial assets. In addition, it also sets out new requirements for general hedge accounting.

Key requirements of FRS 109:

- all recognised financial assets that are within the scope of FRS 39 *Financial Instruments*: Recognition and Measurement are required to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured at fair value through other comprehensive income ("FVTOCI"). All other debt investments and equity investments are measured at their fair value at the end of subsequent accounting periods. In addition, under FRS 109, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

- with regard to the measurement of financial liabilities designated as at fair value through profit or loss, FRS 109 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Under FRS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss is presented in profit or loss.
- in relation to the impairment of financial assets, FRS 109 requires an expected credit loss model, as opposed to an incurred credit loss model under FRS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.
- the new general hedge accounting requirements retain the three types of hedge accounting mechanisms currently available in FRS 39. Under FRS 109, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principle of an 'economic relationship'. Retrospective assessment of hedge effectiveness is also no longer required. Enhanced disclosure requirements about an entity's risk management activities have also been introduced.

The management of the Company does not anticipate that the application of FRS 109 will have a significant impact on the amounts reported and disclosures made in the Group's combined financial statements.

FRS 110 *Consolidated Financial Statements* and FRS 27 *Separate Financial Statements*

FRS 110 replaces the control assessment criteria and consolidation requirements currently in FRS 27 and INT FRS 12 *Consolidation - Special Purpose Entities*.

FRS 110 defines the principle of control and establishes control as the basis for determining which entities are consolidated in the consolidated financial statements. It also provides more extensive application guidance on assessing control based on voting rights or other contractual rights. Under FRS 110, control assessment will be based on whether an investor has (i) power over the investee; (ii) exposure, or rights, to variable returns from its involvement with the investee; and (iii) the ability to use its power over the investee to affect the amount of the returns. FRS 27 remains as a standard applicable only to separate financial statements.

FRS 110 will take effect from financial years beginning on or after 1 October 2013, with full retrospective application. The directors of the Company anticipate that the application of FRS 110 is not expected to have material impact on the amounts recognised in the consolidated financial statements.

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

FRS 111 *Joint Arrangements* and FRS 28 *Investments in Associates and Joint Ventures*

FRS 111 supersedes FRS 31 *Interests in Joint Ventures* and INT FRS 13 *Jointly Controlled Entities - Non-Monetary Contributions by Ventures*.

FRS 111 classifies a joint arrangement as either a joint operation or a joint venture based on the parties' rights and obligations under the arrangement. The existence of a separate legal vehicle is no longer the key factor. A joint operation is a joint arrangement whereby the parties that have joint control have rights to the assets and obligations for the liabilities. A joint venture is a joint arrangement whereby the parties that have joint control have rights to the net assets.

The joint venturer should use the equity method under the revised FRS 28 *Investments in Associates and Joint Ventures* to account for a joint venture. The option to use proportionate consolidation method has been removed. For joint operations, the Group directly recognises its rights to the assets, liabilities, revenues and expenses of the investee in accordance with applicable FRSs.

FRS 111 will take effect from financial years beginning on or after 1 January 2014, with retrospective application subject to transitional provisions.

The management does not anticipate that the application of FRS 111 in the future will have a significant impact on the amounts reported and disclosures made in the Group's combined financial statements.

FRS 112 *Disclosure of Interests in Other Entities*

FRS 112 requires an entity to provide more extensive disclosures regarding the nature of and risks associated with its interest in subsidiaries, associates, joint arrangements and unconsolidated structured entities.

FRS 112 will take effect from financial years beginning on or after 1 January 2014.

FRS 112 is a new disclosure standard and is applicable to entities that have interest in subsidiaries, joint arrangements, associates and/or unconsolidated structured entities. The management expects the application of FRS 112 has resulted in more extensive disclosures in the combined financial statements.

FRS 115 *Revenue from Contracts with Customers*

FRS 115 Revenue from Contracts with Customers issued in November 2014 replaces FRS 18 Revenue, FRS 11 Construction Contracts and the related Interpretations when it becomes effective.

The core principle of FRS 115 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

- Step 1: Identify the contract(s) with a customer.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to the performance obligations in the contract.
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

Under FRS 115, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in FRS 115 to deal with specific scenarios. Furthermore, extensive disclosures are required by FRS 115.

The management does not anticipate that the application of FRS 115 in the future will have a significant impact on the amounts reported and disclosures made in the Group's combined financial statements.

Amendments to FRS 32 *Financial Instruments: Presentation*

The amendments to FRS 32 clarify existing application issues relating to the offsetting requirements. Specifically, the amendments clarify the meaning of 'currently has a legal enforceable right of set-off' and 'simultaneous realisation and settlement'.

The amendments to FRS 32 are effective for annual periods beginning on or after 1 January 2014, with retrospective application required.

The management does not anticipate that the application of these amendments to FRS 32 will have a significant impact on the Group's combined financial statements.

Amendments to FRS 36 *Impairment of Assets*

The amendments to FRS 36 restrict the requirement to disclose the recoverable amount of an asset or cash-generating unit (CGU) to periods in which an impairment loss has been recognised or reversed. The amendments also expand and clarify the disclosure requirements applicable when such asset or CGU's recoverable amount has been determined on the basis of fair value less costs of disposal, such as the level of 'fair value hierarchy' within which the fair value measurement of the asset or CGU has been determined, and where the fair value measurements are at Level 2 or 3 of the fair value hierarchy, a description of the valuation techniques used and any changes in that valuation technique, key assumptions used including discount rate(s) used.

The management is in the process of evaluating whether the adoption of the above FRSs, INT FRSs and amendments to FRS in future periods will have any impact on the financial statements of the Group in the period of their initial adoption.

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

BASIS OF COMBINATION - The Group resulting from the Restructuring Exercise as disclosed in Note 1, is one involving entities under common control. Accordingly, the combined financial statements have been accounted for using the principles of merger accounting where financial statement items of the merged entities for the reporting periods in which the common control combination occurs are included in the combined financial statement of the Group as if the combination had occurred from the date when the merged entities first came under the control of the same shareholders.

The results of subsidiaries acquired or disposed of during the financial year are included in the combined statement of profit or loss and other comprehensive income from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies in line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. The interest of non-controlling shareholders may be initially measured (at date of original business combination) either at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this may result in the non-controlling interests having a deficit balance.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for (i.e. reclassified to profit or loss or transferred directly to retained earnings) in the same manner as would be required if the relevant assets or liabilities were disposed of. The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under FRS 39 *Financial Instruments: Recognition and Measurement* or, when applicable, the cost on initial recognition of an investment in an associate or jointly controlled entity.

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

The Group accounts for the fellow co-operative venturers' interests in the co-operative venture businesses as fellow co-operative venturers' interests which are identified separately from the Group's equity therein. The co-operative venturers' interest may be initially measured either at fair value or at the fellow co-operative venturers' proportionate share of the fair value of the co-operative ventures' identifiable net assets. The carrying amount of co-operative venturers' interests is the amount of those interests at initial recognition plus the co-operative venturers' share of subsequent changes in equity. Total comprehensive income is attributed to co-operative venturers' interests even if this may result in the co-operative venturers' interests having a deficit balance.

Increases in interests in co-operative venture businesses are accounted for as equity transactions. The carrying amount of the Group's interests and the fellow co-operative venturer's interests are adjusted to reflect the changes in their relative interests in the co-operative venture businesses. Any difference between the amount by which the fellow co-operative venturer's interests is adjusted and the fair value of the consideration paid or received is recognised directly in equity.

BUSINESS COMBINATIONS - Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The consideration for each acquisition is measured at the aggregate of the acquisition date fair values of assets given, liabilities incurred by the Group to the former owners of the acquiree, and equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

Where applicable, the consideration for the acquisition includes any asset or liability resulting from a contingent consideration arrangement, measured at its acquisition date fair value. Subsequent changes in such fair values are adjusted against the cost of acquisition where they qualify as measurement period adjustments. The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured at subsequent reporting dates in accordance with FRS 39 *Financial Instruments: Recognition and Measurement*, or FRS 37 *Provisions, Contingent Liabilities and Contingent Assets*, as appropriate, with the corresponding gain or loss being recognised in profit or loss.

Where a business combination is achieved in stages, the Group's previously held interests in the acquired entity are remeasured to fair value at the acquisition date (i.e. the date the Group attains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of.

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under the FRS are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with FRS 12 *Income Taxes* and FRS 19 *Employee Benefits* respectively;

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

- liabilities or equity instruments related to share-based payment transactions of the acquiree or the replacement of an acquiree's share-based payment awards transactions with share-based payment awards transactions of the acquirer in accordance with the method in FRS 102 Share-based Payment at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with FRS 105 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that Standard.

If the initial accounting for a business combination is incomplete by the end of the financial year in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

The measurement period is the period from the date of acquisition to the date the Group obtains complete information about facts and circumstances that existed as of the acquisition date and is subject to a maximum of one year from acquisition date.

The accounting policy for initial measurement of non-controlling interests is described above.

NON-CURRENT ASSETS HELD FOR SALE – Non-current assets (or disposal groups) are classified as assets held-for-sale and carried at the lower of the previous carrying amount and fair value less costs to sell if their carrying amounts is recovered principally through a sale transaction rather than through continuing use. The assets are not depreciated or amortised while they are classified as held-for-sale. Any impairment loss on initial classification and subsequent measurement is recognised as an expense. Any subsequent increase in fair value less costs to sell (not exceeding the accumulated impairment loss that has been previously recognised) is recognised in profit or loss.

FINANCIAL INSTRUMENTS - Financial assets and financial liabilities are recognised on the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period. Income and expense is recognised on an effective interest basis for debt instruments other than those financial instruments at fair value through profit or loss ("FVTPL").

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Financial assets

Loans and receivables

Trade and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as "loans and receivables". Loans and receivables are measured at amortised cost using the effective interest method less impairment. Interest is recognised by applying the effective interest rate method, except for short-term receivables when the recognition of interest would be immaterial.

Available-for-sale financial assets

Available-for-sale financial assets are those non-derivative financial assets that are not classified into any of the other categories. Investments in equity instruments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are measured at cost less impairment loss.

Financial assets at fair value through profit or loss

Financial assets are classified as at fair value through profit or loss where the financial asset is either held for trading or it is designated as at fair value through profit or loss. Financial assets at fair value through profit or loss are stated at fair value, with any resultant gain or loss recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset.

Financial assets are classified as at fair value through profit or loss where the financial asset is either held for trading or it is designated as at fair value through profit or loss. Financial assets at fair value through profit or loss are stated at fair value, with any resultant gain or loss recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset.

Short term investments, comprising quoted equity shares, are classified as financial assets at fair value through profit or loss.

The fair value of investments that are actively traded in organised financial markets is determined by reference to the relevant exchange's quoted market bid prices at the close of business on the end of the financial year. For investments where there is no active market, fair value is determined using valuation techniques. Such techniques include using recent arm's length market transactions, reference to the current market value of another instrument, which is substantially the same; discounted cash flow analysis and option pricing models.

Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at the end of each financial year. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

For available-for-sale equity instruments, a significant or prolonged decline in the fair value of the investment below its cost is considered to be objective evidence of impairment.

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

For all other financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, as well as observable changes in economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment 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 carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables where the carrying amount is reduced through the use of an allowance account. When a trade receivable is uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

When an available-for-sale investment is considered to be impaired, the impairment loss is recognised in profit or loss. Any impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any subsequent increase in fair value after an impairment loss is recognised in other comprehensive income.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Trade and other payables

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method, with interest expense recognised on an effective yield basis. Interest-bearing bank loans are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in accordance with the Group's accounting policy for borrowing costs.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expired.

Embedded derivatives

Derivatives embedded in other financial instruments or other host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at fair value with changes in fair value recognised in profit or loss.

An embedded derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the hybrid instrument to which the embedded derivative relates is more than 12 months and it is not expected to be realised or settled within 12 months. Other embedded derivatives are presented as current assets or current liabilities.

LEASES - Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

The Group as lessee

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

INVENTORIES - Inventories comprising mainly food and beverages are stated at the lower of cost and net realisable value. Cost comprises all cost of purchase and overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the first-in-first-out method. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

PROPERTY, PLANT AND EQUIPMENT - Property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is charged so as to write off the cost or valuation of assets over their estimated useful lives, using the straight-line method, on the following bases:

Audio, visual and office equipment	-	3 to 10 years
Kitchen equipment and utensils	-	3 to 10 years
Furniture and fittings	-	3 to 10 years
Renovation	-	3 to 10 years
Leasehold industrial buildings	-	44 to 50 years
Motor vehicles	-	10 years

The estimated useful lives, residual values and depreciation method are reviewed at the end of each financial year, with the effect of any changes in estimate accounted for on a prospective basis.

Fully depreciated assets still in use are retained in the financial statements.

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, if there is no certainty that the lessee will obtain ownership by the end of the lease term, the asset shall be fully depreciated over the shorter of the lease term and its useful life.

The gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amounts of the asset and is recognised in profit or loss.

GOODWILL - Goodwill arising in a business combination is recognised as an asset at the date that control is acquired (the acquisition date). Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest (if any) in the entity over net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

If, after reassessment, the Group's interest in the fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Goodwill is not amortised but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

On disposal of a subsidiary or the relevant cash generating unit, the attributable amount of goodwill is included in the determination of profit or loss on disposal.

The Group's policy for goodwill arising on the acquisition of associate is described under "Associates" below.

IMPAIRMENT OF NON-FINANCIAL ASSETS EXCLUDING GOODWILL - At the end of each financial year, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest Group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

ASSOCIATES - An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these financial statements using the equity method of accounting, except when the investment is classified as held for sale, in which case it is accounted for under FRS 105 *Non-current Assets Held for Sale and Discontinued Operations*. Under the equity method, investments in associates are carried in the combined statement of financial position at cost as adjusted for post-acquisition changes in the Group's share of the net assets of the associate, less any impairment in the value of individual investments. Losses of an associate in excess of the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate) are not recognised, unless the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognised at the date of acquisition is recognised as goodwill. The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment. Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

Where a Group entity transacts with an associate of the Group, profits or losses are eliminated to the extent of the Group's interest in the relevant associate.

PROVISIONS - Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the financial year, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provision for reinstatement costs

The Group recognises a liability and capitalise an expense in property, plant and equipment if the Group has a present legal or constructive obligation to reinstate the leased premises to their original state upon expiry of the lease. The provision is made based on management's best estimate of the expected costs to be incurred to reinstate the leased premises to their original state. The capitalised provision for reinstatement costs in plant and equipment is amortised over the period of the lease.

GOVERNMENT GRANTS - Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and the grants will be received. Government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Other government grants are recognised as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

REVENUE RECOGNITION - Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts and sales related taxes. Considerations received are deferred until the goods and services are provided.

Sale of food and beverages

Revenue from the sale of food and beverages is recognised when all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the food and beverages i.e. when the food and beverages are delivered;
- the amount of revenue can be measured reliably;

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Interest income

Interest income is accrued on a time proportionate basis, by reference to the principal outstanding and at the effective interest rate applicable.

Management fees

Revenue from management contracts is recognised over the management period when the services are rendered.

Dividend income

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

Sponsorship income

Sponsorship income from suppliers is recognised when the rights to receive payment have been established.

Sale of rewards card

Sale of rewards card is recognised as income on a straight-line basis over the membership period.

RETIREMENT BENEFIT COSTS – Payments to defined contribution retirement benefit plans are charged as an expense as they fall due. Payments made to state-managed retirement benefit schemes, such as the Singapore Central Provident Fund, are dealt with as payments to defined contribution plans where the Group's obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

BORROWING COSTS – Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is reduced from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

EMPLOYEE LEAVE ENTITLEMENT - Employee entitlements to annual leave are recognised when they are accrued to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the financial year.

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

CASH AND CASH EQUIVALENTS – Cash and cash equivalents comprise cash at bank and on hand and fixed deposits, which are subject to an insignificant risk of changes in value.

INCOME TAX – Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the combined statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are not taxable or tax deductible. The Group's liability for current tax is calculated using tax rates (and tax laws) that have been enacted or substantively enacted in countries where the Company and subsidiaries operate by the end of the financial year.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each financial year and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the financial year. The measurement of deferred tax liabilities and assets reflects the tax consequence that would follow from manner in which Group expects, at the end of the financial year, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Current and deferred tax are recognised as an expense or income in profit or loss, except when they relate to items credited or debited outside profit or loss (either in other comprehensive income or directly in equity), in which case the tax is also recognised outside profit or loss (either in other comprehensive income or directly in equity, respectively), or where they arise from the initial accounting for a business combination. In the case of a business combination, the tax effect is taken into account in calculating goodwill or determining the excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over cost.

FOREIGN CURRENCY TRANSACTIONS AND TRANSLATIONS – The individual financial statements of each Group entity are measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency). The combined financial statements of the Group are presented in Singapore dollars, which is the functional currency of the Group and the presentation currency for the combined financial statements.

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency are recorded at the rate of exchange prevailing on the date of the transaction. At the end of each financial year, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of each financial year. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in profit or loss for the period. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income. For such non-monetary items, any exchange component of that gain or loss is also recognised in other comprehensive income.

For the purpose of presenting combined financial statements, the assets and liabilities of the Group's foreign operations (including comparatives) are expressed in Singapore dollars using exchange rates prevailing on the end of the financial year. Income and expense items (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a separate component of equity. On the disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation accumulated in a separate component of equity, shall be reclassified from equity to profit or loss (as a reclassification adjustment) when the gain or loss on disposal is recognised.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities (including monetary items that, in substance, form part of the net investment in foreign entities) are recognised in other comprehensive income and accumulated in a separate component of equity (attributed to non-controlling interest, as appropriate).

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3 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 2 to the financial statements, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying the group's accounting policies

Apart from those involving estimates, management is of the opinion that any instance of application of judgement is not expected to have a significant effect on the amounts recognised in the financial statements.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of each financial year, 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:

(a) Depreciation of property, plant and equipment

Property, plant and equipment are depreciated on a straight line basis over their estimated useful lives. Management estimates the useful lives to be 44 to 50 years for leasehold industrial buildings and 3 to 10 years for others. Changes in the expected level of usage and technological developments could impact the economic useful lives and the residual values of these assets; therefore future depreciation charges could be revised. The carrying amount of the property, plant and equipment are set out in Note 13 to the financial statements.

(b) Impairment of investments in associates and property, plant and equipment

Investments in associates and property, plant and equipment are stated at cost less any impairment loss. The Group evaluates, among other factors, the market and economic environment in which the investee companies operates and the financial performance of the investee companies to determine whether there are indications of impairment loss and if so, whether the estimated recoverable amount exceeds cost.

The carrying value of the investments in associates and property, plant and equipment are reviewed for impairment in accordance with FRS 36 *Impairment of Assets*. Whenever the investments may be impaired, the recoverable amount of the investments is measured. This requires an estimation of their value in use. The value in use calculation requires the Group to estimate future cash flows expected to arise and a suitable discount rate in order to calculate the present value of the future cash flows. The carrying amount of the investments in associates and property, plant and equipment are set out in Notes 10 and 13 to the financial statements respectively.

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3 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (cont'd)

(c) Impairment of trade and other receivables

The Group assesses at the end of each financial year whether there is any objective evidence that a financial asset is impaired. To determine whether there is objective evidence of impairment, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default of significant delay in payments. Where there is objective evidence of impairment, the amount and timing of future cash flows are estimates based on historical loss experience for assets with similar credit risk characteristics. The carrying amount of the trade and other receivables are set out in Note 7 to the financial statements.

(d) Income tax

Significant assumptions are required in determining the provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made. The carrying amounts of income tax payable and deferred tax liability as at the end of each financial year is set out in the statements of financial position and Note 27 to the financial statements respectively.

(e) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating unit to which goodwill has been allocated. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value of the future cash flows. At the end of the financial years, no provision for impairment loss is considered necessary by the management. The carrying amount of the goodwill is set out in Note 12 to the financial statements.

(f) Provision for reinstatement costs

Provision for reinstatement costs represents costs to reinstate the Group's leased premises to its original state upon expiry of the lease. The provision was made based on management's best estimates of the expected costs which are to be incurred to reinstate the leased premises for its restaurant outlets. Details of the provision for reinstatement costs are provided in Note 19 to the financial statements.

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4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISKS MANAGEMENT

(a) *Categories of financial instruments*

The following table sets out the financial instruments as at the end of the financial year:

	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Financial assets			
Loans and receivables at amortised cost:			
Cash and bank equivalents	29,261,676	37,435,304	47,437,976
Trade and other receivables	3,282,008	3,732,366	4,291,854
Structured fixed deposit	200,000	200,000	200,000
Subtotal	32,743,684	41,367,670	51,929,830
Available-for-sale investment	—	—	75,000
Fair value through profit or loss (comprising short-term investments)	2,270,476	2,297,842	3,390,814
Total	<u>35,014,160</u>	<u>43,665,512</u>	<u>55,395,644</u>
Financial liabilities			
At amortised cost:			
Trade and other payables	10,714,988	12,268,003	12,426,793
Finance leases	91,689	418,294	314,583
Bank borrowing	976,666	882,542	790,994
Total	<u>11,783,343</u>	<u>13,568,839</u>	<u>13,532,370</u>

(b) *Financial risk management policies and objectives*

Risk management is integral to the whole business of the Group. The Group has a system of controls in place to create an acceptable balance between the costs of risks occurring and the cost of managing the risks. The management continually monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved. The Group does not hold or issue derivative financial instruments for speculative purposes.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risk. Market risk exposures are measured using sensitivity analysis indicated below:

(i) Foreign exchange risk management

The Group operates principally in Singapore and has operations in the People's Republic of China, giving rise to some exposures to market risk from changes in foreign exchange rates primarily with respect to Renminbi. The Group relies on the natural hedges between such transactions.

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4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISKS MANAGEMENT (cont'd)

(b) *Financial risk management policies and objectives (cont'd)*

(i) Foreign exchange risk management (cont'd)

The Group does not enter into any derivative contracts to hedge the foreign exchange risk on such net investments. The Group's monetary assets and monetary liabilities are largely denominated in the respective Group entities' functional currencies.

As the Group's principal operations are in Singapore, it is not significantly exposed to foreign exchange risk and thus foreign currency risk sensitivity analysis has not been disclosed.

(ii) Interest rate risk management

The Group is not exposed to interest rate risk as there are no significant interest-bearing assets and liabilities except for fixed deposits, structured fixed deposit and bank borrowing. Further details can be found in Notes 6, 15 and 18 to the financial statements respectively.

No sensitivity analysis is prepared as the Group does not expect any material effect on the Group's profit or loss arising from the effects of reasonably possible changes to interest rates on interest bearing financial instruments at the end of the financial year.

(iii) Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults.

The Group's credit risk is primarily attributable to its cash and bank balances and trade receivables. Liquid funds are placed with financial institutions with high credit ratings. The credit risk with respect to the trade receivables is limited as the Group's revenue are generated mainly from cash and credit card sales. Where transactions are conducted other than on a cash basis, the Group practises stringent credit review. Allowance for impairment is made where there is an identified loss event which, based on previous experience is evidence of a reduction in the recoverabilities.

The Group have no significant concentration of credit risk. Trade receivables are spread over a broad base of customers.

The carrying amount of financial assets recorded in the financial statements represents the Group's maximum exposure to credit risks.

Further details of credit risk on trade receivables are disclosed in Note 7 to the financial statements.

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4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISKS MANAGEMENT (cont'd)

(b) Financial risk management policies and objectives (cont'd)

(iv) Equity price risk management

The Group is exposed to equity risks arising from short term investments, equity investment and structured fixed deposit, except for equity investment which is classified as available-for-sale as this investment is unquoted and is held for strategic rather than trading purposes.

Further details of the short term investments, available-for-sale investment and structured fixed deposit are disclosed in Notes 8, 11 and 15 to the financial statements respectively.

Equity price sensitivity

In respect of the short term investments, if equity price had been 10% higher/lower, the Group's net profit for the years ended 30 September 2012, 2013 and 2014 would increase/decrease by \$227,048, \$229,784 and \$339,081 respectively.

(v) Liquidity risk management

Liquidity risk refers to the risk that the Group may not be able to meet its obligations.

The Group maintains sufficient cash and bank balances and internally generated cash flows to finance its working capital requirements and has access to funding from its shareholders when required.

All financial liabilities are repayable in demand or due within 1 year from the end of the financial year, except for bank borrowing in which information of the maturity profile and interest rate is disclosed in Note 18 to the financial statements.

All financial assets mature within 1 year from the end of the financial year, except for a structured fixed deposit in which information of the maturity profile and effective interest rate are disclosed in Note 15 to the financial statements.

Liquidity and interest risk analyses

Non-derivative financial liabilities

The following tables detail the remaining contractual maturity for non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows. The adjustment column represents the possible future cash flows attributable to the instrument included in the maturity analysis which is not included in the carrying amount of the financial liability on the statements of financial position.

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4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISKS MANAGEMENT (cont'd)

(b) Financial risk management policies and objectives (cont'd)

(v) Liquidity risk management (cont'd)

	Weighted average effective interest rate	On demand or within 1 year	Within 2 to 5 years	After 5 years	Adjustment	Total
	%	\$	\$	\$	\$	\$
2012						
Non-interest bearing	—	10,714,988	—	—	—	10,714,988
Finance leases	5.90	39,800	56,673	—	(4,784)	91,689
Bank borrowing	2.70	119,339	462,969	529,869	(135,511)	976,666
		<u>10,874,127</u>	<u>519,642</u>	<u>529,869</u>	<u>(140,295)</u>	<u>11,783,343</u>
2013						
Non-interest bearing	—	12,268,003	—	—	—	12,268,003
Finance leases	4.11	129,538	333,352	—	(44,596)	418,294
Bank borrowing	3.04	110,946	471,959	442,461	(142,824)	882,542
		<u>12,508,487</u>	<u>805,311</u>	<u>442,461</u>	<u>(187,420)</u>	<u>13,568,839</u>
2014						
Non-interest bearing	—	12,426,793	—	—	—	12,426,793
Finance leases	4.31	125,454	222,815	—	(33,686)	314,583
Bank borrowing	3.04	117,990	471,958	324,472	(123,426)	790,994
		<u>12,670,237</u>	<u>694,773</u>	<u>324,472</u>	<u>(157,112)</u>	<u>13,532,370</u>

Non-derivative financial assets

The following tables detail the expected maturity for non-derivative financial assets. The tables below have been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets except where the Group anticipates that the cash flow will occur in a different period. The adjustment column represents the possible future cash flows attributable to the instrument included in the maturity analysis which are not included in the carrying amount of the financial asset on the statements of financial position.

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4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISKS MANAGEMENT (cont'd)

(b) Financial risk management policies and objectives (cont'd)

(v) Liquidity risk management (cont'd)

	Weighted average effective interest rate	On demand or within 1 year	Within 2 to 5 years	After 5 years	Adjustment	Total
	%	\$	\$	\$	\$	\$
2012						
Non-interest bearing	–	28,311,974	–	–	–	28,311,974
Fixed deposits	0.414	6,514,994	204,037	–	(16,845)	6,702,186
		<u>34,826,968</u>	<u>204,037</u>	<u>–</u>	<u>(16,845)</u>	<u>35,014,160</u>
2013						
Non-interest bearing	–	37,004,724	–	–	–	37,004,724
Fixed deposits	0.415	6,471,826	214,000	–	(25,038)	6,660,788
		<u>43,476,550</u>	<u>214,000</u>	<u>–</u>	<u>(25,038)</u>	<u>43,665,512</u>
2014						
Non-interest bearing	–	48,725,472	–	–	–	48,725,472
Fixed deposits	0.424	6,481,827	214,000	–	(25,655)	6,670,172
		<u>55,207,299</u>	<u>214,000</u>	<u>–</u>	<u>(25,655)</u>	<u>55,395,644</u>

(vi) Fair value of financial assets and financial liabilities

The carrying amounts of financial assets and financial liabilities approximate their respective fair values due to the relatively short-term maturity of these financial instruments.

The Group classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- (a) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- (b) inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (ie as prices) or indirectly (ie derived from prices) (Level 2); and
- (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

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(b) Financial risk management policies and objectives (cont'd)

(vi) Fair value of financial assets and financial liabilities (cont'd)

Financial instruments measured at fair value

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Cost</u>
	\$	\$	\$	\$	\$
Financial assets					
<u>2012</u>					
Financial assets at fair value through profit or loss (comprising short-term investments)					
- Quoted equity shares	<u>2,270,476</u>	<u>2,270,476</u>	<u>—</u>	<u>—</u>	<u>—</u>
<u>2013</u>					
Financial assets at fair value through profit or loss (comprising short-term investments)					
- Quoted equity shares	<u>2,297,842</u>	<u>2,297,842</u>	<u>—</u>	<u>—</u>	<u>—</u>
<u>2014</u>					
Available-for-sale investment (Note a)	75,000	—	—	—	75,000
Financial assets at fair value through profit or loss (comprising short-term investments)					
- Quoted equity shares	<u>3,390,814</u>	<u>3,390,814</u>	<u>—</u>	<u>—</u>	<u>—</u>

Note a

Equity investment that does not have a quoted market price in an active market and whose fair value cannot be reliably measured, hence it is measured at cost less impairment loss.

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4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISKS MANAGEMENT (cont'd)

(b) *Financial risk management policies and objectives (cont'd)*

(vi) Fair value of financial assets and financial liabilities (cont'd)

The Group determines fair values of various financial assets and financial liabilities in the following manner:

Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each financial year. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used):

Financial assets	Fair value (\$)			Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value
	2012	2013	2014				
	Assets	Assets	Assets				
	Short-term investments (see Note 8 to the financial statements)						
Listed equity shares	2,270,476	2,297,842	3,390,814	Level 1	Quoted bid prices in an active market.	N/A	N/A

There were no transfers between the levels of the fair value hierarchy during the financial year.

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis (but fair value disclosures are required)

Except as detailed in the following table, management considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the financial statements approximate their fair values:

	2012		2013		2014	
	<u>Carrying amount</u>	<u>Fair value</u>	<u>Carrying amount</u>	<u>Fair value</u>	<u>Carrying amount</u>	<u>Fair value</u>
	\$	\$	\$	\$	\$	\$
Financial liabilities						
Finance leases	<u>91,689</u>	<u>98,816</u>	<u>418,294</u>	<u>462,889</u>	<u>314,583</u>	<u>348,269</u>

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4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISKS MANAGEMENT (cont'd)

(c) Capital risk management policies and objectives

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The capital structure of the Group consists of issued equity attributable to owners of the Company and paid up share capital and retained earnings.

5 HOLDING COMPANY, RELATED COMPANIES AND OTHER RELATED PARTIES TRANSACTIONS

Some of the Group's transactions and arrangements are with related parties and the effects of these on the basis determined between the parties are reflected in these financial statements. The intercompany balances are unsecured, repayable on demand and interest-free, unless otherwise stated.

The ultimate controlling parties are Mr Ang Hon Nam and his family members whose interests in the Company is held through their shareholdings in the Company.

In addition to the information disclosed elsewhere in the financial statements, the Group entered into the following significant transactions as follows:

	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Purchase of goods from a related party	1,955,743	2,337,577	2,459,864
Consultancy services provided by a related party	–	70,000	120,000
Rental paid to a related party	<u>40,600</u>	<u>45,600</u>	<u>45,600</u>

6 CASH AND CASH EQUIVALENTS

	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Cash and bank balances	22,759,490	30,974,516	40,967,804
Fixed deposits	<u>6,502,186</u>	<u>6,460,788</u>	<u>6,470,172</u>
	<u>29,261,676</u>	<u>37,435,304</u>	<u>47,437,976</u>

The fixed deposits with a bank mature within a year and bear interests ranging from 0.05% to 0.43% (2013 : 0.05% to 0.42%; 2012 : 0.25% to 0.45%) per annum.

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7 TRADE AND OTHER RECEIVABLES

	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Trade receivables			
- outside parties	1,256,158	1,179,272	1,194,450
- associates	119,504	117,490	106,825
Other receivables			
- outside parties	49,475	194,618	52,413
- associates	276,070	276,070	175,000
- allowances for doubtful debts - associates	(276,070)	(276,070)	(175,000)
Staff loans	27,960	155,498	148,582
Refundable deposits	1,828,911	2,085,488	2,789,584
Prepayments	399,620	877,216	1,053,960
	<u>3,681,628</u>	<u>4,609,582</u>	<u>5,345,814</u>
Non-current staff loan	<u>3,471</u>	<u>—</u>	<u>—</u>

The credit period on sale of goods ranges from 3 to 30 days (2013 and 2012 : 3 to 30 days). No interest is charged on the outstanding balance.

Analysis of trade receivables:

	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Not past due	1,243,590	1,161,702	1,177,873
Past due < 120 days	119,054	120,589	113,384
Past due ≥ 120 days yet within 12 months but not impaired	13,018	14,471	2,835
Past due exceeding 12 months but not impaired	—	—	7,183
	<u>1,375,662</u>	<u>1,296,762</u>	<u>1,301,275</u>

Trade receivables which are past due but are not impaired as there has not been a significant change in credit quality and the amounts are still considered recoverable.

Movement in allowances for doubtful debts:

	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Balance at beginning of the year	151,070	276,070	276,070
Increase in allowance recognised in profit or loss	125,000	—	—
Doubtful debts written off against allowance	—	—	(101,070)
Balance at end of the year	<u>276,070</u>	<u>276,070</u>	<u>175,000</u>

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7 TRADE AND OTHER RECEIVABLES (cont'd)

The Group has provided for non-recoverability for the specific balances of \$175,000 owing from an associate investment (2012 and 2013 : \$276,070 owing from an associate and a former investee) which management is of the view that repayment is not probable in the near future. The Group has not provided for non-recoverability for other past due debts as there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

Other receivables are unsecured, interest-free and repayable on demand.

The refundable deposits are placed with reputable financial institutions. There has not been a significant change in credit quality of refundable deposits and prepayment. The amounts are considered recoverable.

8 SHORT-TERM INVESTMENTS

	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Quoted equity shares, at fair value	<u>2,270,476</u>	<u>2,297,842</u>	<u>3,390,814</u>

The investments above include investments in quoted equity securities that offer the Group the opportunity for return through dividend income and fair value gains. They have no fixed maturity or coupon rate. The fair values of these securities are based on closing quoted market prices at the end of the financial year.

9 INVENTORIES

	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Consumables	337,520	425,394	1,052,582
Liquor and beverages	<u>118,280</u>	<u>111,667</u>	<u>163,159</u>
	<u>455,800</u>	<u>537,061</u>	<u>1,215,741</u>

10 INVESTMENTS IN ASSOCIATES

	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Unquoted equity shares – at cost	700,000	700,000	744,000
Accumulated impairment losses	(459,631)	(459,631)	(459,631)
Share of post-acquisition results	<u>(72,979)</u>	<u>(13,897)</u>	<u>73,789</u>
	<u>167,390</u>	<u>226,472</u>	<u>358,158</u>

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10 INVESTMENTS IN ASSOCIATES (cont'd)

Management carried out a review of the investments in associates having regard to the existing performance of the associates that had indicators of impairment and concluded that no further impairment loss is necessary.

Details of the associates are as follows:

<u>Name</u>	<u>Principal activities</u>	<u>Country of incorporation and operation</u>	<u>Effective equity interest of the Company</u>		
			<u>2012</u>	<u>2013</u>	<u>2014</u>
			%	%	%
<u>Associates held by Jumbo Group of Restaurants Pte. Ltd.</u>					
Seafood Republic Pte. Ltd. ("SRPL") ⁽¹⁾⁽²⁾	Operation and management of restaurants	Singapore	16.67	16.67	20
Singapore Seafood Republic Pte. Ltd. ("SSRPL") ⁽¹⁾⁽⁴⁾	Investment holding	Singapore	27	27	27
SSR Sentosa Pte. Ltd. ("SSR Sentosa") ⁽¹⁾⁽³⁾	Operation and management of restaurant	Singapore	27	27	27
<u>Associate held by Seafood Republic Pte. Ltd. ("SRPL")</u>					
Claypot Venture Pte. Ltd. ("CVPL") ⁽⁵⁾	Operation and management of restaurant	Singapore	40	40	40

⁽¹⁾ Audited by Deloitte & Touche LLP.

⁽²⁾ In December 2013, the Group increased its interest in SRPL from 16.67% to 20% for a purchase consideration of \$44,000.

⁽³⁾ Although the Group holds 100.0% equity interests in SSR Sentosa, the management has assessed that SSRPL, rather than the Company, has control over the financial and operating policies of SSR Sentosa because of a loan financing arrangement by SSRPL to SSR Sentosa which gives SSRPL authority to preside over the financial and operating policies of SSR Sentosa. As SSRPL is an associate of the Group, SSR Sentosa is deemed to be an associate of the Group.

⁽⁴⁾ The Group has not recognised profits amounting to \$70,266 (2013 : losses amounting to \$86,807, 2012 : losses amounting to \$239,306) for SSRPL as the investment in SSRPL had been fully impaired. The accumulated losses not recognised were \$534,847 (2013 : \$605,113, 2012 : \$518,306).

⁽⁵⁾ In December 2014, the Group's associate, SRPL, terminated the shareholders' agreement for its investment in CVPL. In an Extraordinary Meeting held on December 10, 2014, the shareholders of SRPL resolved to dispose its investment in CVPL for a total consideration of \$1.

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11 AVAILABLE-FOR-SALE INVESTMENT

	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Unquoted equity shares, at cost	<u>—</u>	<u>—</u>	<u>75,000</u>

The investment in unquoted equity investments represents 15% unquoted equity interest in Slappy Cakes (Singapore) Pte. Ltd., a company incorporated in Singapore.

The management of the Group is of the view that the fair value of unquoted equity shares cannot be measured reliably as there is a wide range of reasonable fair value estimates and the probabilities of the various estimates cannot be reasonably assessed.

12 GOODWILL

Goodwill acquired in a business combination is allocated, at acquisition, to the cash-generating units (CGU) that are expected to benefit from that business combination.

The Group tests goodwill annually for impairment, or more frequently if there are indications that goodwill might be impaired.

The recoverable amount of the CGU, relating to Ng Ah Sio Investments Pte. Ltd. and its business in Ng Ah Sio Bak Kut Teh, is determined on a value in use calculation. The calculation uses cash flow projection based on a financial budget approved by management for the next 5 years based on an estimated growth rate of 3% (2012 and 2013 : 3%) and at discount rate of 15% (2012 and 2013 : 15%) per annum.

For the year ended 30 September 2012, 2013 and 2014, management has assessed that no allowance for impairment was required.

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13 PROPERTY, PLANT AND EQUIPMENT

	<u>Audio, visual and office equipment</u>	<u>Kitchen equipment and utensils</u>	<u>Furniture and fittings</u>	<u>Renovation</u>	<u>Leasehold industrial buildings</u>	<u>Motor vehicles</u>	<u>Total</u>
	\$	\$	\$	\$	\$	\$	\$
Cost:							
At 1 October 2011	1,436,971	1,849,220	2,188,350	5,428,364	2,661,144	592,478	14,156,527
Additions	652,696	341,037	717,289	1,853,870	2,280,000	–	5,844,892
Disposals	(2,450)	–	–	–	–	–	(2,450)
At 30 September 2012	2,087,217	2,190,257	2,905,639	7,282,234	4,941,144	592,478	19,998,969
Additions	452,429	651,206	478,250	1,833,465	–	538,375	3,953,725
Disposal/Written off	(92,596)	(160,529)	(131,611)	(307,898)	–	(49,300)	(741,934)
Exchange difference	10	–	–	18	–	–	28
At 30 September 2013	2,447,060	2,680,934	3,252,278	8,807,819	4,941,144	1,081,553	23,210,788
Additions	558,038	748,078	395,455	1,709,444	–	268,279	3,679,294
Disposal	–	–	–	–	–	(97,814)	(97,814)
Exchange difference	147	1,644	96	4,831	–	–	6,718
At 30 September 2014	3,005,245	3,430,656	3,647,829	10,522,094	4,941,144	1,252,018	26,798,986
Accumulated depreciation:							
At 1 October 2011	1,167,565	1,425,509	1,390,086	3,612,121	287,489	220,234	8,103,004
Depreciation for the year	189,294	165,634	362,569	770,822	70,365	58,604	1,617,288
Disposal	(2,450)	–	–	–	–	–	(2,450)
At 30 September 2012	1,354,409	1,591,143	1,752,655	4,382,943	357,854	278,838	9,717,842
Depreciation for the year	370,171	233,061	506,640	1,438,454	104,652	108,544	2,761,522
Disposal/Written off	(79,912)	(157,168)	(106,365)	(299,306)	–	(49,300)	(692,051)
Exchange difference	10	–	–	18	–	–	28
At 30 September 2013	1,644,678	1,667,036	2,152,930	5,522,109	462,506	338,082	11,787,341
Depreciation for the year	464,667	364,037	548,629	1,523,668	104,652	121,535	3,127,188
Disposal	–	–	–	–	–	(84,756)	(84,756)
Exchange difference	299	1,240	113	1,903	–	–	3,555
At 30 September 2014	2,109,644	2,032,313	2,701,672	7,047,680	567,158	374,861	14,833,328
Carrying amount:							
At 30 September 2012	<u>732,808</u>	<u>599,114</u>	<u>1,152,984</u>	<u>2,899,291</u>	<u>4,583,290</u>	<u>313,640</u>	<u>10,281,127</u>
At 30 September 2013	<u>802,382</u>	<u>1,013,898</u>	<u>1,099,348</u>	<u>3,285,710</u>	<u>4,478,638</u>	<u>743,471</u>	<u>11,423,447</u>
At 30 September 2014	<u>895,601</u>	<u>1,398,343</u>	<u>946,157</u>	<u>3,474,414</u>	<u>4,373,986</u>	<u>877,157</u>	<u>11,965,658</u>

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13 PROPERTY, PLANT AND EQUIPMENT (cont'd)

The cost of fully depreciated assets still in use for the Group amounted to \$8,325,905 (2013 : \$6,129,635; 2012 : \$6,210,475).

At the end of the financial year, the Group has plant and equipment with carrying amount of \$657,802 (2013 : \$589,954 ; 2012 : \$119,332) under finance leases (Note 17).

Leasehold property amounting to \$2,160,000 (2013 : \$2,211,430 ; 2012 : \$2,262,858) owned by the Group is mortgaged to secure a loan facility (Note 18).

14 CLUB MEMBERSHIPS

	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Country club memberships, at cost	70,000	70,000	273,300
Less: Allowance for impairment	(35,000)	(35,000)	(35,000)
	<u>35,000</u>	<u>35,000</u>	<u>238,300</u>

15 STRUCTURED FIXED DEPOSIT

The amount is deposited with a reputed bank since 19 August 2005 for a period of 10 years under a structured deposit scheme. For the first year, the interest for the deposit is fixed at 7% of the principal amount. From the second year onwards, the deposit carries variable interest rate, which is dependent on the performance of certain quoted equities linked to the deposits. The bank's early redemption will occur from the second year only if the sum of all rates of interest paid/payable since the start date equates with the target rate of 8%.

Subsequent interest, early redemption or maturity bonus, if any, is dependent on certain "trigger events" set in the plan, based on a combination of market performance indicators in the equity, commodity and currency portfolios.

Management estimates that the carrying amount of the fixed deposit approximates its fair value as the fixed deposit is arranged at prevailing market rates. Management considers that the effects of fair value arising from the embedded equity-linked feature within the structure deposit as not significant.

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16 TRADE AND OTHER PAYABLES

	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Trade payables	3,111,701	3,563,463	3,848,460
Other payables	265,807	1,085,349	1,078,583
Amount due to directors	716,652	716,652	–
Deposits received	80,049	43,200	236,917
Accrued employee benefits expense	5,003,196	5,264,038	5,618,493
Accrued directors' fees	760,000	850,000	990,000
Accrued operating expenses	857,632	788,501	891,257
Accrued credits expense	546,500	959,163	825,700
Deferred revenue	278,158	375,170	341,147
	<u>11,619,695</u>	<u>13,645,536</u>	<u>13,830,557</u>

The credit period on purchases of goods and services ranges from 30 days (2012 and 2013 : 30 days).

The Group has a loyalty programme which allows members to accumulate credits when they spend in the Group's restaurants. These credits can be off-set against billings from the Group's restaurants and/or redeem for certain merchandise. Accrued credits expense relates to the credits issued under the loyalty programme that are expected to be redeemed but are still outstanding as at the end of the financial year.

Deferred revenue relates to deferred rewards card fees which are recognised as income over the membership period.

17 FINANCE LEASES

	<u>Minimum lease payments</u>			<u>Present of minimum lease payments</u>		
	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$	\$	\$	\$
Amounts payable under finance leases:						
Within one year	40,632	129,537	126,784	38,304	118,295	113,879
In the second to fifth year inclusive	58,184	333,352	221,485	53,385	299,999	200,704
	<u>98,816</u>	<u>462,889</u>	<u>348,269</u>	<u>91,689</u>	<u>418,294</u>	<u>314,583</u>
Less: Future finance charges	(7,127)	(44,595)	(33,686)	N/A	N/A	N/A
Present value of lease obligations	<u>91,689</u>	<u>418,294</u>	<u>314,583</u>	91,689	418,294	314,583
Less: Amount due for settlement within 12 months (shown under current liabilities)				(38,304)	(118,295)	(113,879)
Amount due for settlement after 12 months				<u>53,385</u>	<u>299,999</u>	<u>200,704</u>

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17 FINANCE LEASES (cont'd)

It is the Group's policy to lease certain of its motor vehicles under finance lease. The lease term is for a period of 1 to 5 years (2013 : 3 to 5 years, 2012 : 2 to 4 years). For the year ended 30 September 2014, the average effective borrowing rate is approximately 4.31% (2013 : 4.11%, 2012 : 5.90%) per annum. Interest rates are fixed at the contract date, and thus expose the Group to fair value interest rate risk. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

All lease obligations are denominated in the functional currency of the Company. The Group's obligations under finance leases are secured by the lessor's title to the leased assets and certain finance leases are guaranteed by directors of the Company.

The fair value of the Group's lease obligations approximates its carrying amount.

18 BANK BORROWING

	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Current	106,488	110,943	116,412
Non-current	870,178	771,599	674,582
	<u>976,666</u>	<u>882,542</u>	<u>790,994</u>

This is a bank loan taken up in 19 June 2012 which bears interest of 0.88% per annum over the bank's prevailing 3-month cost of funds for the first year, 1.28% per annum over the bank's prevailing 3-month cost of funds for the second year and 3% per annum over the bank's prevailing 3-month cost of funds for the subsequent years. Leasehold property amounting to \$2,160,000 (2013 : \$2,211,430 and 2012 : \$2,262,858) owned by the Group is mortgaged to secure the loan which is repayable over 120 monthly principal instalments ending on 20 June 2022.

Subsequent to the financial year ended 30 September 2014, the bank loan has been refinanced.

Management estimates the fair value of the above loans to approximate their carrying amounts.

19 PROVISION FOR REINSTATEMENT COSTS

	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Balance at beginning of year	438,000	636,000	1,473,550
Provision during the year	198,000	864,550	95,800
Reversal to profit or loss	—	(27,000)	—
Balance at end of year	<u>636,000</u>	<u>1,473,550</u>	<u>1,569,350</u>

Provision for reinstatement costs are estimation to reinstate the Group's leased premises to their original state upon expiry of the lease. These amounts have not been discounted for the purpose of measuring the provision for reinstatement costs, because the effect is not material.

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20 DEFERRED TAX LIABILITY

	Tax over book depreciation
	\$
At 1 October 2011	246,121
Charge to profit or loss for the year	79,131
At 30 September 2012	325,252
Charge to profit or loss for the year	–
At 30 September 2013	325,252
Credit to profit or loss for the year	(231,904)
At 30 September 2014	93,348

21 SHARE CAPITAL

The Company was incorporated on 4 February 2015. Accordingly, the share capital in the combined statements of financial position as at 30 September 2012, 2013 and 2014 relates to the aggregate amounts of the Group's share of the share capital of the subsidiaries, JSPL and JEPL.

	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>
				\$	\$	\$
Number of ordinary shares						
Issued and paid up:						
At beginning and end of year	<u>1,825,330</u>	<u>1,825,330</u>	<u>1,825,330</u>	<u>2,595,940</u>	<u>2,595,940</u>	<u>2,595,940</u>

Fully paid ordinary shares, which have no par value, carry one vote per share and carry a right to dividend as and when declared by the Company.

22 EQUITY RESERVE

The equity reserve represents effects of disposal of partial interests in a subsidiary, Ng Ah Sio Investments Pte. Ltd., without loss of control.

23 FELLOW CO-OPERATIVE VENTURERS' INTERESTS

The Group entered into co-operative venturer agreements with third parties to run certain restaurant businesses under Jumbo Seafood (Riverside) ("JSR") and Jumbo Seafood Gallery ("JSG"). The fellow co-operative venturer's interests comprising 35% share of the net assets of the businesses is repayable at the expiry or termination of the co-operative venturer agreements after all liabilities of the businesses to third parties have been paid. In 2013, the subsidiary entered into a Deed of Termination with the fellow co-operative venturer that provided for the termination of the co-operative venturer agreements and the transfer of the fellow co-operative venturer's interests of both JSR and JSG to the Group for \$3,136,320 if certain conditions are met by the end of 2015, failing which the Deed of Termination would be null and void.

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24 REVENUE

Revenue comprises sales to customers net of discounts and sales related taxes.

25 OTHER INCOME

	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Government credit schemes	37,694	301,654	608,567
Interest income	25,509	25,161	34,226
Management fees received	172,270	226,941	237,552
Dividend income from an associate	–	–	80,000
Net dividend received from short-term investments	80,123	88,515	114,873
Fair value gains on short-term investments	209,313	119,171	91,188
Gain on disposal of short-term investments	–	91,492	–
Gain on disposal of property, plant and equipment	700	3,000	13,680
Customer rewards card fees	313,705	301,618	390,238
Government grants	149,942	155,649	658,469
Sponsorships	391,342	324,266	97,011
Insurance claims	27,155	20,226	52,254
Sale of waste	48,108	35,822	66,032
Others	61,159	115,564	123,043
	<u>1,517,020</u>	<u>1,809,079</u>	<u>2,567,133</u>

26 OTHER OPERATING EXPENSES

	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Cleaning supplies and services	1,296,671	1,495,712	1,713,839
Credit card commission	1,404,809	1,457,986	1,677,399
Directors' fees			
- Directors of the Company	140,000	160,000	200,000
- Directors of subsidiaries	620,000	690,000	790,000
General supplies	829,752	868,972	1,009,758
Repair and maintenance	738,198	843,407	908,308
Professional fees	506,948	789,851	574,781
Transportation fees	648,440	768,844	824,029
Marketing expense	1,150,948	1,610,594	1,380,995
Other expenses	1,821,717	1,848,921	2,416,926
	<u>9,157,483</u>	<u>10,534,287</u>	<u>11,496,035</u>

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27 INCOME TAX EXPENSE

	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Tax expense comprises:			
Current tax			
- Current year	1,144,506	1,532,306	2,154,519
- Overprovision in respect of prior years	(1,602)	(1,056,979)	(109,500)
Deferred tax (Note 20)			
- Current year	79,131	—	(59,494)
- Overprovision in respect of prior years	—	—	(172,410)
	<u>1,222,035</u>	<u>475,327</u>	<u>1,813,115</u>

Domestic income tax is calculated at 17% (2012 and 2013 : 17%) of the estimated assessable profit for the year. Taxation for other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

The total charge for the year can be reconciled to the accounting profit as follows:

	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Profit before tax	<u>8,872,916</u>	<u>10,021,018</u>	<u>15,590,670</u>
Income tax calculated at 17% (2012 and 2013 : 17%)	1,508,396	1,703,573	2,650,414
Non-deductible items	515,062	477,356	642,261
Tax effect of share of results of associates	(14,417)	10,044	14,907
Tax effect of deduction from tax incentives	(383,873)	(157,843)	(261,887)
Tax effect of exempt income	(444,697)	(504,164)	(705,815)
Effect of different tax rate of subsidiaries operating in other jurisdiction	—	(40,356)	22,113
Deferred tax assets not recognised	—	145,346	—
Utilisation of deferred tax assets previously not recognised	—	—	(126,112)
Effect of tax rebates	—	(69,611)	(102,420)
Overprovision of current tax in respect of prior years	(1,602)	(1,056,979)	(109,500)
Overprovision of deferred tax in respect of prior years	—	—	(172,410)
Others	43,166	(32,039)	(38,436)
	<u>1,222,035</u>	<u>475,327</u>	<u>1,813,115</u>

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27 INCOME TAX EXPENSE (cont'd)

As at the end of the financial year, one of the Group's foreign subsidiaries has the following unutilised tax losses available for offsetting against their future taxable profits:

	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
At beginning of the year	–	–	617,589
Adjustment	–	–	(113,143)
Arising (Utilisation) during the year	–	617,589	(504,446)
At end of the year	<u>–</u>	<u>617,589</u>	<u>–</u>
Unrecorded deferred tax assets on the above balance	<u>–</u>	<u>145,346</u>	<u>–</u>

The realisation of the future income tax benefits from tax loss carry forward from Singapore companies is available for an unlimited future period subject to the conditions imposed by law including the retention of majority shareholders as defined.

The realisation of the future income tax benefits from tax losses carry forward from subsidiaries in the People's Republic of China is available for 5 years subject to the conditions imposed by law.

No deferred tax asset has been recognised on the above tax benefit due to the unpredictability of future profit streams.

28 SEGMENT INFORMATION

Reportable segment

Information reported to the Group's chief operating decision maker for the purposes of resource allocation and assessment of segment performance is specifically focused on the restaurant business which forms the basis of identifying the operating segments of the Group under FRS 108 *Operating Segments*. The aggregated restaurant business is therefore the Group's reportable segment.

The accounting policies of the reportable segment are the same as the Group's accounting policies described in Note 2.

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28 SEGMENT INFORMATION (cont'd)

Geographical information

The Group operates in Singapore and the People's Republic of China.

The following table provides an analysis of the Group's revenue from external customers based on the geographical locations where revenue is generated:

	<u>Sales revenue by geographical market</u>		
	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Singapore	87,664,995	97,623,968	105,874,895
People's Republic of China	—	—	6,529,116
Total	<u>87,664,995</u>	<u>97,623,968</u>	<u>112,404,011</u>

The following is an analysis of the carrying amount of segment assets (non-current assets excluding financial instruments, goodwill and investments in joint ventures and associates) analysed by the geographical locations in which the assets are located:

	<u>Non-current assets</u>		
	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Singapore	10,281,127	10,539,931	10,040,452
People's Republic of China	—	883,516	1,925,206
Total	<u>10,281,127</u>	<u>11,423,447</u>	<u>11,965,658</u>

The non-current assets comprise property, plant and equipment.

Information about major customers

There is no single major customer that contributed more than 5% of the Group's total revenue. The revenue is spread over a broad base of customers.

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29 PROFIT FOR THE YEAR

Profit for the year has been arrived at after charging:

	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Employment benefits - directors of the Company			
- Salary and allowances	813,831	872,315	952,269
- Cost of defined contribution plans	48,030	42,287	32,593
Employment benefits - directors of subsidiaries			
- Salary and allowances	875,537	884,387	923,720
- Cost of defined contribution plans	25,323	25,332	25,434
Key management remuneration other than directors			
- Salary and allowances	391,274	591,097	657,614
- Cost of defined contribution plans	45,591	60,872	63,421
Directors' fees			
- Directors of the Company	140,000	160,000	200,000
- Directors of subsidiaries	620,000	690,000	790,000
Cost of inventories recognised as an expense	35,826,458	37,889,054	42,018,423
Operating lease expenses	6,282,444	7,870,439	8,846,096
Cost of defined contribution plans included in employee benefit expense	1,177,368	1,331,156	1,492,747
Rental paid to directors of subsidiaries	<u>112,100</u>	<u>120,000</u>	<u>132,000</u>

30 COMMITMENTS

The Group as a lessee

Operating lease commitments

	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Minimum lease payments under operating leases recognised as an expense	<u>6,282,444</u>	<u>7,870,439</u>	<u>8,846,096</u>

The Group has operating lease agreements for restaurant outlets. The lease typically runs for a period of three years, with an option to renew the lease contract after that date. The lease term does not contain restrictions on the Group's activities concerning dividends, additional debt or further leasing.

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30 COMMITMENTS (cont'd)

The Group as a lessee (cont'd)

At the end of the financial year, the Group has outstanding commitments under non-cancellable operating leases, which fall due as follows:

	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Within one year	5,013,994	6,363,389	7,160,835
Within two to five years	7,571,800	7,008,577	9,440,753
	<u>12,585,794</u>	<u>13,371,966</u>	<u>16,601,588</u>

Contingent rental for the Group payable at certain percentage of monthly gross turnover has been excluded from the minimum lease rental commitments above.

31 EARNINGS PER SHARE

Earnings per share for the Relevant Periods have been calculated based on the profit for the year attributable to owners of the Company of \$11,520,661 (2013 : \$8,539,044, 2012 : \$6,596,140) and 463,929,800 shares which is arrived at after the sub-division of one share of the Company into approximately 441 shares.

The fully diluted earnings per share and basic earnings per share are the same because there is no dilutive share.

32 DIVIDENDS

On 21 December 2012, a subsidiary, Ng Ah Sio Investments Pte. Ltd., declared and paid a final tax-exempt one-tier dividend of \$4,000 per share (total dividend of \$400,000) to its shareholders in respect of financial year ended 30 September 2013.

On 10 February 2014, a subsidiary, Ng Ah Sio Investments Pte. Ltd., declared and paid a final tax-exempt one-tier dividend of \$3,390 per share (total dividend of \$339,000) to its shareholders in respect of financial year ended 30 September 2014.

On 20 December 2011, a subsidiary, JSPL, declared a final tax-exempt one-tier dividend of \$0.965 per share (total dividend of \$700,000) in respect of financial year ended 30 September 2011. The dividend was paid on 21 December 2011.

On 31 July 2012, a subsidiary, JSPL, declared a first interim tax-exempt one-tier dividend of \$0.414 per share (total dividend of \$300,000) in respect of financial year ended 30 September 2012. The dividend was paid on 31 July 2012.

On 7 December 2012, a subsidiary, JSPL, declared a final tax-exempt one-tier dividend of \$1.241 per share (total dividend of \$900,000) in respect of financial year ended 30 September 2012. The dividend was paid on 21 December 2012.

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32 DIVIDENDS (cont'd)

On 31 July 2013, a subsidiary, JSPL, declared a first interim tax-exempt dividend of \$0.551 per share (total dividend of \$400,000) in respect of financial year ended 30 September 2013. The dividend was paid on 31 July 2013.

On 12 December 2013, a subsidiary, JSPL, declared a second interim tax-exempt one-tier dividend of \$1.241 per share (total dividend of \$900,000) in respect of financial year ended 30 September 2013. The dividend was paid on 27 December 2013.

On 31 July 2014, a subsidiary, JSPL, declared a first interim tax-exempt dividend of \$0.551 per share (total dividend of \$400,000) in respect of financial year ended 30 September 2014. The dividend was paid on 31 July 2014.

On 13 January 2012, a subsidiary, JEPL, declared and paid a dividend of \$0.035 per share (total dividend \$385,000) in respect of financial year ended 30 September 2011.

On 27 December 2012, a subsidiary, JEPL, declared and paid an interim dividend of \$0.036 per share (total dividend \$396,000) in respect of financial year ended 30 September 2012.

33 NET TANGIBLE ASSETS

	<u>2012</u>	<u>2013</u>	<u>2014</u>
	\$	\$	\$
Total assets	47,152,806	57,550,546	71,009,549
Less goodwill	(782,088)	(782,088)	(782,088)
Less current liabilities	(13,671,383)	(16,466,529)	(18,022,994)
Less non-current liabilities	(1,248,815)	(1,396,850)	(968,634)
Net tangible assets	<u>31,450,520</u>	<u>38,905,079</u>	<u>51,235,833</u>

34 EVENTS AFTER THE FINANCIAL YEAR

On 21 November 2014, a subsidiary, JSPL, declared a second interim tax-exempt one-tier dividend of \$1.38 per share (total dividend of \$1,000,000) in respect of financial year ended 30 September 2014. The dividend was paid on 1 December 2014.

On 31 December 2014, the Group acquired the remaining 49% interests in Ng Ah Sio Investments Pte. Ltd. (Note 1).

On 18 June 2015, a subsidiary, JGR, acquired all of the issued and paid-up share capital of Jumbo Catering Pte. Ltd. with a purchase consideration of \$2.

On 12 August 2015, the shareholders of JSPL and the shareholders of JEPL executed the Restructuring Deed. Pursuant to the Restructuring Deed, the parties agreed, inter alia, the following:

- (i) the declaration and payment of the proposed Conditional Interim Dividend of \$51.7 million;

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34 EVENTS AFTER THE FINANCIAL YEAR (cont'd)

- (ii) the completion of the proposed Share Swap where the Company acquired all of the issued and paid-up share capital of JSPL and JEPL for an aggregate purchase consideration of \$5.4 million, with allotment and issue of an aggregate of 725,330 new shares to JSPL shareholders and an aggregate of 325,872 new shares to JEPL shareholders where certain new shares will be issued and allotted to JBO instead;
- (iii) the completion of the issue of new shares by the Company to the fellow co-operative venturers where the Group paid an aggregate consideration of approximately \$3.73 million, with the consideration satisfied by allotment and issue of an aggregate of 13,476,200 new shares at \$0.25 per share by the Company and \$0.36 million cash to the fellow co-operative venturers; and
- (iv) the completion of the issue of new shares by the Company to non-controlling interests where the Group paid an aggregate consideration of approximately \$0.81 million, with the consideration satisfied by allotment and issue of an aggregate of 3,594,000 new shares at \$0.225 per share by the Company.

At an extraordinary general meeting held on 19 October 2015, the shareholders approved, *inter alia*, the following:

- (i) the conversion of the Company into a public company limited by shares and the consequential change of the name to "Jumbo Group Limited";
- (ii) the adoption of the new articles;
- (iii) the sub-division of 1,051,204 shares into 463,929,800 shares following the Restructuring Exercise;
- (iv) the allotment and issue of the new shares which are the subject of the invitation. The new shares, when allotted, issued and fully paid-up, will rank *pari passu* in all respects with the existing issued and fully paid-up shares;
- (v) the listing and quotation of the shares (including all the issued shares and the new shares) on the Catalist;
- (vi) the adoption of the Jumbo Performance Share Plan ("PSP") and that the Directors be authorised to allot and issue shares upon the release of awards granted under the PSP; and
- (vii) the adoption of the Jumbo Employee Share Option Scheme ("ESOS") and that the Directors be authorised to allot and issue option shares upon the exercise of options granted under the ESOS.

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STATEMENT OF DIRECTORS

In the opinion of the directors, the financial statements of the Group as set out on pages A-3 to A-59 are drawn up so as to give a true and fair view of the state of affairs of the Group as at 30 September 2012, 2013 and 2014 and of the results, changes in equity and cash flows of the Group for the years ended 30 September 2012, 2013 and 2014 and at the date of this statement, there are reasonable grounds to believe that the Group will be able to pay its debts as and when they fall due.

ON BEHALF OF THE DIRECTORS

Ang Kiam Meng
Director

Jacqueline Tan Yong Chuan
Director

28 October 2015

**ANNEX B: INDEPENDENT AUDITORS' REVIEW REPORT AND THE INTERIM
CONDENSED UNAUDITED COMBINED FINANCIAL STATEMENTS FOR THE
SIX-MONTH PERIOD ENDED 31 MARCH 2015**

**INDEPENDENT AUDITORS' REVIEW REPORT ON INTERIM CONDENSED UNAUDITED COMBINED
FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED 31 MARCH 2015**

28 October 2015

The Board of Directors
Jumbo Group Limited
7 Kaki Bukit Road 1
#05-01/02
Singapore 415937

Dear Sirs,

Introduction

We have reviewed the accompanying interim condensed unaudited combined financial statements of Jumbo Group Limited (the "Company") and its subsidiaries (the "Group") which comprise the condensed combined statement of financial position of the Group as at 31 March 2015, and the related condensed combined statements of profit or loss and other comprehensive income, changes in equity and cash flows of the Group for the six months ended 31 March 2015, and selected explanatory notes as set out on pages B-3 to B-29. Management is responsible for the preparation of the interim condensed combined financial statements in accordance with the Singapore Financial Reporting Standard 34, *Interim Financial Reporting* ("FRS 34"). Our responsibility is to express a conclusion on the interim condensed unaudited combined financial statements based on our review.

Scope of Review

We conducted our review in accordance with Singapore Standard on Review Engagements 2410, *"Review of Interim Financial Information Performed by the Independent Auditor of the Entity"*. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Singapore Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed unaudited combined financial statements is not prepared, in all material respects, in accordance with FRS 34.

Other Matters

Other than the Group's combined statement of financial position as at 30 September 2014 which has been audited, all other comparative figures have not been audited nor reviewed. The interim condensed unaudited combined financial information for the corresponding six months period ended 31 March 2014 is the responsibility of the management.

**ANNEX B: INDEPENDENT AUDITORS' REVIEW REPORT AND THE INTERIM
CONDENSED UNAUDITED COMBINED FINANCIAL STATEMENTS FOR THE
SIX-MONTH PERIOD ENDED 31 MARCH 2015**

**INDEPENDENT AUDITORS' REVIEW REPORT ON INTERIM CONDENSED UNAUDITED COMBINED
FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED 31 MARCH 2015 (cont'd)**

Restriction on Distribution and Use

This report has been prepared solely to you for inclusion in the offer document in connection with the proposed listing of Jumbo Group Limited on Catalist, the sponsor-supervised board of the Singapore Exchange Securities Trading Limited and for no other purpose.

Deloitte & Touche LLP
Public Accountants and
Chartered Accountants
Singapore

Ong Bee Yen
Partner

**ANNEX B: INDEPENDENT AUDITORS' REVIEW REPORT AND THE INTERIM
CONDENSED UNAUDITED COMBINED FINANCIAL STATEMENTS FOR THE
SIX-MONTH PERIOD ENDED 31 MARCH 2015**

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

**CONDENSED COMBINED STATEMENT OF FINANCIAL POSITION
As at 31 March 2015**

	<u>Note</u>	31 March 2015 (Unaudited) \$	30 September 2014 (Audited) \$
<u>ASSETS</u>			
Current assets			
Cash and cash equivalents	8	52,634,980	47,437,976
Trade and other receivables	9	5,555,414	5,345,814
Short-term investments	10	2,846,888	3,390,814
Inventories	11	1,116,111	1,215,741
Structured fixed deposit		200,000	200,000
Total current assets		62,353,393	57,590,345
Non-current assets			
Investments in associates	12	387,953	358,158
Available-for-sale investment	13	75,000	75,000
Goodwill		782,089	782,088
Property, plant and equipment	14	12,712,313	11,965,658
Club memberships		238,300	238,300
Total non-current assets		14,195,655	13,419,204
Total assets		76,549,048	71,009,549

**ANNEX B: INDEPENDENT AUDITORS' REVIEW REPORT AND THE INTERIM
CONDENSED UNAUDITED COMBINED FINANCIAL STATEMENTS FOR THE
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JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

**CONDENSED COMBINED STATEMENT OF FINANCIAL POSITION (cont'd)
As at 31 March 2015**

	<u>Note</u>	31 March 2015 (Unaudited) \$	30 September 2014 (Audited) \$
<u>LIABILITIES AND EQUITY</u>			
Current liabilities			
Trade and other payables	15	12,821,746	13,830,557
Finance leases	16	93,853	113,879
Bank borrowing	17	108,528	116,412
Provision for reinstatement costs	18	1,606,141	1,569,350
Income tax payable		2,239,055	2,392,796
Total current liabilities		<u>16,869,323</u>	<u>18,022,994</u>
Non-current liabilities			
Finance leases	16	158,056	200,704
Bank borrowing	17	635,999	674,582
Deferred tax liability	19	93,348	93,348
Total non-current liabilities		<u>887,403</u>	<u>968,634</u>
Capital and reserves			
Share capital	20	2,595,942	2,595,940
Currency translation reserve		173,014	22,635
Equity reserve	21	94,702	94,702
Retained earnings		48,962,564	44,395,799
Equity attributable to owners of the Company		<u>51,826,222</u>	<u>47,109,076</u>
Fellow co-operative venturers' interests	22	4,474,954	3,288,106
Non-controlling interests		2,491,146	1,620,739
Total equity		<u>58,792,322</u>	<u>52,017,921</u>
Total liabilities and equity		<u><u>76,549,048</u></u>	<u><u>71,009,549</u></u>

See accompanying notes to financial statements

**ANNEX B: INDEPENDENT AUDITORS' REVIEW REPORT AND THE INTERIM
CONDENSED UNAUDITED COMBINED FINANCIAL STATEMENTS FOR THE
SIX-MONTH PERIOD ENDED 31 MARCH 2015**

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

**CONDENSED COMBINED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE
INCOME**

Six months from 1 October 2014 to 31 March 2015

	<u>Note</u>	1 October 2014 to 31 March 2015 (Unaudited) \$	1 October 2013 to 31 March 2014 (Unaudited) \$
Revenue	23	62,174,398	55,804,502
Raw materials and consumables used		(22,630,631)	(21,311,856)
Changes in inventories		(99,630)	723,577
Other income	24	1,663,177	941,769
Employee benefits expense		(17,477,349)	(15,080,195)
Operating lease expenses		(5,033,420)	(4,374,659)
Utilities expenses		(1,851,059)	(1,742,907)
Depreciation expense		(1,794,054)	(1,526,033)
Other operating expenses	25	(6,727,950)	(5,808,952)
Finance costs		(15,250)	(12,946)
Share of results of associates	12	29,795	24,247
Profit before income tax		8,238,027	7,636,547
Income tax expense	26	(1,234,733)	(431,328)
Profit for the period	28	7,003,294	7,205,219
Other comprehensive income:			
<i>Items that may be reclassified subsequently to profit or loss</i>			
Exchange differences arising on translation of foreign operations		201,105	(23,564)
Other comprehensive income for the period, net of tax		201,105	(23,564)
Total comprehensive income for the period		7,204,399	7,181,655
Profit attributable to:			
Owners of the Company		5,566,765	6,250,364
Fellow co-operative venturers		1,186,848	825,023
Non-controlling interests		249,681	129,832
		7,003,294	7,205,219
Total comprehensive income attributable to:			
Owners of the Company		5,717,144	6,232,722
Fellow co-operative venturers		1,186,848	825,023
Non-controlling interests		300,407	123,910
		7,204,399	7,181,655
Basic and diluted earnings per share (cents):	30	1.2	1.3

See accompanying notes to financial statements

**ANNEX B: INDEPENDENT AUDITORS' REVIEW REPORT AND THE INTERIM CONDENSED UNAUDITED COMBINED
FINANCIAL STATEMENTS FOR THE SIX-MONTH PERIOD ENDED 31 MARCH 2015**

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

**CONDENSED COMBINED STATEMENT OF CHANGES IN EQUITY
Six months from 1 October 2014 to 31 March 2015**

	Share capital \$	Currency translation reserve \$	Equity reserve \$	Retained earnings \$	Equity attributable to owners of the Company \$	Fellow co-operative venturers' interests \$	Non- controlling interests \$	Total \$
Balance at 1 October 2013 (Audited)	2,595,940	7,850	94,702	34,175,138	36,873,630	1,460,362	1,353,175	39,687,167
Total comprehensive income for the period:								
Profit for the period	–	–	–	6,250,364	6,250,364	825,023	129,832	7,205,219
Other comprehensive income	–	(17,642)	–	–	(17,642)	–	(5,922)	(23,564)
Transactions with owners, recognised directly into equity								
Dividend paid to owners of the Company (Note 31)	–	–	–	(900,000)	(900,000)	–	–	(900,000)
Dividend paid to non-controlling interests	–	–	–	–	–	–	(166,100)	(166,100)
Balance at 31 March 2014 (Unaudited)	2,595,940	(9,792)	94,702	39,525,502	42,206,352	2,285,385	1,310,985	45,802,722
Balance at 1 October 2014 (Audited)	2,595,940	22,635	94,702	44,395,799	47,109,076	3,288,106	1,620,739	52,017,921
Total comprehensive income for the period:								
Profit for the period	–	–	–	5,566,765	5,566,765	1,186,848	249,681	7,003,294
Other comprehensive income	–	150,379	–	–	150,379	–	50,726	201,105
Transactions with owners, recognised directly into equity								
Issue of share capital	2	–	–	–	2	–	–	2
Additional capital contribution from non-controlling interest (Note 32)	–	–	–	–	–	–	570,000	570,000
Dividend paid to owners of the Company (Note 31)	–	–	–	(1,000,000)	(1,000,000)	–	–	(1,000,000)
Balance at 31 March 2015 (Unaudited)	2,595,942	173,014	94,702	48,962,564	51,826,222	4,474,954	2,491,146	58,792,322

See accompanying notes to financial statements

**ANNEX B: INDEPENDENT AUDITORS' REVIEW REPORT AND THE INTERIM
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JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

CONDENSED COMBINED STATEMENT OF CASH FLOWS

Six months from 1 October 2014 to 31 March 2015

	1 October 2014 to 31 March 2015 (Unaudited) \$	1 October 2013 to 31 March 2014 (Unaudited) \$
Operating activities		
Profit before income tax	8,238,027	7,636,547
Adjustments for:		
Depreciation expense	1,794,054	1,526,033
Interest income	(22,708)	(9,447)
Finance costs	15,250	12,946
Dividend income from short-term investments	(95,177)	(67,670)
Loss on property, plant and equipment written off	9,900	–
Gain on disposal of short-term investments	(70,860)	–
Fair value gain on short-term investments	(210,567)	–
Share of results of associates	(29,795)	(24,247)
Operating cash flows before movements in working capital	9,628,124	9,074,162
Trade and other receivables	(209,600)	(124,462)
Inventories	99,630	(723,577)
Trade and other payables	(1,008,811)	(1,137,324)
Cash generated from operations	8,509,343	7,088,799
Interest income	22,708	9,447
Finance costs	(15,250)	(12,946)
Income tax paid	(1,388,474)	(449,784)
Net cash from operating activities	7,128,327	6,635,516
Investing activities		
Acquisition of property, plant and equipment [Note (a)]	(2,369,479)	(1,638,606)
Proceeds from disposal of short-term investments	830,860	–
Dividend income from short-term investments	95,177	67,670
Acquisition of club membership	–	(203,300)
Acquisition of additional investment in an associate	–	(44,000)
Acquisition of available-for-sale investment	–	(75,000)
Acquisition of short-term investments	(5,507)	(962,978)
Net cash used in investing activities	(1,448,949)	(2,856,214)

**ANNEX B: INDEPENDENT AUDITORS' REVIEW REPORT AND THE INTERIM
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JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

CONDENSED COMBINED STATEMENT OF CASH FLOWS (cont'd)
Six months from 1 October 2014 to 31 March 2015

	1 October 2014 to 31 March 2015 (Unaudited) \$	1 October 2013 to 31 March 2014 (Unaudited) \$
Financing activities		
Proceeds from issue of shares	2	—
Additional capital contribution from non-controlling interests in a subsidiary	570,000	—
Dividend paid to owners of the Company	(1,000,000)	(900,000)
Dividend paid to non-controlling interests	—	(166,110)
Repayment of bank borrowing	(46,467)	(47,002)
Repayment of finance leases	(62,674)	(60,522)
Net cash used in financing activities	<u>(539,139)</u>	<u>(1,173,634)</u>
Net increase in cash and cash equivalents	5,140,239	2,605,668
Cash and cash equivalents at beginning of the period	47,437,976	37,435,304
Effect of foreign exchange rate changes	56,765	(23,564)
Cash and cash equivalents at end of the period (Note 8)	<u><u>52,634,980</u></u>	<u><u>40,017,408</u></u>
Note (a):		
Purchase of property, plant and equipment	(2,406,270)	(1,638,606)
Add non-cash movement:		
- Provision for reinstatement costs (Note 18)	36,791	—
	<u><u>(2,369,479)</u></u>	<u><u>(1,638,606)</u></u>

See accompanying notes to financial statements

ANNEX B: INDEPENDENT AUDITORS' REVIEW REPORT AND THE INTERIM CONDENSED UNAUDITED COMBINED FINANCIAL STATEMENTS FOR THE SIX-MONTH PERIOD ENDED 31 MARCH 2015

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

NOTES TO INTERIM CONDENSED COMBINED FINANCIAL STATEMENTS For period ended 31 March 2015

1 GENERAL

The Company (Registration No. 201503401Z) is incorporated in the Republic of Singapore with its principle place of business and the registered office at 7 Kaki Bukit Road 1, #05-01/02, Singapore 415937. The interim condensed combined financial statements are expressed in Singapore dollars.

The principal activity of the Company is that of an investment holding company.

The principle activities of the Group are disclosed in the audited combined financial statements for the years ended 30 September 2012, 2013 and 2014.

In preparation for the proposed listing of the Company on the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Company underwent a restructuring exercise to streamline and rationalise the group structure which are disclosed in the audited combined financial statements for the years ended 30 September 2012, 2013 and 2014.

These interim condensed combined financial statements have been prepared solely in connection with the proposed listing of the Company on Catalist, the sponsor-supervised board of SGX-ST.

The interim condensed combined financial statements for the Group for the six months ended 31 March 2015 were authorised for issue by the Board of Directors on 28 October 2015.

2 BASIS OF PREPARATION

The interim condensed combined financial statements for the six months ended 31 March 2015 have been prepared in accordance with Singapore Financial Reporting Standard 34 *Interim Financial Reporting* ("FRS 34").

The interim condensed combined financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's audited combined financial statements for the years ended 30 September 2012, 2013 and 2014.

2.1 ***Adoption of new and revised standards***

On 1 October 2014, the Group adopted all the new and revised FRSs and Interpretations of FRS ("INT FRS") that are effective from that date and are relevant to its operations. The adoption of these new/revised FRSs and INT FRSs does not result in changes to the Group's accounting policies and has no material effect on the amounts reported for the current or prior periods.

ANNEX B: INDEPENDENT AUDITORS' REVIEW REPORT AND THE INTERIM CONDENSED UNAUDITED COMBINED FINANCIAL STATEMENTS FOR THE SIX-MONTH PERIOD ENDED 31 MARCH 2015

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

NOTES TO INTERIM CONDENSED COMBINED FINANCIAL STATEMENTS For period ended 31 March 2015

2 BASIS OF PREPARATION (cont'd)

2.2 *New and revised FRSs in issue but not yet effective*

The Group has not applied the following new and revised FRSs that have been issued but are not yet effective:

- FRS 109 *Financial Instruments*³
- FRS 115 *Revenue from Contracts with customers*²
- Amendments to FRS 111 *Accounting for Acquisitions of Interest in Joint Operations*¹
- Amendments to FRS 16 and FRS 38 *Clarification of Acceptable Methods of Depreciation and Amortisation*²

1 Applies to annual periods beginning on or after 1 January 2016, with early application permitted.

2 Applies to annual periods beginning on or after 1 January 2017, with early application permitted.

3 Applies to annual periods beginning on or after 1 January 2018, with early application permitted.

Consequential amendments were also made to various standards as a result of these new/revised standards. Management anticipates that the adoption of the above FRSs and amendments to FRS in future period will not have a material impact on the financial information in the period of their initial adoption.

FRS 109 *Financial Instruments*

FRS 109 Financial Instruments sets out the requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. Under the standard, financial assets are classified on the basis of the business model within which they are held and their contractual cash flow characteristics. On the other hand, most of the requirements for financial liabilities are carried forward unchanged from FRS 39. However, the requirements related to the fair value option for financial liabilities are changed to address own credit risk which entities are permitted to early apply in isolation. The standard contains the impairment requirements relating to the accounting for an entity's expected credit losses on its financial assets and commitments to extend credit. It also contains new requirements on hedge accounting which are aligned more closely with risk management and establish a more principle-based approach to hedge accounting. However, specific accounting for open portfolios or macro hedging is not addressed and would be discussed in a separate project.

This Standard replaces FRS 39 Financial Instruments: Recognition and Measurement.

ANNEX B: INDEPENDENT AUDITORS' REVIEW REPORT AND THE INTERIM CONDENSED UNAUDITED COMBINED FINANCIAL STATEMENTS FOR THE SIX-MONTH PERIOD ENDED 31 MARCH 2015

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

NOTES TO INTERIM CONDENSED COMBINED FINANCIAL STATEMENTS For period ended 31 March 2015

2 BASIS OF PREPARATION (cont'd)

2.2 *New and revised FRSs in issue but not yet effective (cont'd)*

Key requirements of FRS 109:

- All recognised financial assets that are within the scope of FRS 39 are now required to be subsequently measured at amortised cost or fair value through profit or loss (FVTPL). Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured at fair value through other comprehensive income ("FVTOCI"). All other debt investments and equity investments are measured at FVTPL at the end of subsequent accounting periods. In addition, under FRS 109, entities may make an irrevocable election, at initial recognition, to measure an equity investment (that is not held for trading) at FVTOCI, with only dividend income generally recognised in profit or loss.
- With regard to the measurement of financial liabilities designated as at FVTPL, FRS 109 requires that the amount of change in fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch to profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss. Under FRS 109, the entire amount of the change in the fair value of the financial liability designated as at FVTPL is presented in profit or loss.
- In relation to the impairment of financial assets, FRS 109 requires an expected credit loss model, as opposed to an incurred credit loss model under FRS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.
- The new general hedge accounting requirements retain the three types of hedge accounting mechanisms currently available in FRS 39. Under FRS 109, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principle of an 'economic relationship'. Retrospective assessment of hedge effectiveness is also no longer required. Enhanced disclosure requirements about and entity's risk management activities have also been introduced.

ANNEX B: INDEPENDENT AUDITORS' REVIEW REPORT AND THE INTERIM CONDENSED UNAUDITED COMBINED FINANCIAL STATEMENTS FOR THE SIX-MONTH PERIOD ENDED 31 MARCH 2015

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

NOTES TO INTERIM CONDENSED COMBINED FINANCIAL STATEMENTS For period ended 31 March 2015

2 BASIS OF PREPARATION (cont'd)

2.2 *New and revised FRSs in issue but not yet effective (cont'd)*

Key requirements of FRS 109: (cont'd)

The management does not anticipate that the application of FRS 109 will have a significant impact on the financial information of the Group in the period of initial application.

FRS 115 *Revenue from Contracts with Customers*

FRS 115 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. FRS 115 will supersede the current revenue recognition guidance including FRS 18 *Revenue*, FRS 11 *Construction Contracts* and the related Interpretations when it becomes effective.

The core principle of FRS 115 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to the performance obligations in the contract.
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

Under FRS 115, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in FRS 115 to deal with specific scenarios. Furthermore, extensive disclosures are required by FRS 115.

The management does not anticipate that the application of FRS 115 will have a significant impact on the financial information of the Group in the period of initial application.

3 SIGNIFICANT ACCOUNTING POLICIES

The accounting policies adopted in the preparation of the interim condensed combined financial statements are consistent with those followed in the preparation of the Group's audited combined financial statements for the years ended 30 September 2012, 2013 and 2014.

4 OPERATIONS IN THE INTERIM PERIOD

As the Group financial year commences on 1 October and the principal activities of the Group are those relating to the operation of restaurants and investment in restaurants, it follows, hence that the revenue from the restaurant business is generally stronger from January to March due to the festive season.

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NOTES TO INTERIM CONDENSED COMBINED FINANCIAL STATEMENTS

For period ended 31 March 2015

5 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The critical judgements and key sources of estimation uncertainty made by the management remains unchanged from the audited combined financial statements.

6 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISKS MANAGEMENT

There has been no change in the financial risk management of the Group and the Group's overall capital risk management remains unchanged from the audited combined financial statements.

7 HOLDING COMPANY, RELATED COMPANIES AND RELATED PARTIES TRANSACTIONS

Some of the Group's transactions and arrangements are with related parties and the effects of these on the basis determined between the parties are reflected in these financial statements. The intercompany balances are unsecured, repayable on demand and interest-free, unless otherwise stated.

The ultimate controlling parties are Mr Ang Hon Nam and his family members whose interests in the Company are held through their shareholdings in the Company.

In addition to the information disclosed elsewhere in the financial statements, the Group entered into the following significant transactions:

	31 March 2015 (Unaudited) \$	30 September 2014 (Audited) \$
Purchase of goods from a related party	1,296,668	2,459,864
Consultancy services provided by a related party	18,387	120,000
Rental paid to a related party	<u>22,800</u>	<u>45,600</u>

8 CASH AND CASH EQUIVALENTS

	31 March 2015 (Unaudited) \$	30 September 2014 (Audited) \$
Cash and bank balances	38,159,698	40,967,804
Fixed deposits	<u>14,475,282</u>	<u>6,470,172</u>
	<u>52,634,980</u>	<u>47,437,976</u>

The fixed deposits with a bank mature within a year and bear interests ranging from 0.05% to 0.61% (30 September 2014 : 0.05% to 0.43%) per annum.

**ANNEX B: INDEPENDENT AUDITORS' REVIEW REPORT AND THE INTERIM
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**NOTES TO INTERIM CONDENSED COMBINED FINANCIAL STATEMENTS
For period ended 31 March 2015**

9 TRADE AND OTHER RECEIVABLES

	31 March 2015 (Unaudited) \$	30 September 2014 (Audited) \$
Trade receivables		
- outside parties	1,142,158	1,194,450
- associates	106,921	106,825
Other receivables		
- outside parties	14,915	52,413
- associates	175,000	175,000
- allowance for doubtful debts - associates	(175,000)	(175,000)
Staff loans	137,067	148,582
Refundable deposits	2,964,590	2,789,584
Prepayments	1,189,763	1,053,960
	<u>5,555,414</u>	<u>5,345,814</u>

The credit period for trade receivable on sale of goods ranges from 3 to 30 days (30 September 2014 : 3 to 30 days). No interest is charged on the outstanding balances.

Analysis of trade receivables:

	31 March 2015 (Unaudited) \$	30 September 2014 (Audited) \$
Not past due	941,921	1,177,873
Past due < 120 days	297,136	113,384
Past due ≥ 120 days yet within 12 months but not impaired	—	2,835
Past due exceeding 12 months but not impaired	10,022	7,183
	<u>1,249,079</u>	<u>1,301,275</u>

Trade receivables which are past due but are not impaired as there has not been a significant change in credit quality and the amounts are still considered recoverable.

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NOTES TO INTERIM CONDENSED COMBINED FINANCIAL STATEMENTS
For period ended 31 March 2015

9 TRADE AND OTHER RECEIVABLES (cont'd)

Movement in allowances for doubtful debts:

	31 March 2015 (Unaudited) \$	30 September 2014 (Audited) \$
Balance at beginning of the period	175,000	276,070
Doubtful debts written off against allowance	—	(101,070)
Balance at end of the period	<u>175,000</u>	<u>175,000</u>

The Group has specifically provided for the non-recoverability of \$175,000 (30 September 2014 : \$175,000) owing from an associate investment which management is of the view that repayment is not probable in the near future. The Group has not provided for non-recoverability for other past due debts as there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

Other receivables are unsecured, interest-free and repayable on demand.

The refundable deposits are placed with reputable financial institutions. There has not been a significant change in credit quality of refundable deposits and prepayment. The amounts are considered recoverable.

10 SHORT-TERM INVESTMENTS

	31 March 2015 (Unaudited) \$	30 September 2014 (Audited) \$
Quoted equity shares, at fair value	<u>2,846,888</u>	<u>3,390,814</u>

The investments above include investments in quoted equity securities that offer the Group the opportunity for return through dividend income and fair value gains. They have no fixed maturity or coupon rate. The fair values of these securities are based on closing quoted market prices at the end of the financial period.

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NOTES TO INTERIM CONDENSED COMBINED FINANCIAL STATEMENTS

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10 SHORT-TERM INVESTMENTS (cont'd)

Financial instruments measured at fair value

	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Cost</u>
	\$	\$	\$	\$	\$
Financial assets					
<u>As at 31 March 2015</u>					
Financial assets at fair value through profit or loss (comprising short-term investments)					
- Quoted equity shares	<u>2,846,888</u>	<u>2,846,888</u>	<u>-</u>	<u>-</u>	<u>-</u>
<u>As at 30 September 2014</u>					
Financial assets at fair value through profit or loss (comprising short-term investments)					
- Quoted equity shares	<u>3,390,814</u>	<u>3,390,814</u>	<u>-</u>	<u>-</u>	<u>-</u>

11 INVENTORIES

	<u>31 March 2015</u> (Unaudited)	<u>30 September 2014</u> (Audited)
	\$	\$
Consumables	943,349	1,052,582
Liquor and beverages	172,762	163,159
	<u>1,116,111</u>	<u>1,215,741</u>

12 INVESTMENTS IN ASSOCIATES

	<u>31 March 2015</u> (Unaudited)	<u>30 September 2014</u> (Audited)
	\$	\$
Unquoted equity shares – at cost	744,000	744,000
Accumulated impairment losses	(459,631)	(459,631)
Share of post-acquisition results	103,584	73,789
	<u>387,953</u>	<u>358,158</u>

Management carried out a review of the investments in associates having regard to the existing performance of the associates that had indicators of impairment and concluded that no further impairment loss is necessary.

ANNEX B: INDEPENDENT AUDITORS' REVIEW REPORT AND THE INTERIM CONDENSED UNAUDITED COMBINED FINANCIAL STATEMENTS FOR THE SIX-MONTH PERIOD ENDED 31 MARCH 2015

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12 INVESTMENTS IN ASSOCIATES (cont'd)

Details of the associates are as follows:

Name	Principal activities	Country of incorporation and operation	Proportion of ownership interest and voting power held	
			31	30
			March	September
			<u>2015</u>	<u>2014</u>
			(Unaudited)	(Audited)
			%	%
Associates held by				
Jumbo Group of Restaurants Pte. Ltd.				
Seafood Republic Pte. Ltd. ("SRPL") ⁽²⁾	Operation and management of restaurants	Singapore	20	20
Singapore Seafood Republic Pte. Ltd. ("SSRPL") ⁽¹⁾	Investment holding	Singapore	25	25
SSR Sentosa Pte. Ltd. ("SSR Sentosa")	Operation and management of restaurant	Singapore	25	25
Associate held by Seafood				
Republic Pte. Ltd. ("SRPL")				
Claypot Venture Pte. Ltd. ("CVPL") ⁽²⁾	Operation and management of restaurant	Singapore	—	40

⁽¹⁾ The Group has not recognised profits amounting to \$54,018 (30 September 2014 : \$70,266) for SSRPL as the investment in SSRPL had been fully impaired. The accumulated losses not recognised were \$480,829 (30 September 2014 : \$534,847).

⁽²⁾ In December 2014, the Group's associate, SRPL, terminated the shareholders' agreement for its investment in CVPL. In an Extraordinary Meeting held on December 10, 2014, the shareholders of SRPL resolved to dispose its investment in CVPL for a total consideration of \$1.

13 AVAILABLE-FOR-SALE INVESTMENT

	31 March 2015 (Unaudited) \$	30 September 2014 (Audited) \$
Unquoted equity shares, at cost	75,000	75,000

The investment in unquoted equity investments represents 15% unquoted equity interest in Slappy Cakes (Singapore) Pte. Ltd, a company incorporated in Singapore.

The management of the Group is of the view that the fair value of unquoted equity shares cannot be measured reliably as there is a wide range of reasonable fair value estimates and the probabilities of the various estimates cannot be reasonably assessed.

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14 PROPERTY, PLANT AND EQUIPMENT

	Audio, visual and office equipment \$	Kitchen equipment and utensils \$	Furniture and fittings \$	Renovation \$	Leasehold industrial buildings \$	Motor vehicles \$	Total \$
Cost:							
At 1 October 2013 (Audited)	2,447,060	2,680,934	3,252,278	8,807,819	4,941,144	1,081,553	23,210,788
Additions	558,038	748,078	395,455	1,709,444	–	268,279	3,679,294
Disposal	–	–	–	–	–	(97,814)	(97,814)
Exchange difference	147	1,644	96	4,831	–	–	6,718
At 30 September 2014 (Audited)	3,005,245	3,430,656	3,647,829	10,522,094	4,941,144	1,252,018	26,798,986
Additions	141,019	844,380	261,577	1,044,494	–	114,800	2,406,270
Written off	(2,415)	(17,230)	–	(6,300)	–	–	(25,945)
Exchange difference	8,545	46,196	4,119	113,931	–	–	172,791
At 31 March 2015 (Unaudited)	3,152,394	4,304,002	3,913,525	11,674,219	4,941,144	1,366,818	29,352,102
Accumulated depreciation:							
At 1 October 2013 (Audited)	1,644,678	1,667,036	2,152,930	5,522,109	462,506	338,082	11,787,341
Depreciation for the year	464,667	364,037	548,629	1,523,668	104,652	121,535	3,127,188
Disposal	–	–	–	–	–	(84,756)	(84,756)
Exchange difference	299	1,240	113	1,903	–	–	3,555
At 30 September 2014 (Audited)	2,109,644	2,032,313	2,701,672	7,047,680	567,158	374,861	14,833,328
Depreciation for the period	276,398	249,667	277,383	875,897	52,326	62,383	1,794,054
Written off	(287)	(9,458)	–	(6,300)	–	–	(16,045)
Exchange difference	2,420	9,853	916	15,263	–	–	28,452
At 31 March 2015 (Unaudited)	2,388,175	2,282,375	2,979,971	7,932,540	619,484	437,244	16,639,789
Carrying amount:							
At 30 September 2014 (Audited)	895,601	1,398,343	946,157	3,474,414	4,373,986	877,157	11,965,658
At 31 March 2015 (Unaudited)	764,219	2,021,627	933,554	3,741,679	4,321,660	929,574	12,712,313

The cost of fully depreciated assets still in use for the Group amounted to \$11,305,155 (30 September 2014 : \$8,325,905).

At the end of the financial period, the Group has plant and equipment with carrying amount of \$618,114 (30 September 2014 : \$657,802) under finance leases (Note 16).

Leasehold property amounting to \$2,134,286 (30 September 2014 : \$2,160,000) owned by the Group is mortgaged to secure a loan facility (Note 17).

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15 TRADE AND OTHER PAYABLES

	31 March 2015 (Unaudited) \$	30 September 2014 (Audited) \$
Trade payables	4,198,726	3,848,460
Other payables	1,708,140	1,078,583
Deposits received	357,822	236,917
Accrued employee benefits expense	4,353,369	5,618,493
Accrued directors' fees	495,000	990,000
Accrued operating expense	837,850	891,257
Accrued credits expense	508,307	825,700
Deferred revenue	362,532	341,147
	<u>12,821,746</u>	<u>13,830,557</u>

The credit period on purchases of goods and services is 30 days (30 September 2014 : 30 days).

The Group has a loyalty programme which allows members to accumulate credits when they spend in the Group's restaurants. These credits can be used to partially off-set against billings from the Group's restaurants and/or redeem for certain merchandise. Accrued credits expense relates to the credits issued under the loyalty programme that are expected to be redeemed but are still outstanding as at the end of the financial period.

Deferred revenue relates to deferred rewards card fees which are recognised as income over the membership period.

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16 FINANCE LEASES

	Minimum lease payments		Present of minimum lease payments	
	31 March 2015 (Unaudited) \$	30 September 2014 (Audited) \$	31 March 2015 (Unaudited) \$	30 September 2014 (Audited) \$
Amounts payable under finance leases:				
Within one year	105,428	126,784	93,853	113,879
In the second to fifth year inclusive	174,261	221,485	158,056	200,704
	<u>279,689</u>	<u>348,269</u>	<u>251,909</u>	<u>314,583</u>
Less: Future finance charges	(27,780)	(33,686)	N/A	N/A
Present value of lease obligations	<u>251,909</u>	<u>314,583</u>	251,909	314,583
Less: Amount due for settlement within 12 months (shown under current liabilities)			(93,853)	(113,879)
Amount due for settlement after 12 months			<u>158,056</u>	<u>200,704</u>

It is the Group's policy to lease certain of its motor vehicles under finance lease. The lease term is for a period of 1 to 5 years (30 September 2014 : 1 to 5 years). For the period ended 31 March 2015, the average effective borrowing rate is approximately 4.95% (30 September 2014 : 5.02%) per annum. Interest rates are fixed at the contract date, and thus expose the Group to fair value interest rate risk. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

All lease obligations are denominated in the functional currency of the Company. The Group's obligations under finance leases are secured by the lessor's title to the leased assets.

The fair value of the Group's lease obligations approximates its carrying amount.

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17 BANK BORROWING

	31 March 2015 (Unaudited) \$	30 September 2014 (Audited) \$
Current	108,528	116,412
Non-current	635,999	674,582
	744,527	790,994

This is a bank loan taken up in 19 June 2012 which bears interest of 0.88% per annum over the bank's prevailing three-month cost of funds for the first year, 1.28% per annum over the bank's prevailing three-month cost of funds for the second year and 3% per annum over the bank's prevailing three-month cost of funds for the subsequent years.

Subsequent to the financial year ended 30 September 2014, the bank loan has been refinanced. From 26 December 2014 onwards, the refinanced bank loan bears interest of 0.88% per annum over the bank's prevailing three-month cost of funds for the first year, 1.28% per annum over the bank's prevailing three-month cost of funds for the second year, 3% per annum over the bank's prevailing three-month cost of funds for the third year and 0.75% per annum over the bank's commercial financing rate for subsequent years. Leasehold property amounting to \$2,134,286 (30 September 2014 : \$2,160,000) owned by the Group is mortgaged to secure the loan which is repayable over 90 monthly principal instalments ending on 20 June 2022.

Management estimates the fair value of the above loans to approximate their carrying amounts.

18 PROVISION FOR REINSTATEMENT COSTS

	31 March 2015 (Unaudited) \$	30 September 2014 (Audited) \$
Balance at beginning of period/year	1,569,350	1,473,550
Provision during the period/year	36,791	95,800
Balance at end of period/year	1,606,141	1,569,350

Provision for reinstatement costs are estimation to reinstate the Group's leased premises to their original state upon expiry of the lease. These amounts have not been discounted for the purpose of measuring the provision for reinstatement costs, because the effect is not material.

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19 DEFERRED TAX LIABILITY

The following are the major deferred tax liabilities and assets recognised by the Group, and the movements thereon, during the current and prior reporting reports:

	Tax over book depreciation \$
At 1 October 2013	325,252
Credit to profit or loss for the year	(231,904)
At 30 September 2014 and 31 March 2015	<u>93,348</u>

20 SHARE CAPITAL

The Company was incorporated on 4 February 2015 with a share capital of \$2.

As at 30 September 2014, as the Company has not been incorporated, the share capital in the combined statements of financial position as at 30 September 2014 relates to the aggregate amounts of the Group's share of the share capital of the subsidiaries, Jumbo Seafood Pte. Ltd. (JSPL) and Jardine Enterprise Pte. Ltd. (JEPL).

As the acquisition JSPL and JEPL by the Company is completed on 12 August 2015, the share capital in the interim condensed combined statement of financial position as at 31 March 2015 represents the aggregate amounts of the share capital of the Company and the Group's share of the share capital of the subsidiaries, JSPL and JEPL.

Fully paid ordinary shares, which have no par value, carry one vote per share and carry a right to dividend as and when declared by the Company.

21 EQUITY RESERVE

The equity reserve represents effects of disposal of partial interests in a subsidiary, Ng Ah Sio Investments Pte. Ltd., without loss of control.

22 FELLOW CO-OPERATIVE VENTURERS' INTERESTS

The Group, via a subsidiary, entered into co-operative venture agreements with third parties to run certain restaurant businesses under Jumbo Seafood (Riverside) ("JSR") and Jumbo Seafood Gallery ("JSG"). The fellow co-operative venturer's interests comprising 35% share of the net assets of the businesses is repayable at the expiry or termination of the co-operative venture agreements after all liabilities of the businesses to third parties have been paid. In 2013, the subsidiary entered into a Deed of Termination with the fellow co-operative venturer that provided for the termination of the co-operative venture agreements and the transfer of the fellow co-operative venturer's interests of both JSR and JSG to the Group for \$3,136,320 if certain conditions are met by the end of 2015, failing which the Deed of Termination would be null and void.

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23 REVENUE

Revenue comprises sales to customers net of discounts and sales related taxes.

24 OTHER INCOME

	1 October 2014 to 31 March 2015 (Unaudited) \$	1 October 2013 to 31 March 2014 (Unaudited) \$
Government credit schemes	725,607	221,306
Interest income	22,708	9,447
Management fees received	116,727	118,308
Net dividend received from short-term investments	95,177	67,670
Fair value gains on short-term investments	210,567	–
Gain on disposal of short-term investments	70,860	–
Customer rewards card fees	188,003	180,969
Government grants	62,291	192,645
Sponsorships	10,189	14,828
Insurance claims	86,094	29,007
Sale of waste	14,975	45,363
Others	59,979	62,226
	<u>1,663,177</u>	<u>941,769</u>

25 OTHER OPERATING EXPENSES

	1 October 2014 to 31 March 2015 (Unaudited) \$	1 October 2013 to 31 March 2014 (Unaudited) \$
Cleaning supplies and services	877,454	847,564
Credit card commission	902,817	850,871
Directors' fees		
- Directors of Company	100,000	90,000
- Directors of subsidiaries	395,000	356,000
General supplies	578,398	525,764
Repair and maintenance	570,124	441,430
Professional fees	1,035,257	225,904
Transportation fees	334,487	383,527
Marketing expense	721,967	818,888
Other expenses	1,212,446	1,269,004
	<u>6,727,950</u>	<u>5,808,952</u>

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26 INCOME TAX EXPENSE

	1 October 2014 to 31 March 2015 (Unaudited) \$	1 October 2013 to 31 March 2014 (Unaudited) \$
Tax expense comprises:		
Current tax		
- Current period	1,166,011	1,088,261
- Under (Over) provision in respect of prior years	68,722	(389,466)
Deferred tax		
- Current period	–	(96,278)
- Overprovision in respect of prior years	–	(171,189)
	<u>1,234,733</u>	<u>431,328</u>

Domestic income tax is calculated at 17% of the estimated assessable profit for the period. Taxation for other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

The total charge for the period can be reconciled to the accounting profit as follows:

	1 October 2014 to 31 March 2015 (Unaudited) \$	1 October 2013 to 31 March 2014 (Unaudited) \$
Profit before tax	<u>8,238,027</u>	<u>7,636,547</u>
Income tax calculated at 17% (31 March 2014 : 17%)	1,400,465	1,298,213
Non-deductible items, net	240,070	340,457
Tax effect of deduction from tax incentives	(41,217)	(121,624)
Tax effect of exempt income	(418,448)	(426,694)
Tax effect of share of results of associates	5,065	4,122
Effect of different tax rate of subsidiaries operating in other jurisdiction	32,746	(25,788)
Deferred tax assets not recognised	17,082	–
Effect of tax rebates	(69,752)	(73,420)
Under (Over) provision of current tax in respect of prior years	68,722	(389,466)
Overprovision of deferred tax in respect of prior years	–	(171,189)
Others	–	(3,283)
	<u>1,234,733</u>	<u>431,328</u>

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26 INCOME TAX EXPENSE (cont'd)

As at the end of the financial period, one of the Group's foreign subsidiary has the following unutilised tax losses available for offsetting against its future taxable profits:

	1 October 2014 to 31 March 2015 (Unaudited) \$	1 October 2013 to 31 March 2014 (Unaudited) \$
At beginning of the period	—	504,447
Arising during the period	68,328	—
At end of the period	<u>68,328</u>	<u>504,447</u>
Unrecorded deferred tax assets on the above balance	<u>17,082</u>	<u>126,112</u>

The realisation of the future income tax benefits from tax loss carryforwards from Singapore companies is available for an unlimited future period subject to the conditions imposed by law including the retention of majority shareholders as defined.

The realisation of the future income tax benefits from tax losses carryforwards from subsidiaries in the People's Republic of China is available for 5 years subject to the conditions imposed by law.

No deferred tax asset has been recognised on the above tax benefit due to the unpredictability of future profit streams.

27 SEGMENT INFORMATION

Reportable segment

Information reported to the Group's chief operating decision maker for the purposes of resource allocation and assessment of segment performance is specifically focused on the restaurant business which forms the basis of identifying the operating segments of the Group under FRS 108 *Operating Segments*. The aggregated restaurant business is therefore the Group's reportable segment.

The accounting policies of the reportable segment are the same as the Group's accounting policies described in Note 3.

Geographical information

The Group operates in Singapore and the People's Republic of China.

The following table provides an analysis of the Group's revenue from external customers based on the geographical locations where revenue is generated:

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27 SEGMENT INFORMATION (cont'd)

	Sales revenue by geographical markets	
	1 October 2014 to 31 March 2015 (Unaudited) \$	1 October 2013 to 31 March 2014 (Unaudited) \$
Singapore	57,595,223	53,441,453
People's Republic of China	4,579,175	2,363,049
Total	<u>62,174,398</u>	<u>55,804,502</u>

The following is an analysis of the carrying amount of segment assets (non-current assets excluding financial instruments, goodwill and investments in joint ventures and associates) analysed by the geographical locations in which the assets are located:

	Non-current assets	
	31 March 2015 (Unaudited) \$	31 March 2014 (Unaudited) \$
Singapore	10,994,238	10,188,734
People's Republic of China	1,956,375	2,015,224
Total	<u>12,950,613</u>	<u>12,203,958</u>

The non-current assets comprise property, plant and equipment and club memberships.

Information about major customers

There is no single major customer that contributed more than 5% of the Group's total revenue. The revenue is spread over a broad base of customers.

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28 PROFIT FOR THE PERIOD

Profit for the period has been arrived at after charging:

	1 October 2014 to 31 March 2015 (Unaudited) \$	1 October 2013 to 31 March 2014 (Unaudited) \$
Employment benefits - directors of the Company		
- Salary and allowances	1,009,479	664,269
- Cost of defined contribution plans	25,793	24,193
Employment benefits - directors of subsidiaries		
- Salary and allowances	621,752	573,860
- Cost of defined contribution plans	18,346	16,326
Key management remuneration other than directors		
- Salary and allowances	437,907	431,149
- Cost of defined contribution plans	44,230	41,464
Directors' fees		
- Directors of Company	100,000	90,000
- Directors of subsidiaries	395,000	356,000
Cost of inventories recognised as an expense	22,730,261	20,588,279
Operating lease expenses	5,033,420	4,374,659
Cost of defined contribution plans included in employee benefit expense	920,092	716,476
Rental paid to directors of subsidiaries	66,000	66,000
	<u>66,000</u>	<u>66,000</u>

29 COMMITMENTS

The Group as a lessee

Operating lease commitments

	1 October 2014 to 31 March 2015 (Unaudited) \$	1 October 2013 to 31 March 2014 (Unaudited) \$
Minimum lease payments under operating leases recognised as an expense	<u>5,033,420</u>	<u>4,374,659</u>

The Group has operating lease agreements for restaurant outlets. The lease typically runs for a period of three years, with an option to renew the lease contract after that date. The lease term does not contain restrictions on the Group's activities concerning dividends, additional debt or further leasing.

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29 COMMITMENTS (cont'd)

At the end of the financial period, the Group have outstanding commitments under non-cancellable operating leases, which fall due as follows:

	31 March 2015 (Unaudited) \$	30 September 2014 (Audited) \$
Within one year	7,127,877	7,160,835
Within two to five years	10,664,887	9,440,753
	<u>17,792,764</u>	<u>16,601,588</u>

Contingent rental for the Group payable at certain percentage of monthly gross turnover has been excluded from the minimum lease rental commitments above.

30 EARNINGS PER SHARE

Earnings per share for the Relevant Periods have been calculated based on the profit for the period attributable to owners of the Company of \$5,566,765 (six months ended 31 March 2014 : \$6,250,364) and 463,929,800 shares which is arrived at after the sub-division of one share of the Company into approximately 441 shares.

The fully diluted earnings per share and basic earnings per share are the same because there is no dilutive share.

31 DIVIDENDS

On 12 December 2013, a subsidiary, JSPL, declared a second interim tax-exempt one-tier dividend of \$1.241 per share (total dividend of \$900,000) in respect of financial year ended 30 September 2013. The dividend was paid on 27 December 2013.

On 21 November 2014, a subsidiary, JSPL, declared a second interim tax-exempt one-tier dividend of \$1.38 per share (total dividend of \$1,000,000) in respect of financial year ended 30 September 2014. The dividend was paid on 1 December 2014.

32 NON-CONTROLLING INTEREST

In March 2015, the subsidiary of the Company, JBT (China) Pte. Ltd., issued additional 1,900,000 ordinary shares to existing shareholders in proportionate to their respective equity interests for a total cash consideration of \$1,900,000. The Group and non-controlling interest of JBT (China) Pte. Ltd. contributed \$1,330,000 and \$570,000 respectively.

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33 EVENTS AFTER THE FINANCIAL YEAR

On 18 June 2015, a subsidiary, Jumbo Group of Restaurants Pte Ltd, acquired all of the issued and paid-up share capital of Jumbo Catering Pte Ltd with a purchase consideration of \$2.

On 12 August 2015, the shareholders of JSPL and the shareholders of JEPL executed the restructuring deed. Pursuant to the restructuring deed, the parties agreed, inter alia, the following:

- (i) the declaration and payment of the proposed conditional interim dividend of \$51.7 million;
- (ii) the completion of the proposed share swap where the Company acquired all of the issued and paid-up share capital of JSPL and JEPL for an aggregate purchase consideration of \$5.4 million, with allotment and issue of an aggregate of 725,330 new shares to JSPL shareholders and an aggregate of 325,872 new shares to JEPL shareholders where certain new shares will be issued and allotted to JBO Holdings Pte Ltd (JBO) instead;
- (iii) the completion of the issue of new shares by the Company to the fellow co-operative venturers where the Group paid an aggregate consideration of approximately \$3.73 million, with the consideration satisfied by allotment and issue of an aggregate of 13,476,200 new shares at \$0.25 per share by the Company and \$0.36 million cash to the fellow co-operative venturers; and
- (iv) the completion of the issue of new shares by the Company to non-controlling interests where the Group paid an aggregate consideration of approximately \$0.81 million, with the consideration satisfied by allotment and issue of an aggregate of 3,594,000 new shares at \$0.225 per share by the Company.

At an extraordinary general meeting held on 19 October 2015, the shareholders approved, inter alia, the following:

- (i) the conversion of the Company into a public company limited by shares and the consequential change of the name to "Jumbo Group Limited";
- (ii) the adoption of the new articles;
- (iii) the sub-division of 1,051,204 shares into 463,929,800 shares following the restructuring exercise;
- (iv) the allotment and issue of the new shares which are the subject of the invitation. The new shares, when allotted, issued and fully paid-up, will rank pari passu in all respects with the existing issued and fully paid-up shares;
- (v) the listing and quotation of the shares (including all the issued shares and the new shares) on the Catalist;
- (vi) the adoption of the Jumbo Performance Share Plan ("PSP") and that the Directors be authorised to allot and issue shares upon the release of awards granted under the PSP; and
- (vii) the adoption of the Jumbo Employee Share Option Scheme ("ESOS") and that the Directors be authorised to allot and issue option shares upon the exercise of options granted under the ESOS.

**ANNEX B: INDEPENDENT AUDITORS' REVIEW REPORT AND THE INTERIM
CONDENSED UNAUDITED COMBINED FINANCIAL STATEMENTS FOR THE
SIX-MONTH PERIOD ENDED 31 MARCH 2015**

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

STATEMENT OF DIRECTORS

In the opinion of the directors, the interim condensed unaudited combined financial statements of the Group as set out on pages B-3 to B-29 are drawn up so as to give a true and fair view of the state of affairs of the Group as at 31 March 2015 and of the results, changes in equity and cash flows of the Group for the six months from 1 October 2014 to 31 March 2015 and at the date of this statement, there are reasonable grounds to believe that the Group will be able to pay its debts as and when they fall due.

ON BEHALF OF THE DIRECTORS

Ang Kiam Meng
Director

Jacqueline Tan Yong Chuan
Director

28 October 2015

**ANNEX C: INDEPENDENT AUDITORS' REPORT AND THE COMPILATION OF THE
UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION FOR
THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2014 AND THE SIX-MONTH
PERIOD ENDED 31 MARCH 2015**

**INDEPENDENT AUDITORS' REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA
FINANCIAL INFORMATION OF JUMBO GROUP LIMITED AND ITS SUBSIDIARIES FOR THE
FINANCIAL YEAR ENDED 30 SEPTEMBER 2014 AND THE SIX-MONTH PERIOD ENDED 31 MARCH
2015**

28 October 2015

The Board of Directors
Jumbo Group Limited
7 Kaki Bukit Road 1
#05-01/02
Singapore 415937

Dear Sirs

We have completed our assurance engagement to report on the compilation of the Unaudited Pro Forma Financial Information of Jumbo Group Limited (the "Company") and its subsidiaries (the "Group") by the management of Jumbo Group Limited ("Management"). The Unaudited Pro Forma Financial Information of the Group consists of the pro forma combined statement of financial position as at 30 September 2014 and 31 March 2015, the pro forma combined statement of profit or loss and other comprehensive income for the financial year ended 30 September 2014 and six-month period ended 31 March 2015, and related notes (the "Unaudited Pro Forma Financial Information of the Group") as set out on pages C-4 to C-16 of the Offer Document issued by the Group. The Unaudited Pro Forma Financial Information of the Group has been prepared for illustrative purposes only and based on certain assumptions after making certain adjustments. The applicable criteria on the basis of which the Management of the Group compiled the Unaudited Pro Forma are described in Explanatory Note 2.

The Unaudited Pro Forma Financial Information of the Group has been compiled by the Management to illustrate the impact of the events or transactions set out in Explanatory Note 1 on:

- (i) the unaudited pro forma financial position of the Group as at 30 September 2014 and 31 March 2015 as if the events or transactions had occurred on 30 September 2014 and 31 March 2015 respectively; and
- (ii) the unaudited pro forma financial performance of the Group for the financial year ended 30 September 2014 and six-month period ended 31 March 2015 as if the events or transactions had occurred on 1 October 2013;

As part of this process, information about the Group's financial position and financial performance has been extracted by the Management from the audited combined financial statements of Jumbo Group Limited for the financial years ended 30 September 2012, 2013 and 2014 and interim condensed unaudited combined financial statements for the six-month period ended 31 March 2015 on which an audit and review report has been published respectively.

ANNEX C: INDEPENDENT AUDITORS' REPORT AND THE COMPILATION OF THE UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2014 AND THE SIX-MONTH PERIOD ENDED 31 MARCH 2015

INDEPENDENT AUDITORS' REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION OF JUMBO GROUP LIMITED AND ITS SUBSIDIARIES FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2014 AND THE SIX-MONTH PERIOD ENDED 31 MARCH 2015 (cont'd)

The Management's Responsibility for the Unaudited Pro Forma Financial Information

The Management is responsible for compiling the Unaudited Pro Forma Financial Information of the Group on the basis of the applicable criteria as described in Explanatory Note 2.

Independent Auditors' Responsibility

Our responsibility is to express an opinion about whether the Unaudited Pro Forma Financial Information of the Group has been compiled, in all material respects, by the Management on the basis of the applicable criteria as described in Explanatory Note 2.

We conducted our engagement in accordance with Singapore Standard on Assurance Engagements 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus* ("SSAE 3420") issued by the Institute of Singapore Chartered Accountants. This standard requires that the auditors comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Management has compiled, in all material respects, the Unaudited Pro Forma Financial Information of the Group on the basis of the applicable criteria as described in Explanatory Note 2.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information of the Group, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information of the Group.

The purpose of the Unaudited Pro Forma Financial Information of the Group included in the Offer Document is solely to illustrate the impact of significant events or transactions on unadjusted financial information of the entity as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the events or transactions at the respective dates would have been as presented.

A reasonable assurance engagement to report on whether the Unaudited Pro Forma Financial Information of the Group has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the management in the compilation of the Unaudited Pro Forma Financial Information of the Group provide a reasonable basis for presenting the significant effects directly attributable to the events or transactions, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The Unaudited Pro Forma Financial Information of the Group reflects the proper application of those adjustments to the unadjusted financial information.

**ANNEX C: INDEPENDENT AUDITORS' REPORT AND THE COMPILATION OF THE
UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION FOR
THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2014 AND THE SIX-MONTH
PERIOD ENDED 31 MARCH 2015**

**INDEPENDENT AUDITORS' REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA
FINANCIAL INFORMATION OF JUMBO GROUP LIMITED AND ITS SUBSIDIARIES FOR THE
FINANCIAL YEAR ENDED 30 SEPTEMBER 2014 AND THE SIX-MONTH PERIOD ENDED 31 MARCH
2015 (cont'd)**

The procedures selected depend on the auditor's judgment, having regard to his understanding of the nature of the Group, the event or transaction in respect of which the Unaudited Pro Forma Financial Information of the Group has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information of the Group.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) The Unaudited Pro Forma Financial Information of the Group has been compiled:
 - (i) in a manner consistent with the accounting policies adopted by the Group in its latest audited financial statements, which are in accordance with Singapore Financial Reporting Standards;
 - (ii) on the basis of the applicable criteria stated in Explanatory Note 2 of the Unaudited Pro Forma Financial Information of the Group; and
- (b) each material adjustment made to the information used in the preparation of the Unaudited Pro Forma Financial Information of the Group is appropriate for the purpose of preparing such unaudited financial information.

Restriction of Use and Distribution

This report has been prepared solely to you for inclusion in the Offer Document in connection with the proposed listing of Jumbo Group Limited on Catalist, the sponsor supervised board of the Singapore Exchange Securities Trading Limited and for no other purposes.

Deloitte & Touche LLP
Public Accountants and
Chartered Accountants
Singapore

Ong Bee Yen
Partner

**ANNEX C: INDEPENDENT AUDITORS' REPORT AND THE COMPILATION OF THE
UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION FOR
THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2014 AND THE SIX-MONTH
PERIOD ENDED 31 MARCH 2015**

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

**UNAUDITED PRO FORMA COMBINED STATEMENT OF FINANCIAL POSITION
AS AT 30 SEPTEMBER 2014**

Explanatory notes	Audited combined statement of financial position \$	Unaudited Pro Forma adjustments \$	Unaudited Pro Forma combined statement of financial position \$
<u>ASSETS</u>			
Current assets			
Cash and cash equivalents	47,437,976	–	47,437,976
Trade and other receivables	5,345,814	–	5,345,814
Short-term investments	3,390,814	–	3,390,814
Inventories	1,215,741	–	1,215,741
Structured fixed deposit	200,000	–	200,000
Total current assets	<u>57,590,345</u>	<u>–</u>	<u>57,590,345</u>
Non-current assets			
Investments in associates	358,158	–	358,158
Available-for-sale investment	75,000	–	75,000
Goodwill	782,088	–	782,088
Property, plant and equipment	11,965,658	–	11,965,658
Club memberships	238,300	–	238,300
Total non-current assets	<u>13,419,204</u>	<u>–</u>	<u>13,419,204</u>
Total assets	<u><u>71,009,549</u></u>	<u><u>–</u></u>	<u><u>71,009,549</u></u>

**ANNEX C: INDEPENDENT AUDITORS' REPORT AND THE COMPILATION OF THE
UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION FOR
THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2014 AND THE SIX-MONTH
PERIOD ENDED 31 MARCH 2015**

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

**UNAUDITED PRO FORMA COMBINED STATEMENT OF FINANCIAL POSITION
AS AT 30 SEPTEMBER 2014 (cont'd)**

	Explanatory notes	Audited combined statement of financial position \$	Unaudited Pro Forma adjustments \$	Unaudited Pro Forma combined statement of financial position \$
LIABILITIES AND EQUITY				
Current liabilities				
Trade and other payables	2c, 2d	13,830,557	51,421,244	65,251,801
Finance leases		113,879	–	113,879
Bank borrowing		116,412	–	116,412
Provision for reinstatement costs		1,569,350	–	1,569,350
Income tax payable		2,392,796	–	2,392,796
Total current liabilities		18,022,994	51,421,244	69,444,238
Non-current liabilities				
Finance leases		200,704	–	200,704
Bank borrowing		674,582	–	674,582
Deferred tax liability		93,348	–	93,348
Total non-current liabilities		968,634	–	968,634
Capital and reserves				
Share capital	2a, 2b, 2c	2,595,940	4,177,576	6,773,516
Currency translation reserve		22,635	–	22,635
Equity reserve	2b	94,702	(8,020)	86,682
Retained earnings	2a, 2d	44,395,799	(51,502,214)	(7,106,415)
Equity attributable to owners of the Company		47,109,076	(47,332,658)	(223,582)
Fellow co-operative venturers' interests	2a	3,288,106	(3,288,106)	–
Non-controlling interests	2b	1,620,739	(800,480)	820,259
Total equity		52,017,921	(51,421,244)	596,677
Total liabilities and equity		71,009,549	–	71,009,549

The accompanying notes form an integral part of this unaudited pro forma financial information.

**ANNEX C: INDEPENDENT AUDITORS' REPORT AND THE COMPILATION OF THE
UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION FOR
THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2014 AND THE SIX-MONTH
PERIOD ENDED 31 MARCH 2015**

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

**UNAUDITED PRO FORMA COMBINED STATEMENT OF PROFIT OR LOSS AND OTHER
COMPREHENSIVE INCOME
YEAR ENDED 30 SEPTEMBER 2014**

	Explanatory notes	Audited combined statement of profit or loss and other comprehensive income \$	Unaudited Pro Forma adjustments \$	Unaudited Pro Forma combined statement of profit or loss and other comprehensive income \$
Revenue		112,404,011	—	112,404,011
Raw materials and consumables used		(42,697,103)	—	(42,697,103)
Changes in inventories		678,680	—	678,680
Other income		2,567,133	—	2,567,133
Employee benefits expense		(30,443,058)	—	(30,443,058)
Operating lease expenses		(8,846,096)	—	(8,846,096)
Utilities expenses		(3,506,816)	—	(3,506,816)
Depreciation expense		(3,127,188)	—	(3,127,188)
Other operating expenses		(11,496,035)	—	(11,496,035)
Finance costs		(30,544)	—	(30,544)
Share of results of associates		87,686	—	87,686
Profit before income tax		15,590,670	—	15,590,670
Income tax expense		(1,813,115)	—	(1,813,115)
Profit for the year		13,777,555	—	13,777,555
Other comprehensive income:				
<i>Items that may be reclassified subsequently to profit and loss</i>				
Exchange differences arising on translation of foreign operations		19,309	—	19,309
Other comprehensive income for the year, net of tax		19,309	—	19,309
Total comprehensive income for the year		13,796,864	—	13,796,864

**ANNEX C: INDEPENDENT AUDITORS' REPORT AND THE COMPILATION OF THE
UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION FOR
THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2014 AND THE SIX-MONTH
PERIOD ENDED 31 MARCH 2015**

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

**UNAUDITED PRO FORMA COMBINED STATEMENT OF PROFIT OR LOSS AND OTHER
COMPREHENSIVE INCOME (cont'd)
YEAR ENDED 30 SEPTEMBER 2014**

	Explanatory <u>notes</u>	Audited combined statement of profit or loss and other comprehensive <u>income</u> \$	Unaudited Pro Forma <u>adjustments</u> \$	Unaudited Pro Forma combined statement of profit or loss and other comprehensive <u>income</u> \$
Profit attributable to:				
Owners of the Company	2a, 2b	11,520,661	2,224,533	13,745,194
Fellow co-operative venturers	2a	1,827,744	(1,827,744)	–
Non-controlling interests	2b	429,150	(396,789)	32,361
		<u>13,777,555</u>	<u>–</u>	<u>13,777,555</u>
Total comprehensive income attributable to:				
Owners of the Company	2a, 2b	11,535,446	2,224,533	13,759,979
Fellow co-operative venturers	2a	1,827,744	(1,827,744)	–
Non-controlling interests	2b	433,674	(396,789)	36,885
		<u>13,796,864</u>	<u>–</u>	<u>13,796,864</u>
Basic and diluted earnings per share (cents)	2e	2.4		2.9

The accompanying notes form an integral part of this unaudited pro forma financial information.

**ANNEX C: INDEPENDENT AUDITORS' REPORT AND THE COMPILATION OF THE
UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION FOR
THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2014 AND THE SIX-MONTH
PERIOD ENDED 31 MARCH 2015**

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

**UNAUDITED PRO FORMA COMBINED STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2015**

<u>Explanatory notes</u>	<u>Unaudited combined statement of financial position</u> \$	<u>Unaudited Pro Forma adjustments</u> \$	<u>Unaudited Pro Forma combined statement of financial position</u> \$
<u>ASSETS</u>			
Current assets			
Cash and cash equivalents	52,634,980	—	52,634,980
Trade and other receivables	5,555,414	—	5,555,414
Short-term investments	2,846,888	—	2,846,888
Inventories	1,116,111	—	1,116,111
Structured fixed deposit	200,000	—	200,000
Total current assets	<u>62,353,393</u>	<u>—</u>	<u>62,353,393</u>
Non-current assets			
Investments in associates	387,953	—	387,953
Available-for-sale investment	75,000	—	75,000
Goodwill	782,089	—	782,089
Property, plant and equipment	12,712,313	—	12,712,313
Club memberships	238,300	—	238,300
Total non-current assets	<u>14,195,655</u>	<u>—</u>	<u>14,195,655</u>
Total assets	<u><u>76,549,048</u></u>	<u><u>—</u></u>	<u><u>76,549,048</u></u>

**ANNEX C: INDEPENDENT AUDITORS' REPORT AND THE COMPILATION OF THE
UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION FOR
THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2014 AND THE SIX-MONTH
PERIOD ENDED 31 MARCH 2015**

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

**UNAUDITED PRO FORMA COMBINED STATEMENT OF FINANCIAL POSITION (cont'd)
AS AT 31 MARCH 2015**

	Explanatory notes	Unaudited combined statement of financial position \$	Unaudited Pro Forma adjustments \$	Unaudited Pro Forma combined statement of financial position \$
<u>LIABILITIES AND EQUITY</u>				
Current liabilities				
Trade and other payables	2c, 2d	12,821,746	51,421,244	64,242,990
Finance leases		93,853	–	93,853
Bank borrowing		108,528	–	108,528
Provision for reinstatement costs		1,606,141	–	1,606,141
Income tax payable		2,239,055	–	2,239,055
Total current liabilities		<u>16,869,323</u>	<u>51,421,244</u>	<u>68,290,567</u>
Non-current liabilities				
Finance leases		158,056	–	158,056
Bank borrowing		635,999	–	635,999
Deferred tax liability		93,348	–	93,348
Total non-current liabilities		<u>887,403</u>	<u>–</u>	<u>887,403</u>
Capital and reserves				
Share capital	2a, 2b, 2c	2,595,942	4,177,576	6,773,518
Currency translation reserve		173,014	–	173,014
Equity reserve	2b	94,702	109,137	203,839
Retained earnings	2a, 2d	48,962,564	(50,315,366)	(1,352,802)
Equity attributable to owners of the Company		51,826,222	(46,028,653)	5,797,569
Fellow co-operative venturers' interests	2a	4,474,954	(4,474,954)	–
Non-controlling interests	2b	2,491,146	(917,637)	1,573,509
Total equity		<u>58,792,322</u>	<u>(51,421,244)</u>	<u>7,371,078</u>
Total liabilities and equity		<u>76,549,048</u>	<u>–</u>	<u>76,549,048</u>

The accompanying notes form an integral part of this unaudited pro forma financial information.

**ANNEX C: INDEPENDENT AUDITORS' REPORT AND THE COMPILATION OF THE
UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION FOR
THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2014 AND THE SIX-MONTH
PERIOD ENDED 31 MARCH 2015**

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

**UNAUDITED PRO FORMA COMBINED STATEMENT OF PROFIT OR LOSS AND OTHER
COMPREHENSIVE INCOME
SIX-MONTH PERIOD ENDED 31 MARCH 2015**

<u>Explanatory notes</u>	<u>Unaudited combined statement of profit or loss and other comprehensive income</u> \$	<u>Unaudited Pro Forma adjustments</u> \$	<u>Unaudited Pro Forma combined statement of profit or loss and other comprehensive income</u> \$
Revenue	62,174,398	—	62,174,398
Raw materials and consumables used	(22,630,631)	—	(22,630,631)
Changes in inventories	(99,630)	—	(99,630)
Other income	1,663,177	—	1,663,177
Employee benefits expense	(17,477,349)	—	(17,477,349)
Operating lease expenses	(5,033,420)	—	(5,033,420)
Utilities expenses	(1,851,059)	—	(1,851,059)
Depreciation expense	(1,794,054)	—	(1,794,054)
Other operating expenses	(6,727,950)	—	(6,727,950)
Finance costs	(15,250)	—	(15,250)
Share of results of associates	29,795	—	29,795
Profit before income tax	<u>8,238,027</u>	<u>—</u>	<u>8,238,027</u>
Income tax expense	(1,234,733)	—	(1,234,733)
Profit for the year	7,003,294	—	7,003,294
Other comprehensive income:			
<i>Items that may be reclassified subsequently to profit and loss</i>			
Exchange differences arising on translation of foreign operations	<u>201,105</u>	<u>—</u>	<u>201,105</u>
Other comprehensive income for the year, net of tax	<u>201,105</u>	<u>—</u>	<u>201,105</u>
Total comprehensive income for the year	<u><u>7,204,399</u></u>	<u><u>—</u></u>	<u><u>7,204,399</u></u>

**ANNEX C: INDEPENDENT AUDITORS' REPORT AND THE COMPILATION OF THE
UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION FOR
THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2014 AND THE SIX-MONTH
PERIOD ENDED 31 MARCH 2015**

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

**UNAUDITED PRO FORMA COMBINED STATEMENT OF PROFIT OR LOSS AND OTHER
COMPREHENSIVE INCOME (cont'd)
SIX-MONTH PERIOD ENDED 31 MARCH 2015**

	Explanatory <u>notes</u>	Unaudited combined statement of profit or loss and other comprehensive <u>income</u> \$	Unaudited Pro Forma <u>adjustments</u> \$	Unaudited Pro Forma combined statement of profit or loss and other comprehensive <u>income</u> \$
Profit attributable to:				
Owners of the Company	2a, 2b	5,566,765	1,304,005	6,870,770
Fellow co-operative venturers	2a	1,186,848	(1,186,848)	–
Non-controlling interests	2b	249,681	(117,157)	132,524
		<u>7,003,294</u>	<u>–</u>	<u>7,003,294</u>
Total comprehensive income attributable to:				
Owners of the Company	2a, 2b	5,717,144	1,304,005	7,021,149
Fellow co-operative venturers	2a	1,186,848	(1,186,848)	–
Non-controlling interests	2b	300,407	(117,157)	183,250
		<u>7,204,399</u>	<u>–</u>	<u>7,204,399</u>
Basic and diluted earnings per share (cents)	2e	1.2		1.4

The accompanying notes form an integral part of this unaudited pro forma financial information.

**ANNEX C: INDEPENDENT AUDITORS' REPORT AND THE COMPILATION OF THE
UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION FOR
THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2014 AND THE SIX-MONTH
PERIOD ENDED 31 MARCH 2015**

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

EXPLANATORY NOTES:

The Unaudited Pro Forma Financial Information of the Group, because of their nature, are not necessarily indicative of the results of the operations and financial position that would have been attained had the significant events ("Significant Events") actually occurred earlier. Save as disclosed in the Explanatory Notes, the Management, for the purpose of preparing this set of Unaudited Pro Forma Financial Information of the Group, have not considered the effects of other events.

As these adjustments arising from the Significant Events does not impact the statement of cash flow, hence no pro forma statement of cash flows is being presented.

1. Significant Events

Save for the following significant events relating to the acquisition of businesses and the distribution of dividends the Significant Events discussed below, the directors, as at the date of this report, are not aware of other Significant Events subsequent to 31 March 2015.

(a) Transfer of fellow co-operative venturers' interests ("Palm Beach Interest") in Jumbo Seafood (Riverside) and Jumbo Seafood Gallery

A subsidiary of the Company, Jumbo Group of Restaurants Pte. Ltd. ("JGRPL"), has co-operative venture agreements with Palm Beach Seafood Restaurant Pte. Ltd. ("Palm Beach"), incorporated in Singapore, for the investment, operation and management of Jumbo Seafood (Riverside) ("JSR") and Jumbo Seafood Gallery ("JSG"). The co-operative venture businesses are registered as sole-proprietor businesses in the name of JGRPL. In 2013, JGRPL entered into a Deed of Termination with Palm Beach that provided for the termination of the co-operative venture agreements and the transfer of Palm Beach Interest in both JSR and JSG to JGRPL at a consideration of \$3,136,320 if certain conditions, including the listing of the Company, are met by the end of 2015.

On 20 October 2015, 12,545,200 new shares at \$0.25 per share were issued by the Company to Palm Beach and the balance of the consideration was paid in cash to complete the transfer of the Palm Beach Interest.

(b) Acquisition of remaining shares in Ng Ah Sio Investments Pte Ltd

JGRPL is the controlling shareholder of Ng Ah Sio Investments Pte. Ltd. ("NASI"). NSH Holdings Pte. Ltd. ("NSHH"), incorporated in Singapore, holds the remaining shares as the non-controlling interest. NASI is a subsidiary of JGRPL, registered as a private limited company in Singapore. In 2013, JGRPL entered into a Sale and Purchase Agreement with NSHH that provided for the transfer of all the remaining shares of NASI to JGRPL at a consideration of \$808,500 if certain conditions, including the listing of the Company, are met by the end of 2015.

On 20 October 2015, 3,594,000 new shares at \$0.225 per share were issued by the Company to NSHH and the difference between the consideration and aggregate value of the new shares issued was paid in cash by NSHH to complete the acquisition. The shares were issued at a discount of 10.0% to the IPO price.

**ANNEX C: INDEPENDENT AUDITORS' REPORT AND THE COMPILATION OF THE
UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION FOR
THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2014 AND THE SIX-MONTH
PERIOD ENDED 31 MARCH 2015**

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

EXPLANATORY NOTES (cont'd):

1. Significant Events (cont'd)

(c) Issuance of new shares for the acquisition of remaining stakes in Chui Huay Lim Teochew Cuisine ("CHL").

JGRPL had a co-operative venture agreement with 2 individuals, for the investment, operation and management of Chui Huay Lim Teochew Cuisine ("CHL"). The co-operative venture business was registered as sole-proprietorship business in the name of JGRPL. In 2013, JGRPL entered into a Deed of Termination with each of the 2 individuals to terminate the co-operative venture agreement and to transfer the fellow co-operative venturers' interest of CHL to JGRPL for an aggregate consideration of \$232,756.

On 20 October 2015, 931,000 new shares at \$0.25 per share were issued by the Company to these 2 individuals and the balance of the consideration was paid in cash to these 2 individuals.

(d) Declaration of conditional interim dividends

On 19 October 2015, the Group declared approximately \$51,654,000 in conditional interim tax exempt dividends, which shall be paid within five (5) business days after the date of admission of the Company to Catalist.

2. Basis of preparation of the Unaudited Pro Forma Financial Information of the Group

The Unaudited Pro Forma Financial Information of the Group for the financial year ended 30 September 2014 and the six-month period ended 31 March 2015 have been prepared for inclusion in the Offer Document in connection with the invitation of shares of Jumbo Group Limited and should be read in conjunction with the audited combined financial statements of Jumbo Group Limited for the financial years ended 30 September 2012, 2013 and 2014 and the interim condensed unaudited combined financial statements of Jumbo Group Limited for the six-month period ended 31 March 2015.

The Unaudited Pro Forma Financial Information of the Group has been prepared based on the following:

- Audited combined financial statements of Jumbo Group Limited for the financial year ended 30 September 2014 which were prepared by management in accordance with the Singapore Financial Reporting Standards ("FRS") and audited by Deloitte & Touche LLP, Singapore, in accordance with Singapore Standards on Auditing. The auditors' report on these financial statements was not modified.
- Interim condensed unaudited combined financial statements of Jumbo Group Limited for the six-month period ended 31 March 2015 which were prepared by management in accordance with FRS 34 Interim Financial Reporting and reviewed by Deloitte & Touche LLP, Singapore, in accordance with Singapore Standard on Review Engagements 2410 – *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* ("SSRE 2410"). The auditors' report on these financial statements was not modified.

**ANNEX C: INDEPENDENT AUDITORS' REPORT AND THE COMPILATION OF THE
UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION FOR
THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2014 AND THE SIX-MONTH
PERIOD ENDED 31 MARCH 2015**

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

EXPLANATORY NOTES (cont'd):

2. Basis of preparation of the Unaudited Pro Forma Financial Information of the Group (cont'd)

The Unaudited Pro Forma Financial Information of the Group for the financial year ended 30 September 2014 and the six-month period ended 31 March 2015 are prepared for illustrative purposes only. These are prepared based on certain assumptions and after making certain adjustments to show what:

- (i) the unaudited pro forma combined statement of financial position of the Group as at 30 September 2014 and 31 March 2015 would have been if the Significant Events as disclosed in Explanatory Note 1, had occurred on 30 September 2014 and 31 March 2015 respectively.
- (ii) the unaudited pro forma combined financial performance of the Group for the year ended 30 September 2014 and for the six-month period ended 31 March 2015 would have been if the Significant Events as disclosed in the Explanatory Note 1, had occurred on 1 October 2013.

Based on the assumptions discussed above, the following material adjustments have been made to the audited combined financial statements of Jumbo Group Limited for the financial year ended 30 September 2014 and interim condensed unaudited combined financial statements for the six-month period ended 31 March 2015, in arriving at the Unaudited Pro Forma Financial Information of the Group included herein:

(a) Transfers of Palm Beach Interest in Jumbo Seafood (Riverside) and Jumbo Seafood Gallery

Effect of transfer of Palm Beach Interest to the Group and the issuance of shares by the Company to Palm Beach, adjusted as appropriate for the following:

Unaudited Pro Forma combined statement of financial position

	<u>Increase (Decrease)</u>	
	As at 30 September <u>2014</u> \$	As at 31 March <u>2015</u> \$
Share capital	3,136,320	3,136,320
Retained earnings	151,786	1,338,634
Fellow co-operative venturers' interests	<u>(3,288,106)</u>	<u>(4,474,954)</u>

Unaudited Pro Forma combined statement of profit and loss and other comprehensive income

	<u>Increase (Decrease)</u>	
	1 October 2013 to 30 September <u>2014</u> \$	1 October 2014 to 31 March <u>2015</u> \$
Profit attributable to:		
Owners of the Company	1,827,744	1,186,848
Fellow co-operative venturers	<u>(1,827,744)</u>	<u>(1,186,848)</u>

**ANNEX C: INDEPENDENT AUDITORS' REPORT AND THE COMPILATION OF THE
UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION FOR
THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2014 AND THE SIX-MONTH
PERIOD ENDED 31 MARCH 2015**

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

EXPLANATORY NOTES (cont'd):

2. Basis of preparation of the Unaudited Pro Forma Financial Information of the Group (cont'd)

(b) Acquisition of remaining shares in Ng Ah Sio Investments Pte. Ltd.

Effect of acquisition of all the remaining shares of NASI held by NSHH to the Group and the issuance of shares by the Company to NSHH adjusted as appropriate for the following:

Unaudited Pro Forma combined statement of financial position

	<u>Increase (Decrease)</u>	
	As at 30 September <u>2014</u>	As at 31 March <u>2015</u>
	\$	\$
Share capital	808,500	808,500
Non-controlling interests	(800,480)	(917,637)
Equity reserve	<u>(8,020)</u>	<u>109,137</u>

Unaudited Pro Forma combined statement of profit and loss and other comprehensive income

	<u>Increase (Decrease)</u>	
	1 October 2013 to 30 September <u>2014</u>	1 October 2014 to 31 March <u>2015</u>
	\$	\$
Profit attributable to:		
Owners of the Company	396,789	117,157
Non-controlling interests	<u>(396,789)</u>	<u>(117,157)</u>

(c) Issuance of new shares for the acquisition of the remaining stakes in CHL

Effect of the issuance of new shares by the Company to satisfy the consideration for the transfer of the fellow co-operative venturers' interests of CHL to the Group, adjusted as appropriate for the following:

Unaudited Pro Forma combined statement of financial position

	<u>Increase (Decrease)</u>	
	As at 30 September <u>2014</u>	As at 31 March <u>2015</u>
	\$	\$
Other payables	(232,756)	(232,756)
Share capital	<u>232,756</u>	<u>232,756</u>

**ANNEX C: INDEPENDENT AUDITORS' REPORT AND THE COMPILATION OF THE
UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION FOR
THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2014 AND THE SIX-MONTH
PERIOD ENDED 31 MARCH 2015**

JUMBO GROUP LIMITED AND ITS SUBSIDIARIES

EXPLANATORY NOTES (cont'd):

2. Basis of preparation of the Unaudited Pro Forma Financial Information of the Group (cont'd)

(d) Declaration of conditional interim dividends

Effect of declaration of conditional interim tax exempt dividends of approximately \$51,654,000 subsequent to 30 September 2014, adjusted for the following:

Unaudited Pro Forma combined statement of financial position

	<u>Increase (Decrease)</u>	
	As at	As at
	30 September	31 March
	<u>2014</u>	<u>2015</u>
	\$	\$
Other payables	51,654,000	51,654,000
Retained earnings	<u>(51,654,000)</u>	<u>(51,654,000)</u>

(e) Earnings per share

Earnings per share have been calculated based on the profit for the period attributable to owners of the Company and pre-invitation shares of 481,000,000 shares which include the issuance of 17,070,200 new shares to the fellow co-operative venturers and non-controlling interest.

ANNEX D: SUMMARY OF MEMORANDUM AND 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 Articles of Association.

The instruments that constitute and define our Company are the Memorandum and Articles of Association of the Company.

Memorandum of Association

The registration number with which our Company was incorporated is 201503401Z. Our Memorandum of Association states that the liability of our Shareholders is limited to the amount, if any, for the time being unpaid on the shares respectively held by them. Our Memorandum of Association also sets out the objects for which our Company was formed, including acting as a holding and investment company, and the powers of our Company.

Articles of Association

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 the Director is interested*
Article 100

A Director shall not vote in respect of any contract or arrangement or any other proposal whatsoever in which he has any personal material interest, directly or indirectly. A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting.

- (b) *the 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 77

The ordinary remuneration of the Directors, which shall from time to time be determined by an Ordinary Resolution of the Company, 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 General Meeting and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The ordinary remuneration of an executive Director may not include a commission on or a percentage of turnover and the ordinary remuneration of a non-executive Director shall be a fixed sum, and not by a commission on or a percentage of profits or turnover.

Article 78

Any Director who holds any executive office, or who serves on any committee of the Directors, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine, Provided that such extra remuneration (in case of an executive Director) shall not be by way of commission on or a percentage of turnover and (in the case of a Director other than an executive Director) shall be a fixed sum, and not by a commission on or a percentage of profits or turnover.

Article 79

The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company.

ANNEX D: SUMMARY OF MEMORANDUM AND ARTICLES OF ASSOCIATION OF OUR COMPANY

Article 80

The Directors shall have power to pay and agree to pay pensions or other retirement, superannuation, death or disability benefits to (or to any person in respect of) any Director for the time being holding any executive office and for the purpose of providing any such pensions or other benefits to contribute to any scheme or to pay premiums.

- (c) *borrowing powers exercisable by the Directors and how such borrowing powers can be varied*

Article 108

Subject as hereinafter provided and to the provisions of the Statutes, the Directors may exercise all the powers of the Company to borrow money, to mortgage or charge its undertaking, property and uncalled capital and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

- (d) *retirement or non-retirement of Directors under an age limit requirement*

There are no specific provisions in our Articles of Association relating to the retirement or non-retirement of a Director under an age limit requirement. Section 153(1) (read with Section 153(6)) of the Companies Act however, provides that no person of or over the age of 70 years shall be appointed a director of a public company, unless he is by way of an ordinary resolution passed at an annual general meeting of our Company appointed or re-appointed as a director of our Company to hold office, or authorised to hold office, or authorised to continue in office, until the next annual general meeting of our Company.

- (e) *the number of shares, if any, required for Director's qualification*

Article 76

A Director shall not be required to hold any shares of the Company by way of qualification. A Director who is not a Member of the Company shall nevertheless be entitled to receive notice of and to attend and speak at General Meetings.

- (f) *rights, preferences and restrictions attaching to each class of shares*

Article 3

(A) Subject to the Act and to these Articles, no shares may be issued by the Directors without the prior approval of the Company in General Meeting pursuant to Section 161 of the Act or except as permitted under the rules of the Designated Stock Exchange, but subject thereto and the terms of such approval, and to Article 5, and to any special rights attached to any shares for the time being issued, the Directors may allot and issue shares or grant options over or otherwise dispose of the same to such persons on such terms and conditions and for such consideration (if any) and at such time and whether or not subject to the payment of any part of the amount (if any) thereof in cash or otherwise as the Directors may think fit, and any shares may, subject to compliance with Sections 70 and 75 of the Act, be issued with such preferential, deferred, qualified or special rights, privileges, conditions or restrictions, whether as regards Dividend, return of capital, participation in surplus assets and profits, voting, conversion or otherwise, 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 in accordance with the Act, Provided Always that no options shall be granted over unissued shares except in accordance with the Act and the Designated Stock Exchange's listing rules.

(B) The Directors may, at any time after the allotment of any share but before any person has been entered in the Register of Members as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Directors may think fit to impose.

ANNEX D: SUMMARY OF MEMORANDUM AND ARTICLES OF ASSOCIATION OF OUR COMPANY

- (C) Except so far as otherwise provided by the conditions of issue or by these Articles, all new shares shall be issued subject to the provisions of the Statutes and of these Articles with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture or otherwise.

Article 8

- (A) Preference shares may be issued subject to such limitation thereof as may be prescribed by the Designated Stock Exchange. 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, and preference shareholders shall also have the right to vote at any General Meeting convened for the purpose of reducing capital or winding-up or sanctioning a sale of the undertaking of the Company or where the proposal to be submitted to the General Meeting directly affects their rights and privileges or when the Dividend on the preference shares is more than six months in arrears. In the event of preference shares being issued, the total number of issued preference shares shall not at any time exceed the total number of issued ordinary shares.
- (B) The Company has power to issue further preference capital ranking equally with, or in priority to, preference shares already issued.

Article 9

- (A) Whenever the share capital of the Company is divided into different classes of shares, the variation or abrogation of the special rights attached to any class may, subject to the provisions of the Act, be made either with the consent in writing of the holders of three-quarters of the total number of the issued shares of the class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of the shares of the class (but not otherwise) and may be so made either whilst the Company is a going concern or during or in contemplation of a winding-up. To every such separate General Meeting all the provisions of these Articles relating to General Meetings of the Company and to the proceedings thereat shall *mutatis mutandis* apply, except that the necessary quorum shall be two or more persons holding at least one-third of the total number of the issued shares of the class present in person or by proxy or attorney and that every such holder shall have one vote for every share of the class held by him where the class is a class of equity shares within the meaning of Section 64(1) of the Act or at least one vote for every share of the class where the class is a class of preference shares within the meaning of Section 180(2) of the Act, Provided Always that where the necessary majority for such a Special Resolution is not obtained at such General Meeting, the consent in writing, if obtained from the holders of three-quarters of the total number of the issued shares of the class concerned within two months of such General Meeting, shall be as valid and effectual as a Special Resolution carried at such General Meeting.
- (B) The provisions in Article 9(A) shall *mutatis mutandis* apply to any repayment of preference capital (other than redeemable preference capital) and any variation or abrogation of the rights attached to preference shares or any class thereof.
- (C) The special rights attached to any class of shares having preferential rights shall not unless otherwise expressly provided by the terms of issue thereof be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects *pari passu* therewith but in no respect in priority thereto.

Article 14

Every person whose name is entered as a Member in the Register of Members shall be entitled, within ten market days (or such period as the Directors may determine having regard to any limitation thereof as may be prescribed by the Designated Stock Exchange from time to time) after the closing date of any application for shares or (as the case may be) the date of lodgment of a registrable transfer, to one certificate for all his shares of any one class or to several certificates in reasonable denominations each for a part of the shares so allotted or transferred.

ANNEX D: SUMMARY OF MEMORANDUM AND ARTICLES OF ASSOCIATION OF OUR COMPANY

Article 34

- (A) 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 Designated Stock 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, Provided Always that in the event of the Directors refusing to register a transfer of shares, the Company shall within ten market days (or such period as the Directors may determine having regard to any limitation thereof as may be prescribed by the Designated Stock Exchange from time to time) after the date on which the application for a transfer of shares was made, serve a notice in writing to the applicant stating the facts which are considered to justify the refusal as required by the Statutes.
- (B) The Directors may decline to register any instrument of transfer unless:
- (a) such fee not exceeding \$2.00 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by the Act and the Designated Stock Exchange from time to time) as the Directors may from time to time require is paid to the Company in respect thereof;
 - (b) the amount of proper duty (if any) with which each instrument of transfer is chargeable under any law for the time being in force relating to stamps is paid;
 - (c) the instrument of transfer is deposited at the Office or at such other place (if any) as the Directors may appoint accompanied by a certificate of payment of stamp duty (if stamp duty is payable on such instrument of transfer in accordance with any law for the time being in force relating to stamp duty), the certificates of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and, if the instrument of transfer is executed by some other person on his behalf, the authority of the person so to do; and
 - (d) the instrument of transfer is in respect of only one class of shares.

Article 41

A reference to a Member shall be a reference to a registered holder of shares in the Company, or where such registered holder is the CDP, the Depositors on behalf of whom CDP holds the shares, Provided that:

- (A) a Depositor shall only be entitled to attend any General Meeting and to speak and vote thereat if his name appears on the Depository Register maintained by the CDP forty-eight (48) hours before the General Meeting as a Depositor on whose behalf the CDP holds shares in the Company, the Company being entitled to deem each such Depositor, or each proxy of a Depositor who is to represent the entire balance standing to the Securities Account of the Depositor, to represent such number of shares as is actually credited to the Securities Account of the Depositor as at such time, according to the records of the CDP as supplied by the CDP to the Company, and where a Depositor has apportioned the balance standing to his Securities Account between two proxies, to apportion the said number of shares between the two proxies in the same proportion as previously 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 proportion of Depositor's shareholding specified in the instrument of proxy, or where the balance standing to a Depositor's Securities Account has been apportioned between two proxies the aggregate of the proportions of the Depositor's shareholding they are specified to represent, and the true balance standing to the Securities Account of a Depositor as at the time of the General Meeting, if the instrument is dealt with in such manner as is provided above;

ANNEX D: SUMMARY OF MEMORANDUM AND ARTICLES OF ASSOCIATION OF OUR COMPANY

- (B) the payment by the Company to the CDP of any Dividend payable to a Depositor shall to the extent of the payment discharge the Company from any further liability in respect of the payment;
- (C) the delivery by the Company to the CDP 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; and
- (D) the provisions in these Articles relating to the transfers, transmissions or certification of shares shall not apply to the transfer of book-entry securities (as defined in the Statutes).

Article 42

Except as required by the Statutes or 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 the Statutes or law otherwise provided) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder and nothing in these Articles contained relating to the CDP or to Depositors or in any depository agreement made by the Company with any common depository for shares shall in any circumstances be deemed to limit, restrict or qualify the above.

Article 62

Subject to any special rights or restrictions as to voting attached by or in accordance with these Articles to any class of shares, and to Article 4, each Member entitled to vote may vote in person or by proxy. On a show of hands every Member who is present in person or by proxy shall have one vote (provided that in the case of a Member who is represented by two proxies, only one of the two proxies as determined by that Member or, failing such determination, by the Chairman of the General Meeting (or by a person authorised by him) in his sole discretion shall be entitled to vote on a show of hands) and on a poll every Member who is present in person or by proxy shall have one vote for every share of which he holds or represents. For the purposes of determining the number of votes which a Member, being a Depositor, or his proxy may cast at any General Meeting on a poll, the references to shares held or represented shall, in relation to shares of that Depositor, be the number of shares entered against his name in the Depository Register as at 48 hours before the time of the relevant General Meeting as certified by CDP to the Company. A Member who is bankrupt shall not, while his bankruptcy continues, be entitled to exercise his rights as a Member, or attend, vote or act at any General Meeting.

Article 63

In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members or, as the case may be, the order in which the names appear in the Depository Register in respect of the joint holding.

Article 64

Where in Singapore or elsewhere a receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any Member on the ground (however formulated) of mental disorder, the Directors may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Directors may require, permit such receiver or other person on behalf of such Member, to vote in person or by proxy at any General Meeting, or to exercise any other right conferred by membership in relation to meetings of the Company.

ANNEX D: SUMMARY OF MEMORANDUM AND ARTICLES OF ASSOCIATION OF OUR COMPANY

Article 65

No Member shall be entitled in respect of shares held by him to vote at a General Meeting either personally or by proxy or to exercise any other right conferred by membership in relation to General Meetings if any call or other sum payable by him to the Company in respect of such shares remains unpaid.

(g) any change in capital

Article 10

The Company may by Ordinary Resolution:

- (A) consolidate and divide all or any of its share capital;
- (B) sub-divide its shares, or any of them, provided always that in such subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be same as it was in the case of the share from which the reduced share is derived;
- (C) convert or exchange any class of shares into or for any other class of shares; and/or
- (D) cancel the number of shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the number of the shares so cancelled.

Article 11

- (A) The Company may reduce its share capital or any other undistributable reserve in any manner permitted, and with, and subject to, any incident authorised, and consent or confirmation required, by law.
- (B) The Company may purchase or otherwise acquire its issued shares subject to and in accordance with the provisions of the Statutes and any applicable rules of the Designated Stock Exchange (hereafter, 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 shall, unless held in treasury in accordance with the Act, be deemed to be cancelled immediately on purchase or acquisition by the Company. 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 Relevant Laws. Without prejudice to the generality of the foregoing, upon cancellation of any share purchased or otherwise acquired by the Company pursuant to these Articles and the Statutes, the number of issued shares of the Company shall be diminished by the number of shares so cancelled, and, where any such cancelled share was purchased or acquired out of the capital of the Company, the amount of 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

Article 9

- (A) Whenever the share capital of the Company is divided into different classes of shares, the variation or abrogation of the special rights attached to any class may, subject to the provisions of the Act, be made either with the consent in writing of the holders of three-quarters of the total number of the issued shares of the class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of the shares of the class (but not otherwise) and may be so made either whilst the Company is a going concern or during or in contemplation of a winding-up. To every such separate General Meeting all

ANNEX D: SUMMARY OF MEMORANDUM AND ARTICLES OF ASSOCIATION OF OUR COMPANY

the provisions of these Articles relating to General Meetings of the Company and to the proceedings thereat shall *mutatis mutandis* apply, except that the necessary quorum shall be two or more persons holding at least one-third of the total number of the issued shares of the class present in person or by proxy or attorney and that every such holder shall have one vote for every share of the class held by him where the class is a class of equity shares within the meaning of Section 64(1) of the Act or at least one vote for every share of the class where the class is a class of preference shares within the meaning of Section 180(2) of the Act, Provided Always that where the necessary majority for such a Special Resolution is not obtained at such General Meeting, the consent in writing, if obtained from the holders of three-quarters of the total number of the issued shares of the class concerned within two months of such General Meeting, shall be as valid and effectual as a Special Resolution carried at such General Meeting.

- (B) The provisions in Article 9(A) shall *mutatis mutandis* apply to any repayment of preference capital (other than redeemable preference capital) and any variation or abrogation of the rights attached to preference shares or any class thereof.
- (C) The special rights attached to any class of shares having preferential rights shall not unless otherwise expressly provided by the terms of issue thereof be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects *pari passu* therewith but in no respect in priority thereto.

- (i) *any time limit after which a dividend entitlement will lapse and an indication of the party in whose favour this entitlement then operates*

Article 126

- (A) No Dividend shall be paid otherwise than out of profits available for distribution under the provisions of the Statutes. 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 remaining unclaimed after one year from having been first payable may be invested or otherwise made use of by the Directors for the benefit of the Company, and any Dividend or any such moneys unclaimed after six (6) years from having been first payable shall be forfeited and shall revert to the Company provided always that 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. If the CDP returns any such Dividend or moneys to the Company, the relevant Depositor shall not have any right or claim in respect of such Dividend or moneys against the Company if a period of six years has elapsed from the date of the declaration of such Dividend or the date on which such other moneys are first payable.
- (B) A payment by the Company to the CDP of any Dividend or other moneys payable to a Depositor shall, to the extent of the payment made, discharge the Company from any liability to the Depositor in respect of that payment.

- (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 their Shares*

Article 5

- (A) Subject to any direction to the contrary that may be given by the Company in General Meeting or except as permitted by the rules of the Designated Stock Exchange, all new shares shall before issue be offered to such persons who as at the date (as determined by the Directors) of the offer are entitled to receive notices from the Company of General Meetings in proportion, as far as the circumstances admit, to the number of the existing shares to which they are entitled. 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

ANNEX D: SUMMARY OF MEMORANDUM AND ARTICLES OF ASSOCIATION OF OUR COMPANY

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 5(A).

- (B) Notwithstanding Article 5(A) above, 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:
- (a) (i) issue shares in the capital of the Company (“**shares**”) whether by way of rights, bonus or otherwise; 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 (as well as adjustments to) warrants, debentures or other instruments convertible into shares; and
 - (b) (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:

- (1) the aggregate number of shares 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) shall be subject to such limits and manner of calculation as may be prescribed by the Designated Stock Exchange;
 - (2) in exercising the authority conferred by the Ordinary Resolution, the Company shall comply with the provisions of the listing rules of the Designated Stock Exchange for the time being in force (unless such compliance is waived by the Designated Stock Exchange) and these Articles; and
 - (3) (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 of the Company next following the passing of the Ordinary Resolution, or the date by which such Annual General Meeting of the Company 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).
- (C) The Company may, notwithstanding Articles 5(A) and 5(B) above, authorise the Directors not to offer 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 to sell the entitlements to the new shares on behalf of such Members on such terms and conditions as the Company may direct.

Article 34

- (A) 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 Designated Stock 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, Provided Always that in the event of the Directors refusing to register a transfer of shares, the Company shall within ten market

ANNEX D: SUMMARY OF MEMORANDUM AND ARTICLES OF ASSOCIATION OF OUR COMPANY

days (or such period as the Directors may determine having regard to any limitation thereof as may be prescribed by the Designated Stock Exchange from time to time) after the date on which the application for a transfer of shares was made, serve a notice in writing to the applicant stating the facts which are considered to justify the refusal as required by the Statutes.

- (B) The Directors may decline to register any instrument of transfer unless:
- (a) such fee not exceeding \$2.00 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by the Act and the Designated Stock Exchange from time to time) as the Directors may from time to time require is paid to the Company in respect thereof;
 - (b) the amount of proper duty (if any) with which each instrument of transfer is chargeable under any law for the time being in force relating to stamps is paid;
 - (c) the instrument of transfer is deposited at the Office or at such other place (if any) as the Directors may appoint accompanied by a certificate of payment of stamp duty (if stamp duty is payable on such instrument of transfer in accordance with any law for the time being in force relating to stamp duty), the certificates of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and, if the instrument of transfer is executed by some other person on his behalf, the authority of the person so to do; and
 - (d) the instrument of transfer is in respect of only one class of shares.

Article 42

Except as required by the Statutes or 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 the Statutes or law otherwise provided) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder and nothing in these Articles contained relating to the CDP or to Depositors or in any depository agreement made by the Company with any common depository for shares shall in any circumstances be deemed to limit, restrict or qualify the above.

ANNEX E: DESCRIPTION OF OUR SHARES

The following statements are brief summaries of the rights and privileges of Shareholders conferred by the laws of Singapore and the Articles of Association.

These statements summarise the material provisions of the Articles Association but are qualified in entirety by reference to the Articles of Association.

ORDINARY SHARES

All of the ordinary shares of the Company (the “**Shares**”) are in registered form. The Company may, subject to the provisions of the Companies Act and the Catalist Rules, purchase the Shares. However, it may not, except in circumstances permitted by the Companies Act, grant any financial assistance for the acquisition or proposed acquisition of the Shares.

NEW SHARES

New Shares may only be issued with the prior approval of the Shareholders in a general meeting. The aggregate number of Shares to be issued pursuant to such approval may not exceed 100.0% (or such other limit as may be prescribed by the SGX-ST) of its issued share capital at the time of grant of such approval, of which the aggregate number of shares to be issued other than on a *pro rata* basis to its Shareholders may not exceed 50.0% (or such other limit as may be prescribed by the SGX-ST) of its issued share capital at the time of grant of such approval. The approval, if granted, will lapse at the conclusion of the annual general meeting following the date on which the approval was granted. 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 the Board of Directors, who may allot and issue the same with such rights and restrictions as it may think fit.

SHAREHOLDERS

Only persons who are registered in the Company’s 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 the Shares, are recognised as Shareholders. The Company 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. The Company may close the register of Shareholders for any time or times if it provides the Accounting and Corporate Regulatory Authority of Singapore at least 14 days’ notice and the SGX-ST at least 10 clear Market Days’ notice. However, the register of Shareholders may not be closed for more than 30 days in aggregate in any calendar year. The Company typically closes the register to determine 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 Invitation rules or the rules or by-laws of any stock exchange on which the Company is listed. The Board of Directors may decline to register any transfer of Shares which are not fully paid or Shares on which the Company has a lien. Shares may be transferred by a duly signed instrument of transfer in a form approved by any stock exchange on which the Company is listed. The Board of Directors may also decline to register any instrument of transfer unless, *inter alia*, 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. The Company will replace lost or destroyed share certificates if it is properly notified and if the applicant pays a fee which will not exceed \$2.00 and furnishes any evidence and indemnity that the Board of Directors may require.

ANNEX E: DESCRIPTION OF OUR SHARES

GENERAL MEETINGS OF SHAREHOLDERS

The Company is required to hold an annual general meeting every year. The Board may convene an extraordinary general meeting whenever it thinks fit and must do so if Shareholders representing not less than 10.0% of the total voting rights of all Shareholders request in writing that such a meeting be held. In addition, two (2) or more Shareholders holding not less than 10.0% of the issued share capital of the Company (excluding treasury shares) may call a meeting. Unless otherwise required by law or by the Articles of Association, 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 75.0% of the votes cast at the meeting, is necessary for certain matters under Singapore law, including voluntary winding up, amendments to the Memorandum of Association and the Articles of Association, a change of the corporate name and a reduction in the share capital, share premium account or capital redemption reserve fund. The Company 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 every Shareholder who has supplied the Company 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 Shareholder is entitled to attend, speak and vote at any general meeting, in person or by proxy. Proxies need not be a Shareholder. A person who holds 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 the Articles, two (2) or more Shareholders must be present in person or by proxy to constitute a quorum at any general meeting. Every Shareholder present in person or by proxy shall have one (1) vote for each Share which he holds or represents. In the case of a tied vote, the chairman of the meeting at which the vote is taken shall be entitled to a casting vote.

DIVIDENDS

The Company may, by ordinary resolution of its Shareholders, declare dividends at a general meeting, but it may not pay dividends in excess of the amount recommended by the Board of Directors. The Company must pay all dividends out of its profits. The Board of Directors may also declare an interim dividend without the approval of its Shareholders. All dividends are paid *pro rata* among the Shareholders in proportion to the amount paid up on each Shareholder's Shares, unless the rights attaching to an issue of any Share provides 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 the Company 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 the Company from any liability to that Shareholder in respect of that payment.

CAPITALISATION AND RIGHTS ISSUES

The Board of Directors may, with approval by the Shareholders at a general meeting, capitalise any profits and distribute the same as shares credited as paid-up to the Shareholders in proportion to their shareholdings. The Board of Directors may also issue rights to take up additional Shares to 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 the Company is listed.

TAKE-OVERS

Under the Singapore Code on Take-overs and Mergers ("**Take-over Code**"), issued by the Authority pursuant to Section 321 of the SFA, any person acquiring an interest, either on his own or together with parties acting in concert with him, in 30.0% or more of the voting Shares must extend a take-over offer for the remaining voting Shares in accordance with the provisions of the Take-over Code.

ANNEX E: DESCRIPTION OF OUR SHARES

In addition, a mandatory take-over offer is also required to be made if a person who is holding, either on his own or together with parties acting in concert with him, between 30.0% and 50.0% of the voting rights in the Company acquires additional voting Shares representing more than 1.0% of the voting rights in the Company in any six (6) month period.

Under the Take-over Code, the following individuals and companies will be presumed to be persons acting in concert with each other unless the contrary is established:

- (a) the following companies;
 - (i) a company;
 - (ii) the parent company of (i);
 - (iii) the subsidiaries of (i);
 - (iv) the fellow subsidiaries of (i);
 - (v) the associated companies of (i), (ii), (iii) or (iv);
 - (vi) companies whose associated companies include any of (i), (ii), (iii), (iv) or (v); and
 - (vii) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights;
- (b) a company with any of its directors (together with close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);
- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund whose in investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
- (e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of:
 - (i) the adviser and persons controlling, controlled by or under the same control as the adviser; and
 - (ii) all the funds which the adviser manages on a discretionary basis, where the shareholdings of the adviser and any of those funds in the customer total 10.0% or more of the customer's equity share capital;
- (f) directors of a company (together with their close relatives, related trusts and companies controlled by any such directors, their close relatives and related trusts) which is subject to an offer or where the directors have reason to believe a *bona fide* offer for their company may be imminent;
- (g) partners; and
- (h) the following persons and entities:
 - (i) an individual;
 - (ii) the close relatives of (i);
 - (iii) the related trusts of (i);

ANNEX E: DESCRIPTION OF OUR SHARES

- (iv) any person who is accustomed to act in accordance with the instructions of (i);
- (v) companies controlled by any of (i), (ii), (iii) or (iv); and
- (vi) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

Under the Take-over Code, a mandatory offer made with consideration other than cash must be accompanied by a cash alternative at not less than the highest price paid by the offeror or any person acting in concert within the preceding six (6) months.

LIQUIDATION OR OTHER RETURN OF CAPITAL

If our Company is liquidated or in the event of any other return of capital, holders of 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, if any.

INDEMNITY

As permitted by Singapore law, our Articles of Association provide that, subject to the Companies Act, our Board and officers shall be entitled to be indemnified by our Company 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 judgment 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. Our Company 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 our Company.

LIMITATIONS ON RIGHTS TO HOLD OR VOTE SHARES

Except as described in “**VOTING RIGHTS**” and “**TAKE-OVERS**” above, there are no limitations imposed by Singapore law or by our Articles on the rights of non-resident Shareholders to hold or vote in respect of our 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 Shareholder of our Company, as they think fit to remedy any of the following situations:

- (a) our affairs are being conducted or the powers of our Board are being exercised in a manner oppressive to, or in disregard of the interests of, one or more of our 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 wide discretion as to the reliefs they may grant and those reliefs are in no way limited to those listed in the Companies Act itself. Without prejudice to the foregoing, 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 the name of, or on behalf of, our Company by a person or persons and on such terms as the court may direct;

ANNEX E: DESCRIPTION OF OUR SHARES

- (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) provide that our Memorandum of Association or our Articles be amended; or
- (f) provide that we be wound up.

EXCHANGE CONTROLS

PRC

Foreign exchange controls imposed in the PRC may limit our Group's ability to utilise our revenue effectively and affect our ability to receive dividends and other payments from entities domiciled in the PRC, including our subsidiaries, JBT F&B Management (Shanghai) and Jumbo F&B Services (Shanghai).

In the PRC, SAFE, *inter alia*, regulates the conversion of RMB into foreign currencies, and *vice versa*.

Previously, Foreign Investment Enterprises ("FIEs") must register with SAFE to open foreign currency accounts. With effect from 1 June 2015, such registration has been changed to competent banks instead of SAFE. Certain currency transactions including profit distributions, interest payments and expenditures from trade-related transactions, are not subject to SAFE's prior approval.

Further, Wholly Foreign Owned Enterprises ("WFOEs") are currently required to allocate at least 10.0% of post-tax profits to a reserve fund each year, until such accumulated funds equal 50.0% of the WFOE's registered capital. A WFOE may not distribute dividends until losses (if any) of previous years have been made up.

In addition, transfers of funds from our Group to our PRC subsidiaries, whether via debt (such as shareholders loans) or equity (such as increases in registered share capital), may be subject to registration with or approval by relevant PRC authorities.

Singapore

As at the Latest Practicable Date, there are no foreign exchange control restrictions in Singapore.

SUBSTANTIAL SHAREHOLDERS

Under the SFA, a person has a substantial shareholding in our Company if he has an interest (or interests) in one or more voting shares (excluding treasury shares) in our Company and the total votes attached to that share or those shares, is not less than 5.0% of the aggregate of the total votes attached to all voting shares (excluding treasury shares) in our Company.

The SFA requires Substantial Shareholders, or if they cease to be Substantial Shareholders, to give notice of particulars of the voting shares in our Company in which they have or had an interest (or interests) and the nature and extent of that interest or those interests, and of any change in the percentage level of their interest.

In addition, the deadline for a substantial shareholder to make disclosure to our Company under the SFA is two (2) business days after he becomes aware:

- (a) that he is or (if he had ceased to be one) had been a substantial shareholder;
- (b) of any change in percentage level in his interest; or
- (c) that he had ceased to be a substantial shareholder,

there being a conclusive presumption of a person being "aware" of a fact or occurrence at the time at which he would, if he had acted with reasonable diligence in the conduct of his affairs, have been aware.

ANNEX E: DESCRIPTION OF OUR SHARES

Following the above, we will in turn announce or otherwise disseminate the information stated in the notice to the SGX-ST as soon as practicable and in any case, no later than the end of the Singapore business day following the day on which we received the notice.

“Percentage level”, in relation to a substantial shareholder in our Company, means the percentage figure ascertained by expressing the total votes attached to all the voting shares in our Company in which the substantial shareholder has an interest (or interests) immediately before or (as the case may be) immediately after the relevant time as a percentage of the total votes attached to all the voting shares (excluding treasury shares) in our Company, and, if it is not a whole number, rounding that figure down to the next whole number.

While the definition of an **“interest”** in our voting shares for the purposes of substantial shareholder disclosure requirements under the SFA is similar to that under the Companies Act, the SFA provides that a person who has authority (whether formal or informal, or express or implied) to dispose of, or to exercise control over the disposal of, a voting share is regarded as having an interest in such share, even if such authority is, or is capable of being made, subject to restraint or restriction in respect of particular voting shares.

TREASURY SHARES

The Articles of Association expressly permits our Company to purchase or acquire Shares of our Company and to hold such shares (or any of them) as treasury shares in accordance with the 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 (ii) 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 Shares held as treasury shares shall not at any time exceed 10.0% 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 (6) months beginning with the day on which that contravention of limit occurs, or such further period as the Registrar of Companies may allow. Where Shares 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.

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 a treasury share of a larger or 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).

ANNEX F: RULES OF THE JUMBO EMPLOYEE SHARE OPTION SCHEME

1. NAME OF THIS SHARE OPTION SCHEME

This Scheme shall be called the “Jumbo Employee Share Option Scheme”.

2. DEFINITIONS

In this Scheme, except where the context otherwise requires, the following words and expressions shall have the following meanings:

<i>“Acceptance Period”</i>	The period within which an Option may be accepted, as described in Rule 7.2
<i>“Act”</i>	The Companies Act, Chapter 50 of Singapore as amended, modified or supplemented from time to time
<i>“Adoption Date”</i>	The date on which this Scheme is adopted by our Company in general meeting
<i>“Auditors”</i>	The auditors of our Company for the time being
<i>“Board”</i>	The Board of Directors of our Company for the time being
<i>“Catalist”</i>	The Catalist Board of the SGX-ST
<i>“Catalist Rules”</i>	Section B: Rules of Catalist of the Listing Manual of the SGX-ST, as amended, modified or supplemented from time to time
<i>“CDP”</i>	The Central Depository (Pte) Limited
<i>“CPF”</i>	Central Provident Fund
<i>“Committee”</i>	The remuneration committee of our Board, or such other committee comprising Directors duly authorised and appointed by our Board to administer this Scheme
<i>“Company”</i>	Jumbo Group Limited
<i>“Control”</i>	The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of our Company
<i>“Controlling Shareholder”</i>	A Shareholder who: (a) holds directly or indirectly 15.0% or more of the total number of issued Shares (excluding Shares held by the Company as treasury shares) (unless otherwise determined by the SGX-ST that a person who satisfies this subparagraph is not a Controlling Shareholder); or (b) in fact exercises Control over the Company
<i>“Director”</i>	A person holding office as a director of our Company for the time being
<i>“Employee”</i>	A confirmed employee of our Group, including Executive Directors, selected by the Committee to participate in this Scheme in accordance with Rule 4
<i>“Executive Director”</i>	A director of our Company and/or any of its Subsidiaries, as the case may be, who performs an executive function

ANNEX F: RULES OF THE JUMBO EMPLOYEE SHARE OPTION SCHEME

<i>“Exercise Price”</i>	The price at which a Participant shall subscribe for or acquire each Share upon the exercise of an Option as determined in accordance with Rule 8
<i>“Financial Year”</i>	Each period of 12 months or more or less than 12 months, at the end of which the balance of accounts of our Company are prepared and audited, for the purpose of laying the same before an annual general meeting of our Company
<i>“Grantee”</i>	The person to whom an offer of an Option is made
<i>“Group”</i>	Our Company and its Subsidiaries (as they may exist from time to time)
<i>“Incentive Option”</i>	An Option granted with the Exercise Price set at a discount to the Market Price
<i>“Market Day”</i>	A day on which the SGX-ST is open for trading of securities
<i>“Market Price”</i>	A price equal to the average of the last dealt prices for the Shares on the SGX-ST over the five (5) consecutive Trading Days immediately preceding the Offering Date of that Option, as determined by the Committee by reference to the daily official list or any other publication published by the SGX-ST, rounded to the nearest whole cent in the event of fractional prices
<i>“Market Price Option”</i>	An Option granted with the Exercise Price set at the Market Price
<i>“Non-Executive Director”</i>	A director of our Company and/or any of its Subsidiaries, as the case may be, including an independent director, who is not an Executive Director
<i>“Offering Date”</i>	The date on which an Option is granted pursuant to Rule 6
<i>“Option”</i>	A Market Price Option or an Incentive Option, as the case may be
<i>“Option Period”</i>	The period for the exercise of an Option as set out in Rule 9.1
<i>“Participant”</i>	A person who is selected by the Committee to participate in this Scheme in accordance with the provisions herein and/or a holder of an Option
<i>“Performance Share Plan”</i>	The Jumbo Performance Share Plan, as amended or modified from time to time
<i>“Record Date”</i>	The date as at the close of business on which the Shareholders must be registered in order to participate in any dividends, rights, allotments or other distributions
<i>“Rules”</i>	The rules of this Scheme as amended or modified from time to time
<i>“Scheme”</i>	The Jumbo Employee Share Option Scheme, as amended or modified from time to time
<i>“SGX-ST”</i>	The Singapore Exchange Securities Trading Limited

ANNEX F: RULES OF THE JUMBO EMPLOYEE SHARE OPTION SCHEME

<i>“Shareholders”</i>	The registered holders of Shares except where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares, mean the persons to whose securities accounts maintained with CDP are credited with the Shares
<i>“Shares”</i>	Ordinary shares in the capital of our Company
<i>“Subsidiary”</i>	A company which is for the time being a subsidiary of our Company as defined by Section 5 of the Act
<i>“Trading Day”</i>	A day on which the Shares are traded on Catalist
<u><i>Currencies and Units</i></u>	
<i>“S\$”</i>	Singapore dollars
<i>“%”</i>	Per centum or percentage

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

The term **“Associate”** shall have the meaning ascribed to it by the Catalist Rules.

Words denoting the singular shall, where applicable, include the plural and *vice versa* and words denoting the masculine gender shall, where applicable, include the feminine and neuter gender. References to persons shall include corporations. References to Rules and Schedules shall be construed as references to Rules of and the Schedules to this Scheme.

Any reference in this Scheme to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act or any statutory modification thereof and used in this Scheme shall, where applicable, have the same meaning assigned to it under the Act.

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

3. OBJECTIVES OF THIS SCHEME

- 3.1 This Scheme is a share incentive scheme. It will provide an opportunity for Employees and Non-Executive Directors, who satisfy the eligibility criteria in Rule 4, to participate in the equity of our Company.
- 3.2 This Scheme recognises the fact that the services of such Employees and Non-Executive Directors are important to the success and continued well-being of our Group. Implementation of this Scheme will enable our Company to give recognition to the contributions made by such Employees and Non-Executive Directors. At the same time, it will give such Employees and Non-Executive Directors an opportunity to have a direct interest in our Company and will also help to achieve the following positive objectives:
- (i) the motivate of each Participant to optimise performance standards and efficiency and to maintain a high level of contribution to our Group;
 - (ii) the retain of key Employees whose contributions are important to the long-term growth and profitability of our Group;
 - (iii) to attract potential employees with relevant skills to contribute to our Group and create value for our Shareholders;

ANNEX F: RULES OF THE JUMBO EMPLOYEE SHARE OPTION SCHEME

- (iv) to align the interest of Participants with the interests of our Shareholders; and
- (v) to instil loyalty to, and a stronger sense of identification with the long-term growth and profitability of our Group.

4. ELIGIBILITY

4.1 The following persons shall be eligible to participate in this Scheme at the absolute discretion of the Committee:

- (i) Employees who are not on probation and have attained the age of 21 years on or before the Offering Date; and
- (ii) Non-Executive Directors who have attained the age of 21 years on or before the Offering Date.

The Participant must not be an undischarged bankrupt and must not have entered into a composition with his creditors.

4.2 Controlling Shareholders and their Associates (notwithstanding that they may meet the eligibility criteria in Rule 4.1 above) shall not participate in this Scheme unless each of the following:

- (i) their participation; and
- (ii) the actual or maximum number of Shares under the Option to be issued or transferred to them and the terms of any Option to be granted to them,

has been approved by independent Shareholders in general meeting in separate resolutions for each such person, and in respect of each such person, in separate resolutions for each of (i) his participation; and (ii) the actual or maximum number of Shares and terms of any Options to be granted to him, provided always that it shall not be necessary to obtain the approval of the independent Shareholders for the participation in this Scheme of a Controlling Shareholder or his Associate who is, at the relevant time, already a Participant. Controlling Shareholders and Associates of Controlling Shareholder(s) shall abstain from voting on any resolution in relation to their participation in the Share Option Scheme.

For the purposes of obtaining such approval from the independent Shareholders, our Company shall procure that the letter to Shareholders in connection therewith shall set out (a) clear justifications for the participation of such Controlling Shareholders or Associates of Controlling Shareholders; and (b) clear rationale for the terms of the Options to be granted to such Controlling Shareholders or Associates of Controlling Shareholders (including the rationale for any discount to the Market Price, if so proposed).

4.3 There shall be no restriction on the eligibility of any Participant to participate in any other share option or share incentive scheme, implemented or to be implemented by any company within our Group.

4.4 Subject to the Act and any requirement of the SGX-ST or any other stock exchange on which the Shares may be listed or quoted, the terms of eligibility for participation in this Scheme may be amended from time to time at the absolute discretion of the Committee.

ANNEX F: RULES OF THE JUMBO EMPLOYEE SHARE OPTION SCHEME

5. LIMITATIONS OF THIS SCHEME

- 5.1 The aggregate number of Shares over which the Committee may grant Options on any date, when added to the number of Shares issued and issuable and/or transferred or transferable in respect of all Options granted under this Scheme and the number of Shares issued and issuable and/or transferred or transferable in respect of all options or awards granted under any other share option schemes or share schemes of the Company (including the Performance Share Plan), shall not exceed 15.0% of the total number of issued Shares (excluding Shares held by the Company as treasury shares) on the day immediately preceding the Offering Date of the Option.
- 5.2 The aggregate number of Shares which may be issued and/or transferred in respect of all Options granted under this Scheme to Controlling Shareholders and their Associates shall not exceed 25.0% of the total number of Shares available under this Scheme.
- 5.3 The number of Shares which may be issued and/or transferred in respect of all Options granted under this Scheme to each Controlling Shareholder or his Associate shall not exceed 10.0% of the Shares available under this Scheme.
- 5.4 Subject to Rule 4 and Rule 10, the aggregate number of Shares in which Options may be offered to a Grantee for subscription or acquisition in accordance with this Scheme shall be determined at the discretion of the Committee, which shall take into account criteria such as rank, past performance, years of service and potential development of the Grantee.

6. OFFERING DATE

- 6.1 The Committee may, at its absolute discretion, save as provided in Rule 4 and Rule 5, offer to grant Options to such Grantees at any time during the period when this Scheme is in force. However, no Option shall be granted during the period of 30 days immediately preceding the date of announcement of our Company's interim and/or final results (as the case may be). In addition, in the event that an announcement on any matter of an exceptional nature involving unpublished price sensitive information is imminent, Options may only be granted on or after the second Market Day from the date on which the aforesaid announcement is released.
- 6.2 The Letter of Offer to grant an Option shall be in, or substantially in, the form set out in Schedule A, subject to such modification as the Committee may determine from time to time.

7. ACCEPTANCE OF OFFER

- 7.1 An Option shall be personal to the Participant to whom it is granted and shall not be transferred (other than to a Participant's personal representative on the death of that Participant), charged, assigned, pledged or otherwise disposed of, in whole or in part, unless with the prior approval in writing of the Committee.
- 7.2 The grant of any Option under Rule 6 shall be accepted by the Grantee within 30 days from the Offering Date of that Option. The grant of an Option must be accepted by completing, signing and returning of the Acceptance Form in, or substantially in, the form set out in Schedule B, accompanied by payment of S\$1.00 or such amount as the Committee may decide as consideration, subject to such modification as the Committee may determine from time to time.
- 7.3 If a grant of an Option is not accepted in the manner as provided in Rule 7.2, such offer shall, upon expiry of the 30-day period, automatically lapse and become null and void and of no effect.
- 7.4 Unless the Committee determines otherwise, an Option shall automatically lapse and become null and void and of no effect, and shall not be capable of acceptance if:
- (i) it is not accepted strictly in the manner as provided in Rule 7.2 within the 30-day period;
 - (ii) the Grantee dies prior to his acceptance of the Option;

ANNEX F: RULES OF THE JUMBO EMPLOYEE SHARE OPTION SCHEME

- (iii) the Grantee is adjudicated a bankrupt or enters into composition with his creditors prior to his acceptance of the Option;
- (iv) the Grantee being an Employee ceases to be in the employment of our Group or (being a Non-Executive Director) ceases to be a director of the Group, in each case, for any reason whatsoever prior to his acceptance of the Option; or
- (v) our Company is liquidated or wound-up prior to the Grantee's acceptance of the Option.

7.5 In the event that an Option results in a contravention of any applicable law or regulation, such grant shall be null and void and of no effect and the relevant Participant shall have no claim whatsoever against our Company.

8. EXERCISE PRICE

8.1 Subject to any adjustment pursuant to Rule 12, the Exercise Price for each Share in respect of which an Option is exercisable shall be determined by the Committee at its absolute discretion, and shall be fixed by the Committee at:

- (i) the Market Price; or
- (ii) a price which is set at a discount to the Market Price, the quantum of such discount to be determined by the Committee at its absolute discretion, provided that the maximum discount which may be given in respect of any Option shall not exceed 20.0% of the Market Price in respect of that Option.

8.2 In making any determination under Rule 8.1(ii) on whether to give a discount and the quantum of such discount, the Committee shall be at liberty to take into consideration such criteria as the Committee may, at its absolute discretion, deem appropriate, including but not limited to:

- (i) the performance of our Company and our Group;
- (ii) the individual performance of the Participant;
- (iii) the contribution of the Participant to the success and development of our Company and/or our Group; and
- (iv) the prevailing market conditions.

9. RIGHT TO EXERCISE OF OPTION

9.1 Except as provided in this Rule 9 and Rule 10 and any other conditions as may be introduced by the Committee from time to time, each Option shall be exercisable, in whole or in part, as follows:

- (i) in the case of a Market Price Option, during the period commencing after the first anniversary of the Offering Date and expiring on the tenth anniversary of such Offering Date; and
- (ii) in the case of an Incentive Option, during the period commencing after the second anniversary of the Offering Date and expiring on the tenth anniversary of such Offering Date,

or such shorter period(s) if so determined by the Committee.

9.2 In the event of an Option being exercised in part only, the balance of the Option not thereby exercised shall continue to be exercisable in accordance with the Rules until such time as it shall lapse in accordance with the Rules.

ANNEX F: RULES OF THE JUMBO EMPLOYEE SHARE OPTION SCHEME

9.3 Subject to Rule 9.4, an Option shall, to the extent unexercised, immediately lapse and become null and void and a Participant shall have no claim against our Company:

- (i) upon the bankruptcy of the Participant or the happening of any other event which results in his being deprived of the legal or beneficial ownership of such Option;
- (ii) in the event of misconduct on the part of the Participant, as determined by the Committee at its absolute discretion;
- (iii) subject to Rules 9.4, 9.5 and 9.6, upon the Participant ceasing to be in the employment of our Group, for any reason whatsoever; or
- (iv) in the event that the Committee, at its absolute discretion, deems it appropriate that such Option granted to a Participant shall lapse on the grounds that any of the objectives of this Scheme (as set out in Rule 3) have not been met.

For the purpose of Rule 9.3(iii), a Participant shall be deemed to have ceased to be so employed as of the date the notice of termination of employment is tendered by or is given to him, unless such notice is withdrawn prior to its effective date. For the avoidance of doubt, no Option shall lapse pursuant to Rule 9.3(iii) in the event of any transfer of employment of a Participant between companies in the Group.

9.4 If a Participant ceases to be employed by our Group by reason of:

- (i) ill health, injury or disability (in each case, evidenced to the satisfaction of the Committee);
- (ii) redundancy;
- (iii) retirement at or after the legal retirement age;
- (iv) retirement before the legal retirement age with the consent of the Committee;
- (v) the company by which he is employed or to which he is seconded, as the case may be, ceasing to be a company within our Group, or the undertaking or part of the undertaking of such company being transferred otherwise than to another company within our Group; or
- (vi) his transfer to any government ministry, governmental or statutory body or corporation at the direction of any company within our Group,

or for any other reason approved in writing by the Committee, he may, at the absolute discretion of the Committee, exercise any unexercised Options within the relevant Option Period, and upon the expiry of such period, the Option shall immediately lapse and become null and void.

9.5 Where a Participant who is an Executive Director ceases to be an employee of our Group for any reason whatsoever, he may, at the absolute discretion of the Committee, exercise any unexercised Options within the relevant Option Period, and upon the expiry of such period, the Option shall immediately lapse and become null and void.

9.6 If a Participant dies and at the date of his death holds any unexercised Option, such Option may, at the absolute discretion of the Committee, be exercised by the duly appointed legal personal representatives of the Participant from the date of his death to the end of the relevant Option Period and upon the expiry of such period, the Option shall immediately lapse and become null and void.

ANNEX F: RULES OF THE JUMBO EMPLOYEE SHARE OPTION SCHEME

10. TAKE-OVER AND WINDING-UP OF OUR COMPANY

10.1 Notwithstanding Rule 9 but subject to Rule 10.5, in the event of a take-over being made for the Shares, a Participant (including Participants holding Options which are then not exercisable pursuant to the provisions of Rule 9.1) shall be entitled to exercise in full or in part any Option held by him and as yet unexercised, in the period commencing on the date on which such offer is made or, if such offer is conditional, the date on which such offer becomes or is declared unconditional, as the case may be, and ending on the earlier of:

- (i) the expiry of six (6) months thereafter, unless prior to the expiry of such 6-month period, at the recommendation of the offeror and with the approvals of the Committee and the SGX-ST, such expiry date is extended to a later date (being a date falling not later than the date of expiry of the Option Period relating thereto); or
- (ii) the date of the expiry of the Option Period relating thereto,

whereupon any Option then remaining unexercised shall immediately lapse and become null and void, provided always that if during such period the offeror becomes entitled or bound to exercise the rights of compulsory acquisition of the Shares under the provisions of the Act and, being entitled to do so, gives notice to the Participants that it intends to exercise such rights on a specified date, the Option shall remain exercisable by the Participants until such specified date or the expiry of the Option Period relating thereto, whichever is earlier. Any Option not so exercised by the said specified date shall lapse and become null and void provided that the rights of acquisition or obligation to acquire shall have been exercised or performed, as the case may be. If such rights of acquisition or obligations have not been exercised or performed, all Options shall subject to Rule 9 remain exercisable until the expiry of the Option Period relating thereto.

10.2 If under the Act, the court sanctions a compromise or arrangement proposed for the purposes of, or in connection with, a scheme for the reconstruction of our Company or its amalgamation with another company or companies, each Participant (including Participants holding Options which are then not exercisable pursuant to the provisions of Rule 9.1) shall be entitled, notwithstanding Rule 9 but subject to Rule 10.5, to exercise any Option then held by him during the period commencing on the date upon which the compromise or arrangement is sanctioned by the court and ending either on the expiry of 60 days thereafter or the date upon which the compromise or arrangement becomes effective, whichever is later (but not after the expiry of the Option Period relating thereto), whereupon the Option shall lapse and become null and void.

10.3 If an order is made for the winding-up of our Company on the basis of its insolvency, all Options to the extent unexercised, shall lapse and become null and void.

10.4 In the event of a members' voluntary winding-up (other than amalgamation or reconstruction), the Participants (including Participants holding Options which are then not exercisable pursuant to the provisions of Rule 9.1) shall, subject to Rule 10.5, be entitled within 30 days of the passing of the resolution of such winding-up (but not after the expiry of the Option Period relating thereto), to exercise any unexercised Option, after which period such unexercised Option shall lapse and become null and void.

10.5 If in connection with the making of a general offer referred to in Rule 10.1 or the scheme for the reconstruction referred to in Rule 10.2 or the winding-up referred to in Rule 10.4, arrangements are made (which are confirmed in writing by the Auditors, acting only as experts and not as arbitrators, to be fair and reasonable) for the compensation of Participants, whether by the continuation of their Options or the payment of cash or the grant of other Options or otherwise, a Participant holding an Option, as yet not exercised, may not, at the discretion of the Committee, be permitted to exercise that Option as provided for in this Rule 10.

10.6 To the extent that an Option is not exercised within the periods referred to in this Rule 10, it shall lapse and become null and void.

ANNEX F: RULES OF THE JUMBO EMPLOYEE SHARE OPTION SCHEME

11. EXERCISE OF OPTIONS, ALLOTMENT OR TRANSFER AND LISTING OF SHARES

11.1 An Option may be exercised during the Option Period, in whole or in part (provided that an Option may be exercised in part only in respect of 100 Shares or any multiples thereof), by a Participant giving notice in writing to our Company in, or substantially in, the form set out in Schedule C (the “**Exercise Notice**”), each case being subject to such modifications as the Committee may from time to time determine. Every Exercise Notice must be accompanied by a remittance for the full amount of the aggregate Exercise Price in respect of the Shares which have been exercised under the Option, the relevant CDP charges (if any) and any other documentation the Committee may require. An Option shall be deemed to be exercised upon the receipt by our Company of the Exercise Notice duly completed, the relevant documentation required by the Committee and the aggregate Exercise Price.

11.2 All payments shall be made by cheque, cashier’s order, bank draft or postal order made out in favour of our Company or such other mode of payment as may be acceptable to our Company.

11.3 Subject to:

- (i) such consents or other required actions of any competent authority under any regulations or enactments for the time being in force as may be necessary (including any approvals required from the SGX-ST); and
- (ii) compliance with the Act, the Rules and the Memorandum and Articles of Association of our Company,

our Company shall, as soon as practicable after the exercise of an Option by a Participant but in any event within 10 Market Days after the date of the exercise of the Option in accordance with Rule 11.1, allot the relevant Shares or, as the case may be, transfer existing Shares (which includes where desired any Shares held by our Company as treasury shares), in respect of which such Option has been exercised by the Participant and where required, or as the case may be, within five (5) Market Days from the date of such allotment, despatch the relevant share certificates to CDP for the credit of the securities account of that Participant by ordinary post or such other mode of delivery as the Committee may deem fit.

11.4 Our Company shall, if necessary, as soon as practicable after the exercise of an Option, apply to the SGX-ST and any other stock exchange on which the Shares are quoted or listed for permission to deal in and for quotation of the Shares which may be issued upon exercise of the Option and the Shares (if any) which may be issued to the Participant pursuant to any adjustments made in accordance with Rule 12.

11.5 Shares which are all allotted or transferred on the exercise of an Option by a Participant shall be issued or transferred, as the Participant may elect, in the name of CDP to the credit of the securities account of the Participant maintained with CDP, the Participant’s securities sub-account with a CDP Depository Agent or the CPF investment account maintained with a CPF agent bank.

11.6 Shares allotted and issued, and existing Shares procured by our Company for transfer, upon the exercise of an Option shall be subject to all provisions of the Memorandum and Articles of Association of our Company and shall rank *pari passu* in all respects with the then existing issued Shares except for any dividends, rights, allotments or other distributions, the Record Date of which is prior to the date such Option is exercised.

11.7 Except as set out in Rule 11.3 and subject to Rule 12, an Option does not confer on a Participant any right to participate in any new issue of Shares.

ANNEX F: RULES OF THE JUMBO EMPLOYEE SHARE OPTION SCHEME

12. ALTERATION OF CAPITAL

12.1 If a variation in the issued share capital of our Company (whether by way of a capitalisation of profits or reserves or rights issue or reduction, subdivision, consolidation or distribution, or issues for cash or for shares or otherwise than for cash or otherwise howsoever) should take place, then:

- (a) the Exercise Price, class and/or number of Shares comprised in the Option to the extent unexercised and the rights attached thereto; and/or
- (b) the class and/or number of Shares in respect of which additional Options may be granted to Participants,

shall be adjusted in such manner as the Committee may determine to be appropriate or equitable including retrospective adjustments where such variation occurs after the date of exercise of an Option but the Record Date relating to such variation precedes such date of exercise and, except in relation to a capitalisation issue, upon the written confirmation of the Auditors (acting only as experts and not as arbitrators), that in their opinion, such adjustment is fair and reasonable.

12.2 Unless the Committee considers an adjustment to be appropriate or equitable, the following shall not be regarded as a circumstance requiring adjustment under the provisions of this Rule 12:

- (i) the issue of securities as consideration for an acquisition of any assets or private placement of securities by our Company;
- (ii) the cancellation of issued Shares purchased or acquired by our Company by way of a market purchase of such Shares undertaken by our Company on Catalist during the period when a share purchase mandate granted by Shareholders (including any renewal of such mandate) is in force; or
- (iii) the issue of Shares or other securities convertible into or with rights to acquire or subscribe for Shares pursuant to any share option schemes or share schemes of the Company (including the Performance Share Plan and this Scheme).

12.3 Notwithstanding the provisions of Rule 12.1 above:

- (i) no such adjustment shall be made if as a result the Participant receives a benefit that a Shareholder does not receive; and
- (ii) any adjustment must (except in relation to a capitalisation issue) be confirmed in writing by the Auditors (acting only as experts and not as arbitrators) to be in their opinion, fair and reasonable.

12.4 Upon any adjustment required to be made, our Company shall notify each Participant (or his duly appointed personal representative(s)) in writing and deliver to him (or, where applicable, his duly appointed personal representative(s)) a statement setting forth the new Exercise Price thereafter in effect and the class and/or number of Shares thereafter comprised in the Option so far as unexercised and the maximum entitlement in any one Financial Year. Any adjustment shall take effect upon such written notification being given.

12.5 The restriction on the number of Shares to be offered to any Grantee under Rule 5 above, shall not apply to the number of additional Shares or Options over additional Shares issued by virtue of any adjustment to the number of Shares and/or Options pursuant to this Rule 12.

ANNEX F: RULES OF THE JUMBO EMPLOYEE SHARE OPTION SCHEME

13. ADMINISTRATION

- 13.1 This Scheme shall be administered by the Committee at its absolute discretion with such powers and duties as are conferred on it by the Board, provided that no member of the Committee shall participate in any deliberation or decision in respect of Options granted or to be granted to him.
- 13.2 The Committee shall have the power, from time to time, to make or vary such arrangements, guidelines and/or regulations (not being inconsistent with this Scheme) for the implementation and administration of this Scheme as it thinks fit including, but not limited to, imposing restrictions on the number of Options that may be exercised within particular sections of the relevant Option Period.
- 13.3 Any decision or determination of the Committee, made pursuant to any provision of this Scheme (other than a matter to be certified by the Auditors), shall be final, binding and conclusive (including any decisions pertaining to quantum of discount applicable to an Incentive Option or to disputes as to the interpretation of this Scheme or any rule, regulation, or procedure thereunder or as to any rights under this Scheme). The Committee shall not be required to furnish any reasons for any decision or determination made by it.

14. NOTICES AND ANNUAL REPORT

- 14.1 Any notice given by a Participant to our Company shall be sent by post or delivered to the registered office of our Company or such other address as may be notified by our Company to the Participant in writing.
- 14.2 Any notice, documents or correspondence given by our Company to a Participant shall be sent to the Participant by hand or sent to him at his home address stated in the records of the Company or the last known address of the Participant, and if sent by post shall be deemed to have been given on the day immediately following the date of posting.
- 14.3 Our Company shall in relation to this Scheme, as required by law, the SGX-ST or other relevant authority, make the following disclosures in its annual report to Shareholders:
- (i) the names of the members of the Committee administering this Scheme;
 - (ii) the information required in the table below for the following Participants (which for the avoidance of doubt, shall include Participants who have exercised all their Options in any particular Financial Year):
 - (a) Participants who are Directors;
 - (b) Participants who are Controlling Shareholders and their Associates; and
 - (c) Participants, other than those in (i) and (ii) above, who received 5.0% or more of the total number of Options available under this Scheme;

Name of Participant	Options granted during Financial Year under review (including terms)	Aggregate Options granted since commencement of the Scheme to end of Financial Year under review	Aggregate Options exercised since commencement of the Scheme to end of Financial Year under review	Aggregate Options Outstanding as at the end of Financial Year under review

ANNEX F: RULES OF THE JUMBO EMPLOYEE SHARE OPTION SCHEME

- (iii) the number and proportion of Incentive Options granted at the following discounts to the Market Price in the Financial Year under review:
 - (a) Incentive Options granted at up to 10.0% discount; and
 - (b) Incentive Options granted at between 10.0% but not more than 20.0% discount;
- (iv) such other information as may be required by the Catalist Rules or the Act; and
- (v) an appropriate negative statement in the event the disclosure of any of the abovementioned information is not applicable.

15. MODIFICATIONS TO THIS SCHEME

15.1 Any or all of the provisions of this Scheme may be modified and/or altered at any time and from time to time by resolution of the Committee except that:

- (i) any modification or alteration which would be to the advantage of Participants under this Scheme shall be subject to the prior approval of Shareholders at a general meeting; and
- (ii) no modification or alteration shall be made without due compliance with the Catalist Rules, the prior approval of the SGX-ST or (if required) any other stock exchange on which the Shares are quoted or listed, and such other regulatory authorities as may be necessary.

For the purposes of Rule 15.1(i), the opinion of the Committee as to whether any modification or alteration would alter adversely the rights attaching to any Option shall be final and conclusive.

15.2 Notwithstanding anything to the contrary contained in Rule 15.1, the Committee may at any time by resolution (and without any other formality save for the prior approval of the SGX-ST) amend or alter this Scheme in any way to the extent necessary to cause this Scheme to comply with any statutory provision or the provisions or the regulations of any regulatory or other relevant authority or body (including the SGX-ST).

15.3 Written notice of any modification or alteration made in accordance with this Rule 15 shall be given to all Participants.

16. TERMS OF EMPLOYMENT UNAFFECTED

16.1 This Scheme or any Option shall not form part of any contract of employment between our Company, or any Company within our Group and any Participant and the rights and obligations of a Participant under the terms of the office or employment with such company within our Group shall not be affected by his participation in this Scheme or any right which he may have to participate in it or any Option which he may hold and this Scheme or any Option shall afford such an individual no additional rights to compensation or damages in consequence of the termination of such office or employment for any reason whatsoever.

16.2 This Scheme shall not confer on any person any legal or equitable rights (other than those constituting the Options themselves) against our Company or our Group directly or indirectly or give rise to any cause of action at law or in equity against our Company and/or our Group.

17. DURATION OF THIS SCHEME

17.1 This Scheme shall continue to be in force at the discretion of the Committee, for a maximum period of 10 years commencing on the Adoption Date. Subject to compliance with any applicable laws and regulations in Singapore, this Scheme may be continued beyond the above stipulated period with the approval of the Shareholders by ordinary resolution at a general meeting and of any relevant authorities which may then be required.

ANNEX F: RULES OF THE JUMBO EMPLOYEE SHARE OPTION SCHEME

17.2 This Scheme may be terminated at any time by the Committee or by resolution of the Shareholders at a general meeting subject to all other relevant approvals which may be required and if this Scheme is so terminated, no further Options shall be offered by our Company hereunder.

17.3 The termination, discontinuance or expiry of this Scheme shall be without prejudice to the rights accrued to Options which have been granted and accepted as provided in Rule 7.2, whether such Options have been exercised (whether fully or partially) or not.

18. TAXES

All taxes (including income tax) arising from the exercise of any Option granted to any Participant under this Scheme shall be borne by the Participant.

19. COSTS AND EXPENSES OF THIS SCHEME

19.1 Each Participant shall be responsible for all fees of CDP relating to or in connection with the issue and allotment of any Shares pursuant to the exercise of any Option in CDP's name, the deposit of share certificate(s) with CDP, the Participant's securities account with CDP or the Participant's securities sub-account with a CDP Depository Agent or CPF investment account with a CPF agent bank.

19.2 Save for the taxes referred to in Rule 18 and such costs and expenses expressly provided in this Scheme to be payable by the Participants, all fees, costs, and expenses incurred by our Company in relation to this Scheme including but not limited to the fees, costs and expenses relating to the issue and allotment of the Shares pursuant to the exercise of any Option shall be borne by the Company.

20. DISCLAIMER OF LIABILITY

Notwithstanding any provisions herein contained and subject to the Act, the Board, the Committee and our Company shall not under any circumstances be held liable for any costs, losses, expenses and damages whatsoever and howsoever arising in respect of any matter under or in connection with this Scheme including but not limited to our Company's delay or failure in issuing and allotting or transferring the Shares or in applying for or procuring the listing of and quotation for the Shares on Catalist in accordance with Rule 11.4 (and any other stock exchanges on which the Shares are quoted or listed).

21. ABSTENTION FROM VOTING

Shareholders who are eligible to participate in this Scheme are to abstain from voting on any Shareholders' resolution relating to the Scheme and should not accept nominations as proxy or otherwise for voting unless specific instructions have been given in the proxy form on how the vote is to be cast. In particular, Shareholders who are eligible to participate in the Scheme shall abstain from voting on the following resolutions, where applicable: (i) implementation of the Scheme; (ii) the maximum discount which may be given in respect of any Option; and (iii) participation by and grant of Options to Controlling Shareholders and Associates of Controlling Shareholder(s).

22. DISPUTES

For the avoidance of doubt, any dispute or difference of any nature in connection with this Scheme shall be referred to the Committee and its decision shall be final and binding in all respects.

ANNEX F: RULES OF THE JUMBO EMPLOYEE SHARE OPTION SCHEME

23. CONDITION OF OPTION

Every Option shall be subject to the condition that no Shares shall be issued and/or transferred pursuant to the exercise of an Option if such issue and/or transfer would be contrary to any law or enactment, or any rules or regulations of any legislative or non-legislative governing body for the time being in force in Singapore or any other relevant country having jurisdiction in relation to the issue and/or transfer of Shares hereto.

24. GOVERNING LAW

This Scheme shall be governed by and construed in accordance with the laws of the Republic of Singapore. Our Company and the Participants, by accepting the offer of the grant of Options in accordance with this Scheme, submit to the exclusive jurisdiction of the courts of the Republic of Singapore.

ANNEX F: RULES OF THE JUMBO EMPLOYEE SHARE OPTION SCHEME

SCHEDULE A

JUMBO EMPLOYEE SHARE OPTION SCHEME

LETTER OF OFFER

Serial No:

Date:

To: [Name]
[Designation]
[Address]

PRIVATE AND CONFIDENTIAL

Dear Sir/ Madam

We are pleased to inform you that you have been nominated to participate in the Jumbo Employee Share Option Scheme (the “**Scheme**”) by the Committee appointed by the Board of Directors of Jumbo Group Limited (the “**Company**”) to administer the Scheme. Terms as defined in the Scheme shall have the same meaning when used in this Letter.

Accordingly, an offer is hereby made to grant you an Option, in consideration of the payment of a sum of S\$1.00, to subscribe for and be allotted and/or transferred _____ Shares at the Exercise Price of S\$_____ per Share. The Option shall be subject to the terms of this Letter of Offer and the Scheme (as the same may be amended from time to time pursuant to the terms and conditions of the Scheme). A copy of the Scheme is available for inspection at the business address of the Company.

The Option is personal to you and may not be sold, mortgaged, transferred, charged, assigned, pledged or otherwise disposed of or encumbered in whole or in part, except with the prior approval of the Committee.

If you wish to accept the offer, please sign and return the enclosed Acceptance Form with a sum of S\$1.00 not later than 5.00 p.m. on _____ failing which this offer will forthwith lapse.

Yours faithfully
for and on behalf of
Jumbo Group Limited

Name:
Designation:

ANNEX F: RULES OF THE JUMBO EMPLOYEE SHARE OPTION SCHEME

SCHEDULE B

JUMBO EMPLOYEE SHARE OPTION SCHEME

ACCEPTANCE FORM

Serial No:

Date:

To: The Committee
Jumbo Employee Share Option Scheme
c/o The Company Secretary
Jumbo Group Limited
7 Kaki Bukit Road 1
#05-01/02
Singapore 415937

Closing Time and Date for Acceptance of Offer	:	_____
No. of Shares in respect of which Option is Offered	:	_____
Exercise Price per Share	:	S\$ _____
Total Amount Payable on acceptance of Option (exclusive of the relevant CDP charges (as defined below))	:	S\$ _____

I have read your Letter of Offer dated _____ (the “**Offering Date**”) and agree to be bound by the terms thereof and of the Jumbo Employee Share Option Scheme (“**Scheme**”) stated therein. I confirm that my acceptance of the Option will not result in the contravention of any applicable law or regulation in relation to the ownership of shares in the Company or options to subscribe for such shares.

I hereby accept the Option to subscribe for _____ ordinary shares in the capital of Jumbo Group Limited (the “**Company**”) (the “**Shares**”) at S\$ _____ per Share and enclose a *cheque/banker’s draft/cashier’s order/postal order no. for S\$ _____ being payment for the purchase of the Option.

I understand that I am not obliged to exercise the Option.

I also understand that I shall be responsible for all the fees of The Central Depository (Pte) Limited (“**CDP**”) relating to or in connection with the issue and allotment and/or transfer of any Shares in CDP’s name, the deposit of share certificate(s) with CDP, my securities account with CDP or my securities sub-account with a Depository Agent or CPF investment account with a CPF agent bank (collectively, the “**CDP Charges**”).

I confirm as at the date hereof:

- (a) I am not less than 21 years old and not an undischarged bankrupt, nor have I entered into a composition with any of my creditors;
- (b) I satisfy the eligibility requirements to participate in the Scheme as defined in Rule 4 of the Scheme; and
- (c) I satisfy the other requirements to participate in the Scheme as set out in the Rules of the Scheme.

I hereby acknowledge that you have not made any representation or warranty or given me any expectation of employment or continued employment to induce me to accept the offer and that the terms of the Letter of Offer and this Acceptance Form constitute the entire agreement between us relating to the offer. I agree to keep all information pertaining to the grant of the Option to me confidential.

ANNEX F: RULES OF THE JUMBO EMPLOYEE SHARE OPTION SCHEME

PLEASE PRINT IN BLOCK LETTERS

Name in full : _____

Designation : _____

Address : _____

Nationality : _____

* NRIC/ Passport No. : _____

Signature : _____

Date : _____

Note:

** Delete where inapplicable*

ANNEX F: RULES OF THE JUMBO EMPLOYEE SHARE OPTION SCHEME

SCHEDULE C

JUMBO EMPLOYEE SHARE OPTION SCHEME

EXERCISE NOTICE

To: The Committee
Jumbo Employee Share Option Scheme
c/o The Company Secretary
Jumbo Group Limited
7 Kaki Bukit Road 1
#05-01/02
Singapore 415937

Total Number of ordinary shares (the “ Shares ”) at S\$_____ per Share under an option granted on _____ (the “ Offering Date ”) :	_____
Number of Shares previously allotted and issued or transferred thereunder :	_____
Outstanding balance of Shares which may be allotted and issued or transferred thereunder :	_____
Number of Shares now to be subscribed and/or acquired (in multiples of 100) :	_____

1. Pursuant to your Letter of Offer dated _____ and my acceptance thereof, I hereby exercise the Option to subscribe for Shares in Jumbo Group Limited (the “**Company**”) at S\$_____ per Share.
2. I hereby request the Company to allot and issue or transfer to me the number of Shares specified in paragraph 1 in the name of The Central Depository (Pte) Limited (“**CDP**”) to the credit of my “Securities Account with CDP/*Securities Sub-Account with a Depository Agent/* CPF investment account with a CPF Agent Bank specified below and to deliver the share certificates relating thereto to CDP at my own risk. I further agree to bear such fees or other charges as may be imposed by CDP/ CPF (the “**CDP charges**”) and any stamp duties in respect thereof:

* (a) Direct Securities Account Number : _____

* (b) Securities Sub-Account Number : _____
Name of CDP Depository Age : _____

* (c) CPF Investment Account Number : _____
Name of CPF Agent Bank : _____
3. I enclose a *cheque/cashier’s order/bank draft/postal order no. _____ for S\$_____ in payment for Exercise Price of S\$_____ for the total number of the said Shares and the applicable CDP charges.
4. I agree to subscribe for the Shares subject to the terms of the Letter of Offer, the Jumbo Employee Share Option Scheme (as the same may be amended pursuant to the terms thereof from time to time) and the Memorandum and Articles of Association of the Company.
5. I declare that I am subscribing for the Shares for myself and not as a nominee for any other person.

ANNEX F: RULES OF THE JUMBO EMPLOYEE SHARE OPTION SCHEME

PLEASE PRINT IN BLOCK LETTERS

Name in full : _____

Designation : _____

Address : _____

Nationality : _____

* NRIC/ Passport No. : _____

Signature : _____

Date : _____

Note:

** Delete where inapplicable*

ANNEX G: RULES OF THE JUMBO PERFORMANCE SHARE PLAN

1. NAME OF THE PLAN

The Performance Share Plan shall be called the “Jumbo Performance Share Plan”.

2. DEFINITIONS

In this Plan, unless the context otherwise requires, the following words and expressions shall have the following meanings:

“Act”	The Companies Act, Chapter 50 of Singapore as amended, modified or supplemented from time to time
“Adoption Date”	The date on which this Plan is adopted by our Company in general meeting
“Articles”	The Articles of our Company, as amended from time to time
“Auditors”	The auditors of our Company for the time being
“Award”	A contingent award of Shares granted under Rule 5
“Award Date”	In relation to an Award, the date on which the Award is granted pursuant to Rule 5
“Award Letter”	A letter in such form as the Committee shall approve confirming an Award granted to a Participant by the Committee
“Board”	The Board of Directors of our Company for the time being
“Catalist”	The Catalist Board of the SGX-ST
“Catalist Rules”	Section B: Rules of Catalist of the Listing Manual of the SGX-ST, as amended, modified or supplemented from time to time
“CDP”	The Central Depository (Pte) Limited
“Committee”	The remuneration committee of our Board, or such other committee comprising Directors duly authorised and appointed by our Board to administer this Plan
“Company”	Jumbo Group Limited
“Control”	The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of our Company
“Controlling Shareholder”	A Shareholder who: (a) holds directly or indirectly 15.0% or more of the total number of issued Shares (excluding Shares held by the Company as treasury shares) (unless otherwise determined by the SGX-ST that a person who satisfies this subparagraph is not a Controlling Shareholder); or (b) in fact exercises Control over the Company
“CPF”	Central Provident Fund

ANNEX G: RULES OF THE JUMBO PERFORMANCE SHARE PLAN

<i>“Executive”</i>	An employee of our Group (including any Executive Director who meets the relevant age and rank criteria) selected by the Committee to participate in the Plan in accordance with Rule 4
<i>“Executive Director”</i>	A director of our Company and/or any of its Subsidiaries, as the case may be, who performs an executive function
<i>“Group”</i>	Our Company and its Subsidiaries (as they may exist from time to time)
<i>“Market Value”</i>	In relation to a Share, on any day: (a) the average price of a Share on the SGX-ST over the last five (5) Trading Days immediately preceding such day; or (b) if the Committee is of the opinion that the Market Value as determined in accordance with (a) above is not representative of the value of a Share, such price as the Committee may determine, such determination to be confirmed in writing by the Auditors (acting only as experts and not as arbitrators) to be in their opinion, fair and reasonable
<i>“Participant”</i>	A person who is selected by the Committee to participate in this Plan in accordance with the provisions herein
<i>“Performance Condition”</i>	In relation to an Award, the condition specified on the Award Date in relation to that Award
<i>“Performance Period”</i>	The period, as may be determined by the Committee at its absolute discretion, during which the Performance Condition is to be satisfied
<i>“Plan”</i>	The Jumbo Performance Share Plan, as the same may be modified or altered from time to time
<i>“Record Date”</i>	The date as at the close of business on which the Shareholders must be registered in order to participate in any dividends, rights, allotments or other distributions
<i>“Release”</i>	In relation to an Award, the release at the end of the Performance Period relating to that Award of all or some of the Shares to which that Award relates in accordance with Rule 7 and, to the extent that any Shares which are the subject of the Award are not released pursuant to Rule 7, the Award in relation to those Shares shall lapse accordingly, and “Released” shall be construed accordingly
<i>“Release Schedule”</i>	In relation to an Award, a schedule in such form as the Committee shall approve, setting out the extent to which Shares which are the subject of that Award shall be Released on the Performance Condition being satisfied (whether fully or partially) or exceeded or not being satisfied, as the case may be, at the end of the Performance Period
<i>“Released Award”</i>	An Award which has been released in accordance with Rule 7

ANNEX G: RULES OF THE JUMBO PERFORMANCE SHARE PLAN

<i>“Retention Period”</i>	In relation to an Award, such period commencing on the Vesting Date in relation to that Award as may be determined by the Committee on the Award Date
<i>“SGX-ST”</i>	The Singapore Exchange Securities Trading Limited
<i>“Shares”</i>	Ordinary shares in the capital of our Company
<i>“Share Option Scheme”</i>	The Jumbo Employee Share Option Scheme, as amended or modified from time to time
<i>“Shareholders”</i>	The registered holders of Shares except where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares, mean the persons to whose securities accounts maintained with CDP are credited with the Shares
<i>“Subsidiary”</i>	A company which is for the time being a subsidiary of our Company as defined by Section 5 of the Act
<i>“Trading Day”</i>	A day on which the Shares are traded on Catalist
<i>“Vesting”</i>	In relation to Shares which are the subject of a Released Award, the absolute entitlement to all or some of the Shares which are the subject of a Released Award and “Vest” and “Vested” shall be construed accordingly
<i>“Vesting Date”</i>	In relation to Shares which are the subject of a Released Award, the date (as determined by the Committee and notified to the relevant Participant) on which those Shares have Vested pursuant to Rule 7
<i><u>Currencies and Units</u></i>	
<i>“%”</i>	Per centum or percentage

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

The term **“Associate”** shall have the meaning ascribed to it by the Catalist Rules.

Words denoting the singular shall, where applicable, include the plural and *vice versa* and words denoting the masculine gender shall, where applicable, include the feminine and neuter gender. References to persons shall include corporations. References to Rules shall be construed as references to Rules of this Plan.

Any reference in this Plan to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act or any statutory modification thereof and used in this Plan shall, where applicable, have the same meaning assigned to it under the Act.

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

ANNEX G: RULES OF THE JUMBO PERFORMANCE SHARE PLAN

3. OBJECTIVES OF THE PLAN

The Plan has been proposed in order to:

- (i) foster an ownership culture within our Group which aligns the interests of Executives with the interests of Shareholders;
- (ii) motivate Participants to achieve key financial and operational goals of the Company and/or their respective business units; and
- (iii) make key employee remuneration sufficiently competitive to recruit and retain staff whose contributions are important to the long-term growth and profitability of the Group.

4. ELIGIBILITY OF PARTICIPANTS

4.1 Executives who have attained the age of 21 years and hold such rank as may be designated by the Committee from time to time shall be eligible to participate in the Plan at the absolute discretion of the Committee, provided that such persons shall not be undischarged bankrupts or have entered into a composition with his creditors.

4.2 Controlling Shareholders and their Associates (notwithstanding that they may meet the eligibility criteria in Rule 4.1 above) shall not participate in the Plan unless each of the following:

- (i) their participation; and
- (ii) the actual or maximum number of Shares comprised in the Award to be issued or transferred to them and the terms of any Awards to be granted to them,

has been approved by independent Shareholders in a general meeting in separate resolutions for each such person, and in respect of each such person, in separate resolutions for each of (i) his participation; and (ii) the actual or maximum number of Shares and terms of any Awards to be granted to him, provided always that it shall not be necessary to obtain the approval of the independent Shareholders for the participation in this Plan of a Controlling Shareholder or his Associate who is, at the relevant time, already a Participant.

For the purposes of obtaining such approval from the independent Shareholders, our Company shall procure that the letter to Shareholders in connection therewith shall set out (a) clear justifications for the participation of such Controlling Shareholders or Associates of Controlling Shareholders; and (b) clear rationale for the terms of the Awards to be granted to such Controlling Shareholders or Associates of Controlling Shareholder(s).

4.3 Save as prescribed by the Catalist Rules, there shall be no restriction on the eligibility of any Participant to participate in any other share option or share incentive scheme, implemented or to be implemented by any company within our Group.

4.4 Subject to the Act and any requirement of the SGX-ST or any other stock exchange on which the Shares may be listed or quoted, the terms of eligibility for participation in the Plan may be amended from time to time at the absolute discretion of the Committee.

5. GRANT OF AWARDS

5.1 Except as provided in Rule 8, the Committee may, at its absolute discretion, grant Awards to Executives at any time during the period when the Plan is in force, provided that no Participant who is a member of the Committee shall participate in any deliberation or decision in respect of Awards granted or to be granted to him.

ANNEX G: RULES OF THE JUMBO PERFORMANCE SHARE PLAN

- 5.2 The number of Shares which are the subject of each Award to be granted to a Participant in accordance with the Plan shall be determined at the absolute discretion of the Committee, which shall take into account criteria such as his rank, job performance and potential for future development, his contribution to the success and development of our Group and the extent of effort with which the Performance Condition may be achieved within the Performance Period.
- 5.3 The Committee shall decide in relation to an Award:
- (i) the Participant;
 - (ii) the Award Date;
 - (iii) the Performance Period;
 - (iv) the number of Shares which are the subject of the Award;
 - (v) the Performance Condition;
 - (vi) the Release Schedule; and
 - (vii) any other condition(s) which the Committee may determine in relation to that Award.
- 5.4 The Committee may amend or waive the Performance Period, the Performance Condition and/or the Release Schedule in respect of any Award:
- (i) in the event of a take-over offer being made for the Shares or if Shareholders or, under the Act, the court sanctions a compromise or arrangement proposed for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with another company or companies or in the event of a proposal to liquidate or sell all or substantially all of the assets of the Company; or
 - (ii) if anything happens which causes the Committee to conclude that:
 - (a) a changed Performance Condition and/or Release Schedule would be a fairer measure of performance, and would be no less difficult to satisfy; or
 - (b) the Performance Condition and/or Release Schedule should be waived,and shall notify the Participants of such change or waiver.
- 5.5 As soon as reasonably practicable after making an Award the Committee shall send to each Participant an Award Letter confirming the Award and specifying in relation to the Award:
- (i) the Award Date;
 - (ii) the Performance Period;
 - (iii) the number of Shares which are the subject of the Award;
 - (iv) the Performance Condition;
 - (v) the Release Schedule; and
 - (vi) any other condition which the Committee may determine in relation to that Award.
- 5.6 Participants are not required to pay for the grant of Awards.

ANNEX G: RULES OF THE JUMBO PERFORMANCE SHARE PLAN

- 5.7 An Award or Released Award shall be personal to the Participant to whom it is granted and, prior to the issue and/or transfer to the Participant of the Shares to which the Released Award relates, shall not be transferred, charged, assigned, pledged or otherwise disposed of, in whole or in part, except with the prior approval of the Committee and if a Participant shall do, suffer or permit any such act or thing as a result of which he would or might be deprived of any rights under an Award or Released Award without the prior approval of the Committee, that Award or Released Award shall immediately lapse.

6. EVENTS PRIOR TO THE VESTING DATE

- 6.1 An Award shall, to the extent not yet Released, immediately lapse without any claim whatsoever against our Company arising therefrom:

- (i) in the event of misconduct on the part of the Participant as determined by the Committee at its absolute discretion;
- (ii) subject to Rule 6.2(ii), upon the Participant ceasing to be in the employment of our Group for any reason whatsoever; or
- (iii) in the event of an order being made or a resolution passed for the winding-up of the Company on the basis, or by reason, of its insolvency.

For the purpose of Rule 6.1(ii), the Participant shall be deemed to have ceased to be so employed as of the date the notice of termination of employment is tendered by or is given to him, unless such notice shall be withdrawn prior to its effective date.

- 6.2 In any of the following events, namely:

- (i) the bankruptcy of the Participant or the happening of any other event which results in his being deprived of the legal or beneficial ownership of an Award;
- (ii) where the Participant ceases to be in the employment of our Group by reason of:
 - (a) ill health, injury or disability (in each case, evidenced to the satisfaction of the Committee);
 - (b) redundancy;
 - (c) retirement at or after the legal retirement age;
 - (d) retirement before the legal retirement age with the consent of the Committee;
 - (e) the company by which he is employed or to which he is seconded, as the case may be, ceasing to be a company within our Group or the undertaking or part of the undertaking of such company being transferred otherwise than to another company within our Group;
 - (f) (where applicable) his transfer of employment between companies within our Group; or
 - (g) his transfer to any government ministry, governmental or statutory body or corporation at the direction of any company within our Group;
- (iii) the death of a Participant; or
- (iv) any other event approved by the Committee,

ANNEX G: RULES OF THE JUMBO PERFORMANCE SHARE PLAN

the Committee may, at its absolute discretion, preserve all or any part of any Award and decide as soon as reasonably practicable following such event either to Vest some or all of the Shares which are the subject of any Award or to preserve all or part of any Award until the end of the Performance Period and subject to the provisions of the Plan. In exercising its discretion, the Committee will have regard to all circumstances on a case-by-case basis, including (but not limited to) the contributions made by that Participant and the extent to which the Performance Condition has been satisfied.

6.3 Without prejudice to the provisions of Rule 5.4, if before the Vesting Date, any of the following occurs:

- (i) a take-over offer for the Shares becomes or is declared unconditional;
- (ii) a compromise or arrangement proposed for the purposes of, or in connection with, a scheme for the reconstruction of our Company or its amalgamation with another company or companies being approved by Shareholders and/or sanctioned by the court under the Act; or
- (iii) an order being made or a resolution being passed for the winding up of our Company (other than as provided in Rule 6.1(iii) or for amalgamation or reconstruction),

the Committee will consider, at its absolute discretion, whether or not to Release any Award, and will take into account all circumstances on a case-by-case basis, including (but not limited to) the contributions made by that Participant. If the Committee decides to Release any Award, then in determining the number of Shares to be Vested in respect of such Award, the Committee will have regard to the proportion of the Performance Period that has lapsed and the extent to which the Performance Condition has been satisfied. Where Awards are Released, the Committee will, as soon as practicable after the Awards have been Released, procure the issue and/or transfer to each Participant of the number of Shares so determined, such issue and/or transfer to be made in accordance with Rule 7. If the Committee so determines, the Release of Awards may be satisfied in cash as provided in Rule 7.

7. RELEASE OF AWARDS

7.1 Review of Performance Condition

- (i) As soon as reasonably practicable after the end of each Performance Period, the Committee shall review the Performance Condition specified in respect of each Award and determine at its absolute discretion whether it has been satisfied and, if so, the extent to which it has been satisfied, and provided that the relevant Participant has continued to be an Executive from the Award Date up to the end of the Performance Period, shall Release to that Participant all or part (as determined by the Committee at its absolute discretion in the case where the Committee has determined that there has been partial satisfaction of the Performance Condition) of the Shares to which his Award relates in accordance with the Release Schedule specified in respect of his Award on the Vesting Date. If not, the Awards shall lapse and be of no value.

If the Committee determines in its sole discretion that the Performance Condition has not been satisfied or (subject to Rule 6) if the relevant Participant has not continued to be an Executive from the Award Date up to the end of the relevant Performance Period, that Award shall lapse and be of no value and the provisions of Rules 7.2 to 7.4 shall be of no effect.

The Committee shall have the discretion to determine whether the Performance Condition has been satisfied (whether fully or partially) or exceeded and in making any such determination, the Committee shall have the right to make computational adjustments to the audited results of our Company or our Group to take into account such factors as the Committee may determine to be relevant, including changes in accounting methods, taxes and extraordinary events, and further the right to amend the Performance Condition if the Committee decides that a changed performance target would be a fairer measure of performance.

ANNEX G: RULES OF THE JUMBO PERFORMANCE SHARE PLAN

- (ii) Shares which are the subject of a Released Award shall be Vested to a Participant on the Vesting Date, which shall be a Trading Day falling as soon as practicable after the review by the Committee referred to in Rule 7.1(i) and, on the Vesting Date, the Company will issue and/or procure the transfer to each Participant of the number of Shares so determined.
- (iii) Where new Shares are to be issued upon the Vesting of any Award, our Company shall, as soon as practicable after such Vesting, apply to the SGX-ST for permission to deal in and for quotation of such Shares.

7.2 Release of Award

On Vesting of the Award, after the end of each Performance Period, our Company has the discretion to determine whether to issue new Shares or to procure the transfer of existing Shares, or a combination of both methods to the Participant. Shares which are issued and/or transferred on the Release of an Award to a Participant shall be issued in the name of, or transferred to, CDP to the credit of the securities account of that Participant maintained with CDP, the securities sub-account of that Participant maintained with a Depository Agent, or the CPF investment account maintained with a CPF agent bank, in each case, as designated by that Participant.

7.3 Ranking of Shares

New Shares allotted and issued, and existing Shares procured by our Company for transfer, on the Release of an Award shall:

- (i) be subject to all the provisions of the Memorandum and Articles of our Company; and
- (ii) rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Shares, the Record Date for which is on or after the relevant Vesting Date, and shall in all other respects rank *pari passu* with other existing Shares then in issue.

7.4 Cash Awards

The Committee, at its absolute discretion, may determine to make a Release of an Award, wholly or partly, in the form of cash rather than Shares, in which event the Participant shall receive on the Vesting Date, in lieu of all or part of the Shares which would otherwise have been issued and/or transferred to him on Release of his Award, the aggregate Market Value of such Shares on the Vesting Date.

7.5 Moratorium

Shares which are issued and/or transferred to a Participant pursuant to the Release of an Award shall not be transferred, charged, assigned, pledged or otherwise disposed of, in whole or in part, during the Retention Period, except to the extent set out in the Award Letter or with the prior approval of the Committee. Our Company may take steps that it considers necessary or appropriate to enforce or give effect to this disposal restriction including specifying in the Award Letter the conditions which are to be attached to an Award for the purpose of enforcing this disposal restriction.

8. LIMITATION ON THE SIZE OF THE PLAN

- 8.1 The aggregate number of Shares which may be issued or transferred pursuant to Awards granted under the Plan on any date, when added to the number of Shares issued or issuable and/or transferred or transferable in respect of all Awards granted under this Plan and the number of Shares issued or issuable and/or transferred or transferable in respect of all options or awards granted under any other share option schemes or share schemes of the Company (including the Share Option Scheme), shall not exceed 15.0% of the total number of issued Shares (excluding Shares held by the Company as treasury shares) on the day immediately preceding such grant of Awards.

ANNEX G: RULES OF THE JUMBO PERFORMANCE SHARE PLAN

- 8.2 The aggregate number of Shares which may be issued and/or transferred pursuant to all Awards granted under this Plan to Controlling Shareholders and their Associates shall not exceed 25.0% of the total number of Shares available under this Plan
- 8.3 The number of Shares which may be issued and/or transferred pursuant to all Awards granted under this Plan to each Controlling Shareholder or his Associate shall not exceed 10.0% of the Shares available under this Plan.
- 8.4 Shares which are the subject of Awards which have lapsed for any reason whatsoever may be the subject of further Awards granted by the Committee under this Plan.

9. ALTERATION OF CAPITAL

- 9.1 If a variation in the issued share capital of our Company (whether by way of a capitalisation of profits or reserves or rights issue or reduction, subdivision, consolidation or distribution, or issues for cash or for shares or otherwise than for cash or otherwise howsoever) should take place, then:

- (i) the class and/or number of Shares which are the subject of an Award to the extent not yet Vested;
- (ii) the class and/or number of Shares which are the subject of future Awards which may be granted to Participants; and/or
- (iii) the maximum number of Shares which may be issued pursuant to Awards granted under this Plan,

shall be adjusted in such manner as the Committee may determine to be appropriate or equitable including retrospective adjustments where such variation occurs after the Vesting of an Award but the Record Date relating to such variation precedes such date of Vesting and, except in relation to a capitalisation issue, upon the written confirmation of the Auditors (acting only as experts and not as arbitrators), that in their opinion, such adjustment is fair and reasonable.

- 9.2 Unless the Committee considers an adjustment to be appropriate or equitable, the following shall not be regarded as a circumstance requiring adjustment under the provisions of this Rule 9:

- (i) the issue of securities as consideration for an acquisition of any assets or private placement of securities by our Company;
- (ii) the cancellation of issued Shares purchased or acquired by our Company by way of a market purchase of such Shares undertaken by our Company on Catalist during the period when a share purchase mandate granted by Shareholders (including any renewal of such mandate) is in force; or
- (iii) the issue of Shares or other securities convertible into or with rights to acquire or subscribe for Shares pursuant to any share option schemes or share schemes of the Company (including the Share Option Scheme and this Plan).

- 9.3 Notwithstanding the provisions of Rule 9.1 above:

- (i) no such adjustment shall be made if as a result the Participant receives a benefit that a Shareholder does not receive; and
- (ii) any adjustment (except in relation to a capitalisation issue) must be confirmed in writing by the Auditors (acting only as experts and not as arbitrators) to be in their opinion, fair and reasonable.

ANNEX G: RULES OF THE JUMBO PERFORMANCE SHARE PLAN

- 9.4 Upon any adjustment required to be made pursuant to this Rule 9, our Company shall notify each Participant (or his duly appointed personal representative(s)) in writing and deliver to him (or, where applicable, his duly appointed personal representative(s)) a statement setting forth the class and/or number of Shares thereafter to be issued and/or transferred on the Vesting of an Award and the maximum entitlement in any one Financial Year. Any adjustment shall take effect upon such written notification being given.
- 9.5 The restriction on the number of Shares to be issued and/or transferred pursuant to Awards granted under the Plan under Rule 8 above, shall not apply to the number of additional Shares or Awards over additional Shares issued by virtue of any adjustment to the number of Shares and/or Awards pursuant to this Rule 9.

10. ADMINISTRATION OF THE PLAN

- 10.1 The Plan shall be administered by the Committee at its absolute discretion with such powers and duties as are conferred on it by the Board, provided that no member of the Committee shall participate in any deliberation or decision in respect of Awards granted or to be granted to him.
- 10.2 The Committee shall have the power, from time to time, to make and vary such arrangements, guidelines and/or regulations (not being inconsistent with the Plan) for the implementation and administration of the Plan, to give effect to the provisions of the Plan and/or to enhance the benefit of the Awards and the Released Awards to the Participants, as it may, at its absolute discretion, think fit.
- 10.3 Neither the Plan nor the grant of Awards under the Plan shall impose on our Company or the Committee or any of its members any liability whatsoever in connection with:
- (i) the lapsing of any Awards pursuant to any provision of this Plan;
 - (ii) the failure or refusal by the Committee to exercise, or the exercise by the Committee of, any discretion under this Plan; and/or
 - (iii) any decision or determination of the Committee made pursuant to any provision of this Plan.
- 10.4 Any decision or determination of the Committee made pursuant to any provision of this Plan (other than a matter to be certified by the Auditors) shall be final, binding and conclusive (including for the avoidance of doubt, any decisions pertaining to disputes as to the interpretation of the Plan or any rule, regulation or procedure hereunder or as to any rights under the Plan). The Committee shall not be required to furnish any reasons for any decision or determination made by it.

11. NOTICES AND ANNUAL REPORT

- 11.1 Any notice given by a Participant to our Company shall be sent by post or delivered to the registered office of our Company or such other address as may be notified by our Company to the Participant in writing.
- 11.2 Any notice, documents or correspondence given by our Company to a Participant shall be sent to the Participant by hand or sent to him at his home address stated in the records of the Company or the last known address of the Participant, and if sent by post shall be deemed to have been given on the day immediately following the date of posting.
- 11.3 Our Company shall in relation to this Plan, as required by law, the SGX-ST or other relevant authority, make the following disclosures in its annual report to Shareholders:
- (i) the names of the members of the Committee administering this Plan;

ANNEX G: RULES OF THE JUMBO PERFORMANCE SHARE PLAN

- (ii) the information required in the table below for the following Participants:
- (a) Participants who are Directors;
 - (b) Participants who are Controlling Shareholders and their Associates; and
 - (c) Participants, other than those in (a) and (b) above, who received 5.0% or more of the total number of Shares to be comprised in Awards available under this Plan;

Name of Participant	Aggregate number of Shares comprised in Awards granted during Financial Year under review (including terms)	Aggregate number of Shares comprised in Awards granted since commencement of the Plan to end of Financial Year under review	Aggregate number of Shares comprised in Awards which have been issued and/or transferred pursuant to the Vesting of Awards since commencement of the Plan to end of Financial Year under review	Aggregate number of Shares comprised in Awards which have not been Released as at the end of the Financial Year under review

- (iii) such other information as may be required by the Catalist Rules or the Act; and
- (iv) an appropriate negative statement in the event the disclosure of any of the abovementioned information is not applicable.

12. MODIFICATIONS TO THE PLAN

12.1 Any or all the provisions of the Plan may be modified and/or altered at any time and from time to time by a resolution of the Committee, except that:

- (i) any modification or alteration which would be to the advantage of Participants under this Plan except with the prior approval of Shareholders at a general meeting; and
- (ii) no modification or alteration shall be made without the prior approval of the SGX-ST or (if required) any other stock exchange on which the Shares are quoted or listed, and such other regulatory authorities as may be necessary.

For the purposes of Rule 12.1(i), the opinion of the Committee as to whether any modification or alteration would adversely affect the rights attached to any Award shall be final and conclusive.

12.2 Notwithstanding anything to the contrary contained in Rule 12.1, the Committee may at any time by resolution (and without other formality, save for the prior approval of the SGX-ST) amend or alter the Plan in any way to the extent necessary to cause the Plan to comply with any statutory provision or the provisions or the regulations of any regulatory or other relevant authority or body (including the SGX-ST).

12.3 Written notice of any modification or alteration made in accordance with this Rule 12 shall be given to all Participants.

ANNEX G: RULES OF THE JUMBO PERFORMANCE SHARE PLAN

13. TERMS OF EMPLOYMENT UNAFFECTED

- 13.1 This Plan or any Award shall not form part of any contract of employment between our Company, or any Company within our Group and any Participant and the rights and obligations of a Participant under the terms of the office or employment with such company within our Group shall not be affected by his participation in this Plan or any right which he may have to participate in it or any Award which he may hold and this Plan or any Award shall afford such an individual no additional rights to compensation or damages in consequence of the termination of such office or employment for any reason whatsoever.
- 13.2 This Plan shall not confer on any person any legal or equitable rights (other than those constituting the Awards themselves) against our Company or our Group directly or indirectly or give rise to any cause of action at law or in equity against our Company and/or our Group.

14. DURATION OF THE PLAN

- 14.1 The Plan shall continue to be in force at the discretion of the Committee, subject to a maximum period of 10 years commencing on the Adoption Date. Subject to compliance with any applicable laws and regulations in Singapore, this Plan may be continued beyond the above stipulated period with the approval of the Shareholders by ordinary resolution at a general meeting and of any relevant authorities which may then be required.
- 14.2 The Plan may be terminated at any time by the Committee or by resolution of the Shareholders at a general meeting subject to all other relevant approvals which may be required and if this Plan is so terminated, no further Awards shall be offered by our Company hereunder.
- 14.3 The expiry or termination of the Plan shall not affect Awards which have been granted prior to such expiry or termination, whether such Awards have been Released (whether fully or partially) or not.

15. TAXES

All taxes (including income tax) arising from the grant or Release of any Award granted to any Participant under the Plan shall be borne by that Participant.

16. COSTS AND EXPENSES OF THE PLAN

- 16.1 Each Participant shall be responsible for all fees of CDP relating to or in connection with the issue and allotment or transfer of any Shares pursuant to the Release of any Award in CDP's name, the deposit of share certificate(s) with CDP, the Participant's securities account with CDP, or the Participant's securities sub-account with a CDP Depository Agent or CPF investment account with a CPF agent bank.
- 16.2 Save for the taxes referred to in Rule 15 and such other costs and expenses expressly provided in the Plan to be payable by the Participants, all fees, costs and expenses incurred by our Company in relation to the Plan including but not limited to the fees, costs and expenses relating to the allotment and issue, or transfer, of Shares pursuant to the Release of any Award, shall be borne by our Company.

17. DISCLAIMER OF LIABILITY

Notwithstanding any provisions herein contained, the Committee and our Company shall not under any circumstances be held liable for any costs, losses, expenses and damages whatsoever and howsoever arising in any event, including but not limited to our Company's delay in issuing, or procuring the transfer of, the Shares or applying for or procuring the listing of new Shares on Catalist in accordance with Rule 7.1(iii).

ANNEX G: RULES OF THE JUMBO PERFORMANCE SHARE PLAN

18. ABSTENTION FROM VOTING

Shareholders who are eligible to participate in this Plan are to abstain from voting on any shareholders' resolution relating to the Plan and should not accept nominations as proxy or otherwise for voting unless specific instructions have been given in the proxy form on how the vote is to be cast. In particular, Shareholders who are eligible to participate in the Plan shall abstain from voting on the following resolutions, where applicable: (i) implementation of the Plan; and (ii) participation by and grant of Awards to Controlling Shareholders and their Associates.

19. DISPUTES

For the avoidance of doubt, any dispute or difference of any nature in connection with this Plan shall be referred to the Committee and its decision shall be final and binding in all respects.

20. CONDITION OF AWARD

Every Award shall be subject to the condition that no Shares shall be issued and/or transferred pursuant to the Vesting of an Award if such issue and/or transfer would be contrary to any law or enactment, or any rules or regulations of any legislative or non-legislative governing body for the time being in force in Singapore or any other relevant country having jurisdiction in relation to the issue of Shares hereto.

21. GOVERNING LAW

The Plan shall be governed by, and construed in accordance with, the laws of the Republic of Singapore. The Participants, by accepting grants of Awards in accordance with the Plan, and our Company submit to the exclusive jurisdiction of the courts of the Republic of Singapore.

ANNEX H: TERMS, CONDITIONS AND PROCEDURES FOR APPLICATION AND ACCEPTANCE

You are invited to apply and subscribe for the New Shares at the Issue Price for each New Share subject to the following terms and conditions:

1. **YOUR APPLICATION MUST BE MADE IN LOTS OF 100 NEW SHARES OR INTEGRAL MULTIPLES THEREOF SUBJECT TO A MINIMUM OF 1,000 SHARES. YOUR APPLICATION FOR ANY OTHER NUMBER OF NEW SHARES WILL BE REJECTED.**
2. Your application for Offer Shares may be made by way of a **WHITE** Offer Shares Application Form or by way of Electronic Application through ATMs of the Participating Banks ("**ATM Electronic Application**") or through Internet Banking ("**IB**") websites of the relevant Participating Banks ("**Internet Electronic Applications**"), or through the mobile banking interface of DBS Bank ("**mBanking Application**") (which, together with ATM Electronic Applications and Internet Electronic Applications, shall be referred to as "**Electronic Applications**"). Your application for the Placement Shares may only be made by way of printed **BLUE** Placement Shares Application Forms or other such forms of application as the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents may deem appropriate.

YOU MAY NOT USE CPF FUNDS TO APPLY FOR THE NEW SHARES.

3. You are allowed to submit only one (1) application in your own name for the Offer Shares. If you submit an application for Offer Shares by way of a **WHITE** Offer Shares Application Form, you **MAY NOT** submit another application for Offer Shares by way of an Electronic Application and *vice versa*. Such separate applications shall be deemed to be multiple applications and may be rejected at the discretion of our Company, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents, except in the case of applications by approved nominee companies, where each application is made on behalf of a different beneficiary.

If you submit an application for Offer Shares by way of an ATM Electronic Application, you **MAY NOT** submit another application for Offer Shares by way of an Internet Electronic Application or mBanking Application and *vice versa*. Such separate applications shall be deemed to be multiple applications and may be rejected at the discretion of our Company, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents.

If you, being other than an approved nominee company, have submitted an application for Offer Shares in your own name, you should not submit any other application for Offer Shares, whether by way of a **WHITE** Offer Shares Application Form or by way of an Electronic Application, for any other person. Such separate applications shall be deemed to be multiple applications and may be rejected at our discretion.

You are allowed to submit only one (1) application in your own name for the Placement Shares. Any separate application by you for the Placement Shares shall be deemed to be multiple applications and may be rejected at the discretion of our Company, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents.

If you, being other than an approved nominee company, have submitted an application for Placement Shares in your own name, you should not submit any other application for Placement Shares 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 Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents.

If you have made an application for Placement Shares, and you have also made a separate application for the Offer Shares, either by way of a **WHITE** Offer Shares Application Form or by way of an Electronic Application and *vice versa*, our Company, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents shall have the discretion to either (i) reject both of such separate applications; or (ii) accept any one or both of such separate applications.

ANNEX H: TERMS, CONDITIONS AND PROCEDURES FOR APPLICATION AND ACCEPTANCE

Conversely, if you have made an application for Offer Shares either by way of an Electronic Application or by way of a **WHITE** Offer Shares Application Form, and you have also made a separate application for Placement Shares, our Company, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents shall have the discretion to either (i) reject both of such separate applications; or (ii) accept any one or both of such separate applications. Such separate applications shall be deemed to be a multiple application and may be rejected at the discretion of our Company, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents.

Joint applications shall be rejected. Multiple applications for the New Shares shall be liable to be rejected at the discretion of our Company, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents. If you submit or procure submissions of multiple share applications (whether for Offer Shares, Placement Shares or both Offer Shares and Placement Shares), you 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, except in the case of application by approved nominee companies where such application is made on behalf of a different beneficiary, may be rejected at the discretion of our Company, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents.

4. By submitting an application for the New Shares, you declare that you do not possess more than one individual Securities Account with CDP.
5. We will not accept applications from any person under the age of 18 years, undischarged bankrupts, sole-proprietorships, partnerships, non-corporate bodies, joint Securities Account holders of CDP and from applicants whose addresses (furnished in their Application Forms or, in the case of Electronic Applications, contained in the records of the relevant Participating Banks) 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 name of the deceased person at the time of the application.
6. We will not recognise the existence of a trust. An 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 approved nominee companies after complying with paragraph 6 below.
7. **WE WILL ONLY ACCEPT APPLICATIONS FROM APPROVED NOMINEE COMPANIES.** 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 nominees other than approved nominee companies shall be rejected.
8. **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 apply by way of an Application Form), or you will not be able to complete your Electronic Application (if you apply by way of an Electronic Application). 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 or in your Electronic Application, as the case may be, 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, CDP Securities Account number, nationality and permanent residence status provided in your Application Form or in the records of the relevant Participating Bank at the time of your Electronic Application, as the case may be, differ from those particulars in your Securities Account as maintained with CDP. If you possess more than one (1) individual direct Securities Account with CDP, your application shall be rejected.

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9. If your address as stated in the Application Form or, in the case of an Electronic Application, contained in the records of the relevant Participating Bank, as the case may be, 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.
10. Our Company, in consultation with the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents, 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 which does not comply with the instructions for Electronic Applications or with the terms and conditions of 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 instructions for Electronic Applications 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.
11. Our Company, in consultation with the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents, 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 will be entertained. This right applies to applications made by way of Application Forms and by way of Electronic Applications. 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.
12. Share certificates will be registered in the name of CDP 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. You irrevocably authorise CDP to complete and sign on your behalf, as transferee or renounee, any instrument of transfer and/or other documents required for the issue or transfer of the New Shares allotted to you. This authorisation applies to applications made by way of Application Forms and by way of Electronic Applications.
13. You (i) consent to the collection, use and disclosure of your name, NRIC/passport number, address, nationality, permanent resident status, CDP Securities Account number, CPF Investment Account number (if applicable), share application amount, share application details and other personal data ("**Personal Data**") by the Share Registrar and Share Transfer Agent, SCCS, SGX-ST, CDP, the Participating Banks, our Company, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents and/or other authorised operators (the "**Relevant Persons**") for the purpose of facilitating your application for the New Shares; (ii) consent that the Relevant Persons may disclose or share Personal Data with third parties who provide necessary services to the Relevant Persons, such as service providers working for them and providing services such as hosting and maintenance services, delivery services, handling of payment transactions, and consultants and professional advisers; (iii) consent that the Relevant Persons may transfer your personal data to any location outside of Singapore in order for them to provide the requisite support and services in connection with the New Shares; and (iv) warrant that where you, as an approved nominee company, disclose the Personal Data of the beneficial owner(s) to the Relevant Persons, you have obtained the consent of the beneficial owners to paragraphs (i), (ii) and (iii) and that any disclosure of Personal Data to our Company is in compliance with applicable law (collectively, the "**Personal Data Privacy Terms**"). Where any Personal Data is transferred to

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a country or territory outside of Singapore, the Relevant Persons will ensure that the recipient of the Personal Data provides a standard of protection that is comparable to the protection which Personal Data enjoys under the laws of Singapore, and where these countries or territories do not have personal data protection laws which are comparable to that in Singapore, the Relevant Persons will enter into legally enforceable agreements with the recipients to ensure that they protect the Personal Data to the same standard as required under the laws of Singapore. 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 Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents and any other parties so authorised by the forgoing persons. None of our Company, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents, Participating Bank or CDP shall be liable for any delays, failures or inaccuracies in the recording, storage or transmission or delivery of data relating to Electronic Applications.

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 Offer Shares by way of a **WHITE** Offer Shares Application Form or by way of an Electronic Application, or applying for the Placement Shares by way of a **BLUE** Placement Shares Application Form or such other forms of application as the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents deem appropriate.
15. By completing and delivering an Application Form or by making and completing an Electronic Application by (in the case of an ATM Electronic Application) pressing the “Enter” or “OK” or “Confirm” or “Yes” or any other relevant key on the ATM (as the case may be) or by (in the case of an Internet Electronic Application or mBanking Application) clicking “Submit” or “Continue” or “Yes” or “Confirm” or any other relevant button on the IB website screen 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 Issue 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;
 - (b) agree that, in the event of any inconsistency between the terms and conditions set for application set out in this Offer Document and those set out in the ATMs or IB websites or mobile banking interfaces of the Participating Banks, the terms and conditions set out in this Offer Document shall prevail;
 - (c) agree that the aggregate Issue Price for the New Shares applied for is due and payable to our Company upon application;
 - (d) warrant the truth and accuracy of the information provided 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 in determining whether to accept your application and/or whether to allot any New Shares to you;
 - (e) 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 Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents, will infringe any such laws as a result of the acceptance of your application; and
 - (f) request and irrevocably authorise us, the Sponsor and Issue Manager and the Joint Underwriters and Joint Placement Agents (i) to register the New Shares allotted to you in the name of CDP or its nominee for deposit in your Securities Account; (ii) to send the relevant share certificate(s) by ordinary post at your own risk to CDP; and (iii) to return or refund (without interest or any share of revenue or other benefit arising therefrom) the application

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monies or the balance thereof should the application be unsuccessful or accepted in part only, by ordinary post at your own risk to your address as registered with CDP or which appears in the Application Forms.

16. Our acceptance of applications will be conditional upon, *inter alia*, our Company being satisfied that:
 - (a) permission has been granted by the SGX-ST to deal in and for quotation of all our existing Shares, the New Shares, the Cornerstone Shares, the Award Shares and the Option Shares on the Catalist;
 - (b) the Management and Sponsorship Agreement and the Underwriting and Placement Agreement referred to in the section entitled "Sponsorship, Underwriting and Placement Arrangements" of this Offer Document have become unconditional and have not been terminated or cancelled prior to such date as our Company determined; and
 - (c) no Stop Order has been issued by the Authority under the SFA.
17. In the event that a Stop Order in respect of the New Shares is served by the SGX-ST, acting as an agent on behalf of the Authority, or other competent authority and applications to subscribe for the New Shares have been made prior to the Stop Order, then:
 - (a) where the New Shares have not been issued to the applicants, we will (as required by law) deem all applications withdrawn and cancelled and our Company shall refund the application monies (without interest or any share of revenue or other benefit arising therefrom at your own risk) to you within 14 days of the date of the Stop Order and you shall not have any claim whatsoever against our Company, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents; or
 - (b) where the New Shares have already been issued to the applicants, but trading has not commenced, the issue will (as required by law) be deemed void and our Company shall refund the application monies (without interest or any share of revenue or other benefit arising therefrom at your own risk) to you within 14 days of the date of the Stop Order and you shall not have any claim whatsoever against our Company, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents.

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 SGX-ST, acting as an agent on behalf of the Authority, or other competent authority, no New Shares shall be issued to you until the SGX-ST, acting as an agent on behalf of the Authority, or other competent authority revokes the interim Stop Order.
19. The SGX-ST, acting as an agent on behalf of Authority, is not able to serve a Stop Order in respect of the New Shares if the New Shares have been issued and listed on a securities exchange and trading in them has commenced.
20. In the event of any changes in the closure of the Application List or the time period during which the Invitation is open, we will publicly announce the same through a SGXNET announcement to be posted on the Internet at the SGX-ST website <http://www.sgx.com> and through a paid advertisement in a local English 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 (6) months after the date of registration of this Offer Document.

ANNEX H: TERMS, CONDITIONS AND PROCEDURES FOR APPLICATION AND ACCEPTANCE

23. Additional terms and conditions for applications by way of Application Forms are set out in the section entitled “Additional Terms and Conditions for Applications using Application Forms” of Annex H to this Offer Document.
24. Additional terms and conditions for applications by way of Electronic Applications are set out in the section entitled “Additional Terms and Conditions for Electronic Applications” of Annex H to this Offer Document.
25. CDP shall not be liable for any delays, failures or inaccuracies in the recording, storage or in the transmission or delivery of data relating to Electronic Applications.

ADDITIONAL TERMS AND CONDITIONS FOR APPLICATIONS USING APPLICATION FORMS

Applications by way of an Application Form shall be 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 this Annex H 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 must be made using the **WHITE** Application Form and **WHITE** official envelopes “A” and “B” for Offer Shares, or the **BLUE** Application Form for Placement Shares accompanying and forming part of this Offer Document. We draw your attention to the detailed instructions contained in the respective Application Forms and this Offer Document for the completion of the Application Forms which must be carefully followed. **Our Company reserves 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 forms of remittances.**
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 name as it appears in your identity card (if you have such an identification document) or in your passport and, in the case of corporations, in your full names as registered with a competent authority. If you are not an individual, you must complete the Application Form under the hand of an official who must state the name and capacity in which he signs on 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. 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 and Share Transfer Office. 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.

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6. 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% 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 New 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% of the issued share capital of or interests in such corporation.
7. 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 "**JUMBO GROUP 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 and Issue Manager, the Joint Underwriters and Joint Placement Agents for applications and application monies received.
8. 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 within 24 hours of balloting of applications 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 applications have been presented for payment or other processes have been honoured and the application monies have been received in the designated share issue account. In the event that the Invitation is cancelled by us following the termination of the Management and Sponsorship Agreement and/or the Underwriting and 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 14 days of the termination of the Invitation. In the event that the Invitation is cancelled by us following the issuance of a Stop Order by SGX-ST, acting as an agent on behalf of the Authority, 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 14 days from the date of the Stop Order.
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, our Directors, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents and/or any other party involved in the Invitation, and if, in any such event, our Company and/or the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents do not receive your Application Form, you shall have no claim whatsoever against our Company, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents and/or any other party involved in the Invitation 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 5 November 2015** or such other time or date as our Company may, in consultation with the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents, decide:

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- (i) your application is irrevocable; and
- (ii) your remittance will be honoured on first presentation and that any application 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 Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents nor any other party involved in the Invitation 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 Invitation 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 Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents or any other person involved in the Invitation shall have any liability for any information not so contained;
- (g) you accept and agree to the Personal Data Privacy Terms set out in this Offer Document;
- (h) you irrevocably offer, 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 we decide to allot a smaller number of New Shares or not to allot any New Shares to you, you agree to accept such decision as final; and
- (i) 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 and/or transfer of the New Shares allotted to me.

Applications for Offer Shares

1. Your application for Offer Shares **MUST** be made using the **WHITE** Offer Shares Application Form and **WHITE** official envelopes "A" and "B". **ONLY ONE APPLICATION** should be enclosed in each envelope.
2. You must:
 - (a) enclose the **WHITE** Offer Shares Application Form, duly completed and signed, together with the correct remittance in accordance with the terms and conditions of this Offer Document in the **WHITE** official envelope "A" provided;
 - (b) in the appropriate spaces on **WHITE** official envelope "A":
 - (i) write your name and address;

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- (ii) state the number of Offer Shares applied for;
 - (iii) tick the relevant box to indicate the form of payment; and
 - (iv) affix adequate Singapore postage;
- (c) seal the **WHITE** official envelope “A”;
- (d) write, in the special box provided on the larger **WHITE** official envelope “B” addressed to M&C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902, the number of Offer Shares you have applied for; and
- (e) insert **WHITE** official envelope “A” into **WHITE** official envelope “B”, seal **WHITE** official envelope “B”, and affix adequate Singapore postage on **WHITE** official envelope “B” (if dispatching by ordinary post) and thereafter **DESPATCH BY ORDINARY POST OR DELIVER BY HAND the documents at your own risk to M&C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902, to arrive by 12.00 noon on 5 November 2015 or such other time as our Company may, in consultation with the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents, decide. Local Urgent Mail or Registered Post must NOT be used.** No acknowledgement of receipt will be issued for any application or remittance received.
3. 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.

Applications for Placement Shares

1. Your application for Placement Shares **MUST** be made using the **BLUE** Placement Shares Application Form or such other forms of application as the Sponsor and Issue Manager, Joint Underwriters and Joint Placement Agents may deem appropriate. **ONLY ONE APPLICATION** should be enclosed in each envelope.
2. The completed and signed **BLUE** Placement Shares Application Form and your 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 dispatching by ordinary post) and thereafter the sealed envelope must be **DESPATCHED BY ORDINARY POST OR DELIVERED BY HAND at your own risk to M&C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902, to arrive by 12.00 noon on 5 November 2015 or such other time as our Company may, in consultation with the Sponsor and Issue Manager, Joint Underwriters and Joint Placement Agents, decide. Local Urgent Mail or Registered Post must NOT be used.** No acknowledgement of receipt will be issued for any application or remittance received.
3. 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.

ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATIONS

The procedures for Electronic Applications are set out on the ATM screens (in the case of ATM Electronic Applications) and the IB website screens (in the case of Internet Electronic Applications) and the mobile banking interface (in the case of mBanking Applications) of the relevant Participating Banks. Currently, DBS Bank is the only Participating Bank through which mBanking Applications can be made. For illustrative purposes, the procedures for Electronic Application through ATMs and the IB website of the UOB Group are set out respectively in the “Steps for an ATM Electronic Application through ATMs of the UOB Group” and the “Steps for an Internet Electronic Application through the IB website of the UOB Group” (collectively, the “**Steps**”) appearing below.

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The Steps set out the actions that you must take at an ATM or the IB website of UOB Group to complete an Electronic Application. Please read carefully the terms of this Offer Document, the Steps and the terms and conditions for Electronic Applications set out below before making an Electronic Application. Any reference to “you” or the “applicant” in this section “Additional Terms and Conditions for Electronic Applications” and the Steps shall refer to you making an application for Offer Shares through an ATM or the IB website of a relevant Participating Bank.

Applicants applying for the Offer Shares by way of Electronic Applications may incur an administrative fee and/or such related charges as stipulated by the respective Participating Banks from time to time.

You must have an existing bank account with and be an ATM cardholder of one (1) of the Participating Banks before you can make an Electronic Application at the ATMs. An ATM card issued by one (1) Participating Bank cannot be used to apply for Offer Shares at an ATM belonging to other Participating Banks. For an Internet Electronic Application, you must have an existing bank account with an IB User Identification (“**User ID**”) and a Personal Identification Number/Password (“**PIN**”) given by the relevant Participating Bank. The Steps set out the actions that you must take at ATMs or the IB website of the UOB Group to complete an Electronic Application. The actions that you must take at ATMs or the IB websites of other Participating Banks are set out on the ATM screens or the IB website screens of the relevant Participating Banks. Upon the completion of your ATM Electronic Application transaction, you will receive an ATM transaction slip (“**Transaction Record**”), confirming the details of your Electronic Application. Upon completion of your Internet Electronic Application, there will be an on-screen confirmation (“**Confirmation Screen**”) of the application which can be printed for your record. The Transaction Record or your printed record of the Confirmation Screen is for your retention and should not be submitted with any Application Form.

You must ensure that you enter your own Securities Account number when using the ATM card issued to you in your own name. If you fail to use your own ATM card or if you do not key in your own Securities Account number, your application will be rejected. If you operate a joint bank account with any of the Participating Banks, you must ensure that you enter your own Securities Account number when using the ATM card issued to you in your own name. Using your own Securities Account number with an ATM card which is not issued to you in your own name will render your ATM Electronic Application liable to be rejected.

You must ensure, when making an Internet Electronic Application, that your mailing address for the account selected for the application is in Singapore and the application is being made in Singapore and you will be asked to declare accordingly. Otherwise your application is liable to be rejected.

You shall make an Electronic Application in accordance with and subject to the terms and conditions of this Offer Document including but not limited to the terms and conditions appearing below and those set out under this Annex H 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. In connection with your Electronic Application for Offer Shares, you are required to confirm statements to the following effect in the course of activating your Electronic Application:
 - (a) that you have received a copy of this Offer Document (in the case of ATM Electronic Applications only) and have read, understood and agreed to all the terms and conditions of application for Offer Shares and this Offer Document prior to effecting the Electronic Application and agree to be bound by the same;
 - (b) that, for the purposes of facilitating your application, you consent to the collection, use and disclosure, by the relevant Participating Bank, of your name, NRIC/passport number, address, nationality, CDP securities account number, CPF investment account number, share application details and other personal data from your records with the relevant Participating Bank, to our Share Registrar, the SGX-ST, CDP, CPF, SCCS, our Company, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents, and/or other authorised operations (the “**Relevant Parties**”); and

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- (c) that this is your only application for Offer Shares and it is made in your own name and at your own risk.

Your application will not be successfully completed and cannot be recorded as a completed transaction in the ATM or on the IB website or the mobile banking interface unless you press the “Enter” or “Confirm” or “Yes” or “OK” or any other relevant key in the ATM or click “Confirm” or “OK” or “Submit” or “Continue” or “Yes” or any other relevant button on the IB website screen or the mobile banking interface. By doing so, you shall be treated as signifying your confirmation of each of the above three (3) statements. In respect of statement 1(b) above, such confirmation, shall signify and shall be treated as your written permission, given in accordance with the relevant laws of Singapore including Section 47(2) of the Banking Act, Chapter 19, of Singapore, to the disclosure by that relevant Participating Bank of the relevant particulars to the Relevant Parties.

2. **BY MAKING AN ELECTRONIC APPLICATION, YOU CONFIRM THAT YOU ARE NOT APPLYING FOR OFFER SHARES AS A NOMINEE OF ANY OTHER PERSON AND THAT ANY ELECTRONIC APPLICATION THAT YOU MAKE IS THE ONLY APPLICATION MADE BY YOU AS THE BENEFICIAL OWNER.**

YOU SHOULD MAKE ONLY ONE (1) ELECTRONIC APPLICATION FOR OFFER SHARES AND SHOULD NOT MAKE ANY OTHER APPLICATION FOR OFFER SHARES OR PLACEMENT SHARES, WHETHER AT THE ATMS, THE IB WEBSITES OR THE MOBILE BANKING INTERFACE OF THE RELEVANT PARTICIPATING BANK, OR ON THE APPLICATION FORMS. IF YOU HAVE MADE AN APPLICATION FOR OFFER SHARES OR PLACEMENT SHARES ON AN APPLICATION FORM, YOU SHALL NOT MAKE AN ELECTRONIC APPLICATION FOR OFFER SHARES AND VICE VERSA.

3. You must have sufficient funds in your bank account with your Participating Bank at the time you make your Electronic Application, failing which your Electronic Application will not be completed or accepted. **Any Electronic Application which does not conform strictly to the instructions set out in this Offer Document or on the screens of the ATM, the IB website or the mobile banking interface of the relevant Participating Bank through which your Electronic Application is being made shall be rejected.**

You may make an ATM Electronic Application at the ATM of any Participating Bank or an Internet Electronic Application at the IB website or the mobile banking interface of the relevant Participating Bank for the Offer Shares using only cash by authorising such Participating Bank to deduct the full amount payable from your account with such Participating Bank.

4. You irrevocably agree and undertake to subscribe for and/or purchase and to accept the number of Offer Shares applied for as stated on the Transaction Record or the Confirmation Screen or any lesser number of Offer Shares that may be allotted to you in respect of your Electronic Application. In the event that our Company decides to allot any lesser number of such Offer Shares or not to allot any Offer Shares to you, you agree to accept such decision as final. If your Electronic Application is successful, your confirmation (by your action of pressing the “Enter” or “Confirm” or “Yes” or “OK” or any other relevant key on the ATM or clicking “Confirm” or “OK” or “Submit” or “Continue” or “Yes” or any other relevant button on the IB website screen or mobile banking interface) of the number of Offer Shares applied for shall signify and shall be treated as your acceptance of the number of Offer Shares that may be allotted and/or allocated to you and your agreement to be bound by the Memorandum and Articles of Association of our Company.
5. **Our Company will not keep any applications in reserve.** Where your Electronic Application is unsuccessful, the full amount of the application monies will be refunded in Singapore currency **(without interest or any share of revenue or other benefit arising therefrom) at your own risk** to you by being automatically credited to your account with your Participating Bank within 24 hours of balloting of the applications provided that the remittance in respect of such application which has been presented for payment or other processes have been honoured and the application monies have been received in the designated share issue account.

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Where your Electronic 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 in Singapore currency (without interest or any share of revenue or other benefit arising therefrom) at your own risk to you by being automatically credited to your account with your Participating Bank within 14 days after the close of the Application List provided that the remittance in respect of such application which has been presented for payment or other processes have been honoured and the application monies have been received in the designated share issue account.

Responsibility for timely refund of application monies from unsuccessful or partially successful Electronic Applications lies solely with the respective Participating Banks. Therefore, you are strongly advised to consult your Participating Bank on the status of your Electronic Application and/or the refund of any monies to you from unsuccessful or partially successful Electronic Application, to determine the exact number of Offer Shares allotted to you before trading the Offer Shares on the Catalist. You may also call CDP at 6535 7511 to check the provisional results of your application by using your T-pin (issued by CDP upon your application for the service) and keying in the stock code (that will be made available together with the results of the allotment through a SGXNET announcement to be posted on the internet at the SGX-ST's website at <http://www.sgx.com> and by advertisement in a local English newspaper). To sign up for the service, applicants may contact CDP's customer service officers. Neither the SGX-ST, CDP, the SCCS, the Participating Banks, our Company, the Sponsor and Issue Manager, nor the Joint Underwriters and Joint Placement Agents assume any responsibility for any loss that may be incurred as a result of you having to cover any net sell positions or from buy-in procedures activated by the SGX-ST.

6. If your Electronic Application is unsuccessful, no notification will be sent by the Participating Banks.

If you make Electronic Applications through the ATM or IB website of the following Participating Banks, you may check the results of your Electronic Applications as follows:

Bank	Telephone	Available at	Operating hours	Service expected from
UOB Group	1 800 222 2121	ATM (Other Transactions – "IPO Results Enquiry")/ Internet Banking http://www.uobgroup.com ⁽¹⁾	24 hours a day	Evening of the balloting day
DBS Bank	1 800 339 6666 (for POSB account holders) 1 800 111 1111 (for DBS account holders)	Internet Banking http://www.dbs.com ⁽²⁾	24 hours a day	Evening of the balloting day
OCBC Bank	1 800 363 3333	ATM/ Phone Banking/ Internet Banking http://www.ocbc.com ⁽³⁾	24 hours a day	Evening of the balloting day

Notes:

- (1) If you have made your Electronic Application through the ATMs or IB website of UOB Group, you may check the results of your application through UOB Personal Internet Banking, UOB Group ATMs or UOB Phone Banking Services.
- (2) If you have made your Electronic Application through the ATMs, IB website or through the mobile banking interface of DBS Bank, you may check the results of your application through DBS Bank Personal Internet Banking.
- (3) If you have made your Electronic Application through the ATMs or IB websites of OCBC Bank, you may check the results of your application through OCBC Bank Personal Internet Banking, OCBC Bank ATMs or OCBC Bank Phone Banking Service.

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7. You irrevocably agree and acknowledge that your Electronic Application is subject to risks of electrical, electronic, technical and computer-related faults and breakdowns, fires, acts of God and other events beyond the control of the Participating Banks, our Company, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents and if, in any such event, our Company, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents and/or the relevant Participating Bank do not receive your Electronic Application, or data relating to your Electronic Application or the tape or any other devices containing such data is lost, corrupted or not otherwise accessible, whether wholly or partially for whatever reason, you shall be deemed not to have made an Electronic Application and you shall have no claim whatsoever against our Company, our Directors, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents and/or the relevant Participating Bank for Offer Shares applied for or for any compensation, loss or damage.
8. **Electronic Applications shall close at 12.00 noon 5 November 2015 or such other date and time as our Company may, in consultation with the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents, in our absolute discretion decide, subject to any limitation under all applicable laws and regulations and the rules of the SGX-ST.** Subject to the paragraph above, an Internet Electronic Application is deemed to be received when it enters the designated information system of the relevant Participating Bank, that is, when there is an onscreen confirmation of the application.
9. You are deemed to have irrevocably requested and authorised our Company to:
 - (a) register the Offer Shares allotted to you in the name of CDP for deposit into your Securities Account;
 - (b) send the relevant Share certificate(s) to CDP;
 - (c) return or refund (without interest or any share of revenue earned or other benefit arising therefrom) at your own risk the application monies, should your Electronic Application be unsuccessful, by automatically crediting your bank account with your Participating Bank with the relevant amount within 24 hours of the balloting of applications or within five (5) Market Days of the termination of the Invitation if the Invitation does not proceed for any reason (as the case may be); and
 - (d) return or refund (without interest or any share of revenue or other benefit arising therefrom) at your own risk the balance of the application monies, should your Electronic Application be accepted in part only, by automatically crediting your bank account with your Participating Bank with the relevant amount within 14 days after the close of the Application List.
10. We do not recognise the existence of a trust. Any Electronic Application by a trustee must be made in your own name and without qualification. Our Company will reject any application by any person acting as nominee except those made by approved nominee companies only.
11. All your particulars in the records of your relevant Participating Bank at the time you make your Electronic Application shall be deemed to be true and correct and your relevant Participating Bank and the Relevant Parties shall be entitled to rely on the accuracy thereof. If there has been any change in your particulars after the time of the making of your Electronic Application, you shall promptly notify your relevant Participating Bank.
12. **You should ensure that your personal particulars as recorded by both CDP and the relevant Participating Bank are correct and identical, otherwise, your Electronic Application is liable to be rejected.** You should promptly inform CDP of any change in address, failing which the notification letter on successful allotment and/or allocation will be sent to your address last registered with CDP.

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13. By making and completing an Electronic Application, you are deemed to have agreed that:
- (a) in consideration of our Company making available the Electronic Application facility, through the Participating Banks as the agents of our Company, at the ATMs, IB websites and mobile banking interface of the relevant Participating Banks:
 - (i) your Electronic Application is irrevocable; and
 - (ii) your Electronic Application, our acceptance and the contract resulting therefrom under the Invitation shall be governed by and construed in accordance with the laws of Singapore and you irrevocably submit to the non-exclusive jurisdiction of the Singapore courts;
 - (b) neither our Company, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents nor CDP shall be liable for any delays, failures or inaccuracies in the recording or storage or in the transmission or delivery of data relating to your Electronic Application to our Company or CDP due to breakdowns or failure of transmission, delivery or communication facilities or any risks referred to in paragraph 7 above or to any cause beyond our respective controls;
 - (c) in respect of Offer Shares for which your Electronic Application has been successfully completed and not rejected, acceptance of your Electronic Application shall be constituted by written notification by or on behalf of our Company and not otherwise, notwithstanding any payment received by or on behalf of our Company;
 - (d) you will not be entitled to exercise any remedy of rescission for misrepresentation at any time after acceptance of your application;
 - (e) in making your application, reliance is placed solely on the information contained in this Offer Document and that none of our Company, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents or any other person involved in the Invitation shall have any liability for any information not so contained;
 - (f) you accept and agree to the Personal Data Privacy Terms set out in this Offer Document; and
 - (g) you irrevocably agree and undertake to subscribe for the number of New Shares applied for as stated in your Electronic Application 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 a smaller number of New Shares or not to allot any New Shares to you, you agree to accept such decision as final.

Steps for Electronic Applications through ATMs and the IB website of UOB Group

The instructions for Electronic Applications will appear on the ATM screens and the IB website screens of the respective Participating Banks. For illustrative purposes, the steps for making an Electronic Application through the ATMs or IB website of UOB Group are shown below. Instructions for Electronic Applications appearing on the ATM screens and the IB website screens of the relevant Participating Banks (other than UOB Group) may differ from that represented below.

Steps for an ATM Electronic Application through ATMs of UOB Group

Owing to space constraints on UOB's ATM screens, the following terms will appear in abbreviated form:

"&" : and

"A/C" and "A/Cs" : ACCCOUNT and ACCOUNTS, respectively

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“ADDR”	:	ADDRESS
“AMT”	:	AMOUNT
“APPLN”	:	APPLICATION
“CDP”	:	THE CENTRAL DEPOSITORY (PTE) LIMITED
“CPF”	:	CENTRAL PROVIDENT FUND
“CPFINVT A/C”	:	CPF INVESTMENT ACCOUNT
“ESA”	:	ELECTRONIC SHARE APPLICATION
“IC/PSS PT”	:	NRIC or PASSPORT NUMBER
“NO”	:	NUMBER
“REGISTRARS”	:	SHARE REGISTRARS
“SCCS”	:	SECURITIES CLEARING & COMPUTER SERVICES (PTE) LTD
“UOB/ICB CPFIS”	:	UOB or ICB CPF INVESTMENT SCHEME
“YR”	:	YOUR

- Step 1 : Insert your personal Unicaard, Uniplus card or UOB VISA/MASTER card and key in your personal identification number.
- 2 : Select “CASHCARD/OTHER TRANSACTIONS”.
- 3 : Select “SECURITIES APPLICATION”.
- 4 : Select “ESA-Fixed”.
- 5 : Select the share counter which you wish to apply for.
- 6 : Read and understand the following statements which will appear on the screen:
- THIS OFFER OF SECURITIES (OR UNITS OF SECURITIES) WILL BE MADE IN, OR ACCOMPANIED BY, A COPY OF THE PROSPECTUS/OFFER INFORMATION STATEMENT/DOCUMENT OR SUPPLEMENTARY DOCUMENTS. ANYONE WISHING TO ACQUIRE THESE SECURITIES (OR UNITS OF SECURITIES) WILL NEED TO MAKE AN APPLICATION IN THE MANNER SET OUT IN THE PROSPECTUS/OFFER INFORMATION STATEMENT/DOCUMENT OR SUPPLEMENTARY DOCUMENT (Press “ENTER” key to continue)
 - PLEASE CALL 1800 222 2121 IF YOU WOULD LIKE TO FIND OUT WHERE YOU CAN OBTAIN A COPY OF THE PROSPECTUS/OFFER INFORMATION STATEMENT/DOCUMENT OR SUPPLEMENTARY DOCUMENT
 - WHERE APPLICABLE, A COPY OF THE PROSPECTUS/OFFER INFORMATION STATEMENT/DOCUMENT OR SUPPLEMENTARY DOCUMENT HAS BEEN LODGED WITH AND REGISTERED BY THE MONETARY AUTHORITY OF SINGAPORE WHO ASSUMES NO RESPONSIBILITY FOR THE CONTENTS OF THE PROSPECTUS/OFFER INFORMATION STATEMENT/DOCUMENT OR SUPPLEMENTARY DOCUMENT (Press “ENTER” key to confirm that you have read and understood the above statements)

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- 7 : Read and understand the following statements which will appear on the screen:
- YOU HAVE READ, UNDERSTOOD & AGREED TO ALL TERMS OF THE PROSPECTUS/OFFER INFORMATION STATEMENT/ DOCUMENT/ SUPPLEMENTARY DOCUMENT & THIS ELECTRONIC APPLICATION (Press “ENTER” key to continue)
 - YOU CONSENT TO DISCLOSE YR NAME, IC/PSST, NATIONALITY, ADDR, APPLN AMT, CPFINVT A/C NO & CDP A/C NO FROM YOUR A/CS TO CDP, CPF, SCCS, REGISTRARS, SGX-ST AND ISSUER
 - THIS IS YOUR ONLY FIXED PRICE APPLN & IS IN YOUR NAME & AT YOUR RISK (Press “ENTER” key to continue)
- 8 : Screen will display:
- NRIC/Passport No. XXXXXXXXXXXXX**
- IF YOUR NRIC NO/PASSPORT NO IS INCORRECT, PLEASE CANCEL THE TRANSACTION AND NOTIFY THE BRANCH PERSONALLY.**
(Press “CANCEL” or “CONFIRM”)
- 9 : Select mode of payment i.e. “CASH ONLY”. You will be prompted to select Cash Account type to debit (i.e., “CURRENT ACCOUNT/I-ACCOUNT”, “CAMPUS” OR “SAVINGS ACCOUNT/TX ACCOUNT”). Should you have a few accounts linked to your ATM card, a list of linked account numbers will be displayed for you to select.
- 10 : After you have selected the account, your Securities Account number will be displayed for you to confirm or change (This screen with your CDP Securities Account number will be shown if your Securities Account number is already stored in the ATM system of UOB). If this is the first time you are using UOB’s ATM to apply for Shares, your Securities Account number will not be stored in the ATM system of UOB, and the following screen will be displayed for your input of your CDP Securities Account number.
- 11 : Read and understand the following terms which will appear on the screen:
1. **PLEASE DO NOT APPLY FOR JOINT A/C HOLDER OR OTHER THIRD PARTIES.**
 2. **PLEASE USE YOUR OWN ATM CARD.**
 3. **DO NOT KEY IN THE CDP A/C NO. OF YOUR JOINT A/C HOLDER OR OTHER THIRD PARTIES.**
 4. **KEY IN YOUR CDP A/C NO. (12 DIGITS) 1681-XXXX-XXXX**
 5. **PRESS ENTER KEY**
- 12 : Key in your Securities Account number (12 digits) and press the “ENTER” key
- 13 : Select your nationality status
- 14 : Key in the number of Shares you wish to apply for and press the “ENTER” key
- 15 : Check the details of your Electronic Application on the screen and press the “ENTER” key to confirm your Electronic Application
- 16 : Select “NO” if you do not wish to make any further transactions and remove the Transaction Record. You should keep the Transaction Record for your own reference only

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Steps for an Internet Electronic Application through the Internet Banking website of UOB

“CDP”	: The Central Depository (Pte) Limited
“CPF”	: Central Provident Fund
“NRIC” or “IC”	: National Registration Identity Card
“PR”	: Permanent Resident
“SGD” or “S\$”	: Singapore Dollars
“SCCS”	: Securities Clearing & Computer Services (Pte) Ltd
“SGX-ST”	: Singapore Exchange Securities Trading Limited

- Step 1 : Connect to UOB’s website at <http://www.uobgroup.com>
- 2 : Locate the UOB Online Services Login icon on the top right hand side next to “Internet Banking”
 - 3 : Click on UOB Online Services Login and at drop list select “UOB Personal Internet Banking”
 - 4 : Enter your Username and Password and click “Submit”
 - 5 : Click on “Proceed” under the Full Access Mode
 - 6 : You will receive a SMS One-Time Password. Enter the SMS One-Time Password and click “Proceed”
 - 7 : Click on “EPS/Securities/CPFIS”, follow by “Securities”, follow by “Securities Application”
 - 8 : Read the IMPORTANT notice and complete the declarations found on the bottom of the page by answering Yes/No to the questions
 - 9 : Click “Continue”
 - 10 : Select your country of residence (you must be residing in Singapore to apply), and click “Continue”
 - 11 : Select the “Securities Counter” from the drop list (if there are concurrent IPOs) and click “Submit”
 - 12 : Check the “Securities Counter”, select the mode of payment and account number to debit and click on “Submit”
 - 13 : Read the important instructions and click on “Continue” to confirm that:
 1. **You have read, understood and agreed to all the terms of this application and Prospectus/Offer Document or Supplementary Document.**
 2. **For the purposes of facilitating your application, you consent to disclose your name, NRIC/passport number, CDP Securities Account Number, CPF investment account number, application details and other personal data and disclosing the same from our records to CDP, CPF, SCCS, share registrars, SGX-ST & Issuer, the Sponsor and Issue Manager, the Joint Underwriters and Joint Placement Agents.**

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3. This application is made in your own name, for your own account and at your own risk.
 4. For FIXED/MAX price securities application, this is your only application. For TENDER price shares application, this is your only application at the selected tender price.
 5. For FOREIGN CURRENCY securities, subject to the terms of the issue, please note the following: The application monies will be debited from your bank account in SGD, based on the Bank's exchange profit or loss, or application monies may be debited and refunds credited in SGD at the same exchange rate.
 6. For 1ST-COME-1ST-SERVE securities, the number of securities applied for may be reduced, subject to the availability at the point of application.
- 14 : Check your personal details, details of the share counter you wish to apply for and account to debit:
- Select (a) Nationality;
- Enter (b) your CDP Securities Account Number; and
- (c) the number of shares applied for.
- 15 : Check the details of your application, your NRIC /Passport number, Securities Account Number and the number of shares applied for, share counter, payment mode and account to debit
- 16 : Click "Submit", "Clear" or "Home" as applicable
- 17 : Print the Confirmation Screen (optional) for your own reference and retention only

ANNEX I: SUMMARY OF RELEVANT PRC LAWS AND REGULATIONS

PRC COMPANY LAW

The establishment and operation of corporate entities in the PRC is governed by the Company Law of the PRC (the “**Company Law**”, 中华人民共和国公司法) which was promulgated by the Standing Committee of the National People’s Congress (全国人民代表大会常务委员会) (“**SCNPC**”) on 29 December 1993 and became effective on 1 July 1994. It was subsequently amended on 25 December 1999, 28 August 2004, 27 October 2005 and 28 December 2013.

The Company Law generally governs two types of companies: limited liability companies and joint stock limited companies. Both types of companies have the status of legal persons, and the liability of a company to its debtors is limited to the value of assets owned by the company. Liabilities of shareholders of a limited liability company are limited to the amount of registered capital they have subscribed. There are no minimum capitalisation requirements for limited liability companies and shareholders are not required to pay up the registered capital within a certain time period. The Company Law also applies to foreign-invested limited liability companies. However, where laws on foreign investment have other stipulations, such stipulations shall apply.

PRC LAWS RELATING TO MERGERS AND ACQUISITIONS

The Provisions of the Ministry of Commerce on Mergers and Acquisitions of a Domestic Enterprise by Foreign Investors (the “**M&A Provisions**”, 商务部关于外国投资者并购境内企业的规定), promulgated by the Ministry of Commerce on 22 June 2009, govern the purchase by foreign investors of equity interests in, or assets of, a PRC domestic company.

PRC LAWS RELATING TO WHOLLY FOREIGN-OWNED ENTERPRISE (“WFOE”)

WFOEs are governed by the Law of the People’s Republic of China on Wholly-Foreign-Owned Enterprises (中华人民共和国外资企业法) which was promulgated on 12 April 1986 and amended on 31 October 2000, and its Implementation Regulations (中华人民共和国外资企业法实施细则) promulgated on 12 December 1990 and amended on 12 April 2001 and 19 February 2014 (collectively, the “**Foreign Enterprises Law**”).

(a) Procedures for establishment of a WFOE

The establishment of a WFOE will have to be approved by the PRC Ministry of Commerce (or its delegated authorities). If two (2) or more foreign investors jointly apply for the establishment of a WFOE, a copy of the contract between the parties must also be submitted to the PRC Ministry of Commerce (or its delegated authorities) for its record. A WFOE must also obtain a business licence from the Administration for Industry and Commerce Authority before it can commence business.

(b) Nature

A WFOE is a limited liability company under the Foreign Enterprises Law. It is a legal person which may independently assume civil obligations, enjoy civil rights and has the right to own, use and dispose of property. It is required to have a registered capital contributed by the foreign investor(s). The liability of the foreign investor(s) is limited to the amount of registered capital contributed.

(c) Profit distribution

The Foreign Enterprises Law provides that after payment of taxes, a WFOE must make contributions to a reserve fund and an employee bonus and welfare fund. The allocation ratio for the employee bonus and welfare fund may be determined by the WFOE. However, at least 10% of the after tax profits must be allocated to the reserve fund. If the cumulative total of allocated reserve funds reaches 50% of a WFOE’s registered capital, the WFOE will not be required to make any additional contribution. The WFOE is prohibited from distributing dividends unless the losses (if any) of previous years have been made up.

ANNEX I: SUMMARY OF RELEVANT PRC LAWS AND REGULATIONS

PRC LAWS RELATING TO F&B LICENSING AND FOOD SAFETY SUPERVISION

On 4 March 2010, the Ministry of Health promulgated the Measures for the Administration of Permits for Operating Food and Beverage Services (餐饮服务许可管理办法) (the “**F&B Licensing Measures**”) and the Measures for the Supervision and Administration of Food Safety in F&B Services (餐饮服务食品安全监督管理办法) (the “**F&B Safety Measures**”), both of which came into force on 1 May 2010.

Pursuant to the F&B Licensing Measures, the licensing of F&B services is subject to classified administration based on the business format and scale of the service providers. The standards on classified examination of the licensing of F&B services are formulated by the China Food and Drug Administration (国家食品药品监督管理局) (“**China FDA**”).

- (i) F&B services providers are required to obtain the F&B Service Licence (餐饮服务许可证) and bear the responsibilities for food safety of F&B services in accordance with the law. An F&B service provider, providing F&B services at different locations or venues, must apply for an F&B Service Licence for each of these locations or venues. If the name of the F&B service provider, its legal representative (or, the person-in-charge or property owner) or its address number (the actual business premises remain the same) is altered, it needs to file an application with the original permit-issuing authority for altering the content stated in the F&B Service Licence. If the business location or the venue of an F&B service provider is changed, it needs to file an application for a new F&B Service Licence.
- (ii) The F&B Service Licence is valid for a period of three years. Where renewal is required, the F&B service provider is required to submit a renewal application in writing to the original permit-issuing department at least 30 days prior to the expiry date of the valid period of the F&B Service Licence. Overdue renewal application may follow the same procedure as new application for the F&B Service Licence. The original issuing department, after accepting the renewal application for the F&B Service Licence, must focus on whether there has been any change to (i) the formerly licensed operation venue, (ii) the layout and procedures of flow processes, and (iii) the hygiene facilities, as well as whether the applicant has satisfied the basic conditions required, and a new F&B Service Licence will be issued upon successful renewal.
- (iii) Any transfer, alteration, lending, sale or leasing of the F&B Service Licence is strictly prohibited. F&B service providers must operate within the scope of their F&B Service Licence in accordance with the law and the scope specified therein. The F&B Service Licence must be displayed at a conspicuous position in the venue for dining.

Pursuant to the F&B Safety Measures, F&B service providers must conform to the laws, regulations, food safety standards and relevant requirements while engaging in F&B services, and must be answerable to the society and the public, ensure food safety, accept the supervision of the public, and undertake the food safety responsibility for their F&B services.

- (i) F&B service providers must obtain the F&B Service Licence before providing such services. F&B service providers must establish and improve a food safety management system and be staffed with full-time or part-time safety management personnel. With regard to organizations that have had their F&B Service Licence revoked, the personnel directly in charge is prohibited from engaging in management of F&B services within five years after the penalty decision is made.
- (ii) F&B service providers must establish and implement an employee health management system, and set up employee health archives. Personnel engaging in F&B services must undergo a physical examination each year and obtain the health certificate before they can be allowed to work. If the personnel engaging in work involving ready-made food products have diseases which jeopardise food-safety, they must be transferred to other positions that do not affect food-safety.
- (iii) If F&B service providers procure products from food manufacturers or wholesale market, etc., they must verify, obtain, and keep the relevant permit of the suppliers and the certificate of conformity of the products and other relevant documents. If they procure products from fixed suppliers or supply bases, they must verify, obtain, and keep the qualification certificate of the suppliers or the supply

ANNEX I: SUMMARY OF RELEVANT PRC LAWS AND REGULATIONS

bases and the checklist of goods for each purchase. In the case of purchasing from supermarkets, agricultural products market, sole proprietors, etc., they must obtain and keep the checklist of goods. The procurement records and relevant materials must be kept for at least two (2) years.

The 1997 Criminal Law of PRC, as amended (中华人民共和国刑法及其修正案) and the Interpretation of the Supreme People's Court and the Supreme People's Procuratorate on Certain Issues Related to the Application of Laws in Handling Criminal Cases Involving Food Safety (最高人民法院、最高人民检察院关于办理危害食品安全刑事案件适用法律若干问题的解释) as adopted and enforced on 4 May 2013 (collectively, the “**Criminal Law**”) have adopted severe penalties to punish crimes of endangering food safety and safeguard the physical and life safety of the people:

- (i) whoever produces or sells food not up to food safety standards, thus sufficient to cause serious food-poisoning accidents or any other serious disease caused by food-borne bacteria, must be sentenced to fixed-term imprisonment of not more than three (3) years or criminal detention and be concurrently given a fine;
- (ii) if serious harm to human health is caused or there are other grave circumstances, the individual or the person in-charge of an entity must be sentenced to fixed-term imprisonment of not less than three (3) years but not more than seven (7) years and be concurrently given a fine;
- (iii) in the case of especially serious consequences, the individual or the person in-charge of an entity must be sentenced to fixed-term imprisonment of not less than seven (7) years or life imprisonment and be concurrently subject to a fine or confiscation of property;
- (iv) whoever mixes the food that he or it produces or sells with toxic or harmful non-food raw materials, or knowingly sells food mixed with toxic or harmful non-food materials, must be, or the person in-charge must be, sentenced to fixed-term imprisonment of not more than five (5) years and be concurrently given a fine;
- (v) if serious harm to human health is caused or there are other grave circumstances, he or the person in-charge must be sentenced to fixed-term imprisonment of not less than five (5) years but not more than 10 years and be concurrently given a fine; and
- (vi) if death is caused to another person or there are other especially serious circumstances, he or the person in-charge must be sentenced to fixed-term imprisonment of not less than 10 years life imprisonment or death penalty and be concurrently subject to a fine or confiscation of property.

PRC LAWS RELATING TO CONSUMER PROTECTION

The Law of the PRC on the Protection of Consumer Rights and Interests (the “**Consumer Protection Law**”, 中华人民共和国消费者权益保护法), which was amended and reissued on 25 October 2013, sets out standards of behaviour which business operators must observe in when dealing with consumers. Violations of the Consumer Protection Law may result in the imposition of fines, suspension of operations and revocation of business licence. Criminal liability may be incurred in serious cases. The Consumer Protection Law also provides that a consumer whose legal rights and interests are prejudiced during the purchase or use of goods may demand compensation from the seller or the manufacturer.

PRC LAWS RELATING TO INTELLECTUAL PROPERTY RIGHTS

According to the Trademark Law of the PRC (the “**Trademark Law**”, 中华人民共和国商标法) amended as of 30 August 2013 and effective on 1 May 2014, the Trademark Office of the State Administration For Industry and Commerce (the “**Trademark Office**”, 国家工商行政总局商标局) are responsible for the trademark registration and administration throughout the country. Trademarks that are registered upon verification and approval of the Trademark Office are registered trademarks. A trademark registrant is entitled to the exclusive right to use the registered trademark and such right is protected by law. The period of validity of a registered trademark shall be 10 years, commencing from the date of

ANNEX I: SUMMARY OF RELEVANT PRC LAWS AND REGULATIONS

registration approval. In the event of an act of infringement of the exclusive right to use a trademark, the administrative departments for industry and commerce shall be granted with authority to investigate on and punish against it. If such infringement constitutes a criminal offense, it may also be subject to criminal liabilities.

PRC LAWS RELATING TO LABOUR

According to the Labour Contract Law of the PRC (the “**Labour Contract Law**”, 中华人民共和国劳动合同法) which was adopted on 29 June 2007 and amended on 28 December 2012, labour contracts shall be concluded in writing between enterprises or institutions and the employees. A labour relationship is established by an enterprise with an employee as of the date the enterprise employs the employee. The enterprises and institutions are forbidden from forcing employees to work beyond the stipulated time limit and the employers shall compensate employees for working overtime, in accordance with national regulations. In addition, the labour wages shall not be lower than local standards on minimum wages and shall be paid to the employees timely.

According to the Labour Law of the PRC (中华人民共和国劳动法) effective as of 1 January 1995, and amended on 27 August 2009, enterprises and institutions shall establish and perfect its system of work place safety and sanitation, strictly abide by state rules and standards on work place safety and sanitation, educate labourers of work place safety and sanitation.

In accordance with the Social Insurance Law of the PRC (the “**Social Insurance Law**”, 中华人民共和国社会保险法) which was promulgated on 28 October 2010, an employer shall, as per the percentage of the total wages of its employees, pay the basic endowment insurance premiums, the basic medical insurance premiums, the employment injury insurance premiums, the unemployment insurance premiums, and the maternity insurance premiums for its employees. An employer shall, within 30 days from the date of its incorporation, apply to the local social insurance agency for social insurance registration. Within 30 days from the date of employment, the employer shall apply to the social insurance agency for social insurance registration for the employees. If there is failure to complete such social insurance registration, a fine of one (1) to three (3) times of the social insurance premiums payable will be imposed on the employer, and a fine of not less than RMB500 but not more than RMB3,000 will be imposed upon the directly liable person in charge and other directly liable persons.

The Regulations on Work-Related Injury Insurance (2010 Revision) (工伤保险条例 (2010年修订)) amended and effective as of 20 December 2010, the Interim Measures concerning the Maternity Insurance for Enterprise Employees (企业职工生育保险试行办法) effective as of 1 January 1995, the Interim Regulations on the Collection and Payment of Social Insurance Premiums (社会保险费征缴暂行条例) effective as of 22 January 1999, the Interim Measures on the Administration of the Registration of Social Insurance (社会保险登记管理暂行办法) effective as of 19 March 1999 and the Regulations on the Administration of Housing Fund (住房公积金管理条例) effective as of 3 April 1999 and amended on 24 March 2002, further prescribe the detailed requirements for business entities in the PRC to provide their employees with welfare schemes as well as housing fund and other welfare plans.

According to the Employment Promotion Law of the PRC (the “**Employment Promotion Law**”, 中华人民共和国就业促进法) which became effective on 1 January 2008, and was amended on 24 April 2015, the State seeks to create more jobs by encouraging various types of enterprises to, inter alia, expand its existing businesses. In addition, the PRC Government will establish an unemployment insurance system to secure the livelihoods of unemployed persons and assist them in finding employment. The PRC Government at and above the county level shall also establish a public employment service system and public employment service agencies to provide free services to labourers such as announcing information on supply and demand of jobs, market wage levels, vocational training and job recommendations.

PRC LAWS RELATING TO FOREIGN EXCHANGE

Pursuant to the Foreign Exchange Administrative Regulations of the PRC (the “**Foreign Exchange Administrative Regulations**”, 中华人民共和国外汇管理条例), which was promulgated on 29 January 1996 and implemented since 1 April 1996 and was amended on 14 January 1997 and 5 August 2008, organisations in the PRC, including foreign-invested enterprises, may purchase, sell and/or remit foreign

ANNEX I: SUMMARY OF RELEVANT PRC LAWS AND REGULATIONS

currencies at the banks authorised to conduct foreign exchange business upon the enterprise providing valid commercial documents evidencing the international transactions. However, approvals, registrations or filings are required for the relevant capital account transactions which involve direct investment, loans and investments in securities outside the PRC and so forth.

According to the Administrative Measures for Foreign Debt Registration (the “**Foreign Debt Registration Measures**”, 外债登记管理办法), which was promulgated and became effective on 28 April 2013, a debtor shall, after raising a foreign loan, register the foreign debt with or report the contract, withdrawal, repayment, foreign exchange settlement and sale and other information in respect of the foreign loan to the local Foreign Exchange Bureau. Failure of such registration will be subject to punishment such as (i) warnings; (ii) fines; and/or (iii) rectification orders.

In accordance with the Provisions on Foreign Exchange Administration Over Direct Investment made by Foreign Investors in China (the “**Direct Investment Provisions**”, 外国投资者境内直接投资外汇管理规定), which was promulgated and became effective on 13 May 2013, foreign entities or individuals shall file a registration with applicable local branches of SAFE before establishing, acquiring or through other means to obtain the ownership, right of control or operation and management rights of a foreign-invested enterprises or projects (“**Direct Investment Registration**”). After completing such registration, foreign-invested enterprise may purchase foreign exchange with the relevant bank to satisfy the funding requirement of capital reduction, liquidation, advance recovery of investment, profit distribution etc. According to the Notice of the State Administration of Foreign Exchange on Further Simplifying and Improving the Policies of Foreign Exchange Administration Applicable to Direct Investment (国家外汇管理局关于进一步简化和改进直接投资外汇管理政策的通知), which was promulgated on 13 February 2015 and became effective on 1 June 2015, the Direct Investment Registration authority has been changed to competent banks instead of applicable SAFE branches.

PRC LAWS RELATING TO TAXATION

According to the Enterprise Income Tax Law (the “**EIT Law**”, 中华人民共和国企业所得税法), which was promulgated by the National People’s Congress on 16 March 2007 and its Implementation Rules (the “**EIT Rules**”, 中华人民共和国企业所得税法实施条例), which were promulgated by the State Council on 6 December 2007, all of which became effective on 1 January 2008, a unified enterprise income tax rate of 25% is applied equally to both domestic enterprises and foreign invested enterprises, and dividends from the PRC companies to their foreign shareholders are subject to a withholding tax generally at a rate of 10%, unless it is entitled to tax incentives or tax exemption under the relevant tax treaties.

Pursuant to the Agreement Between the Government of the PRC and the Government of Singapore for the Avoidance of Double Taxation on Income and the Prevention of Fiscal Evasion with respect to Taxes on Income (the “**Double Taxation Avoidance Agreement**”, 中华人民共和国政府和新加坡共和国政府关于对所得避免双重征税和防止偷漏税的协定) which was executed on 11 July 2007, the withholding tax rate on the dividends distribution by the foreign investment enterprises shall not exceed 5% of the total dividends declared if the beneficial owner of the dividends is a company (and not a partnership) that holds at least 25% of the share capital of the foreign investment enterprises paying the dividend. However, based on the Circular on Certain Issues with Respect to the Enforcement of Dividend Provisions in Tax Agreements (the “**SAT Circular 81**”, 关于执行税收协定股息条款有关问题的通知) issued on 20 February 2009 by the State Administration of Taxation (the “**SAT**”), if the relevant PRC tax authorities determine, in their discretion, that a company benefits from such reduced income tax rate due to a structure or arrangement that is primarily tax-driven, such PRC tax authorities may adjust the preferential tax treatment. Further, based on the Notice in relation to How to Understand and Determine the “Beneficial Owners” under Taxation Agreements (关于如何理解和认定税收协定中“受益所有人”的通知), issued on 27 October 2009 by the SAT, conduit companies, which are established for the purpose of evading or reducing tax, or transferring or accumulating profits, shall not be recognised as beneficial owners thus are not entitled to the above-mentioned reduced income tax rate under the Double Taxation Avoidance Agreement.

ANNEX J: TAXATION

SINGAPORE TAXATION

The following is a discussion of certain tax matters under the current tax laws in Singapore relating to income tax, capital gains tax, stamp duty and estate duty consequences in relation to the purchase, ownership and disposal of our Shares. The discussion is not intended to be and does not constitute legal or tax advice. The discussion is limited to a general description of certain tax consequences in Singapore with respect to the ownership of shares and is based on laws, regulations and interpretations now in effect and available as of the date of this Offer Document. The laws, regulations and interpretations, however, may change at any time, and any change could be retroactive 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.

Prospective purchasers of our Shares should consult their tax advisors concerning the tax consequences of owning and disposing of our Shares. Neither our Company, our Directors, nor any other persons involved in this Invitation accepts responsibility for any tax effects or liabilities resulting from the subscription, purchase, holding or disposal of our Shares.

SINGAPORE INCOME TAX

General

Corporate Taxpayers

A company is tax resident in Singapore if the control and management of its business is exercised in Singapore.

Corporate taxpayers are generally subject to Singapore income tax on all Singapore source income, and on foreign-source income received or deemed received in Singapore (unless specifically exempted). Foreign-source income in the form of dividends, branch profits and services income received or deemed to be received in Singapore by Singapore tax resident companies are exempt from tax if certain prescribed conditions are met.

The prevailing corporate income tax rate is 17.0% with partial tax exemption for normal chargeable income of up to \$300,000 as follows:

- 75.0% exemption of up to the first S\$10,000; and
- 50.0% exemption of up to the next S\$290,000.

The remaining chargeable income (after the partial tax exemption) will be taxed at 17.0%.

For newly incorporated Singapore tax resident companies, with no more than 20 individual shareholders where at least one of which is an individual holding at least 10.0% of the total number of issued ordinary shares throughout the basis period relating to the year of assessment of claim, the following exemptions for normal chargeable income apply for the first three years of assessment:

- 100.0% exemption of up to the first \$100,000; and
- 50.0% exemption of up to the next \$200,000.

Individual Taxpayers

An individual is regarded as tax resident in Singapore for a year of assessment if, in the preceding year, he was physically present or had exercised employment in Singapore (other than as a director of a company) for 183 or more days, or if he ordinarily resides in Singapore.

In general, individuals are subject to Singapore income tax only on income accrued in or derived from Singapore. Foreign-source income received (except for certain income received through a partnership in Singapore) in Singapore by Singapore tax resident individuals is exempt from Singapore income tax if the Inland Revenue Authority of Singapore ("IRAS") is satisfied that the tax exemption would be beneficial to the individual.

ANNEX J: TAXATION

Singapore tax-resident individuals are generally subject to tax based on a progressive scale. The top marginal rate of tax is currently 20.0%.

Non-Singapore resident individuals, subject to certain exceptions, are subject to Singapore income tax on income accrued in or derived from Singapore. They are generally subject to tax at a flat rate of 20.0%. Their Singapore employment income is however taxed at a flat rate of 15.0% or at resident tax rates, whichever yields a higher amount of tax.

Dividend Distributions

The one-tier system of taxation for companies completely replaced Singapore's full imputation system on 1 January 2008. Under the one-tier system, tax collected from corporate profits is a final tax and the after-tax profits of a company resident in Singapore can be distributed to its shareholders as tax exempt (one-tier) dividends. Such dividends are tax exempt in the hands of shareholders.

No withholding tax is imposed on dividend payments made, whether to resident or non-resident shareholders.

Foreign shareholders are advised to consult their own tax advisers to take into account the tax laws of their respective home countries or countries of residence and the applicability of any double taxation agreement which their country of residence may have with Singapore.

Gains on Disposal of Ordinary Shares

Singapore does not impose tax on capital gains. However, gains arising from the disposal of our ordinary shares that are construed to be of an income nature will be subject to tax. Hence, any profits derived from the disposal of ordinary shares are not taxable in Singapore unless the seller is regarded as having derived gains of an income nature, in which case the gains on disposal of the ordinary shares will be taxable. Likewise, if the gains are regarded by the Inland Revenue Authority of Singapore as having arisen from the carrying on of a trade or business in Singapore, such gains may be taxed as trading income.

Foreign sellers are advised to consult their own tax advisers to take into account the applicable tax laws of their respective home countries or countries of residence as well as the provisions of any applicable double taxation agreement.

STAMP DUTY

No stamp duty is payable on the subscription and issuance of our Shares.

Where existing Shares evidenced in certificated form are acquired in Singapore, stamp duty is payable on the instrument of transfer of the Shares at the rate of 0.2% of the consideration for or market value of, the Shares, whichever is higher. The purchaser is liable for the stamp duty charge, unless otherwise agreed by the parties to the transaction.

No stamp duty is payable if no instrument of transfer is executed (such as in the case of scripless shares, the transfer of which does not require an instrument of transfer to be executed) or if the instrument of transfer is executed outside of Singapore. However, stamp duty may be payable if the instrument of transfer which is executed outside Singapore is subsequently received in Singapore.

ESTATE DUTY

The Singapore estate duty was abolished with effect from 15 February 2008.

ANNEX J: TAXATION

GOODS AND SERVICES TAX (“GST”)

GST is a tax on domestic consumption of goods and services and on the importation of goods into Singapore. The standard rate of GST is currently 7.0%.

The sale of our Company’s ordinary shares by an investor belonging in Singapore through an SGX-ST member or to another person belonging in Singapore is an exempt supply not subject to GST. Any GST incurred by a GST registered investor in the making of such an exempt supply is generally not recoverable from the Comptroller of GST.

Where our Shares are sold by a GST-registered investor to a person belonging outside Singapore, the sale is a taxable supply subject to GST at 0% if certain conditions are met. Any GST incurred by a GST registered investor in the making of this supply in the course or furtherance of a business may be recovered from the Comptroller of GST.

Investors should seek their own tax advice on the recoverability of GST incurred on expenses in connection with purchase and sale of our Shares.

Services such as brokerage, handling and clearing charges rendered by a GST-registered person to an investor belonging in Singapore in connection with the investor’s purchase, sale or holding of shares will be subject to GST at the standard rate. Similar services rendered to an investor belonging outside Singapore may be zero-rated if certain conditions are met.

Selected Awards and Accolades Received



People Excellence Award 2015
Awarded by SPRING Singapore



HRM Awards 2015
SME Employer of the Year
Awarded by HRM Asia



Influential Brands Awards 2015
Top Brand for Seafood Category
Awarded by Brand Alliance Group



Excellent Service Award 2015
Awarded by 7 industry lead bodies and SPRING Singapore



Singapore SME 1000 Company 2015
Awarded by DP Information Network



Tatler Beijing & Shanghai Best Restaurants Guide 2014 – Best restaurants in Shanghai



Enterprise 50 Award 2012
7th place
Awarded by The Business Times and KPMG supported by IDA, IE Singapore, Singapore Business Federation and SPRING Singapore



Singapore Prestige Brand Award 2012
Established Brand Category and Heritage Category
Awarded by Small and Medium Enterprises and Lianhe Zaobao





the big name in seafood



hotpot Singapore style



taste of heritage



authentic Teochew cuisine



Singapore's best-loved seafood brands under one roof

SINGAPORE

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Tel: +65 6532 3435

Jumbo Seafood Gallery
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The Riverwalk, Singapore 058416
Tel: +65 6534 3435

Jumbo Seafood @ NSRCC
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SAFRA Resort, Singapore 499739
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Jumbo Seafood @ Dempsey
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JPOT Tampines
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Tampines 1, Singapore 529536
Tel: +65 6532 3536

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The Shoppes at Marina Bay Sands, Singapore 018972

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SINGAPORE

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Jumbo Seafood Raffles City (Shanghai)
268 Middle Xizang Road, L6-02
Raffles City
Huangpu District, Shanghai 200001, PRC
Tel: +86 21 6418 3435

Jumbo Seafood IFC Mall (Shanghai) - Opening Soon
8 Century Avenue, IFC
L3-10 Pudong New District, Shanghai, PRC

JPOT Parkway Parade
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Chui Huay Lim Club, Singapore 308409
Tel: +65 6250 4537



JCafe
SINGAPORE'S LOCAL DELIGHTS

SINGAPORE

JCafe
10 Changi Coast Walk
NSRCC SAFRA Resort, Golfer's Terrace
Singapore 499739
Tel: +65 6546 3839

Singapore's local delights



YOSHIMARU
ramen bar

SINGAPORE

Yoshimaru Ramen Bar
Holland Village
31 Lorong Liput
Singapore 277742
Tel: +65 6463 3132

home of traditional
hakata ramen



JUMBO GROUP LIMITED

(Company Registration Number 201503401Z)
(Incorporated in the Republic of Singapore on 4 February 2015)

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