

DISPOSAL OF THE HENDERSON PROPERTIES

1. Introduction

The Board of Directors of F J Benjamin Holdings Ltd (the "**Company**") wishes to announce that on 30 November 2009, Matilda Investment Pte Ltd (the "**Purchaser**") has exercised Options to Purchase (collectively, "**Options**") over the Company's properties at #09-04, #10-03 and #10-04 totalling 1,467 square meter of 211 Henderson Road, Singapore 159552 (the "**Henderson Properties**").

2. Rationale

The proposed disposal of the Henderson Properties is part of the Company's strategy to divest its non-core assets. The Company intends to use the proceeds as working capital.

3. Principal Terms of Disposal

The aggregate consideration for the disposal of the Henderson Properties is S\$5,684,631 (the "**Aggregate Consideration**").

Legal completion of the disposal of the Henderson Properties is scheduled to take place eight weeks from the date of the exercise of each of the Options. All Options must be exercised contemporaneously.

Each of the Henderson Properties is sold by the Company and purchased by the Purchaser in the state and condition and in all other respects whatsoever (both presently and on the date of actual completion) on an "as is where is" basis.

Each of the sale of the Henderson Properties is conditional, *inter alia*, upon the condition that satisfactory replies to the usual legal requisitions which is a common condition precedent in property transactions of this nature.

Further, each of the sale of the Henderson Properties is sold subject to existing tenancies and upon the terms and conditions attached to the tenancy agreements attached to each of the Options.

4. Financial Effects

The Aggregate Consideration was arrived at on a willing-buyer-willing seller basis. The Aggregate Consideration represents a gain of 3.36% to a desktop valuation report commissioned by the Company which valued the Henderson Properties at S\$5,500,000 as at 26 June 2009 (the "**Valuation**"). The deficit of the proceeds from the disposal of the Henderson Properties over the book value of the Henderson Properties of S\$5,881,693 (as at 30 June 2009) is S\$197,062.

The disposal of the Henderson Properties will result in an estimated net loss on disposal of approximately S\$148,511 for the financial year ending 30 June 2010.

For illustrative purposes only, based on the latest announced audited consolidated financial statements of the Group for the financial year ended 30 June 2009,

- (a) assuming that the disposal of the Henderson Properties had been completed on 30 June 2009, the net tangible assets per share of the Group as at 30 June 2009 would have decreased from 23.18 cents to 23.15 cents; and
- (b) assuming that the disposal of the Henderson Properties had been completed at the beginning of the financial year ended 30 June 2009 (that is, on 1 July 2008), the loss per share of the Group for the financial year ended 30 June 2009 would have increased from 0.47 cent to 0.50 cent.

5. Relative figures as set out in Rule 1006 of the Listing Manual

The relative figures as computed on the bases set out in Rule 1006 of the Listing Manual are as follows:

- (a) Net asset value of assets to be disposed of, compared with the group's net asset value (Rule 1006(a))

The net asset value (or net book value) of the Henderson Properties as at 30 September 2009 (being the date of the latest announced consolidated accounts of the Group) is approximately S\$5,833,142. The Group's net asset value as at 30 September 2009 was approximately S\$131,107,000. The ratio of the net asset value of the Henderson Properties to the net asset value of the Group is approximately 4.45%.

- (b) Operating profit before income tax attributable to the assets disposed of, compared with the group's operating profit before income tax (Rule 1006(b))

The net profits attributable to the Henderson Properties as at 30 September 2009 is approximately S\$53,000. The Group's net profits as at 30 September 2009 was approximately S\$790,000. The ratio of the net profits attributable to the Henderson Properties to the net profits of the Group is approximately 6.66%.

- (c) Aggregate value of the consideration received compared with the group's market capitalisation (Rule 1006(c))

The market capitalisation of the Group as at 26th November 2009 is approximately S\$190,418,000. The ratio of the Aggregate Consideration to the market capitalisation of the Group is approximately 2.99%.

- (d) Number of equity securities issued by the group as consideration for an acquisition, compared with the number of equity securities previously issued (Rule 1006(d))

This test is not applicable to the disposal of the Henderson Properties.

As one of the figures set out above exceeds 5% but does not exceed 20%, the disposal of the Henderson Properties constitutes discloseable transactions as defined under Chapter 10 of the Listing Manual.

6. Interests of Directors and Substantial Shareholders

None of the Directors or the controlling shareholders of the Company has any interest or are deemed to be interested in the disposal of the Henderson Properties.

7. Documents available for Inspection

Copies of the Options and the valuation report for the Henderson Properties are available for inspection during normal business hours at the Company's registered office at 10 Science Park Road #04-01 The Alpha Science Park II Singapore 117684.

BY THE ORDER OF THE BOARD

Eli Manasseh Benjamin

Chief Executive Officer

Singapore, 1 December 2009