Prepared on: 18 August 2015

Offer of up to S$75,000,000 in Aggregate Principal Amount of 5-Year 5.25 Per Cent. Bonds due 2020 by Aspial Treasury Pte. Ltd. and Guaranteed by Aspial Corporation Limited[1]

Prior to making a decision to purchase the Bonds, you should carefully consider all the information contained in the OIS.[2] This Product Highlights Sheet ("PHS") should be read in conjunction with the OIS. You will be subject to various risks and uncertainties, including the potential loss of your entire principal amount invested. If you are in doubt as to investing in the Bonds, you should consult your investment, business, legal, tax, financial or other professional adviser.

This PHS is an important document.

- **It highlights the key information and risks relating to the offer of the Bonds contained in the OIS. It complements the OIS.**
- **You should not purchase the Bonds if you do not understand the nature of an investment in debt securities, our business or are not comfortable with the accompanying risks.**
- **If you wish to purchase the Bonds, you will need to make an application in the manner set out in the OIS. If you do not have a copy of the OIS, please contact us to ask for one.**

Issuer and Guarantor (if applicable)	Aspial Treasury Pte. Ltd. (the "**Issuer**") and Aspial Corporation Limited (the "**Guarantor**")	**Place of incorporation**	Singapore
Issue Price and denomination of the Bonds	S$1 per S$1 in principal amount of the Bonds (being 100 per cent. of the principal amount of the Bonds). The Bonds will be issued in registered form in denominations of S$1,000 each or in integral multiples thereof.	**Total amount to be raised in this offer**	Gross proceeds: Up to S$150,000,000. Net proceeds: Approximately S$72,813,000 (Assuming gross proceeds of S$75,000,000); Approximately S$146,672,000 (Assuming gross proceeds of S$150,000,000).
Description of the Bonds, including maturity date, tenure, coupon rate and frequency of coupon payments	Up to S$75,000,000 in aggregate principal amount of 5-year Bonds, with interest of 5.25 per cent. per annum, made in two payments on 28 February and 28 August of each year. The Bonds are expected to have an issue date of 28 August 2015 and are expected to mature on 28 August 2020. In the event of oversubscription in the Public Offer and/or the Placement, the issue size may be increased to up to S$150,000,000 in aggregate principal amount of the Bonds. The Offer is also subject to the Re-allocation and the Right to Cancel.	**Listing status of Issuer and the Bonds**	• Issuer – Not listed. • Guarantor – Primary Listing on the Main Board of SGX-ST since June 1999. • Bonds – Expected to be listed on the Main Board of SGX-ST from 31 August 2015. Trading will be in board lots of S$1,000 in principal amount of the Bonds.
Issue Manager(s) / Arranger(s)	DBS Bank Ltd.	**Underwriter(s)**	The Offer is not underwritten.
Credit rating of Issuer / Guarantor (if applicable) / the Bonds (if any) and Credit Rating Agencies	The Bonds, the Issuer and the Guarantor are not rated by any credit rating agency.	**Trustee / Registrar**	• Trustee: The Trust Company (Asia) Limited • Registrar: DBS Bank Ltd. • Paying Agent: DBS Bank Ltd.

[1] Subject to the Increase, the Re-allocation and the Right to Cancel.

[2] A printed copy of the OIS (together with this PHS) may be obtained on request, subject to availability, during operating hours from selected branches of DBS Bank (including POSB). A copy of each of the OIS and this PHS is also available on the MAS' OPERA website at <https://opera.mas.gov.sg/ExtPortal/>.

PRODUCT HIGHLIGHTS SHEET

INVESTMENT SUITABILITY

WHO IS THE INVESTMENT SUITABLE FOR?

The Bonds are only suitable for you if you:

- want regular income at a fixed rate rather than capital growth;
- want priority in payouts over share dividends in an insolvency situation;
- are prepared to lose your principal investment if we fail to repay the amount due under the Bonds; and
- are prepared to hold your investment for the full 5 years (i.e. until the Maturity Date), or to exit the Bonds only by sale in the secondary market which may be difficult or unprofitable.

There are further risks associated with an investment in the Bonds. Please refer to the section entitled "Risk Factors" of the OIS and in particular, the sub-section entitled "Risks Associated with an Investment in the Bonds" for a summary of the risks relating to an investment in the Bonds.

KEY FEATURES

Background Information on the Issuer

WHO ARE YOU INVESTING WITH? ***The Issuer*** We are a Singapore-incorporated company. Our principal activities are the provision of financial and treasury services to the Guarantor Group and the joint venture and associated entities of the Guarantor. Our board of directors comprises Koh Wee Seng, Ko Lee Meng and Koh Lee Hwee. As at the LPD, our issued and paid-up ordinary share capital is S$2, comprising two ordinary shares. We are a wholly-owned subsidiary of the Guarantor. ***The Guarantor*** The Guarantor is a Singapore-incorporated company and was listed on the Main Board of the SGX-ST in June 1999. With effect from 12 April 2001, the Guarantor changed its name from "Lee Hwa Holdings Limited" to "Aspial Corporation Limited". The Guarantor is an investment holding company that operates through its subsidiaries, which are principally engaged in a diversified portfolio of businesses: • **Real estate**: The Guarantor Group operates principally in Singapore but also has real estate business in Australia and Malaysia. The Guarantor Group's projects in Singapore include City Gate[3], Urban Vista[3], Parc Rosewood[3], The Hillford and Waterfront@Faber. The Guarantor Group is proposing to undertake a spin-off of its real estate business in Australia and Malaysia to be listed on the Catalist Board of the SGX-ST. Based on the representations made by the Guarantor, the SGX-ST has advised that it has no objection to the proposed spin-off, subject to the Guarantor complying with the SGX-ST's listing requirements. • **Jewellery**: As at the LPD, the Guarantor has a network of 53 jewellery retail stores in Singapore under its three main jewellery brands (Lee Hwa Jewellery, Goldheart Jewelry and CITIGEMS), and one retail store in Ho Chi Minh City, Vietnam. • **Financial service**: Through its subsidiary, Maxi-Cash Financial Services Corporation Ltd., which is listed on the Catalist Board of the SGX-ST, the Guarantor has, as at the LPD, a network of 40 pawnshops and retail outlets in Singapore. • **Other investments**: As at 31 March 2015, the Guarantor has direct and deemed interests of approximately 64.1 per cent. in LCD Global Investments Ltd. ("**LCD**"), which owns hospitality and real estate assets across Asia and the United Kingdom. The Guarantor's board of directors comprises Koh Wee Seng, Ko Lee Meng, Koh Lee Hwee, Wong Soon Yum, Kau Jee Chu and Ng Bie Tjin @ Djuniarti Intan. As at the LPD, the Guarantor's issued and paid-up ordinary share capital is S$215,872,203 (comprising 1,901,785,901 ordinary shares) and its market capitalisation is approximately S$700 million. As at the LPD, its substantial shareholders are MLHS Holdings Pte Ltd ("**MLHS**")[4], Koh Wee Seng, Ko Lee Meng and Koh Lee Hwee.	Further Information *Refer to the 16th Schedule section:* *- Part II, paragraph 1 on pages 65 to 66 of the OIS for more information on the directors;* *- Part IV, paragraphs 9(a) to (c) on pages 73 to 85 of the OIS for more information on the business of the Issuer and the Guarantor; and* *- Part IV, paragraphs 9(d) and 9(e) on pages 85 to 86 of the OIS for more information on the equity capital and substantial shareholders of the Issuer and the Guarantor.*
WHAT ARE YOU INVESTING IN? We are offering up to S$75,000,000 in aggregate principal amount of Bonds comprising the Public Offer and the Placement, subject to the Increase, the Re-allocation and the Right to Cancel. The issue price is S$1 per S$1 in principal amount of the Bonds (being 100 per cent. of the principal amount of the Bonds). You will receive interest on the Bonds from the Issue Date	*For more information on the Bonds, refer to:* *- the section entitled "Summary of the Offer and the Bonds" on*

[3] Joint venture developments with Fragrance Group Limited.

[4] The substantial shareholders of MLHS are Koh Wee Seng (47.00 per cent.), Ko Lee Meng (25.75 per cent.) and Koh Lee Hwee (20.25 per cent.). The directors of MLHS are Koh Wee Seng, Ko Lee Meng, Koh Wee Meng, Koh Lee Hwee and Tan Su Lan. Koh Wee Seng, Ko Lee Meng and Koh Lee Hwee are deemed interested in the 1,117,139,507 ordinary shares of the Guarantor held by MLHS by virtue of Section 7 of the Companies Act.

to the Maturity Date at a rate of 5.25 per cent. per annum, made in two payments on 28 February and 28 August of each year. We will redeem each Bond at its principal amount on the Maturity Date.

Our obligation to pay amounts due under the Bonds will be guaranteed by the Guarantor. However, the Bonds will not be secured by any underlying assets. The Bonds will rank equally with our other unsecured debt (other than debt prioritised by law). You will have the same rights as all our other present and future unsecured debt obligations in respect of bonds of the same class issued by us.

The Bonds will contain restrictions against, amongst other things, (a) creation of security over assets, (b) disposal of assets, (c) material change in business, and (d) re-organisation, by the Issuer, the Guarantor and (where applicable) the Guarantor Group, subject to certain carve-outs.

pages 8 to 14 of the OIS; and

- Terms and Conditions of the Bonds on pages 46 to 63 of the OIS.

Key Financial Information

The Issuer

We were incorporated on 3 July 2015 and have therefore not published any financial results.

The Guarantor

Key comprehensive income information of the Guarantor Group:

	FY2012 S$('000)	FY2013 S$('000)	FY2014 S$('000)	HY2015 S$('000)
Revenue	451,941	515,262	510,061	200,479
Profit before tax	79,042	100,996	61,669	1,590
Profit for the year/period	66,303	85,466	53,631	483
Total comprehensive income for the year/period, net of tax	66,303	85,466	50,597	(4,825)
Basic earnings per ordinary share (cents)	3.71	4.08	2.41	0.14

Key cash flow information of the Guarantor Group:

	FY2013 S$('000)	FY2014 S$('000)	HY2015 S$('000)
Net cash flows (used in)/ generated from operating activities	(188,477)	(184,535)	26,485
Net cash flows used in investing activities	(25,124)	(77,100)	(61,812)
Net cash flows from financing activities	234,307	277,793	55,267
Net increase in cash and cash equivalents	20,706	16,158	19,940
Cash and cash equivalents at end of year/period	67,461	83,619	103,559

Key balance sheet information of the Guarantor Group:

	FY2013 S$('000)	FY2014 S$('000)	HY2015 S$('000)
Total assets	1,275,583	1,646,261	1,662,420
Total liabilities	945,302	1,276,516	1,305,947
Net assets	330,281	369,745	356,473

The most significant factors contributing to the Guarantor Group's financial performance for each financial period are set out below.

FY2014 compared with FY2013:

- Revenue for FY2014 decreased marginally by 1.0 per cent. from S$515.3 million in FY2013 to S$510.1 million in FY2014 mainly due to lower progress recognition of sales from its property business. Profit before tax decreased by S$39.3 million from S$101.0 million in FY2013 to S$61.7 million in FY2014 due to higher sales and marketing expenses incurred by the property business and exchange losses due to the decline in Australian currency.
- Net cash used in operating activities for FY2014 was S$184.5 million compared to S$188.5 million in FY2013. This was mainly attributable to an increase in development properties which was mainly due to acquisition of land for development in Australia.

HY2015 compared with HY2014:

- Revenue decreased by 19.5 per cent. to S$200.5 million in HY2015 as compared to S$249.0 million in HY2014. The decrease was due to lower revenue from the real estate business and the jewellery business. Profit before tax decreased by 96.4 per cent. to S$1.6 million in HY2015 as compared to S$44.9 million in HY2014. The lower profit before tax was mainly due to lower profit from the real estate business and the absence of a revaluation gain of S$25.1 million on its investment properties recognised in HY2014.
- The Guarantor Group had taken into account the following costs amounting to S$16.7

For more information on the financial performance of the Guarantor, refer to:

- 16th Schedule section, Part V, paragraphs 1 to 8 on pages 88 to 94 of the OIS; and

- Appendices A to D on pages A-1 to D-13 of the OIS.

million for HY2015:

(i) foreign exchange loss of S$6.5 million (largely unrealised) due to the decline in Australian and Malaysian currencies;

(ii) sales and marketing expenditure of S$8.9 million for the global launch of Australia 108 and Avant in Melbourne and the building of a sales gallery and the preparation of marketing materials for the Nova 8 project in Cairns, and marketing expenditure for Waterfront@Faber and City Gate in Singapore; and

(iii) a one-off cost of about S$1.3 million relating to the voluntary conditional cash offer for the shares in LCD through its 50 per cent.-owned joint venture company, AF Global Pte. Ltd. ("**AFG**").

Excluding the above costs, the Guarantor Group's profit before tax would have been S$18.3 million in HY2015.

- Total comprehensive income for HY2015 was negative due to the lower profit registered and the decrease in other comprehensive income (all the components of which are unrealised) resulting from decreases in (i) net fair value of available-for-sale financial assets, (ii) foreign exchange translation and (iii) share of other comprehensive income of associates and joint ventures.
- Net cash generated from operating activities for HY2015 was S$26.5 million compared to net cash used in operating activities of S$95.9 million for HY2014, mainly due to the decrease in development properties and inventories and the increase in trade and other payables. The decrease in development properties was mainly due to the sale of the property at 383 King Street, Melbourne.

The above factors are not the only factors contributing to the Guarantor Group's financial performance in FY2013, FY2014 and HY2015. Please refer to the OIS for the other factors.

Trends, Uncertainties, Demands, Commitments or Events Reasonably Likely to have a Material Effect

For more information, refer to the 16th Schedule section, Part V, paragraph 9 on pages 94 to 96 of the OIS.

Real estate business

The private residential property market in Singapore continued to be weak with another quarterly price decline in HY2015. Despite the declining prices and transaction volume for private residential properties in Singapore, the Guarantor Group continues to record encouraging sales for its projects.

The real estate business is expected to continue to contribute significantly to the Guarantor Group's revenue and profitability due to the following reasons:

- based on the units sold in its property development projects as at 6 August 2015, the Guarantor Group has locked in total revenue of about S$620 million in Singapore which will be progressively recognised using the percentage of completion method.
- the Guarantor Group has locked in more than A$1,050 million of sales revenue from the Australia 108 and Avant projects as at 6 August 2015. The revenue will be recognised upon the completion of the projects.
- at current market prices, the potential sales revenue from the Guarantor Group's remaining local and overseas property development projects is estimated to be in excess of S$2.0 billion as at 6 August 2015.

Jewellery business

The Guarantor Group is cautiously optimistic that consumer sentiments will remain positive as the Singapore economy is expected to grow in 2015.

Financial service business

The Guarantor Group believes that the introduction of the Pawnbrokers Act 2015 is expected to benefit the industry in the longer term with increased transparency and accountability. While the Guarantor Group expects the business environment for the provision of financial services to remain competitive, its branding and sales and marketing efforts, coupled with its modern, professional and innovative business approach, are expected to continue to drive its growth for this business segment in 2015.

Other investments

The Guarantor Group, through its joint venture company, AFG, made a voluntary conditional cash offer for shares in LCD in January 2015. The Guarantor Group, through AFG, is undertaking a review of LCD's businesses and will consider and explore options and opportunities for LCD.

Save as disclosed in the OIS, we and Guarantor are not aware of any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on our and the Guarantor Group's respective net sales or revenues, profitability, liquidity or capital resources, or that would cause financial information disclosed in the OIS to be not necessarily indicative of our and the Guarantor Group's respective future operating results or financial condition in respect of the current financial year.

Use of Proceeds

The net proceeds from the Offer are presently intended to be used for general corporate funding requirements (including the refinancing of existing borrowings), working capital and capital expenditure requirements, and investments, of the Issuer, the Guarantor, the Guarantor Group and the joint venture and associated entities of the Guarantor Group. We set out below our estimate of the allocation of the gross proceeds expected to be raised from the Offer.

For more information, refer to the 16th Schedule section, Part IV, paragraphs 2 to 7 on pages 70 to 73 of the OIS.

In the event that the gross proceeds raised from the Offer is S$75,000,000 (assuming that S$50,000,000 in aggregate principal amount of Bonds is issued through the Public Offer and S$25,000,000 in aggregate principal amount of Bonds is issued through the Placement):

Details of utilisation	S$ (million)	Allocation for each S$1.00 of gross proceeds raised (%)
(1) Net proceeds	72.8	97.08
(2) Costs and expenses associated with the Offer and issue of the Bonds	2.2	2.92
Total	75.0	100.00

In the event that the gross proceeds raised from the Offer is S$150,000,000 (assuming that S$125,000,000 in aggregate principal amount of Bonds is issued through the Public Offer and S$25,000,000 in aggregate principal amount of Bonds is issued through the Placement):

Details of utilisation	S$ (million)	Allocation for each S$1.00 of gross proceeds raised (%)
(1) Net proceeds	146.7	97.78
(2) Costs and expenses associated with the Offer and issue of the Bonds	3.3	2.22
Total	150.0	100.00

KEY RISKS

WHAT ARE THE KEY RISKS OF THIS INVESTMENT?

Investing in the Bonds involves substantial risks. Set out below are some of the key risks of investing in the Bonds. This list is not exhaustive, and does not represent all the risks associated with, and considerations relevant to, the Bonds or your decision to purchase the Bonds. These risk factors may cause you to lose some or all of your investment.

For more information, refer to the section entitled "Risk Factors" on pages 17 to 37 of the OIS.

Business-Related Risks

Risks relating to the business, financial condition and/or results of operations of the Guarantor Group:

- **General business risks**
  - The Guarantor Group's business is subject to general business risks, including but not limited to:
    - global recession and its effects on the performance of the local and regional economies where the Guarantor Group has operations; and
    - changes in laws and government regulations (or the interpretation thereof) or restrictive financial measures that increase operating costs or restrict business.
  - These general business risks could have adverse effects on the overall economic growth of Singapore and the countries in which the Guarantor Group operates, and could consequently hinder the Guarantor Group's current or future business, growth strategies, financial position and results of operations.
- **The Guarantor Group's business requires substantial capital and any disruption in funding sources could have a material adverse effect on its liquidity and financial condition**
  - The Guarantor Group has been financing its operations mainly through a combination of shareholders' equity (including retained profits), net cash generated from operating activities, borrowings from financial institutions, proceeds from the issue of debt securities and advances from the Guarantor to its subsidiaries and/or associates.
  - If the Guarantor Group is unable to finance its business activities, its cash flow, financial performance and financial position may be adversely affected.
- **The Guarantor Group operates in highly competitive industries and any failure by the Guarantor Group to compete could result in the Guarantor Group losing market share and revenue**
  - *Real estate*: The Guarantor Group competes with other property developers, some with greater resources and lower-cost landbanks, in seeking prospective buyers.
  - *Jewellery*: The Guarantor Group's competitors include specialty-branded retail shops, department stores, major chain stores and international retailers, which offer jewellery and other related products.
  - *Financial service*: The Guarantor Group competes with major pawnshops and retail chains, as well as other smaller players that operate individual pawnshops or retail outlets dealing in pre-owned jewellery and watches.
  - If the Guarantor Group does not successfully compete against its competitors, its results of operations may be materially and adversely affected.

Risks relating to the real estate business of the Guarantor Group:

- **The Guarantor Group may not be able to identify or acquire land for development at commercially acceptable prices**
  - In the event that the Guarantor Group is unable to acquire suitable land at acceptable prices and with the expectation of reasonable returns, its growth prospects could be limited and its business and results of operations could be adversely affected.
- **The real estate business of the Guarantor Group may be affected by changes in government regulations and policies**
  - The respective governments of the countries in which the Guarantor Group operates may, at any time, introduce new regulations or policies or amend or abolish existing regulations or policies in relation to real estate, including those governing usage, zoning, government charges, building standards, town planning, government appropriation, condemnation and redevelopment. Should such situations arise, the Guarantor Group's profitability and financial performance may be adversely affected.
- **Additional risks relating to the overseas real estate business of the Guarantor Group**
  - The Guarantor Group's business is subject to the performance of the real estate industry in the countries in which it operates. The demand for properties in the countries in which it operates could be adversely affected by factors such as weakness in the local and regional economies, competition from other property developers, surge in the supply of properties for sale, adverse government regulations, inability to obtain financing for the purchase of properties and/or higher interest rates.
  - Should any such events occur, the demand for and pricing and value of the Guarantor Group's properties are likely to be affected. This would in turn affect its business, financial condition and results of operations.

Risks relating to the jewellery business of the Guarantor Group:

- **The Guarantor Group is reliant on its "Lee Hwa", "Goldheart" and "CITIGEMS" brands**
  - Failure to maintain brand recognition may have a material adverse effect on the Guarantor Group's business and financial performance.
- **The Guarantor Group's business may be subject to fluctuations in market prices of gold, platinum and gems**
  - Any sharp appreciation in the prices of gold, platinum and gems may cause a similar increase in the price of the finished products, which may affect consumer demand.
  - On the other hand, any forecasted depreciations in the prices of gold, platinum and gems may cause a decrease in demand amongst consumers who purchase jewellery for investment purposes.
- **The Guarantor Group may be affected by non-renewal of leases or increase in rental of its retail stores**
  - Some of these retail stores are located at prime shopping locations in Singapore which are easily accessible to consumers. Should the Guarantor Group fail to renew any tenancies for its retail stores upon expiry or on terms which are acceptable to the Guarantor Group, such stores may have to be relocated and the Guarantor Group may have to incur costs for renovation and removal. There is also no assurance that the Guarantor Group will be able to secure new tenancies at similar locations.
  - Rental expense forms a large part of the Guarantor Group's operational costs for its jewellery business. Any substantial increase in rental expense may have a material adverse impact on the Guarantor Group's profitability.
  - This risk also applies to the financial service business of the Guarantor Group.

Risks relating to the financial service business of the Guarantor Group:

- **The Guarantor Group is subject to regulatory risks associated with pawnbroking and the retail and trading of pre-owned jewellery and watches**
  - The Guarantor Group's pawnbroking business and retail and trading of pre-owned jewellery and watches business are subject to several laws and regulations in Singapore, including but not limited to the Pawnbrokers Act 2015, and the Secondhand Goods Dealers Act, respectively. If the Guarantor Group is unable to maintain the licences, registrations, permits, approvals or exemptions necessary for the conduct of its business, its operations and financial performance may be adversely affected.
  - If there are any changes in legislation, regulations or policies affecting the financial service business of the Guarantor Group, it may face higher costs of compliance and its financial performance may be adversely affected.
- **Volatility of gold prices may affect the Guarantor Group's profitability**
  - The Guarantor Group extends loans secured by gold jewellery as collateral based on a certain loan-to-value ratio which factors in a buffer for potential fluctuations in gold prices and non-payment of interest.
  - If the Guarantor Group's customers do not repay their loans and the collateralised gold jewellery decrease significantly in value, the Guarantor Group's financial position and results of operations may be adversely and materially affected.
- **The Guarantor Group may not be able to recover the full loan amount and the value of the collateral may not be sufficient to cover the outstanding amounts due**
  - Failure by its employees to properly appraise the value of the collaterals or pledged articles may result in the Guarantor Group incurring losses on these loans as it would have no other recourse against the borrower.
  - Any failure to recover the loan through the sale of unredeemed pledges could expose the Guarantor Group to a potential loss if the loan that was extended based on the initial appraised value is higher than the realised value of the collateral or pledged article.
  - Losses arising from significant differences in the value of the Guarantor Group's loan portfolio may adversely affect its financial position and results of operations.

Legal, Regulatory and Enforcement Risks

- **There may be a change in the law governing the Terms and Conditions**
  - The Terms and Conditions are based on Singapore law in effect as at the date of the OIS.
  - No assurance can be given as to the impact of any possible judicial decision or change to Singapore law or administrative practice after the date of the OIS.
- **Legal investment considerations may restrict certain investments**
  - You should seek independent legal advice to determine whether and to what extent (a) the Bonds are legal investments for you, (b) the Bonds can be used as collateral for various types of borrowing and (c) other restrictions apply to the purchase or pledge of any Bonds.
  - Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of the Bonds under any applicable risk-based capital or similar rules.

Market and Credit Risks

- **The market value of the Bonds may fluctuate**
  - Trading prices of the Bonds may be influenced by numerous factors including the respective operating results and/or financial condition of the Issuer, the Guarantor, their respective subsidiaries (if any) and/or associated companies (if any) and political, economic, financial and any other factors that can affect the capital markets, the industry and the aforementioned entities.
- **An investment in the Bonds is subject to interest rate risk**
  - The Bonds are fixed income securities and may therefore see their price fluctuate due to fluctuations in interest rates. Generally, a rise in interest rates may cause a fall in the prices of the Bonds.

Liquidity Risks

- **There is no prior market for and there is limited liquidity of the Bonds**
  - The Bonds comprise a new issue of securities for which there is currently no established secondary market. There can therefore be no assurance that a secondary market will develop or, if a secondary market does develop, as to the liquidity of that market for the Bonds or that it will continue for the entire tenor of the Bonds.
  - There can be no assurance as to your ability to sell, or the prices at which you would be able to sell, your Bonds.

Other Pertinent Risks

- **The Terms and Conditions and the provisions of the Trust Deed may be modified**
  - The Trust Deed contains provisions for convening meetings of Bondholders to consider any matter affecting their interests, including modification by extraordinary resolution of the Bonds or any of the provisions of the Trust Deed. These provisions permit defined majorities to bind all Bondholders including Bondholders who did not attend and vote at the relevant meeting and Bondholders who voted in a manner contrary to the majority.
  - The Terms and Conditions also provide that the Trustee may at any time or times without the consent of the Bondholders concur with us and the Guarantor in making (a) any modification to the Trust Deed, the Terms and Conditions, the Agency Agreement, the Deed of Covenant and/or the Depository Agreement which in the opinion of the Trustee is of a formal, minor or technical nature, is made to correct a manifest or proven error or to comply with mandatory provisions of Singapore law or is required by CDP and (b) any other modification (except as mentioned in the Trust Deed), and any waiver or authorisation of any breach or proposed breach, of any of the provisions of the Trust Deed, the Agency Agreement, the Deed of Covenant and/or the Depository Agreement that is in the opinion of the Trustee not materially prejudicial to the interests of the Bondholders.
- **There is no assurance that we and/or the Guarantor will have sufficient cash flow to meet payment obligations under the Bonds and/or the Guarantee**
  - We expect that our cash flow from treasury operations will be sufficient for us to service and repay all our financial obligations (including the Bonds) as and when they fall due. Additionally, the sums payable in respect of the Bonds have the benefit of an irrevocable and unconditional guarantee granted by the Guarantor.
  - However, in the event that we and/or the Guarantor suffer(s) a deterioration in our and/or its financial condition, there is no assurance that we and/or the Guarantor will have sufficient cash flow to meet payments under the Bonds and/or the Guarantee.

DEFINITIONS

16th Schedule section	:	The section entitled "Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005" of the OIS.
Agency Agreement	:	The agency agreement to be entered into between (1) the Issuer, (2) the Guarantor, (3) the Paying Agent, (4) the Registrar and (5) the Trustee, as amended, varied or supplemented from time to time.
Bondholders	:	A person in whose name a Bond is registered (or, in the case of joint holders, the first named thereof) or, as the context may require, an individual investor in the Bonds.
Bonds	:	The bonds to be issued by the Issuer pursuant to the Offer.
CDP	:	The Central Depository (Pte) Limited.
Deed of Covenant	:	The deed poll to be executed by the Issuer in favour of the relevant account holders, from time to time, of CDP in relation to the Bonds.
Depository Agreement	:	The application form to be signed by the Issuer and accepted by CDP together with the terms and conditions for the provision of depository services by CDP referred to therein.

FY	:	Financial year ended 31 December.
Global Certificate	:	The global certificate representing the Bonds and containing provisions which apply to the Bonds.
Guarantee	:	The unconditional and irrevocable guarantee to be given by the Guarantor in respect of the Issuer's payment obligations under the Trust Deed and the Bonds.
Guarantor Group	:	The Guarantor and its subsidiaries.
HY	:	Financial half year ended 30 June.
Increase	:	The increase (if any) in issue size of the Bonds under the Public Offer and/or the Placement, as set out in the definition of "Offer".
Issue Date	:	The issue date of the Bonds, which is expected to be 28 August 2015.
LPD	:	12 August 2015, being the latest practicable date prior to the lodgement of the OIS.
MAS	:	Monetary Authority of Singapore.
Maturity Date	:	The maturity date of the Bonds, which is expected to be 28 August 2020.
Offer	:	The offering of up to S$75,000,000 in aggregate principal amount of Bonds comprising the Public Offer and the Placement provided that: (a) the Issuer and the Guarantor reserve the right to cancel the Offer in the event that less than S$50,000,000 in aggregate principal amount of applications are received under the Offer; (b) the Issuer and the Guarantor may, at their discretion and in consultation with DBS Bank Ltd., acting in its capacity as the sole lead manager and bookrunner to the Offer ("**Sole Lead Manager and Bookrunner**"), re-allocate the aggregate principal amount of Bonds offered between the Public Offer and the Placement; and (c) in the event of oversubscription in the Public Offer and/or the Placement, the Issuer and the Guarantor may, at their discretion and in consultation with the Sole Lead Manager and Bookrunner, (i) increase the issue size of the Bonds under the Public Offer and/or the Placement and (ii) determine the final allocation of such oversubscription between the Public Offer and the Placement, such that the maximum issue size under the Public Offer and the Placement shall not exceed S$150,000,000 in aggregate principal amount of the Bonds.
OIS	:	The offer information statement dated 18 August 2015 in relation to the Offer.
Paying Agent	:	DBS Bank Ltd., acting in its capacity as paying agent for the Bonds.
Placement	:	The offering of up to S$25,000,000 in aggregate principal amount of Bonds to institutional and other investors outside the United States in "offshore transactions" (as defined in Regulation S under the Securities Act ("**Regulation S**")) and not to, or for the account or benefit of, U.S. persons (as defined in Regulation S) in reliance on, and in compliance with, Regulation S, subject to the Increase, the Re-allocation and the Right to Cancel.
Public Offer	:	The offering of up to S$50,000,000 in aggregate principal amount of Bonds to the public in Singapore through electronic applications, subject to the Increase, the Re-allocation and the Right to Cancel.
Re-allocation	:	The re-allocation (if any) of the aggregate principal amount of the Bonds offered between the Public Offer and the Placement, as set out in the definition of "Offer".
Registrar	:	DBS Bank Ltd., acting in its capacity as registrar for the Bonds.
Right to Cancel	:	The right of the Issuer and Guarantor to cancel the Offer in the event less than S$50,000,000 in aggregate principal amount of applications are received under the Offer.
Securities Act	:	The U.S. Securities Act of 1933, as amended or modified from time to time.
SGX-ST	:	Singapore Exchange Securities Trading Limited.
Terms and Conditions	:	The terms and conditions of the Bonds to be set out in the Trust Deed, the text of which (subject to completion and amendment) is set out in the section entitled "Terms and Conditions of the Bonds" of the OIS, and any reference to a particularly numbered Condition shall be construed accordingly.
Trust Deed	:	The trust deed to be entered into between (1) the Issuer, (2) the Guarantor and (3) the Trustee, to constitute the Bonds and containing, amongst other things, provisions for the protection of the rights and interests of Bondholders, as amended, varied or supplemented from time to time.
Trustee	:	The Trust Company (Asia) Limited, acting in its capacity as trustee for the Bondholders.

CONTACT INFORMATION

If you have questions, please contact DBS Bank at 1800 111 1111 (DBS Bank) or 1800 339 6666 (POSB), from the date of this PHS until 12 noon on 26 August 2015.