



GOODLAND GROUP LIMITED

Company Registration No.: 200405522N

RECEIPT OF APPROVAL IN-PRINCIPLE FROM THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (THE “SGX-ST”) FOR THE PROPOSED TRANSFER OF GOODLAND GROUP LIMITED (“THE COMPANY”) FROM CATALIST TO THE SGX-ST MAINBOARD (“PROPOSED TRANSFER”)

The Board of Directors (the “Board” or the “Directors”) of Goodland Group Limited (together with its subsidiaries, the “Group”) is pleased to announce that the Company has obtained the approval in-principle (the “AIP”) from the SGX-ST in relation to the Company’s application for transfer from Catalist to the SGX-ST Mainboard pursuant to the letter from SGX-ST dated 9 May 2013 (the “AIP Letter”).

The AIP is subject to, *inter alia*:

- (a) An immediate announcement via SGXNET of the Proposed Transfer;
- (b) Shareholders’ approval being obtained for the Proposed Transfer via a special resolution under Rule 408(5) of the SGX-ST Listing Manual Section B: Rules of Catalist (the “Catalist Rules”); and
- (c) Submission of:
 - (i) A written undertaking from the Company in the format set out in Appendix 2.3.1 of the SGX-ST Listing Manual to comply with all of the SGX-ST’s requirements and policies applicable to the issuers listed on the SGX-ST Mainboard;
 - (ii) A written undertaking by the Company and its Sponsor that they are not aware of any material information which has not been previously announced via SGXNET which will affect the Company’s suitability for the transfer to the SGX-ST Mainboard;
 - (iii) Pursuant to compliance with Rule 210(4)(a) of the SGX-ST Listing Manual, a written confirmation from the Company that it is able to fulfill its financial obligations as and when they fall due for at least the next twelve months. This confirmation must be announced via SGXNET;
 - (iv) A written undertaking from each of the Company’s directors in the form set out in the AIP Letter and an undertaking from the Company to procure the same written undertaking from any new director appointed to the Company’s board after the Proposed Transfer takes place; and
 - (v) A written confirmation from the Company that it is in compliance with all applicable Catalist Rules.

Pursuant to condition (c)(iii) above, the Company hereby confirms that it is able to fulfill its financial obligations as and when they fall due for at least the next twelve months.



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The AIP from the SGX-ST is not to be taken as an indication of the merits of the Proposed Transfer, the Company, its subsidiaries or its securities.

A circular to Shareholders setting out further details of the Proposed Transfer, together with a notice of the extraordinary general meeting (the "EGM") to be convened for the approval of the Proposed Transfer will be despatched to Shareholders in due course.

The Company will update Shareholders through further announcements in relation to the Proposed Transfer in due course.

Shareholders are advised to exercise caution in trading their shares as there is no certainty or assurance as at the date of this announcement that approval for the Proposed Transfer will be obtained or that the Proposed Transfer will be undertaken at all.

BY ORDER OF THE BOARD

Alvin Tan Chee Tiong
Chief Executive Officer

9 May 2013

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). The Sponsor has not independently verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr Mark Liew, Managing Director, Corporate Finance, at 20 Cecil Street, #21-02 Equity Plaza, Singapore 049705, telephone (65) 6229 8088.