

LETTER DATED 14 JULY 2015

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

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold all your shares in the capital of Tiger Airways Holdings Limited (the “**Company**”), you should hand this Letter to the purchaser or to the stockbroker or to the bank or to the agent through whom you effected the sale for onward transmission to the purchaser.

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TIGER AIRWAYS HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. 200701866W

**LETTER TO SHAREHOLDERS
IN RELATION TO THE PROPOSED ADOPTION OF
THE NEW INTERESTED PERSON TRANSACTION (“IPT”) MANDATE**

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DEFINITIONS

In this Letter, the following definitions apply throughout unless otherwise stated:

“CDP”	:	The Central Depository (Pte) Limited.
“Companies Act”	:	The Companies Act, Chapter 50 of Singapore.
“Company”	:	Tiger Airways Holdings Limited.
“Directors”	:	The Directors of the Company for the time being.
“FY”	:	Financial year ended or ending on 31 March of the relevant year.
“Group”	:	The Company and its subsidiaries.
“Latest Practicable Date”	:	17 June 2015, being the latest practicable date prior to the printing of this Letter.
“Listing Manual”	:	The Listing Manual of the SGX-ST, including any amendments made thereto up to the Latest Practicable Date.
“SFA”	:	The Securities and Futures Act, Chapter 289 of Singapore.
“SGX-ST”	:	Singapore Exchange Securities Trading Limited.
“Shareholders”	:	Registered holders of Shares, except that where the registered holder is CDP, the term “Shareholders” shall, where the context admits, mean the Depositors whose securities accounts are credited with Shares and excluding, for the avoidance of doubt, persons whose interests in Shares are held through securities sub-accounts maintained with a Depository Agent.
“Shares”	:	Ordinary shares in the capital of the Company.
“SIA”	:	Singapore Airlines Limited.
“Temasek”	:	Temasek Holdings (Private) Limited.
“S\$”, “\$” and “cents”	:	Singapore dollars and cents, respectively.
“%” or “per cent.”	:	Per centum or percentage.

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

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

DEFINITIONS

References to persons shall include corporations.

The headings in this Letter are inserted for convenience only and shall be ignored in construing this Letter.

Any reference in this Letter to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or any statutory modification thereof and not otherwise defined in this Letter shall have the same meaning assigned to it under the Companies Act or any statutory modification thereof, as the case may be.

Any reference to a time of day in this Letter is made by reference to Singapore time unless otherwise stated.

Any discrepancies in the tables in this Letter between the listed amounts and the totals thereof and/or the respective percentages are due to rounding.

LETTER TO SHAREHOLDERS

TIGER AIRWAYS HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. 200701866W

Board of Directors:

Mr Hsieh Fu Hua, *Chairman and Independent Director*
Mr Lee Lik Hsin, *Executive Director and Chief Executive Officer*
Ms Chong Phit Lian, *Non-Executive Director (Non-Independent)*
Mr de Vaz Don Emmanuel Maurice Rosairo, *Independent Director*
Mr Lang Tao Yih, *Arthur, Independent Director*
Mr Lee Chong Kwee, *Non-Executive Director (Non-Independent)*
Mr Ng Chin Hwee, *Non-Executive Director (Non-Independent)*
Mr Sirisena Mervyn s/o Piankara Mestrige, *Non-Executive Director (Non-Independent)*
Mr Yap Chee Keong, *Independent Director*
Mr Yeap Beng Hock Gerard, *Non-Executive Director (Non-Independent)*

Registered Office:

17 Changi Business
Park Central 1
#04-06/09
Honeywell Building
Singapore 486073

14 July 2015

To: The Shareholders of
Tiger Airways Holdings Limited

Dear Sir/Madam

1. INTRODUCTION

- 1.1 **2015 AGM.** We refer to (a) the notice of the annual general meeting of the Company dated 14 July 2015 (the “**Notice**”), accompanying the annual report of the Company for the financial year ended 31 March 2015, convening the annual general meeting of the Company to be held on 31 July 2015 (the “**2015 AGM**”), and (b) Resolution No. 11 under the heading “Special Business” set out in the Notice. The Directors are convening the 2015 AGM to, *inter alia*, seek Shareholders’ approval for the proposed adoption of the New IPT Mandate (as defined in paragraph 2.2 below).
- 1.2 **Letter.** The purpose of this Letter is to provide Shareholders with information relating to the proposed adoption of the New IPT Mandate to be tabled at the 2015 AGM.

2. THE PROPOSED ADOPTION OF THE NEW IPT MANDATE

- 2.1 **Existing IPT Mandate.** At the annual general meeting held by the Company on 31 July 2014, approval of the Shareholders was obtained for the renewal of a mandate (the “**Existing IPT Mandate**”) to enable the Company, its subsidiaries and associated companies which are considered to be “entities at risk” within the meaning of Rule 904(2) of the Listing Manual (together, the “**EAR Group**”), in their ordinary course of businesses, to enter into the following categories of transactions with specified classes of the Company’s interested persons (the “**Mandated Interested Persons**”):

- (a) rental of crew training and crisis management facilities;

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- (b) purchase of airline tickets for travel by staff for the EAR Group's business or business-related purposes;
- (c) in-flight catering services;
- (d) provision of security and ground handling services;
- (e) the repair, modification, maintenance, servicing, overhaul, and other engineering and technical services for fleet technical management and inventory technical management relating to aircraft, aircraft engines, equipment, parts and components, and the procurement of parts necessary to carry out such repair, modification, maintenance, servicing and overhaul of aircraft, aircraft engines, equipment, parts and components, and other ancillary services;
- (f) sale of surplus aircraft spares and components;
- (g) provision of services in relation to the use of any airport or airport-related services;
- (h) provision of telecommunications (telephone and internet) and on-line storage; and
- (i) any other transaction relating to the provision to, or obtaining from or through Mandated Interested Persons, or the joint transacting with Mandated Interested Persons for, products and services related to the EAR Group's principal and ancillary activities in the normal course of the EAR Group's business and on normal commercial terms,

provided that such transactions are made in accordance with certain specified review procedures that are designed to ensure that the transactions covered by the Existing IPT Mandate are entered into on normal commercial terms and are not prejudicial to the Company and its minority Shareholders.

2.2 The New IPT Mandate. The Existing IPT Mandate was to take effect until the conclusion of the 2015 AGM. While the terms of the Existing IPT Mandate, in particular sub-paragraph 2.1(i) above, are broad enough to encompass transactions entered into and/or proposed to be entered into by the EAR Group with the Mandated Interested Persons, the Directors propose that the terms of the Existing IPT Mandate be amended to provide greater clarity and transparency on the types of transactions entered into by the EAR Group with the Mandated Interested Persons, and a new mandate (the "**New IPT Mandate**") that sets out in greater detail the categories of transactions (the "**Mandated IPTs**") covered be adopted at the 2015 AGM and (unless revoked or varied by the Company in a general meeting) to continue in force until the next annual general meeting of the Company.

As is the case for the Existing IPT Mandate, the New IPT Mandate will enable the EAR Group, in their ordinary course of businesses, to enter into specified categories of transactions with the Mandated Interested Persons, provided that such transactions are made in accordance with the review procedures (the "**Review Procedures**") set out in paragraph 5 of Appendix A to this Letter, which are designed to ensure that the Mandated IPTs are entered into on normal commercial terms and are not prejudicial to the Company and its minority Shareholders. The more specific categories of transactions set out in the New IPT Mandate relate to:

- (a) interline and codeshare cooperation, revenue and cost pooling arrangements on joint venture routes, joint marketing and sales activities including participation in loyalty programmes;

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- (b) joint procurement of goods and services from third parties;
- (c) provision of management and administrative services, operations services and information technology services; and
- (d) provision of financial, tax, internal audit and Treasury Transactions (as defined below).

While these more specific categories of transactions fall within the Existing IPT Mandate as set out in sub-paragraph 2.1(i) above, the Directors have specifically set them out as specific categories in the New IPT Mandate to provide greater clarity and transparency on the types of Mandated IPTs entered into by the EAR Group with its Mandated Interested Persons.

As is the case for the Mandated IPTs that are covered by the Existing IPT Mandate, the more specific categories of transactions set out in sub-paragraphs 2.2(a) to (d) above arise in the normal course of business of our Group and our Group will benefit from having access to competitive quotes from the different companies in the different industries within the Mandated Interested Persons in addition to obtaining quotes from, or transacting with, non-interested persons.

“Treasury Transactions” comprise:

- (i) the placement of funds with any Mandated Interested Person;
- (ii) the borrowing of funds from any Mandated Interested Person;
- (iii) the entry into with or through any Mandated Interested Person of forex, swaps and options transactions for hedging purpose;
- (iv) the subscription of debt securities, preference shares and/or other securities issued by any Mandated Interested Person, the issue of debt securities, preference shares and/or other securities to any Mandated Interested Person and the buying from, or the selling to, any Mandated Interested Person of debt securities, preference shares and/or other securities; and
- (v) the provision of fund management services.

Our Group can benefit from obtaining competitive rates or quotes from Mandated Interested Persons in an expedient manner in addition to third party financial institutions. By transacting directly with a Mandated Interested Person, our Group may also eliminate margins which third party intermediaries might ordinarily be expected to earn.

In particular, the New IPT Mandate will enable the EAR Group to leverage on the goodwill, market share, expertise and resources of the SIA Group (as defined in Appendix A to this Letter) in the aviation industry, thereby enabling the EAR Group to work more closely and efficiently with the SIA Group through deeper collaboration in commercial, operational and/or administrative areas that will benefit both parties. With such deeper collaboration, the EAR Group will gain greater access to the SIA Group’s wider customer base and this will strengthen the businesses of the EAR Group and the SIA Group while providing greater convenience and flight options to their respective customers.

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It is intended that approval will be sought for the renewal of the New IPT Mandate from the Shareholders at the next and at each subsequent annual general meeting of the Company, subject to satisfactory review by the Audit Committee of its continued application to the Mandated IPTs and that the Review Procedures continue to be sufficient to ensure that the Mandated IPTs will be carried out on normal commercial terms and will not be prejudicial to the Company and its minority Shareholders.

The New IPT Mandate and its subsequent renewal on an annual basis would eliminate the need to convene separate general meetings from time to time to seek Shareholders' approval as and when potential Mandated IPTs arise, thereby reducing substantially administrative time and expenses in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the EAR Group.

The New IPT Mandate, including, *inter alia*, the rationale for, its scope, the benefits to the Company and Shareholders, the classes of Interested Persons, the categories of transactions between an entity at risk (as defined in the Listing Manual) and an Interested Person ("**Interested Person Transactions**"), the Review Procedures and other general information relating to Chapter 9 of the Listing Manual, are set out in Appendix A to this Letter.

- 2.3 **Independent Financial Adviser.** KPMG Corporate Finance Pte Ltd ("**KPMG**") has been appointed the independent financial adviser in relation to the proposed adoption of the New IPT Mandate. Having regard to the matters set out in their letter dated 14 July 2015 to the Independent Directors (as defined in paragraph 4 below), KPMG is of the opinion that the New IPT Mandate and corresponding Review Procedures set out in paragraph 5 of Appendix A to this Letter, when taken a whole and if applied consistently, are sufficient to ensure that the Mandated IPTs as set out in paragraph 4 of Appendix A to this Letter will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders. KPMG's letter dated 14 July 2015 to the Independent Directors is reproduced in Appendix B to this Letter.

KPMG has given and has not withdrawn its written consent to the issue of this Letter with the inclusion of its name, its letter to the Independent Directors dated 14 July 2015 and all references thereto, in the form and context in which they appear in this Letter.

- 2.4 **Disclosures.** Disclosure will be made in the Company's annual report of the aggregate value of all Mandated IPTs conducted pursuant to the New IPT Mandate during the relevant financial year, in accordance with Chapter 9 of the Listing Manual. The Company will also announce the aggregate value of Mandated IPTs conducted pursuant to the New IPT Mandate for the relevant financial periods that it is required to report on pursuant to Rule 705 of the Listing Manual and within the time period required for the announcement of such report.

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3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

3.1 **Directors' Interests in Shares.** Based on the Register of Directors' Shareholdings and the issued share capital of 2,497,500,312 Shares as at the Latest Practicable Date, the interests of the Directors in the Shares are set out below:

Director	Direct Interest (Number of Shares)	Deemed Interest (Number of Shares)⁽¹⁾	Total Interest	Percentage of total Shares in issue (%)	Number of outstanding share grants
Hsieh Fu Hua	–	666,000 ⁽²⁾	666,000	0.027	–
Lee Lik Hsin	864,871	–	864,871	0.035	1,642,317
Chong Phit Lian	–	–	–	–	–
de Vaz Don Emmanuel Maurice Rosairo	309,588	–	309,588	0.012	–
Lang Tao Yih, Arthur	–	–	–	–	–
Lee Chong Kwee	–	–	–	–	–
Ng Chin Hwee	100,000	–	100,000	0.004	–
Sirisena Mervyn s/o Piankara Mestrige	–	–	–	–	–
Yap Chee Keong	–	–	–	–	–
Yeap Beng Hock Gerard	–	–	–	–	–

Notes:

- Deemed interests refer to interests determined pursuant to Section 4, read with Section 130(5), of the SFA.
- The Shares are held directly by Binjai Inc and Mr Hsieh Fu Hua is the settlor and one of the beneficiaries of a trust which owns 100% of Binjai Inc, an underlying investment company.

3.2 **Substantial Shareholders' Interests in Shares.** Based on the Register of Substantial Shareholders and the issued share capital of 2,497,500,312 Shares as at the Latest Practicable Date, the interests of the substantial Shareholders in the Shares are set out below:

Substantial Shareholder	Direct Interest (Number of Shares)	Deemed Interest (Number of Shares)⁽¹⁾	Total Interest	Percentage of total Shares in issue (%)
SIA	1,393,456,041	–	1,393,456,041	55.79
Temasek	–	1,393,456,041 ⁽²⁾	1,393,456,041	55.79

Notes:

- Deemed interests refer to interests determined pursuant to Section 4, read with Section 130(5), of the SFA.
- SIA is a subsidiary of Temasek. Accordingly, Temasek is deemed to be interested in the Shares held by SIA.

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4. DIRECTORS' RECOMMENDATIONS

Having fully considered the rationale for the proposed adoption of the New IPT Mandate, the Directors who are considered independent for the purposes of the New IPT Mandate, being Mr Hsieh Fu Hua, Mr de Vaz Don Emmanuel Maurice Rosairo, Mr Lang Tao Yih, Arthur, Mr Yap Chee Keong and Mr Lee Lik Hsin (the “**Independent Directors**”), are of the opinion that the proposed adoption of the New IPT Mandate is in the best interests of the Company.

Accordingly, they recommend that Shareholders vote in favour of Resolution No. 11, being the Ordinary Resolution relating to the proposed adoption of the New IPT Mandate to be proposed at the 2015 AGM. Ms Chong Phit Lian, Mr Lee Chong Kwee, Mr Ng Chin Hwee, Mr Sirisena Mervyn s/o Piankara Mestrigue and Mr Yeap Beng Hock Gerard (being employees and/or nominees of SIA, as the case may be) are not considered independent for the purposes of the New IPT Mandate, and have accordingly refrained from making any voting recommendation to Shareholders in respect of Resolution No. 11.

5. ABSTENTION FROM VOTING

- 5.1 In accordance with Rule 920(1)(b)(viii) of the Listing Manual, Temasek and SIA being Mandated Interested Persons for the purpose of the New IPT Mandate, will abstain and will undertake to ensure that their associates shall abstain from voting their shares (if any) at the 2015 AGM in respect of Resolution No. 11, being the Ordinary Resolution in respect of the proposed adoption of the New IPT Mandate.
- 5.2 Further, Ms Chong Phit Lian, Mr Lee Chong Kwee, Mr Ng Chin Hwee, Mr Sirisena Mervyn s/o Piankara Mestrigue and Mr Yeap Beng Hock Gerard, who are not considered independent for the purposes of the New IPT Mandate as mentioned above, will abstain from voting their Shares (if any), and have undertaken to ensure that their associates will abstain from voting their Shares (if any), at the 2015 AGM in respect of Resolution No. 11, being the Ordinary Resolution relating to the proposed adoption of the New IPT Mandate. Furthermore, such Directors and their associates shall not accept nominations to act as proxy, corporate representative or attorney in respect of Resolution No. 11 unless specific instructions as to voting have been given by the Shareholder.

6. INSPECTION OF DOCUMENTS

The following documents are available for inspection at Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 during normal business hours from the date of this Letter up to the date of the 2015 AGM:

- (a) the annual report of the Company for FY2015;
- (b) KPMG's letter to the Independent Directors referred to in paragraph 2.3 above;
- (c) KPMG's letter of consent referred to in paragraph 2.3 above; and
- (d) the Memorandum and Articles of Association of the Company.

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7. RESPONSIBILITY STATEMENT

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

Yours faithfully
for and on behalf of the
Board of Directors of
Tiger Airways Holdings Limited

Hsieh Fu Hua
Chairman

APPENDIX A – THE NEW IPT MANDATE

1. Chapter 9 of the Listing Manual

- 1.1 Chapter 9 of the Listing Manual (“**Chapter 9**”) governs transactions by a listed company, as well as transactions by its subsidiaries and associated companies that are considered to be at risk, with the listed company’s interested persons. When this Chapter applies to a transaction and the value of that transaction alone or on aggregation with other transactions conducted with the interested person during the same financial year reaches, or exceeds, certain materiality thresholds, the listed company is required to make an immediate announcement, or to make an immediate announcement and seek its shareholders’ approval for that transaction.
- 1.2 Except for certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk to its interested persons and hence are excluded from the ambit of Chapter 9, immediate announcement and shareholders’ approval would be required in respect of transactions with interested persons if certain financial thresholds (which are based on the value of the transaction as compared with the listed company’s latest audited consolidated net tangible assets (“**NTA**”)) are reached or exceeded. In particular, shareholders’ approval is required for an interested person transaction of a value equal to, or exceeding:
- (a) 5% of the listed company’s latest audited consolidated NTA; or
 - (b) 5% of the listed company’s latest audited consolidated NTA, when aggregated with other transactions entered into with the same interested person (as such term is construed under Chapter 9) during the same financial year.
- 1.3 Based on the latest audited consolidated financial statements of Tiger Airways Holdings Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) for the financial year ended 31 March 2015, the consolidated NTA of the Group was S\$215.3m. In relation to the Company, and for the purposes of complying with Chapter 9, in the current financial year and until such time as the consolidated audited financial statement of the Group for the financial year ending 31 March 2016 are published, 5% of the latest audited consolidated NTA of the Group would be S\$10.8m.
- 1.4 Chapter 9 permits a listed company, however, to seek a general mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials (but not in respect of the purchase or sale of assets, undertakings or businesses) that may be carried out with the listed company’s interested persons.
- 1.5 Under the Listing Manual:
- (a) an “**approved exchange**” means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9;

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- (b) (in the case of a company) an “**associate**” in relation to an interested person who is a director, chief executive officer or controlling shareholder includes an immediate family member (that is, the spouse, child, adopted-child, step-child, sibling or parent) of such director, chief executive officer or controlling shareholder, the trustees of any trust of which the director/his immediate family, the chief executive officer/his immediate family or controlling shareholder/his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object, and any company in which the director/his immediate family, the chief executive officer/his immediate family or controlling shareholder/his immediate family has an aggregate interest (directly or indirectly) of 30% or more, and, where a controlling shareholder is a corporation, its subsidiary or holding company or fellow subsidiary or a company in which it and/or they have (directly or indirectly) an interest of 30% or more;
- (c) an “**associated company**” means a company in which at least 20% but not more than 50% of its shares are held by the listed company or group;
- (d) “**control**” means the capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company;
- (e) a “**controlling shareholder**” means a person who (i) holds directly or indirectly 15% or more of the total number of issued shares in the company excluding treasury shares (the SGX-ST may determine that such person is not a controlling shareholder) or (ii) in fact exercises control over a company;
- (f) an “**entity at risk**” means:
 - (i) the listed company;
 - (ii) a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange; or
 - (iii) an associated company of the listed company that is not listed on the SGX-ST or an approved exchange, provided that the listed company and/or its subsidiaries (the “**listed group**”), or the listed group and its interested person(s), has control over the associated company;
- (g) (in the case of a company) an “**interested person**” means a director, chief executive officer or controlling shareholder of the listed company or an associate of such director, chief executive officer or controlling shareholder; and
- (h) an “**interested person transaction**” means a transaction between an entity at risk and an interested person.

2. Rationale for and Benefits of the IPT Mandate

- 2.1 It is anticipated that the EAR Group (as defined in paragraph 2.2 below) would, in the ordinary course of its business, enter into certain transactions with its Mandated Interested Persons (as defined in paragraph 3.1 below). It is likely that such transactions will occur with some degree of frequency and could arise at any time. Such transactions include, but are not limited to, the transactions described in paragraph 4 below.

APPENDIX A – THE NEW IPT MANDATE

2.2 Owing to the time-sensitive nature of commercial transactions, the Directors of the Company (the “**Directors**”) are seeking approval from the shareholders of the Company (the “**Shareholders**”) for the IPT Mandate pursuant to Chapter 9 to enable:

- (a) the Company;
- (b) subsidiaries of the Company (excluding subsidiaries listed on the SGX-ST or an approved exchange); and
- (c) associated companies of the Company (excluding associated companies listed on the SGX-ST or an approved exchange) over which the Group, or the Group and interested person(s) of the Company has or have control,

(together, the “**EAR Group**”), or any of them, in the normal course of their business, to enter into the categories of Mandated IPTs (as defined in paragraph 4.1 below) with the Mandated Interested Persons provided that such transactions are made on the EAR Group’s normal commercial terms and are not prejudicial to the Company and its minority Shareholders. The adoption of the IPT Mandate will provide greater clarity and transparency on the Mandated IPTs entered into by the EAR Group with the Mandated Interested Persons.

2.3 The IPT Mandate will not cover any transaction by a company in the EAR Group with a Mandated Interested Person that is below S\$100,000 in value as the threshold and aggregation requirements of Chapter 9 would not apply to such transactions.

2.4 The IPT Mandate will take effect from the date of the passing of Resolution No. 11 to be proposed at the Annual General Meeting (“**AGM**”) of the Company to be held on 31 July 2015, and will (unless revoked or varied in general meeting) continue in force until the next AGM of the Company. Thereafter, approval from Shareholders for a renewal of the IPT Mandate will be sought at each subsequent AGM of the Company, subject to the satisfactory review by the audit committee of the Company (the “**Audit Committee**”) of its continued application to the Mandated IPTs and that the Review Procedures continue to be sufficient to ensure that the Mandated IPTs will be carried out on normal commercial terms and will not be prejudicial to the Company and its minority Shareholders.

2.5 The IPT Mandate and its subsequent renewal on an annual basis would eliminate the need to convene separate general meetings from time to time to seek Shareholders’ approval as and when potential Mandated IPTs arise, thereby reducing substantially administrative time and expenses in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the EAR Group.

3. Classes of Mandated Interested Persons

3.1 The IPT Mandate will apply to the EAR Group’s transactions with Singapore Airlines Limited and its associates (the “**SIA Group**”) and Temasek Holdings (Private) Limited and its associates (but excluding the SIA Group) (the “**Temasek Group**”) (together, the “**Mandated Interested Persons**” and each a “**Mandated Interested Person**”, all being “**Interested Persons**”). For the avoidance of doubt, such Mandated Interested Persons would also include such persons who may, during such period while the IPT Mandate is effective, become Mandated Interested Persons where previously they were not so.

3.2 Transactions with Mandated Interested Persons which do not fall within the ambit of the IPT Mandate shall be subject to the relevant provisions of Chapter 9.

APPENDIX A – THE NEW IPT MANDATE

4. Mandated IPTs

4.1 The transactions with the Mandated Interested Persons which will be covered by the IPT Mandate (the “**Mandated IPTs**”) relate to transactions by the EAR Group for the provision to, or the obtaining from or through, Mandated Interested Persons of, or the joint transactions with Mandated Interested Persons for, products and services in the normal course of the EAR Group’s business, of a revenue or trading nature or which are necessary for the EAR Group’s day-to-day operations (but not in respect of the purchase or sale of assets, undertakings or businesses which are not part of the EAR Group’s day-to-day operations) comprising the following:

- (a) rental of crew training and crisis management facilities;
- (b) purchase of airline tickets for travel by staff for the EAR Group’s business or business-related purposes;
- (c) in-flight catering services;
- (d) provision of security and ground handling services;
- (e) the repair, modification, maintenance, servicing, overhaul, and other engineering and technical services for fleet technical management and inventory technical management relating to aircraft, aircraft engines, equipment, parts and components, and the procurement of parts necessary to carry out such repair, modification, maintenance, servicing and overhaul of aircraft, aircraft engines, equipment, parts and components, and other ancillary services;
- (f) sale of surplus aircraft spares and components;
- (g) provision of services in relation to the use of any airport or airport-related services;
- (h) provision of telecommunications (telephone and internet) and on-line storage;
- (i) interline and codeshare cooperation, revenue and cost pooling arrangements on joint venture routes, joint marketing and sales activities including participation in loyalty programmes;
- (j) joint procurement of goods and services from third parties;
- (k) provision of management and administrative services, operations services and information technology services;
- (l) provision of financial, tax, internal audit and treasury support (including borrowing of funds from, and placement of funds with, Mandated Interested Persons, entry into forex, swaps and options transactions with or through Mandated Interested Persons for hedging purposes, subscription of debt securities, preference shares and/or other securities issued by Mandated Interested Persons, the issue of debt securities, preference shares and/or other securities to any Mandated Interested Person, the buying from, or the selling to, any Mandated Interested Person of debt securities, preference shares and/or other securities, and provision of fund management services); and

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- (m) any other transaction relating to the provision to, or obtaining from or through Mandated Interested Persons, or the joint transacting with Mandated Interested Persons for, products and services related to the EAR Group's principal and ancillary activities in the normal course of the EAR Group's business and on normal commercial terms.

5. Review Procedures

- 5.1 The Company has established procedures to ensure that the Mandated IPTs are undertaken on an arm's length basis and on normal commercial terms, consistent with the EAR Group's usual business practices and policies, and are no more favourable to the relevant Mandated Interested Person (where services or products are provided to the Mandated Interested Person) or, as the case may be, no less favourable to the EAR Group (where services or products are obtained from the Mandated Interested Person) than what is available in the market, having regard to all relevant factors. In particular, the following Review Procedures have been put in place:

- (i) Provision of Services or the Sale of Products

All contracts entered into or transactions with Mandated Interested Persons are to be carried out at the prevailing market rates or prices of the service or product providers, on terms which are no more favourable to the Mandated Interested Person than the usual commercial terms extended to unrelated third parties (including, where applicable, preferential rates/prices/discounts accorded to corporate customers or for bulk purchases) or otherwise in accordance with applicable industry norms.

Where the prevailing market rates or prices are not available due to the nature of service to be provided or the product to be sold, the EAR Group's pricing for such services to be provided or products to be sold to Mandated Interested Persons is determined in accordance with the EAR Group's usual business practices and pricing policies, consistent with the usual margin to be obtained by the EAR Group for the same or substantially similar type of contract or transaction with unrelated third parties taking into consideration factors such as, but not limited to, quantity, volume, consumption, customer requirements, specifications, duration of contract and strategic purposes of the transaction or the limited resources available to the EAR Group. Where it is not possible or practicable for the EAR Group's usual business practices and pricing policies set out above to be applied (for example, where the product or service is a proprietary item or where the product or service is required urgently such as an aircraft-on-ground situation or the purchaser or user is the sole purchaser or user of such product or service), authorised senior management staff who do not have an interest in the transaction will determine whether the price and terms (including but not limited to the provision of incentives or rebates) offered to the Mandated Interested Person are fair and reasonable. This would include taking into account, where known, if similar price and terms are offered to/by unrelated third parties.

- (ii) Obtaining of Services or Purchasing of Products

All purchases made by the EAR Group, including purchases from Mandated Interested Persons are governed by internal control procedures which detail matters such as the constitution of internal approving authorities, their monetary jurisdictions, the number of vendors from whom bids are to be obtained and the review procedures. The guiding principle is to objectively obtain the best goods and/or services on the best terms. Formal quotation exercises are generally conducted for most of the EAR Group's

APPENDIX A – THE NEW IPT MANDATE

purchases except in the cases of services or products obtained from any Mandated Interested Person who may be the sole provider of such services or products or transactions of value below certain thresholds specified in the internal control procedures. Most invitation for bids will include detailed terms or a specimen contract to preclude negotiations on the terms of supply after the successful vendor is selected. The terms of supply are contained in a written contract. The Review Procedures require:

- (A) formal quotations to be called if there are two (2) or more known vendors for the item unless this requirement is waived by the Audit Committee in exceptional circumstances. Bids which are received, regardless of whether they are from Mandated Interested Persons or not will be subject to the same evaluation criteria based on price, product quality, delivery schedules, specification compliance, track record, experience and expertise. Preferential rates, rebates or discounts accorded for bulk purchases are also taken into account; and
- (B) where it is not possible or practicable for a formal quotation to be called (for example, where the product or service is a proprietary item or where the product or service is required urgently such as an aircraft-on-ground situation or the provider is the sole provider of such product or service), authorised senior management staff who do not have an interest in the transaction will determine whether the price and terms (including but not limited to the provision of incentives or rebates) offered by the Mandated Interested Person are fair and reasonable. This would include taking into account, where known, if similar price and terms are offered to/by unrelated third parties.

(iii) Treasury Transactions

(A) Placements

In relation to the placement with any Mandated Interested Person by the EAR Group of its funds, the Company will require that quotations be obtained from such Mandated Interested Person and at least two other potential counterparties for rates of deposits with such counterparties of an equivalent amount, and for the equivalent period, of the funds to be placed by the EAR Group. The EAR Group will only place its funds with such Mandated Interested Person, provided that the terms quoted are generally no less favourable than the terms quoted by such counterparties for equivalent amounts, taking into account all relevant factors.

(B) Borrowings

In relation to the borrowing of funds from any Mandated Interested Person by the EAR Group, the Company will require that quotations be obtained from such Mandated Interested Person and at least two other potential counterparties for rates for loans from such counterparties of an equivalent amount, and for the equivalent period, of the funds to be borrowed by the EAR Group. The EAR Group will only borrow funds from such Mandated Interested Person if the Mandated Interested Person offers the best rates and terms and best meets the EAR Group's requirements, taking into account all relevant factors.

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(C) Debt securities, preference shares and/or other securities

In relation to the subscription of debt securities, preference shares and/or other securities issued by, or the purchase of debt securities, preference shares and/or other securities from Mandated Interested Persons, the EAR Group will only subscribe for or purchase such debt securities, preference shares and/or other securities after assessment of the credit risk of such Mandated Interested Persons, provided that the price(s) at which the EAR Group subscribes for or purchases such debt securities, preference shares and/or other securities is not higher than the price(s) at which such debt securities, preference shares and/or other securities are subscribed for or purchased by unrelated third parties.

In relation to the issue or sale to Mandated Interested Persons of debt securities, preference shares and/or other securities, the EAR Group will issue or sell such debt securities, preference shares and/or other securities to Mandated Interested Persons provided that the price(s) at which the EAR Group issues or sells such debt securities, preference shares and/or other securities is not lower than the price(s) at which such debt securities, preference shares and/or other securities are issued or sold to unrelated third parties. The EAR Group will also comply with all applicable laws and regulations in connection with the issue or sale of such debt securities, preference shares and/or other securities to Mandated Interested Persons.

(D) Forex, Swaps, Options

In relation to forex, swaps and options transactions with any Interested Person by the EAR Group, the Company will require that rate quotations be obtained from such Mandated Interested Person and at least two other potential counterparties. The EAR Group will only enter into such forex, swaps or options transactions with such Mandated Interested Person if the Mandated Interested Person offers the best rates and terms and best meets the EAR Group's requirements, taking into account all relevant factors.

For the purposes of this sub-paragraph (iii), references to "**counterparties**" include, but are not limited to, banks, financial institutions or other corporates, which are not Mandated Interested Persons.

5.2 Threshold Limits

In addition to the Review Procedures, the following approval procedures will be implemented to supplement existing internal control procedures for Mandated IPTs:

- (i) individual transactions equal to or exceeding S\$100,000 but less than S\$1 million in value will be reviewed and approved by the chief financial officer of the Company (the "**CFO**");
- (ii) individual transactions equal to or exceeding S\$1 million but less than S\$5 million in value will be reviewed and approved by the chief executive officer of the Company (the "**CEO**");
- (iii) individual transactions equal to or exceeding S\$5 million but less than S\$30 million in value will be reviewed and approved by the Audit Committee;

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- (iv) individual transactions equal to or exceeding S\$30 million in value shall be reviewed and approved by the Directors and the Audit Committee;
- (v) where the aggregate value of all Interested Person Transactions (including the latest Interested Person Transaction to be approved) with the same Mandated Interested Person in the current financial year is equal to or exceeds S\$100,000 but below S\$1 million, the latest and all future Interested Person Transactions equal to or above S\$100,000 but below S\$1 million in value will be reviewed and approved by the CFO;
- (vi) where the aggregate value of all Interested Person Transactions (including the latest Interested Person Transactions to be approved) with the same Mandated Interested Person in the current financial year is equal to or exceeds S\$1 million but below S\$5 million, the latest and all future Interested Person Transactions equal to or above S\$100,000 but below S\$5 million in value will be reviewed and approved by the CEO;
- (vii) where the aggregate value of all Interested Person Transactions (including the latest Interested Person Transactions to be approved) with the same Mandated Interested Person in the current financial year is equal to or exceeds S\$5 million but below S\$30 million, the latest and all future Interested Person Transactions equal to or above S\$100,000 but below S\$30 million in value will be reviewed and approved by the Audit Committee; and
- (viii) where the aggregate value of all Interested Person Transactions (including the latest Interested Person Transactions to be approved) with the same Mandated Interested Person in the current financial year is equal to or exceeds S\$30 million, the latest and all future Interested Person Transactions equal to or above S\$100,000 in value will be reviewed and approved by the Board and the Audit Committee.

If any person specified above has an interest in a transaction falling within a category of transactions to be reviewed and approved by him, he will abstain from any decision making in respect of that transaction, and such transaction will be reviewed and approved by other persons who are authorised to review and approve that category of transactions, if any, who do not have any interest in that transaction.

If not, the transaction must be approved by the person(s) who has (have) authority for reviewing and approving the immediately following category of transactions in terms of value.

All Interested Person Transactions entered into pursuant to the IPT Mandate shall be tabled to the Audit Committee for information on a quarterly basis.

Individual transactions of a value less than S\$100,000 do not require review and approval and will not be taken into account in the aggregation referred to in sub-paragraphs (v) to (viii) above.

A register will be maintained by the Company to record all Mandated IPTs. The annual internal audit plan will incorporate a review of all Mandated IPTs to ensure that the relevant approvals have been obtained and the review procedures in respect of such transactions adhered to.

The Board and the Audit Committee shall review the internal audit reports to ascertain that the guidelines and procedures to monitor Interested Person Transactions have been complied with.

APPENDIX A – THE NEW IPT MANDATE

The Board and the Audit Committee shall have overall responsibility for the determination of the review procedures with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate. If a member of the Board or the Audit Committee has an interest in the transaction to be reviewed by the Board or the Audit Committee, as the case may be, he will abstain from any decision making by the Board or the Audit Committee, as the case may be, in respect of that transaction.

5.3 Other Review Procedures

The Company has also implemented the following procedures for the identification of Mandated Interested Persons and the recording of all of the EAR Group's Interested Person Transactions:

- (i) the Company will maintain a register of all transactions carried out with Mandated Interested Persons, whether mandated or non-mandated. The Company's internal audit plan will incorporate a review of all Interested Person Transactions whether mandated or non-mandated; and
- (ii) on a quarterly basis, the Company's internal auditors will submit a report to the Audit Committee of all recorded Interested Person Transactions, and the basis of such transactions, entered into by the EAR Group.

In addition, the Audit Committee will include the review of the EAR Group's Interested Person Transactions as part of its standard procedures while examining the adequacy of the EAR Group's internal controls.

In the event that a member of the Board, a member of the Audit Committee or an authorised reviewing officer (where applicable) has a conflict of interests in relation to any Interested Person Transaction, he will abstain from reviewing that particular transaction. In such instances, an alternative approving authority will be responsible for reviewing the transaction. The Board will also ensure that all disclosure requirements on Interested Person Transactions, including those required by prevailing legislation, the Listing Manual and accounting standards, are complied with. The annual internal audit plan shall incorporate a review of all Interested Person Transactions entered into pursuant to the IPT Mandate.

The Audit Committee shall review the internal audit reports to ascertain whether the guidelines and procedures established to monitor Interested Person Transactions have been complied with. In addition, the Audit Committee shall also review from time to time such guidelines and procedures to determine if they are adequate and/or commercially practicable in ensuring that transactions between the EAR Group and the Mandated Interested Persons are conducted on normal commercial terms. Further, if during these periodic reviews by the Audit Committee, the Audit Committee is of the view that the guidelines and procedures as stated above are not sufficient to ensure that these Interested Person Transactions will be on normal commercial terms and will not be prejudicial to the Company and its minority Shareholders, the Company will (pursuant to Rules 920(1)(b)(iv) and (vii) of the Listing Manual) revert to Shareholders for a fresh mandate based on new guidelines and procedures for transactions with Mandated Interested Persons.

APPENDIX B – LETTER FROM KPMG CORPORATE FINANCE PTE LTD TO THE INDEPENDENT DIRECTORS

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14 July 2015

Dear Sirs,

PROPOSED NEW MANDATE FOR INTERESTED PERSON TRANSACTIONS

*For the purpose of this Independent Financial Advisor's letter ("**IFA letter**"), capitalised terms not otherwise defined herein shall have the same meaning as given in the Letter to Shareholders dated 14 July 2015 (the "**Letter**") circulated to Shareholders of Tiger Airways Holdings Limited.*

1. INTRODUCTION

Tiger Airways Holdings Limited ("**TAHL**" or the "**Company**") is proposing that the terms of the Existing IPT Mandate be amended to provide greater clarity and transparency on the types of transactions entered into by the Company, its subsidiaries and associated companies which are considered to be "entities at risk" within the meaning of Rule 904(2) of the SGX Listing Manual (together, the "**EAR Group**") with specified classes of the Company's interested persons (the "**Mandated Interested Persons**"), and a new mandate (the "**New IPT Mandate**") that sets out in greater detail the categories of transactions covered (the "**Mandated IPTs**") be adopted at next annual general meeting of the Company to be held on 31 July 2015 ("**2015 AGM**") and (unless revoked or varied by the Company in a general meeting) to continue in force until the next annual general meeting of the Company. The New IPT Mandate will enable the EAR Group, in their ordinary course of business, to enter into specified categories of transactions with the Mandated Interested Persons, provided that such Mandated IPTs are made in accordance with the review procedures (the "**Review Procedures**") as set out in paragraph 5 of Appendix A to the Letter.

Details of the New IPT Mandate are set out in paragraph 2.2 of the Letter and Appendix A to the Letter.

This IFA letter has been prepared for the use of the directors of the Company as at the date of the Letter who are considered independent for the purposes of their deliberations on the New IPT Mandate (the "**Independent Directors**").

APPENDIX B – LETTER FROM KPMG CORPORATE FINANCE PTE LTD TO THE INDEPENDENT DIRECTORS

To comply with requirements of Chapter 9 of the Listing Manual, KPMG Corporate Finance Pte Ltd (“**KPMG Corporate Finance**”) has been appointed as the independent financial adviser (“**IFA**”) to provide an opinion to the Independent Directors on whether the New IPT Mandate and corresponding Review Procedures, if taken as a whole and if applied consistently, are sufficient to ensure that the Mandated IPTs will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

2. TERMS OF REFERENCE

The objective of this IFA letter is to provide an independent opinion to the Independent Directors, for the purposes of Chapter 9 of the Listing Manual, on whether the New IPT Mandate and corresponding Review Procedures, if taken as a whole and if applied consistently, are sufficient to ensure that the Mandated IPTs will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

The views of KPMG Corporate Finance as set forth in this IFA letter are based on prevailing market and economic conditions, and our analysis of the information provided in the Letter, as well as information provided to us by the Company, as at the Latest Practicable Date. Accordingly, this opinion does not take into account any event or condition occurring after this date. We assume no responsibility to update, revise or re-affirm our opinion, factors or assumptions in light of any subsequent development after the Latest Practicable Date.

It is not within our terms of reference to, and we do not (by this IFA letter or otherwise), evaluate or comment on the merits and/or associated risk, whether commercial, financial or otherwise of any Interested Person Transactions entered into or about to be entered into, and as such, we do not express an opinion thereon. All such evaluations or comments are and remain the sole responsibility of the directors of the Company (the “**Directors**”), although we may draw upon their views or make such comments in respect thereof (to the extent deemed necessary or appropriate by us) in arriving at our opinion.

We have not been involved in the deliberations leading up to the decision by the Directors to obtain the New IPT Mandate, or the methods or procedures to be adopted by the Company to ensure that the Mandated IPTs will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

In the course of our evaluation of the methods or Review Procedures adopted for the Mandated IPTs in connection with the New IPT Mandate, we have held discussions with members of the management team of the Company (the “**Management**”). We have also relied on the information contained in the Letter. We have not independently verified such information furnished by the Management or any representation or assurance made by them, whether written or verbal, and accordingly cannot and do not warrant or accept responsibility for the accuracy or completeness of such information, representation or assurance. Nevertheless, the Management have confirmed to us that, to the best of their knowledge and belief, the information provided to us (whether written or verbal) as well as the information contained in the Letter constitutes a full and true disclosure, in all material respects, of all material facts relating to the New IPT Mandate and there is no material information the omission of which would make any of the information contained herein or in the Letter inaccurate, incomplete or misleading in any material respect.

APPENDIX B – LETTER FROM KPMG CORPORATE FINANCE PTE LTD TO THE INDEPENDENT DIRECTORS

We do not warrant the implementation of the methods or procedures in relation to the Mandated IPTs, as covered by the New IPT Mandate.

We have made reasonable enquiries and exercised our judgement in assessing such information and have found no reason to doubt the accuracy or reliability of such information. We have relied upon the assurance of the Directors (including those who may have delegated detailed supervision of the Letter) that they have taken all reasonable care to ensure that the facts stated or opinions expressed in the Letter are fair and accurate in all material respects and that no material facts have been omitted which might cause the Letter to be misleading in any material respect.

Our terms of reference in relation to the New IPT Mandate do not require us to conduct, and we have not conducted any review of the business, operations or financial condition of the Company, including but not limited to the historical or current interested person transactions carried out by the Company. Accordingly, we do not express any opinion on whether such Mandated IPTs were or are in compliance with the Review Procedures set out under the Existing IPT Mandate or the New IPT Mandate. The implementation of such review procedures is the responsibility of the Directors.

We are not required nor authorised to obtain, and we have not obtained, any quotations or transaction prices from third parties for products or services similar to those which are to be covered by the New IPT Mandate, and are therefore not able to, and did not, compare the IPTs with similar transactions with third parties. In particular, the New IPT Mandate contemplates the Mandated IPTs that may be entered into on behalf of the Company only in the future and we have not been requested to opine on any specific transactions proposed that may form the basis of comparison with quotations or transaction prices offered by third parties.

Our opinion is delivered for the use and benefit of the Independent Directors for their deliberation on the New IPT Mandate, and the recommendations made by the Independent Directors shall remain the responsibility of the Independent Directors. In rendering our opinion, we have not had regard to the specific investment objectives, financial situation, tax position and/or unique needs and constraints of any Shareholder. As different Shareholders might have different investment objectives, we would advise the Independent Directors to recommend that any individual Shareholder who may require specific advice in relation to the New IPT Mandate to consult his stockbroker, bank manager, solicitor, accountant or other professional advisers.

The Company has been advised by its own professional advisers in the preparation of the Letter (other than this IFA letter). We have no role or involvement and have not provided any advice, financial or otherwise, in the preparation, review and verification of the Letter (other than this IFA letter). Accordingly, we take no responsibility for and express no views, whether expressed or implied, on the contents of the Letter (other than this IFA letter).

Our opinion in relation to the New IPT Mandate should be considered in the context of the entirety of this IFA letter and the Letter.

APPENDIX B – LETTER FROM KPMG CORPORATE FINANCE PTE LTD TO THE INDEPENDENT DIRECTORS

3. NEW IPT MANDATE

(a) Information on New IPT Mandate

Salient information on the New IPT Mandate include:

- (i) the rationale for and benefits of the New IPT Mandate;
- (ii) the classes of Mandated Interested Persons;
- (iii) the scope of the Mandated IPTs; and
- (iv) the Review Procedures for the Mandated IPTs,

the details of which can be found in paragraph 2.2 of the Letter and Appendix A to the Letter.

(b) Validity Period of the New IPT Mandate

If approved by Shareholders at the 2015 AGM, the New IPT Mandate will take effect from the date of the passing of the relevant resolution to be proposed at the 2015 AGM, and shall apply in respect of the Mandated IPTs entered or to be entered into from the date of the 2015 AGM until the next annual general meeting of the Company, or the date on which the next annual general meeting of the Company is required to be held, whichever is the earlier, unless revoked or varied by the Company in a general meeting.

(c) Disclosure

In accordance with the requirements of Chapter 9 of the Listing Manual, disclosure is required to be made in the Company's annual report ("**Annual Report**") of the aggregate value of all transactions conducted with Mandated Interested Persons pursuant to the New IPT Mandate during the current financial year, and in the Annual Reports for subsequent financial years that the New IPT Mandate continues in force. The Company is also required to announce the aggregate value of all Mandated IPTs conducted with Mandated Interested Persons pursuant to the New IPT Mandate for the financial periods that it is required to report on, pursuant to Rule 705 of the Listing Manual, within the time stipulated for the announcement of such report.

(d) Other Transactions with Interested Persons

The Independent Directors should note that any transaction with Interested Persons which does not fall within the ambit of the New IPT Mandate as set out in the Letter shall be subject to the relevant provisions of Chapter 9 of the Listing Manual and/or other applicable provisions of the Listing Manual.

Such transactions will, unless specifically excluded from the ambit of Chapter 9 of the Listing Manual, require an immediate announcement where:

- (i) the transaction is of a value equal to, or more than, 3% of the Group's latest audited consolidated net tangible assets; or

APPENDIX B – LETTER FROM KPMG CORPORATE FINANCE PTE LTD TO THE INDEPENDENT DIRECTORS

- (ii) the transaction, when aggregated with other transactions entered into with the same Interested Person during the same financial year, is of a value equal to, or more than, 3% of the Group's latest audited consolidated net tangible assets.

Shareholders' approval (in addition to an immediate announcement) is required where:

- (i) the transaction is of a value equal to, or more than, 5% of the Group's latest audited consolidated net tangible assets; or
- (ii) the transaction, when aggregated with other transactions entered into with the same Interested Person during the same financial year, is of a value equal to, or more than, 5% of the Group's latest audited consolidated net tangible assets.

CONCLUSION

In arriving at our opinion on whether the New IPT Mandate and the corresponding Review Procedures as set out in the Letter, when taken as a whole and if applied consistently, are sufficient to ensure that the Mandated IPTs will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, we have considered the following:

- (i) the rationale for and benefits of the New IPT Mandate;
- (ii) the classes of Mandated Interested Persons;
- (iii) the scope of the Mandated IPTs; and
- (iv) the Review Procedures for the Mandated IPTs.

Based on the analysis undertaken and subject to the qualifications and assumptions made herein, KPMG Corporate Finance is of the opinion that the New IPT Mandate and corresponding Review Procedures as set out in the Letter, when taken as a whole and if applied consistently, are sufficient to ensure that the Mandated IPTs will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

We have prepared this IFA letter for the use of the Independent Directors of the Company in connection with and for the purpose of their consideration of the New IPT Mandate and for inclusion in the Letter.

The opinion is governed by, and construed in accordance with, the laws of Singapore, and is strictly limited to the matters stated herein and does not apply by implication to any other matter.

Yours faithfully
For and on behalf of
KPMG Corporate Finance Pte. Ltd.

Vishal Sharma
Executive Director

Kenneth Chan
Manager

