

APPENDIX DATED 12 APRIL 2010

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 Combine Will International Holdings Limited 聯志國際控股有限公司 (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.

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



Combine Will

COMBINE WILL INTERNATIONAL HOLDINGS LIMITED

聯志國際控股有限公司

(Incorporated in the Cayman Islands on 8 October 2007)

(Registration Number: MC-196613)

APPENDIX

IN RELATION TO

**THE PROPOSED RENEWAL OF THE 2009 SHARE PURCHASE MANDATE
(AS DEFINED HEREINAFTER)**

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DEFINITIONS

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

<i>"2009 Appendix"</i>	:	The appendix to the Shareholders dated 13 April 2009
<i>"2009 Share Purchase Mandate"</i>	:	The mandate, which was approved by the Shareholders at the 2009 AGM (as defined below), for the purchase or acquisition by the Company of Shares in accordance with the terms of the 2009 Appendix
<i>"AGM"</i>	:	The annual general meeting of the Company to be convened and held at Victoria Suite (Level 6) Carlton Hotel, 76 Bras Basah Road, Singapore 189558 on 27 April 2010 at 3.00 p.m., notice of which is attached to the Annual Report
<i>"Annual Report"</i>	:	The annual report of the Company dated 12 April 2010
<i>"Appendix"</i>	:	This appendix to Shareholders dated 12 April 2010
<i>"Articles"</i>	:	Articles of association of the Company
<i>"Board"</i>	:	The board of Directors for the time being
<i>"CDP"</i>	:	The Central Depository (Pte) Limited
<i>"Companies Law"</i>	:	The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
<i>"Company"</i>	:	Combine Will International Holdings Limited 聯志國際控股有限公司
<i>"Directors"</i>	:	The directors of the Company for the time being
<i>"EPS"</i>	:	Earnings per Share
<i>"ESOS"</i>	:	Combine Will International Employee Share Option Scheme
<i>"FY"</i>	:	The financial year ended or, as the case may be, ending 31 December
<i>"Group"</i>	:	The Company and its subsidiaries
<i>"Latest Practicable Date"</i>	:	5 April 2010, being the latest practicable date prior to the printing of this Appendix
<i>"Listing Manual"</i>	:	The listing manual of SGX-ST, as amended, modified or supplemented from time to time

DEFINITIONS

<i>"Listing Rules"</i>	:	The listing rules of SGX-ST as set out in the Listing Manual
<i>"Market Day"</i>	:	A day on which SGX-ST is open for trading in securities
<i>"Memorandum"</i>	:	Memorandum of association of the Company
<i>"NTA"</i>	:	Net tangible assets
<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 Options"</i>	:	Share options granted pursuant to the ESOS
<i>"Share Purchase Mandate"</i>	:	The renewal of the 2009 Share Purchase Mandate given by Shareholders to authorise the Company to purchase or acquire Shares in accordance with the terms set out in the resolution authorising the same, and subject to compliance with the Companies Law and the rules and regulations of SGX-ST
<i>"Shareholders"</i>	:	Registered holders of 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
<i>"Shares"</i>	:	Issued ordinary shares of HK\$0.75 each in the capital of the Company
<i>"Singapore Companies Act"</i>	:	Companies Act (Chapter 50) of Singapore, as amended, modified or supplemented from time to time
<i>"Substantial Shareholder"</i>	:	A Shareholder who has an interest in not less than five per cent. (5%) of the Shares
<i>"Take-over Code"</i>	:	The Singapore Code on Take-overs and Mergers, as amended, modified or supplemented from time to time
<i>"HK\$" and "HK cents"</i>	:	Hong Kong dollars and cents, respectively
<i>"\$" and "cents"</i>	:	Singapore dollar and cents, respectively

DEFINITIONS

“%” or “per cent.” : Per centum or percentage

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

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 or any statutory modification thereof and used in this Appendix shall have the same meaning assigned to it under the Companies Law or the Singapore Companies Act 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. Accordingly, figures shown as totals in this Appendix may not be an arithmetic aggregation of the figures that precede them.

LETTER TO SHAREHOLDERS

COMBINE WILL INTERNATIONAL HOLDINGS LIMITED

聯志國際控股有限公司

(Incorporated in the Cayman Islands on 8 October 2007)

(Registration Number: MC-196613)

Directors:

Tam Jo Tak, Dominic (Executive Chairman/Chief Executive Officer)

Yau Hing Wah, John (Executive Director)

Zheng Naiqiao, Koulman (Executive Director)

Chiu Hau Shun, Simon (Executive Director)

Cheung Hok Fung, Alexander (Lead Independent Director)

Chia Seng Hee, Jack (Independent Director)

Ning Li (Independent Director)

Registered Office:

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman KY1-1111

Cayman Islands

12 April 2010

To: The shareholders of the Company

Dear Sir/Madam,

THE PROPOSED RENEWAL OF THE 2009 SHARE PURCHASE MANDATE

1. INTRODUCTION

The Directors are proposing to seek Shareholders' approval at the AGM for the proposed renewal of the 2009 Share Purchase Mandate.

The purpose of this Appendix is to provide Shareholders with information pertaining to the aforesaid proposal and to seek Shareholders' approval in respect of the same at the annual general meeting of the Company to be held at Victoria Suite (Level 6) Carlton Hotel, 76 Bras Basah Road, Singapore 189558 on 27 April 2010 at 3.00 p.m.. The notice of AGM is attached to the Annual Report.

2. THE PROPOSED RENEWAL OF THE 2009 SHARE PURCHASE 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 Articles and such other laws and regulations as may, for the time being, apply, including *inter alia*, 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 SGX-ST.

At the previous annual general meeting of the Company held on 28 April 2009 (the "2009 AGM"), Shareholders approved, *inter alia*, a mandate to allow the Company to purchase

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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 and the rules and regulations of SGX-ST. The rationale for the authority and limitations on, and the financial effects of the 2009 Share Purchase Mandate, were set out in the 2009 Appendix.

It is a requirement under Article 3(2) of the Articles that if the Company intends to purchase or otherwise acquire Shares, approval of the Shareholders should be obtained. Accordingly, approval is being sought from the Shareholders at the AGM for the proposed renewal of the 2009 Share Purchase Mandate. A resolution will be proposed as an ordinary resolution pursuant to which the renewed 2009 Share Purchase Mandate will authorise the Company to purchase or otherwise acquire Shares on the terms of the Share Purchase Mandate.

The authority conferred pursuant to the 2009 Share Purchase Mandate may be exercised by the Directors at any time during the period commencing from the date of the 2009 AGM and expiring on the date on which the next annual general meeting of the Company is held or is required by law or the Articles to be held, or the date on which Share purchases are carried out to the full extent mandated, or the date on which the authority contained in the 2009 Share Purchase Mandate is varied or revoked, whichever is the earliest. The authority contained in the 2009 Share Purchase Mandate will be expiring on 27 April 2010, being the date of the forthcoming annual general meeting of the Company.

2.2 Shares purchased by the Company in the previous 12 months

As at the Latest Practicable Date, the Company had not purchased any Shares pursuant to the 2009 Share Purchase Mandate.

2.3 Rationale

The Share Purchase Mandate will give the Company the flexibility to undertake purchases of its Shares up to ten per cent. (10%) of the Company's issued ordinary share capital as described in paragraph 3.1 below at any time, subject to market conditions and funding arrangements, during the period when the Share Purchase Mandate is in force.

The Share Purchase Mandate will enable the Company to undertake purchases of Shares and 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 Directors constantly seek to increase Shareholders' value and to improve, *inter alia*, the return on equity of the Group. A share purchase at the appropriate price level is one of the ways through which the return on equity of the Group may be enhanced.

The Share Purchase Mandate will also allow the Directors greater flexibility over the Company's share capital structure and dividend policy with a view to enhancing the EPS and/or NTA per Share. The Directors further believe that Share purchases by the Company will help mitigate short-term market volatility in Share price, offset the effects of short-term speculation and bolster Shareholders' confidence.

If and when circumstances permit, the Directors will decide whether to effect the Share purchases via market purchases or off-market purchases, after taking into account the amount of surplus cash available, the prevailing market conditions and the most cost-effective and efficient approach. The Directors do not propose to carry out Share purchases 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

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position of 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 for the proposed renewal of the 2009 Share Purchase Mandate. If approved, the 2009 Share Purchase 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 Articles 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 Purchase Mandate is revoked or varied at a general meeting (the “**Relevant Period**”). The Company intends to put the renewal of the Share Purchase Mandate to Shareholders at each subsequent annual general meeting of the Company.

3. THE TERMS OF THE SHARE PURCHASE MANDATE

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

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

3.1 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 ten per cent. (10%) of the issued ordinary share capital of the Company as at the date of the AGM, on which the proposed renewal of the 2009 Share Purchase Mandate is approved (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).

For illustrative purposes only, based on the existing issued and paid-up capital of the Company as the Latest Practicable Date of HK\$246,000,000, comprising 328,000,000 Shares, and assuming that no further Shares are issued on or prior to the AGM, not more than 32,800,000 Shares (representing ten per cent. (10%) of the issued ordinary share capital of the Company as at that date) may be purchased or acquired by the Company pursuant to the Share Purchase Mandate.

3.2 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:

- (a) the date on which the next annual general meeting of the Company is held or required by law or the Articles to be held;

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- (b) the date on which Share purchases are carried out to the full extent mandated; or
- (c) the date on which the authority conferred by the Share Purchase Mandate is varied or revoked at a general meeting.

3.3 Manner of purchase of Shares

Purchases of Shares may be made by way of:

- (a) market purchases (“**Market Purchase**”) transacted on SGX-ST through Quest-ST, the trading system of SGX-ST which replaced the Central Limit Order Book (CLOB) trading system as of 7 July 2008, 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
- (b) off-market purchases (“**Off-Market Purchase**”) (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 Articles and the Listing Rules.

An equal access scheme must satisfy all of the following conditions:

- (a) 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;
- (b) all of those persons shall be given a reasonable opportunity to accept the offers made; and
- (c) the terms of all the offers are to be the same, except that there shall be disregarded:
 - (i) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;
 - (ii) (if applicable) differences in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid; and/or
 - (iii) 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 1,000 Shares after the Share purchases.

In addition, the Listing Rules provide 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:

- (a) the terms and conditions of the offer;
- (b) the period and procedures for acceptances;
- (c) the reasons for the proposed Share purchase;

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- (d) the consequences, if any, of Share purchases by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (e) whether the Share purchase, if made, would have any effect on the listing of the Shares on SGX-ST; and
- (f) 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.

3.4 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 will be determined by the Directors.

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

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

(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.

4. STATUS OF PURCHASED SHARES UNDER THE SHARE PURCHASE MANDATE

As it is not permissible under the Companies Law for the Company to hold treasury shares, a Share which is purchased by the Company is treated as cancelled immediately on purchase. On such cancellation, all rights and privileges attached to that Share will expire and the Company’s issued share capital (but not its authorised share capital) shall be diminished by the nominal value of that Share. Accordingly, the total number of issued

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Shares, but not the Company's authorised share capital, will be diminished by the number of Shares purchased by the Company which are cancelled. All Shares purchased by the Company will be automatically delisted by SGX-ST, and (where applicable) all certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following the settlement of any such purchase.

5. SOURCE OF FUNDS FOR SHARE PURCHASE

The Company may only apply funds for Share purchase(s) in accordance with the Articles and the applicable laws in Singapore and the Cayman Islands. The Company may not purchase Shares for a consideration other than cash, or, in the case of a Market Purchase, for settlement otherwise than in accordance with the trading rules of SGX-ST.

Pursuant to the Articles and the Companies Law, any payment made by the Company in consideration of the purchase of its own Shares may only be made out of the profits of the Company, out of the proceeds of a fresh issue of Shares made for the purposes of the purchase or by a payment out of capital as the Board may determine in accordance with the provisions of the Companies Law. A payment out of capital by a company incorporated in the Cayman Islands for the purchase of its shares is not lawful unless immediately following the date on which the payment out of capital is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business.

The Company intends to use its internal sources of funds to finance the Company's purchase or acquisition of any Shares pursuant to the Share Purchase Mandate.

The Directors will only make purchases or acquisitions pursuant to the Share Purchase Mandate in circumstances which they believe will not result in any material adverse effect to the financial position of the Company or the Group and would not cause the Company to be insolvent.

6. FINANCIAL EFFECTS OF THE SHARE PURCHASE 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 Purchase Mandate will depend on, *inter alia*, whether such purchase is made out of profit, proceeds of a fresh issue or capital, 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 FY2009, are based on the following assumptions:

- (a) the purchase or acquisition of Shares pursuant to the Share Purchase Mandate had taken place on 1 January 2009 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 Purchase Mandate had taken place on 31 December 2009 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 Purchase Mandate is assumed to be financed by internal funds; and

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- (d) transaction costs incurred for the purchase or acquisition of Shares pursuant to the Share Purchase Mandate are insignificant and are ignored for the purpose of computing the financial effects.

6.1 Purchase or acquisition out of capital or profits

Where the consideration (excluding related brokerage, goods and services tax, stamp duties and clearance fees) paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced but the issued share capital of the Company will be reduced by the nominal value of the Shares purchased. Where the consideration (excluding related brokerage, goods and services tax, stamp duties and clearance fees) paid by the Company for the purchase or acquisition of the Shares is made out of profits, such consideration will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

6.2 Information as at the Latest Practicable Date

For illustrative purposes only, based on the issued and paid-up ordinary share capital 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 ten per cent. (10%) of its Shares will result in the purchase or acquisition of 32,800,000 Shares.

In the case of Market Purchases by the Company and assuming that the Company purchases or acquires 32,800,000 Shares at the Maximum Price of S\$0.1355 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 32,800,000 Shares is S\$4.44 million.

In the case of an Off-Market Purchase by the Company and assuming that the Company purchases or acquires 32,800,000 Shares at the Maximum Price of S\$0.1500 for one (1) Share (being the price equivalent to 20 per cent. (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 32,800,000 Shares is S\$4.92 million.

6.3 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 of Shares by the Company pursuant to the Share Purchase Mandate by way of purchases made entirely out of profits and cancelled; and
- (b) acquisition of Shares by the Company pursuant to the Share Purchase Mandate by way of purchases made entirely out of capital and cancelled,

on the audited financial statements of the Group and the Company for FY2009 are as follows:

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6.3.1 Purchases made entirely out of profits and cancelled

(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 31 December 2009						
Share capital	246,000	221,400	221,400	246,000	221,400	221,400
Shareholders' funds	458,465	433,849	431,205	462,693	438,077	435,433
NTA	466,418	441,802	439,158	462,693	438,077	435,433
Current Assets	802,998	778,382	775,738	152,943	152,834	152,834
Current Liabilities	542,329	542,329	542,329	455	24,962	27,606
Working Capital	260,669	236,053	233,409	152,488	127,872	125,228
Total Borrowings	287,202	287,202	287,202	-	24,507	27,151
Cash and cash equivalents	179,058	154,442	151,798	109	(24,507)	(27,151)
Profit after tax and minority interest	45,199	45,199	45,199	60,000	60,000	60,000
No. of Shares ('000)	328,000	295,200	295,200	328,000	295,200	295,200
Financial Ratios						
NTA per Share (cents) ⁽¹⁾	142.20	149.66	148.77	141.06	148.40	147.50
Basic EPS (cents) ⁽²⁾	13.78	15.31	15.31	18.29	20.33	20.33
Net gearing (times) ⁽³⁾	0.71	0.75	0.75	0.00	(0.06)	(0.06)

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Return on equity (%) ⁽⁴⁾	9.86%	10.42%	10.48%	12.97%	13.70%	13.78%
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Notes:

- (1) NTA per Share equals to NTA divided by the number of Shares outstanding as at 31 December 2009.
- (2) Basic EPS equals to profit after tax and minority interests divided by the number of Shares outstanding as at 31 December 2009.
- (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.

6.3.2 Purchases made entirely out of capital and cancelled

	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
(HK\$'000)						
At 31 December 2009						
Share capital	246,000	221,400	221,400	246,000	221,400	221,400
Shareholders' funds	458,465	433,849	431,205	462,693	438,077	435,433
NTA	466,418	441,802	439,158	462,693	438,077	435,433
Current Assets	802,998	778,382	775,738	152,943	152,834	152,834
Current Liabilities	542,329	542,329	542,329	455	24,962	27,606
Working Capital	260,669	236,053	233,409	152,488	127,872	125,228
Total Borrowings	287,202	287,202	287,202	-	24,507	27,151
Cash and cash equivalents	179,058	154,442	151,798	109	(24,507)	(27,151)
Profit after tax and minority interest	45,199	45,199	45,199	60,000	60,000	60,000
No. of Shares ('000)	328,000	295,200	295,200	328,000	295,200	295,200

Financial Ratios

LETTER TO SHAREHOLDERS

(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
NTA per Share (cents) ⁽¹⁾	142.20	149.66	148.77	141.06	148.40	147.50
Basic EPS (cents) ⁽²⁾	13.78	15.31	15.31	18.29	20.33	20.33
Net gearing (times) ⁽³⁾	0.71	0.75	0.75	0.00	(0.06)	(0.06)
Return on equity (%) ⁽⁴⁾	9.86%	10.42%	10.48%	12.97%	13.70%	13.78%

Notes:

- (1) NTA per Share equals to NTA divided by the number of Shares outstanding as at 31 December 2009.
- (2) Basic EPS equals to profit after tax and minority interests divided by the number of Shares outstanding as at 31 December 2009.
- (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.

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 accounts of the Company as at 31 December 2009 and is not necessarily representative of the future financial performance of the Company. Although the Share Purchase Mandate would authorise the Company to purchase or acquire up to ten per cent. (10%) of the issued share capital of the Company, the Company may not necessarily purchase or acquire the entire ten per cent. (10%) of the issued share capital of the Company.

7. REPORTING REQUIREMENTS UNDER THE ARTICLES

The Articles require the Company to make an announcement to SGX-ST of any purchase or acquisition by the Company of Shares on the Market Day following the day of such purchase or acquisition.

8. LISTING RULES

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

- (i) in the case of a Market Purchase, on the Market Day following the day of purchase or acquisition of any of its shares; and

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- (ii) 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.

- 8.2** While the Listing Rules do 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 proposed renewal of the 2009 Share Purchase 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 SGX-ST, the Company will not purchase or acquire any Shares pursuant to the proposed renewal of the 2009 Share Purchase Mandate during the period commencing:

- (i) two (2) weeks immediately preceding the announcement of the Company’s financial statements for each of the first three (3) quarters of its financial year; 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.

- 8.3** The Listing Rules also require a listed company to ensure that at least ten per cent. (10%) of its shares is at all times held by the public. The “public”, as defined under 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, 87,000,0000 Shares representing 26.52% of the issued share capital of the Company are held in the hands of the public. In the event that the Company purchases the maximum of ten per cent. (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 18.36%. 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 ten per cent. (10%) limit pursuant to the Share Purchase 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.

9. TAKE-OVER CODE IMPLICATIONS ARISING FROM SHARE PURCHASE

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

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Company and could become obliged to make an offer under Rule 14.

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, namely, (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 twenty per cent. (20%) but not more than fifty per cent. (50%) of the voting rights of a company will be regarded as the test of associated company status.

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 thirty per cent. (30%) or more, or, if the voting rights of such Directors and their concert parties are between thirty per cent. (30%) and fifty per cent. (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 thirty per cent. (30%) or more, or, if such Shareholder holds between thirty per cent. (30%) and fifty per cent. (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 proposed Share Purchase Mandate.

Based on the register of Directors' shareholdings and the register of Substantial Shareholders, as at the Latest Practicable Date, the shareholdings of the Directors and the Substantial Shareholders before and after the purchase of Shares pursuant to the Share Purchase Mandate, assuming (i) the Company purchases the maximum amount of ten per cent. (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 Share Options are exercised, will be as follows:

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	<u>Before Share Purchases</u>			<u>After Share Purchases</u>		
	Direct Interest %	Deemed Interest %	Total Interest %	Direct Interest %	Deemed Interest %	Total Interest %
Directors						
Tam Jo Tak, Dominic ⁽¹⁾	nil	73.48	73.48	nil	81.64	81.64
Yau Hing Wah, John ⁽¹⁾	nil	73.48	73.48	nil	81.64	81.64
Zheng Naiqiao, Koulman	nil	nil	nil	nil	nil	nil
Chiu Hau Shun, Simon	nil	nil	nil	nil	nil	nil
Cheung Hok Fung, Alexander	nil	nil	nil	nil	nil	nil
Chia Seng Hee, Jack	nil	nil	nil	nil	nil	nil
Ning Li	nil	nil	nil	nil	nil	nil
Substantial Shareholder						
DJKS Holdings Limited ⁽²⁾	73.48	nil	73.48	81.64	nil	81.64

Notes:

- (1) Mr Tam Jo Tak, Dominic and Mr Yau Hing Wah, John own 57.14% and 28.57% of the equity interest in DJKS Holdings Limited respectively and are thus deemed to be interested in DJKS Holdings Limited's shareholding in the Company.
- (2) DJKS Holdings Limited is holding its Shares through its nominee, HL Bank Nominees (S) Pte Ltd.

As disclosed above, 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 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 each of their shareholdings are above fifty per cent. (50%).

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 proposed Share Purchase Mandate are advised to consult their professional advisers and/or the Securities Industry Council before they acquire any Shares during the Relevant Period.

10. 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

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professional advisers.

11. ANNUAL GENERAL MEETING

The AGM, notice of which is set out in the Annual Report, will be held on 27 April 2010, at Victoria Suite (Level 6) Carlton Hotel, 76 Bras Basah Road, Singapore 189558 at 3.00 p.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.

12. 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, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623, 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.

13. DIRECTORS' RECOMMENDATION

The Directors are of the opinion that the Share Purchase Mandate is in the best interests of the Company. The Directors accordingly recommend that Shareholders vote in favour of the ordinary resolution relating to the Share Purchase Mandate to be proposed at the AGM as set out in the notice of AGM.

14. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including those who may have delegated detailed supervision of this Appendix) have individually and collectively reviewed and approved the issue of this Appendix, and accept full responsibility for the accuracy of the information contained in this Appendix. The Directors also confirm that, having made all reasonable enquiries and to the best of their knowledge and belief, the facts stated and opinions expressed in this Appendix are fair and accurate in all material aspects as at the date of this Appendix and that there are no other material facts the omission of which would make any statement in this Appendix misleading.

Where information has been extracted from published or otherwise publicly available sources, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from these sources.

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15. DOCUMENTS FOR INSPECTION

The following documents are available for inspection at the registered office of the Company during normal business hours from the date of this Appendix, up to and including, the date of the AGM:

- (i) the Memorandum and the Articles; and
- (ii) the annual report of the Company for FY2009.

Yours faithfully
For and on behalf of the Board

Chiu Hau Shun, Simon
Executive Director