

## APPENDIX TO THE ANNUAL REPORT DATED 5 OCTOBER 2017

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

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

If you have sold or transferred all your shares in the capital of Karin Technology Holdings Limited (the “**Company**”) held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this appendix with the notice of Annual General Meeting and the attached proxy form(s) to the purchaser or transferee as arrangements will be made by CDP for a separate appendix with the notice of Annual General Meeting and the attached proxy form(s) to be sent to the purchaser or transferee. If you have sold or transferred all your shares in the capital of the Company represented by physical share certificate(s), you should hand this appendix with the notice of Annual General Meeting and the attached proxy form(s) to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for any of the statements made, reports contained or opinions expressed in this appendix.



嘉靈控股集團有限公司

Karin Technology Holdings Limited

(Incorporated in Bermuda on 30 August 2002)

(Registration Number: 32514)



### APPENDIX

### IN RELATION TO

### THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

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## DEFINITIONS

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

- “2009 Circular” : The circular to the Shareholders dated 19 January 2009 relating to the Share Buyback Mandate
- “2009 SGM” : The special general meeting of the Company held on 12 February 2009
- “AGM” : The annual general meeting of the Company to be convened and held at Topaz & Opal Room, Level 3, Sheraton Towers Singapore, 39 Scotts Road, Singapore 228230 on 20 October 2017 at 10:00 a.m., notice of which is set out on pages 129 to 136 of the Annual Report
- “Annual Report” : The annual report of the Company dated 5 October 2017
- “Appendix” : This appendix to Shareholders dated 5 October 2017
- “Approval Date” : Shall have the meaning ascribed to it in section 2.5 (a) of this Appendix
- “Asia Platform” : Asia Platform Investment Limited
- “Associate” : (a) in relation to any Director, Chief Executive Officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:
- (i) his immediate family;
  - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
  - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and
- (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more

<i>“Associated Company”</i>	:	A company in which at least 20% but not more than 50% of its shares are held by the Company or the Group and over which the Company has control
<i>“Average Closing Price”</i>	:	Shall have the meaning ascribed to it in section 2.5 (d) of this Appendix
<i>“Auditor”</i>	:	The auditor of the Company for the time being
<i>“Board” or “Directors”</i>	:	The board of directors of the Company for the time being
<i>“Bye-laws”</i>	:	The bye-laws of the Company as amended, modified or supplemented from time to time
<i>“CDP”</i>	:	The Central Depository (Pte) Limited
<i>“Companies Law”</i>	:	The Companies Act 1981 of Bermuda, as amended, modified or supplemented from time to time
<i>“Company”</i>	:	Karin Technology Holdings Limited
<i>“Controlling Shareholder”</i>	:	A person who: <ul style="list-style-type: none"> <li>(a) holds directly or indirectly 15% or more of the total number of issued Shares excluding treasury shares and subsidiary holdings in the Company (unless determined otherwise by the SGX-ST); or</li> <li>(b) in fact exercises control over the Company</li> </ul>
<i>“day of the making of the offer”</i>	:	Shall have the meaning ascribed to it in section 2.5 (d) of this Appendix
<i>“EPS”</i>	:	Earnings per Share
<i>“Exchange Rate”</i>	:	The exchange rate of S\$1: HK\$5.7746
<i>“Extended Group”</i>	:	The Company, its subsidiaries and Associated Companies
<i>“FY”</i>	:	The financial year ended or, as the case may be, ending 30 June
<i>“Group”</i>	:	The Company and its subsidiaries
<i>“Highest Last Dealt Price”</i>	:	Shall have the meaning ascribed to it in section 2.5 (d) of this Appendix

<i>“Kikki Investment”</i>	:	Kikki Investment Limited
<i>“Latest Practicable Date”</i>	:	21 September 2017, being the latest practicable date prior to the printing of this Appendix
<i>“Listing Manual”</i>	:	The listing manual of the SGX-ST, as amended, modified or supplemented from time to time
<i>“Market Day”</i>	:	A day on which SGX-ST is open for trading in securities
<i>“Market Price”</i>	:	The average of the last dealt price for a Share as determined by reference to the daily official list or any other publication published by the SGX-ST for five (5) consecutive Market Days immediately preceding the relevant Date of Offer
<i>“Market Purchases”</i>	:	Shall have the meaning ascribed to it in section 2.5 (c) of this Appendix
<i>“Maximum Price”</i>	:	Shall have the meaning ascribed to it in section 2.5 (d) of this Appendix
<i>“Memorandum”</i>	:	The memorandum of association of the Company
<i>“NTA”</i>	:	Net tangible assets
<i>“Off-Market Purchases”</i>	:	Shall have the meaning ascribed to it in section 2.5 (c) of this Appendix
<i>“Relevant Period”</i>	:	Shall have the meaning ascribed to it in section 2.5 (b) of this Appendix
<i>“Rule 14”</i>	:	Shall have the meaning ascribed to it in section 2.10 of this Appendix
<i>“Securities Account”</i>	:	A securities account maintained by a Depositor with CDP but does not include a securities account maintained with a Depository Agent
<i>“SGX-ST”</i>	:	Singapore Exchange Securities Trading Limited
<i>“Share Buyback Mandate”</i>	:	The general mandate granted or to be granted by the Shareholders for the purposes of authorising the purchase or acquisition of Shares by the Company, subject to compliance with the Companies Law, the Singapore Companies Act and the rules and regulations of the SGX-ST

“Shareholders”	:	Registered holders of the Shares except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context admits, mean the persons named as depositors in the Depository Register maintained by CDP and into whose Securities Accounts those Shares are credited. Any reference to Shares held by Shareholders shall include Shares standing to the credit of the respective Shareholders’ Securities Account
“Shares”	:	Issued ordinary shares of HK\$0.10 each in the capital of the Company
“Singapore Companies Act”	:	The Companies Act (Chapter 50) of Singapore, as amended, modified or supplemented from time to time
“Substantial Shareholder”	:	A Shareholder who has an interest in not less than five per cent. (5%) of the total voting rights in the Company
“Take-over Code”	:	The Singapore Code on Take-overs and Mergers, as amended, modified or supplemented from time to time
“treasury shares”	:	Issued Shares of the Company which are held as treasury shares by the Company in accordance with the applicable provisions of the Companies Law
“HK\$” and “HK cents”	:	Hong Kong dollars and cents, respectively
“S\$” and “S cents”	:	Singapore dollars and cents, respectively
“%” or “per cent.”	:	Per centum or percentage

The terms “Depositors”, “Depository”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them, respectively, Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore.

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

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

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

Any discrepancies in the tables included herein between the listed amounts and totals thereof are due to rounding.

**LETTER TO SHAREHOLDERS**

**KARIN TECHNOLOGY HOLDINGS LIMITED**

(Incorporated in Bermuda on 30 August 2002)

(Registration Number: 32514)

**Directors:**

Mr. Ng Kin Wing, Raymond (Executive Chairman and Chief Executive Officer)  
Mr. Ng Yuk Wing, Philip (Senior Executive Director)  
Mr. Lee Yiu Chung, Eugene (Chief Operating Officer)  
Prof. Ng Tung Sang (Independent Director)  
Mr. Lim Yew Kong, John (Independent Director)  
Mr. Lawrence Kwan (Independent Director)

**Registered Office:**

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

5 October 2017

To: The shareholders of Karin Technology Holdings Limited

Dear Sir/Madam,

**THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE**

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**1. INTRODUCTION**

The Directors are proposing to seek Shareholders' approval at the forthcoming AGM for the proposed renewal of the Share Buyback Mandate.

The purpose of this Appendix is to provide Shareholders with information pertaining to the proposed renewal of the Share Buyback Mandate and to seek Shareholders' approval in respect of the same at the AGM to be held at Topaz & Opal Room, Level 3, Sheraton Towers Singapore, 39 Scotts Road, Singapore 228230 on 20 October 2017 at 10:00 a.m. The notice of AGM is set out on pages 129 to 136 of the Annual Report.

**2. THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE**

**2.1 Background**

Any purchase or acquisition of Shares by the Company has to be made in accordance with and in the manner prescribed by, the Companies Law, the Singapore Companies Act, the Bye-laws and such other laws and regulations as may, for the time being apply, including, Rules 881 to 886 of the Listing Manual which relate to the purchase or acquisition of issued shares in the capital of a company listed on the SGX-ST.

At the 2009 SGM, the Shareholders first approved, *inter alia*, a mandate to allow the Company to purchase or otherwise acquire Shares in accordance with the terms set out in the resolution authorising the same, and subject to compliance with the Companies Law, the Singapore Companies Act and the rules and regulations of the SGX-ST. The rationale for the authority and limitations on, and the financial effects of the Share Buyback Mandate, were set out in the 2009 Circular.

The Share Buyback Mandate was subsequently renewed by Shareholders at the Company's last eight (8) annual general meetings held on 15 October 2009, 21 October 2010, 13 October 2011, 19 October 2012, 24 October 2013, 9 October 2014, 28 October 2015, 20 October 2016 and will continue in force until the forthcoming AGM on 20 October 2017.

Approval is being sought from the Shareholders at the forthcoming AGM for the proposed renewal of the Share Buyback Mandate, pursuant to which the Company will be authorised to purchase or otherwise acquire Shares on the terms of the Share Buyback Mandate.

The authority conferred pursuant to the Share Buyback Mandate may be exercised by the Directors at any time during the period commencing from the date of the forthcoming AGM and will continue in force until the earlier of the date on which the next annual general meeting of the Company is held or is required by law or the Bye-laws to be held, unless prior thereto, Share purchases or acquisitions are carried out to the full extent mandated or the authority contained in the Share Buyback Mandate is varied or revoked by the Company at a general meeting. The authority contained in the existing Share Buyback Mandate will be expiring on 20 October 2017, being the date of the Company's forthcoming annual general meeting.

## **2.2 Shares Purchased By The Company In The Previous 12 Months**

For the period of 12 months prior to the Latest Practicable Date, pursuant to the Share Buyback Mandate, the Company had not purchased any of its Shares.

## **2.3 Rationale for the proposed renewal of the Share Buyback Mandate**

The Directors constantly seek to increase Shareholders' value and to improve, *inter alia*, the return on equity of the Group. A share buyback at the appropriate price level is one of the ways through which the return on equity of the Group may be enhanced.

Share buybacks provide the Company with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements, in an expedient and cost-efficient manner.

The Share Buyback Mandate will also allow the Directors greater flexibility over the Company's share capital structure and dividend policy with a view to enhancing the earnings and/or NTA per Share.

The Directors further believe that share buybacks by the Company will help mitigate short-term market volatility in Share price, offset the effects of short-term speculation and bolster Shareholders' confidence. It will also enable the Directors to utilise the Shares which are purchased and held as treasury shares for the purposes of any employees' share scheme.



If and when circumstances permit, the Directors will decide whether to effect the share buybacks via market purchases or off-market purchases in accordance with an equal access scheme as defined in section 76C of the Singapore Companies Act (as further described in section 2.5 below), after taking into account the amount of surplus cash available, the prevailing market conditions and the most cost-effective and efficient approach. The Directors do not propose to carry out share buybacks to an extent that would, or in circumstances that might, result in a material adverse effect on the liquidity and/or orderly trading of the Shares, and/or the financial condition of the Company or the Group, taking into account the working capital requirements of the Company and the gearing levels, which in the opinion of the Directors, are from time to time appropriate for the Company.

## **2.4 Mandate**

Approval is being sought from Shareholders at the AGM by way of an ordinary resolution for the proposed renewal of the Share Buyback Mandate. If approved, the Share Buyback Mandate will be renewed from the date of the AGM and continue in force until the earlier of the date of the next annual general meeting of the Company or such date as the next annual general meeting is required by law or by the Bye-laws to be held, unless prior thereto, Share purchases are carried out to the full extent mandated or the date on which the authority conferred by the Share Buyback Mandate is revoked or varied at a general meeting. The Share Buyback Mandate will be put to Shareholders for renewal at each subsequent annual general meeting of the Company.

## **2.5 The Terms of the Share Buyback Mandate**

The authority and limitations placed on purchases of Shares by the Company, if the Share Buyback Mandate is renewed at the AGM, are substantially the same as that previously approved by Shareholders at the 2009 SGM.

For the benefit of the Shareholders, the authority and limitations on the Share Buyback Mandate are summarised below.

### *(a) Maximum number of Shares*

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

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

**For illustrative purposes only**, based on the existing issued and paid-up capital (excluding treasury shares and subsidiary holdings) of the Company as at the Latest Practicable Date of HK\$21,459,800, comprising 214,598,000 Shares, and assuming that no further Shares are issued on or prior to the AGM, not more than 21,459,000 Shares (representing 10% of the issued ordinary share capital (excluding treasury shares and subsidiary holdings) of the Company as at that date) may be purchased or acquired by the Company pursuant to the Share Buyback Mandate.

(b) *Duration of authority*

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

- (i) the date on which the next annual general meeting of the Company is held or required by law or the Bye-laws to be held;
- (ii) the date on which Share purchases or acquisitions pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
- (iii) the date on which the authority conferred by the Share Buyback Mandate is varied or revoked at a general meeting,

(the “**Relevant Period**”).

(c) *Manner of purchase of Shares*

Purchases of Shares may be made by way of:

- (i) on-market purchases (“**Market Purchases**”) transacted on SGX-ST through its ready market or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (ii) off-market purchases (“**Off-Market Purchases**”) (if effected otherwise than on SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit and in the interests of the Company, which scheme(s) shall satisfy all the conditions prescribed by the Bye-laws and the Listing Manual.

The Directors may impose such terms and conditions which are consistent with the Share Buyback Mandate, the Listing Manual, the Companies Law and the Singapore Companies Act, as they consider fit in the interests of the Company in connection with or in relation to an equal access scheme or schemes. Under the Singapore Companies Act, an equal access scheme must satisfy all of the following conditions:

- (i) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares, to purchase or acquire the same percentage of Shares from such persons;
- (ii) all of those persons shall be given a reasonable opportunity to accept the offers made; and
- (iii) the terms of all the offers are to be the same, except that there shall be disregarded:
  - (aa) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;
  - (bb) (if applicable) differences in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid; and
  - (cc) in the event that there are offeree Shareholders holding odd numbers of Shares, differences in the offers introduced solely to ensure that each person is left with a whole number of Shares in board lots of 100 Shares after the Share purchases.

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

- (i) the terms and conditions of the offer;
- (ii) the period and procedures for acceptances;
- (iii) the reasons for the proposed Share purchase;
- (iv) the consequences, if any, of Share purchases by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (v) whether the Share purchase, if made, would have any effect on the listing of the Shares on SGX-ST;
- (vi) details of any Share purchases made by the Company in the previous 12 months (whether Market Purchases or Off-Market Purchases in accordance with an equal access scheme), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and

(vii) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

(d) *Maximum purchase price*

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

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

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

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

For the above purposes:

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

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

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

## 2.6 Status of Purchased Shares under the Share Buyback Mandate

A Share purchased or acquired by the Company shall be deemed cancelled immediately on purchase or acquisition (and all rights and privilege attached to that Share will expire on cancellation) unless such Share is held by the Company as a treasury share. Accordingly, the issued share capital of the Company will be diminished by the nominal value of the number of Shares purchased or acquired by the Company and which are not held as treasury shares but the cancellation shall not be taken as reducing the amount of the Company’s authorised share capital. Certificates in respect of Shares

purchased by the Company will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any such purchase unless such Shares are held by the Company as treasury shares.

Under the Companies Law, a company limited by shares or other company having a share capital may, if authorised by its memorandum of association or bye-laws, purchase its own shares. The shares so purchased may either be cancelled (in which event, the company's issued, but not its authorised share capital, will be diminished accordingly) or if authorised by its memorandum of association or bye-laws, may be held as treasury shares. Under the Companies Law, if a company holds shares as treasury shares, the company shall be entered in the register of members as a member holding the shares but the company is not permitted to exercise any rights in respect of those shares (including any right to attend and vote at meetings) and no dividend or other distribution (whether in cash or otherwise) of the company's assets shall be paid or made to the company in respect of such shares. However, the allotment of shares as fully paid bonus shares in respect of shares held by the company as treasury shares is allowed.

No acquisition by a company of its own shares to be held as treasury shares may be effected if, on the date on which the acquisition is to be effected, there are reasonable grounds for believing that the company is, or after the acquisition would be, unable to pay its liabilities as they become due.

Under the Companies Law, a company that acquires its own shares to be held as treasury shares may:

- (i) hold all or any of the treasury shares;
- (ii) dispose of or transfer all or any of the treasury shares for cash or other consideration; or
- (iii) cancel all or any of the treasury shares.

## **2.7 Source of Funds for Share Buybacks**

Under the Companies Law, any purchase of Shares by the Company may only be funded out of the capital paid up on the Shares to be purchased, or out of the funds of the Company which would otherwise be available for dividend or distribution, or out of the proceeds of a fresh issue of Shares made for the purpose of the purchase. Any premium payable on such purchase (i.e., the amount paid in excess of the nominal value of the Shares to be purchased) must be provided for out of the funds of the Company which would otherwise be available for dividend or distribution, or out of the Company's share premium account before the Shares are purchased.

The Company will use internal sources and/or external borrowings to finance the Company's purchase or acquisition of Shares pursuant to the Share Buyback Mandate. It is not possible for the Company to realistically calculate or quantify the impact of purchases that may be made pursuant to the Share Buyback Mandate on the NAV and EPS as the resultant effect would depend on factors such as the aggregate number of Shares purchased, the purchase prices paid at the relevant time and the amount (if any) borrowed by the Company to fund the purchases.

## 2.8 Financial Effects of the Share Buyback Mandate

The financial effects on the Company and the Group arising from purchases or acquisitions of Shares by the Company which may be made pursuant to the Share Buyback Mandate will depend on, *inter alia*, whether the Shares purchased or acquired are held in treasury or cancelled, and the price paid for such Shares. The financial effects on the Company and the Group, based on the audited financial statements of the Company and the Group for FY2017, are based on the following principal assumptions:

- (a) the purchase or acquisition of Shares pursuant to the Share Buyback Mandate had taken place on 30 June 2017 for the purpose of computing the financial effects on the EPS of the Group;
- (b) the purchase or acquisition of Shares pursuant to the Share Buyback Mandate had taken place on 30 June 2017 for the purpose of computing the financial effects on Shareholders' equity, NTA per Share and gearing of the Company and the Group;
- (c) the purchase or acquisition of Shares pursuant to the Share Buyback Mandate is assumed to be financed by internal funds; and
- (d) transaction costs incurred for the purchase or acquisition of Shares pursuant to the Share Buyback Mandate are insignificant and are ignored for the purpose of computing the financial effects.

*Information as at the Latest Practicable Date*

**For illustrative purposes only**, based on the issued and paid-up ordinary share capital (excluding treasury shares and subsidiary holdings) of the Company as at the Latest Practicable Date and assuming no further Shares are issued on or prior to the AGM, the purchase by the Company of up to the maximum limit of 10% of its issued share capital (excluding treasury shares and subsidiary holdings) will result in the purchase or acquisition of 21,459,000 Shares.

In the case of Market Purchases by the Company and assuming that the Company purchases or acquires 21,459,000 Shares at the Maximum Price of S\$0.325 for one (1) Share (being the price equivalent to five per cent. (5%) above the average of the closing market prices of the Shares over the last five (5) Market Days preceding the Latest Practicable Date on which transactions in the Shares were recorded), the maximum amount of funds required for the purchase or acquisition of 21,459,000 Shares is S\$6,974,000 (or equivalent to HK\$40,273,000 based on the Exchange Rate). This calculation is based on the assumption that the whole purchase consideration will be funded internally.

In the case of an Off-Market Purchase by the Company and assuming that the Company purchases or acquires 21,459,000 Shares at the Maximum Price of S\$0.375 for one (1) Share (being the price equivalent to 20% above the highest price transacted for a Share as recorded on the Market Day immediately preceding the Latest Practicable Date on which there were trades in the Shares), the

maximum amount of funds required for the purchase or acquisition of 21,459,000 Shares is S\$8,047,000 (or equivalent to HK\$46,468,000 based on the Exchange Rate). This calculation is based on the assumption that the whole purchase consideration will be funded internally.

*Pro Forma Financial Effects*

**For illustration purposes only**, and on the basis of the assumptions set out above, the financial effects of the:

- (a) acquisition and subsequent cancellation of Shares by the Company pursuant to the Share Buyback Mandate; and
- (b) acquisition of Shares held as treasury shares by the Company pursuant to the Share Buyback Mandate,

on the audited financial statements of the Group and the Company for FY2017 are as follows:

*Purchases and subsequent cancellation of Shares*

(HK\$'000)	Group			Company		
	Before Share purchase	After Share purchase assuming Market Purchase	After Share purchase assuming Off-Market Purchase	Before Share purchase	After Share purchase assuming Market Purchase	After Share purchase assuming Off-Market Purchase
<b>At 30 June 2017</b>						
Share capital	21,461	19,314	19,314	21,461	19,314	19,314
Shareholders' funds	688,517	648,244	642,049	125,358	85,085	78,890
NTA	686,419	646,146	639,951	125,358	85,085	78,890
Current assets	645,583	605,310	599,115	50,361	10,088	3,893
Current liabilities	391,812	391,812	391,812	1,311	1,311	1,311
Working capital	253,771	213,498	207,303	49,050	8,777	2,582
Total borrowings	98,830	98,830	98,830	–	–	–
Cash and cash equivalents	56,950	16,677	10,482	475	475	475
Profit after tax and minority interest	8,283	8,283	8,283	42,024	42,024	42,024
No. of Shares ('000)	214,598	193,139	193,139	214,598	193,139	193,139

**Financial Ratios**

NTA per Share (HK cents) <sup>(1)</sup>	319.86	334.55	331.34	58.42	44.05	40.85
Basic EPS (HK cents) <sup>(2)</sup>	3.86	4.29	4.29	19.58	21.76	21.76
Net gearing (times) <sup>(3)</sup>	0.06	0.13	0.14	N/A	N/A	N/A
Return on equity (%) <sup>(4)</sup>	1.20	1.28	1.29	33.52	49.39	53.27

**Notes:**

- (1) NTA per Share equals to NTA divided by the number of Shares outstanding as at 30 June 2017.
- (2) Basic EPS equals to profit attributable to Shareholders divided by the number of issued Shares less treasury shares and subsidiary holdings outstanding during the year ended 30 June 2017 of 214,598,000 Shares and 193,139,000 Shares before and after the Share purchase, respectively.
- (3) Net gearing equals to total borrowings net of cash and cash equivalents divided by Shareholders' funds.
- (4) Return on equity equals to profit after tax and minority interests divided by Shareholders' funds.
- (5) For the purposes of this illustration, it is assumed that the Company will utilise its current assets to fund the purchase consideration for the share buyback.



*Purchases of Shares and held as treasury shares*

(HK\$'000)	Group			Company		
	Before Share purchase	After Share purchase assuming Market Purchase	After Share purchase assuming Off-Market Purchase	Before Share purchase	After Share purchase assuming Market Purchase	After Share purchase assuming Off-Market Purchase

**At 30 June 2017**

Share capital	21,461	21,461	21,461	21,461	21,461	21,461
Shareholders' funds	688,517	648,244	642,049	125,358	85,085	78,890
NTA	686,419	646,146	639,951	125,358	85,085	78,890
Current assets	645,583	605,310	599,115	50,361	10,088	3,893
Current liabilities	391,812	391,812	391,812	1,311	1,311	1,311
Working capital	253,771	213,498	207,303	49,050	8,777	2,582
Total borrowings	98,830	98,830	98,830	–	–	–
Cash and cash equivalents	56,950	16,677	10,482	475	475	475
Profit after tax and minority interest	8,283	8,283	8,283	42,024	42,024	42,024
No. of Shares ('000)	214,598	193,139	193,139	214,598	193,139	193,139

**Financial Ratios**

NTA per Share (HK cents) <sup>(1)</sup>	319.86	334.55	331.34	58.42	44.05	40.85
Basic EPS (HK cents) <sup>(2)</sup>	3.86	4.29	4.29	19.58	21.76	21.76
Net gearing (times) <sup>(3)</sup>	0.06	0.13	0.14	N/A	N/A	N/A
Return on equity (%) <sup>(4)</sup>	1.20	1.28	1.29	33.52	49.39	53.27

**Notes:**

- (1) NTA per Share equals to NTA divided by the number of Shares outstanding as at 30 June 2017.
- (2) Basic EPS equals to profit attributable to Shareholders divided by the number of issued Shares less treasury share and subsidiary holdings outstanding during the year ended 30 June 2017 of 214,598,000 Shares and 193,139,000 Shares before and after the Share purchase, respectively.
- (3) Net gearing equals to total borrowings net of cash and cash equivalents divided by Shareholders' funds.
- (4) Return on equity equals to profit after tax and minority interests divided by Shareholders' funds.
- (5) For the purposes of this illustration, it is assumed that the Company will utilise its current assets to fund the purchase consideration for the share buyback.

**Shareholders should note that the financial effects set out above based on the respective aforementioned assumptions, are for illustration purposes only. In particular, it is important to note that the above analysis is based on historical audited financial statements of the Company**

**as at 30 June 2017 and is not necessarily representative of the future financial performance of the Company. Although the Share Buyback Mandate would authorise the Company to purchase or acquire up to 10% of the issued share capital of the Company, the Company may not necessarily purchase or acquire the entire 10% of the issued share capital of the Company. In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased as treasury shares.**

## **2.9 Listing Manual Requirements**

The Listing Manual provides that a listed company shall report all purchases or acquisitions of its shares to SGX-ST not later than 9.00 a.m.:

- (a) in the case of a Market Purchase, on the Market Day following the day of purchase or acquisition of any of its shares; and
- (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer.

Such announcement must include details of the total number of shares purchased and the purchase price per share or the highest and lowest prices paid for such shares, as applicable as well as the total consideration (including stamp duties and clearing charges) paid or payable for the Shares.

While the Listing Manual does not expressly prohibit any purchase of shares by a listed company of its own shares during any particular time or times, because a listed company would be regarded as an “insider” in relation to any proposed purchase of its issued shares, the Company will not undertake any purchase of Shares pursuant to the Share Buyback Mandate at any time after any matter or development of a price sensitive nature has occurred or has been the subject of a decision until such price sensitive information has been publicly announced. In particular, in line with the best practices guide on securities dealings issued by the SGX-ST, the Company will not purchase or acquire any Shares pursuant to the Share Buyback Mandate during the period commencing:

- (i) one (1) month immediately preceding the announcement of the Company’s half-year financial statements; and
- (ii) one (1) month immediately preceding the announcement of the Company’s financial statements of its full-year results,

and ending on the date of the announcement of the relevant results.

The Listing Manual also requires a listed company to ensure that at least 10% of its shares are at all times held by the public. The “public” as defined in the Listing Manual, are persons other than the directors, substantial shareholders, chief executive officers or controlling shareholders of a company and its subsidiaries, as well as associates of such persons.

As at the Latest Practicable Date, 65,611,100 Shares representing 30.57% of the issued share capital of the Company are held in the hands of the public by an aggregate of 652 Shareholders. In the event that the Company purchases the maximum of 10% of its issued ordinary share capital from such public Shareholders, the resultant percentage of Shares held by public Shareholders would be reduced to approximately 22.86%. Accordingly, the Company is of the view that there is a sufficient number of Shares in public hands that would permit the Company to potentially undertake purchases and acquisitions of Shares up to the full 10% limit pursuant to the Share Buyback Mandate, without affecting adversely the listing status of the Shares on SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to affect orderly trading.

## **2.10 Take-Over Code Implications arising from Share Purchases**

### *Mandatory Offers under Rule 14 of the Take-over Code*

Under the Take-over Code, a person will be required to make a general offer for a public company if:

- (a) he acquires 30% or more of the voting rights of the company; or
- (b) he holds between 30% and 50% of the voting rights of the company and he increases his voting rights in the company by more than one per cent. (1%) in any six-month period.

The resultant increase in the percentage of voting rights held by a Shareholder and persons acting in concert with him, following the purchase of Shares by the Company, will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code (“**Rule 14**”). Consequently, depending on the number of Shares purchased by the Company and the Company’s issued share capital at that time, a Shareholder or group of Shareholders acting in concert with each other could obtain or consolidate effective control of the Company and could become obliged to make an offer under Rule 14.

### *Persons Acting In Concert*

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

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

- (i) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts); and
- (ii) a company, its parent, subsidiaries and fellow subsidiaries, and their associated companies and companies of which such companies are associated companies, all with one another.

For this purpose, ownership or control of at least 20% but not more than 50% of the voting rights of a company will be regarded as the test of associated company status.

*Obligations to make a General Offer as a result of the Share Buyback*

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

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring Shares, the voting rights of such Directors and their concert parties increase to 30% or more, or, if the voting rights of such Directors and their concert parties are between 30% and 50% of the Company's voting rights, the voting rights of such Directors and their concert parties increase by more than one per cent. (1%) in any period of six (6) months.

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

Shareholders who are in any doubt as to whether they would incur any obligations to make a take-over offer as a result of any purchase of Shares by the Company pursuant to the Share Buyback Mandate are advised to consult their professional advisers and/or the Securities Industry Council before they acquire any Shares during the Relevant Period.

*Application of the Take-over Code*

Based on the Company's register of Directors' shareholdings and register of Substantial Shareholders, as at the Latest Practicable Date, the shareholdings of the Directors (who have interests in Shares) and the Substantial Shareholders before and after the purchase of Shares pursuant to the Share Buyback Mandate, assuming: (i) the Company purchases the maximum amount of 10% of the issued

ordinary share capital of the Company; (ii) there is no change in the number of Shares held by the Directors and the Substantial Shareholders or which they are deemed interested in; and (iii) none of the outstanding Options is exercised, will be as follows:

	Before Share Purchases			After Share Purchases		
	Direct Interest	Deemed Interest	Total Interest %	Direct Interest	Deemed Interest	Total Interest %
<b>Directors</b>						
Ng Kin Wing, Raymond <sup>(1)</sup>	-	70,639,950	32.92	-	70,639,950	36.57
Ng Yuk Wing, Philip <sup>(2)</sup>	-	72,151,950	33.62	-	72,151,950	37.36
Lee Yiu Chung, Eugene <sup>(4)</sup>	-	5,995,000	2.79	-	5,995,000	3.10
Lawrence Kwan	-	-	-	-	-	-
Prof. Ng Tung Sang <sup>(4)</sup>	-	100,000	0.05	-	100,000	0.05
Lim Yew Kong, John	100,000	-	0.05	100,000	-	0.05
<b>Substantial Shareholders</b>						
Asia Platform <sup>(1)</sup>	70,639,950	-	32.92	70,639,950	-	36.57
Kikki Investment <sup>(2)</sup>	70,639,950	-	32.92	70,639,950	-	36.57
Ng Mun Kit, Michael <sup>(3)</sup>	-	70,639,950	32.92	-	70,639,950	36.57

**Notes:**

- (1) Our Executive Chairman and Chief Executive Officer, Mr. Ng Kin Wing, Raymond, is deemed interested through his shareholding in Kikki Investment, which he indirectly holds 70,639,950 Shares. Kikki Investment is an investment holding company held under a discretionary trust known as the SUELO Trust which the discretionary objects are the spouse and children of Mr. Ng Kin Wing, Raymond.
- (2) Our Senior Executive Director, Mr. Ng Yuk Wing, Philip, is deemed interested through his shareholding in Asia Platform, which he indirectly holds 70,639,950 Shares, and his spouse, who directly holds 1,512,000 Shares. Asia Platform is an investment holding company which is wholly owned by Mr. Ng Yuk Wing, Philip and his son, Mr. Ng Mun Kit, Michael. Mr. Ng Yuk Wing, Philip holds not less than 20% of the voting shares in Asia Platform.
- (3) Our General Manager, Mr. Ng Mun Kit, Michael is deemed interested through the shareholding of Asia Platform. Mr. Ng Mun Kit, Michael holds not less than 20% of the voting shares in Asia Platform.
- (4) Prof. Ng Tung Sang and Mr. Lee Yiu Chung, Eugene respectively are deemed interested in the shares held by DBS Vickers (Hong Kong) Limited.

Mr. Ng Kin Wing, Raymond and Mr. Ng Yuk Wing, Philip are brothers. Mr. Ng Mun Kit, Michael is the son of Mr. Ng Yuk Wing, Philip. Accordingly, each of Asia Platform and Kikki Investment (respectively being the investment holding companies of Mr. Ng Yuk Wing, Philip and Mr. Ng Mun Kit, Michael, and Mr. Ng Kin Wing, Raymond, and their families) are considered persons acting in concert under the Take-over Code. The aggregate direct shareholding of Asia Platform and Kikki Investment is 141,279,900 Shares, which accounts for more than 50% of Company's voting rights.

As such, there will not be any obligation on any Shareholders (including Directors) and persons acting in concert with them to make a general offer to other Shareholders pursuant to Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring Shares, the voting rights of such Shareholders (including Directors) and their concert parties increase, since their shareholdings in the Company as at the Latest Practicable Date are either above 50% or will not reach 30% or more after the maximum purchase of Shares by the Company.

The Directors are also not aware of any other Shareholder who may become obligated to make a mandatory offer in the event that the Company purchases or acquires the maximum number of Shares under the Share Buyback Mandate.

### **3. TAX IMPLICATIONS**

Shareholders who are in doubt as to their respective tax positions or any tax implications, or who may be subject to tax in a jurisdiction outside Singapore, should consult their own professional advisers.

### **4. ANNUAL GENERAL MEETING**

The annual general meeting of the Company, notice of which is set out in the Annual Report, will be held at Topaz & Opal Room, Level 3, Sheraton Towers Singapore, 39 Scotts Road, Singapore 228230 on 20 October 2017 at 10:00 a.m., for the purpose of considering and if thought fit, passing with or without any modifications, the resolutions as set out in the notice of AGM.

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

Shareholders who are unable to attend the AGM and who wish to appoint a proxy to attend and vote at the AGM on their behalf should complete, sign and return the proxy form attached to the notice of AGM in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the office of the Company's local share transfer agent, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road, #02-00, Singapore 068898, not less than 48 hours before the time fixed for the AGM. The appointment of a proxy by a Shareholder does not preclude him from attending and voting in person at the AGM if he subsequently wishes to do so.

A Depositor shall not be regarded as a Shareholder entitled to attend the AGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register, as certified by CDP, as at 48 hours before the AGM.

### **6. DIRECTORS' RECOMMENDATION**

The Directors are of the opinion that the renewal of the Share Buyback Mandate is in the best interests of the Company. The Directors accordingly recommend that Shareholders vote in favour of the renewal of the Share Buyback Mandate.

## **7. DIRECTORS' RESPONSIBILITY STATEMENT**

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

## **8. DOCUMENTS FOR INSPECTION**

The following documents are available for inspection at the Company's local share transfer agent, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road, #02-00, Singapore 068898 during normal business hours from the date of this Appendix, up to and including, the date of the AGM:

- (i) the Memorandum and the Bye-laws; and
- (ii) the annual report of the Company for FY2017.

Yours faithfully

For and on behalf of the Board

Ng Kin Wing, Raymond  
Executive Chairman and Chief Executive Officer  
5 October 2017