

Company Announcement



Boustead Singapore Limited
(Co. Reg. No. 197501036K)

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BOUSTEAD DIVESTS INVESTMENT IN OM HOLDINGS LTD

Singapore, 2 April 2013

1. Introduction

The Board of Directors of Boustead Singapore Limited ("Boustead" or the "Company") wishes to announce that the Company has divested its entire shareholding of 50,000,000 ordinary shares (the "Divestment") in OM Holdings Limited ("OMH"), an integrated manganese mining company listed on the Australian Securities Exchange ("ASX"). The trade for the Divestment took place on 28 March 2013, the last trading day of the Company's financial year ended 31 March 2013.

2. Transaction Price

The Divestment – representing approximately 7.4% of the existing issued share capital of OMH – was transacted via a married deal at a price of A\$0.37 per OMH share (the "Sale Price") for a total sales consideration of A\$18.5 million (the "Sales Consideration") (approximately S\$24.0 million). The Sale Price was arrived at after negotiations on a willing-buyer and willing-seller basis and represents a premium of 13.8% to the 15-day and 18.6% to the 30-day average closing price of the OMH share on the ASX.

3. Rationale for Transaction

In February 2012, Boustead subscribed for 50,000,000 ordinary shares via a placement (the "Investment") from OMH with the view that the Investment in OMH would cement the strategic relationship and partnership between OMH and Boustead, and provide Boustead with a platform to deploy its project management and engineering expertise for the benefit and successful implementation of OMH's mega ferro-alloys smelter project (the "Project") located in Sarawak, Malaysia. As part of the strategic relationship and partnership, several assurances were provided by OMH to Boustead including direct participation in the implementation of the Project, as well as the eventual ability for Boustead to equity account for the Investment. As the envisioned assurances and objectives of the strategic relationship and partnership did not materialise, the Investment became passive. Due to subsequent non-alignment with the original rationale of the Investment, the Investment was deemed by the Board of Directors of Boustead as non-core and hence, the divestment of OMH at a profitable price is viewed to be in the best interests of Boustead.

4. Financial Effects of Transaction

Based on the unaudited accounts of the Company for the 9 months ended 31 December 2012 ("3Q FY2013"), the net book value attributable to the divested assets is S\$16.4 million and no profit or loss has been derived from the divested assets. The Company is expected to record a gain of S\$5.0 million from the Divestment. However, taking into account the impairment of S\$4.5 million up to 3Q FY2013, the net gain on the Divestment would be approximately S\$0.5 million.

For illustration purposes only, assuming (as per Rule 1010(8) of the SGX Listing Manual) that the Divestment had been effected as at 31 March 2012 and based on the audited accounts of the Boustead Group (the "Group") for the year ended 31 March 2012 ("FY2012"), the Divestment would have increased the net asset value per share of the Group from 50.4 cents to 50.5 cents.

For illustration purposes only, assuming (as per Rule 1010(9) of the SGX Listing Manual) that the Divestment had been effected as at 1 April 2011 and based on the FY2012 audited accounts of the Group, the Divestment would have increased the earnings per share of the Group from 11.0 cents to 11.1 cents.

5. Requirements of Listing Manual ("Listing Manual") of SGX-ST

Based on the latest announced 3Q FY2013 financial statements of the Boustead Group for the period ended 31 December 2012, the relative figures computed on the bases set out in Rule 1006 of the Listing Manual for the purpose of transaction classifications pursuant to Chapter 10 of the Listing Manual are as follows:

a) Net Asset Value Test (Rule 1006(a))

The net asset value of the Investment represents approximately 5.8% of the Boustead Group's net asset value.

b) Net Profit Test (Rule 1006(b))

No profit or loss has been derived from the Investment.

c) Market Capitalisation Test (Rule 1006(c))

The Sales Consideration (Singapore dollar value) represents approximately 3.1% of the Company's market capitalisation of approximately S\$764.0 million as at 28 March 2013.

d) Equity Securities Test (Rule 1006(d))

This basis is not applicable as the Company will not be issuing equity securities under the transaction.

As one of the relative figures set out above exceeds 5% but is less than 20%, the Divestment constitutes a "Discloseable Transaction" and does not require the approval of shareholders for the purposes of Chapter 10 of the Listing Manual.

6. Interest of Directors and Controlling Shareholders

Save for Mr Wong Fong Fui who is related to Mr Wong Yu Loon – currently sitting as a Non-Executive Director on the Board of OMH – none of the directors or controlling shareholders of the Company has any interest, direct or indirect, in the transaction.

About Boustead Singapore Limited

Established in 1828, Boustead Singapore Limited is a progressive global Infrastructure-Related Engineering Services and Geo-Spatial Technology Group listed on the Singapore Exchange. Focusing on the engineering and development of key infrastructure supporting economic growth in the public and private sectors of emerging markets, our strong suite of Engineering Services comprises: Energy-Related Engineering, Water & Wastewater Engineering and Real Estate Solutions.

Under our Geo-Spatial Technology arm, we provide professional services and exclusively distribute Esri geo-spatial technology – the world’s leading geographic information systems and location intelligence solutions – to major markets across Australia and South East Asia. Our location intelligence solutions are essential to effectively plan, deploy and manage key infrastructure and resources in countries.

With a vast global network stretching across Asia, Australia, Europe, Africa and the Americas, Boustead is ready to serve the world. To date, Boustead has undertaken infrastructure-related projects in 83 countries globally.

In 2008 and 2009, Boustead was recognised in the prestigious Forbes Asia 200 Best Under A Billion as one of the Asia Pacific’s 200 best public-listed corporations under US\$1 billion in revenue. Boustead is also listed on the MSCI Global Small Cap Index for Singapore and the FTSE ST Small Cap Index.

Visit us at www.boustead.sg.

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