

OFFER INFORMATION STATEMENT DATED 26 MARCH 2009

(Lodged with the Monetary Authority of Singapore on 26 March 2009)

THIS OFFER INFORMATION STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL, TAX OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

A copy of this Offer Information Statement together with a copy of the PAL, ARE and ARS (as defined herein) have been lodged with the Monetary Authority of Singapore (the "**Authority**"). The Authority assumes no responsibility for the contents of this Offer Information Statement. Lodgment of this Offer Information Statement with the Authority does not imply that the Securities and Futures Act, Chapter 289 of Singapore, or any other legal or regulatory requirements, have been complied with. The Authority has not, in any way, considered the merits of the Rights Shares (as defined herein) being offered for investment.

Approval in-principle has been obtained from the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for the listing and quotation of the Rights Shares (as defined herein) subject to certain conditions. The Rights Shares will be admitted to the Mainboard of the SGX-ST and official quotation is expected to commence after the certificates relating thereto have been issued and the notification letters from the Central Depository (Pte) Limited ("**CDP**") have been despatched.

Approval in-principle granted by the SGX-ST for the listing and quotation of the Rights Shares is not to be taken as an indication of the merits of Jasper Investments Limited (the "**Company**"), its subsidiaries, its Shares (as defined herein), the Rights Issue (as defined herein) and the Rights Shares. The SGX-ST assumes no responsibility for the accuracy of any of the statements made, reports contained and opinions expressed in this Offer Information Statement.

No Rights Shares shall be allotted or allocated on the basis of this Offer Information Statement later than six (6) months after the date of lodgment of this Offer Information Statement with the Authority.



Investments Limited

(Incorporated in the Republic of Singapore on 10 April 1987)
(Company Registration Number: 198700983H)

RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 862,147,469 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY ("RIGHTS SHARES"), AT AN ISSUE PRICE OF S\$0.13 FOR EACH RIGHTS SHARE, ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY FOUR (4) EXISTING ORDINARY SHARES IN THE CAPITAL OF THE COMPANY HELD BY ENTITLED SHAREHOLDERS (AS DEFINED HEREIN) AS AT THE BOOKS CLOSURE DATE (AS DEFINED HEREIN), FRACTIONAL ENTITLEMENTS TO BE DISREGARDED (THE "RIGHTS ISSUE")

Manager of the Rights Issue



CIMB-GK Securities Pte. Ltd.

(Company Registration No.: 198701621D)
(Incorporated in the Republic of Singapore)

IMPORTANT DATES AND TIMES

Last date and time for splitting	:	7 April 2009 at 5.00 p.m.
Last date and time for acceptance of and payment for Rights Shares	:	13 April 2009 at 5.00 p.m. (9.30 p.m. for Electronic Applications (as defined herein))
Last date and time for renunciation and payment for Rights Shares	:	13 April 2009 at 5.00 p.m.
Last date and time for excess application and payment for Rights Shares	:	13 April 2009 at 5.00 p.m. (9.30 p.m. for Electronic Applications)

Capitalised terms used beneath which are not otherwise defined herein shall have the same meaning as ascribed to them under the section entitled “**Definitions**” of this Offer Information Statement.

For Entitled Depositors, acceptances of the Rights Shares and (if applicable) applications for Excess Rights Shares may be made through CDP or by way of Electronic Application at any ATM of a Participating Bank.

For Entitled Scripholders, acceptances of the Rights Shares and (if applicable) applications for Excess Rights Shares may be made through the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd..

The Existing Shares of the Company are quoted on the Official List of the SGX-ST.

Persons wishing to subscribe for the Rights Shares offered by this Offer Information Statement should, before deciding whether to so subscribe, carefully read this Offer Information Statement in its entirety in order to make an informed assessment of the assets and liabilities, profits and losses, financial position, financial performance, risk factors and prospects of the Company and the Group (as defined herein), and the rights and liabilities attaching to the Rights Shares. They should also make their own independent enquiries and investigations of any bases and assumptions, upon which financial projections, if any, are made or based, and carefully consider this Offer Information Statement in the light of their personal circumstances (including financial and taxation affairs). It is recommended that such persons seek professional advice from their legal, financial, tax or other professional adviser before deciding whether to acquire the Rights Shares.

No person has been authorised to give any information or to make any representations, other than those contained in this Offer Information Statement, in connection with the Rights Issue and, if given or made, such information or representations must not be relied upon as having been authorised by the Company or the Manager (as defined herein). Save as expressly stated in this Offer Information Statement, nothing contained herein is, or may be relied upon as, a promise or representation as to the future performance or policies of the Company or the Group. Neither the delivery of this Offer Information Statement nor the issue of the Rights Shares and/or the Shares shall, under any circumstances, constitute a continuing representation, or give rise to any implication, that there has been no material change in the affairs of the Company or the Group, or any of the information contained herein since the date hereof. Where such changes occur after the date hereof and are material, or are required to be disclosed by law and/or the SGX-ST, the Company may make an announcement of the same to the SGX-ST and, if required, lodge a supplementary or replacement document with the Authority.

All Entitled Shareholders (as defined herein) and their renounees should take note of any such announcement and, upon the release of such announcement or lodgment of such supplementary or replacement document, as the case may be, shall be deemed to have notice of such changes.

Neither the Company nor the Manager is making any representation to any person regarding the legality of an investment in the Rights Shares and/or the Shares by such person under any investment or any other laws or regulations. No information in this Offer Information Statement should be considered to be business, legal or tax advice. Each prospective investor should consult his own professional or other adviser for business, legal or tax advice regarding an investment in the Rights Shares and/or the Shares.

The Manager makes no representation, warranty or recommendation whatsoever as to the merits of the Rights Issue, the Rights Shares, the Company, the Group or any other matter related thereto or in connection therewith.

Nothing in this Offer Information Statement or the accompanying documents shall be construed as a recommendation to accept or purchase the Rights Shares. Prospective subscribers for the Rights Shares should rely on their own investigation of the financial condition and affairs of the Company and the Group as well as their own appraisal and determination of the merits of investing in the Company and the Group and shall be deemed to have done so.

This Offer Information Statement and the accompanying documents have been prepared solely for the purpose of the acceptance of and subscription for the Rights Shares under the Rights Issue, and may not be relied upon by any persons (other than Entitled Shareholders and their renounees and Purchasers (as defined herein)) to whom these documents are despatched by the Company or for any other purpose.

This Offer Information Statement, including the ARE (as defined herein), the ARS (as defined herein) and the PAL (as defined herein), may not be used for the purpose of, and do not constitute, an offer to, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation.

The distribution of this Offer Information Statement and/or its accompanying documents may be prohibited or restricted by law (either absolutely or subject to various securities requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of these jurisdictions. Shareholders or any other person having possession of this Offer Information Statement and/or its accompanying documents are advised to keep themselves informed of and to observe such prohibitions and restrictions.

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DEFINITIONS

For the purposes of this Offer Information Statement, the ARE, the ARS and the PAL, the following definitions apply throughout unless the context otherwise requires or unless otherwise stated.

General

- “2008 Rights Issue”** : The renounceable non-underwritten rights issue of 19,158,834,830 new Shares at an issue price of S\$0.02 for each new Share on the basis of two (2) new Shares for every one (1) then existing Share, which was approved by Shareholders at the extraordinary general meeting held on 19 March 2008 and completed in April 2008
- “2008 Share Consolidation”** : The consolidation of every twenty-five (25) Shares in the post-2008 Rights Issue share capital of the Company into one (1) Share, which was approved by Shareholders at the extraordinary general meeting held on 19 March 2008 and completed in April 2008
- “9M FY2008”** : The financial period from 1 April 2007 up to 31 December 2007
- “9M FY2009”** : The financial period from 1 April 2008 up to 31 December 2008
- “Acquisition”** : The acquisition of a 55.44% interest in the total share capital of Neptune for an aggregate cash consideration of US\$198.5 million by Turquoise, a wholly-owned subsidiary of the Company in December 2007
- “Act” or “Companies Act”** : The Companies Act, Chapter 50 of Singapore, as amended or modified from time to time
- “ARE”** : Application form for Rights Shares and Excess Rights Shares issued to Entitled Depositors in respect of their provisional allotments of Rights Shares under the Rights Issue
- “ARS”** : Application form for Rights Shares issued to purchasers of the provisional allotments of Rights Shares under the Rights Issue traded on the SGX-ST through the book-entry (scripless) settlement system
- “ATM”** : Automated teller machine of a Participating Bank
- “Authority”** : The Monetary Authority of Singapore
- “Books Closure Date”** : 5.00 p.m. on 23 March 2009, being the time and date at and on which the Register of Members and Share Transfer Books of the Company are closed to determine the provisional allotments of Rights Shares of Entitled Shareholders under the Rights Issue
- “CDP”** : The Central Depository (Pte) Limited

“Closing Date”	:	(a) 5.00 p.m. on 13 April 2009 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), being the last time and date for acceptance and/or excess application and payment, and renunciation and payment of the Rights Shares under the Rights Issue through CDP or the Share Registrar; or
		(b) 9.30 p.m. on 13 April 2009 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), being the last time and date for acceptance and/or excess application and payment of the Rights Shares under the Rights Issue through an ATM.
“Code”	:	The Singapore Code on Take-overs and Mergers
“Company” or “Jasper”	:	Jasper Investments Limited
“Controlling Shareholder”	:	A person who, as defined in the Listing Manual, holds directly or indirectly 15% or more of the total number of issued Shares (excluding treasury shares) in the capital of the Company, or in fact exercises control over the Company
“CPF”	:	Central Provident Fund
“CPF Approved Bank”	:	Any bank appointed by the CPF Board to be an agent bank under The Central Provident Fund (Investment Schemes) Regulations
“CPF Investment Account”	:	An account opened by a member of CPF with a CPF Approved Bank from which money may be withdrawn for, <i>inter alia</i> , payment of the Rights Shares pursuant to the Rights Issue
“Directors”	:	The directors of the Company as at the date of this Offer Information Statement
“ECI”	:	ECI Corporation Pte Ltd, a wholly-owned subsidiary of the Company
“Electronic Application”	:	Acceptance of the Rights Shares and (if applicable) application for Excess Rights Shares made through an ATM of a Participating Bank in accordance with the terms and conditions of this Offer Information Statement
“Entitled Depositors”	:	Shareholders with Shares standing to the credit of their Securities Accounts and whose registered addresses with CDP are in Singapore as at the Books Closure Date or who have, at least five (5) Market Days prior to the Books Closure Date, provided CDP with addresses in Singapore for the service of notices and documents
“Entitled Scripholders”	:	Shareholders whose share certificates have not been deposited with CDP and who have tendered to the Share Registrar valid transfers of their Shares and the certificates relating thereto for registration up to the Books Closure Date and whose registered addresses with the Company are in Singapore as at the Books Closure Date or who have, at least five (5) Market Days prior to the Books Closure Date, provided the Share Registrar with addresses in Singapore for the service of notices and documents
“Entitled Shareholders”	:	Entitled Depositors and Entitled Scripholders

“EPS”	:	Earnings per Share
“Excess Rights Shares”	:	The provisional allotments of Rights Shares which are not taken up by the Entitled Shareholders as at the close of the Rights Issue, and which may be applied for by other Entitled Shareholders which are in excess of the number of Rights Shares provisionally allotted to such Entitled Shareholders
“Existing Shares”	:	Ordinary shares in the capital of the Company prior to the Rights Issue
“Foreign Shareholders”	:	Shareholders with registered addresses outside Singapore as at the Books Closure Date, and who have not, at least five (5) Market Days prior to the Books Closure Date, provided to CDP or the Company, as the case may be, addresses in Singapore for the service of notices and documents
“FY”	:	Financial year ended or ending 31 March, as the case may be
“Group”	:	The Company, its subsidiaries and associated companies
“Issue Price”	:	The issue price of the Rights Shares, being S\$0.13 for each Rights Share
“Iversen”	:	Mr Idar A. Iversen
“Latest Practicable Date”	:	20 March 2009, being the latest practicable date prior to the lodgment of this Offer Information Statement
“Listing Manual”	:	The listing manual of the SGX-ST, as amended or modified from time to time
“Manager” or “CIMB-GK”	:	CIMB-GK Securities Pte. Ltd.
“Market Day”	:	A day on which the SGX-ST is open for trading in securities
“Morton Bay”	:	Morton Bay (Holdings) Pte Ltd
“MTU”	:	PT Multi Tambangjaya Utama
“NAV”	:	Net asset value
“Neptune”	:	Neptune Marine Oil & Gas Limited, a subsidiary of the Company
“Neptune Group”	:	Neptune and its subsidiaries
“NMD”	:	Neptune Marine & Drilling Pte Ltd, a subsidiary of the Company
“NMI”	:	Neptune Marine Invest AS, a subsidiary of the Company
“Offer Information Statement”	:	This document together with (where the context requires) the ARE, the ARS and the PAL and all other accompanying documents (where applicable), including any supplementary or replacement document which may be issued by the Company in connection with the Rights Issue
“PAL”	:	Provisional allotment letter to be issued to Entitled Scripholders setting out the provisional allotments of Rights Shares to such Entitled Scripholders under the Rights Issue
“Participating Banks”	:	United Overseas Bank Limited and its subsidiary, Far Eastern Bank Limited, DBS Bank Ltd (including POSB) and Oversea-Chinese Banking Corporation Limited

“PDVSA”	:	Petroleos de Venezuela, S.A.
“Primepoint”	:	Primepoint Holdings Ltd
“Purchasers”	:	Purchasers of provisional allotments of Rights Shares under the Rights Issue traded on the SGX-ST through the book-entry (scripless) settlement system
“Record Date”	:	In relation to any dividends, rights, allotments or other distributions, the date as at the close of business (or such other time as may have been notified by the Company) on which Shareholders must be registered with the CDP or the Company (as the case may be) in order to participate in such dividends, rights, allotments or other distributions
“Register of Members”	:	The register of members of the Company
“Resource Holdings”	:	Resource Holdings Limited, an associated company of the Company
“Resource Piling”	:	Resource Piling Pte Ltd, an associated company of the Company
“Rights Issue”	:	The renounceable non-underwritten rights issue by the Company on the terms and conditions of this Offer Information Statement at the issue price of S\$0.13 for each Rights Share, on the basis of three (3) Rights Shares for every four (4) Existing Shares held by Entitled Shareholders as at the Books Closure Date, fractional entitlements to be disregarded
“Rights Shares”	:	Up to 862,147,469 new Shares to be allotted and issued by the Company pursuant to the Rights Issue
“Scripholders”	:	Shareholders with Shares registered in their own names in the Company’s Register of Members
“Securities Account”	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account maintained with a Depository Agent
“SFA”	:	The Securities and Futures Act, Chapter 289 of Singapore, as amended or modified from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Share Registrar”	:	Boardroom Corporate & Advisory Services Pte. Ltd.
“Shareholders”	:	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 are credited with those Shares
“Shares”	:	Ordinary shares in the capital of the Company
“Substantial Shareholder”	:	A person who holds directly and/or indirectly 5% or more of the total number of issued Shares in the capital of the Company
“Turquoise”	:	Turquoise Offshore Pte Ltd, a wholly-owned subsidiary of the Company

“Undertaking”	:	The irrevocable undertaking given by the Undertaking Shareholder as described in Part X of this Offer Information Statement
“Undertaking Shareholder”	:	Morton Bay
“US”	:	The United States of America
“S\$” and “cents”	:	Singapore dollar and cents, respectively
“US\$”	:	The lawful currency of the United States of America
“%” or “per cent.”	:	Percentage or per centum

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

The term “**subsidiary**” shall have the meaning ascribed to it by Section 5 of the Act.

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

Any reference in this Offer Information Statement, the ARE, the ARS or the PAL to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act, the SFA or the Listing Manual, or any modification thereof and used in this Offer Information Statement, the ARE, the ARS or the PAL shall, where applicable, have the meaning assigned to it under the Act, the SFA or the Listing Manual, or such modification thereof, as the case may be, unless otherwise provided.

Any reference to “**announcement**” of or by the Company in this Offer Information Statement includes announcements by the Company posted at the SGX-ST website <http://www.sgx.com>. Any reference to a time of day in this Offer Information Statement, the ARE, the ARS or the PAL shall be a reference to Singapore time unless otherwise stated. Any reference to a date and/or time in this Offer Information Statement, the ARE, the ARS or the PAL in relation to the Rights Issue (including but not limited to the Closing Date and the last dates and times for splitting, acceptance and payment, renunciation and payment, and excess application and payment) shall include such other date(s) and/or time(s) as may be announced from time to time by or on behalf of the Company.

Any reference in this Offer Information Statement to “**we**”, “**our**” and “**us**” refer to the Company, its subsidiaries and associated companies.

Any discrepancies in figures in this Offer Information Statement between the amounts listed and the totals thereof are due to rounding. Accordingly, the figures shown as totals in this Offer Information Statement may not be an arithmetic aggregation of the figures that precede them.

Unless otherwise stated, an exchange rate of US\$1:S\$1.55 is assumed and applied throughout this Offer Information Statement.

SUMMARY OF THE RIGHTS ISSUE

The following is a summary of the principal terms and conditions of the Rights Issue and is derived from, and should be read in conjunction with, the full text of this Offer Information Statement, and is qualified in its entirety by reference to information appearing elsewhere in this Offer Information Statement.

Summary of Principal Terms of the Rights Issue

Number of Rights Shares	:	Up to 862,147,469 Rights Shares to be issued.
Basis of Provisional Allotment	:	Three (3) Rights Shares for every four (4) Existing Shares held by Entitled Shareholders as at the Books Closure Date.
Issue Price	:	S\$0.13 for each Rights Share, payable in full on acceptance and/or application.
Status of the Rights Shares	:	The Rights Shares, when allotted and issued, will rank <i>pari passu</i> in all respects with the then Existing Shares except that they will not rank for any dividends, rights, allotments or other distributions, the Record Date for which falls before the date of issue of the Rights Shares.
Eligibility to participate in the Rights Issue	:	Please refer to the section entitled “Eligibility of Shareholders to Participate in the Rights Issue” of this Offer Information Statement.
Acceptance, excess application and payment procedures	:	Please refer to Appendices A to C of this Offer Information Statement.
Listing of the Rights Shares	:	Approval in-principle for the listing and quotation of the Rights Shares on the Official List of the SGX-ST was granted on 23 February 2009. The approval in-principle of the SGX-ST is not to be taken as an indication of the merits of the Company, its subsidiaries and associated companies, the Shares, the Rights Issue and the Rights Shares.
Trading of the Rights Shares	:	The Rights Shares will begin trading once the Rights Shares have been listed on the SGX-ST after the completion of the Rights Issue. Upon the listing of the Rights Shares, the Rights Shares will be traded on the SGX-ST under the book-entry (scripless) settlement system. For the purposes of trading on the Official List of the SGX-ST, each board lot of Shares will comprise 1,000 Shares.
Use of CPF Funds	:	Entitled Shareholders who are CPF members participating in CPF’s investment scheme may use, subject to applicable CPF rules and regulations, monies standing to the credit of their respective CPF accounts (“ CPF Funds ”) to pay for the subscription of their provisional allotments of the Rights Shares and (if applicable) the application for Excess Rights Shares, if they had previously bought their Shares using CPF Funds. Such Entitled Shareholders who wish to accept the provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares using their CPF funds will need to instruct their respective CPF Approved Banks, where they hold their CPF Investment Accounts, to accept and (if applicable) apply for the Rights Shares on their behalf. CPF Funds may not, however, be used for the purchase of the provisional allotment of Rights Shares directly from the market.

Non-underwritten : The Rights Issue is not underwritten.

Irrevocable Undertaking : Please refer to paragraph 1(f) of Part X of this Offer Information Statement for details relating to the undertaking provided by Morton Bay.

Governing Law : Laws of the Republic of Singapore.

EXPECTED TIMETABLE OF KEY EVENTS

The important dates and times for the Rights Issue are as follows:

Shares trade ex-Rights	:	19 March 2009 from 9.00 a.m.
Books Closure Date	:	23 March 2009 at 5.00 p.m.
Despatch of Offer Information Statement and ARE or PAL, as the case may be, to Entitled Shareholders	:	26 March 2009
Commencement of trading of "nil-paid" Rights	:	27 March 2009 from 9.00 a.m.
Last day for trading of "nil-paid" Rights	:	6 April 2009 at 5.00 p.m.
Last date and time for splitting Rights	:	7 April 2009 at 5.00 p.m.
Last date and time for acceptance of and payment for Rights Shares	:	13 April 2009 at 5.00 p.m. (9.30 p.m. for Electronic Applications)
Last date and time for renunciation of and payment for Rights Shares	:	13 April 2009 at 5.00 p.m.
Last date and time for application and payment for Excess Rights Shares	:	13 April 2009 at 5.00 p.m. (9.30 p.m. for Electronic Applications)
Expected date for issuance of Rights Shares	:	21 April 2009
Expected date for commencement of trading of Rights Shares	:	22 April 2009

The above timetable is subject to such modifications as the Company may, in consultation with the Manager and (if necessary) with the approval of the SGX-ST, decide, subject to any limitation under any applicable laws. The Company will announce any changes to the above timetable on the SGXNET.

ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS ISSUE

1. ENTITLED SHAREHOLDERS

Entitled Shareholders are entitled to participate in the Rights Issue and to receive this Offer Information Statement together with the AREs or the PALs, as the case may be, and other accompanying documents at their respective Singapore addresses. Entitled Depositors who do not receive this Offer Information Statement and the AREs may obtain them from CDP and the Share Registrar during the period up to the Closing Date. Entitled Scripholders who do not receive this Offer Information Statement and the PALs may obtain them from the Share Registrar during the period up to the Closing Date.

Entitled Shareholders have been provisionally allotted the Rights Shares under the Rights Issue on the basis of their shareholdings as at the Books Closure Date. They are at liberty to accept, decline, renounce or trade on the SGX-ST, during the provisional allotment trading period prescribed by the SGX-ST, their provisional allotments of Rights Shares and are eligible to apply for additional Rights Shares in excess of their provisional allotments under the Rights Issue.

All dealings in and transactions of the provisional allotments of the Rights Shares through the SGX-ST will be effected under the book-entry (scripless) settlement system. Accordingly, the PALs to be issued to Entitled Scripholders will not be valid for delivery pursuant to trades done on the SGX-ST.

2. FOREIGN SHAREHOLDERS

This Offer Information Statement and its accompanying documents have not been and will not be lodged, registered or filed in any jurisdiction other than Singapore. The distribution of this Offer Information Statement and its accompanying documents may be prohibited or restricted (either absolutely or subject to various relevant securities requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions. For practical reasons and in order to avoid any violation of the securities legislation applicable in countries other than in Singapore, this Offer Information Statement and its accompanying documents will not be despatched to Foreign Shareholders.

Foreign Shareholders will not be entitled to participate in the Rights Issue. Accordingly, no provisional allotment of the Rights Shares will be made to Foreign Shareholders and no purported acceptance thereof or application therefor by Foreign Shareholders will be valid.

This Offer Information Statement and its accompanying documents will also not be despatched to persons purchasing the provisional allotments of Rights Shares through the book-entry (scripless) settlement system if their registered addresses with CDP are outside Singapore (the “**Foreign Purchasers**”). Foreign Purchasers who wish to accept the provisional allotments of Rights Shares credited to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore.

The Company reserves the right to reject any acceptances of the Rights Shares and/or applications for Excess Rights Shares where it believes, or has reason to believe, that such acceptances and/or applications may violate the applicable legislation of any jurisdiction. The Company further reserves the right to treat as invalid any ARE, ARS or PAL which (a) appears to the Company or its agents to have been executed in any jurisdiction outside Singapore which may violate the applicable legislation of such jurisdiction, (b) provides an address outside Singapore for the receipt of the physical share certificate for the Rights Shares or which requires the Company to despatch the physical share certificate to an address in any jurisdiction outside Singapore or (c) purports to exclude any deemed representation or warranty.

Entitled Depositors should note that all correspondences and notices will be sent to their last registered addresses with CDP.

If it is practicable to do so, arrangements may, at the discretion of the Directors, be made for the provisional allotments of Rights Shares which would otherwise have been provisionally allotted to Foreign Shareholders to be sold “nil-paid” on the SGX-ST as soon as practicable after dealings in the provisional allotments of Rights Shares commence. Such sales may, however, only be effected if the Company, in its absolute discretion, determines that a premium can be obtained from such sales, after taking into account expenses to be incurred in relation thereto.

The net proceeds from all such sales, after deduction of all expenses therefrom, will be pooled and thereafter distributed to Foreign Shareholders in proportion to their respective shareholdings or, as the case may be, the number of Shares entered against their names in the Depository Register as at the Books Closure Date and sent to them at their own risk by ordinary post. If the amount of net proceeds to be distributed to any single Foreign Shareholder is less than S\$10.00, such amount shall be retained or dealt with as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder shall have any claim whatsoever against the Company, the Manager or CDP in connection therewith.

Where such provisional allotments of Rights Shares are sold “nil-paid” on the SGX-ST, they will be sold at such price or prices as the Company may, in its absolute discretion, decide and no Foreign Shareholder shall have any claim whatsoever against the Company, the Manager or CDP in respect of such sales or the proceeds thereof, the provisional allotments of Rights Shares represented by such provisional allotments.

If such provisional allotments of Rights Shares cannot be sold or are not sold on the SGX-ST as aforesaid for any reason by such time as the SGX-ST shall have declared to be the last day for trading in the provisional allotments of Rights Shares, the Rights Shares represented by such provisional allotments will be allotted and issued to satisfy excess applications or disposed of or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder shall have any claim whatsoever against the Company, the Manager or CDP in connection therewith.

Shareholders should note that the special arrangements described above will apply only to Foreign Shareholders.

Notwithstanding the above, Shareholders and any other person having possession of this Offer Information Statement and/or its accompanying documents are advised to inform themselves of and to observe any legal requirements applicable thereto. No person in any territory outside Singapore receiving this Offer Information Statement and/or its accompanying documents may treat the same as an offer, invitation or solicitation to subscribe for any Rights Shares unless such offer, invitation or solicitation could lawfully be made without violating any regulatory or legal requirements in those territories.

The Rights Shares which are not otherwise taken up or allotted for any reason shall be used to satisfy Excess Rights Shares applications as the Directors may, in their absolute discretion, deem fit in the interests of the Company. In the allotment of Excess Rights Shares, preference will be given to the rounding of odd lots, and Substantial Shareholders and Directors will rank last in priority.

The procedures for, and the terms and conditions applicable to, acceptance, renunciation and/or sale of the provisional allotments of Rights Shares and for the application for Excess Rights Shares, including the different modes of acceptance or application and payment, are contained in Appendices A to C to this Offer Information Statement and in the PAL, the ARE and the ARS.

PRINCIPAL TERMS OF THE RIGHTS ISSUE

The Rights Issue is to be made on a renounceable non-underwritten basis to Entitled Shareholders. The Rights Issue is in respect of up to 862,147,469 Rights Shares on the basis of three (3) Rights Shares for every four (4) Existing Shares held by Shareholders as at the Books Closure Date.

The Rights Shares will be issued at an issue price of S\$0.13 each and are payable in full upon acceptance and/or application. The Rights Shares, when allotted and issued and fully paid-up, will rank *pari passu* in all respects with the then Existing Shares, save for any dividends, rights, allotments or other distributions, the Record Date for which falls before the date of issue of the Rights Shares.

Based on the issued and paid-up share capital of the Company of 1,149,529,959 Shares as at the Latest Practicable Date, the Company will issue up to 862,147,469 Rights Shares pursuant to the Rights Issue. In the event that the Rights Issue is fully subscribed, the net proceeds from the Rights Issue is expected to be approximately S\$111.6 million or US\$72 million.

Entitled Shareholders will be at liberty to accept (in full or in part), decline or otherwise renounce or trade their provisional allotments of Rights Shares and will be eligible to apply for additional Rights Shares in excess of their provisional allotments under the Rights Issue.

Fractional entitlements to the Rights Shares will be disregarded in arriving at the Shareholders' entitlements and will, together with the provisional allotments which are not taken up for any reason be aggregated and used to satisfy excess applications (if any), or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit for the benefit of the Company. In the allotment of Excess Rights Shares, preference will be given to Shareholders for the rounding of odd lots, and Directors and Substantial Shareholders will rank last in priority.

Provisional allotments of the Rights Shares which would otherwise have been made to Foreign Shareholders will be dealt with in the manner described in the section "Eligibility of Shareholders to Participate in the Rights Issue" of this Offer Information Statement.

The procedures for, and the terms and conditions applicable to, acceptances, renunciation and/or sales of the provisional allotments of Rights Shares and for the applications for Excess Rights Shares, including the different modes of acceptance or application and payment, are contained in Appendices A to C to this Offer Information Statement and in the ARE, the ARS and the PAL.

TRADING

1. LISTING OF AND QUOTATION FOR THE RIGHTS SHARES

Approval in-principle has been obtained from the SGX-ST for the listing and quotation of the Rights Shares on the Mainboard of the SGX-ST. The approval in-principle of the SGX-ST is not to be taken as an indication of the merits of the Company, its subsidiaries and associated companies, the Shares, the Rights Issue or the Rights Shares.

Upon listing and quotation on the SGX-ST, the Rights Shares will be traded under the book-entry (scripless) settlement system. All dealings in and transactions (including transfers) of the Rights Shares effected through the SGX-ST and/or CDP shall be made in accordance with CDP's "Terms and Conditions for Operation of Securities Account with The Central Depository (Pte) Limited", as the same may be amended from time to time. Copies of the above are available from CDP.

2. ARRANGEMENTS FOR SCRIPLESS TRADING

To facilitate scripless trading, Entitled Scripholders and their renounees who wish to accept the Rights Shares provisionally allotted to them and (if applicable) apply for Excess Rights Shares, and who wish to trade the Rights Shares issued to them on the SGX-ST under the book-entry (scripless) settlement system, should open and maintain Securities Accounts with CDP in their own names if they do not already maintain such Securities Accounts in order that the number of Rights Shares and, if applicable, the Excess Rights Shares that may be allotted to them may be credited by CDP into their Securities Accounts.

Entitled Scripholders and their renounees who wish to accept and/or apply for the Excess Rights Shares and have their Rights Shares credited into their Securities Accounts must fill in their Securities Account numbers and/or National Registration Identity Card ("NRIC")/ passport numbers (for individuals) or registration numbers (for corporations) in the relevant forms comprised in the PAL.

Entitled Scripholders and their renounees who fail to fill in their Securities Account numbers and/or NRIC/passport numbers or registration numbers (for corporations) or who provide incorrect or invalid Securities Account numbers and/or NRIC/passport numbers or registration numbers (for corporations) or whose particulars provided in the forms comprised in the PAL differ from those particulars in their Securities Accounts currently maintained with CDP, will be issued physical share certificates in their own names for the Rights Shares allotted to them and if applicable, the Excess Rights Shares allotted to them. Such physical share certificates, if issued, will not be valid for delivery pursuant to trades done on the SGX-ST under the book entry (scripless) settlement system, although they will continue to be prima facie evidence of legal title.

If an Entitled Scripholder's address stated in the PAL is different from his address registered with CDP, he must inform CDP of his updated address promptly, failing which the notification letter on successful allotment and other correspondence will be sent to his address last registered with CDP.

A holder of physical share certificate(s) or an Entitled Scripholder who has not deposited his share certificate(s) with CDP but wishes to trade on the SGX-ST, must deposit his share certificate(s) with CDP, together with the duly executed instrument(s) of transfer in favour of CDP, and have his Securities Account credited with the number of Rights Shares or Shares, as the case may be, before he can effect the desired trade.

3. TRADING OF ODD LOTS

Shareholders should note that most counters on the SGX-ST trade in lot sizes of 1,000 shares. Following the Rights Issue, Entitled Shareholders who hold odd lots of Rights Shares and who wish to trade in odd lots of Rights Shares on the SGX-ST should note that they are able to do so on the Unit Share Market of the SGX-ST.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

All statements contained in this Offer Information Statement, statements made in public announcements, press releases and oral statements that may be made by the Company or its Directors, officers or employees acting on its behalf, that are not statements of historical fact, constitute “forward-looking statements”. Some of these statements can be identified by words that have a bias towards the future or, are forward-looking, such as “anticipate”, “believe”, “could”, “estimate”, “expect”, “forecast”, “if”, “intend”, “may”, “plan”, “possible”, “probable”, “project”, “should”, “will” and “would” or other similar words. However, these words are not the exclusive means of identifying forward-looking statements. All statements regarding the Group’s expected financial position, operating results, business strategies, plans and prospects are forward-looking statements.

These forward-looking statements, including but not limited to statements as to the Group’s revenue and profitability, prospects, future plans and other matters discussed in this Offer Information Statement regarding matters that are not historical facts, are only predictions. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Group’s actual results, performance or achievements to be materially different from any future results, performance or achievements expected, expressed or implied by such forward-looking statements.

Given the risks, uncertainties and other factors that may cause the Group’s actual future results, performance or achievements to be materially different from those expected, expressed or implied by the forward-looking statements in this Offer Information Statement, undue reliance must not be placed on these statements. The Group’s actual results, performance or achievements may differ materially from those anticipated in these forward-looking statements. Neither the Company and the Manager, nor any other person, represents or warrants that the Group’s actual future results, performance or achievements will be as discussed in those statements.

Further, the Company and the Manager disclaim any responsibility to update any of those forward-looking statements or publicly announce any revisions to those forward-looking statements to reflect future developments, events or circumstances for any reason, even if new information becomes available or other events occur in the future. Where such developments, events or circumstances occur and are material, or are required to be disclosed by law and/or the SGX-ST, the Company may make an announcement of the same to the SGX-ST and, if required, lodge a supplementary or replacement document with the Authority.

TAKE-OVER LIMITS

The Code regulates the acquisition of ordinary shares of public companies including the Company. Unless exempted, any person acquiring an interest, either on his own or together with parties acting in concert with him, in 30% or more of the voting rights in the Company or any person who holds, either on his own or together with parties acting in concert with him, between 30% to 50% (both inclusive) of the voting rights in the Company, and acquires additional Shares representing more than 1% in the Company in any six-month period, must extend a take-over offer for the remaining Shares in the Company in accordance with the provisions of the Code.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Code as a result of any acquisition of Rights Shares pursuant to the Rights Issue should consult the Securities Industry Council and/or their professional advisers.

SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SHARES AND DEBENTURES) REGULATIONS 2005

PART II — IDENTITY OF DIRECTORS, ADVISERS AND AGENTS

1. Provide the names and addresses of each of the directors or equivalent persons of the relevant entity.

Name of Director	Address
Seumas Dawes	3A/1 Wedderburn Road Hampstead, United Kingdom
Oscar Spieler	Vardeveien 81 Nesoddtangen 1450, Norway
Geoffrey Yeoh	28 Greenleaf Place Singapore 299752
Heng Chiang Meng	11 Bo Seng Avenue Singapore 309805
Steven Simpson	72 Cairnhill Road Singapore 229677
David Chia	44A Jalan Angin Laut Singapore 489253

2. Provide the names and addresses of:

- (a) the issue manager to the offer, if any;**
- (b) the underwriter to the offer, if any; and**
- (c) the legal adviser for or in relation to the offer, if any.**

Manager of the Rights Issue	:	CIMB-GK Securities Pte. Ltd. 50 Raffles Place #19-00 Singapore Land Tower Singapore 048623
Underwriter	:	Not Applicable
Solicitors	:	Drew and Napier LLC 20 Raffles Place #18-00 Ocean Towers Singapore 048620

Registrars and Agents

3. Provide the names and addresses of the relevant entity's registrars, transfer agents and receiving bankers for the securities being offered, where applicable.

Share Registrar and Share Transfer Office	:	Boardroom Corporate & Advisory Services Pte. Ltd. 3 Church Street #08-01 Samsung Hub Singapore 049483
Receiving Banker	:	CIMB Bank Berhad (Singapore Branch) 50 Raffles Place #09-01 Singapore Land Tower Singapore 048623

PART III — OFFER STATISTICS AND TIMETABLE

1. For each method of offer, state the number of the securities being offered.

Method of Offer : Renounceable non-underwritten rights issue
Number of Rights Shares : Up to 862,147,469 Rights Shares

2. Provide the information referred to in paragraphs 3 to 7 of this Part to the extent applicable to (a) the offer procedure; and (b) where there is more than one group of targeted potential investors and the offer procedure is different for each group, the offer procedure for each group of targeted potential investors.

Please see paragraphs 3 to 7 below.

3. State the time at, date on, and period during which the offer will be kept open, and the name and address of the person to whom the purchase or subscription applications are to be submitted. If the exact time, date or period is not known on the date of lodgment of the offer information statement, describe the arrangements for announcing the definitive time, date or period. State the circumstances under which the offer period may be extended or shortened, and the duration by which the period may be extended or shortened. Describe the manner in which any extension or early closure of the offer period shall be made public.

Please refer to the section entitled “**Expected Timetable of Key Events**” of this Offer Information Statement.

The procedures for, and the terms and conditions applicable to, acceptances, splitting, renunciation and/or sales of the provisional allotments of Rights Shares and for the applications for Excess Rights Shares, including the different modes of acceptance or application and payment, are contained in Appendices A to C to this Offer Information Statement and in the PAL, the ARE and the ARS.

At the Latest Practicable Date, the Company does not expect the timetable under the section entitled “**Expected Timetable of Key Events**” of this Offer Information Statement to be modified. However, the Company may, upon consultation with the Manager and with the approval of the SGX-ST, modify the timetable subject to any limitation under any applicable laws. In that event, the Company will publicly announce the same through a SGXNET announcement to be posted on the Internet at the SGX-ST website <http://www.sgx.com>.

4. State the method and time limit for paying up for the securities and, where payment is to be partial, the manner in which, and dates on which, amounts due are to be paid.

The Rights Shares are payable in full upon acceptance and/or application. Please refer to Appendices A to C to this Offer Information Statement for details of the procedures for acceptance and/or application of, and payment for, the Rights Shares under the Rights Issue.

Please also refer to the section entitled “**Expected Timetable of Key Events**” of this Offer Information Statement for the last time and date for payment for the Rights Shares and, if applicable, Excess Rights Shares.

5. State, where applicable, the methods of and time limits for —

- (a) the delivery of the documents evidencing title to the securities being offered (including temporary documents of title, if applicable) to subscribers or purchasers; and**
 - (b) the book-entry transfers of the securities being offered in favour of subscribers or purchasers.**
-

The Rights Shares will be provisionally allotted to the Entitled Shareholders on or about 26 March 2009 by crediting the provisional allotments into the Securities Accounts of the respective Entitled Depositors or through the despatch of the relevant PALs to the Entitled Scripholders.

In the case of Entitled Scripholders and their renounees with valid acceptances and successful applications for Excess Rights Shares and who have, *inter alia*, failed to furnish or furnished incorrect or invalid Securities Account numbers in the relevant form comprised in the PAL, share certificate(s) representing such number of Rights Shares will be sent by registered post, at their own risk, to their mailing addresses in Singapore as maintained with the Share Registrar within 10 Market Days after the Closing Date.

In the case of Entitled Depositors and Entitled Scripholders and their renounees (who have furnished valid Securities Account numbers in the relevant form comprised in the PAL) with valid acceptances and successful applications for Excess Rights Shares, share certificates representing such number of Rights Shares will be sent to CDP within 10 Market Days after the Closing Date and CDP will thereafter credit such number of Rights Shares to their relevant Securities Accounts. CDP will then send a notification letter to the relevant subscribers stating the number of Rights Shares credited to their Securities Accounts.

6. In the case of any pre-emptive rights to subscribe for or purchase the securities being offered, state the procedure for the exercise of any right of pre-emption, the negotiability of such rights and the treatment of such rights which are not exercised.

Not applicable.

7. Provide a full description of the manner in which results of the allotment or allocation of the securities are to be made public and, where appropriate, the manner for refunding excess amounts paid by applicants (including whether interest will be paid).

Results of the Rights Issue

As soon as practicable after the Closing Date, the Company will publicly announce the results of the Rights Issue through an SGXNET announcement which will be posted at the SGX-ST website <http://www.sgx.com>.

Manner of Refund

When any acceptance for Rights Shares and/or excess application is invalid or unsuccessful, the amount paid on acceptance and/or application will be returned or refunded to such applicants without interest or any share of revenue or other benefit arising therefrom within 14 days after the Closing Date:

- (i) in respect of Entitled Depositors, by crediting their accounts with the relevant Participating Banks at their own risk (if they accept by way of an Electronic Application), the receipt by such bank being a good discharge to the Company, the Manager and CDP for their obligations, if any, or by means of a crossed cheque drawn on a bank in Singapore and sent to them by

ordinary post and at their own risk to their mailing addresses in Singapore as maintained with CDP or in such other manner as he/they may have agreed with CDP for the payment of any cash distributions (if they accept through CDP); or

- (ii) in respect of Entitled Scripholders, by means of a crossed cheque drawn on a bank in Singapore and sent to them by ordinary post and at their own risk to their mailing addresses in Singapore as maintained with the Share Registrar.

PART IV — KEY INFORMATION

1. In the same section, provide the information set out in paragraphs 2 to 7 of this Part.

Please see paragraphs 2 to 7 below.

2. Disclose the estimated amount of the proceeds from the offer (net of the estimated amount of expenses incurred in connection with the offer) (referred to in this paragraph and paragraph 3 of this Part as the net proceeds). Where only a part of the net proceeds will go to the relevant entity, indicate the amount of the net proceeds that will be raised by the relevant entity. If none of the proceeds will go to the relevant entity, provide a statement of that fact.

Assuming that the Rights Issue is fully subscribed, the estimated net proceeds of the Rights Issue, after deducting estimated expenses of approximately S\$0.5 million or US\$0.3 million, will be approximately S\$111.6 million or US\$72 million.

3. Disclose how the net proceeds raised by the relevant entity from the offer will be allocated to each principal intended use. If the anticipated proceeds will not be sufficient to fund all of the intended uses, disclose the order of priority of such uses, as well as the amount and sources of other funds needed. Disclose also how the proceeds will be used pending their eventual utilisation for the proposed uses. Where specific uses are not known for any portion of the proceeds, disclose the general uses for which the proceeds are proposed to be applied. Where the offer is not fully underwritten on a firm commitment basis, state the minimum amount which, in the reasonable opinion of the directors or equivalent persons of the relevant entity, must be raised by the offer of securities.

The Company is proposing to undertake the Rights Issue primarily to raise funds to, *inter alia*, repay Morton Bay the short-term Jasper Loan (as defined below). The Jasper Loan is in turn on-lent to Neptune via the Neptune Loan (as defined below) to fund the additional capital expenditure on the drillship, the "Neptune Explorer" ("**Explorer**"). In addition, the proceeds from the Rights Issue will also be used for the Group's additional capital expenditure, general working capital purposes and/or such other purposes as the Directors may deem fit.

The upgrading of the Explorer is anticipated to be completed around the second quarter of 2009. The delay in completion is due principally to the replacement of engines, installation of new equipment to increase drilling depth from 3,500 feet to 5,000 feet and certain rectification works. Although these changes will lead to higher capital expenditure, they will enable the Explorer to have a higher level of operating performance and to operate in deeper waters, thereby enhancing its potential earnings and value.

As a result of these changes and resulting delays, Neptune has to raise additional funding in order to complete the Explorer. To allow upgrading works to continue without disruption, the Company has been providing additional funding in the form of a US\$50 million loan through its wholly-owned subsidiary, Turquoise, to Neptune (the "**Neptune Loan**"). The Neptune Loan is funded by an interest-free 4-month short-term loan of US\$50 million to the Company (the "**Jasper Loan**") from the Company's Controlling

Shareholder, Morton Bay, under an inter-company loan agreement dated 24 December 2008 (the “**Jasper Loan Agreement**”).

As previously disclosed, excluding the Neptune Loan, the Company and Turquoise had provided intercompany loans to the Neptune Group totalling US\$100 million, disbursed during the period from April 2008 to July 2008 for the purchase of the semi-submersible, the “Neptune Finder” (“**Finder**”), and for the upgrading works of the Explorer.

Based on an undertaking by Morton Bay to subscribe for all of its entitlements under the Rights Issue, minimum net proceeds of approximately S\$81.7 million or US\$52.7 million (“**Minimum Net Proceeds**”) would be raised, of which the Singapore Dollar equivalent of US\$50 million would be used to repay the Jasper Loan.

The balance of the Minimum Net Proceeds, and any additional proceeds raised from the Rights Issue will be utilised for additional capital expenditure, general working purposes of the Group and/or such other purposes as the Directors may deem fit.

Pending the deployment of the net proceeds from the Rights Issue, such proceeds may be deposited with banks and/or financial institutions, invested in short-term money markets and/or marketable securities or used for any other purposes of a short-term nature, as the Directors may deem appropriate in the interests of the Group.

In view of the above undertaking by Morton Bay, the Company believes that at least 632,282,345 Rights Shares would be taken up, raising sufficient net proceeds to repay the Jasper Loan. As such, the Company has decided to proceed with the Rights Issue on a non-underwritten basis.

Pursuant to the Jasper Loan Agreement, Morton Bay may set off any amount of subscription monies it is liable to pay for its entitlement of the Rights Shares against the amount of the Jasper Loan which is outstanding.

The Directors are of the reasonable opinion that apart from the funds it is assured of receiving from Morton Bay pursuant to Morton Bay’s Undertaking, no minimum amount must be raised from the Rights Issue.

In addition to the funding which the Company has provided, Neptune would have to raise funds from its other shareholders as well in order to get the Explorer into an operationally-ready state. In the event that Neptune’s fund raising exercise is unsuccessful or if the other shareholders of Neptune do not contribute their respective share of funding, the Group will have to consider alternative funding options including, *inter alia*, other modes of debt and equity financing and sale of assets. As at the Latest Practicable Date, there is no assurance that the Group would be able to raise sufficient funds to enable Neptune to get the Explorer to its operationally-ready state.

Should Neptune fail to raise sufficient funds from its shareholders and through other alternative funding options set out above, it will delay the commencement of the Explorer’s operations and its ability to generate operating cashflows. This, in turn, may adversely affect the financial performance and financial position of the Group and its ability to meet its working capital requirements.

4. For each dollar of the proceeds from the offer that will be raised by the relevant entity, state the estimated amount that will be allocated to each principal intended use and the estimated amount that will be used to pay for expenses incurred in connection with the offer.

As the proceeds from the Rights Issue cannot currently be determined, please find below the breakdown based on the maximum proceeds that can be raised through the Rights Issue (where the Rights Issue is fully subscribed) and the minimum proceeds that will be raised in the event that only the Undertaking Shareholder subscribes for the Rights Shares.

Assuming that the Rights Issue is fully subscribed, for each dollar of the proceeds that will be raised from the Rights Issue, the estimated amount that will be allocated for each principal intended use and the estimated amount that will be used to pay for expenses incurred in connection with the Rights Issue are as follows:-

- (i) S\$0.5 million (or approximately US\$0.3 million) or 0.4% of the proceeds will be allocated to meet the expenses incurred in connection with the Rights Issue;
- (ii) S\$77.5 million (or US\$50 million) or 69.1% of the proceeds to fund the repayment of the Jasper Loan; and
- (iii) the balance or 30.5% of the proceeds for additional capital expenditure, working capital and other purposes as the Directors may deem fit.

Assuming that only the Undertaking Shareholder subscribes for its entitlements of the Rights Shares, for each dollar of the proceeds that will be raised from the Rights Issue, the estimated amount that will be allocated for each principal intended use and the estimated amount that will be used to pay for expenses incurred in connection with the Rights Issue are as follows:-

- (a) S\$0.5 million (or approximately US\$0.3 million) or approximately 0.6% of the proceeds will be allocated to meet the expenses incurred in connection with the Rights Issue;
- (b) S\$77.5 million (or US\$50 million) or 94.3% of the proceeds to fund the repayment of the Jasper Loan; and
- (c) the balance or approximately 5.1% of the proceeds for additional capital expenditure, working capital and other purposes as the Directors may deem fit.

5. If any of the proceeds to be raised by the relevant entity will be used, directly or indirectly, to acquire or refinance the acquisition of an asset other than in the ordinary course of business, briefly describe the asset and state its purchase price. If the asset has been or will be acquired from an interested person of the relevant entity, identify the interested person and state how the cost to the relevant entity is or will be determined.

Not applicable.

6. If any of the proceeds to be raised by the relevant entity will be used to finance or refinance the acquisition of another business, briefly describe the business and give information on the status of the acquisition.

None of the proceeds from the Rights Issue will be used to finance or refinance the acquisition of another business.

7. If any material part of the proceeds to be raised by the relevant entity will be used to discharge, reduce or retire the indebtedness of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, of the group, describe the maturity of such indebtedness and, for indebtedness incurred within the past year, the uses to which the proceeds giving rise to such indebtedness were put.

As stated in paragraphs 3 and 4 of this Part IV (“**Key Information**”), approximately S\$77.5 million (or US\$50 million) of the proceeds from the Rights Issue will be used to repay the Jasper Loan. Under the Jasper Loan Agreement, the Company shall promptly upon (and, in any case, within three business days of) its receipt of any and all proceeds of the Rights Issue, apply the same in prepayment of the Jasper Loan provided that Morton Bay may, at the time of its acceptance and/or application for the Rights Shares and the Excess Rights Shares (if any), set off the Jasper Loan against the aggregate amount of subscription monies due and payable by it for its subscription of its entitlements of the Rights Shares.

Under the Jasper Loan Agreement, the Jasper Loan shall be repayable by the Company on the date falling four months from the date that Neptune utilises the loan facility under the Neptune Loan Agreement, or as otherwise agreed between the Company and Morton Bay.

8. In the section containing the information referred to in paragraphs 2 to 7 of this Part or in an adjoining section, disclose the amount of discount or commission agreed upon between the underwriters or other placement or selling agents in relation to the offer and the person making the offer. If it is not possible to state the amount of discount or commission, the method by which it is to be determined must be explained.

Not applicable as the Rights Issue is not underwritten and no placement or selling agents have been appointed in relation to the Rights Issue.

9 (a) Provide the address and telephone and facsimile numbers of the relevant entity's registered office and principal place of business (if different from those of its registered office);

Registered Office/Principal Place of Business : 1 HarbourFront Avenue
#14-01 Keppel Bay Tower
Singapore 098632

General Telephone Line : +65 6513 6888

Facsimile : +65 6557 2313

9 (b) Provide the nature of the operations and principal activities of the relevant entity or, if it is the holding company or holding entity of a group, of the group;

Business of the Company and Group

The Company was incorporated in Singapore on 10 April 1987. The Company is an investment holding company listed on the Mainboard of the SGX-ST that principally invests in the offshore oil and gas drilling and services sector.

As at the Latest Practicable Date, the principal activities of the Company's subsidiaries are as follows:

<u>Subsidiary</u>	<u>Country of Incorporation</u>	<u>Effective Equity Interest (%)</u>	<u>Principal Activities</u>
<i>Held by the Company</i>			
Turquoise Offshore Pte Ltd	Singapore	100.00	Investment holding
ECl Corporation Pte Ltd	Singapore	100.00	Manufacturing and trading of concrete products
JIL Limited	British Virgin Islands	100.00	Dormant
<i>Held by the Company's subsidiaries</i>			
Neptune Marine Oil & Gas Limited ⁽¹⁾	Cyprus	51.94	Investment holding
Neptune Marine & Drilling Pte Ltd	Singapore	51.94	Offshore drilling services
Neptune Marine Invest AS	Norway	51.94	Owner of drilling rigs
Neptune Marine Oil & Gas Limited	Scotland	51.94	Project management
Neptune Marine Development Pte Ltd	Singapore	51.94	Marketing
Neptune Finder Pte. Ltd.	Singapore	51.94	Owner of drilling rig
Neptune Marine Offshore Manning Ltd	Cyprus	51.94	Dormant – in liquidation
ECl Berjaya Sdn Bhd	Malaysia	100.00	Manufacturing and trading of concrete products

Note:

- (1) Under the terms of the Supplemental Neptune SPA (as defined on page 29 of this Offer Information Statement, Iversen will transfer 514,500 shares in Neptune (representing 3.5% of the total issued share capital of Neptune) to Turquoise on the closing date (as defined in the Supplemental Neptune SPA).

<u>Associated Companies</u>	<u>Country of Incorporation</u>	<u>Effective Equity Interest (%)</u>	<u>Principal Activities</u>
<i>Held by the Company</i>			
Resource Holdings Limited	Singapore	45.00	Investment holding
<i>Held by Associated Company</i>			
Resource Piling Pte Ltd	Singapore	45.00	Foundation engineering works
<u>Joint Venture</u>	<u>Country of Incorporation</u>	<u>Effective Equity Interest (%)</u>	<u>Principal Activities</u>
<i>Held by the Company</i>			
Zhejiang Econ Foundation Engineering Co Ltd	China	55.00	Foundation engineering works

9 (c) Provide the general development of the business from the beginning of the period comprising the 3 most recent completed financial years to the latest practicable date, indicating any material change in the affairs of the relevant entity or the group, as the case may be, since —

- (i) **the end of the most recent completed financial year for which financial statements of the relevant entity have been published; or**
- (ii) **the end of any subsequent period covered by interim financial statements, if interim financial statements have been published;**

General developments in FY2006

The Company entered into a placement agreement dated 26 July 2005 with Morton Bay, a company owned by a consortium of investors led by the Ashmore Group, whereby the Company allotted and issued 3,500,000,000 new Shares to Morton Bay at an issue price of S\$0.0043 each (the “**Placement Issue**”). In conjunction with the Placement Issue, the Company had granted a call option (the “**Call Option**”) to Morton Bay to require the Company to allot and issue up to a further 1,750,000,000 new Shares (“**Option Shares**”) at an issue price of S\$0.0045 each. The Placement Issue was completed on 15 September 2005.

On 31 October 2005, the Company issued approximately 454,424,666 new Shares at S\$0.015 per Share to United Overseas Bank Limited, under a scheme of arrangement.

General developments in FY2007

During the financial year, the Company’s net profit before tax saw an increase over the previous year to US\$6.3 million. The better performance was substantially due to the Company’s disposal of its interest in MTU which has a coal concession located in Central Kalimantan and increased contribution from the Company’s associate and joint venture.

The aggregate consideration for the sale of the entire issued share capital of MTU was US\$200,000 satisfied wholly in cash. As part of the sale of MTU, the purchaser had repaid to the Company outstanding shareholders’ loans of US\$5.5 million extended by the Company to MTU. The disposal was in line with the Group’s policy of divesting its non-core assets.

General developments in FY2008

On 29 May 2007, ECI formed a new company in Malaysia called ECI Berjaya Sdn Bhd to produce precast products as prices for building materials were substantially lower there than in Singapore.

Morton Bay exercised its Call Option in July 2007 in respect of all the Option Shares and on 3 August 2007, the Company allotted and issued to Morton Bay 1,750,000,000 new Shares. Following the issue of the Option Shares, the Company's enlarged issued share capital comprised 9,579,417,415 Shares.

On 17 November 2007, the Company's wholly-owned subsidiary, Turquoise, entered into a share purchase agreement with Primepoint and Iversen for the acquisition of 8,148,990 fully-paid ordinary shares of US\$2.0595 each in Neptune (representing approximately 55.44% of the total issued share capital of Neptune) for an aggregate consideration of approximately US\$198 million. The acquisition of Neptune was completed on 11 December 2007 and was financed by a US\$115 million loan from Morton Bay and a US\$85 million bank loan.

On 12 December 2007, the Company announced that it was proposing to undertake the 2008 Rights Issue and the 2008 Share Consolidation. The purpose of the 2008 Rights Issue was to repay the US\$115 million loan from Morton Bay which was used by the Company to finance the acquisition of Neptune and to raise funds for the Group's investments, acquisitions and working capital requirements.

On 25 February 2008, the Directors announced that Neptune had entered into a Memorandum of Agreement ("**Memorandum of Agreement**") with Zelig Industrial Limited ("**Zelig**"), a Cypriot incorporated company, to acquire a drilling rig the "Atlantic Venture", originally known as the Sedco 708 ("**Sedco 708**"), from Zelig for a purchase price of US\$67 million. Pursuant to an amendment to the Memorandum of Agreement, Neptune nominated its newly incorporated wholly-owned subsidiary Neptune Finder Pte. Ltd. ("**NFPL**") as the buyer of the drilling rig and amended the completion date to 24 April 2008.

General developments in 9M FY2009

On 22 April 2008, the Company issued 19,158,834,830 new Shares pursuant to the 2008 Rights Issue and raised US\$280.4 million. Following the 2008 Rights Issue, the Company undertook the 2008 Share Consolidation, which was completed on 25 April 2008.

The acquisition of the Sedco 708 was completed on 24 April 2008 and the Sedco 708 was renamed the "Neptune Finder" ("**Finder**"). The acquisition of the Finder was funded by an inter-company loan amounting to US\$70 million provided by the Company to NFPL (the "**NFPL Loan**"). The NFPL Loan was funded from the proceeds of the 2008 Rights Issue.

On 10 June 2008, the drillship, the "Neptune Discoverer" ("**Discoverer**"), arrived in Venezuela and commenced operations under a 4-year contract with PDVSA, the state oil company of Venezuela, to drill 21 natural gas production wells.

On 11 July 2008, the Company announced that when the Company acquired Neptune in December 2007, NMI, a wholly-owned subsidiary of Neptune, had a one-year loan facility of US\$230 million which matures in December 2008 ("**NMI Loan**"). In a circular dated 4 March 2008 to Shareholders in connection with the acquisition of Neptune, it was disclosed that NMI had in December 2007 refinanced, through the NMI Loan, its previous borrowings. As further disclosed in the Company's Offer Information Statement dated 27 March 2008 for the 2008 Rights Issue and the Company's announcement of its full year results on 29 May 2008, Neptune was then working with banks to refinance the NMI Loan into a term facility. As the completion of the refinancing did not occur at the close of the Company's financial year end of 31 March 2008, the NMI Loan was classified under "Current Liabilities" in the Group's balance sheet, resulting in the consolidated current liabilities exceeding consolidated current assets by US\$215,260,000. As a consequence, the Auditors' Report of the Company for the financial year ended 31 March 2008 contains an emphasis of matter regarding this item.

The Company also announced on 11 July 2008 that it will be using US\$65 million of the proceeds from the 2008 Rights Issue to reduce Group borrowings.

On 2 October 2008, the Company announced that Resource Holdings had on 30 September 2008 received a conditional eligibility-to-list from the SGX-ST for the listing and quotation of its shares on the SGX-ST Mainboard. On 9 February 2009, the Company announced that due to conditions in the equity market, Resource Holdings had decided not to proceed with the listing and quotation of its shares on the SGX-ST Mainboard and had consequently withdrawn its preliminary prospectus which was lodged with the Authority.

On 29 October 2008, the Company announced that NMI, had on 19 September 2008 signed a facility agreement ("**Facility Agreement**") with a group of banks to provide a US\$290 million term loan. Under the terms of the Facility Agreement dated 19 September 2008, Tranche A of the facility amounting to US\$120 million, was drawn on 29 October 2008 to partially repay an existing loan and partially fund the upgrading of the Explorer and will be repaid over a 4-year period ending 10 June 2012. Tranche A is secured by, *inter alia*, a mortgage on the drillship, the Discoverer. Tranche B of the facility, amounting to US\$170 million, is intended to refinance the bridging loan for the Explorer upon the completion of the upgrading of the Explorer. The availability of Tranche B of the facility is subject to certain conditions being met, including having in place a charter contract for the Explorer, on terms which are acceptable to the lenders. Tranche B is to be secured by, *inter alia*, a mortgage on the Explorer and is to be repaid over a 36-month period.

The Explorer is anticipated to be completed around the second quarter of 2009. The delay in completion is due principally to the replacement of engines, installation of new equipment to increase drilling depth from 3,500 feet to 5,000 feet and certain rectification works. Although these changes will lead to higher capital expenditure, they will enable the Explorer to have a higher level of operating performance and to operate in deeper waters, thereby enhancing its potential earnings and value.

On 24 December 2008, Morton Bay had extended an interest-free 4-month short term Jasper Loan under the Jasper Loan Agreement, the proceeds of which are being used by the Company to fund the Neptune Loan.

On 31 December 2008, the Board of Directors announced that the Company is proposing to seek Shareholders' approval for the Rights Issue, the primary purpose of which is to raise funds for the repayment of the Jasper Loan.

General developments from the end of 9M FY2009 to the Latest Practicable Date

On 14 January 2009, the Company had announced that one of its subsidiaries, NMD, had not received certain payments for drilling services from a major client, PDVSA. The delay in payment had resulted in certain breaches in the loan agreement which was entered into between another subsidiary, NMI and certain banks. The outstanding payments have since been received in February 2009 and the relevant breaches in the loan agreement have been cured.

During operations in December 2008, a mooring line on the Discoverer failed, resulting in some damage to certain subsea equipment. This incident resulted in some downtime in December 2008 and January 2009. The repairs to the subsea equipment have been completed and the Discoverer has resumed operations. Following negotiations with PDVSA, NMD is agreeable in-principle to certain reductions in the amounts to be invoiced to PDVSA for that period. The reductions in revenues could lead to certain conditions in the Facility Agreement not being met. Please refer to pages 41 to 42 of this Offer Information Statement for more details.

On 2 March 2009, the Company announced that the Company and Turquoise had entered into a conditional agreement dated 2 March 2009 (the "**Supplemental Neptune SPA**") with Primepoint and Iversen. The Supplemental Neptune SPA made certain amendments to the share purchase agreement dated 17 November 2007 (as amended by letter agreements dated 4 December 2007 and 7 December 2007) (collectively, the "**Neptune SPA**") between Primepoint, Iversen, Turquoise and the Company in relation to the sale and purchase of 8,148,990 fully-paid ordinary shares in the capital of Neptune.

The terms of the Supplemental Neptune SPA will result in the termination of the Neptune SPA and, *inter alia*, the following:-

- (i) the transfer by Iversen of 514,500 ordinary shares in Neptune to Turquoise;
- (ii) the waiver by Iversen of his right under the Neptune SPA to have an additional 514,500 ordinary shares in Neptune transferred to him and, in consideration for this waiver, the Company will issue 36,641,871 new ordinary shares in the Company to Iversen credited as fully paid; and
- (iii) the termination of the Neptune SPA and certain other related documentation and the waiver by each of the Company, Turquoise, Primepoint and Iversen of any and all claims against each other under the Neptune SPA and such related documentation.

As a consequence of the transactions contemplated by the Supplemental Neptune SPA, the Company's shareholding interest in Neptune will increase to 55.4% upon completion under the Supplemental Neptune SPA. As per Financial Reporting Standard 103, the Company will make adjustments to the provisional values of the identifiable assets, liabilities and contingent liabilities of Neptune in FY2009.

On 6 March 2009, the Company announced that its subsidiary, NMD, had been informed by Reliance Industries Limited ("**Reliance**") of India that Reliance would no longer require the drillship, the Explorer. NMD is currently working with Reliance for a mutually satisfactory agreement over the termination of the contract. The Company is also exploring other commercial options for the Explorer. This cancellation may lead to a breach of the Facility Agreement and would require the Neptune Group to seek an extension of an existing loan. Please refer to pages 41 to 42 of this Offer Information Statement for more details.

On 17 March 2009, the Company obtained Shareholders' approval for the Rights Issue at an extraordinary general meeting of the Company.

Save as disclosed in this Offer Information Statement and in public announcements released by the Company, there have been no material changes to the affairs of the Group from the end of 9M FY2009 to the Latest Practicable Date.

9 (d) Provide the equity capital and the loan capital of the relevant entity as at the latest practicable date, showing —

- (i) in the case of the equity capital, the issued capital; or
- (ii) in the case of the loan capital, the total amount of the debentures issued and outstanding, together with the rate of interest payable thereon;

As at the Latest Practicable Date, the equity capital and loan capital of the Company are as follows:

Issued and paid-up share capital : S\$420,097,129.89 comprising 1,149,529,959 Shares

Loan capital : Nil

9 (e) Provide where —

- (i) the relevant entity is a corporation, the number of shares of the relevant entity owned by each substantial shareholder as at the latest practicable date; or
 - (ii) the relevant entity is not a corporation, the amount of equity interests in the relevant entity owned by each substantial interest-holder as at the latest practicable date;
-

The interests of the Substantial Shareholders based on information in the Register of Substantial Shareholders maintained pursuant to Section 88 of the Act, as at the Latest Practicable Date, were as follows:

	Direct Interest		Deemed Interest		Total Interest	
	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾
Morton Bay	843,043,127	73.3	-	-	843,043,127	73.3
Ashmore Global Special Situations Fund 2 Limited ⁽²⁾	-	-	843,043,127	73.3	843,043,127	73.3
Ashmore Global Special Situations Fund 4 Limited Partnership ⁽²⁾	-	-	843,043,127	73.3	843,043,127	73.3
Asset Holder PCC No. 2 Limited re Ashmore Asian Recovery Fund ⁽²⁾	-	-	843,043,127	73.3	843,043,127	73.3
Ashmore Investment Management Limited ⁽³⁾	-	-	843,043,127	73.3	843,043,127	73.3

Notes:

- (1) Based on the total issued and paid-up share capital of the Company comprising 1,149,529,959 Shares as at the Latest Practicable Date.
- (2) Ashmore Global Special Situations Fund 2 Limited, Ashmore Global Special Situations Fund 4 Limited Partnership and Asset Holder PCC No. 2 Limited re Ashmore Asian Recovery Fund (together known as the "Ashmore Funds") are deemed to be interested in the Shares held by Morton Bay by virtue of them being controlling shareholders of Morton Bay.
- (3) Ashmore Investment Management Limited is deemed to be interested in the Shares held by Morton Bay by virtue of the investment and management powers vested in it as investment manager for the Ashmore Funds.

9 (f) Disclose any legal or arbitration proceedings, including those which are pending or known to be contemplated, which may have, or which have had in the 12 months immediately preceding the date of lodgment of the offer information statement, a material effect on the financial position or profitability of the relevant entity or, where the relevant entity is a holding company or holding entity of a group, of the group;

As at the date of this Offer Information Statement, the Directors are not aware of any litigation or arbitration proceedings to which the Group is a party to or which is pending or known to be contemplated that may have or would have had in the last 12 months immediately preceding the date of lodgment of this Offer Information Statement, a material effect on the Group's financial position or profitability.

9 (g) where any securities or equity interests of the relevant entity have been issued within the 12 months immediately preceding the latest practicable date —

- (i) if the securities or equity interests have been issued for cash, state the prices at which the securities have been issued and the number of securities or equity interests issued at each price; or
 - (ii) if the securities or equity interests have been issued for services, state the nature and value of the services and give the name and address of the person who received the securities or equity interests; and
-

Save as disclosed below, the Company has not issued any securities or equity interests for cash within the 12 months immediately preceding the Latest Practicable Date:

On 22 April 2008, 19,158,834,830 new Shares were allotted and issued by the Company pursuant to the 2008 Rights Issue at an issue price of S\$0.02 for each new Share. The 2008 Share Consolidation was undertaken by the Company after the completion of the 2008 Rights Issue. The total issued share capital of the Company comprised 1,149,529,959 Shares immediately after the completion of the 2008 Share Consolidation.

9 (h) a summary of each material contract, other than a contract entered into in the ordinary course of business, to which the relevant entity or, if the relevant entity is the holding company or holding entity of a group, any member of the group is a party, for the period of 2 years immediately preceding the date of lodgment of the offer information statement, including the parties to the contract, the date and general nature of the contract, and the amount of any consideration passing to or from the relevant entity or any other member of the group, as the case may be.

Save as disclosed below, there were no material contracts (not being contracts entered into in the ordinary course of business) entered into by the Company, its subsidiaries and associated companies during the period of two (2) years immediately preceding the date of lodgment of this Offer Information Statement:-

- (i) a note subscription agreement dated 16 May 2007 between NMI, Neptune and Merrill Lynch International pursuant to which guaranteed unsecured notes were issued in an amount of up to US\$30 million by NMI and guaranteed by Neptune;
- (ii) a share purchase agreement dated 17 November 2007 (as amended by letter agreements dated 4 December 2007 and 7 December 2007) (collectively, the "**Neptune SPA**") between (1) Turquoise (as purchaser), (2) Primepoint and Iversen (as vendors) and (3) the Company (as guarantor), for the acquisition of 8,148,990 fully-paid ordinary shares of US\$2.0595 each in Neptune for an aggregate consideration of approximately US\$198 million;
- (iii) a put option agreement dated 17 November 2007 between the Company and Morton Bay pursuant to which a put option ("**Put Option**") was granted by Morton Bay to the Company. Upon the exercise of the Put Option by the Company, Morton Bay (or its nominee) shall purchase the entire issued share capital of Turquoise from the Company for a consideration of US\$1.00;
- (iv) a shareholders' loan agreement dated 7 December 2007 between Morton Bay and the Company pursuant to which an interest-free term loan facility of up to US\$115 million was granted by Morton Bay to the Company ("**2007 Jasper Loan Agreement**"). Under the 2007 Jasper Loan Agreement, the Company shall apply all amounts borrowed by it under the facility towards making an intercompany loan to Turquoise to enable Turquoise to pay the purchase price in connection with the acquisition of a 55.44% interest in the total share capital of Neptune by Turquoise (the "**Acquisition**");
- (v) a facility agreement dated 5 December 2007 between Turquoise and United Overseas Bank Limited ("**UOB**") pursuant to which a US\$85 million loan facility was granted by UOB to Turquoise ("**UOB Facility Agreement**"). Under the UOB Facility Agreement, Turquoise shall apply all amounts borrowed by it under the facility towards paying the purchase price in connection with the Acquisition. Pursuant to the US\$85 million loan facility, Turquoise had also executed a charge over interest reserve account, the securities account maintained by Turquoise with the Norwegian Central Securities Depository and share pledge agreement and deed of debenture, each dated 5 December 2007 in favour of UOB, and Turquoise and the Company had also executed an undertaking in favour of UOB;
- (vi) a term loan agreement dated 7 December 2007 between NMI as borrower, Neptune as guarantor and Standard Bank Asia Limited ("**Standard Bank**") as mandated lead arranger, lender, agent and security trustee pursuant to which a US\$230 million loan facility was granted to NMI to re-finance its then existing debt obligations and finance the upgrading of the

Explorer. Pursuant to the US\$230 million loan facility, ship mortgages (together with the deed of covenants thereto) in relation to the Discoverer and the Explorer, an assignment in respect of NMI's rights and interests in the insurances taken out in relation to the Discoverer and the Explorer and a first priority bareboat charter assignment each in relation to NMI's rights and interests in and to the respective bareboat charters for the Explorer and the Discoverer had been entered into by NMI in favour of Standard Bank as security trustee;

- (vii) a settlement agreement dated 10 December 2007 entered into by the Company, Turquoise and certain members of the Neptune Group pursuant to which legal proceedings commenced in Cyprus and Singapore by certain minority shareholders of Neptune against Primepoint (and its direct and indirect shareholders) as well as certain companies within the Neptune Group were discontinued and the claimants in those legal proceedings confirmed their non-objection to the completion of the Acquisition on 11 December 2007;
- (viii) a memorandum of agreement dated 25 February 2008 between Zelig and Neptune for the acquisition of the semi-submersible, the Finder, for a purchase price of US\$67 million ("**Memorandum Of Agreement**") and amended by way of addendum nos. 1 & 2 to the Memorandum Of Agreement dated 4 April 2008 between Zelig, Neptune and NFPL pursuant to which Neptune had, *inter alia*, nominated NFPL as the new buyer for the Finder;
- (ix) a bridge loan agreement dated 18 July 2008 between NFPL and UOB ("**UOB Bridge Loan Agreement**") pursuant to which a US\$35 million loan facility was granted by UOB to NFPL to finance the purchase of equipment. Pursuant to the US\$35 million loan facility, a first preferred mortgage on the Finder, debenture, deed of assignment of insurances, deed of assignment and charge, a charge of shares had been entered into by NFPL in favour of UOB. In addition, a deed of subordination was entered into between UOB, NFPL, Neptune and the Company;
- (x) a facility agreement ("**Facility Agreement**") dated 19 September 2008 between NMI and a group of banks in respect of a US\$290 million term loan to refinance NMI's existing bank loan and to fund the upgrading of a drillship, the Explorer. Pursuant to the US\$290 million term loan facility, hedging agreements had been signed by NMI and certain banks. In addition, security documents including, *inter alia*, borrower accounts charge, hedging agreement assignment, contractor accounts charge, ship mortgage (together with the deed of covenants thereto) over the Discoverer, trust and agency trust deed, guarantee and subordination deed had also been entered into by NMI, NMD, Neptune and the Company (as the case may be) in favour of UOB;
- (xi) a sale and purchase agreement dated 30 September 2008 between Resource Holdings and the Company, Foo Hee Kang, Choo Yak Lye, Chew Suhon, Foo Hee Chaik and Choo Kok Leong pursuant to which Resource Holdings acquired the entire issued and paid-up share capital of Resource Piling comprising 5,250,000 ordinary shares for S\$5,250,000;
- (xii) a co-ordination deed dated 29 October 2008 signed by NMI as borrower, NMD as contractor and Neptune as guarantor, UOB as facility agent and security trustee under the US\$290 million term loan facility granted to NMI, Standard Bank as facility agent and security trustee under the US\$230 million term loan facility granted to NMI and various banks;
- (xiii) an amendment and restatement agreement dated 29 October 2008 signed by NMI as borrower, Neptune as guarantor, Standard Bank as arranger, agent and security trustee relating to amendments and restatement of the term loan agreement dated 7 December 2007;
- (xiv) the Jasper Loan Agreement between Morton Bay and the Company pursuant to which an interest-free term loan facility of up to US\$50 million was granted by Morton Bay to the Company;
- (xv) a deed of guarantee and indemnity dated 16 February 2009 by the Company in favour of UOB pursuant to which the Company agreed to, *inter alia*, pay to UOB all monies which from time to time may be or become owing or due and payable by NFPL to UOB under the UOB Bridge Loan Agreement provided always that the principal amount for which the Company shall be liable under the guarantee shall not exceed the sum of US\$35 million;

- (xvi) a supplemental agreement dated 2 March 2009 between Primepoint, Iversen, Turquoise and the Company (as amended by a letter agreement dated 2 March 2009) (“**Supplemental Neptune SPA**”) to the Neptune SPA relating to, *inter alia*, the termination of the Neptune SPA and the settlement of all Claims (as defined in the Supplemental Neptune SPA) arising out of or in connection with the Neptune SPA. In accordance with the terms and conditions of the Supplemental Neptune SPA, Iversen shall transfer the full legal and beneficial interest in 514,500 ordinary shares in Neptune to Turquoise and the Company shall allot and issue to Iversen 36,641,871 Shares credited as fully paid.

PART V — OPERATING AND FINANCIAL REVIEW AND PROSPECTS

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1. Provide selected data from —
- (a) the audited income statement of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, the audited consolidated income statement of the relevant entity or the audited combined income statement of the group, for each financial year (being one of the 3 most recent completed financial years) for which that statement has been published; and
 - (b) any interim income statement of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, any interim consolidated income statement of the relevant entity or interim combined income statement of the group, for any subsequent period for which that statement has been published.
2. The data referred to in paragraph 1 of this Part shall include the line items in the audited income statement, audited consolidated income statement, audited combined income statement, interim income statement, interim consolidated income statement or interim combined income statement, as the case may be, and shall in addition include the following items:
- (a) dividends declared per share in both the currency of the financial statements and the Singapore currency, including the formula used for any adjustment to dividends declared;
 - (b) earnings or loss per share; and
 - (c) earnings or loss per share, after any adjustment to reflect the sale of new securities.
-

The summary and review of the Group’s profit and loss statement for the last three financial years, 9M FY2008 and 9M FY2009 set out below have not been adjusted for the proposed acquisition by the Company of the additional equity interest in Neptune pursuant to the Supplemental Neptune SPA announced by the Company on 2 March 2009.

The Group

US\$'000	Audited FY2006	Audited FY2007	Audited FY2008	Unaudited 9M FY2008	Unaudited 9M FY2009
Revenue	12,067	13,978	45,315	19,226	119,637
Cost of sales	(10,759)	(12,244)	(36,282)	(13,246)	(63,148)
Gross profit	1,308	1,734	9,033	5,980	56,489
Interest income	237	558	796	605	644
Interest expenses	-	-	(3,049)	(2,055)	(7,243)
Other income	2,196	5,156	2,259	1,358	747
Administrative and distribution expenses	(1,545)	(1,963)	(5,212)	(1,558)	(13,044)
Other expenses	(1,675)	(475)	(12,865)	(1,535)	(3,612)

US\$'000	Audited FY2006	Audited FY2007	Audited FY2008	Unaudited 9M FY2008	Unaudited 9M FY2009
Share of profits of associate and joint venture	603	1,247	2,323	1,450	6,089
Profit before taxation	1,124	6,257	(6,715)	4,245	40,070
Taxation	(162)	(386)	(415)	(3,050)	(33,391)
Profit after taxation from continuing operations	962	5,871	(7,130)	1,195	6,679
Loss from discontinued operations	(177)	(1)	-	-	-
Profit for the year	785	5,870	(7,130)	1,195	6,679
Attributable to:					
Equity holders of Company	819	5,870	(4,642)	(139)	5,192
Minority interests	(34)	-	(2,488)	1,334	1,487
	785	5,870	(7,130)	1,195	6,679
Gross dividends per Share (US cents)	-	-	-	-	-
Gross dividends per Share (cents)	-	-	-	-	-
Basic EPS (US cents)					
- Before the Rights Issue	0.08	0.54	(0.40)	(0.01)	0.45
- After the Rights Issue (Assuming fully subscribed)	0.04	0.30	(0.23)	(0.01)	0.26

Notes:-

The following assumptions are made for the purpose of calculating EPS:-

- (a) all EPS figures are adjusted retrospectively for the 2008 Rights Issue and the 2008 Share Consolidation;
- (b) the Rights Issue took place at the beginning of the relevant financial period/year;
- (c) the Rights Issue is fully subscribed; and
- (d) the basic EPS as adjusted for the Rights Issue does not take into account the effects of the use of proceeds from the Rights Issue on the earnings of the Group.

3. In respect of —

- (a) each financial year (being one of the 3 most recent completed financial years) for which financial statements have been published; and
- (b) any subsequent period for which interim financial statements have been published,

provide information regarding any significant factor, including any unusual or infrequent event or new development, which materially affected profit or loss before tax of the relevant entity or, if it is the holding company or holding entity of a group, of the group, and indicate the extent to which such profit or loss before tax of the relevant entity or the group, as the case may be, was so affected. Describe any other significant component of revenue or expenditure necessary to understand the profit or loss before tax for each of these financial periods.

FY2007 vs FY2006

Revenue increased by approximately 14.9% from approximately US\$12.1 million in FY2006 to approximately US\$13.9 million in FY2007. However, the revenue in FY2006 included approximately US\$2.8 million from the discontinued building materials trading business under ECI. If that revenue from ECI had not been included in Group revenue, revenue would be approximately US\$9.3 million in FY2006 and the increase in Group revenue in FY2007 would have been approximately 49%.

ECI registered higher profits of approximately US\$1.0 million for FY2007, mainly as a result of the cessation of its unprofitable trading business of building materials. Revenue from its precast operations increased by 44% from approximately US\$9.6 million in FY2006 to approximately US\$13.8 million in FY2007 as a result of the increase in demand for reinforced concrete piles. This was in line with the increase in construction and building activities in FY2007.

An associated company, Resource Piling, also benefited from the continued buoyant demand for piling work in the residential and commercial property markets. Revenue from Resource Piling increased by approximately 42% from approximately US\$19.9 million in FY2006 to approximately US\$28.3 million in FY2007.

The Group's profit before tax was approximately US\$6.3 million in FY2007 compared to approximately US\$1.1 million in FY2006. The increase was mainly due to (i) a gain on disposal of its Indonesian subsidiary, MTU, of approximately US\$4.6 million, (ii) the recovery of debts of approximately US\$203,000, (iii) the sales of scrap of approximately US\$78,000 and (iv) a gain on disposal of an unquoted investment of approximately US\$198,000. In addition, the Group's associate and joint venture also increased their contributions by approximately US\$0.6 million to approximately US\$1.2 million for FY2007.

Profit attributable to Shareholders increased by approximately 638% from approximately US\$0.8 million in FY2006 to approximately US\$5.9 million in FY2007.

FY2008 vs FY2007

On 12 December 2007, the Company completed the acquisition of Neptune through Turquoise. This marked a fundamental shift in the Company's strategic focus as it had identified the offshore marine industry, supporting oil and gas exploration and production activities as its core business.

Turquoise currently holds approximately 51.94% of Neptune. Under the terms of the share purchase agreement dated 17 November 2007 between Turquoise, Primepoint, Iversen and the Company, 3.5% of Neptune was to be transferred to Iversen on the date falling 18 months after the completion of the acquisition of Neptune, after which Turquoise will then hold approximately 48.44% of Neptune. Neptune had been consolidated at approximately 48.44% in the Company's FY2008 consolidated financial statements by virtue of the Company having control of Neptune in accordance with Financial Reporting Standard ("FRS") 27. Please refer to pages 29 and 30 of this Offer Information Statement for details of the Supplemental Neptune SPA which supercedes the above agreement.

Revenue increased by approximately 226% from approximately US\$13.9 million in FY2007 to approximately US\$45.3 million in FY2008. The growth came mainly from its new offshore drilling business which contributed approximately US\$37.9 million.

Profit before tax decreased by approximately 206% from approximately US\$6.3 million in FY2007 to a deficit of approximately US\$6.7 million in FY2008. This was mainly due to legal, financial and restructuring costs of approximately US\$12.0 million relating to the acquisition of Neptune.

Profit attributable to Shareholders decreased by approximately 178% from approximately US\$5.9 million in FY2007 to a deficit of approximately US\$4.6 million in FY2008.

Offshore Drilling

Neptune's results were consolidated for the period of three and a half months after completion of its acquisition by Turquoise.

Neptune's revenue was approximately US\$37.9 million, primarily attributable to the mobilisation fee received for the drillship, the Discoverer, which had been contracted out to PDVSA, the state oil company of Venezuela. The Discoverer commenced operations in June 2008.

The other drillship, the Explorer is currently undergoing upgrading works and has not generated revenue for the Group.

Interest expenses of approximately US\$1.4 million were incurred for Neptune's bank loan of approximately US\$230 million. Another approximately US\$1.7 million of interest was charged on a loan of approximately US\$85.0 million to fund the acquisition of Neptune.

Neptune suffered a loss of approximately US\$4.8 million in FY2008. Included in the results was a one-time charge of approximately US\$10.1 million which comprised the cost for redemption of staff share options of approximately US\$1.3 million, bank transaction fees of approximately US\$3.1 million and bond redemption fees of approximately US\$5.7 million.

Excluding the one-time charge of approximately US\$10.1 million, Neptune would have contributed a net profit of approximately US\$5.3 million. Minority share of Neptune's loss was approximately US\$2.5 million.

Building Services

ECl's revenue decreased from approximately US\$13.9 million in FY2007 to approximately US\$7.4 million in FY2008. Its net profit before tax decreased by approximately 76% to approximately US\$230,000 from approximately US\$961,000 in FY2007. The decrease in revenue and net profit was mainly due to an increase in the price of the raw materials, which resulted in ECl's products being less competitive compared to imports from Malaysia.

Revenue from Resource Piling increased by approximately 52% from approximately US\$28.3 million in FY2007 to approximately US\$43.2 million in FY2008. The share of profit after tax from this associate totalled approximately US\$1.9 million.

9M FY2009 vs 9M FY2008

Revenue increased by approximately US\$100.4 million to approximately US\$119.6 million in 9M FY2009 compared to approximately US\$19.2 million in 9M FY2008. This was attributable to the recognition of 9 months' revenue of approximately US\$102.8 million from the Neptune Group as compared to recognition of only half a month's revenue of approximately US\$13.8 million in the same period during the last financial year.

Profit before tax was approximately US\$40.1 million in 9M FY2009 compared to approximately US\$4.2 million in 9M FY2008. After deducting tax of approximately US\$33.4 million, of which approximately US\$31.6 million was withholding tax expense incurred by Neptune operating in Venezuela, the Group recorded a profit after tax and minority interest of approximately US\$5.2 million in 9M FY2009 compared to a loss of approximately US\$0.1 million for 9M FY2008.

Offshore Drilling

Revenue from offshore drilling operations increased from approximately US\$13.8 million in 9M FY2008 to approximately US\$102.8 million in 9M FY2009. The increase in revenue was mainly due to the commencement of operations by the Discoverer in June 2008. Neptune's revenue in 9M FY2009 included a mobilisation fee of approximately US\$15.6 million and drilling income of approximately US\$87.2 million.

For the period from October to December 2008, the Discoverer achieved the following technical operating performance rates:-

October 2008	--	approximately 98.9%
November 2008	--	approximately 85.0%
December 2008	--	approximately 29.6%

The drop in operating performance rate in December 2008 compared to the previous two months was due to problems caused by a mooring line on the Discoverer, resulting in subsequent damage to certain subsea equipment. This incident resulted in some downtime for which the Group's subsidiary, NMD, claimed standby rates from its client. The Explorer is currently undergoing upgrading works and has yet to generate revenue for the Group.

Neptune generated earnings before interest, depreciation and amortisation of approximately US\$29.7 million in 9M FY2009.

Net profit after tax attributed to Neptune was approximately US\$1.4 million in 9M FY2009 after offsetting depreciation of approximately US\$15.1 million, amortisation of intangible asset of approximately US\$4.7 million, interest expenses of approximately US\$7.1 million and taxation of approximately US\$31.6 million. Minority share of Neptune's profit was approximately US\$1.5 million in 9M FY2009.

Building Services

Revenue for precast operations increased by approximately 211% from approximately US\$5.4 million in 9M FY2008 to approximately US\$16.8 million in 9M FY2009. Net profit before tax increased from approximately US\$111,000 for 9M FY2008 to approximately US\$902,000 in 9M FY2009.

Share of Resource Piling's results after tax increased by approximately 308% to approximately US\$4.9 million in 9M FY2009 compared to approximately US\$1.2 million in 9M FY2008.

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- 4. Provide selected data from the balance sheet of the relevant entity or, if it is the holding company or holding entity of a group, the group as at the end of —**
- (a) **the most recent completed financial year for which audited financial statements have been published; or**
 - (b) **if interim financial statements have been published for any subsequent period, that period.**
-

Please refer to paragraph 5 below.

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- 5. The data referred to in paragraph 4 of this Part shall include the line items in the audited or interim balance sheet of the relevant entity or the group, as the case may be, and shall in addition include the following items:**
- (a) **number of shares after any adjustment to reflect the sale of new securities;**
 - (b) **net assets or liabilities per share; and**
 - (c) **net assets or liabilities per share after any adjustment to reflect the sale of new securities.**
-

The summary of the Group's balance sheet for the last financial year and 9M FY2009 as set out below have not been adjusted for the proposed acquisition by the Company of the additional equity interest in Neptune pursuant to the Supplemental Neptune SPA announced by the Company on 2 March 2009.

US\$'000	Audited As at 31 March 2008	Unaudited As at 31 December 2008
ASSETS		
Non-current assets		
Property, plant and equipment	611,141	814,467
Intangible asset	41,730	21,179
Investments	36	36

US\$'000	Audited As at 31 March 2008	Unaudited As at 31 December 2008
Associate	5,295	9,422
Joint venture	136	136
	658,338	845,240
Current Assets		
Work-in-progress	1,512	2,790
Inventory	4,992	8,169
Trade and other receivables	11,130	32,232
Short term investments	-	-
Cash and cash equivalents	45,730	66,490
	63,364	109,681
Total Assets	721,702	954,921
EQUITY AND LIABILITIES		
Share capital and reserves		
Share capital	24,672	307,513
Retained profits	2,584	8,319
Other reserves	6,680	4,083
	33,936	319,915
Minority Interest	209,423	211,487
Total equity	243,359	531,402
Non-current liabilities		
Borrowings	199,673	71,987
Deferred tax liabilities	46	44
	199,719	72,031
Current liabilities		
Trade and other payables	53,522	54,110
Borrowings	224,958	296,332
Provision for taxation	144	1,046
	278,624	351,488
Total Liabilities	478,343	423,519
Total Equity and Liabilities	721,702	954,921
NAV (excluding minority interest) (US\$'000)	314,370	319,915
NAV per Share (US cents)	27.35	27.83
<u>Assuming the Rights Issue is fully subscribed</u>		
NAV after Rights Issue(US\$'000)	386,357	391,901
Number of Shares after Rights Issue	2,011,677,428	2,011,677,428
NAV per Share after Rights Issue (US cents)	19.21	19.48

Notes:

The following assumptions are made for computing NAV per Share:-

- (a) all NAV per Share figures are adjusted for the 2008 Rights Issue and the 2008 Share Consolidation; and
- (b) the Rights Issue was completed at the end of the respective financial period / year.

6. **Provide an evaluation of the material sources and amounts of cash flows from operating, investing and financing activities in respect of —**
- (a) **the most recent completed financial year for which financial statements have been published; and**
- (b) **if interim financial statements have been published for any subsequent period, that period.**

The summary and review of the Group's cashflow for the last financial year and 9M FY2009 as set out below have not been adjusted for the proposed acquisition by the Company of the additional equity interest in Neptune pursuant to the Supplemental Neptune SPA announced by the Company on 2 March 2009.

US\$'000	Audited FY2008	Unaudited 9MFY2009
Profit/(loss) before taxation	(6,715)	40,070
Adjustment for non-cash or non-operating items	16,373	19,687
Operating profit before working capital changes	9,658	59,757
Working capital changes	14,002	(56,131)
Cash generated from operations	23,660	3,626
Income tax paid	(104)	198
Net cash generated from operating activities	23,556	3,824
Net cash (used in)/generated from investing activities	(146,870)	(199,766)
Net cash generated from financing activities	144,424	214,084
Net increase in cash and cash equivalents	21,110	18,142
Cash and cash equivalents at beginning	19,013	45,730
Effects of foreign exchange rate changes	(317)	-
Cash and cash equivalents at the end of each period	39,806	63,872

FY2008

Net cash generated from operating activities was approximately US\$23.6 million in FY2008. The cash inflow from operating activities was due to the decrease in working capital requirements partially offset by the Group's operating loss in FY2008.

Net cash used in investing activities amounted to approximately US\$146.9 million. The cash outflow from investing activities was mainly due to the acquisition of Neptune and plant and equipment. This was partially offset by the cash inflow arising from the disposal of MTU.

Net cash generated from financing activities amounted to approximately US\$144.4 million. The cash inflow from financing activities was mainly due to cash inflows from the bridging loan provided by Morton Bay and the proceeds received from bank loans.

The operating, investing and financing activities of the Group led to an increase of cash and cash equivalents (net of exchange rate changes) of approximately US\$21.1 million during the financial year.

9M FY2009

Net cash generated from operating activities was approximately US\$3.8 million, attributable mainly to the Group's operating profit partially offset by the increase in working capital requirements during the period.

Net cash used in investing activities was approximately US\$199.8 million. The cash outflow from investing activities was mainly due to the acquisition of plant and equipment amounting to approximately US\$201.4 million attributable mainly to the acquisition of the Finder and equipment. This was partially offset by an interest received and the dividends received from a joint venture.

Net cash generated from financing activities amounted to approximately US\$214.1 million. The cash inflow from financing activities was mainly due to the proceeds received from the issuance of new Shares under the 2008 Rights Issue. This was partially offset by the repayment of shareholder and bank loans.

The operating, investing and financing activities led to an increase of cash and cash equivalents (net of exchange rate changes) of approximately US\$18.1 million during the financial year.

7. Provide a statement by the directors or equivalent persons of the relevant entity as to whether, in their reasonable opinion, the working capital available to the relevant entity or, if it is the holding company or holding entity of a group, to the group, as at the date of lodgment of the offer information statement, is sufficient for present requirements and, if insufficient, how the additional working capital considered by the directors or equivalent persons to be necessary is proposed to be provided.

As at the date of lodgment of this Offer Information Statement, the Directors are of the opinion that the adequacy of the working capital of the Group is dependent, *inter alia*, on the following:

- (a) the Group's internal resources;
- (b) the Rights Issue being successfully completed;
- (c) Neptune being successful in raising funds, either from its shareholders or from other modes of debt and equity financing or sale of assets, for the commencement of operations of the Explorer;
- (d) Neptune being able to secure a charter contract for the Explorer and the Group's other major contracts and operations not facing any material disruption or termination;
- (e) there being no material contingent liability which materialises; and
- (f) the banks do not accelerate the repayment of the Group's loans and/or withdraw the credit facilities provided to the Group.

8. If the relevant entity or any other entity in the group is in breach of any of the terms and conditions or covenants associated with any credit arrangement or bank loan which could materially affect the relevant entity's financial position and results or business operations, or the investments by holders of securities in the relevant entity, provide —

- (a) a statement of that fact;**
 - (b) details of the credit arrangement or bank loan; and**
 - (c) any action taken or to be taken by the relevant entity or other entity in the group, as the case may be, to rectify the situation (including the status of any restructuring negotiations or agreement, if applicable).**
-

On 14 January 2009, the Company had announced that one of its subsidiaries, NMD, had not received certain payments for drilling services from a major client, PDVSA. The delay in payment had resulted in certain breaches in the Facility Agreement. The outstanding payments have since been received in February 2009 and the relevant breaches in the Facility Agreement have been cured.

The reduction in revenue from PDVSA due to the mooring line incident in December 2008 and January 2009 or any other incidents that reduces revenues for the Neptune Group could lead to certain conditions relating to debt service ratios in the Facility Agreement not being met. Should this occur, the Neptune Group will seek a waiver from the lenders. As at the Latest Practicable Date, there is no assurance that such a waiver would be obtained from the lenders.

The availability of Tranche B of the Facility Agreement is dependent on the timely completion of the upgrading of Explorer as well as the securing of a charter contract acceptable to the lenders. In light of the cancellation of the charter contract by Reliance, the Neptune Group will be seeking an extension of the existing bridging loan that is financing the Explorer and the Neptune Group is looking to secure a replacement contract for the Explorer to allow drawdown under Tranche B. As at the Latest Practicable Date, there is no assurance that the Neptune Group will be able to secure such a loan extension or that the Neptune Group will be able to secure any replacement contract for the Explorer. The cancellation of the charter contract by Reliance or the inability of the Neptune Group to secure a replacement contract for the Explorer could lead to breaches of the Facility Agreement and the agreement for the existing bridging loan.

Under the current volatile economic environment and tight credit conditions, lenders are inclined to take a cautious stance towards their borrowers. Hence there is no assurance that the Group will continue to enjoy the same level of support from its lenders.

9. Discuss, for at least the current financial year, the business and financial prospects of the relevant entity or, if it is the holding company or holding entity of a group, the group, as well as any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on net sales or revenues, profitability, liquidity or capital resources, or that would cause financial information disclosed in the offer information statement to be not necessarily indicative of the future operating results or financial condition. If there are no such trends, uncertainties, demands, commitments or events, provide an appropriate statement to that effect.

(1) Business and Financial Prospects of the Group

The global financial crisis has triggered a slowdown in economic activity leading to weaker demand for petroleum products and resulting in a major decline in crude oil prices. This has dampened the demand for offshore drilling activities as exploration and production budgets of oil companies are trimmed. The operating environment will continue to be challenging until there is an upward revision of oil prices.

During operations in December 2008, a mooring line on the Group's drillship the Discoverer failed, resulting in some damage to certain subsea equipment. This incident resulted in some downtime in December 2008 and January 2009. Following negotiations with PDVSA, the Neptune Group is agreeable in-principle to certain reductions in the amounts to be invoiced to PDVSA for that period. This reduction, together with other downtime in the ordinary course of the Neptune Group's operations, translates to significantly lower than average operating efficiency for the fourth quarter ending 31 March 2009. This is expected to result in the Group recording a significant reduction in operating margins for the fourth quarter of FY2009. The upgrading of the Explorer is expected to be completed in the next financial year. The Neptune Group is currently exploring commercial options for the Explorer following the termination of its charter contract with Reliance. The Company is also continuing to explore commercial opportunities for the Finder.

The outlook for the construction industry has weakened as a result of the global economic crisis although the industry may benefit from increased government infrastructure spending.

In view of the above developments, in particular the loss of revenue caused by Discoverer's downtime, there is no assurance that the Group will be able to record a profit for the fourth quarter of FY2009.

(2) Uncertainties, Demands, Commitments or Events

There are uncertainties, demands, commitments or events that may have a material adverse impact on the business, results of operations, financial condition and prospects of the Group.

The following is only a summary, and is not an exhaustive description, of all the uncertainties, demands, commitments or events. There may be additional uncertainties, demands, commitments or events not presently known to the Group, or that the Group may currently deem immaterial, which could affect its business, results of operations, financial condition and prospects.

The Group is dependent on the oil and gas industry, which is affected by oil and gas prices

Investment by oil and gas exploration and production (“E&P”) companies in the exploration and production of oil and gas is the principal driver of the demand for offshore drilling services. The Group’s profitability largely depends on conditions in the oil and gas industry, in particular the level of E&P activity. Oil and gas prices, as well as clients’ expectations of potential changes in these prices, significantly affect this level of activity. Oil and gas prices are volatile and are affected by numerous factors including macroeconomic factors beyond the control of oil and gas E&P and offshore drilling companies. In particular, crude oil prices have experienced a sharp decline in recent months falling to less than US\$50 per barrel as at end-February 2009.

Depending on the market price of oil and gas, companies exploring for oil and gas may cancel or reduce their activities, thus reducing the demand for the Group’s services. Any prolonged period of low drilling and production activity would likely have an adverse effect on the Group’s business and operations.

The Group faces exposure to risks associated with debt financing

As at 31 December 2008, the Group has incurred total bank borrowings of approximately US\$320 million. In the event that the Group is unable to make repayments due under the loan facilities or fails to comply with its covenants under the loan agreements, the lenders may be able to declare an event of default and initiate enforcement proceedings in respect of any security provided in respect of such borrowings and/or call upon the guarantees provided. This may lead to the Group’s lenders withdrawing credit facilities from the Group and demanding immediate repayment of borrowings. In such event, the Group’s solvency, financial performance and condition would be adversely affected.

The Group may also be subjected to certain covenants in connection with their borrowings that may limit or otherwise adversely affect the operations of the Group. Such covenants may restrict the Group’s ability to undertake further capital expenditures in the future. In addition, the significant level of the Group’s borrowings will expose the Group to fluctuations in interest rates which may have an adverse impact on the financial position and financial performance of the Group.

Please refer to pages 41 to 42 of this Offer Information Statement for details of the Group’s past and potential breaches of the terms of its bank loans. As at the Latest Practicable Date, there is no assurance that the Group will be able to seek the relevant waivers and extensions from its lenders. Under the current volatile economic environment and tight credit conditions, lenders are inclined to take a cautious stance towards their borrowers. Hence there is no assurance that the Group will continue to enjoy the same level of support from its lenders.

Termination by Reliance of Charter Contract

On 6 March 2009, the Company announced that its subsidiary, NMD, had been informed by Reliance that Reliance would no longer require the drillship, the Explorer. NMD is currently exploring commercial options for the Explorer.

The Group’s financial performance would be adversely affected in the event that NMD and Reliance are unable to reach a mutually satisfactory agreement over the termination of the contract, or the Neptune Group is unable to contract out the Explorer to other parties at comparable day rates. Failure by the Neptune Group to contract out the Explorer at reasonable

day rates and/or within a reasonable timeframe may also lead the Neptune Group to be in breach of certain of its loan facilities (please refer to pages 41 to 42 of this Offer Information Statement for details). This may adversely affect the Group's financial position. As at the Latest Practicable Date, there is no assurance that the Neptune Group would be able to contract out the Explorer to other parties on acceptable terms.

The Group may be unable to secure sufficient funding to complete the Explorer

The Explorer is currently undergoing upgrading in order to get the Explorer into an operationally-ready state. In addition to the funding which the Company has provided, Neptune would have to raise funds from its other shareholders as well in order to get the Explorer into an operationally-ready state. In the event that Neptune's fund raising exercise is unsuccessful or if the other shareholders of Neptune do not contribute their respective share of funding, the Group will have to consider alternative funding options including, *inter alia*, other modes of debt and equity financing and sale of assets. As at the Latest Practicable Date, there is no assurance that the Group would be able to raise sufficient funds to enable Neptune to get the Explorer to its operationally-ready state.

Should Neptune fail to raise sufficient funds from its shareholders and through other alternative funding options set out above, it will delay the commencement of the Explorer's operations and its ability to generate operating cashflows. This, in turn, may adversely affect the financial performance and financial position of the Group and its ability to meet its working capital requirements.

Risks in the Group's financial performance

After achieving an unaudited net profit to equity holders of approximately US\$5.6 million for the half year ended 30 September 2008, the Group recorded unaudited net losses attributable to equity holders of approximately US\$0.4 million for its third quarter ended 31 December 2008. Further, in view of recent developments in the Group's industry and operations, in particular the loss of revenue caused by the Discoverer's downtime in December 2008 and January 2009, there is no assurance that the Group will be able to record a profit for its fourth quarter ending on 31 March 2009.

The Group's financial performance is affected by various factors, including but not limited to the risk factors mentioned in this section. Hence, the Group's historical financial performance may not necessarily be an indicator of its future financial performance.

Working capital risks

As at 31 December 2008, the Group's current liabilities exceeded its current assets by approximately US\$241.8 million due mainly to the Group's short-term borrowings of approximately US\$296.3 million. Please refer to page 57 of this Offer Information Statement for details of the Group's working capital position. The adequacy of the Group's working capital is dependent on, *inter alia*, (i) the Group's internal resources, (ii) the Rights Issue being successfully completed, (iii) Neptune being successful in raising funds to complete the Explorer, (iv) Neptune being able to secure a charter contract for the Explorer and the Group's other major contracts and operations not facing any material disruption or termination, (v) there being no material contingent liability which materialises and (iv) the Group's lenders not accelerating the repayment of the Group's loans and/or withdrawing the credit facilities provided to the Group. There is no assurance that the Group will have adequate working capital.

Supply of new drilling rigs

The high level of offshore drilling activities in recent years has in turn encouraged the building of new rigs. An oversupply of drilling rigs caused by the entry of newly constructed, upgraded or re-activated drilling rigs may depress or inhibit the increase in charter rates for rigs and drillships and this in turn may affect the Group's revenue and financial results.

Operating risks

The Group's offshore drilling operations are subject to various risks inherent in the E&P industry such as fires, natural disasters, explosions, encountering formations with abnormal pressures, blowouts and spills. The Group could also be subject to equipment failure risks. Such equipment may fail for various reasons, which may require long periods and outlay of funds to repair, resulting in loss of revenues. Further, if the Group is unable to repair and maintain its drilling rigs to the required standards, the Group may be unable to carry out its operations or be prevented from carrying out work for its clients, which would adversely affect its financial results and its relationships with clients. The Group is also subject to bad weather conditions, which may be hazardous to the Group's vessels, equipment and personnel. In addition, such bad weather conditions may reduce the Group's productivity.

Failure to attract and retain skilled personnel could adversely affect the Group's operations or business

The Group's offshore drilling business requires highly skilled personnel to operate its drilling rigs. During periods of high utilisation, there is keen competition for the employment of skilled personnel with the appropriate experience in the offshore drilling industry. There is no assurance that the Group will be able to attract the necessary skilled personnel or that it will be able to retain the skilled personnel which it has trained at great cost or whether suitable replacements can be found for skilled personnel who leave. This could adversely affect the quality and timeliness of the Group's services and its ability to compete effectively and to grow its business. In addition, the financial resources required to attract and retain such personnel may adversely affect the Group's operating margins.

Rig conversions, upgrades, new builds and repairs may be subject to delays and cost overruns

The Group's offshore drilling business model is based on the reactivation of used drilling rigs. The Group may from time to time undertake to increase its fleet capacity through acquisition, conversion or upgrading of drilling rigs. These projects are subject to risks of delay or cost overruns resulting from numerous factors including shortages of equipment and materials, delays in delivery of ordered materials and equipment and unanticipated costs increases. Cost overruns or delays could affect the Group's profitability. Drilling rigs undergoing conversion, upgrade and repair generally do not generate revenue and any delay would increase the number of days during which they will not be generating revenue. Such delays may impact on the timeliness in which the Company can deliver the rig to customers. In the worst case, it may result in the termination of the contract by customers.

Dependence on customers and credit risks

The Group currently has only one customer for its offshore drilling business, namely, PDVSA. The Group had entered into a 4 year contract with PDVSA for the Discoverer and is marketing the Explorer for a long-term charter. The entry into long-term fixed rate contracts means that the Group will not be able to capitalise on any potential upward trend in day rates. The contracts may also be terminated prematurely by the customers if there should be any adverse changes to their businesses and financial strengths. The Group is also exposed to credit risks on the collection of revenues from its customers. The earnings and financial condition of the Group will therefore depend on the financial stability of its customers, in particular, PDVSA.

Risks inherent in operating ocean going vessels

The operation of ocean going vessels carries an inherent risk of loss caused by adverse weather conditions, environmental mishaps, fire, collisions, war, terrorism, piracy, political action in various countries and other circumstances or events. Any such event may result in loss of life, property or revenues or increased costs.

The Neptune Group maintains insurance coverage for all of its operational activities. There can however be no assurance that all risks are fully insured against, that any particular claim will be fully paid or that the Neptune Group will be able to procure adequate insurance coverage at commercial reasonable rates in the future.

Competition from other drilling contractors

The offshore drilling industry is highly competitive with many players some of which are larger and have a more established track record than the Neptune Group. The competitiveness of the Neptune Group depends on its operational track record, which is in turn determined by an experienced team and good equipment. The Group's financial performance would be adversely affected if the Neptune Group fails to maintain its competitiveness in the industry.

Age of vessels

Customers in the offshore drilling industry generally prefer newer drillships and rigs which are equipped with more sophisticated equipment, have stronger capabilities and have lower maintenance costs. Both the Discoverer and the Explorer were built in the 1970s and acquired by the Neptune Group in 2005. Significant investments have been made to the vessels since then to ensure their operability. The Discoverer has received Class and MODU certification from ABS and the Explorer, upon the completion of its upgrading, will also apply for Class and MODU certification from a recognised approving authority. The inability of the vessels to receive certifications from the approving authorities will affect the ability of the Group to obtain contracts for them.

Foreign Exchange ("FOREX") risks

The Group's functional and reporting currency is the US\$. Revenue from the Group's sales and most of its expenses from its offshore drilling operations are denominated in US\$. Nevertheless, the Group has some FOREX exposure due to payments for administrative and office expenses and certain upgrading costs in Singapore which are denominated in S\$ and some operational expenses in the local currency where the drillships are operating. In addition, the revenues and costs of the Group's building services division is denominated principally in S\$. A depreciation of the US\$ against the S\$ and such other currencies would affect the Group's financial performance negatively.

Actions by Minority Shareholders of Neptune

When the Company acquired Neptune in December 2007, it entered into a settlement agreement with certain minority shareholders of Neptune to discontinue legal proceedings commenced in Cyprus and Singapore against Primepoint as well as certain companies within the Neptune Group. In the present situation, Neptune will need to raise additional shareholders' funds to repay shareholder loans and to fund the completion of the Explorer. The minority shareholders of Neptune may oppose any attempt to raise additional shareholder funds in order to avoid a dilution of their shareholdings in Neptune.

The Group faces risks associated with operating in foreign countries

Companies within the Group have an operating presence in various countries such as Venezuela, Malaysia and China. The Group's business, earnings, prospects, asset values and the value of its Shares may be materially and adversely affected by developments in these countries on matters pertaining to capital controls, inflation, interest rates, currency fluctuations, government policies, exchange control regulations, social instability and other political, legal or economic developments.

The Group may require additional financing in the future

The Group may need to obtain additional debt or equity financing to fund future expansion plans, acquisitions, capital expenditure or working capital requirements. The issue of additional equity may result in dilution to Shareholders. In addition, additional debt financing may include conditions that could restrict the Group's freedom to operate its business, such as conditions that (a) limit the Company's ability to pay dividends or require the Company to seek consents for the payment of dividends, (b) increase the Group's vulnerability to general adverse economic and industry conditions, (c) require the Group to dedicate a portion of its cash flow from operations to repayments for the Group's borrowings, thereby reducing the availability of the Group's cash flow to fund capital expenditures, working capital and other general corporate purposes, or (d) limit the Group's flexibility in planning for, or reacting to, changes in the Group's business and/or industry.

In addition, there is no assurance that the Group will be able to obtain any additional financing or obtain such additional financing on terms which are acceptable to the Group.

The Group's building services division is dependent on the construction industry

The building services industry is highly competitive and the profitability of the Group's building services division is largely dependent on the level of construction activities in Singapore. The demand for construction activities is in turn driven by the property market. A healthy property market will open up opportunities for the Group to secure more projects and may lead to an increase in the demand for the Group's building services. However, the property market is cyclical in nature and may be affected by a variety of factors. Any downturn in the construction industry or the property market may adversely affect the financial position and financial performance of the Group's building services division.

In addition, the prices of building materials are affected by market supply and demand. If the Group is not able to pass on any increase in the prices of building materials to its customers or is unable to find alternative sources of building materials at competitive prices, the Group's financial performance may be adversely affected.

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- 10. Where a profit forecast is disclosed, state the extent to which projected sales or revenues are based on secured contracts or orders, and the reasons for expecting to achieve the projected sales or revenues and profit, and discuss the impact of any likely change in business and operating conditions on the forecast.**
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Not applicable as no profit forecast is disclosed in this Offer Information Statement.

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- 11. Where a profit forecast or profit estimate is disclosed, state all principal assumptions, if any, upon which the directors or equivalent persons of the relevant entity have based their profit forecast or profit estimate, as the case may be.**
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Not applicable as no profit forecast or profit estimate is disclosed in this Offer Information Statement.

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- 12. Where a profit forecast is disclosed, include a statement by an auditor of the relevant entity as to whether the profit forecast is properly prepared on the basis of the assumptions referred to in paragraph 11 of this Part, is consistent with the accounting policies adopted by the relevant entity, and is presented in accordance with the accounting standards adopted by the relevant entity in the preparation of its financial statements.**
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Not applicable as no profit forecast is disclosed in this Offer Information Statement.

13. Where the profit forecast disclosed is in respect of a period ending on a date not later than the end of the current financial year of the relevant entity, provide in addition to the statement referred to in paragraph 12 of this Part —

- (a) a statement by the issue manager to the offer, or any other person whose profession or reputation gives authority to the statement made by him, that the profit forecast has been stated by the directors or equivalent persons of the relevant entity after due and careful enquiry and consideration; or**
- (b) a statement by an auditor of the relevant entity, prepared on the basis of his examination of the evidence supporting the assumptions referred to in paragraph 11 of this Part and in accordance with the Singapore Standards on Auditing or such other auditing standards as may be approved in any particular case by the Authority, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the profit forecast.**

Not applicable as no profit forecast is disclosed in this Offer Information Statement.

14. Where the profit forecast disclosed is in respect of a period ending on a date after the end of the current financial year of the relevant entity, provide in addition to the statement referred to in paragraph 12 of this Part —

- (a) a statement by the issue manager to the offer, or any other person whose profession or reputation gives authority to the statement made by him, prepared on the basis of his examination of the evidence supporting the assumptions referred to in paragraph 11 of this Part, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the profit forecast; or**
- (b) a statement by an auditor of the relevant entity, prepared on the basis of his examination of the evidence supporting the assumptions referred to in paragraph 11 of this Part and in accordance with the Singapore Standards on Auditing or such other auditing standards as may be approved in any particular case by the Authority, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the profit forecast.**

Not applicable as no profit forecast is disclosed in this Offer Information Statement.

15. Disclose any event that has occurred from the end of —

- (a) the most recent completed financial year for which financial statements have been published; or**
- (b) if interim financial statements have been published for any subsequent period, that period,**

to the latest practicable date which may have a material effect on the financial position and results of the relevant entity or, if it is the holding company or holding entity of a group, the group, or, if there is no such event, provide an appropriate negative statement.

16. In this Part, "published" includes publication in a prospectus, in an annual report or on the SGXNET.

Save as disclosed in this Offer Information Statement, the Directors are not aware of any event which has occurred from 31 December 2008 up to the Latest Practicable Date which may have a material effect on the financial position and results of the Group.

PART VI — THE OFFER AND LISTING

-
1. **Indicate the price at which the securities are being offered and the amount of any expense specifically charged to the subscriber or purchaser. If it is not possible to state the offer price at the date of lodgment of the offer information statement, the method by which the offer price is to be determined must be explained.**
-

The Issue Price for each Rights Share is S\$0.13, payable in full on acceptance and/or application, and the expenses incurred in the Rights Issue will not be specifically charged to subscribers or purchasers of the Rights Shares.

-
2. **If there is no established market for the securities being offered, provide information regarding the manner of determining the offer price, the exercise price or conversion price, if any, including the person who establishes the price or is responsible for the determination of the price, the various factors considered in such determination and the parameters or elements used as a basis for determining the price.**
-

Not applicable as the Shares are traded on the Mainboard of the SGX-ST.

-
3. **If —**
- (a) **any of the relevant entity's shareholders or equity interest-holders have pre-emptive rights to subscribe for or purchase the securities being offered; and**
 - (b) **the exercise of the rights by the shareholder or equity interest-holder is restricted, withdrawn or waived,**
- indicate the reasons for such restriction, withdrawal or waiver, the beneficiary of such restriction, withdrawal or waiver, if any, and the basis for the offer price.**
-

Not applicable as no Shareholder has pre-emptive rights to subscribe for the Rights Shares.

-
4. **If securities of the same class as those securities being offered are listed for quotation on any securities exchange —**
- (a) **in a case where the first-mentioned securities have been listed for quotation on the securities exchange for at least 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the first-mentioned securities —**
 - (i) **for each of the 12 calendar months immediately preceding the calendar month in which the latest practicable date falls; and**
 - (ii) **for the period from the beginning of the calendar month in which the latest practicable date falls to the latest practicable date;**
-

The highest and lowest traded prices and volume of the Shares traded on the SGX-ST over the last 12 months immediately preceding the Latest Practicable Date are as follows:

	Price Range		Share Volume
	High (S\$)	Low (S\$)	
February 2008	0.020	0.010	63,534,000
March 2008	0.020	0.010	393,993,000

	Price Range		Share Volume
	High (\$)	Low (\$)	
April 2008	0.475	0.015	177,489,000
May 2008	0.540	0.390	14,485,000
June 2008	0.510	0.420	5,656,000
July 2008	0.430	0.375	1,901,000
August 2008	0.385	0.280	6,525,000
September 2008	0.300	0.175	7,723,000
October 2008	0.300	0.140	9,200,000
November 2008	0.210	0.150	2,186,000
December 2008	0.210	0.175	741,000
January 2009	0.205	0.155	971,000
February 2009	0.160	0.115	714,000
1 March 2009 up to the Latest Practicable Date	0.140	0.090	392,000

Source: Bloomberg

Note:

- (1) Bloomberg has not consented to the inclusion of the price range and volume of Shares quoted under this section and is thereby not liable for such information under Sections 253 and 254 of the SFA. The Company has included the above price range and volume of Shares in their proper form and context in this Offer Information Statement and has not verified the accuracy of these statements.

(b) in a case where the first-mentioned securities have been listed for quotation on the securities exchange for less than 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the first-mentioned securities—

- (i) for each calendar month immediately preceding the calendar month in which the latest practicable date falls; and
- (ii) for the period from the beginning of the calendar month in which the latest practicable date falls to the latest practicable date;

Not applicable.

(c) disclose any significant trading suspension that has occurred on the securities exchange during the 3 years immediately preceding the latest practicable date or, if the securities have been listed for quotation for less than 3 years, during the period from the date on which the securities were first listed to the latest practicable date; and

There was no significant trading suspension of the Shares on the SGX-ST during the 3 years immediately preceding the Latest Practicable Date.

(d) disclose information on any lack of liquidity, if the securities are not regularly traded on the securities exchange.

Please refer to the table above for the volume of Shares traded during each of the last 12 calendar months immediately preceding the Latest Practicable Date and for the period from 1 March 2009 to the Latest Practicable Date.

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- 5. Where the securities being offered are not identical to the securities already issued by the relevant entity, provide —**
- (a) a statement of the rights, preferences and restrictions attached to the securities being offered; and**
 - (b) an indication of the resolutions, authorisations and approvals by virtue of which the entity may create or issue further securities, to rank in priority to or *pari passu* with the securities being offered.**
-

The Rights Shares, when allotted and issued, will rank *pari passu* in all respects with the then Existing Shares for any dividends, rights, allotments or other distributions, the Record Date for which falls on or after the date of issue of the Rights Shares.

- 6. Indicate the amount, and outline briefly the plan of distribution, of the securities that are to be offered otherwise than through underwriters. If the securities are to be offered through the selling efforts of any broker or dealer, describe the plan of distribution and the terms of any agreement or understanding with such entities. If known, identify each broker or dealer that will participate in the offer and state the amount to be offered through each broker or dealer.**
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Basis of Provisional Allotment

The Rights Issue is made on a renounceable non-underwritten basis, based on three (3) Rights Shares for every four (4) Existing Shares held by Entitled Shareholders as at the Books Closure Date at the Issue Price, being \$0.13 per Rights Share. The Rights Shares are payable in full upon acceptance and/or application and upon allotment and issue will rank *pari passu* in all respects with the then Existing Shares except that the Rights Shares will not be entitled to any dividends, rights, allotments or other distributions, the record date for which falls before the date of issue of the Rights Shares. Assuming that the Rights Issue is fully subscribed, 862,147,469 Rights Shares will be issued. The Rights Issue is not underwritten.

Entitled Shareholders will be at liberty to accept, decline, renounce or trade their provisional allotments of the Rights Shares and will be eligible to apply for Rights Shares in excess of their provisional allotments under the Rights Issue. Entitled Depositors will also be able to trade their provisional allotments of Rights Shares on the SGX-ST during the provisional allotment trading period prescribed by the SGX-ST. Fractional entitlements to the Rights Shares will be aggregated and used with provisional allotments which are not taken up or allotted for any reason to satisfy excess applications for Rights Shares (if any) or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit for the benefit of the Company. In the allotment of Excess Rights Shares, preference will be given to Shareholders for the rounding of odd lots. Substantial Shareholders and Directors will rank last in priority in the allotment of Excess Rights Shares.

The Rights Shares will not be offered through any broker or dealer.

Foreign Shareholders

As there may be prohibitions or restrictions against the offering of Rights Shares in certain jurisdictions, only Entitled Shareholders are eligible to participate in the Rights Issue. Please refer to the Section entitled “Eligibility of Shareholders to Participate in the Rights Issue” of this Offer Information Statement for further details.

- 7. Provide a summary of the features of the underwriting relationship together with the amount of securities being underwritten by each underwriter.**
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The Rights Issue is not underwritten.

PART VII — ADDITIONAL INFORMATION

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1. **Where a statement or report attributed to a person as an expert is included in the offer information statement, provide such person's name, address and qualifications.**
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Not applicable.

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2. **Where the offer information statement contains any statement (including what purports to be a copy of, or extract from, a report, memorandum or valuation) made by an expert —**
- (a) **state the date on which the statement was made;**
 - (b) **state whether or not it was prepared by the expert for the purpose of incorporation in the offer information statement; and**
 - (c) **include a statement that the expert has given, and has not withdrawn, his written consent to the issue of the offer information statement with the inclusion of the statement in the form and context in which it is included in the offer information statement.**
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Not applicable.

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3. **The information referred to in paragraphs 1 and 2 of this Part need not be provided in the offer information statement if the statement attributed to the expert is a statement to which the exemption under regulation 26(2) or (3) applies.**
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Not applicable.

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4. **Where a person is named in the offer information statement as the issue manager or underwriter (but not a sub-underwriter) to the offer, include a statement that the person has given, and has not withdrawn, his written consent to being named in the offer information statement as the issue manager or underwriter, as the case may be, to the offer.**
-

The Manager has given, and has not withdrawn, its written consent to the issue of this Offer Information Statement with the inclusion of its name and all references thereto, in the form and context in which it appears in this Offer Information Statement.

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5. **Include particulars of any other matters not disclosed under any other paragraph of this Schedule which could materially affect, directly or indirectly —**
- (a) **the relevant entity's business operations or financial position or results; or**
 - (b) **investments by holders of securities in the relevant entity.**
-

Save as disclosed in this Offer Information Statement, the Directors are not aware of any other matter which could materially affect, directly or indirectly:

- (a) the Company's business operations or financial position or results; or
- (b) investments by holders of securities in the Company.

**PART X — ADDITIONAL INFORMATION REQUIRED FOR OFFER OF
SECURITIES BY WAY OF RIGHTS ISSUE**

1. Provide —

(a) the particulars of the rights issue;

Particulars of the Rights Issue

Number of Rights Shares	:	Up to 862,147,469 Rights Shares
Basis of Provisional Allotment	:	Three (3) Rights Shares for every four (4) Existing Shares held by Entitled Shareholders as at the Books Closure Date.
Issue Price	:	S\$0.13 for each Rights Share, payable in full on acceptance and/or application.
Status of the Rights Shares	:	The Rights Shares, when allotted and issued, will rank <i>pari passu</i> in all respects with the then Existing Shares for any dividends, rights, allotments or other distributions, the Record Date for which falls on or after the date of issue of the Rights Shares.
Eligibility to participate in the Rights Issue	:	Please refer to the section entitled “Eligibility of Shareholders to Participate in the Rights Issue” of this Offer Information Statement.
Acceptance, excess application and payment procedures	:	Please refer to Appendices A to C of this Offer Information Statement.
Listing of the Rights Shares	:	Approval in-principle by the SGX-ST for the listing and quotation of the Rights Shares on the Mainboard of the SGX-ST has been granted on 23 February 2009, subject to the following conditions:- (a) compliance with the SGX-ST’s listing requirements; (b) Shareholders’ approval for the Rights Issue; (c) submission of an undertaking to make periodic announcements as and when the Rights Issue proceeds are materially deployed providing details on the specific use of proceeds and to provide a status report on the details on the specific use of the Rights Issue proceeds in the annual report; and (d) submission of a confirmation that in the allotment of any Excess Rights Shares, preference will be given to the rounding of odd lots, and that Directors and Substantial Shareholders will rank last in priority.

The approval in-principle of the SGX-ST is not to be taken as an indication of the merits of the Company, its subsidiaries and associated companies, the Shares, the Rights Issue and the Rights Shares.

Trading of the Rights Shares : The Rights Shares will begin trading once the Rights Shares have been listed on the SGX-ST after the completion of the Rights Issue.

Upon the listing of the Rights Shares, the Rights Shares will be traded on the SGX-ST under the book-entry (scripless) settlement system. For the purposes of trading on the Official List of the SGX-ST, each board lot of Shares will comprise 1,000 Shares.

Use of CPF Funds : Entitled Shareholders who are CPF members participating in CPF's investment scheme may use, subject to applicable CPF rules and regulations, monies standing to the credit of their respective CPF accounts ("**CPF Funds**") to pay for the subscription of their provisional allotments of the Rights Shares and (if applicable) the application for Excess Rights Shares, if they had previously bought their Shares using CPF Funds. Such Entitled Shareholders who wish to accept the provisional allotments of Rights Shares and (if applicable) apply for Excess Rights Shares using their CPF Funds will need to instruct their respective CPF Approved Banks, where they hold their CPF Investment Accounts, to accept and (if applicable) apply for the Rights Shares on their behalf. CPF Funds may not, however, be used for the purchase of the provisional allotment of Rights Shares directly from the market.

Governing Law : Laws of the Republic of Singapore.

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- (b) **the last day and time for splitting of the provisional allotment of the securities to be issued pursuant to the rights issue;**
 - (c) **the last day and time for acceptance of and payment for the securities to be issued pursuant to the rights issue;**
 - (d) **the last day and time for renunciation of and payment for the securities to be issued pursuant to the rights issue;**
 - (e) **the terms and conditions of the offer of securities to be issued pursuant to the rights issue;**
-

Important dates and times for the Rights Issue are as follows:

Last date and time for splitting Rights	:	7 April 2009 at 5.00 p.m.
Last date and time for acceptance of and payment for Rights Shares	:	13 April 2009 at 5.00 p.m. (9.30 p.m. for Electronic Applications).
Last date and time for renunciation of and payment for Rights Shares	:	13 April 2009 at 5.00 p.m.
Last date and time for application and payment for Excess Rights Shares	:	13 April 2009 at 5.00 p.m. (9.30 p.m. for Electronic Applications).

The terms and conditions of the Rights Issue are set out in this Offer Information Statement, in particular Appendices A, B and C of this Offer Information Statement, and in the ARE, ARS and the PAL.

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- (f) the particulars of any undertaking from the substantial shareholders or substantial equity interest-holders, as the case may be, of the relevant entity to subscribe for their entitlements; and
- (g) if the rights issue is or will not be underwritten, the reason for not underwriting the issue.
-

By way of a letter of undertaking dated 31 December 2008, Morton Bay had irrevocably undertaken to the Company, *inter alia*, that it:

- (i) will maintain its direct interest in not less than 843,043,127 Shares until the issue of the Rights Shares under the Rights Issue provided that the Rights Issue is completed no later than 30 April 2009; and
- (ii) shall subscribe for all the 632,282,345 Rights Shares that it is entitled to subscribe for under the Rights Issue at the Issue Price provided that the Rights Issue is completed no later than 30 April 2009.

Pursuant to the terms of the above undertaking by Morton Bay, at least 632,282,345 Rights Shares will be taken up, raising the minimum net proceeds of approximately S\$81.7 million or US\$52.7 million which would be sufficient to repay the Jasper Loan. In view of the above undertaking by Morton Bay, the Rights Issue is not underwritten.

Shareholding Effects

The illustrative effects of the completion of the Rights Issue on the shareholding structure of the Company (based on the shareholding information available to the Company as at the Latest Practicable Date) are set out below:-

Scenario 1: Assuming that no Shareholder other than Morton Bay subscribes for its entitlement under the Rights Issue

Name	No. of Shares held prior to the completion of the Rights Issue	Shareholding interest prior to the completion of the Rights Issue (%)	No. of Rights Shares Subscribed	No. of Shares held immediately after the completion of the Rights Issue	Shareholding interest immediately after the completion of the Rights Issue (%)
Substantial Shareholder					
Morton Bay	843,043,127	73.34	632,282,345	1,475,325,472	82.80
Directors					
Geoffrey Yeoh	320,000	0.03	-	320,000	0.02
Heng Chiang Meng	480,000	0.04	-	480,000	0.03
Steven Simpson	142,000	0.01	-	142,000	0.01
David Chia	100,000	0.01	-	100,000	0.01
Public Shareholders	305,444,832	26.57	-	305,444,832	17.14
Total	1,149,529,959	100.00	632,282,345	1,781,812,304	100.00

Scenario 2: Assuming that all Shareholders subscribe fully for their entitlements under the Rights Issue

Name	No. of Shares held prior to the completion of the Rights Issue	Shareholding interest prior to the completion of the Rights Issue (%)	No. of Rights Shares Subscribed	No. of Shares held immediately after the completion of the Rights Issue	Shareholding interest immediately after the completion of the Rights Issue (%)
Substantial Shareholder					
Morton Bay	843,043,127	73.34	632,282,345	1,475,325,472	73.34
Directors					
Geoffrey Yeoh	320,000	0.03	240,000	560,000	0.03
Heng Chiang Meng	480,000	0.04	360,000	840,000	0.04
Steven Simpson	142,000	0.01	106,500	248,500	0.01
David Chia	100,000	0.01	75,000	175,000	0.01
Public Shareholders	305,444,832	26.57	229,083,624	534,528,456	26.57
Total	1,149,529,959	100.00	862,147,469	2,011,677,428	100.00

**ADDITIONAL DISCLOSURE REQUIREMENTS FOR RIGHTS ISSUES UNDER
APPENDIX 8.2 OF THE LISTING MANUAL**

1. A review of the working capital for the last three financial years and the latest half year, if applicable.

The summary and review of the Group's working capital position for the last three financial years and 9M FY2009 as set out below have not been adjusted for the proposed acquisition by the Company of the additional equity interest in Neptune pursuant to the Supplemental Neptune SPA announced by the Company on 2 March 2009.

Based on the audited consolidated financial statements of the Group for FY2006, FY2007 and FY2008 and the unaudited consolidated financial statements of the Group for 9M FY2009, the working capital of the Group for the past three (3) financial years and 9M FY2009 are as follows:-

US\$'000	Audited As at 31 March 2006	Audited As at 31 March 2007	Audited As at 31 March 2008	Unaudited As at 31 December 2008
Total current assets	23,227	29,007	63,364	109,681
Total current liabilities	2,337	2,673	278,624	351,488
Net current assets	20,890	26,334	(215,260)	(241,807)

FY2007 vs FY2006

Working capital increased by approximately US\$5.4 million from approximately US\$20.9 million as at 31 March 2006 to approximately US\$26.3 million as at 31 March 2007 mainly due to (i) an increase in other receivables which included US\$4.7 million in consideration for MTU which was received subsequent to the financial year-end and (ii) an increase in cash from operations of approximately US\$1.1 million. Total current liabilities increased slightly by approximately US\$330,000 due to an increase in trade payables.

FY2008 vs FY2007

Working capital decreased by approximately US\$241.6 million from a surplus of approximately US\$26.3 million as at 31 March 2007 to a deficit of approximately US\$215.3 million as at 31 March 2008 mainly due to (i) the effect of the Group's acquisition of Neptune in December 2007 and (ii) the consequential consolidation of Neptune's accounts which included a bank loan of approximately US\$230 million due in December 2008.

9M FY2009 vs FY2008

Working capital was at a deficit of approximately US\$241.8 million as at 31 December 2008 compared to a deficit of approximately US\$215.3 million as at 31 March 2008. Current liabilities increased by approximately US\$72.9 million due to an additional US\$35 million in borrowings to fund equipment purchases and a US\$50 million interest-free bridge loan from Morton Bay. Current assets increased by approximately US\$46.3 million in 9M FY2009. Trade receivables increased by approximately US\$21.1 million mainly as a result of the Discoverer commencing operations in Venezuela. Cash and bank balances increased by approximately US\$20.8 million in 9M FY2009 due mainly to a loan from Morton Bay (a bridging loan in anticipation of a proposed rights issue) which is being used to fund Explorer's capital expenditure.

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2. (i) **Where the rights issue or bought deal involves an issue of convertible securities, such as company warrants or convertible debt, the information in Rule 832.**
- (ii) **Where the rights issue or bought deal is underwritten and the exercise or conversion price is based on a price fixing formula, to state that the exercise or conversion price must be fixed and announced before trading of nil-paid rights commences.**
-

(i) Not applicable.

(ii) Not applicable.

3. **A statement by the issue manager that, to the best of its knowledge and belief, the document constitutes full and true disclosure of all material facts about the issue, the issuer and its subsidiaries, and that the issue manager is not aware of any facts the omission of which would make any statement in the document misleading; and where the document contains a profit forecast, that it is satisfied that the profit forecast has been stated by the directors after reasonable enquiry.**
-

The Manager confirms that to the best of its knowledge and belief, based on the information provided by the Company and after making reasonable enquiries, this Offer Information Statement constitutes full and true disclosure of all material facts relating to the Rights Issue, the Company and its subsidiaries, and that it is not aware of any other material facts relating to the Rights Issue, the omission of which would render this Offer Information Statement materially misleading.

PROCEDURES FOR ACCEPTANCE, PAYMENT AND EXCESS APPLICATION BY ENTITLED DEPOSITORS

1. INTRODUCTION

- 1.1 Entitled Depositors are entitled to receive this Offer Information Statement and the ARE, which forms part of this Offer Information Statement.
- 1.2 The provisional allotments of Rights Shares are governed by the terms and conditions of this Offer Information Statement and the enclosed ARE. The number of Rights Shares provisionally allotted to each Entitled Depositor is indicated in the ARE (fractional entitlement to a Rights Share (if any) having been disregarded). The Securities Accounts of Entitled Depositors have been credited by CDP with provisional allotments of the Rights Shares as indicated in the ARE. Entitled Depositors may accept their provisional allotments of Rights Shares in whole or in part. Full instructions for the acceptance of and payment for the provisional allotments of Rights Shares are set out in the Offer Information Statement as well as the ARE.
- 1.3 If an Entitled Depositor wishes to accept his provisional allotment of Rights Shares specified in the ARE, in full or in part, and (if applicable) apply for Excess Rights Shares in addition to the Rights Shares he has been provisionally allotted, he may do so by completing the relevant portions of the ARE or by way of an Electronic Application through an ATM as described below. An Entitled Depositor should ensure that the ARE is accurately and correctly completed, failing which the acceptance of the provisional allotment of Rights Shares and (if applicable) application for Excess Rights Shares may be rejected.

An Entitled Depositor may accept his provisional allotment of Rights Shares specified in his ARE and (if applicable) apply for Excess Rights Shares either through CDP or by way of Electronic Application through an ATM as described below.

With regard to any application which does not conform strictly to the instructions set out under this Offer Information Statement, the ARE, the ARS, the PAL and/or any other application form for the Rights Shares in relation to the Rights issue or which does not comply with the instructions for Electronic Application or with the terms and conditions of this Offer Information Statement, or in the case of an application by the ARE, the ARS, the PAL, and/or any other application form for the Rights Shares in relation to the Rights Issue which is illegible, incomplete, incorrectly completed or which is accompanied by an improperly or insufficiently drawn remittance, the Company may, at its absolute discretion, reject or treat as invalid any such application or present for payment or arrange other processes for all remittances at any time after receipt in such manner as It may deem fit.

The Company and CDP shall be entitled to process each application submitted for the acceptance of Rights Shares, and where applicable, application of Excess Rights Shares in relation to the Rights issue and the payment received in relation thereto, pursuant to such application, by an Entitled Shareholder, on its own, without regard to any other application and payment that may be submitted by the same Entitled Shareholder. For the avoidance of doubt, insufficient payment for an application may render the application invalid; evidence of payment (or overpayment) in other applications shall not constitute, or be construed as, an affirmation of such invalid application and (if applicable) application for Excess Rights Shares.

- 1.4 **CPF members under the CPF Investment Scheme – Ordinary Account (collectively, “CPFIS Members”) may use, subject to applicable CPF rules and regulations, monies standing to the credit of their respective CPF Investment Accounts (“CPF Funds”) for the payment of the Issue Price to subscribe for the Rights Shares. CPFIS Members who wish to accept the provisional allotments of Rights Shares and (if applicable) apply for**

Excess Rights Shares using CPF Funds will need to instruct their respective approved banks, where such CPFIS Members hold their CPF Investment Accounts, to accept and (if applicable) apply for the Rights Shares on their behalf in accordance with this Offer Information Statement. CPF Funds may not, however, be used for the purchase of the provisional allotments of Rights Shares directly from the market.

- 1.5 Unless expressly provided to the contrary in this Offer Information Statement, the ARE or ARS with respect to enforcement against Entitled Depositors or their renounees, a person who is not a party to any contract made pursuant to this Offer Information Statement, the ARE or ARS has no rights under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

2. **MODE OF ACCEPTANCE AND APPLICATION**

2.1 **Acceptance/Application through CDP**

If an Entitled Depositor wishes to accept the provisional allotment of Rights Shares and (if applicable) apply for Excess Rights Shares through CDP, he must:-

- (a) complete the ARE. In particular, he must state in section (A) of the ARE the number of Rights Shares accepted and in section (B) of the ARE the number of Excess Rights Shares applied for; and
- (b) deliver the duly completed and signed ARE accompanied by a single remittance for payment in full for the relevant number of Rights Shares accepted and (if applicable) Excess Rights Shares applied for:-
 - (i) by hand to **JASPER INVESTMENTS LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, 4 SHENTON WAY, #02-01, SGX CENTRE 2, SINGAPORE 068807**; or
 - (ii) by post in the self-addressed envelope provided, at the sender's own risk, to **JASPER INVESTMENTS LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147**,

in each case so as to arrive not later than 5.00 p.m. on 13 April 2009 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

2.2 **Insufficient Payment**

The payment must be made in Singapore currency in the form of a banker's draft or cashier's order drawn on a bank in Singapore and made payable to "**CDP – JASPER RIGHTS ISSUE ACCOUNT**" and crossed "**NOT NEGOTIABLE, A/C PAYEE ONLY**" with the name and Securities Account number of the Entitled Depositor clearly written on the reverse side. **No combined banker's draft or cashier's order for different Securities Accounts or other form of payment (including the use of personal cheques, postal orders or money orders issued by a post office in Singapore) will be accepted.**

If no remittance is attached or the remittance attached is less than the full amount that is payable for the provisional allotment of Rights Shares accepted by the Entitled Depositor and (if applicable) the Excess Rights Shares applied for by the Entitled Depositor, the attention of the Entitled Depositor is drawn to paragraphs 1.3 and 5.2 of this Appendix A which set out the circumstances and manner in which the Company and CDP shall be entitled to determine and appropriate all amounts received by CDP on the Company's behalf whether under the ARE, the ARS or any other application form for Rights Shares to apply towards the payment for his acceptance of Rights Shares and/or application for Excess Rights Shares.

2.3 Acceptance/Application by way of Electronic Application through an ATM

Instructions for Electronic Applications through ATMs to accept the Rights Shares provisionally allotted or (if applicable) to apply for Excess Rights Shares will appear on the ATM screens of the respective Participating Banks. Please refer to **Appendix B: Additional Terms and Conditions for Electronic Application through ATMs of Participating Banks**.

If an Entitled Depositor makes an Electronic Application through an ATM, he would have irrevocably authorised the Participating Bank to deduct the full amount payable from his bank account with such Participating Bank in respect of such application. In the case of an Entitled Depositor who has accepted the Rights Shares by way of the ARE and/or the ARS and/or has applied for Excess Rights Shares by way of the ARE and also by way of an Electronic Application through an ATM, the Company and/or CDP shall be authorised and entitled to accept his instructions in whichever mode or combination as the Company and/or CDP may, in their absolute discretion, deem fit.

2.4 Acceptance of Part of Provisional Allotments of Rights Shares and Trading of Provisional Allotments of Rights Shares

An Entitled Depositor may choose to accept his provisional allotment of the Rights Shares specified in the ARE in full or in part. If an Entitled Depositor wishes to accept part of his provisional allotment of Rights Shares and trade the balance of his provisional allotments of Rights Shares on the SGX-ST, he should:

- (i) complete the ARE for the number of Rights Shares provisionally allotted which he wishes to accept and submit the ARE together with payment in the prescribed manner as described above to CDP; or
- (ii) accept and subscribe for that part of his provisional allotment of Rights Shares by way of Electronic Application in the prescribed manner.

The balance of his provisional allotment of Rights Shares may be sold as soon as dealings in the provisional allotments of Rights Shares commence on the SGX-ST.

Entitled Depositors who wish to trade all or part of their provisional allotments of Rights Shares on the SGX-ST during the provisional allotment trading period should note that the provisional allotments of Rights Shares will be tradeable in board lots, each board lot comprising provisional allotments of 1,000 Rights Shares or any other board lot size which the SGX-ST may require. Such Entitled Depositors may start trading in their provisional allotments of Rights Shares as soon as dealings therein commence on the SGX-ST. Entitled Depositors who wish to trade in lot sizes other than mentioned above may do so in the Unit Share Market during the provisional allotment trading period.

2.5 Purchasers of Provisional Allotments OF Rights Shares

The AREs need not be forwarded to the purchasers of the provisional allotments of Rights Shares ("**Purchasers**") as arrangements will be made by CDP for separate ARS to be issued to the Purchasers. Purchasers should note that CDP will, on behalf of the Company, send the ARS accompanied by this Offer Information Statement, by ordinary post and at the Purchasers'

own risk, to their respective Singapore addresses as recorded with CDP. Purchasers should ensure that their ARS are accurately and correctly completed, failing which the acceptance of the provisional allotment of Rights Shares may be rejected. Purchasers who do not receive the ARS accompanied by this Offer Information Statement may obtain the ARS accompanied by this Offer Information Statement from CDP or the Share Registrar, for the period up to 5.00 p.m. on 13 April 2009 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

This Offer Information Statement and its accompanying documents will not be despatched to Purchasers whose registered addresses with CDP are not in Singapore (“**Foreign Purchasers**”). Foreign Purchasers who wish to accept the provisional allotments of Rights Shares credited to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore.

Purchasers should inform their banks or Depository Agents if their purchases of such provisional allotments are settled through these intermediaries. In such instances, if the Purchasers wish to accept the Rights Shares represented by the provisional allotments purchased, they will need to go through these intermediaries, who will then subscribe for the Rights Shares on their behalf.

3. COMBINATION APPLICATION

In the event that the Entitled Depositor accepts the Rights Shares by way of the ARE and/or the ARS and/or has applied for Excess Rights Shares by way of the ARE and also by way of an Electronic Application, the Company and/or CDP shall be authorised and entitled to accept his instructions in whichever mode or combination as the Company and/or CDP may, in their absolute discretion, deem fit. Without prejudice to the generality of the foregoing, in such a case, the Entitled Depositor shall be regarded as having irrevocably authorised the Company and/or CDP to apply all amounts received whether under the ARE, the ARS and/or any other acceptance and/or application for Rights Shares (including an Electronic Application) in whichever mode or combination as the Company and/or CDP may, in their absolute discretion, deem fit.

4. ILLUSTRATIVE EXAMPLES

As an illustration, if an Entitled Depositor has 4,000 Shares standing to the credit of his Securities Account as at the Books Closure Date, the Entitled Depositor will be provisionally allotted 3,000 Rights Shares as set out in his ARE. The Entitled Depositor’s alternative courses of action, and the necessary procedures to be taken under each course of action, are summarised below:

Alternatives	Procedures to be taken
(a) Accept his entire provisional allotment of Rights Shares and (if applicable) apply for Excess Rights Shares	<p>To accept the provisional allotment of 3,000 Rights Shares:-</p> <ol style="list-style-type: none"> 1. Accept his entire provisional allotment of 3,000 Rights Shares and (if applicable) apply for Excess Rights Shares by way of an Electronic Application through an ATM as described in this Offer Information Statement not later than 9.30 p.m. on 13 April 2009 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or

2. Complete the ARE in accordance with the instructions contained in this Offer Information Statement for the full provisional allotment of 3,000 Rights Shares and (if applicable) the number of Excess Rights Shares applied for and forward the ARE together with a single remittance for S\$390 (or, if applicable, such higher amount in respect of the total number of Rights Shares accepted and Excess Rights Shares applied for) by way of a banker's draft or cashier's order drawn in Singapore currency on a bank in Singapore and made payable to "**CDP – JASPER RIGHTS ISSUE ACCOUNT**" and crossed "**NOT NEGOTIABLE, A/C PAYEE ONLY**" for the full amount due on acceptance and (if applicable) excess application, by hand to **JASPER INVESTMENTS LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, 4 SHENTON WAY, #02-01, SGX CENTRE 2, SINGAPORE 068807** or by post, at his own risk, in the self-addressed envelope provided to **JASPER INVESTMENTS LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147** so as to arrive not later than 5.00 p.m. on 13 April 2009 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) and with the name and Securities Account number of the Entitled Depositor written on the reverse side. No combined banker's draft or cashier's order for different Securities Accounts or other mode of payment will be accepted.

- (b) Accept a portion of his provisional allotment of Rights Shares, for example his entitlement to 1,000 provisionally allotted Rights Shares, and reject the balance.

To accept the provisional allotment of 1,000 Rights Shares:

1. Accept the provisional allotment of 1,000 Rights Shares by way of an Electronic Application through an ATM as described in this Offer Information Statement not later than 9.30 p.m. on 13 April 2009 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or
2. Complete the ARE in accordance with the instructions contained in this Offer Information Statement for the provisional allotment of 1,000 Rights Shares and forward the ARE together with a single remittance for S\$130 in the prescribed manner described in alternative (a)(2) above to CDP so as to arrive not later than 5.00 p.m. on 13 April 2009 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

The balance of the provisional allotment of 2,000 Rights Shares which are not accepted by the Entitled Depositor will automatically lapse and cease to be available for acceptance by that Entitled Depositor if an acceptance is not made through an ATM by 9.30 p.m. on 13 April 2009 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) or if an acceptance is not made through CDP by 5.00 p.m. on 13 April 2009 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

(c) Accept a portion of his provisional allotment of Rights Shares, for example his entitlement to 1,000 provisionally allotted Rights Shares, and trade the balance on the SGX-ST

To accept the provisional allotment of 1,000 Rights Shares:

1. Accept the provisional allotment of 1,000 Rights Shares by way of an Electronic Application through an ATM as described in this Offer Information Statement not later than 9.30 p.m. on 13 April 2009 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or
2. Complete the ARE in accordance with the instructions contained in this Offer Information Statement for the provisional allotment of 1,000 Rights Shares, and forward the ARE together with a single remittance for S\$130 in the prescribed manner described in alternative (a)(2) above to CDP, so as to arrive not later than 5.00 p.m. on 13 April 2009 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

The balance of the provisional allotments of 2,000 Rights Shares may be traded on the SGX-ST during the provisional allotment trading period. Entitled Depositors should note that the provisional allotments of Rights Shares will be tradeable in the ready market, with each board lot comprising provisional allotments of 1,000 Rights Shares, and or any other board lot which the SGX-ST may require during the provisional allotment trading period.

5. TIMING AND OTHER IMPORTANT INFORMATION

5.1 Timing

The last time and date for acceptances and (if applicable) excess applications and payment for the Rights Shares is:

- **5.00 P.M. ON 13 APRIL 2009 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY) IF ACCEPTANCE AND (IF APPLICABLE) EXCESS APPLICATION AND PAYMENT FOR THE RIGHTS SHARES IS MADE THROUGH CDP; AND**

- **9.30 P.M. ON 13 APRIL 2009 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY) IF ACCEPTANCE AND (IF APPLICABLE) EXCESS APPLICATION AND PAYMENT FOR THE RIGHTS SHARES IS MADE THROUGH AN ATM.**

If acceptance and payment for the Rights Shares in the prescribed manner as set out in the ARE or ARS (as the case may be) and this Offer Information Statement is not received through an ATM by **9.30 p.m. on 13 April 2009** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) or through CDP by **5.00 p.m. on 13 April 2009** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company) from any Entitled Depositor or Purchaser, the provisional allotments of Rights Shares shall be deemed to have been declined and shall forthwith lapse and become void, and such provisional allotments not so accepted will be used to satisfy excess applications, if any, or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. All monies so received will be returned by CDP on behalf of the Company to the Entitled Depositors or the Purchasers, as the case may be, without interest or any share of revenue or other benefit arising therefrom, by ordinary post or such other manner as may be agreed with CDP for the payment of cash distributions (where acceptance is through CDP) or by crediting their accounts with the relevant Participating Banks (where acceptance is through Electronic Application at the ATMs) and at the Entitled Depositors' or the Purchasers' own risk.

If any Entitled Depositor or Purchaser is in any doubt as to the action he should take, he should consult his stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

5.2 Appropriation

Without prejudice to paragraph 1.3 of this Appendix A, an Entitled Depositor should note that:

- (a) by accepting his provisional allotment of Rights Shares and/or applying for Excess Rights Shares, he acknowledges that, in the case where:
 - (i) the amount of remittance (if any) payable to the Company as per the instructions received by CDP whether under the ARE, the ARS and/or in any other application form for Rights Shares differs from the amount actually received by CDP, or
 - (ii) the amount as stated in Sections (A) and (B) in the ARE, the ARS and/or in any other application form for Rights Shares differs from the amount received by CDP, or otherwise payable by him in respect of his acceptance of the Rights Shares and (if applicable) in respect of his application for the Excess Rights Shares,

the Company and/or CDP shall be entitled to determine and appropriate all amounts received by CDP on the Company's behalf for each application on its own whether under the ARE, the ARS and/or any other application form for Rights Shares as follows: firstly, towards payment of all amounts payable in respect of his acceptance of the Rights Shares; and secondly, (if applicable) towards payment of all amounts payable in respect of his application for Excess Rights Shares. The determination and appropriation by the Company and CDP shall be conclusive and binding; and

- (b) in the event that the Entitled Depositor accepts the Rights Shares by way of the ARE and/or the ARS and/or has applied for Excess Rights Shares by way of the ARE and also by way of an Electronic Application, the Company and/or CDP shall be authorised and entitled to accept his instructions in whichever mode or combination as the Company and/or CDP may, in their absolute discretion, deem fit. Without prejudice to the generality of the foregoing, in such a case, the Entitled Depositor

shall be regarded as having irrevocably authorised the Company and/or CDP to apply all amounts received whether under the ARE, the ARS and/or any other acceptance and/or application for Rights Shares (including an Electronic Application) which he has authorised or deemed to have authorised to apply towards the payment for acceptance of the Rights Shares and/or application for Excess Rights Shares in whichever mode or combination as the Company and/or CDP may, in their absolute discretion, deem fit.

5.3 Application for Excess Rights Shares

The Excess Rights Shares are available for application subject to the terms and conditions contained in the ARE, this Offer Information Statement and (if applicable) the Memorandum and Articles of Association of the Company. Applications for Excess Rights Shares will, at the Directors' absolute discretion, be satisfied from such Rights Shares as are not validly taken up by Entitled Shareholders or their renounee(s), the Purchaser(s) of the provisional allotments of Rights Shares, together with the aggregated fractional entitlements to the Rights Shares, any unsold "nil-paid" provisional allotments of Rights Shares (if any) of Foreign Shareholders and any Rights Shares that are otherwise not allotted for whatever reason in accordance with the terms and conditions contained in the ARE and this Offer Information Statement. In the event that applications are received by the Company for more Excess Rights Shares than are available, the Excess Rights Shares available will be allotted in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. The Company reserves the right to refuse any application for Excess Rights Shares in whole or in part without assigning any reason whatsoever for such refusal. CDP takes no responsibility for any decision that the Directors may make.

If no Excess Rights Shares are allotted or if the number of Excess Rights Shares allotted is less than that applied for, the amount paid on application or the surplus application monies, as the case may be, will be refunded to such Entitled Depositors without interest or any share of revenue or other benefit arising therefrom within 14 days after the Closing Date, by crediting their accounts with the relevant Participating Banks at their own risk (if they accept by way of an Electronic Application), the receipt by such bank being a good discharge to the Company, the Manager and CDP for their obligations, if any, or by means of a crossed cheque drawn on a bank in Singapore and sent to them by ORDINARY POST AT THEIR OWN RISK or in such other manner as he/they may have agreed with CDP for the payment of any cash distributions (if they accept through CDP).

5.4 Deadlines

It should be particularly noted that unless:

- (a) acceptance of the provisional allotment of Rights Shares is made by the Entitled Depositors or the Purchasers (as the case may be) by way of an Electronic Application through an ATM and payment of the full amount payable for such Rights Shares is effected by **9.30 p.m. on 13 April 2009** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company); or
- (b) acceptance and payment in Singapore currency in the form of a banker's draft or cashier's order drawn on a bank in Singapore and made payable to "**CDP – JASPER RIGHTS ISSUE ACCOUNT**" and crossed "**NOT NEGOTIABLE, A/C PAYEE ONLY**" for the full amount due on acceptance and/or application and with the names and Securities Account numbers of the Entitled Depositors or the Purchasers (as the case may be) clearly written on the reverse side is submitted by hand to **JASPER INVESTMENTS LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, 4 SHENTON WAY, #02-01, SGX CENTRE 2, SINGAPORE 068807** or by post in the self-addressed envelope provided, at the sender's own risk, to **JASPER INVESTMENTS LIMITED C/O THE CENTRAL DEPOSITORY (PTE) LIMITED, ROBINSON ROAD POST OFFICE, P.O. BOX 1597, SINGAPORE 903147** by **5.00 p.m. on 13 April 2009** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company),

the provisional allotment of Rights Shares will be deemed to have been declined and shall forthwith lapse and become void. All monies so received will be returned to the Entitled Depositors or the Purchasers (as the case may be) without interest or any share of revenue or other benefit arising therefrom BY ORDINARY POST or in such other manner as they may have agreed with CDP for the payment of any cash distributions (where acceptance is through CDP) or by crediting their accounts with the relevant Participating Banks (where acceptance is through Electronic Application at the ATMs), and at the Entitled Depositors' or the Purchasers' (as the case may be) own risk within 14 days after the Closing Date.

ACCEPTANCES ACCOMPANIED BY ANY OTHER FORM OF PAYMENT (INCLUDING PERSONAL CHEQUES, POSTAL ORDERS OR MONEY ORDERS ISSUED BY A POST OFFICE IN SINGAPORE) WILL NOT BE ACCEPTED.

**ADDITIONAL TERMS AND CONDITIONS FOR ELECTRONIC APPLICATIONS
THROUGH ATMS OF PARTICIPATING BANKS**

The procedures for Electronic Applications at ATMs of the Participating Banks are set out on the ATM screens of the relevant Participating Banks (the “Steps”).

Please read carefully the terms of this Offer Information Statement, the Steps, and the terms and conditions for Electronic Applications set out below before making an Electronic Application. An ATM card issued by one Participating Bank cannot be used in respect of the acceptance and (if applicable) excess application for Rights Shares at an ATM belonging to other Participating Banks. Any Electronic Application which does not strictly conform to the instructions set out on the screens of the ATM through which the Electronic Application is made will be rejected.

Any reference to the “**Applicant**” in the terms and conditions for Electronic Applications and the Steps shall mean the Entitled Depositor or the purchaser of the provisional allotment of Rights Shares who accepts or (as the case may be) applies for the Rights Shares through an ATM of a Participating Banks. An Applicant must have an existing bank account with, and be an ATM cardholder of, one of the Participating Banks before he can make an Electronic Application at the ATM of that Participating Bank. The actions that the Applicant must take at ATMs of the Participating Banks are set out on the ATM screens of the relevant Participating Banks. Upon the completion of his Electronic Application transaction, the Applicant will receive an ATM transaction slip (“**Transaction Record**”), confirming the details of his Electronic Application. The Transaction Record is to be retained by the Applicant and should not be submitted with any ARE or ARS.

An Applicant, including one who has a joint bank account with a Participating Bank, must ensure that he enters his own Securities Account number when using the ATM card issued to him in his own name. Using his own Securities Account number with an ATM card which is not issued to him in his own name will render his acceptance/application liable to be rejected.

The Electronic Application shall be made on, and subject to, the terms and conditions of this Offer Information Statement, including but not limited to the terms and conditions appearing below.

1. In connection with his Electronic Application for the Rights Shares, the Applicant is required to confirm statements to the following effect in the course of activating the ATM for his Electronic Application:
 - (a) **that he has received a copy of this Offer information Statement and has read, understood and agreed to all the terms and conditions of acceptance and (if applicable) application for the Rights Shares and this Offer Information Statement prior to effecting the Electronic Application and agrees to be bound by the same; and**
 - (b) **that he consents to the disclosure of his name, NRIC/passport number, address, nationality, Securities Account number, CPF Investment Account number and application details (“Relevant Particulars”) from his account with that Participating Bank to the Share Registrar, Securities Clearing & Computer Services (Pte) Ltd, CDP, the CPF Board, the SGX-ST, the Company and the Manager (the “Relevant Parties”).**

His application will not be successfully completed and cannot be recorded as a completed transaction in the ATM unless he presses the “**Enter**” or “**OK**” or “**Confirm**” or “**Yes**” key. By doing so, the Applicant shall be treated as signifying his confirmation of each of the two (2) statements above. In respect of statement 1(b) above, his confirmation, by pressing the “**Enter**” or “**OK**” or “**Confirm**” or “**Yes**” key, shall signify and shall be treated as his written permission, given in accordance with the relevant laws of Singapore, including Section 47(2) and the Third Schedule of the Banking Act, Chapter 19 of Singapore, to the disclosure by that Participating Bank of the Relevant Particulars to the Relevant Parties.

2. An Applicant may make an Electronic Application at an ATM of any Participating Bank for the Rights Shares using cash only by authorising such Participating Bank to deduct the full amount payable from his account with such Participating Bank.
3. The Applicant irrevocably agrees and undertakes to subscribe for and to accept up to the aggregate of the number of Rights Shares provisionally allotted and Excess Rights Shares applied for as stated on the Transaction Record or the number of provisionally allotted Rights Shares standing to the credit of his Securities Account as at the Closing Date. In the event that the Company decides to allot any lesser number of such Excess Rights Shares or not to allot any Excess Rights Shares to the Applicant, the Applicant agrees to accept the decision as final.
4. If the Applicant's Electronic Application is successful, his confirmation (by his action of pressing the "**Enter**" or "**OK**" or "**Confirm**" or "**Yes**" key on the ATM) of the number of Rights Shares accepted and/or Excess Rights Shares applied for shall signify and shall be treated as his acceptance of the number of Rights Shares accepted and/or Excess Rights Shares applied for that may be allotted to him.
5. In the event that the Applicant accepts the Rights Shares by way of the ARE and/or the ARS (as the case may be) and by Electronic Application through an ATM, CDP shall be authorised and entitled to accept the Applicant's instructions in whichever mode or a combination thereof as it may, in its absolute discretion, deem fit. In determining the number of Rights Shares that the Applicant has validly given instructions to accept, the Applicant shall be deemed to have irrevocably given instructions to accept the lesser of the number of provisionally allotted Rights Shares that are standing to the credit of his Securities Account as at the Closing Date and the aggregate number of Rights Shares which have been accepted by the Applicant by way of the ARE and/or ARS (as the case may be) and by Electronic Application through an ATM. CDP, in determining the number of Rights Shares that the Applicant has validly given instructions to accept, shall be authorised and entitled to have regard to the aggregate amount of payment received for the acceptances, whether by way of banker's draft or cashier's order drawn on a bank in Singapore accompanying the ARE and/or the ARS and/or by way of acceptance through Electronic Application through an ATM.
6. If applicable, in the event that the Applicant applies for Excess Rights Shares both by way of the ARE and by way of an Electronic Application through an ATM, CDP shall be authorised and entitled to accept the Applicant's instructions in whichever mode or a combination thereof as it may, in its absolute discretion, deem fit. In determining the number of Excess Rights Shares which the Applicant has validly given instructions for the application for, the Applicant shall be deemed to have irrevocably given instructions to apply for and agreed to accept such number of Excess Rights Shares not exceeding the aggregate number of Excess Rights Shares for which he has applied by way of the ARE and by way of Electronic Application through an ATM. CDP, in determining the number of Excess Rights Shares which the Applicant has given valid instructions for application for, shall be authorised and entitled to have regard to the aggregate amount of payment received for the application for the Excess Rights Shares, whether by way of banker's draft or cashier's order drawn on a bank in Singapore accompanying the ARE or by way of Electronic Application through an ATM.
7. The Applicant irrevocably requests and authorises the Company to:
 - (a) register or to procure the registration of the Rights Shares allotted to the Applicant in the name of CDP for deposit into his Securities Account;
 - (b) return (without interest or any share of revenue or other benefit arising therefrom) the acceptance/application monies, should his Electronic Application for Rights Shares and/or Excess Rights Shares not be accepted by the Company for any reason, by automatically crediting the Applicant's bank account with his Participating Bank with the relevant amount within 14 days after the Closing Date; and

- (c) return (without interest or any share of revenue or other benefit arising therefrom) the balance of the application monies, should his Electronic Application for Excess Rights Shares be accepted in part only, by automatically crediting the Applicant's bank account with his Participating Bank with the relevant amount within 14 days after the Closing Date.
8. **BY MAKING AN ELECTRONIC APPLICATION, THE APPLICANT CONFIRMS THAT HE IS NOT ACCEPTING/APPLYING FOR THE RIGHTS SHARES AS A NOMINEE OF ANY OTHER PERSON.**
9. The Applicant irrevocably agrees and acknowledges that his Electronic Application is subject to risks of electrical, electronic, technical and computer-related faults and breakdowns, fires, acts of God, mistakes, losses and theft (in each case whether or not within the control of the Company, CDP, the Participating Banks or the Manager), and any other events beyond the control of the Company, CDP, the Participating Banks or the Manager and if, in any such event, the Company, CDP, the Participating Banks or the Manager do not record or receive the Applicant's Electronic Application by the Closing Date, or data relating to the Applicant's Electronic Application or the tape containing such data is lost, corrupted, destroyed or not otherwise accessible, whether wholly or partially for whatever reason, the Applicant shall be deemed **not** to have made an Electronic Application and the Applicant shall have no claim whatsoever against the Company, CDP, the Participating Banks or the Manager for any purported acceptance of the Rights Shares and (if applicable) application for the Excess Rights Shares, or for any compensation, loss or damage in connection therewith or in relation thereto.
10. **Electronic Applications may only be made at the ATMs of the Participating Banks from Mondays to Saturdays (excluding public holidays) between 7.00 a.m. to 9.30 p.m..**
11. Electronic Applications shall close at **9.30 p.m. on 13 April 2009** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).
12. All particulars of the Applicant in the records of his Participating Bank at the time he makes his Electronic Application shall be deemed to be true and correct and the relevant Participating Bank and the Relevant Parties shall be entitled to rely on the accuracy of such particulars. If there has been any change in the particulars of the Applicant after the time of the making of his Electronic Application, the Applicant shall promptly notify his Participating Bank.
13. The Applicant must have sufficient funds in his bank account(s) with his Participating Bank at the time he makes his Electronic Application, failing which his Electronic Application will not be completed. Any Electronic Application made at the ATMs of the Participating Banks that does not strictly conform to the instructions set out on the ATM screens of such Participating Banks will be rejected.
14. Where an Electronic Application is not accepted, it is expected that the full amount of the acceptance/application monies will be refunded in S\$ (without interest or any share of revenue or other benefit arising therefrom) to the Applicant by being automatically credited to the Applicant's account with the relevant Participating Bank within 14 days after the Closing Date. An Electronic Application may also be accepted in part, in which case the balance amount of acceptance/application monies will be refunded on the same terms.
15. In consideration of the Company arranging for the Electronic Application facility through the ATMs of the Participating Banks and agreeing to close the Rights Issue at **9.30 p.m. on 13 April 2009** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), and by making and completing an Electronic Application, the Applicant agrees that:
- (a) his Electronic Application is irrevocable (whether or not, to the extent permitted by law, any amendment to this Offer Information Statement or replacement or supplementary document is lodged with the Authority);

- (b) his Electronic Application, the acceptance by the Company and the contract resulting therefrom shall be governed by and construed in accordance with the laws of Singapore and he irrevocably submits to the exclusive jurisdiction of the Singapore courts;
 - (c) none of the Company, CDP, the Participating Banks or the Manager shall be liable for any delays, failures or inaccuracies in the recording, storage or in the transmission or delivery of data relating to his Electronic Application to the Company, CDP, the Participating Banks or the Manager due to a breakdown or failure of transmission, delivery or communication facilities or any risks referred to in paragraph 9 above or to any cause beyond their respective controls;
 - (d) he will not be entitled to exercise any remedy of rescission or misrepresentation at any time after acceptance of the provisionally allotted Rights Shares and (if applicable) acceptance of his application for Excess Rights Shares;
 - (e) in respect of the Rights Shares for which his Electronic Application has been successfully completed and not rejected, acceptance of the Applicant's Electronic Application shall be constituted by written notification by or on behalf of the Company and not otherwise, notwithstanding any payment received by or on behalf of the Company; and
 - (f) unless expressly provided to the contrary in this Offer Information Statement or the Electronic Application with respect to enforcement against the Applicant, a person who is not a party to any contracts made pursuant to this Offer Information Statement or the Electronic Application has no rights under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore to enforce any term of such contracts. Notwithstanding any term contained in this Offer Information Statement or the Electronic Application, the consent of any third party is not required for any subsequent agreement by the Relevant Parties to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.
16. The Applicant should ensure that his personal particulars as recorded by both CDP and the relevant Participating Banks are correct and identical. Otherwise, his Electronic Application may be liable to be rejected. The Applicant should promptly inform CDP of any change in his address, failing which the notification letter on successful allotment and other correspondence will be sent to his address last registered with CDP.
17. The existence of a trust will not be recognised. Any Electronic Application by an Applicant must be made in his own name and without qualification. The Company will reject any application by any person acting as nominee.
18. In the event that the Applicant accepts or subscribes for the provisionally allotted Rights Shares or (if applicable) applies for Excess Rights Shares, as the case may be, by way of the ARE and/or the ARS and/or by way of Electronic Application through any ATM, the provisionally allotted Rights Shares and/or Excess Rights Shares will be allotted in such manner as the Company or CDP may, in their absolute discretion, deem fit and the surplus acceptance and (if applicable) application monies, as the case may be, will be refunded without interest or any share of revenue or other benefit arising therefrom, within 14 days after the Closing Date by any one or a combination of the following:
- (a) by means of a crossed cheque sent BY ORDINARY POST at his own risk to his mailing address as maintained with CDP or in such other manner as he may have agreed with CDP for the payment of any cash distributions if he accepts and (if applicable) applies through CDP; and

- (b) crediting the Applicant's bank account with the Participating Bank at his own risk if he accepts and (if applicable) applies through an ATM.

19. The Applicant hereby acknowledges that, in determining the total number of Rights Shares represented by the provisional allotments of Rights Shares which he can validly accept, CDP, the Company and the Manager are entitled and the Applicant hereby authorises the Company, CDP and the Manager to take into consideration:

- (a) the total number of Rights Shares represented by the provisional allotment of Rights Shares that the Applicant has validly accepted, whether under the ARE, ARS or any other form of application (including Electronic Application through an ATM) for the Rights Shares;
- (b) the total number of Rights Shares represented by the provisional allotment of Rights Shares standing to the credit of the Applicant's Securities Account which is available for acceptance; and
- (c) the total number of Rights Shares represented by the provisional allotment of Rights Shares which has been disposed of by the Applicant.

The Applicant hereby acknowledges that CDP's, the Company's and the Manager's determination shall be conclusive and binding on him.

20. The Applicant irrevocably requests and authorises CDP to accept instructions from the Participating Bank through whom the Electronic Application is made in respect of the provisional allotment of Rights Shares accepted by the Applicant and (if applicable) the Excess Rights Shares which the Applicant has applied for.

21. With regard to any application which does not conform strictly to the instructions set out under the Offer Information Statement, the ARE, the ARS, the PAL and/or any other application form for the Rights Shares in relation to the Rights Issue or which does not comply with the instructions for Electronic Application or with the terms and conditions of the Offer Information Statement, or in the case of an application by the ARE, the ARS, the PAL and/or any other application form for the Rights Shares in relation to the Rights Issue which is illegible, incomplete, incorrectly completed or which is accompanied by an improperly or insufficiently drawn remittance, the Company may, at its absolute discretion, reject or treat as invalid any such application or present for payment or other processes all remittances at any time after receipt in such manner as it may deem fit.

22. The Company and the CDP shall be entitled to process each application submitted for the acceptance of Rights Shares, and where applicable, application of Excess Rights Shares in relation to the Rights Issue and the payment received in relation thereto, pursuant to such application, by an Entitled Shareholder, on its own, without regard to any other application and payment that may be submitted by the same Entitled Shareholder. For the avoidance of doubt, insufficient payment for an application may render the application invalid; evidence of payment (or overpayment) shall not constitute, or be construed as, an affirmation of such invalid application and (if applicable) application for Excess Rights Shares.

PROCEDURES FOR ACCEPTANCE, PAYMENT, SPLITTING, RENUNCIATION AND EXCESS APPLICATION BY ENTITLED SCRIPHOLDERS

1. INTRODUCTION

1.1 Entitled Scripholders are entitled to receive this Offer Information Statement together with the following documents which are enclosed with, and are deemed to form part of this Offer Information Statement:

PAL incorporating:

Form of Acceptance	FORM A
Request for Splitting	FORM B
Form of Renunciation	FORM C
Form of Nomination	FORM D
Excess Rights Shares Application Form	FORM E

1.2 The provisional allotments of the Rights Shares and application for Excess Rights Shares are governed by the terms and conditions of this Offer Information Statement, (if applicable) the Memorandum and Articles of Association of the Company and the enclosed PAL. The number of Rights Shares provisionally allotted to Entitled Scripholders is indicated in the PAL (fractional entitlement(s), if any, having been disregarded). Entitled Scripholders may accept their provisional allotments in full or in part and are eligible to apply for Rights Shares in excess of their entitlements under the Rights Issue. Full instructions for the acceptance of and payment for the Rights Shares provisionally allotted to Entitled Scripholders and the procedures to be adopted should they wish to renounce, transfer or split all or part of their provisional allotments are set out in the PAL.

1.3 THE FULL AMOUNT PAYABLE FOR THE RELEVANT NUMBER OF RIGHTS SHARES ACCEPTED/APPLIED FOR WILL BE ROUNDED UP TO THE NEAREST WHOLE CENT, IF APPLICABLE.

1.4 With regard to any application which does not conform strictly to the instructions set out under the Offer Information Statement, the ARE, the ARS, the PAL and/or any other application form for the Right Shares in relation to the Rights Issue or with the terms and conditions of the Offer Information Statement, or in the case of an application by the ARE, the ARS, the PAL and/or any other application form for the Rights Shares in relation to the Rights Issue which is illegible, incomplete, incorrectly completed or which is accompanied by an improperly or insufficiently drawn remittance, the Company may, at its absolute discretion, reject or treat as invalid any such application or present for payment or other processes all remittances at any time after receipt in such manner as it may deem fit.

1.5 The Company and the Share Registrar shall be entitled to process each application submitted for the acceptance of Rights Shares, and where applicable, application of Excess Rights Shares in relation to the Rights Issue and the payment received in relation thereto, pursuant to such application, by an Entitled Scripholder, on its own, without regard to any other application and payment that may be submitted by the same Entitled Scripholder. For the avoidance of doubt, insufficient payment for an application may render the application invalid; evidence of payment (or overpayment) in other applications shall not constitute, or be construed as, an affirmation of such invalid application and (if applicable) application for Excess Rights Shares.

1.6 Entitled Scripholders should note that all dealings in and transactions of the provisional allotments of Rights Shares through the SGX-ST will be effected under the book-entry (scripless) settlement system. Accordingly, the PALs will not be valid for delivery pursuant to trades done on the SGX-ST.

- 1.7 Unless expressly provided to the contrary in this Offer Information Statement and/or the PAL with respect to enforcement against Entitled Scripholders or their renounees, a person who is not a party to any contract made pursuant to this Offer Information Statement and/or the PAL has no rights under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore, to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

2. FORM OF ACCEPTANCE (FORM A)

2.1 Acceptance

An Entitled Scripholder who wishes to accept his entire provisional allotment of Rights Shares or to accept any part of it and decline the balance should:-

- (a) complete Form A for the number of Rights Shares which he wishes to accept; and
- (b) forward the PAL at his own risk, in its entirety, duly completed and signed, together with payment in the prescribed manner to **JASPER INVESTMENTS LIMITED C/O THE SHARE REGISTRAR, BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD., 3 CHURCH STREET #08-01 SAMSUNG HUB, SINGAPORE 049483** so as to arrive not later than **5.00 p.m. on 13 April 2009** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

2.2 Insufficient Payment

If:

- (a) no remittance is attached for the full amount that is payable for the provisional allotment of Rights Shares accepted by the Entitled Scripholder; or
- (b) the remittance submitted together with the PAL, is less than the full amount that is payable for the provisional allotment of Rights Shares accepted by the Entitled Scripholder;

in each case, the attention of the Entitled Scripholder is drawn to paragraph 2.3 of this Appendix C entitled "Appropriation" which sets out the circumstances and manner in which the Company and the Share Registrar shall be entitled to determine the number of Rights Shares which the Entitled Scripholder has given instructions to accept.

2.3 Appropriation

An Entitled Scripholder should note that by accepting his provisional allotment of Rights Shares, he acknowledges that, the Company and the Share Registrar, in determining the number of Rights Shares which the Entitled Scripholder has given instructions to accept, shall be authorised and entitled to have regard to the aggregate amount of payment received for the acceptance of Rights Shares, whether by way of cashier's order or banker's draft drawn on a bank in Singapore to be applied towards the payment of his acceptance of Rights Shares.

3. REQUEST FOR SPLITTING (FORM B) AND RENUNCIATION (FORM C)

- 3.1 Entitled Scripholders who wish to accept a portion of their provisional allotments of Rights Shares and renounce the balance of their provisional allotments of Rights Shares, or who wish to renounce all or part of their provisional allotments in favour of more than one person, should first, using Form B, request to have their provisional allotments under the PAL split into separate PALs (“**Split Letters**”) according to their requirements. The duly completed Form B together with the PAL, in its entirety, should then be returned to **JASPER INVESTMENTS LIMITED C/O THE SHARE REGISTRAR, BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD., 3 CHURCH STREET #08-01 SAMSUNG HUB, SINGAPORE 049483**, so as to arrive not later than **5.00 p.m. on 7 April 2009** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). Split Letters will then be issued to Entitled Scripholders in accordance with their request. No Split Letters will be issued to Entitled Scripholders if Form B is received after **5.00 p.m. on 7 April 2009** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).
- 3.2 The Split Letters representing the number of Rights Shares which Entitled Scripholders intend to renounce, may be renounced by completing Form C before delivery to the renounee. Entitled Scripholders should complete Form A of the Split Letter(s) representing that part of their provisional allotments they intend to accept, if any, and forward the said Split Letter(s) together with payment in the prescribed manner to **JASPER INVESTMENTS LIMITED C/O THE SHARE REGISTRAR, BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD., 3 CHURCH STREET #08-01 SAMSUNG HUB, SINGAPORE 049483**, so as to arrive not later than **5.00 p.m. on 7 April 2009** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).
- 3.3 An Entitled Scripholder who wishes to renounce his entire provisional allotment of Rights Shares in favour of one person, or renounce any part of it in favour of one person and decline the balance, should complete Form C for the number of Rights Shares which he wishes to renounce and deliver the PAL in its entirety to the renounee.
- 3.4 The renounee should complete and sign Form D and send Form D together with the PAL in its entirety, duly completed and signed, together with payment in the prescribed manner, to reach **JASPER INVESTMENTS LIMITED C/O THE SHARE REGISTRAR, BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD., 3 CHURCH STREET #08-01 SAMSUNG HUB, SINGAPORE 049483**, not later than **5.00 p.m. on 13 April 2009** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

4. PAYMENT

- 4.1 Payment in relation to the PALs must be made in Singapore currency in the form of a banker’s draft or cashier’s order drawn on a bank in Singapore and made payable to “**JASPER RIGHTS ISSUE ACCOUNT**” and crossed “**NOT NEGOTIABLE, A/C PAYEE ONLY**” with the name and address of the Entitled Scripholder or accepting party clearly written on the reverse side of the remittance. The completed PAL and remittance should be addressed and forwarded, at the sender’s own risk, to **JASPER INVESTMENTS LIMITED C/O THE SHARE REGISTRAR, BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD., 3 CHURCH STREET #08-01 SAMSUNG HUB SINGAPORE 049483** so as to arrive not later than **5.00 p.m. on 13 April 2009** or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). **NO OTHER FORM OF PAYMENT (INCLUDING THE USE OF PERSONAL CHEQUES, POSTAL ORDERS OR MONEY ORDERS ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.**

- 4.2 If acceptance and payment in the prescribed manner as set out in this Offer Information Statement and the PAL is not received by **5.00 p.m. on 13 April 2009** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), the provisional allotments of Rights Shares shall be deemed to have been declined and shall forthwith lapse and become void. Such provisional allotments of Rights Shares not so accepted will be used to satisfy excess applications, if any, or disposed of or dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. The Company will return all unsuccessful application monies received in connection therewith by ORDINARY POST and at the risk of the Entitled Scripholders or their renounee(s), as the case may be, without interest or any share of revenue or benefit arising therefrom within 14 days after the Closing Date.

5. APPLICATION FOR EXCESS RIGHTS SHARES

- 5.1 Entitled Scripholders who wish to apply for Excess Rights Shares in addition to those which have been provisionally allotted to them may do so by completing Form E and forwarding it with a **SEPARATE REMITTANCE** for the full amount payable in respect of the Excess Rights Shares applied for in the form and manner set out in paragraph 4 above, at their own risk, to **JASPER INVESTMENTS LIMITED C/O THE SHARE REGISTRAR, BOARDROOM CORPORATE & ADVISORY SERVICES PTE. LTD., 3 CHURCH STREET #08-01 SAMSUNG HUB SINGAPORE 049483**, so as to arrive not later than **5.00 p.m. on 13 April 2009** (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company). **NO OTHER FORM OF PAYMENT (INCLUDING THE USE OF PERSONAL CHEQUES, POSTAL ORDERS OR MONEY ORDERS ISSUED BY A POST OFFICE IN SINGAPORE) WILL BE ACCEPTED.**
- 5.2 Applications for Excess Rights Shares are subject to the terms and conditions contained in the PAL, Form E and this Offer Information Statement and (if applicable) the Memorandum and Articles of Association of the Company. Applications for Excess Rights Shares will, at the Directors' absolute discretion, be satisfied from such Rights Shares as are not validly taken up by the Entitled Shareholders, the unsold "nil-paid" provisional allotments (if any) of Foreign Shareholders, the aggregated fractional entitlements and any Rights Shares that are otherwise not allotted for any reason. In the event that applications are received by the Company for more Excess Rights Shares than are available, the Excess Rights Shares available will be allotted in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company. In the allotment of Excess Rights Shares, preference will be given to Shareholders for the rounding of odd lots, and Substantial Shareholders and Directors will rank last in priority. The Company reserves the right to refuse, in whole or in part, any application for Excess Rights Shares without assigning any reason therefor.
- 5.3 If no Excess Rights Shares are allotted to Entitled Scripholders or if the number of Excess Rights Shares allotted to them is less than that applied for, the amount paid on application for Excess Rights Shares or the surplus application monies, as the case may be, will be refunded to them by the Company without interest or any share of revenue or other benefit arising therefrom within 14 days of the Closing Date, BY ORDINARY RISK at their own risk.

6. GENERAL

- 6.1 No acknowledgements or receipts will be issued in respect of any acceptances, remittances or applications.
- 6.2 **Entitled Scripholders who are in any doubt as to the action they should take should consult their stockbroker, bank manager, solicitor, accountant or other professional adviser.**

- 6.3** Upon listing and quotation on the Official List of the SGX-ST, the Rights Shares, when issued, will be traded under the book-entry (scripless) settlement system. All dealings in and transactions (including transfers) of the Rights Shares effected through the SGX-ST and/or CDP shall be made in accordance with CDP's "Terms and Conditions for Operation of Securities Accounts with The Central Depository (Pte) Limited", as the same may be amended from time to time. Copies of the above are available from CDP.
- 6.4** **Entitled Scripholders and their renounees who wish to accept the Rights Shares provisionally allotted to them and (if applicable) apply for Excess Rights Shares, and who wish to trade the Rights Shares issued to them on the SGX-ST under the book entry (scripless) settlement system, should open and maintain Securities Accounts with CDP in their own names if they do not already maintain such Securities Accounts in order that the number of Rights Shares and, if applicable, the Excess Rights Shares that may be allotted to them can be credited by CDP into their Securities Accounts. Entitled Scripholders and their renounees who wish to accept and/or apply for the Excess Rights Shares and have their Rights Shares credited into their Securities Accounts must fill in their Securities Account numbers and/or NRIC/passport numbers (for individuals) or registration numbers (for corporations) in the relevant forms comprised in the PAL. Entitled Scripholders and their renounees who fail to fill in their Securities Account numbers and/or NRIC/passport numbers or registration numbers (for corporations) or who provide incorrect or invalid Securities Account numbers and/or NRIC/passport numbers or registration numbers (for corporations) or whose particulars provided in the forms comprised in the PAL differ from those particulars in their Securities Accounts currently maintained with CDP will be issued physical share certificates in their own names for the Rights Shares allotted to them and, if applicable, the Excess Rights Shares allotted to them. Such physical share certificates, if issued, will not be valid for delivery pursuant to trades done on the SGX-ST under the book entry (scripless) settlement system, although they will continue to be *prima facie* evidence of legal title.**
- 6.5** If the Entitled Scripholders' addresses stated in PAL are different from their addresses registered with CDP, they must inform CDP of their updated addresses promptly, failing which the notification letter, on successful allotments will be sent to their addresses last registered with CDP.
- 6.6** A holder of physical share certificate(s), or an Entitled Scripholder who has not deposited his share certificate(s) with CDP but who wishes to trade on the SGX-ST, must deposit with CDP his existing share certificate(s), together with the duly executed instrument(s) of transfer in favour of CDP, and have his Securities Account credited with the number of Rights Shares or Shares, as the case may be, before he can effect the desired trade.
- 6.7** **THE FINAL TIME AND DATE FOR ACCEPTANCES AND/OR APPLICATIONS AND PAYMENT FOR THE RIGHTS SHARES UNDER THE RIGHTS ISSUE IS 5.00 P.M. ON 13 APRIL 2009 (OR SUCH OTHER TIME(S) AND/OR DATE(S) AS MAY BE ANNOUNCED FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY).**

**LIST OF THE PARTICIPATING BANKS FOR ELECTRONIC APPLICATIONS
THROUGH ATMS**

1. DBS Bank Ltd (including POSB);
2. Oversea-Chinese Banking Corporation Limited; and
3. United Overseas Bank Limited and its subsidiary, Far Eastern Bank Limited.

The Directors collectively and individually accept responsibility for the accuracy of the information given in this Offer Information Statement and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the facts stated and opinions expressed in this Offer Information Statement are fair and accurate in all material respects as at the date of this Offer Information Statement and there are no material facts the omission of which would make any statement in this Offer Information Statement misleading in any material respect. Where information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Offer Information Statement.

For and on behalf of **JASPER INVESTMENTS LIMITED**

Seumas Dawes

Oscar Spieler

Geoffrey Yeoh

Heng Chiang Meng

Steven Simpson

David Chia

Dated this 26th day of March 2009.

