

**Annexure GN3-A**

**Additional contents of circular for regularisation plan undertaken by a GN3 Company**

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**Additional contents of circular for regularisation plan undertaken by a GN3 Company**  
(paragraph 5.5(b))

- (1) The historical financial information of the GN3 Company for the last 5 years or since listing, whichever is later, based on the audited or unaudited financial statements. This includes:
  - (a) the turnover;
  - (b) the gross profit/loss;
  - (c) the net profit/loss;
  - (d) the shareholders' funds;
  - (e) the borrowings; and
  - (f) the key ratios such as gross profit margin and gearing.
- (2) A commentary on the performance of the GN3 Company for the past 5 years or since listing, whichever is later. The commentary should include an analysis and discussion of significant and specific factors contributing to exceptional performance in any of the financial years under review and significant changes in the financial performance on a year-to-year basis, whether favourable or adverse.
- (3) A description of the business plan including information on the prospects of the GN3 Company having regards to the requirements set out in paragraph 3.1 of Guidance Note 18, with the necessary modifications.
- (4) An analysis of the business post implementation of the regularisation plan including –
  - (a) the nature and operational environment of the GN3 Company's business such as the introduction of new asset or business, new products, new markets or new contracts, to address the operational issues faced by the GN3 Company;
  - (b) industry overview and description of the growth prospects of the GN3 Company's business in light of the industry outlook;
  - (c) the risk factors affecting the GN3 Company and its business, together with the mitigating factors.
- (5) The reasons or issues which caused the GN3 Company to trigger any of the Prescribed Criteria, the steps taken or to be taken (whether short term or long term) to address such reasons or issues.
- (6) Where the proposal includes an injection of new asset or business, the following information where applicable:
  - (a) in relation to the new asset or business -
    - (i) name, qualification and experience of the directors, chief executive and key management; and
    - (ii) details of the substantial shareholders; and

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- (b) in relation to the GN3 Company -
  - (i) name, qualification and experience of the proposed new directors to the board; and
  - (ii) details of the proposed new substantial shareholders.
- (7) A statement by the directors as to whether, in their opinion, the working capital available to the GN3 Company will be sufficient for a period of 12 months from date of the circular. If not, how the additional working capital which is deemed to be necessary will be obtained.
- (8) The profit and cash flow estimate, forecast or projection, and the assumptions together with a copy of the reporting accountant's letter, if such information is provided to the Exchange in the submission.
- (9) The results of the risk management and internal control review together with the action plans to address the weaknesses identified.

[ End of Annexure ]