



FOR IMMEDIATE RELEASE

KEY COMPONENTS OF ENG WAH ORGANIZATION LTD'S REVERSE TAKEOVER OF TRANSCU LTD

SINGAPORE, 4 November 2008 – PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP CAPITAL, AND OUTSTANDING OPTIONS, OF TRANSCU LTD. (FORMERLY KNOWN AS TRANSCU PTE. LTD.) THE CONSIDERATION OF WHICH IS THE ALLOTMENT OF NOT LESS THAN 91.50% OF THE ISSUED SHARE CAPITAL OF ENG WAH ORGANIZATION LIMITED.

Introduction

You would have, by now, received shareholders' circulars in respect of three extraordinary general meetings ("EGM") of shareholders to be convened on 7 November 2008 to consider resolutions that will be tabled at those meetings. These resolutions are primarily for the purpose of seeking your approval to allow the Company to proceed with the reverse takeover of Transcu Ltd. (and its various related components, this being the sale of the current business of the Company and its properties to EW.G Pte. Ltd.) ("RTO") that it had announced more than a year ago in May 2007.

The purpose of this announcement is to provide a summary of certain aspects of the RTO as set out in the circular of the Company dated 14 October 2008, and both circulars of the Company each of which is dated 22 October 2008 (the "Circulars"), as well as the provisions of the Circulars. By necessity, the summary is qualified in its entirety by the contents of these respective circulars, which must be read carefully and in their respective entirety.

Key components of the reverse takeover of Transcu Ltd.

The RTO is in respect of Transcu Ltd., a company that, together with its subsidiaries, are principally engaged in applied research, development and commercialisation of transdermal drug delivery systems and products, as well as specialised cosmetic products.

If you approve the RTO, and when all conditions precedent are fulfilled, the following key components of the RTO will occur on completion of the RTO

- (a) EW.G Pte Ltd (a company in which the shareholders are Goh Eng Wah and Goh Min Yen) will acquire Empress Theatre, Orchard Towers, Toa Payoh Entertainment Centre and Jubilee Entertainment Complex at an aggregate consideration of approximately S\$99.48 million

- (b) EW.G Pte Ltd will acquire all of the existing business of the Company at a consideration of S\$5.5 million.
- (c) Both the interim dividends described in section 4 of the circular of the Company in relation to the (i) Proposed Internal Restructuring; (ii) Proposed IPT Disposal and (iii) Proposed Payment of Directors' Fees dated 22 October 2008 (the "**IPT Disposal Circular**"), will be declared. The first interim dividend is S\$0.55 and the second interim dividend is of an amount that has not been ascertained.
- (d) The Company will acquire the entire issued share capital of Transcu Ltd. from the then existing shareholders of Transcu Ltd. In return, the Company will issue its new shares to these shareholders, resulting in these shareholders holding up to 91.5% of the enlarged share capital of the Company.
- (e) The Company will have a new management team, to be lead by Mr. Akihiko Matsumura.

If you are a shareholder of the Company on completion of the RTO, you will remain a shareholder of the Company after the RTO. **The number of shares you hold will remain unchanged.** Immediately after completion of the RTO you will be a shareholder of the Company which owns Transcu Ltd., which has been valued at US\$660.0m (subject to the terms, conditions and assumptions of the valuation report dated 3 October 2008 set out in Appendix K of the circular of the Company dated 14 October 2008). Please read this valuation report carefully and in its entirety.

The acquisition of Empress Theatre, Orchard Towers, Toa Payoh Entertainment Centre and Jubilee Entertainment Complex will be undertaken through the acquisition of shares of the subsidiaries (of the Company) that hold these properties.

On the issue of new shares to the shareholders of Transcu Ltd., the "free float" requirements of the SGX-ST Listing Manual will not be satisfied and, as a consequence, the Company will apply for a suspension in the trading of its shares. A compliance placement will be undertaken to restore the "free float" requirements.

It is important to remember that the declaration of the interim dividends is subject to the matters set out in section 4 of the IPT Disposal Circular. The assumptions and bases on which the interim dividends are subject to are set out in that section 4, and these assumptions and bases have been reproduced in the appendix attached to this announcement.

Inter-conditionality of certain of the resolutions

Certain resolutions to be tabled at each of the EGMs are inter-conditional with the resolutions to be tabled at the other EGMs. It is very important that you understand how these resolutions are inter-conditional. Please read (i) section 10.2.4 of the IPT Disposal Circular, (ii) section 8.4 of the circular of the Company in relation to the Proposed Eng Wah Asset Disposal dated 22 October 2008, and (iii) section 18.5 of the circular of the Company dated 14 October 2008 carefully.

We wish to draw your attention to the following aspects of how these resolutions are inter-conditional; please appreciate and agree that other aspects are equally important and relevant:

- (a) if the acquisition of Empress Theatre, Orchard Towers, Toa Payoh Entertainment Centre and Jubilee Entertainment Complex is not approved, the acquisition of Transcu Ltd. will be deemed not to have been approved.

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- (b) if the acquisition of Transcu Ltd. is not approved, the acquisition of Empress Theatre, Orchard Towers, Toa Payoh Entertainment Centre and Jubilee Entertainment Complex will be deemed not to have been approved.
- (c) if you do not approve the appointment of Akihiko Matsumura, the acquisition of Transcu Ltd. will be deemed not to have been approved.

Important Dates and Times

Place of all EGMs	The Legends Fort Canning Park, Legends III, Park Level, 11 Canning Walk, Singapore 178881
Date and time of RTO EGM	7 November 2008 at 9.30am
Date and time of Eng Wah Asset Disposal EGM	7 November 2008 at 9.45am (or as soon thereafter following the conclusion or adjournment of the EGM, notice of which is given to Shareholders dated 14 October 2008, to be held at 9.30am on the same day and the same place
Date and time of Internal Restructuring and IPT Disposal EGM	7 November 2008 at 10.00am (or as soon thereafter following the conclusion or adjournment of the EGM, notice of which is given to Shareholders dated 22 October 2008, and in relation to the Proposed Eng Wah Asset Disposal to be held at 9.45am on the same day and the same place

Shareholders are urged to be mindful of the information set out in all the shareholders circulars which have already been despatched. If you have not received any of these documents, you are encouraged to contact the Company (Tel: +65 6734 0028) or the Share Registrar (Tel: +65 593 4848) for a copy.

As these are very important issues regarding the future direction of the Company, shareholders are encouraged to attend, or to appoint a proxy to attend, the EGMs on 7 November 2008.

A Shareholder who is unable to attend the EGM(s) and wishes to appoint a proxy to attend and vote at the EGM(s) on his behalf should complete, sign and return the proxy form enclosed with the Circulars in accordance with the instructions printed thereon as soon as possible and in any event so as to reach the registered office of the Company at 400 Orchard Road #16-06 Orchard Towers, Singapore 238875 not later than 48 hours before the time fixed for the EGM(s). The completion and return of the proxy form by a Shareholder shall not prevent him from attending and voting at the EGM(s) in place of his proxy should he subsequently wish to do so. In such event, the relevant proxy form shall be deemed to be revoked.

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM(s) and to speak and vote thereat unless his name appears on the Depository Register, as certified by CDP, 48 hours before the EGM(s).

Shareholders are to disregard the second paragraphs of (i) Section 13.2 of the circular to Shareholders dated 22 October 2008 in respect of the Proposed Eng Wah Asset Disposal (as defined therein); and (ii) Section 15.2 of the IPT Disposal Circular.

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If you are in doubt as to the action that you should take, you should consult your stockbroker, bank manager, accountant, legal, financial, tax, or any other professional adviser immediately. Capitalised terms used in this letter have the same meanings as the same terms used in the respective Circulars (as the case may be).

By order of the Board

For more information, please contact :

Ms Goh Min Yen

Managing Director

Tel : 6734 0028

Visit us at www.ewcinemas.com.sg

Appendix

Both interim dividends are subject to the assumptions and basis in section 4 of the IPT Disposal Circular, as well as to applicable law (and in particular, the Companies Act). If any of the assumptions or basis is no longer true or applicable (whether partly or otherwise) on the date of the declaration of both interim dividends, none of the interim dividends will be declared.

The amount of the first interim dividend of \$0.55 is arrived at on the following assumptions and bases:

- (i) completion of the sale of the Disposal Assets takes place timely and in full compliance with all applicable terms in respect thereof;
- (ii) completion of the Proposed IPT Disposal takes place timely and in full compliance with all applicable terms in respect thereof;
- (iii) the financial and trading position and prospects of the Company and/or Group as at the date of the declaration of the first interim dividend has not deteriorated since 31 March 2008 from the position revealed and/or disclosed from the audited accounts of the Company of FY2008 subject always to the successful completion of the sale of Mandarin Theatre and completion of payments to Shareholders pursuant to the Capital Distribution; and
- (iv) there being no other events or factors occurring as at the date of the declaration of the first interim dividend that in the absolute opinion of the Directors would adversely affect the decision of the Directors to carry out the proposal to declare the first interim dividend.

The amount of the second interim dividend cannot be ascertained on the date of this Circular. Its quantum will be arrived at on the following assumptions and bases:

- (i) that the first interim dividend of \$0.55 is declared by the Board;
- (ii) completion of the sale of the Disposal Assets takes place timely and in full compliance with all applicable terms in respect thereof;
- (iii) completion of the Proposed IPT Disposal takes place timely and in full compliance with all applicable terms in respect thereof;
- (iv) the financial and trading position and prospects of the Company and/or Group as at the date of the declaration of the second interim dividend has not deteriorated since 31 March 2008 from the position revealed and/or disclosed from the audited accounts of the Company of FY2008 subject always to the successful completion of the sale of Mandarin Theatre and completion of payments to Shareholders pursuant to the Capital Distribution; and
- (v) there being no other events or factors occurring as at the date of the declaration of the second interim dividend that in the absolute opinion of the Directors would adversely affect the decision of the Directors to carry out the proposal to declare the second interim dividend.