
LETTER TO SHAREHOLDERS



SP CORPORATION LIMITED

(Incorporated in the Republic of Singapore)

Registration No.: 195200115K

Directors:

Peter Sung (*Chairman*)
Boediman Gozali (alias Tony Wu) (*Chief Executive Officer*)
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8 March 2017

To: The Shareholders of SP Corporation Limited

Dear Sir/Madam

1. INTRODUCTION

1.1 Background. We refer to:

- (a) the Notice of the 64th Annual General Meeting (“**AGM**”) of the Company dated 8 March 2017, accompanying the annual report for the financial year ended 31 December 2016, convening the 64th AGM of the Company to be held on 6 April 2017 (the “**2017 AGM**”);
- (b) Special Resolution No. 7 relating to the proposed adoption of the New Constitution (as defined in paragraph 2.2 below), as proposed in the Notice (“**Proposed Adoption of the New Constitution**”); and
- (c) Ordinary Resolution No. 8 relating to the proposed renewal of the IPT Mandate (as defined in paragraph 3.1 below) (“**Proposed Renewal of IPT Mandate**”).

1.2 Letter to Shareholders. The purpose of this Letter is to provide shareholders of the Company (the “**Shareholders**”) with information relating to the Proposed Adoption of the New Constitution (set out in paragraphs 2.1 to 2.4) and the Proposed Renewal of IPT Mandate (set out in paragraphs 3.1 to 3.3) (collectively, the “**Proposals**”).

1.3 SGX-ST. The Singapore Exchange Securities Trading Limited (“**SGX-ST**”) takes no responsibility for the accuracy of any statements or opinions made or reports contained in this Letter.

1.4 Advice to Shareholders. Shareholders who are in any doubt as to the course of action they should take should consult their solicitor, accountant, stockbroker, bank manager or other professional advisers immediately.

2. THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

2.1 Background. The Companies (Amendment) Act 2014 (the “**Amendment Act**”), which was passed in Parliament on 8 October 2014 and took effect in two phases on 1 July 2015 and 3 January 2016 respectively, introduced wide-ranging changes to the Companies Act (Cap. 50) (the “**Act**”). The changes are aimed at reducing the regulatory burden on companies, providing greater business flexibility and improving the corporate governance

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landscape in Singapore. The key changes include the introduction of a multiple proxies regime to enfranchise indirect investors and CPF investors, the simplification of the procedures for a company's use of electronic transmission to serve notice and documents on members, and the merger of the memorandum and articles of association of a company into a single document called the "constitution".

- 2.2 Rationale for the New Constitution.** Pursuant to new Section 4(13) of the Act (as amended by the Amendment Act), the memorandum and articles of association of the Company that were in force immediately before 3 January 2016 are collectively deemed to constitute, and have effect as, the constitution of the Company with effect from 3 January 2016 (the "**Existing Constitution**").

Instead of making alterations throughout the Existing Constitution in order to update and streamline its provisions to be in line with the changes to the regulatory framework, the Company is proposing to adopt a new constitution (the "**New Constitution**") in place of the Existing Constitution. The New Constitution will contain provisions, *inter alia*, that take into account the changes to the Act introduced pursuant to the Amendment Act. Pursuant to Rule 730(2) of the Listing Manual, if an issuer amends its articles of association or other constituent documents, they must be made consistent with all the listing rules of the SGX-ST prevailing at the time of the amendment. The Board confirms that the proposed New Constitution contains updated provisions which are consistent with the listing rules of the SGX-ST prevailing as at 23 February 2017 (the "**Latest Practicable Date**"), in compliance with Rule 730(2) of the listing manual of the SGX-ST (the "**Listing Manual**"). The New Constitution also includes provisions to address the personal data protection regime in Singapore.

In this regard, Special Resolution No. 7 in relation to the Proposed Adoption of the New Constitution will be proposed as a special resolution for Shareholders' approval at the 2017 AGM.

- 2.3 Summary of Principal Provisions.** The following is a summary of the principal provisions of the New Constitution which are significantly different from the equivalent provisions in the Existing Constitution, or which have been included in the New Constitution as new provisions.

2.3.1 Table A

The Fourth Schedule of the Act containing Table A has been repealed by clause 181 of the Amendment Act. Accordingly, it is proposed that Article 1 of the Existing Constitution be excluded from the New Constitution.

2.3.2 Interpretation clause

The Act recognises that key management officers of a company employed in an executive capacity have control and influence over the decisions of a company. Accordingly, the Amendment Act imposes new obligations on such key management officers. The definition of "**Chief Executive Officer**" has been introduced to clarify who such key management officers are.

The provisions in Division 7A of Part IV of the Act relating to the Central Depository System have been repealed and replicated in the Securities and Futures Act. Consequential amendments have been made to the definitions of "**Depository**", "**Depository Agent**" and "**Depository Register**" as a result. The definition of "**Securities and Futures Act**" has also been added, while the definition of "**Depositor**" has been removed.

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The definition of “**Member**” has been simplified and amended to reflect that a member of the Company is (a) where the Depository is named in the Depository Register as the holder of shares, a Depositor in respect of the number of shares which stand in credit against his name in the Depository Register as at 72 hours before the relevant general meeting of the Company; and (b) in any other case, a person whose name appears on the Register of Members as a member of the Company, but shall exclude the Company itself where it is such a member by reason of its holding shares as treasury shares.

The introduction of the definition of “**Relevant Intermediary**” is provided for under the New Constitution to reflect the current position of the Act, which allows, *inter alia*, nominee companies and custodian banks to appoint multiple proxies.

The introduction of new definitions such as “**electronic communication**” and “**treasury shares**” are provided for under the New Constitution for a clearer reading of the New Constitution.

The interpretation clause has been renumbered to Article 1 of the New Constitution.

2.3.3 Issue of shares by directors

Under new Section 7(1A) of the Act, a person would be deemed to have an interest in shares if he has authority (whether formal or informal, or express or implied) to dispose of, or to exercise control over the disposal of, those shares.

Article 3 of the Existing Constitution provides, *inter alia*, that the ordinary shares in the capital of the Company (the “**Shares**”) shall be under the control of the directors of the Company (the “**Directors**”), who may allot and issue the same to such persons on such terms and conditions and at such times as the Directors think fit. As Article 3 of the Existing Constitution is broadly worded, it may give rise to confusion or misunderstanding that the Directors have authority to dispose of, or to exercise control over the disposal of, Shares.

Accordingly it is proposed that Article 3 of the Existing Constitution be amended to clarify that the Directors have the power to issue and allot Shares, but do not have the authority to dispose of, or to exercise control over the disposal of, Shares.

The amended Article 3 shall correspond to Article 6 of the New Constitution.

2.3.4 Payment of expenses in issue of shares

New Section 67 of the Act allows a company to use its share capital to pay any expenses incurred directly in the issue of new shares. The new provision reflects the commercial reality that it is normal for a company to use the amount raised from its share capital for its business needs.

Accordingly, it is proposed that a new Article 7 be inserted to reflect that any expenses incurred by the Company in the issue of new shares may be paid out of its share capital and to clarify that such payment will not be taken as a reduction of the Company’s share capital.

Consistent with the above changes, it is also proposed that new Article 17 be inserted to provide that the Company may pay commissions or brokerage on any issue of shares at such rate or amount and in such manner as the Directors may deem fit.

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2.3.5 Issue of shares for no consideration

New Section 68 of the Act permits a company having a share capital to issue shares for which no consideration is payable to the issuing company.

Accordingly, it is proposed that a new Article 8(B) be inserted to empower the Company to issue shares for no consideration. This would provide the Company with greater flexibility around rules of capital maintenance.

2.3.6 Power to charge interest on capital

In line with Section 78 of the Act, which was introduced by Companies (Amendment) Act 2005, it is proposed that new Article 18 be inserted to provide that if any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may, subject to the conditions and restrictions in the Act, pay interest on so much of the share capital as is for the time being paid up (except treasury shares) and may charge the same to capital as part of the cost of the construction or provision.

2.3.7 Notice of refusal to register transfer

Pursuant to the Amendment Act, Section 128 of the Act has been repealed; new Section 130AB of the Act deals with the refusal by a public company to register a transfer of any share, debenture or other interest, as the case may be.

Section 130AB(2) of the Act provides that a public company shall not refuse registration of any transfer of shares where an application is made to the company for a person to be registered as a member in respect of shares which have been transferred or transmitted to him by act of parties or operation of law, unless it has served on the applicant a written notice stating the facts which are considered to justify refusal within 30 days beginning with the day on which the application was made.

This is in contrast with the previous Section 128 of the Act, which stated that the notice of refusal had to be served within a month beginning with the day on which the application was made.

It is proposed that Article 26 of the Existing Constitution be amended accordingly. The amended Article 26 shall correspond to Article 32 of the New Constitution. Article 32 of the New Constitution now provides, *inter alia*, that Directors may refuse to register a transfer of shares, provided always that in the event of such refusal, the Directors shall give notice within 30 days, or in the event of the Company being listed on the SGX-ST, within 10 market days beginning with the day on which the application for such transfer of shares was made.

2.3.8 Directors may give notice to any person entitled to a share

Pursuant to new Article 39A of the New Constitution, the Directors may at any time give notice requiring any person entitled to a Share by transmission to elect either to be registered himself (i.e. to be registered as the holder of such shares himself) or to transfer such Share (to a third party), and if the notice is not complied with within

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90 days the Directors may thereafter withhold payment of all dividends, or other monies payable in respect of the Share until the requirements of the notice have been complied with.

The purpose of this Article is to prevent shares from being held indefinitely in the name of a deceased member.

2.3.9 Redenomination of shares

New Section 73 of the Act sets out the procedure by which a company may convert its share capital or any class of shares from one currency to another.

Accordingly, it is proposed that a new sub clause (4) be inserted to Article 49 of the Existing Constitution to empower the Company to redenominate its share capital or any class of its shares from one currency to another currency.

Article 49 of the Existing Constitution shall correspond to Article 55 of the New Constitution.

2.3.10 Holding of general meetings in Singapore

The SGX-ST announced on 31 July 2013 that the listing rules of the SGX-ST would be amended with effect from 1 January 2014 to require issuers to hold their general meetings in Singapore (unless restricted by the relevant laws and regulations in the jurisdiction of their incorporation) in order to promote more active participation and engagement of shareholders.

The provisions of the Existing Constitution do not require general meetings to be held in Singapore. It is therefore proposed that Article 57 of the Existing Constitution be amended to require general meetings to be held at such places in Singapore as may be determined by the Directors. Consequential amendments are also proposed to Articles 54, 63 and 67 of the Existing Constitution.

The amended Articles 54, 57, 63 and 67 shall correspond to Articles 60, 63, 69 and 73 of the New Constitution respectively.

2.3.11 Resolutions in writing

Article 64 of the New Constitution, which corresponds with Article 58 of the Existing Constitution, deals with resolutions in writing by members, clarifies that the expressions "in writing" and "signed" include approval by telefax, telex, cable or telegram or such other electronic communication by any such member.

Article 110 of the Existing Constitution provides that a resolution in writing signed or approved by letter, telex, facsimile or telegram by a majority of the Directors for the time being and constituting a quorum shall be as effective as if it had been passed at a meeting of the Directors duly convened and held. Article 116 of the New Constitution which corresponds with Article 110(1) of the Existing Constitution provides that such resolutions in writing may be approved by any form of electronic communication so as to promote business efficacy generally.

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2.3.12 Directors' statement to be annexed to the accounts

Clause 116 of the Amendment Act has removed the requirement for directors to issue a report to be attached to the Company's accounts. Instead, pursuant to new Section 201(16) of the Act, the directors' report has been replaced with a statement signed by 2 directors on behalf of the directors of the company containing the information set out in the Twelfth Schedule of the Act.

It is proposed that Article 59 of the Existing Constitution be amended to comply with the requirements of Section 201(16) of the Act.

The amended Article 59 shall correspond to Article 65 of the New Constitution.

2.3.13 Voting of resolutions by poll and lowering of threshold for eligibility to demand for poll at general meetings

The SGX-ST announced on 31 July 2013 that the listing rules of the SGX-ST would be amended with effect from 1 August 2015 to require issuers to conduct the voting of all resolutions put to general meetings by poll so as to enhance transparency of the voting process and encourage greater shareholder participation. The amended listing rules also require at least one scrutineer to be appointed for each general meeting.

In addition, Section 178(1)(b)(ii) and Section 178(1)(b)(iii) of the Act have been amended to lower the thresholds of 10% of total voting rights and 10% of the total sum paid up on shares conferring a right to vote for eligibility to demand a poll to 5% of total voting rights and 5% of the total sum paid up on shares conferring a right to vote respectively so as to encourage voting by poll which is more representative of shareholders' rights. This would also enhance standards of corporate governance.

Article 64 of the Existing Constitution provides that at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded before or on the declaration of the result of the show of hands by either (i) the chairman of the meeting; (ii) not less than two members of the Company present in person or by proxy and entitled to vote at the meeting; (iii) a member or members present in person or by proxy and representing not less than 10% of the total voting rights of all the members having the right to vote at the meeting; or (iv) a member or members present in person or by proxy and holding not less than 10% of the total number of paid up shares of the Company (excluding treasury shares).

To align Article 64 with the listing rules of the SGX-ST as well as the amended Sections 178(1)(b)(ii) and 178(1)(b)(iii) of the Act, it is proposed that Article 64 of the Existing Constitution be amended to require that at a general meeting, all resolutions put to the vote of the meeting shall be decided by poll and that the threshold for eligibility to demand a poll be lowered from 10% to 5% of (i) the total voting rights of the members having the right to vote at the meeting, or (ii) the total sum paid up on all the shares conferring that right.

It is also proposed that Article 64 be further amended to clarify that where a resolution put to the vote of a general meeting is to be decided by show of hands, (i) a member of the Company who is not a relevant intermediary and who is represented by two proxies, only one of the two proxies as determined by such member, or failing such determination, by the chairman of the meeting (or by a person authorised by the chairman) in his sole discretion, shall be entitled to vote on a show of hands, and

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(ii) where a member of the Company who is a relevant intermediary and is represented by two or more proxies, each proxy shall be entitled to vote on a show of hands.

In connection with the foregoing, consequential amendments are also being proposed to Article 65 and Article 67 of the Existing Constitution.

The amended Articles 64, 65 and 67 shall correspond to Articles 70, 71 and 73 of the New Constitution respectively.

2.3.14 *References to unsound mind*

Articles 73 and 97(3) of the Existing Constitution, which correspond to Articles 79 and 103(5) of the New Constitution, have been updated to substitute the references to lunatic persons and persons of unsound mind with references to persons who are mentally disordered and incapable of managing himself and his affairs. This is in line with the enactment of the Mental Health (Care and Treatment) Act (Cap. 178A), which repealed and replaced the Mental Disorders and Treatment Act.

2.3.15 *Multiple proxies for members providing custodial or nominee services/enfranchising CPF members who purchased shares using CPF funds*

The Code of Corporate Governance encourages companies to amend their articles of association to avoid imposing a limit on the number of proxies for nominee companies so that shareholders who hold shares through nominees can attend annual general meetings as proxies. Article 75 of the Existing Constitution is in line with the recommendation as set out in the Code of Corporate Governance.

The Amendment Act introduced new provisions which make clear that where shares in a company are held through a nominee company or a custodian bank, the nominee company or custodian bank is entitled to appoint multiple proxies to attend and vote at general meetings, provided that only one proxy is appointed in respect of each specified block of shares. The ‘multiple proxies’ regime has also been extended to CPFIS investors, such that the Central Provident Fund Board may also appoint more than two proxies.

New Section 181(1C) of the Act provides, *inter alia*, that, a member who is a “relevant intermediary” may appoint more than two proxies in relation to a meeting to exercise all or any of his rights to attend and to speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified). The Act does not impose a limit on the number of proxies which a relevant intermediary may appoint.

A “relevant intermediary” is defined in Section 181(6) of the Act to mean “(a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under the Central Provident Fund Act providing for the making of investments from

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the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.”

Accordingly, it is proposed that Article 75 of the Existing Constitution be amended to reflect the new position set out in Section 181(1C) of the Act.

In view of the potential increase in the number of proxies attending general meetings, it is also proposed that Article 76 of the Existing Constitution be amended to provide the Company more time to process the increased number of proxy forms. Article 76 of the Existing Constitution states that a proxy form must be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting. It is proposed that the cut-off timeline of 48 hours for filing of proxy forms be lengthened to 72 hours. This is in line with Section 178(1)(c) of the Act, as amended pursuant to the Amendment Act.

Consequential amendments are also proposed to be made to the definition of “**Member**” in Article 2 of the Existing Constitution.

The amended Articles 75 and 76 shall correspond to Articles 81 and 82 of the New Constitution respectively.

2.3.16 Proxy voting

The Existing Constitution does not address the situation where a Shareholder submits a proxy form and subsequently attends the general meeting in person.

It is proposed that Article 76 of the Existing Constitution be amended to be in line with Practice Note 7.5 of the Listing Manual (which took effect from 1 January 2014) which states that where a shareholder submits a proxy form and subsequently attends the meeting in person and votes, the appointment of the proxy should be revoked.

The amended Article 76 shall correspond to Article 82 of the New Constitution.

2.3.17 Corporation acting by representatives at meeting

Article 79 of the Existing Constitution provides that a corporation which has given authority to a person to act as its representative at any meeting of the Company or of any class of members shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member.

It is proposed that Article 79 of the Existing Constitution be amended to include the provision that such person appointed to act as corporate representative shall not otherwise be entitled to be present at the meeting as a member, proxy or corporate representative of another member. The inclusion of the provision is in line with amended Section 179(4)(b) of the Act, which provides that for a corporation to be deemed personally present at the meeting, its corporate representative must not be otherwise entitled to be present at the general meeting as a member or a proxy, or as a corporate representative of another member.

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The effect of the amendment is that a corporate representative cannot be a member of the company whose meeting he attends, a proxy of a member or a corporate representative of another member. If the corporate representative falls into one of those categories, the corporation which he represents is not deemed to be personally present at the meeting.

The amended Article 79 shall correspond to Article 85 of the New Constitution.

2.3.18 *Removal of maximum age limit for directors*

Section 153 of the Act, which previously prohibited the appointment of a person of or above 70 years of age as a director of a public company or a subsidiary of a public company unless his appointment or re-appointment is by ordinary resolution passed at an annual general meeting, has been repealed.

Accordingly, it is proposed that Article 82 of the Existing Constitution be amended to remove any prohibition against the appointment or re-appointment, as the case may be, of a Director who is of or above 70 years of age.

The amended Article 82 shall correspond to Article 88 of the New Constitution.

2.3.19 *Supervisory role of directors*

Section 157A(1) of the Act provides that the business of a company shall be managed by or under the direction of the directors. The Amendment Act recognises that the board of directors plays a supervisory role besides managing or giving direction to the company. Accordingly Section 157A(1) of the Act has been amended to provide for the supervisory powers of the board of directors.

It is proposed that Article 86 of the Existing Constitution be amended to align with Section 157A(1) of the Act to better reflect the powers and responsibilities of the board of Directors.

The amended Article 86 shall correspond to Article 92 of the New Constitution.

2.3.20 *Registers of directors, chief executive officers, secretaries and auditors*

It is no longer mandatory for companies to keep a register of directors, secretaries, auditors and managers under the Act. Section 173 of the Act was repealed and re-enacted, and new Sections 173(9) and (10) of the Act provide that a certificate issued by the Registrar that a person named as director, chief executive officer, secretary or auditor in the registers of directors, chief executive officers, secretaries and auditors maintained by the Accounting and Corporate Regulatory Authority (“**ACRA**”) will constitute prima facie evidence of that fact unless a notification of change has been given to the Registrar. Pursuant to Section 173A of the Act (which was repealed and re-enacted), the Company is nevertheless required to file any change in the registers of directors, chief executive officers, secretaries or auditors, as the case may be, with ACRA.

It is proposed that Article 92 of the Existing Constitution be amended to reflect that the Company is no longer required to maintain a register of Directors but it is still required to keep records of the appointments of any director, chief executive officer, secretary or auditor of the Company, and to file any change of the same with ACRA. Article 92 has also been updated to provide that records of the Company (which

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include accounting records) may be kept either in hard copy or in electronic form, so as to be in line with new Section 395 of the Act. Consequential amendment is also made to Article 123 of the Existing Constitution.

The amended Articles 92 and 123 shall correspond to Articles 98 and 130 of the New Constitution respectively.

2.3.21 *Disclosure of interest*

The requirement imposed on a director of a company to disclose his interest in a transaction or proposed transaction with the company in Section 156 of the Act has been extended to include the chief executive officer of the company as well.

The chief executive officer may disclose his interest pursuant to Section 156 of the Act by declaring the nature of his interest and provide relevant details thereof at a meeting of the directors or by sending a written notice to the company containing details on the nature, character and extent of his interest.

Accordingly, Article 94 of the Existing Constitution shall be amended to align the wordings in that Article with the requirements of the Act.

The amended Article 94 shall correspond to Article 100 of the New Constitution.

2.3.22 *Vacation of office of director*

A director may be disqualified under the Act in 2 separate ways – firstly, the director may be automatically disqualified from acting as a director of the company or from taking part in the management of the company, and secondly, the director may be disqualified from acting as a director of the company pursuant to a court order.

Article 97 of the Existing Constitution does not specifically provide for the vacation of office of a Director where such Director is automatically disqualified under the Act from acting as a Director or from taking part in the management of the Company. It is proposed that Article 97 be amended to include the situations where a Director may be automatically disqualified.

The amended Article 97 shall correspond to Article 103 of the New Constitution.

2.3.23 *Debarment from acting as secretary of company*

The new Section 155B of the Act empowers the Registrar to make an order prohibiting any person who is a director or secretary of a company from accepting a new appointment to act as director or secretary, as the case may be, of any company if the first-mentioned company is in default of any provision of the Act which requires any return, account or other document to be filed with, delivered or sent, or notice of any matter to be given, to the Registrar.

It is proposed that Article 111 of the Existing Constitution be amended to incorporate the express prohibition against the appointment of any person debarred under Section 155B of the Act as company secretary.

The amended Article 111 shall correspond to Article 117 of the New Constitution.

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2.3.24 Financial statements

Before the Amendment Act came into force, there was no express requirement that other components of accounts besides the balance sheets and profit and loss accounts of the company have to be “true and fair”. There was also no requirement that the other components of accounts, including the cash flow statement and statement of changes in equity, were to be filed with ACRA together with the annual return.

Pursuant to the Amendment Act, the words “accounts” and “profit and loss accounts” have been substituted with “financial statements” under Part VI of the Companies Act. The amendments are to reflect that the requirements relating to accounts in the Act would apply to a full set of accounts.

Consistent with this, Section 201(2) of the Act now provides, *inter alia*, that the financial statements to be laid before a company at its annual general meeting shall comply with the requirements of the Singapore Financial Reporting Standards.

Accordingly, it is proposed that references to “accounts” and “profit and loss accounts” in Articles 59, 123, 125, 126 and 127 of the Existing Constitution be replaced with the words “financial statements” to be in line with the provisions of the Act. Consequential amendments are also proposed to be made to Article 6 and Article 124 of the Existing Constitution.

The amended Articles 6, 59, 123, 124, 125, 126 and 127 shall correspond to Articles 10, 65, 130, 131, 132, 133 and 135 of the New Constitution respectively.

2.3.25 Scrip Dividend Scheme

Article 126 is a new provision which allows the implementation of scrip dividend payments. Article 126 specifies, *inter alia*, details on how scrip dividend payments are to be implemented, and to provide the Directors the power to determine the manner in which scrip dividend payments are implemented. Article 126 also allows the implementation of a scrip dividend scheme for holders of any particular class of shares in the capital of the Company, and not only for ordinary shares.

For avoidance of doubt, the Company will at all times comply with Part IX of Chapter 8 of the Listing Manual on any implementation of scrip dividend payments pursuant to Article 126.

2.3.26 Sending of financial statements

Under Article 126 of the Existing Constitution, a copy of every balance sheet and profit and loss account which is to be laid before a general meeting of the Company shall be sent to, *inter alia*, every member of the Company not less than 14 days before the date appointed for holding the meeting.

Section 203(2) of the Act now provides that financial statements (including every document required by law to be attached thereto) may be sent less than 14 days before the date of a general meeting if all the persons entitled to receive notice of general meetings of the company so agree. The reference to debenture holders has also been deleted.

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It is proposed that Article 126 of the Existing Constitution be amended to provide that the financial statements may be sent less than 14 days before the date of the general meeting with the agreement of all persons entitled to receive notices of general meetings (to the extent permitted by the listing rules of the SGX-ST), and that the requirement to send those documents to debenture holders be removed. Rule 707(2) of the Listing Manual currently provides that an issuer must issue its annual report to shareholders and the SGX-ST at least 14 days before the date of its annual general meeting.

The amended Article 126 shall correspond to Article 133 of the New Constitution.

2.3.27 Capitalisation of Profits and Reserves

Articles 122 of the Existing Constitution relates, *inter alia*, to the capitalisation of profits and reserves. It is proposed that Article 122 be amended to specifically address the capitalisation of profits by way of issue of bonus shares, as the issue of scrip dividends is specifically addressed by Article 126 of the New Constitution.

Article 129 of the New Constitution which corresponds with the above-mentioned Article, also permits the Company to issue bonus shares for which no consideration is payable.

2.3.28 Electronic transmission of notices and documents

New Section 387C of the Act liberalises the use of electronic transmission for the giving of notices and sending of documents by a company or directors of the company to the members, subject to certain safeguards. The use of electronic transmission for the giving of notices and sending of documents will enable the Company to reduce cost and increase efficiency.

It is proposed that Article 128 of the Existing Constitution be amended to provide for the use of (i) electronic communications generally where a notice or document is required or permitted to be given, sent or served under the Act to a member of the Company and (ii) specific forms of electronic communications, such as electronic mail, the posting of notices or information on a specified website and the sending of data storage devices.

Article 135 of the New Constitution also makes clear that in order for the Company to effect electronic transmission of notices and documents to a member of the Company, the member must have given express, implied or deemed consent to the use of such electronic communications.

A member has given express consent if such member has agreed in writing to the use of the electronic communications. Under Section 387C(2) of the Act, a member has given implied consent if the constitution of the company (i) provides for the use of electronic communications; (ii) specifies the manner in which electronic communications is to be used; and (iii) provides that the member shall agree to receive such notice or document by way of such electronic communications and shall not have a right to elect to receive a physical copy of such notice or document. Section 387C(3) of the Act also provides that a member shall be deemed to have consented if (i) the constitution of the company provides for the use of electronic communications; (ii) the constitution of the company specifies the manner in which electronic communications is to be used; (iii) the constitution of the company specifies that the member will be given an opportunity to elect within a specified

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period of time whether to receive such notice or document by way of electronic communications or as a physical copy; and (iv) the member was given an opportunity to elect whether to receive such notice or document by way of such electronic communications or as a physical copy, and he failed to make an election within the specified time.

The use of electronic communications under Section 387C of the Act is subject to safeguards set out in new Regulation 89C of the Companies Regulations which provide, *inter alia*, that the company must allow a member who has agreed to receive notices and documents by way of electronic communications to make a fresh election at any time to receive notices or documents by way of electronic communications or as a physical copy. Such election by the member conveyed to the company last in time prevails over all previous elections as the member's valid and subsisting election in relation to all documents and notices to be given or served to the member. For avoidance of doubt, such safeguards shall apply regardless of whether the member has given express consent, implied consent or deemed consent to the use of electronic communications.

Shareholders should note that if they do not agree with the proposed amendments to Article 128 of the Existing Constitution (or any other proposed amendment to the Existing Constitution), they may vote against the Special Resolution.

As at the Latest Practicable Date, the outcome of a public consultation by the SGX-ST on, *inter alia*, whether listed issuers should be allowed to send notices and documents to shareholders electronically under the new deemed consent and implied consent regimes permitted under the Act is not known yet. In its consultation, the SGX-ST had also asked for comments on additional safeguards in relation to the new regimes. There is no certainty that the listing rules will be amended to allow electronic transmission of notices and documents under the new regimes. Going forward, for so long as the Company is listed on the SGX-ST, the Company will not make use of the new regimes to transmit notices or documents electronically to Shareholders unless the SGX-ST's listing rules allow it, and the Company will comply with the SGX-ST's listing rules on the subject.

The Company will adhere to its current practice to send a physical copy of its annual report to each Shareholder.

The amended Article 128 shall correspond to Article 135 of the New Constitution.

2.3.29 When service deemed effected

As existing Article 131 does not state when a notice or document is deemed to have been sent where such notice or document is sent by electronic communication, it is proposed that Article 131 be amended to provide for, and to clarify that, any notice or document sent by electronic communication shall be deemed to have been duly given, sent, served or delivered upon transmission of the electronic communication to the current address of the recipient or as otherwise provided under the Act and/or any other applicable regulations, law or procedures.

The amended Article 131 shall correspond to Article 138 of the New Constitution.

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2.3.30 *Indemnity for directors*

Section 172(2) of the Act (which was repealed and re-enacted) now provides that any provision by which a company directly or indirectly provides an indemnity (to any extent) for an officer of the company against any liability attaching to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company is void, except as permitted by Section 172A or Section 172B of the Act.

Section 172A, which is a new provision, permits a company to purchase and maintain for an officer of the company insurance against liability that would otherwise attach to him in connection with any negligence, default, breach of duty or breach of trust. Pursuant to new Section 172B of the Act, companies are also allowed to indemnify their officers against claims brought by third parties, subject to certain restrictions set out in Section 172B(1)(a) of the Act and Section 172B(1)(b) of the Act.

Article 133 of the Existing Constitution is proposed to be modified to clarify that no Director or other officer of the Company shall be indemnified against any liability referred to in Section 172B of the Act.

The amended Article 133 shall correspond to Article 140 of the New Constitution.

2.3.31 *Secrecy*

It is proposed that new Article 143 be inserted to clarify that members of the Company shall have no access to any information relating to trade secrets of the Company, save as may be authorised by law or the Listing Manual.

2.3.32 *Personal Data*

In general, under the Personal Data Protection Act 2012, an organisation can only collect, use or disclose the personal data of an individual with the individual's consent, and for a reasonable purpose which the organisation has made known to the individual. Article 144 of the New Constitution specifies, *inter alia*, the purposes for which the Company and/or its agents and service providers would collect, use and disclose personal data of Shareholders and their appointed proxies or representatives.

2.4 Appendices A and B. The proposed New Constitution is set out in **Appendix A** to this Letter. The text of the principal provisions in the New Constitution which are significantly different from the equivalent provisions in the Existing Constitution, or which have been included in the New Constitution as new provisions, is set out in **Appendix B** to this Letter and the main differences are blacklined. The Proposed Adoption of the New Constitution is subject to Shareholders' approval.

3. THE PROPOSED RENEWAL OF IPT MANDATE

3.1 Background. At the 63rd Annual General Meeting of the Company held on 5 April 2016 (the "63rd AGM"), Shareholders had approved the renewal of a shareholders' mandate for the purposes of Chapter 9 of the Listing Manual to enable the Company, its subsidiaries and associated companies that are considered to be "entities at risk" within the meaning of Chapter 9 of the Listing Manual, or any of them, to enter into certain types of transactions with specified classes of the Company's interested persons, provided that such transactions

LETTER TO SHAREHOLDERS

entered into in the ordinary course of business, are on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders (the “**IPT Mandate**” or “**Shareholders’ Mandate**”).

- 3.2 Renewal of the IPT Mandate.** Under Chapter 9 of the Listing Manual, a general mandate for transactions with interested persons is subject to annual renewal. The IPT Mandate approved at the 63rd AGM was expressed to continue in force until the next annual general meeting of the Company, being the 2017 AGM, which is to be held on 6 April 2017. Accordingly, it is proposed that the IPT Mandate be renewed at the 2017 AGM, to take effect until the conclusion of the next annual general meeting of the Company.

The types of transactions and classes of interested persons in respect of which the IPT Mandate is sought to be renewed remain unchanged. Particulars of the IPT Mandate, including the rationale for, the benefits to be derived by the Company, as well as the review procedures for determining transaction prices with the specified classes of interested persons, are set out in **Appendix C** of this Letter.

General information on the listing rules relating to interested person transactions, including the meanings of terms such as “associate”, “controlling shareholder” and “interested person” used in Chapter 9 of the Listing Manual, is set out in **Appendix D** of this letter.

- 3.3 Audit and Risk Committee’s Statement.** The Audit and Risk Committee of the Company confirms that:

- (a) the methods or procedures for determining the transaction prices under the IPT Mandate have not changed since the 63rd AGM; and
- (b) the methods or procedures referred to in (a) above are sufficient to ensure that the transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

4. DIRECTORS’ AND SUBSTANTIAL SHAREHOLDERS’ INTERESTS

- 4.1 Proposed Adoption of the New Constitution.** None of the Directors or the substantial Shareholders has any interest, direct or indirect, in the Proposed Adoption of the New Constitution.

- 4.2 Proposed Renewal of IPT Mandate.** Certain Directors, namely, Messrs Peter Sung, Boediman Gozali (alias Tony Wu), Chong Chou Yuen and William Nursalim alias William Liem are regarded as being interested in the proposed renewal of the IPT Mandate. Mr William Nursalim alias William Liem is within the classes of interested persons covered by the IPT Mandate. Mr Boediman Gozali (alias Tony Wu) is the uncle of Mr William Nursalim alias William Liem. Mr Peter Sung had declared himself non-independent in November 2005. Mr Chong Chou Yuen is the Chief Financial Officer of Tuan Sing Holdings Limited (the Company’s holding company).

The aforesaid Directors and their respective associates will abstain from voting their respective shareholdings (if any) on Ordinary Resolution No. 8 relating to the renewal of the IPT Mandate at the forthcoming 2017 AGM.

Tuan Sing Holdings Limited, Nuri Holdings (S) Pte Ltd, and their respective associates, being within the classes of interested persons in relation to the proposed renewal of the IPT Mandate, will abstain from voting their respective shareholdings (if any) on Ordinary Resolution No. 8 relating to the renewal of the IPT Mandate at the forthcoming 2017 AGM.

LETTER TO SHAREHOLDERS

The interests of the Directors and substantial Shareholders in the issued shares of the Company can respectively be found in the 'Directors' Statement' and 'Shareholding Statistics' of the Company's 2016 Annual Report.

5. DIRECTORS' RECOMMENDATIONS

5.1 Proposed Adoption of the New Constitution. The Directors, after having considered the rationale for the Proposed Adoption of the New Constitution, are of the opinion that the same is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of Special Resolution No. 7, being the special resolution relating to the Proposed Adoption of the New Constitution, to be proposed at the 2017 AGM.

5.2 Proposed Renewal of IPT Mandate. The Directors who are considered independent for the purposes of the Proposed Renewal of IPT Mandate are Messrs Cheng Hong Kok and Tan Lye Huat. They are of the opinion that the entry into of the Interested Person Transactions (as described in paragraph 2 of **Appendix C**) between the SP Group (as described in paragraph 1 of **Appendix C**) and the Interested Persons (as described in paragraph 3 of **Appendix C**) in the ordinary course of business will enhance the efficiency of the SP Group and is in the best interests of the Company. For the reasons set out in paragraphs 1 and 2 of **Appendix C**, they recommend that Shareholders vote in favour of Ordinary Resolution No. 8 for the Proposed Renewal of IPT Mandate at the forthcoming 2017 AGM.

6. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the registered office of the Company during normal business hours on any weekday from the date of this Letter up to and including the date of the 2017 AGM:

- (a) the Existing Constitution; and
- (b) the proposed New Constitution.

7. RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Letter and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Letter constitutes full and true disclosure of all material facts about the Proposals, the Company and its subsidiaries which are relevant to the Proposals, and the Directors are not aware of any facts the omission of which would make any statement in this Letter misleading.

Where information in this Letter has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Letter in its proper form and context.

For and on behalf of the
Board of Directors of
SP Corporation Limited



Peter Sung
Chairman

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THE COMPANIES ACT (CAP. 50) PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION OF SP CORPORATION LIMITED

(Adopted by special resolution passed on [●] 2017)

INTERPRETATION

1. **INTERPRETATION CLAUSE.** In this Constitution the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

WORDS		MEANINGS
Act	...	The Companies Act (Cap. 50) of Singapore, as may be amended or modified from time to time.
Articles	...	The provisions of this Constitution as originally framed or as altered from time to time by special resolution.
Company	...	SP Corporation Limited.
Constitution	...	The constitution of the Company as may be amended from time to time.
Chief Executive Officer	...	Any one or more persons, by whatever name described, who: (a) is in direct employment of, or acting for or by arrangement with, the Company; and (b) is principally responsible for the management and conduct of the business of the Company, or part of the business of the Company, as the case may be.
Directors	...	The Directors for the time being of the Company.
electronic communication	...	Communication transmitted (whether from one person to another, from one device to another, from a person to a device or from a device to a person): (a) by means of a telecommunication system; or (b) by other means but while in an electronic form, such that it can (where particular conditions are met) be received in legible form or be made legible following receipt in non-legible form.
Market Day	...	A day on which the Securities Exchange is open for securities trading.

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Member (and any references to a shareholder)	...	<p>(a) where the Depository or its nominee (as the case may be) is named in the Depository Register as the holder of shares, a Depositor in respect of the number of shares which stand in credit against his name in the Depository Register as at 72 hours before the time of the relevant general meeting of the Company as certified by the Depository to the Company; and</p> <p>(b) in any other case, a person whose name appears on the Register of Members as a member of the Company,</p> <p>but shall exclude the Company itself where it is such a member by reason of its holding shares as treasury shares.</p>
Office	...	The registered office for the time being of the Company.
Register of Members	...	The register of members of the Company maintained by the Company pursuant to Section 190 of the Act on which the Company shall enter the name of every person who is a registered holder of shares in the Company including the Depository PROVIDED ALWAYS THAT the Depository shall be deemed not to be a member of the Company.
Relevant Intermediary	...	Shall have the meaning ascribed to it under Section 181 of the Act.
Seal	...	The Common Seal of the Company.
Securities Account	...	The securities account maintained by a Depositor with the Depository.
Securities and Futures Act	...	The Securities and Futures Act (Cap. 289) of Singapore, as may be amended or modified from time to time.
Securities Exchange	...	The Singapore Exchange Securities Trading Limited.
Statutes	...	The Act and every other legislation for the time being in force concerning companies and affecting the Company.
treasury shares	...	Shall have the meaning ascribed to it under the Act.

The expressions “Depositor”, “Depository”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them respectively in Part IIIA of the Securities and Futures Act.

The expression “Secretary” shall include any person appointed by the Directors to perform any of the duties of the Secretary of the Company and where two or more persons are appointed to act as Joint Secretaries shall include any one of those persons.

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Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Words denoting the singular shall, where applicable, include the plural and *vice versa*. Words denoting the masculine gender shall, where applicable, include the feminine gender and neuter gender and *vice versa*. Words denoting persons shall, where applicable, include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes shall, unless the context otherwise requires, bear the same meanings in this Constitution.

NAME

2. The name of the company is **SP CORPORATION LIMITED**.

REGISTERED OFFICE

3. The Office will be situated in the Republic of Singapore.

OBJECTS

4. Subject to the provisions of the Act and any other written law and the Constitution, the Company has:
 - (a) full capacity to carry on or undertake any business or activity, do any act or enter into any transaction; and
 - (b) for the purposes of paragraph (a) above, full rights, powers and privileges.

LIABILITY OF MEMBERS

5. The liability of the Members is limited.

SHARES

6. **ISSUE OF SHARES.** The shares taken by the subscribers to the Constitution shall be issued by the Directors. Subject as aforesaid and to this Constitution, the Directors may allot and issue the same to such persons on such terms and conditions and at such times as the Directors think fit.
7. **PAYMENT OF EXPENSES IN ISSUE OF SHARES.** Any expenses (including brokerage or commission) incurred directly by the Company in the issue of new shares may be paid out of the proceeds of the issue or the Company's share capital. Such payment shall not be taken as reducing the amount of share capital of the Company.
8. **SPECIAL RIGHTS.**
 - (A) Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by ordinary resolution determine; PROVIDED ALWAYS THAT the total number of issued preference shares shall not at any time exceed the total number of issued ordinary shares of the Company.

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- (B) The Company may issue shares for which no consideration is payable to the Company.
9. **REDEEMABLE PREFERENCE SHARES.** Subject (but not limited) to the Act, any preference shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed. The Company shall also have the power to issue further preference shares ranking equally with or in priority to any preference shares already issued.
10. **RIGHTS OF PREFERENCE SHAREHOLDERS.** Holders of preference shares shall have the same rights as ordinary shareholders as regards receiving notices, reports and financial statements, and attending general meetings of the Company. They shall have the right to vote at any meeting convened for the purpose of reducing the capital or winding up or sanctioning a sale of the undertaking of the Company, or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividends on the preference shares are in arrears for more than 6 months.
11. **MODIFICATION OF RIGHTS OF PREFERENCE SHAREHOLDERS.** The repayment of preference capital other than redeemable preference capital, or any other alteration of preference shareholders' rights, may only be made pursuant to a special resolution of the preference shareholders concerned; PROVIDED ALWAYS THAT where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, if obtained from the holders of three-fourths of the preference shares concerned within 2 months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.
12. **RIGHTS NOT VARIED BY ISSUE OF ADDITIONAL SHARES.** The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
13. **NO TRUSTS RECOGNISED.** No person, other than the Depository, shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be required in any way to recognise (even when having notice thereof) any equitable, contingent future or partial interest in any share or any other rights in respect of any share other than an absolute right to the entirety thereof in the registered holder, except only as by this Constitution otherwise provided for or as required by the Statutes or pursuant to any order of Court.
14. **OFFER OF NEW SHARES.** Subject to any direction to the contrary that may be given by the Company in general meeting or except as permitted under the Securities Exchange's listing rules, all new shares of whatever kind shall, before issue, be offered to such persons who as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as far as the circumstances admit, to the number of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined and, after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this Article.

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15. **SHARE CERTIFICATES.** Unless otherwise resolved by the Directors, securities will be allotted and certificates issued under the Seal in such form as the Directors may approve, in the name of and despatched to every person whose name is entered as a Member in the Register of Members or allotted and despatched to the Depository for the account of every Depositor who is a Member, within 10 Market Days (or such other periods as may be approved by any stock exchange upon which the shares of the Company may be listed) of the final applications closing date for an issue of securities or as the case may be after the lodgement of any registrable transfer. Every person whose name is entered as a Member in the Register of Members or in the name of the Depository, as the case may be, shall be entitled without payment to one certificate under the Seal in respect of each class of shares held by him for all his shares in that class or several certificates in reasonable denominations each for one or more of his shares in any one class upon payment of \$2.00 (or such sum as the Directors shall from time to time determine) for every certificate after the first. Stamp duty payable on such certificate shall be borne by such Member unless otherwise directed by the Directors; PROVIDED ALWAYS THAT in the case of joint holders (including Depositors) the Company shall not be bound to issue more than one certificate and delivery of such certificate to any one of them, or in the case of shares registered in the name of the Depository, to the Depository, shall be sufficient delivery to all such holders (including Depositors). PROVIDED FURTHER THAT the Company shall not be bound to register more than three persons as the joint holders of any share except in the case of executors or administrators of the estate of a deceased Member.
16. **RENEWAL OF CERTIFICATES.** Subject to the provisions of the Act, if a share certificate be worn out, defaced, destroyed, lost or stolen, it may be renewed on payment of such fee not exceeding \$2.00 or in the event of the Company being listed on the Securities Exchange such other sum as may from time to time be prescribed by the Securities Exchange and on such terms as the Directors think fit, if any, as to evidence and indemnity being given by the shareholder, transferee, person entitled, purchaser member of the Securities Exchange or on behalf of its/their client(s) and, in the case of destruction, loss or theft, on payment by the shareholder or person entitled to whom such renewed certificate is given of out-of-pocket expenses of the Company of investigating evidence including the payment of stamp duty on such certificate or in the case of defacement or wearing out, on delivery up of the old certificate. Any duplicate certificate issued on or after 30 January 2006 in respect of a share certificate issued before that date shall state, in place of the historical nominal value of the shares, the amount paid on the shares and the amount (if any) unpaid on the shares.
17. **POWER TO PAY COMMISSION AND BROKERAGE.** The Company may pay commissions or brokerage on any issue of shares at such rate or amount and in such manner as the Directors may deem fit. Such commissions or brokerage may be satisfied by the payment in cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may, in addition to, or *in lieu* of, such commission, in consideration of any person so subscribing or agreeing to subscribe, or of his procuring or agreeing to procure subscriptions, for any shares in the Company, confer on any such person an option call within a specified time for a specified number of shares in the Company at a specified price or on such other terms and conditions as the Directors may deem fit.
18. **POWER TO CHARGE INTEREST ON CAPITAL.** If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may, subject to the conditions and restrictions mentioned in the Act, pay interest on so much of the share capital as is for the time being paid up (except treasury shares) and may charge the same to capital as part of the cost of the construction or provision.

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LIEN

19. **COMPANY TO HAVE LIEN ON SHARES AND DIVIDENDS.** The Company shall have a lien on every share not being a fully-paid share for all monies (whether presently payable or not) called or payable at a fixed time in respect of such share, and for all monies as the Company may be called upon by law to pay in respect of the shares of the Member or deceased Member. The Company's lien, if any, on a share shall extend to all dividends payable thereon. The Company's lien shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such monies are due and unpaid, and to such amounts as the Company may be called upon by law to pay in respect of the shares of the Member or deceased Member.
20. **LIEN MAY BE ENFORCED BY SALE OF SHARES.** The Directors may sell any shares subject to such lien at such time or times and in such manner as they think fit, but no sale shall be made until such time as the monies in respect of which such lien exists or some part thereof are or is presently payable or a liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due or specifying the liability or engagement and demanding payment or fulfilment or discharge thereof, and giving notice of intention to sell in default, shall have been served on such Member or the persons (if any) entitled by transmission to the shares, and default in payment, fulfilment or discharge shall have been made by him or them for 7 days after such notice.
21. **DIRECTORS MAY AUTHORISE TRANSFER AND ENTER PURCHASER'S NAME IN REGISTER.** To give effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser and may enter the purchaser's name in the Register of Members as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
22. **APPLICATION OF PROCEEDS OF SALE.** The net proceeds of sale whether of a share forfeited by the Company or of a share over which the Company has a lien, shall be applied in or towards satisfaction of the amount due to the Company, or of the liability, as the case may be, and any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs.
23. **MEMBER NOT ENTITLED TO PRIVILEGES OF MEMBERSHIP UNTIL ALL CALLS PAID.** No Member shall be entitled to receive any dividend or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every share held by him, whether in his own name or in a Securities Account, and whether alone or jointly with any other person, together with interest and expenses (if any).

CALLS ON SHARES

24. **DIRECTORS MAY MAKE CALLS.** The Directors may, subject to the provisions of this Constitution, from time to time make such calls upon the Members in respect of all monies unpaid on their shares as they think fit; PROVIDED ALWAYS THAT 14 days' notice at least is given in respect of each call and each Member shall be liable to pay the amount of every call so made upon him to the persons, by the instalments (if any) and at the times and places appointed by the Directors. A call may be revoked or postponed as the Directors may determine.
25. **WHEN CALL DEEMED TO HAVE BEEN MADE.** A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.

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26. **LIABILITY OF JOINT HOLDERS.** The joint holders or joint Depositors of a share shall be jointly and severally liable to pay all calls and instalments in respect thereof.
27. **INTEREST ON UNPAID CALL.** If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the person from whom the same is due shall pay interest on the amount of the call or instalment at such rate as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part.
28. **PAYMENTS IN ADVANCE OF CALLS.** Any Member may pay to the Company and the Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the monies for the time being remaining uncalled on his shares but the monies so paid in advance shall not, whilst carrying interest, confer a right to participate in the profits of the Company.
29. **MONIES PAID IN ADVANCE OF CALLS.** In respect of any monies paid in advance of any call, or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made, the Directors may pay or allow such interest as may be agreed between them and such Member, in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up.
30. **SUM PAYABLE ON ALLOTMENT DEEMED TO BE A CALL.** Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, shall, for all purposes of this Constitution, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of this Constitution as to payment of interest and expenses, forfeiture and the like, and all the relevant provisions of this Constitution, shall apply as if such sum were a call duly made and notified as hereby provided.
31. **DIFFERENCE IN CALLS.** The Directors may, from time to time, make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls.

TRANSFER OF SHARES

32. **TRANSFER OF SHARES.** There shall be no restriction on the transfer of fully paid up shares (except where required by law or, where the Company is listed on the Securities Exchange, the rules, bye-laws or listing rules of the Securities Exchange) but the Directors may in their discretion refuse to register a transfer to a transferee of whom they do not approve, in the case of shares not fully paid up, PROVIDED ALWAYS THAT in the event of the Directors refusing to register a transfer of shares, they shall within 30 days, or in the event of the Company being listed on the Securities Exchange, within 10 Market Days beginning with the day on which the application for such transfer of shares was made, serve a notice in writing to the applicant stating the facts which are considered to justify the refusal as required by the Act.
33. **FORM OF TRANSFER.** Every transfer shall be in writing in the form approved by the Directors and in the event of the Company being listed on the Securities Exchange, by the Securities Exchange. Every instrument of transfer must be in respect of only one class of shares and must be duly stamped in accordance with any applicable law for the time being in force relating to stamp duty and shall be left at the Office accompanied by the Certificate of the shares to be transferred and such other evidence (if any) as the Directors may reasonably require to show the right of the transferor to make the transfer.

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34. **TRANSFERS TO BE EXECUTED BY BOTH PARTIES.** The instrument of transfer of any share shall be executed by or on behalf of both the transferor and the transferee and be witnessed, PROVIDED ALWAYS THAT the Depository shall not be required to sign, as transferee, any instrument of transfer relating to the transfer of shares to it and PROVIDED FURTHER THAT, at the discretion of the Directors, the signature of any other transferee may be dispensed with. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.
35. **TRANSFER FEE.** The Company shall be entitled to charge a fee not exceeding \$2.00 for each instrument of transfer or in the event of the Company being listed on the Securities Exchange, such other sum as may from time to time be prescribed by the Securities Exchange on the registration of every transfer.
36. **REGISTRATION OF TRANSFERS.** The Directors may decline to register any transfer of shares unless all the preceding requirements are fully complied with. All instruments of transfer which are registered may be retained by the Company.
37. **REGISTRATION OF TRANSFERS MAY BE SUSPENDED.** The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine; PROVIDED ALWAYS THAT such registration shall not be suspended for more than 30 days in any year.

TRANSMISSION OF SHARES

38. **ON DEATH OF MEMBER, SURVIVOR OR EXECUTOR ONLY RECOGNISED.** In the case of the death of a Member, the survivor or survivors, where the deceased was a joint holder, and the executors or administrators of the deceased, where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his shares, but the Directors may require such evidence as they may deem fit in relation to such title to the shares. But nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him.
39. **PERSON ENTITLED MAY RECEIVE DIVIDENDS WITHOUT BEING REGISTERED AS A MEMBER, BUT MAY NOT EXERCISE OTHER RIGHTS.** A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for, any dividends or other monies payable in respect of the share, but he shall not be entitled in respect of it to receive notice of or to attend or vote at meetings of the Company or, save as aforesaid, to exercise any of the rights or privileges as a Member unless and until he shall become a Member in respect of the share.
- 39A. **DIRECTORS MAY GIVE NOTICE TO PERSON ENTITLED.** The Directors may at any time give notice requiring any person entitled to a share by transmission to elect either to be registered himself or to transfer such share, and if the notice is not complied with within 90 days the Directors may thereafter withhold payment of all dividends, or other monies payable in respect of the share until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

40. **PAYMENT OF CALL WITH INTEREST AND EXPENSES.** If any Member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person

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entitled to the share by transmission requiring him to pay such call or instalment or such part thereof as remains unpaid, together with interest at such rate as the Directors shall determine, and any expenses that may have accrued by reason of such non-payment.

41. **NOTICE REQUIRING PAYMENT TO CONTAIN CERTAIN PARTICULARS.** The notice shall name a further day (not earlier than the expiration of 7 days from the date of the notice) on or before which such call or instalment, or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.
42. **ON NON-COMPLIANCE WITH NOTICE SHARES FORFEITED ON RESOLUTION OF DIRECTORS.** If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture notwithstanding that they shall have been declared.
43. **NOTICE OF FORFEITURE TO BE GIVEN AND ENTERED IN REGISTER OF MEMBERS.** When any share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given and of the forfeiture with the date thereof, shall forthwith be made in the Register of Members opposite to the shares; but the provisions of this Article are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
44. **DIRECTORS MAY ANNUL FORFEITURE UPON TERMS.** Notwithstanding any such forfeiture as aforesaid the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture upon the terms of payment of all calls and interest due thereon and all expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit to impose.
45. **DIRECTORS MAY DISPOSE OF FORFEITED SHARES.** Every share which shall be forfeited may be sold, re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person upon such terms and in such manner as the Directors shall think fit, and the Directors may, if necessary, authorise some person to transfer the same to such other person as aforesaid.
46. **FORMER HOLDER OF FORFEITED SHARES LIABLE FOR CALL MADE BEFORE FORFEITURE.** A shareholder whose shares have been forfeited shall, notwithstanding such forfeiture, be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, and interest thereon to the date of payment, in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the shares at the time of forfeiture, without any deduction of allowance for the value of the shares at the time of forfeiture.
47. **CONSEQUENCES OF FORFEITURE.** The forfeiture of a share shall involve the extinction at the time of forfeiture of all interests in and all claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by this Constitution expressly saved or as are by the Statutes given or imposed in the case of past Members.

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48. **TITLE TO FORFEITED SHARE.** A statutory declaration in writing that the declarant is a Director of the Company and that a share has been duly forfeited in pursuance of this Constitution and stating the date upon which it was forfeited shall, as against all persons claiming to be entitled to the share adversely to the forfeiture thereof, be conclusive evidence of the facts therein stated, and such declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof, and a certificate of proprietorship of the share under the Seal delivered to the person to whom the same is sold or disposed of, shall constitute a good title to the share, and (subject to the execution of any necessary transfer) such person shall be registered as the holder of the share, or where such person is a Depositor, the Company shall procure that his name be entered in the Depository Register in respect of the share so sold or disposed of. Such person shall be discharged from all calls made prior to such sale or disposition, and shall not be bound to see to application of the purchase money (if any) nor shall his title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

CONVERSION OF SHARES INTO STOCK

49. **POWER TO CONVERT INTO STOCK.** The Company may from time to time by ordinary resolution passed at a general meeting convert any paid-up shares into stock and reconvert any stock into paid-up shares of any denomination.
50. **TRANSFER OF STOCK.** The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might prior to conversion have been transferred or as near thereto as circumstances admit; but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum.
51. **RIGHTS OF STOCKHOLDERS.** The holders of stock shall according to the number of the stock held by them have the same rights privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such aliquot part of stock which would not if existing in shares have conferred that privilege or advantage.
52. **INTERPRETATION.** Such of the regulations of the Company as are applicable to paid up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

ALTERATION OF CAPITAL

53. **COMPANY MAY INCREASE ITS CAPITAL.** The Company in general meeting may from time to time increase its capital by the creation and issue of new shares, such aggregate increase to be of such number as the Company by the resolution authorising such increase directs.
54. **POWER TO ISSUE INSTRUMENTS.** Notwithstanding the provisions herein, the Company may by ordinary resolution in general meeting give to the Directors general authority, either unconditionally or subject to such conditions as may be specified in the ordinary resolution, to:
- (A) (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or

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- (ii) make or grant offers, agreements or options (collectively “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares; and
- (B) (notwithstanding that the authority conferred by the ordinary resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the ordinary resolution was in force;

Provided that:

- (1) the aggregate number of shares to be issued pursuant to the ordinary resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to the ordinary resolution) shall be subject to such limits and manner of calculation as may be prescribed by the rules or by any supplemental measures of the Securities Exchange from time to time;
- (2) in exercising the authority conferred by the ordinary resolution, the Company shall comply with the provisions of the listing rules or by any supplemental measures of the Securities Exchange for the time being in force (unless such compliance is waived by the Securities Exchange) and this Constitution; and
- (3) (unless revoked or varied by the Company in general meeting) the authority conferred by the ordinary resolution shall not continue in force beyond the conclusion of the Annual General Meeting of the Company next following the passing of the ordinary resolution, or the date by which such Annual General Meeting of the Company is required by law to be held, or the expiration of such other period as may be prescribed by the Statutes (whichever is the earliest).

55. **COMPANY MAY ALTER ITS CAPITAL.** The Company may by ordinary resolution:–

- (1) consolidate and divide all or any of its share capital;
- (2) cancel any number of shares which at the date of the passing of the resolution have not been taken, or agreed to be taken, by any person or which have been forfeited and diminish the amount of its capital by the number of shares so cancelled;
- (3) sub-divide shares, or any of them, (subject, nevertheless, to the provisions of the Statutes), and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of such shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any restrictions as compared with the others as the Company has power to attach to unissued or new shares; or
- (4) subject to the provisions of this Constitution and the Statutes, convert its share capital or any class of shares from one currency to another currency.

56. **COMPANY MAY REDUCE ITS CAPITAL.** The Company may by special resolution reduce its share capital in any manner authorised and subject to any conditions prescribed by the Statutes. Where the Company’s share capital is reduced in accordance with the provisions of the Act, a Member (past or present) shall not be liable in respect of the issue price of any share to any call or contribution greater in amount than the difference (if any) between (i) the issue price of the share; and (ii) the aggregate of the amount paid up on the share (if any) and the amount reduced on the share. This provision shall not apply to treasury shares held by the Company, and the Company is entitled to cancel its shares in the manner prescribed by the Act.

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57. **SHARE REPURCHASE.** Subject to and in accordance with the provisions of the Act, the listing rules of the Securities Exchange, and other written law, the Company may purchase or otherwise acquire ordinary shares, stocks, preference shares, options, debentures, debenture stocks, bonds, obligations, securities, and all other equity, derivative, debt and financial instruments issued by it on such terms as the Company may think fit and in the manner prescribed by the Act.

Where ordinary shares or stocks are purchased or acquired by the Company in accordance with the provisions of the Act, the Company may hold the shares or stocks (or any of them) or deal with any of them, at any time.

Any ordinary share which is so purchased or acquired by the Company shall be deemed to be cancelled immediately on purchase or acquisition by the Company unless held in treasury; preference shares that are purchased or acquired by the Company shall be deemed to be cancelled immediately on purchase or acquisition. On the cancellation of any share as aforesaid, the rights and privileges attached to that share shall expire. In any other instance, the Company may deal with any such share which is so purchased or acquired by it in such manner as may be permitted by, and in accordance with the Act.

58. **TREASURY SHARES.** If the Company has only one class of shares, the aggregate number of shares held as treasury shares shall not at any time exceed 10% of the total number of shares of the Company at that time.

Where the share capital of the Company is divided into shares of different classes, the aggregate number of shares of any class held as treasury shares shall not at any time exceed 10% of the total number of the shares in that class at that time.

In event of contravention of the above, the Company shall dispose of or cancel the excess shares in the manner provided by the Act.

The Company shall not exercise any right in respect of the treasury shares, including any right to attend or vote at meetings. The Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights. Any purported exercise of such a right is void.

No dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up) may be made to the Company in respect of the treasury shares save as specifically provided for in the Act.

MODIFICATION OF CLASS RIGHTS

59. **RIGHTS OF SHAREHOLDERS MAY BE ALTERED.** Subject (but not limited) to the provisions of the Act, all or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares for the time being forming part of the share capital of the Company may from time to time be modified, affected, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the Members of that class. To any such separate meeting all the provisions of this Constitution as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be Members of the class holding or representing by proxy one-third of the share capital paid or credited as paid on the issued shares of the class, and every holder of shares of the class in question shall be entitled on a poll to one vote for every such share held by him.

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GENERAL MEETINGS

60. **ANNUAL GENERAL MEETINGS.** A general meeting shall be held once in every calendar year and in accordance with the requirements of the Act, at such time and place in Singapore as may be determined by the Directors, but not more than 4 months or such other period as may be prescribed by the Act, shall be allowed to elapse between the close of each financial year and such general meeting.
61. **ANNUAL GENERAL AND EXTRAORDINARY GENERAL MEETINGS.** The general meetings referred to in Article 60 shall be called annual general meetings. All other general meetings shall be called extraordinary general meetings.
62. **EXTRAORDINARY GENERAL MEETINGS.** The Directors may call an extraordinary general meeting whenever they think fit, and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Act.
63. **NOTICE OF GENERAL MEETING.** Any general meeting at which it is proposed to pass a special resolution or a resolution of which special notice is required and has been given to the Company, shall be called by 21 days' notice in writing at the least and an annual general meeting and any other extraordinary general meeting by 14 days' notice in writing at the least. The period of notice shall in each case be exclusive of the date of notice and of the date of meeting; PROVIDED ALWAYS THAT a general meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed:
- (a) in the case of an annual general meeting, by all the Members entitled to attend and vote thereat; and
 - (b) in the case of an extraordinary general meeting, by a majority in number of the Members having a right to attend and vote thereat, being a majority together holding not less than 95% of the total voting rights of all the Members having a right to vote at that meeting.

Every notice calling a general meeting shall specify the place (which shall be in Singapore) and the day and the hour of meeting and be given in a manner hereinafter mentioned to such persons as are under the provisions of this Constitution and the Act entitled to receive notices of general meetings from the Company. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business and if any resolution is to be proposed as a special resolution or as requiring special notice, the notice shall contain a statement to that effect. So long as the shares of the Company are listed on the Securities Exchange, at least 14 days' notice of any general meeting shall be given by advertisement in the daily press and in writing to the Securities Exchange.

The accidental omission to give notice to or the non-receipt of notice by any person entitled thereto shall not invalidate the proceedings at any general meeting.

64. **RESOLUTION SIGNED BY THE MEMBERS AS EFFECTIVE AS IF PASSED AT GENERAL MEETING.** Subject to the Statutes, a resolution in writing signed by the Members (in accordance with the requirements of the Act) for the time being entitled to receive notice of and attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held, and may consist of several

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documents in the like form each signed by one or more Members. The expressions 'in writing' and 'signed' include approval by telefax, telex, cable or telegram or such other electronic communication by any such Member.

PROCEEDINGS AT GENERAL MEETINGS

65. **SPECIAL BUSINESS.** All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the financial statements, Directors' statement and Auditors' report, and any other documents required by law to be annexed to the financial statements, appointing Directors to fill vacancies arising at the general meeting on retirement whether by rotation or otherwise, appointing or re-appointing Auditors, fixing the remuneration of the Directors proposed to be paid in respect of their office as such under this Constitution and fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed.
66. **NO BUSINESS TO BE TRANSACTED UNLESS QUORUM PRESENT.** No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be 2 Members personally present or represented by proxy.
67. **IF NO QUORUM MEETING ADJOURNED OR DISSOLVED.** If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall be a quorum.
68. **CHAIRMAN OF BOARD TO PRESIDE AT ALL MEETINGS.** The Chairman of the Board of Directors shall preside as Chairman at every general meeting. If at any meeting the Chairman be not present within 15 minutes after the time appointed for holding the meeting or be unwilling to act, the Members present shall choose one of the Directors to be Chairman of the meeting, or if no Director be present or if all the Directors present decline to take the chair, one of their number present shall be Chairman.
69. **NOTICE OF ADJOURNED MEETINGS.** The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine PROVIDED ALWAYS THAT the place of the adjourned meeting shall be in Singapore. Whenever a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no Member shall be entitled to any notice of any adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
70. **HOW RESOLUTION DECIDED.**
- (A) If required by the listing rules of the Securities Exchange, all resolutions at general meetings shall be voted by poll.
 - (B) Subject to Article 70(A), at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or on the declaration of the result of the show of hands, a poll is demanded by either:-
 - (i) the chairman of the meeting; or

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- (ii) not less than two Members present in person or by proxy and entitled to vote at the meeting; or
 - (iii) a Member or Members present in person or by proxy and representing not less than 5% of the total voting rights of all the Members having the right to vote at the meeting; or
 - (iv) a Member or Members present in person or by proxy and holding not less than 5% of the total number of paid-up shares of the Company (excluding treasury shares).
- (C) Subject to Article 70(A), where a resolution put to the vote of the general meeting is to be decided on a show of hands:–
- (i) in the case of a Member who is not a Relevant Intermediary and who is represented by two proxies, only one of the two proxies as determined by such Member or, failing such determination, by the chairman of the meeting (or by a person authorised by the chairman) in his sole discretion, shall be entitled to vote on a show of hands; and
 - (ii) in the case of a Member who is a Relevant Intermediary and who is represented by two or more proxies, each proxy shall be entitled to vote on a show of hands.
71. **RESULT OF VOTING.** A demand for a poll made pursuant to Article 70(B) may be withdrawn. Unless a poll be so demanded (and the demand be not withdrawn) or is required pursuant to Article 70(A), a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.
72. **VOTES COUNTED IN ERROR.** If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting or at any adjournment thereof, and not in that case unless it shall in the opinion of the chairman be of sufficient magnitude.
73. **HOW POLL TO BE TAKEN.** A poll on the choice of the chairman of a meeting or on a question of adjournment shall be taken immediately. A poll taken on any other question shall be taken at such time and place in Singapore, and in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken. The chairman may (and if required by the listing rules of the Securities Exchange or if so directed by the meeting shall) appoint scrutineer(s) and may adjourn the meeting to some place in Singapore and time fixed by him for the purpose of declaring the results of the poll. Any business other than that upon which a poll has been taken may be proceeded with at a meeting pending the taking of the poll.
74. **CHAIRMAN TO HAVE CASTING VOTE.** In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a second or casting vote.

VOTES OF MEMBERS

75. **NUMBER OF VOTES.** Subject to any rights or restrictions for the time being attached to any class or classes of shares, every Member present in person or by proxy or by attorney shall have one vote on a show of hands and on a poll, every Member present in person or by proxy or by attorney shall have one vote for each share which he holds or represents.

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76. **VOTING IN ABSENTIA.** Subject to this Constitution and the provisions of the Act, the Directors may, at their sole discretion approve and implement, subject to such security measures as may be deemed necessary or expedient, such voting methods to allow Members who are unable to vote in person at any general meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail or facsimile.
77. **SPLIT VOTES.** On a poll a Member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.
78. **VOTES OF JOINT HOLDERS OF SHARES.** In the case of joint holders any one of such persons may vote, but if more than one of such persons be present at a meeting, the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holder; and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members or the Depository Register (as the case may be).
79. **VOTES OF MEMBERS WHO ARE MENTALLY DISORDERED.** A Member who is mentally disordered and incapable of managing himself or his affairs, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis, or other legal curator and such last-mentioned persons may give their votes either personally or by proxy.
80. **MEMBERS INDEBTED TO COMPANY IN RESPECT OF SHARES NOT ENTITLED TO VOTE.** No Member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares held by him in the Company, whether in his own name or in a Securities Account, and whether alone or jointly with any other person, have been paid.
81. **APPOINTMENT OF PROXIES.** A Member shall be entitled to be present and to vote on any question either personally or by proxy, or as proxy for another Member at any General Meeting, or upon a poll and to be reckoned in a quorum in respect of any fully paid-up shares and of any shares upon which calls due and payable to the Company shall have been paid. A proxy need not be a Member of the Company. A Member may appoint not more than 2 proxies to attend and vote at the same general meeting provided that no limit shall be imposed on the number of proxies for Relevant Intermediaries. Each proxy appointed by a Relevant Intermediary must be appointed to exercise the rights attached to a different share or shares held by such Relevant Intermediary (which number and class of shares shall be specified). Shareholders holding shares through Relevant Intermediaries may attend any general meeting as proxies. No Member shall be entitled so to vote or be recognised in a quorum in respect of any shares upon which any call or other sum so due and payable shall be unpaid. An instrument of proxy shall be deemed to confer authority to demand, join in demanding and vote on a poll.
82. **INSTRUMENT APPOINTING A PROXY TO BE LEFT AT THE OFFICE.** The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority shall be deposited at the Office (or such other place, if any, as is specified for the purpose in the notice convening the meeting) not less than 72 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. The deposit of an instrument appointing a proxy does not preclude a Member concerned from attending and voting in person at the meeting, as well as for any adjournment of the meeting to which it relates. In such an event, the appointment of the proxy or proxies is deemed to be revoked by the Member concerned at the point when the Member attends the meeting.

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83. **FORM OF PROXY.** An instrument appointing a proxy or representative shall be in writing in the common form or any other form approved by the Directors and:–
- (1) in the case of an individual, shall be signed by the appointor or by his attorney; and
 - (2) in the case of a corporation, shall be either under its common seal or signed by its attorney or by an authorised officer on behalf of the corporation.
84. **OMISSION TO INCLUDE PROXY FORM.** In the event that forms of proxy are sent to Members of the Company together with any notice of meeting, the accidental omission to include the form of proxy to, or the non-receipt of such form of proxy by any person entitled to receive a notice of meeting shall not invalidate any resolution passed or any proceeding at any such meeting.
85. **CORPORATION ACTING BY REPRESENTATIVES AT MEETING.** Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company and such corporation shall for the purposes of this Constitution (but subject to the Act) be deemed to be present in person at any such meeting if a person so authorised is present thereat, save that such person shall not be otherwise entitled to attend the meeting as a Member or proxy or corporate representative of another Member.

DIRECTORS

86. **NUMBER OF DIRECTORS.** All the Directors of the Company shall be natural persons. Until otherwise determined by a general meeting the number of Directors shall not be less than 2 and there shall not be any maximum number.
87. **POWER TO ADD TO DIRECTORS.** The Directors shall have power from time to time and at any time to appoint additional Directors; PROVIDED ALWAYS THAT the total number of Directors shall not exceed the prescribed maximum (if any). A Director so appointed shall retire from office at the close of the next annual general meeting, but shall be eligible for re-election. Such Director shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting pursuant to Article 105(2).
88. **DIRECTOR'S SHARE QUALIFICATION.** A Director shall not be required to hold any share qualification in the Company.
89. **ALTERNATE DIRECTORS.** Any Director may from time to time and at any time appoint any person (not disapproved by a majority of the other Directors for the time being and who shall not be a person who is already a Director of the Company and who is not already an alternate Director of the Company) to act as his alternate, and may at any time remove the alternate Director so appointed by him from office. An alternate Director so appointed may be reimbursed by the Company such expenses as might properly be reimbursed to him as if he were a Director and he shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company. He is also entitled to receive notices of and attend all meetings of the Directors, and to vote as a Director at any such meeting at which the Director appointing him is not present, and generally in the absence of his appointor to perform all the functions of his appointor as a Director. Any fee paid by the Company to the alternate Director shall be deducted from the

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remuneration payable to his appointor. All appointments and removals of alternate Directors made by any Director in pursuance of the provisions of this Article shall be in writing under the hand of the Director making the same and left at the Office. The nomination of an alternate Director shall be valid if made by facsimile; PROVIDED ALWAYS THAT such nomination shall be confirmed within 3 months from the date of such facsimile by a written nomination complying with the abovementioned requirements, and any act done by the alternate Director nominated in such facsimile between the date thereof and the date of the receipt within the prescribed period by the Company of the written nomination shall be as valid and effectual as if such alternate Director had been duly appointed in the first instance, whether such written nomination shall be received by the Company within the prescribed period or not.

90. **DIRECTORS' REMUNERATION.** Fees payable to the Directors shall from time to time be determined by the Company in general meeting and such fees shall not be increased except pursuant to an ordinary resolution passed at a general meeting where notice of the proposed increase shall have been given in the notice convening the meeting. Unless otherwise directed by the said ordinary resolution, such fees shall be divided among the Directors in such proportions and manner as they may agree and in default of agreement equally, except that if a Director has held office for part only of the period in respect of which such fees are payable, such a Director shall be entitled only to that proportion of the fees as is related to the period during which he has held office. Fees payable to non-executive directors shall be by a fixed sum and not by way of commission on or percentage of profits or turnover. Salaries payable to executive directors may not include a commission on or percentage of turnover. The Directors shall also be paid such travelling, hotel and other expenses as may reasonably be incurred by them in the execution of their duties including any such expenses incurred in connection with their attendance at meetings of Directors. If by arrangement with the other Directors any Director shall perform or render any special duties or services outside his ordinary duties as a Director, the Directors may pay him special remuneration, in addition to his ordinary remuneration, and such special remuneration may be by way of additional salary or otherwise, as may be arranged PROVIDED ALWAYS THAT such special remuneration, if payable by way of fees to non-executive directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover, and if payable by way of salaries to executive directors may not include a commission on or percentage of turnover.
91. **DIRECTOR MAY BE INTERESTED IN OTHER COMPANIES.** A Director of the Company may be or become a Director or other officer of, or otherwise be interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such other company unless the Company otherwise directs.

POWERS AND DUTIES OF DIRECTORS

92. **DIRECTOR TO MANAGE COMPANY'S BUSINESS.** The business of the Company shall be managed by or under the direction or the supervision of the Directors. The Directors may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Statutes or by this Constitution required to be exercised or done by the Company in general meeting, subject nevertheless to any regulations of this Constitution, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have

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been valid if such regulation had not been made; PROVIDED ALWAYS THAT any sale or disposal by the Directors of the Company's main undertaking shall be subject to approval by shareholders in general meeting in accordance with the Act.

93. **CHAIRMAN.** The Directors may from time to time elect one of their body to be chairman of the Company. Without prejudice to any claim a Director so appointed may have for damages for breach of any contract of service between him and the Company, his appointment shall be subject to determination ipso facto if he ceases from any cause to be a Director, or if the Directors resolve that his term of office be determined. A Director holding such office as aforesaid shall receive such remuneration as the Directors may determine subject to Article 90.
94. **CHIEF EXECUTIVE OFFICER OR PRESIDENT.** The Directors may from time to time appoint a Chief Executive Officer or president (or other equivalent position or positions) of the Company and, subject to the provisions of any contract of service entered into in any particular case, may remove or dismiss him or them from office and appoint another or others in his or their places. Where an appointment is for a fixed period such period shall not exceed 5 years.

A Chief Executive Officer or president (or person holding an equivalent position) who is a Director shall (subject to the provisions of any contract of service between him and the Company) be subject to the same provisions as to retirement by rotation, resignation and removal as the other Directors.

The appointment of a Director as Chief Executive Officer or president (or other equivalent position) shall not automatically determine if he ceases from any cause to be a Director, unless the contract of service or resolution under which he holds office shall expressly state otherwise, in which event such determination shall be without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company.

A Chief Executive Officer or president (or person holding an equivalent position) shall receive such remuneration as the Directors may determine but shall not under any circumstances be remunerated by a commission on or a percentage of turnover.

A Chief Executive Officer or president (or person holding an equivalent position) shall at all times be under the control of the Directors but subject thereto the Directors may entrust to and confer upon a Chief Executive Officer or president (or person holding an equivalent position) for the time being any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, alter or vary all or any such powers.

95. **ATTORNEYS.** The Directors may from time to time and at any time by power of attorney appoint any corporation, firm, limited liability partnership or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
96. **DIRECTORS' BORROWING POWERS.** The Directors may borrow or raise from time to time for the purposes of the Company or secure the payment of such sums as they may

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think fit, and may secure the repayment or payment of any such sums by mortgage or charge upon all or any of the property or assets of the Company or by the issue of debentures or otherwise as they may think fit.

97. **VACANCIES IN BOARD.** The continuing Directors may act at any time notwithstanding any vacancy in their body; PROVIDED ALWAYS THAT in case the Directors shall at any time be reduced in number to less than the minimum number prescribed by this Constitution, it shall be lawful for them to act as Directors for the purpose of filling up vacancies in their body, or of summoning a general meeting of the Company, but not for any other purpose.
98. **DIRECTORS TO COMPLY WITH THE STATUTES.** The Directors shall duly comply with the provisions of the Statutes, and particularly the provisions as to keeping records of the appointment of any Director, Chief Executive Officer, Secretary or Auditor, registering and keeping copies of mortgages and charges, keeping of the Register of Members, and entering all necessary particulars therein, and sending a copy thereof or a notification of any changes therein to the Registrar of Companies, and sending to such Registrar an annual return, together with the Certificates and particulars required (but not limited) by the Act, notices as to increase of capital, returns of allotments and contracts relating thereto, copies of resolutions and agreements and other particulars connected with the above. The Company may exercise the powers conferred upon it by the Act with regard to the keeping of a branch register, and the Directors may make and vary such regulations in respect of the keeping of such register as they may think fit. Such company records shall be kept in hard copy form or in electronic form and arranged in such manner that the Directors think fit.
99. **DIRECTORS TO CAUSE MINUTES TO BE MADE.** The Directors shall cause proper minutes to be made of all general meetings of the Company and also of all appointments of officers, and of the proceedings of all meetings of Directors and committees, and of the attendances thereat, and of all business transacted at such meetings; and any such minute of any meeting, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting shall be conclusive evidence without any further proof of the facts thereon stated.
100. **DIRECTORS MAY CONTRACT WITH COMPANY.** A Director or Chief Executive Officer, as the case may be, may contract with and be interested in any transaction or proposed transaction with the Company and shall not be liable to account for any profit made by him by reason of any such contract; PROVIDED ALWAYS THAT the Director or the Chief Executive Officer, as the case may be, (i) declares the nature of his interest in any such contract or transaction at a meeting of the Directors; or (ii) sends a written notice to the Company containing details on the nature, character and extent of his interest in the transaction or proposed transaction with the Company in accordance with the provisions of the Act. No Director shall vote as a Director in respect of any contract, arrangement or transaction in which he has directly or indirectly a personal material interest, although he shall be counted in the quorum present at the meeting.
101. **DIRECTORS MAY HOLD OTHER OFFICE OF PROFIT.** A Director may hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Directors may determine.
102. **DIRECTORS MAY ACT PROFESSIONALLY.** A Director may act by himself or his firm in any professional capacity for the Company (except as Auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

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103. **OFFICE OF DIRECTOR VACATED IN CERTAIN CASES.** Subject as herein otherwise provided or to the terms of any subsisting agreement, the office of a Director shall be vacated:—
- (1) if he becomes a bankrupt or he makes any arrangement or composition with his creditors;
 - (2) if he becomes disqualified from being a Director or is prohibited from being a Director by reason of any order made under any provision of the Statutes;
 - (3) if he becomes disqualified from being a Director by virtue of his automatic disqualification or removal or the revocation of his appointment as a Director, as the case may be, under any provision of the Statutes;
 - (4) if he becomes disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds;
 - (5) if he becomes mentally disordered and incapable of managing himself or his affairs;
 - (6) if he ceases to be a Director by virtue of the Statutes; or
 - (7) if he resigns his office by notice in writing to the Company.

APPOINTMENT AND REMOVAL OF DIRECTORS

104. **NUMBER OF DIRECTORS MAY BE INCREASED OR REDUCED.** The Company may from time to time in general meeting increase or reduce the number of Directors.
105. **ELECTION OF DIRECTORS.**
- (1) An election of Directors shall take place at every annual general meeting of the Company. All Directors except any Director appointed pursuant to Article 87 or Article 106 are subject to retirement by rotation as prescribed in Article 105(2) below.
 - (2) At such annual general meeting, one-third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number rounded to the nearest one-third shall retire from office.
 - (3) A retiring Director shall be eligible for re-election.
 - (4) Every Director shall retire from office at least once every 3 years and shall be eligible for re-election, and the Directors to retire in every year shall be those who have been longest in office since his last election or re-election, as the case may be, but as between persons who were elected or re-elected, as the case may be, as Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
106. **VACANCY TO BE FILLED BY DIRECTORS.** Any vacancy occurring in the Board of Directors may be filled up by the Directors or the Members in the general meeting. A Director so appointed by the Directors shall retire from office at the next annual general meeting but shall be eligible for re-election. Such Director shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting pursuant to Article 105(2).
107. **NOMINATION OF DIRECTORS FOR ELECTION.** No person not being a retiring Director shall be eligible for election to the office of Director at any general meeting unless the Member intending to propose him has, at least 11 clear days before the meeting, left at the

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Office of the Company a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him; PROVIDED ALWAYS THAT in the case of a person recommended by the Directors for election, 9 clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board of Directors shall be served on the registered holders of shares at least 7 days prior to the meeting at which the election is to take place.

108. **DIRECTOR MAY BE REMOVED BY ORDINARY RESOLUTION.** The Company may by ordinary resolution remove any Director before the expiration of his period of office, and may, if thought fit, by ordinary resolution appoint another Director in his stead.

PROCEEDINGS OF DIRECTORS

109. **DIRECTOR MAY CALL MEETING OF DIRECTORS.** A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

110. **MEETINGS OF DIRECTORS AND MEETINGS BY CONFERENCE CALLS.**

(1) The Directors may meet together for the despatch of business adjourn, and otherwise regulate their meetings, as they think fit. The quorum necessary for the transaction of business may be fixed by the Directors, and unless so fixed shall be two. Questions arising at any meeting shall be decided by a simple majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote except when only two Directors are present and form a quorum or only two are competent to vote on the question at issue. A Director may waive notice of any meeting and any such waiver may be retroactive.

(2) A Director may participate in a meeting of the Directors by conference telephone, videoconferencing or other means of similar communications equipment whereby all persons participating in the meeting are able to hear or be heard by all other participants without a Director being in the physical presence of another Director or Directors, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. A Director participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Save as herein provided and subject to the provisions of the Act and/or other applicable law, the Directors may participate in a meeting via any form of electronic communication or medium or such other methods as the Directors may deem fit. A Director participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. A resolution passed pursuant to this Article shall, notwithstanding that the Directors are not present together at one place at the time of conference, be deemed to have passed at a meeting of the Directors held on the day and at the time at which the conference was held and shall be deemed to have been held at the Office, unless otherwise agreed, and all Directors participating at that meeting shall be deemed for all purposes of this Constitution to be present at that meeting.

111. **CHAIRMAN OF THE BOARD.** The meetings of Directors shall be presided over by the Chairman. If at any meeting the Chairman shall not be present within 15 minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

112. **DIRECTORS MAY DELEGATE THEIR POWERS.** The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

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113. **CHAIRMAN OF COMMITTEES.** A committee may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
114. **MEETINGS OF COMMITTEES.** A committee may meet and adjourn as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes, the chairman shall have a second or casting vote except when only 2 members are present and form a quorum or only 2 are competent to vote on the question at issue.
115. **ALL ACTS DONE BY DIRECTORS TO BE VALID.** All acts done bona fide by any meeting of Directors, or by a committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
116. **RESOLUTIONS IN WRITING.** A resolution in writing signed or approved by letter, telex or facsimile or any form of electronic communication approved by the Directors for such purpose from time to time by a majority of the Directors who are not disqualified from voting thereon pursuant to these presents or the Act shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted. Any such resolution may be contained in a single document or may consist of several documents all in like form. The signature to any such resolution may be written or printed or in the electronic form which includes electronic and/or digital signatures.

SECRETARY

117. **APPOINTMENT OF SECRETARY.** The Secretary shall, and a Deputy or Assistant Secretary may, be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit provided that more than one person may be appointed as the Secretary and such person or persons are not debarred under the Act from acting as Secretary. Any Secretary or Deputy or Assistant Secretary so appointed may be removed by the Directors, but without prejudice to any claim he or they may have for damages for any breach of contract of service against the Company.
118. **APPOINTMENT OF SUBSTITUTE.** The Directors may from time to time by resolution appoint a temporary substitute for the Secretary, who shall be deemed to be the Secretary during the term of his appointment.

THE SEAL

119. **USE OF SEAL.** The Directors shall provide for the safe custody of the Seal which shall not be used without the authority of the Directors or of a committee authorised by the Directors in that behalf. Every instrument to which the Seal shall be affixed shall be signed autographically or by facsimile by one Director and countersigned by the Secretary or by a second Director or by some other person appointed by the Directors save that as regards any certificates for shares or debentures or other securities of the Company the Directors may by resolution determine that such signatures shall be dispensed with or affixed by some method of mechanical electronic signature or other method approved by the Directors. The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad and a duplicate common seal respectively, and such powers shall be exercised by the Directors.

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DIVIDENDS AND RESERVE

120. **DISTRIBUTION OF PROFITS.** Subject to any preferential or other special rights for the time being attached to any special class of shares, the profits of the Company which it shall from time to time determine to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively otherwise than in advance of calls.
121. **DECLARATION OF DIVIDENDS.** The Directors may, with the sanction of a general meeting, from time to time declare dividends, but no such dividend shall (except as expressly authorised by the Act and/or other applicable law) be payable except out of the profits of the Company. Any dividend unclaimed after 6 years from the date of declaration shall be made forfeit and revert to the Company. The Directors may, if they think fit, from time to time declare and pay to the Members such interim dividends as appear to them to be justified by the position of the Company, and may also from time to time if in their opinion such payment is so justified, pay any preferential dividends which by the terms of issue of any shares are made payable on fixed dates. No higher dividend shall be paid than is recommended by the Directors, and the declaration of the Directors as to the amount of the net profits shall be conclusive. Subject to the provisions of the Act where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses, thereof, such profits or losses, as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part to revenue account, and in that case the amount so credited or debited shall, for the purpose of ascertaining the fund available for dividend be included accordingly. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest by the Company, such dividend or interest when paid may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.
122. **DEDUCTION FROM DIVIDEND.** The Directors may deduct from any dividend payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
123. **RETENTION OF DIVIDENDS ON SHARES SUBJECT TO LIEN.** The Directors may retain any dividends or other monies payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
124. **RETENTION OF DIVIDENDS ON SHARES PENDING TRANSMISSION.** The Directors may retain the dividends payable on shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a Member, or which any person under those provisions is entitled to transfer, until such person shall become a Member in respect of such shares or shall duly transfer the same.
125. **PAYMENT OTHERWISE THAN IN CASH.** Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific

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assets in trustees as may seem expedient to the Directors. Any shares allotted as fully paid bonus shares in respect of the treasury shares shall be treated for the purposes of this Act as if they were purchased by the Company at the time they were allotted.

126. SCRIP DIVIDENDS

- (1) Whenever the Directors or the Company in general meeting have resolved or proposed that a dividend (including an interim, final, special or other dividend) be paid or declared on the shares of a particular class of the Company, the Directors may further resolve that Members entitled to such dividend be entitled to elect to receive an allotment of shares credited as fully paid *in lieu* of cash in respect of the whole or such part of the dividend as the Directors may think fit. In such case, the following provisions shall apply:
 - (a) the basis of any such allotment shall be determined by the Directors;
 - (b) the Directors shall determine the manner in which Members shall be entitled to elect to receive an allotment of shares of the relevant class credited as fully paid *in lieu* of cash in respect of the whole or such part of any dividend in respect of which the Directors shall have passed such a resolution as aforesaid, and the Directors may make such arrangements as to the giving of notice to Members, providing for forms of election for completion by Members (whether in respect of a particular dividend or dividends or generally), determining the procedure for making such elections or revoking the same and the place at which and the latest date and time by which any forms of election or other documents by which elections are made or revoked must be lodged, and otherwise make all such arrangements and do all such things, as the Directors consider necessary or expedient in connection with the provisions of this Article;
 - (c) the right of election may be exercised in respect of the whole of that portion of the dividend in respect of which the right of election has been accorded PROVIDED ALWAYS THAT the Directors may determine, either generally or in a specific case, that such right shall be exercisable in respect of the whole or any part of that portion; and
 - (d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on shares of the relevant class in respect of which the share election has been duly exercised (the “**elected shares**”) and *in lieu* and in satisfaction thereof shares shall be allotted and credited as fully paid to the holders of the elected shares on the basis of allotment determined as aforesaid. For such purpose and notwithstanding any provision of the Articles to the contrary, the Directors shall be empowered to do all things necessary and convenient for the purpose of implementing the aforesaid, including, without limitation, the making of each necessary allotment of shares and of each necessary appropriation, capitalisation, application, payment and distribution of funds which may be lawfully appropriated, capitalised, applied, paid or distributed for the purpose of the allotment and without prejudice to the generality of the foregoing the Directors may (i) capitalise and apply the amount standing to the credit of any of the Company’s reserve accounts or any sum standing to the credit of the profit and loss account or otherwise available for distribution as the Directors may determine, such sums as may be required to pay up in full the appropriate number of shares for allotment and distribution to and among the holders of the elected shares on such basis, or (ii) apply the sum which would otherwise have been payable in cash to the holders of the elected

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shares towards payment of the appropriate number of shares of the relevant class for allotment and distribution to and among the holders of the elected shares on such basis.

Ranking of shares and other actions

- (2) (a) The shares of the relevant class allotted pursuant to the provisions of paragraph (1) of this Article shall rank *pari passu* in all respects with the shares of such class then in issue save only as regards participation in the dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the dividend which is the subject of the election referred to above, unless the Directors shall otherwise specify.
- (b) The Directors may do all acts and things considered necessary or expedient to give effect to any appropriation, capitalisation, application, payment and distribution of funds pursuant to the provisions of paragraph (1) of this Article, with full power to make such provisions as they may think fit in the case of fractional entitlements to shares (including, notwithstanding any provision to the contrary in this Constitution, provisions whereby, in whole or in part, fractional entitlements are disregarded or rounded up or down, or whereby the benefit of fractional entitlements accrues to the Company rather than the Members) and to authorise any person to enter on behalf of the Members interested into agreement(s) with the Company providing for any such appropriation, capitalisation, application, payment and distribution of funds and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

Record date

- (3) The Directors may, on any occasion when they resolve as provided in paragraph (1) of this Article, determine the rights of election under that paragraph shall not be made available to the persons who are registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register, or in respect of shares the transfer of which is registered, after such date as the Directors may fix subject to such exceptions as the Directors think fit and, in such event, the provisions of this Article shall be read and construed subject to such determination.

Cash in lieu of shares

- (4) The Directors may, on any occasion when they resolve as provided in paragraph (1) of this Article, further determine that no allotment of shares or rights of election for shares under that paragraph shall be made available or made to Members whose registered addresses entered in the Register of Members (or as the case may be) the Depository Register is outside Singapore or to such other Members or class of Members as the Directors may in their sole discretion decide and in such event the only entitlements of the Members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared.

Cancellation

- (5) Notwithstanding the foregoing provisions of this Article, if at any time after the Directors' resolution to apply the provisions of paragraph (1) of this Article in relation to any dividend but prior to the allotment of shares pursuant thereto, the Directors shall

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consider that by reason of any event or circumstance (whether arising before or after such resolution) or by reason of any matter whatsoever it is no longer expedient or appropriate to implement that proposal, the Directors may at their discretion and as they deem fit in the interest of the Company and without assigning any reason therefore, cancel the proposed application of paragraph (1) of this Article.

127. **DIRECTORS MAY FORM RESERVE FUND AND INVEST.** The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves, which shall at the discretion of the Directors be applicable for meeting contingencies, or for repairing or maintaining any works connected with the business of the Company, or for equalising dividends, or for distribution by way of special dividend or bonus, or may be applied for such other purposes for which the profits of the Company may lawfully be applied as the Directors may think expedient in the interests of the Company, and pending such application the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company or invest the same in such securities, other than the shares of the Company, as they may select. The Directors may also from time to time carry forward such sums as they may deem expedient in the interests of the Company.
128. **DIVIDEND WARRANTS TO BE POSTED TO MEMBERS.** Every dividend warrant may, unless otherwise directed, be sent by post to the last registered address of the Member entitled thereto, and the receipt of the person, whose name at the date of the declaration of the dividend appears on the Register of Members or (as the case may be) the Depository Register as the owner of any share or, in the case of joint holders or joint Depositors, of any one of such joint holders or joint Depositors, shall be a good discharge to the Company for all payments made in respect of such share. No unpaid dividend or interest shall bear interest as against the Company.

BONUS ISSUES AND CAPITALISATION OF PROFITS AND RESERVES

129. **COMPANY MAY CAPITALISE RESERVES AND UNDIVIDED PROFITS.**
- (A) The Directors may, with the sanction of an ordinary resolution of the Company (including any ordinary resolution passed pursuant to Article 54):
- (a) issue bonus shares for which no consideration is payable to the Company to all the persons registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register at the close of business on:
 - (i) the date of the ordinary resolution (or such other date as may be specified therein or determined as therein provided); or
 - (ii) (in the case of an ordinary resolution passed pursuant to Article 54) such other date as may be determined by the Directors,in proportion to their then holdings of shares; and/or
 - (b) capitalise any sum standing to the credit of any of the Company's reserve accounts or other undistributable reserve or any sum standing to the credit of profit and loss account by appropriating such sum to all the persons registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register at the close of business on:
 - (i) the date of the ordinary resolution (or such other date as may be specified therein or determined as therein provided); or

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- (ii) (in the case of an ordinary resolution passed pursuant to Article 54) such other date as may be determined by the Directors,

in proportion to their then holdings of shares and applying such sum on their behalf in paying up in full unissued shares (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, unissued shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid up to and amongst them as bonus shares in the proportion aforesaid.

The Directors may do all acts and things considered necessary or expedient to give effect to any such bonus issue and/or capitalisation, with full power to the Directors to make such provisions as they think fit for any fractional entitlements which would arise on the basis aforesaid (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all the Members interested into an agreement with the Company providing for any such bonus issue and/or capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

- (B) In addition and without prejudice to the powers provided for by this Article, the Directors shall have power to issue shares for which no consideration is payable and/or to capitalise any undivided profits or other monies of the Company not required for the payment or provision of any dividend on any shares entitled to cumulative or non-cumulative preferential dividends (including profits or other monies carried and standing to any reserve or reserves) and to apply such profits or other monies in paying up in full new shares on terms that such shares shall, upon issue, be held by or for the benefit of such person or persons as the Directors may in their absolute discretion deem fit, including (but not limited to) participants of any share incentive or option scheme or plan implemented by the Company and approved by shareholders in general meeting in such manner and on such terms as the Directors shall think fit.

FINANCIAL STATEMENTS

130. **FINANCIAL STATEMENTS TO BE KEPT.** The Directors shall cause proper accounting and other records to be kept, whether in hard copy or in electronic form:–

- (1) of the assets and liabilities of the Company;
- (2) of all sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditures take place; and
- (3) of all sales and purchases by the Company.

The accounting and other records shall be kept at the Office, or at such other place as the Directors shall think fit, and shall always be open to the inspection by the Directors.

131. **INSPECTION BY MEMBERS.** The Directors shall from time to time determine whether in any particular case or class of cases, or generally, and to what extent, and at what times and places and under what conditions or regulations, the accounting and other records of the Company, or any of them shall be open to the inspection by Members, and no Member (not being a Director) shall have any rights of inspecting any record or book or document of the Company, except as conferred by the Statutes or authorised by the Directors or by a resolution of the Company in general meeting.

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132. **FINANCIAL STATEMENTS TO BE LAID BEFORE COMPANY.** Once at least in every year but in any event before the expiry of 4 months (or such other period as may be prescribed from time to time by the Securities Exchange, the provisions of the Act and/or any applicable law) from the close of a financial year of the Company the Directors shall lay before the Company in general meeting the financial statements for the period following the preceding financial statements or (in the case of the first financial statements) since the incorporation of the Company, made up to a date not more than 4 months (or such other period as may be prescribed from time to time by the Securities Exchange, the provisions of the Act and/or any applicable law) before such meeting. The said financial statements shall be accompanied by such reports and documents and shall contain such particulars as are prescribed (but not limited) by the Act.
133. **COPIES OF FINANCIAL STATEMENTS.** A copy of the financial statements which is to be laid before a general meeting of the Company (including every document required by law to be comprised therein or attached or annexed thereto) shall, not less than 14 days before the date appointed for holding the meeting, be sent to every Member of the Company and to every other person who is entitled to receive notices of meetings from the Company under the provisions of the Statutes or of this Constitution; PROVIDED ALWAYS THAT these documents may, subject to the listing rules of the Securities Exchange, be sent less than 14 days before the date of the general meeting if all persons entitled to receive notices of general meetings so agree; and this Article shall not require a copy of these documents to be sent to more than one of any joint holders or to any person whose address the Company is not aware, but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

AUDIT

134. **FINANCIAL STATEMENTS TO BE AUDITED.** Once at least in every year the financial statements of the Company shall be examined, and the correctness of the financial statements ascertained by one or more Auditor or Auditors, and the provisions of the Act and any modification or re-enactment thereof for the time being in force in regard to audit and Auditors shall be observed.

NOTICES

135. **SERVICE OF NOTICES.** A notice or any other document may be served by the Company upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members or, in the case of a Depositor, such address as may be notified by the Depository to the Company for the purpose of the despatch of such notice or document. All notices directed to be given to the Members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the Register of Members, and any notice so given shall be sufficient notice to all the holders of such share. Subject to the requirements of the Act, the listing rules of the Securities Exchange (including any additional safeguards or restrictions which might be prescribed under the listing rules of the Securities Exchange) and/or any other applicable regulations, law or procedure, and without prejudice to the provisions of this Constitution, a notice of a meeting or other document required or permitted to be given, sent or served under the Act or this Constitution to any person (including but not limited to a Member, an officer or the Auditors of the Company) may also be given, sent or served by the Company by way of electronic mail, posting of the notice or document on a specified website, sending of data storage devices including, without limitation, CD-ROMs and USB flash drives to the current address of that person, or such other forms of electronic communications as the Directors deem fit in accordance with the Act and/or any other applicable regulations, law or procedures PROVIDED ALWAYS THAT, the Member (i) expressly consents to the service of such notice

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or document on him by way of such electronic communications; (ii) agrees to receive such notice or document by way of such electronic communications and shall not have a right to elect to receive a physical copy of such notice or document; or (iii) is given an opportunity to elect within a specified period of time whether to receive such notice or document by way of electronic communications or as a physical copy and the Member, having been given an opportunity to elect whether to receive such notice or document by way of such electronic communications or as a physical copy, failed to make an election within the specified time. The signature to any such notice or document (if any) may be written or printed or in electronic form which includes electronic and/or digital signatures.

136. **SERVICE OF NOTICES AND DOCUMENTS OUTSIDE SINGAPORE.** Notwithstanding Article 135, any Member whose registered address is outside Singapore and who has not supplied an address within Singapore for the service of notices and documents shall not be entitled to receive any such notices or documents from the Company.
137. **NOTICES IN CASE OF DEATH OR BANKRUPTCY.** A notice or any other document may be given by the Company to the persons entitled to any share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter or using electronic communication, addressed to them by name or by the title of representatives or trustees of such deceased or bankrupt Member, at the address (if any) supplied for the purpose by such person as aforesaid, or (until such an address has been supplied) by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred.
138. **WHEN SERVICE DEEMED EFFECTED.** Any notice or other document, if served or sent by post, shall be deemed to have been duly given, sent, served or delivered at the time when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter. Any notice or other document if served or sent by electronic communication shall be deemed to have been duly given, sent, served or delivered upon transmission of the electronic communication to the current address of such person or as otherwise provided under the Act and/or any other applicable regulations, law or procedures.

WINDING UP

139. **DISTRIBUTION IN SPECIE.** If the Company shall be wound up, the liquidators may, with the sanction of a special resolution, divide among the Members in specie any part of the assets of the Company and any such division may be otherwise than in accordance with the existing rights of the Members, but so that if any division is resolved on otherwise than in accordance with such rights the Members shall have the same right of dissent and consequential rights as if such resolution were a special resolution passed pursuant to the Act. A special resolution sanctioning a transfer or sale to another company duly passed pursuant to the Act may in like manner authorise the distribution of any shares or other consideration receivable by the liquidators amongst the Members otherwise than in accordance with their existing rights, and any such determination shall be binding upon all the Members subject to the right of dissent and consequential rights conferred by the Act.

INDEMNITY

140. **DIRECTORS AND OFFICERS ENTITLED TO INDEMNITY.** Subject to and so far as may be permitted under the Act, every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all expenses, charges, cost, damages, claims, proceedings, losses or liabilities whatsoever which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto,

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save for any liability under the provisions of the Act, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.

DESTRUCTION OF DOCUMENTS

141. **TIME FRAME FOR DESTRUCTION.** The Company shall be entitled to destroy all instruments of transfer which have been registered at any time after the expiration of 6 years from the date of registration thereof and all dividend mandates and notifications of change of address at any time after the expiration of 2 years from the date of recording thereof and all certificates which have been cancelled at any time after the expiration of 1 year from the date of the cancellation thereof and it shall be conclusively presumed in favour of the Company that every entry in the Register purporting to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and every certificate so destroyed was a valid and effective certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company. PROVIDED ALWAYS THAT:—
- (1) the provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
 - (2) nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company in the absence of this Article; and
 - (3) references herein to the destruction of any document include references to the disposal thereof in any manner.
142. **POWER TO AUTHENTICATE DOCUMENTS.** Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the Constitution and any resolutions passed by the Company or the Directors or any committee and any books, records, documents and financial statements relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts, and where any books, records, documents or financial statements are elsewhere than at the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting, of the Company or of the Directors or any committee, which is certified as aforesaid, shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed, or as the case may be, that any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting. Any authentication or certification made pursuant to this Article may be made by any electronic means approved by the Directors from time to time for such purpose incorporating, if the Directors deem necessary, the use of security procedures or devices approved by the Directors.

SECRECY

143. **SECRECY.** No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trade or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the

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business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the Members to communicate to the public save as may be authorised by law or required by the listing rules of the Securities Exchange.

PERSONAL DATA

144. PERSONAL DATA OF MEMBERS, PROXIES AND/OR REPRESENTATIVES.

- (A) A Member who is a natural person is deemed to have consented to the collection, use and disclosure of his personal data (whether such personal data is provided by that Member or is collected through a third party) by the Company (or its agents or service providers) from time to time for any of the following purposes:
- (a) implementation and administration of any corporate action by the Company (or its agents or service providers);
 - (b) internal analysis and/or market research by the Company (or its agents or service providers);
 - (c) investor relations communications by the Company (or its agents or service providers);
 - (d) administration by the Company (or its agents or service providers) of that Member's holding of shares in the Company;
 - (e) implementation and administration of any service provided by the Company (or its agents or service providers) to its Members to receive notices of meetings, annual reports and other shareholder communications and/or for proxy appointment, whether by electronic means or otherwise;
 - (f) processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for any general meeting of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to any general meeting of the Company (including any adjournment thereof);
 - (g) implementation and administration of, and compliance with, any provision of this Constitution;
 - (h) compliance with any applicable laws, listing rules, take-over rules, regulations and/or guidelines; and
 - (i) purposes which are reasonably related to any of the above purpose.
- (B) Any Member who appoints a proxy and/or representative for any general meeting and/or any adjournment thereof is deemed to have warranted that where such Member discloses the personal data of such proxy and/or representative to the Company (or its agents or service providers), that Member has obtained the prior consent of such proxy and/or representative for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy and/or representative for the purposes specified in this Article, and is deemed to have agreed to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of such Member's breach of warranty.

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We, the several persons whose names, addresses and occupations are hereunto subscribed are desirous of being formed into a company in pursuance of this Constitution and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
Lee Tian Yew 116, Everitt Road, Singapore	One
Merchant	
Yu Wing Kon 8, Martia Road, Singapore	One
Merchant	
Total number of Shares Taken	Two

Dated this 25th day of November 1952

WITNESS to the above signatures:

P.Y. Tan,
Solicitor,
Singapore.

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Set out below are the principal provisions of the New Constitution which (i) are significantly different from the equivalent provisions in the Existing Constitution; or (ii) have been included in the New Constitution as new provisions, with the amendments blacklined.

1. Proposed Deletion of Article 1

~~“1. **TABLE A EXCLUDED.** The regulations in Table A in the Fourth Schedule to the Act shall not apply to the Company except so far as the same are repeated or contained in these Articles.”~~

2. Proposed Amendments to Article 2

~~“12. **INTERPRETATION CLAUSE.** In these Articles this Constitution the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.~~

WORDS		MEANINGS
Act	...	The Companies Act (Cap. 50) and every other Act for the time being in force concerning companies and affecting the Company of Singapore, as may be amended or modified from time to time.
Articles	...	These Articles of Association <u>The provisions of this Constitution as originally framed or as altered from time to time by special resolution.</u>
Company	...	SP Corporation Limited.
<u>Constitution</u>	...	<u>The constitution of the Company as may be amended from time to time.</u>
<u>Chief Executive Officer</u>	...	<u>Any one or more persons, by whatever name described, who:</u> <u>(a) is in direct employment of, or acting for or by arrangement with, the Company; and</u> <u>(b) is principally responsible for the management and conduct of the business of the Company, or part of the business of the Company, as the case may be.</u>
Depositor	...	An account holder or a depository agent but does not include a sub-account holder.
Depository	...	The Central Depository (Pte) Limited or any other corporation approved by the Minister as a depository company or corporation for the purposes of the Act, which operates the Central Depository System for the holding and transfer of book-entry securities.

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Depository Agent	...	A member company of the Securities Exchange, a trust company (licensed under the Trust Companies Act) 2005, a banking corporation or merchant bank (approved by the Monetary Authority of Singapore under the Monetary Authority of Singapore Act) or any other person or body approved by the Depository who (a) performs services as a depository agent for sub-account holders in accordance with the terms of a depository agent agreement entered into between the Depository and the depository agent; (b) deposits book-entry securities with the Depository on behalf of the sub-account holders; and (c) establishes an account in its name with the Depository.
Depository Register	...	The register of holders maintained by the Depository in respect of book-entry securities (as defined in the Act).
Directors	...	The Directors for the time being of the Company.
<u>electronic communication</u>	...	<u>Communication transmitted (whether from one person to another, from one device to another, from a person to a device or from a device to a person):</u> <u>(a) by means of a telecommunication system; or</u> <u>(b) by other means but while in an electronic form, such that it can (where particular conditions are met) be received in legible form or be made legible following receipt in non-legible form.</u>
Market Day	...	A day on which the Securities Singapore Exchange is open for securities trading.
Member (and any references to a shareholder)	...	<u>(a) where the Depository or its nominee (as the case may be) is named in the Depository Register as the holder of shares, a Depositor in respect of the number of shares which stand in credit against his name in the Depository Register as at 72 hours before the time of the relevant general meeting of the Company as certified by the Depository to the Company; and</u> <u>(b) in any other case, a person whose name appears on the Register of Members as a member of the Company,</u> <u>but shall exclude the Company itself where it is such a member by reason of its holding shares as treasury shares.</u>

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~~Any registered holder of shares in the Company, or where such registered holder is the Depository, the Depositors on whose behalf the Depository holds the shares PROVIDED ALWAYS THAT (a) a Depositor shall only be entitled to attend any general meeting and to speak and vote thereat if his name appears on the Depository Register forty-eight hours before the general meeting as a Depositor on whose behalf the Depository holds shares in the Company, the Company being entitled then to deem each such Depositor as holding such number of shares as is actually credited to the Securities Account of the Depositor as at such time, according to the records of the Depository as supplied by the Depository to the Company, or where a Depositor has appointed a proxy, such proxy as representing such number of shares or where a Depositor has appointed two proxies and specified the proportion of his shares which each proxy is to represent, to apportion the said number of shares standing to his Securities Account between the two proxies in the same proportion as specified by the Depositor in appointing the proxies; (b) the Company shall be entitled to reject any instrument of proxy lodged by any Depositor whose name does not appear on the Depository Register as a Depositor on whose behalf the Depository holds shares in the Company forty-eight hours before the general meeting at which the proxy is to act; (c) the Company shall not be obliged to enter the names and particulars of such Depositor in its Register of Members; (d) the Company shall be entitled to pay any dividends payable to such Depositor to the Depository and, to the extent of the payment made to the Depository, the Company shall be discharged from any and all liability in respect of that payment; and (e) the provisions in these Articles relating to the transfer, transmission or certification of shares shall not apply to any transactions affecting book-entry securities (as defined in the Act). PROVIDED FURTHER THAT any reference to a Member does not include the Company itself where it is such a member by virtue of its holding shares as treasury shares.~~

Office

...

The registered office for the time being of the Company.

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Register of Members	...	The register of members of the Company maintained by the Company pursuant to Section 190 of the Act on which the Company shall enter the name of every person who is a registered holder of shares in the Company including the Depository PROVIDED ALWAYS THAT the Depository shall be deemed not to be a member of the Company.
<u>Relevant Intermediary</u>	...	<u>Shall have the meaning ascribed to it under Section 181 of the Act.</u>
Seal	...	The Common Seal of the Company.
Securities Account	...	The securities account maintained by a Depositor with the Depository.
<u>Securities and Futures Act</u>	...	<u>The Securities and Futures Act (Cap. 289) of Singapore, as may be amended or modified from time to time.</u>
Securities Exchange	...	The Singapore Exchange Securities Trading Limited.
Statutes	...	The Act and every other legislation for the time being in force concerning companies and affecting the Company.
<u>treasury shares</u>	...	<u>Shall have the meaning ascribed to it under the Act.</u>

The expressions “Depositor”, “Depository”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them respectively in Part IIIA of the Securities and Futures Act.

The expression “Secretary” shall include any person appointed by the Directors to perform any of the duties of the Secretary of the Company and where two or more persons are appointed to act as Joint Secretaries shall include any one of those persons.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Words denoting the singular shall, where applicable, include the plural and *vice versa*. Words denoting the masculine gender only shall, where applicable, include the feminine gender and neuter gender and *vice versa*. Words denoting persons shall, where applicable, include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes shall, unless the context otherwise requires, bear the same meanings in ~~these Articles~~ this Constitution.”

3. Proposed Amendments to Article 3

~~“63.~~ **ISSUE OF SHARES.** The shares taken by the subscribers to the ~~Memorandum of Association~~ Constitution shall be issued by the Directors. Subject as aforesaid and to ~~these Articles~~, the shares shall be under the control of this Constitution, the Directors, ~~who~~ may allot and issue the same to such persons on such terms and conditions and at such times as the Directors think fit.”

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4. Proposed Insertion of new Article 7

“7. PAYMENT OF EXPENSES IN ISSUE OF SHARES. Any expenses (including brokerage or commission) incurred directly by the Company in the issue of new shares may be paid out of the proceeds of the issue or the Company’s share capital. Such payment shall not be taken as reducing the amount of share capital of the Company.”

5. Proposed Amendments to Article 4

“84. SPECIAL RIGHTS.

(A) Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by ordinary resolution determine; PROVIDED ALWAYS THAT the total number of issued preference shares shall not at any time exceed the total number of issued ordinary shares of the Company.

(B) The Company may issue shares for which no consideration is payable to the Company.”

6. Proposed Insertion of new Article 17

“17. POWER TO PAY COMMISSION AND BROKERAGE. The Company may pay commissions or brokerage on any issue of shares at such rate or amount and in such manner as the Directors may deem fit. Such commissions or brokerage may be satisfied by the payment in cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may, in addition to, or *in lieu* of, such commission, in consideration of any person so subscribing or agreeing to subscribe, or of his procuring or agreeing to procure subscriptions, for any shares in the Company, confer on any such person an option call within a specified time for a specified number of shares in the Company at a specified price or on such other terms and conditions as the Directors may deem fit.”

7. Proposed Insertion of new Article 18

“18. POWER TO CHARGE INTEREST ON CAPITAL. If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may, subject to the conditions and restrictions mentioned in the Act, pay interest on so much of the share capital as is for the time being paid up (except treasury shares) and may charge the same to capital as part of the cost of the construction or provision.”

8. Proposed Amendments to Article 26

“~~32~~26. TRANSFER OF SHARES. There shall be no restriction on the transfer of fully paid up shares (except where required by law or, where the Company is listed on the Singapore Securities Exchange, the rules, bye-laws or listing rules of the Singapore Securities Exchange) but the Directors may in their discretion refuse to register a transfer to a transferee of whom they do not approve, in the case of shares not fully paid up, PROVIDED ALWAYS THAT in the event of the Directors

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refusing to register a transfer of shares, they shall within ~~one month~~30 days, or in the event of the Company being listed on the ~~Singapore~~Securities Exchange, within ~~ten market days~~10 Market Days beginning with the day on which the application for such transfer of shares was made, serve a notice in writing to the applicant stating the facts which are considered to justify the refusal as required by the Act.”

9. Proposed Insertion of new Article 39A

“39A. **DIRECTORS MAY GIVE NOTICE TO PERSON ENTITLED.** The Directors may at any time give notice requiring any person entitled to a share by transmission to elect either to be registered himself or to transfer such share, and if the notice is not complied with within 90 days the Directors may thereafter withhold payment of all dividends, or other monies payable in respect of the share until the requirements of the notice have been complied with.”

10. Proposed Amendments to Article 49

“549. **COMPANY MAY ALTER ITS CAPITAL.** The Company may by ordinary resolution:–

- (1) consolidate and divide all or any of its share capital; ~~or~~
- (2) cancel any number of shares which at the date of the passing of the resolution have not been taken, or agreed to be taken, by any person ~~or~~ which have been forfeited and diminish the amount of its capital by the number of shares so cancelled; ~~or~~
- (3) sub-divide shares, or any of them, (subject, nevertheless, to the provisions of the Statutes), and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of ~~the~~such shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any ~~such~~ restrictions as compared with the others as the Company has power to attach to unissued or new shares; or
- (4) subject to the provisions of this Constitution and the Statutes, convert its share capital or any class of shares from one currency to another currency.”

11. Proposed Amendments to Article 54

“6054. **ANNUAL GENERAL MEETINGS.** A general meeting shall be held once in every calendar year and in accordance with the requirements of the Act, at such time and place in Singapore as may be determined by the Directors, but not more than ~~four~~4 months or such other period as may be prescribed by the Act, shall be allowed to elapse between the close of each financial year and such general meeting.”

12. Proposed Amendments to Article 57

“6357. **NOTICE OF GENERAL MEETING.** Any general meeting at which it is proposed to pass a special resolution or a resolution of which special notice is required and has been given to the Company, shall be called by ~~twenty-one~~21 days’ notice in writing at the least and an annual general meeting and any other extraordinary general meeting by ~~fourteen~~14 days’ notice in writing at the least, ~~provided that~~. The period

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of notice shall in each case be exclusive of the date of notice and of the date of meeting; PROVIDED ALWAYS THAT a general meeting notwithstanding that it has been called by a shorter notice than that specified above, shall be deemed to have been duly called if it is so agreed ~~(a)~~:

- (a) in the case of ~~an annual~~ an annual general meeting, by all the Members entitled to attend and ~~to vote thereat~~ to vote thereat; ~~and~~
- (b) in the case of an extraordinary general meetings, by a majority in number of the ~~members~~ Members having a right to attend and vote thereat, being a majority ~~which hold together~~ holding not less than 95% of the total voting rights of all the ~~members~~ Members having a right to vote at that meeting.

Every notice calling a general meeting shall specify the place (which shall be in Singapore) and the day and the hour of meeting and be given in a manner hereinafter mentioned to such persons as are under the provisions of ~~these Articles~~ this Constitution and the Act entitled to receive notices of general meetings from the Company. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. ~~In and if any resolution is to be proposed as a special resolution or as requiring special notice, the event~~ notice shall contain a statement to that effect. So long as the shares of the Company being are listed on the Singapore Securities Exchange, at least ~~fourteen~~ 14 days' notice of ~~every such~~ any general meeting shall be given by advertisement in the daily press and in writing to the Singapore Securities Exchange. ~~The accidental omission to give such notice to, or the non-receipt of such notice by, any such person shall not invalidate the proceedings or any resolution passed at any such meeting.~~

The accidental omission to give notice to or the non-receipt of notice by any person entitled thereto shall not invalidate the proceedings at any general meeting."

13. Proposed Amendments to Article 58

- "6458. **RESOLUTION SIGNED BY ALL THE MEMBERS AS EFFECTIVE AS IF PASSED AT GENERAL MEETING.** Subject to the Statutes, a resolution in writing signed by ~~all the Members~~ (in accordance with the requirements of the Act) for the time being entitled to receive notice of and attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members. The expressions 'in writing' and 'signed' include approval by telefax, telex, cable or telegram or such other electronic communication by any such Member."

14. Proposed Amendments to Article 59

- "6559. **SPECIAL BUSINESS.** All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at ~~an annual~~ an annual general meeting, with the exception of declaring a dividend, the consideration of the ~~accounts, balance sheets, financial statements, Directors' statement and the reports of the Directors and Auditors, Auditors' report,~~ and any other documents required by law to be annexed to the balance sheets, the election of Directors in

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~~the place of those retiring and the financial statements, appointing Directors to fill vacancies arising at the general meeting on retirement whether by rotation or otherwise, appointing or re-appointing Auditors, fixing of the remuneration of the Directors and the appointment proposed to be paid in respect of their office as such under this Constitution and fixing of the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed.”~~

15. Proposed Amendments to Article 63

~~“6963.~~ **NOTICE OF ADJOURNED MEETINGS.** The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine PROVIDED ALWAYS THAT the place of the adjourned meeting shall be in Singapore. Whenever a meeting is adjourned for ~~ten~~10 days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no Member shall be entitled to any notice of any adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.”

16. Proposed Amendments to Article 64

~~“7064.~~ **HOW RESOLUTION DECIDED.**

- (A) If required by the listing rules of the Securities Exchange, all resolutions at general meetings shall be voted by poll.
- (B) Subject to Article 70(A), Aat any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or on the declaration of the result of the show of hands, a poll is demanded by either:–
- (i) the chairman of the meeting; or
 - (ii) not less than two Members present in person or by proxy and entitled to vote at the meeting; or
 - (iii) a Member or Members present in person or by proxy and representing not less than ~~ten per cent~~5% of the total voting rights of all the Members having the right to vote at the meeting; or
 - (iv) a Member or Members present in person or by proxy and holding not less than ~~ten per cent~~5% of the total number of paid-up shares of the Company (excluding treasury shares).
- (C) Subject to Article 70(A), where a resolution put to the vote of the general meeting is to be decided on a show of hands:–
- (i) in the case of a Member who is not a Relevant Intermediary and who is represented by two proxies, only one of the two proxies as determined by such Member or, failing such determination, by the chairman of the meeting (or by a person authorised by the chairman) in his sole discretion, shall be entitled to vote on a show of hands; and

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- (ii) in the case of a Member who is a Relevant Intermediary and who is represented by two or more proxies, each proxy shall be entitled to vote on a show of hands.”

17. Proposed Amendments to Article 65

- “7165. **RESULT OF VOTING.** A demand for a poll made pursuant to Article 70(B) may be withdrawn. Unless a poll be so demanded (and the demand be not withdrawn) or is required pursuant to Article 70(A), a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.”

18. Proposed Amendments to Article 67

- “7367. **HOW POLL TO BE TAKEN.** ~~A No poll shall be demanded on the election choice of the chairman of a Chairman meeting or on any a question of adjournment of the meetings shall be taken immediately. A poll demanded taken on any other question shall be taken at such time and place in Singapore, and in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded taken. The chairman may (and if required by the listing rules of the Securities Exchange or if so directed by the meeting shall) appoint scrutineer(s) and may adjourn the meeting to some place in Singapore and time fixed by him for the purpose of declaring the results of the poll. Any business other than that upon which a poll has been demanded taken may be proceeded with at a meeting pending the taking of the poll.~~”

19. Proposed Amendments to Article 73

- “7973. ~~**VOTES OF LUNATIC MEMBER.** A person of unsound mind~~ **VOTES OF MEMBERS WHO ARE MENTALLY DISORDERED.** A Member who is mentally disordered and incapable of managing himself or his affairs, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis, or other legal curator and such last-mentioned persons may give their votes either personally or by proxy.”

20. Proposed Amendments to Article 75

- “8175. **APPOINTMENT OF PROXIES.** A Member shall be entitled to be present and to vote on any question either personally or by proxy, or as proxy for another Member at any General Meeting, or upon a poll and to be reckoned in a quorum in respect of any fully paid-up shares and of any shares upon which calls due and payable to the Company shall have been paid. A proxy need not be a Member of the Company ~~and. A Member may appoint not more than 2 proxies to attend and vote at the same general meeting provided that no limit shall be imposed on the number of proxies for nominee companies Relevant Intermediaries. Each proxy appointed by a Relevant Intermediary must be appointed to exercise the rights attached to a different share or shares held by such Relevant Intermediary (which number and class of shares shall be specified). (shareholders Shareholders holding shares through nominee companies Relevant Intermediaries may attend any General Meeting general meeting as proxies).~~ No shareholder Member shall be entitled so

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to vote or be recognised in a quorum in respect of any shares upon which any call or other sum so due and payable shall be unpaid. An instrument of proxy shall be deemed to confer authority to demand, join in demanding and vote on a poll.”

21. Proposed Amendments to Article 76

“8276. **INSTRUMENT APPOINTING A PROXY TO BE LEFT AT THE OFFICE.** The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority shall be deposited at the Office ~~not less than forty-eight~~(or such other place, if any, as is specified for the purpose in the notice convening the meeting) not less than 72 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. The deposit of an instrument appointing a proxy does not preclude a Member concerned from attending and voting in person at the meeting, as well as for any adjournment of the meeting to which it relates. In such an event, the appointment of the proxy or proxies is deemed to be revoked by the Member concerned at the point when the Member attends the meeting.”

22. Proposed Amendments to Article 79

“8579. **CORPORATION ACTING BY REPRESENTATIVES AT MEETING.** Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company and such corporation shall for the purposes of this Constitution (but subject to the Act) be deemed to be present in person at any such meeting if a person so authorised is present thereat, save that such person shall not be otherwise entitled to attend the meeting as a Member or proxy or corporate representative of another Member.”

23. Proposed Amendments to Article 82

“8882. **DIRECTOR'S SHARE QUALIFICATION AND RETIREMENT AGE LIMIT.** A Director shall not be required to hold any share qualification in the Company, ~~but subject to the provisions of the Act he shall not be of or over the age of 70 years at the date of his appointment.~~”

24. Proposed Amendments to Article 86

“9286. **DIRECTOR TO MANAGE COMPANY'S BUSINESS.** The business of the Company shall be managed by or under the direction or the supervision of the Directors. ~~The Directors who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Statutes or by these Articlesthis Constitution required to be exercised or done by the Company in general meeting, subject nevertheless to any regulations of these Articlesthis Constitution, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall~~

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invalidate any prior act of the Directors which would have been valid if such regulation had not been made; PROVIDED ALWAYS THAT any sale or disposal by the Directors of the Company's main undertaking shall be subject to ~~ratification~~approval by shareholders in general meeting ~~save~~ in accordance with the Act."

25. Proposed Amendments to Article 92

"9892. **DIRECTORS TO COMPLY WITH THE STATUTES.** The Directors shall duly comply with the provisions of the Statutes, and particularly the provisions as to ~~registration~~keeping records of the appointment of any Director, Chief Executive Officer, Secretary or Auditor, registering and keeping copies of mortgages and charges, keeping of the Register of Members, keeping a Register of Directors and entering all necessary particulars therein, and sending a copy thereof or a notification of any changes therein to the Registrar of Companies, and sending to such Registrar an annual return, together with the Certificates and particulars required (but not limited) by Section 197 of the Act, notices as to increase of capital, returns of allotments and contracts relating thereto, copies of resolutions and agreements and other particulars connected with the above. The Company may exercise the powers conferred upon it by the Act with regard to the keeping of a branch register, and the Directors may make and vary such regulations in respect of the keeping of such register as they may think fit. Such company records shall be kept in hard copy form or in electronic form and arranged in such manner that the Directors think fit."

26. Proposed Amendments to Article 94

"10094. **DIRECTORS MAY CONTRACT WITH COMPANY.** A Director or Chief Executive Officer, as the case may be, may contract with and be interested in any transaction or proposed transaction with the Company and shall not be liable to account for any profit made by him by reason of any such contract; PROVIDED ALWAYS THAT the Director or the Chief Executive Officer, as the case may be, (i) declares the nature of the his interest of the Director in any such contract be declared or transaction at a meeting of the Directors as required (but not limited) by Section 156; or (ii) sends a written notice to the Company containing details on the nature, character and extent of his interest in the transaction or proposed transaction with the Company in accordance with the provisions of the Act. No Director shall vote as a Director in respect of any contract, arrangement or transaction in which he has directly or indirectly a personal material interest, although he shall be counted in the quorum present at the meeting."

27. Proposed Amendments to Article 97

"10397. **OFFICE OF DIRECTOR VACATED IN CERTAIN CASES.** Subject as herein otherwise provided or to the terms of any subsisting agreement, the office of a Director shall be vacated:-

- (1) if he becomes a bankrupt or he makes any arrangement or composition with his creditors;
- (2) if he becomes disqualified from being a Director or is prohibited from being a Director by reason of any order made under any provision of the Statutes;

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- (3) if he becomes disqualified from being a Director by virtue of his automatic disqualification or removal or the revocation of his appointment as a Director, as the case may be, under any provision of the Statutes;
- (4) if he becomes disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds;
- (35) if he is found lunatic or becomes of unsound mind mentally disordered and incapable of managing himself or his affairs; or
- (6) if he ceases to be a Director by virtue of the Statutes; or
- (47) if he resigns his office by notice in writing to the Company.”

28. Proposed Amendments to Article 104

“110+04. MEETINGS OF DIRECTORS AND MEETINGS BY CONFERENCE CALLS.

- (1) The Directors may meet together for the despatch of business adjourn, and otherwise regulate their meetings, as they think fit. The quorum necessary for the transaction of business may be fixed by the Directors, and unless so fixed shall be two. Questions arising at any meeting shall be decided by a simple majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote except when only two Directors are present and form a quorum or only two are competent to vote on the question at issue. A Director may waive notice of any meeting and any such waiver may be retroactive.
- (2) A Director may participate in a meeting of the Directors by conference telephone, videoconferencing or other means of similar communications equipment whereby all persons participating in the meeting can be able to hear each other be heard by all other participants without a Director being in the physical presence of another Director or Directors, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. A Director participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. Save as herein provided and subject to the provisions of the Act and/or other applicable law, the Directors may participate in a meeting via any form of electronic communication or medium or such other methods as the Directors may deem fit. A Director participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting. A resolution passed pursuant to this Article shall, notwithstanding that the Directors are not present together at one place at the time of conference, be deemed to have passed at a meeting of the Directors held on the day and at the time at which the conference was held and shall be deemed to have been held at the Office, unless otherwise agreed, and all Directors participating at that meeting shall be deemed for all purposes of this Constitution to be present at that meeting.”

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29. Proposed Amendments to Article 110

~~“116110. RESOLUTIONS IN WRITING AND MEETINGS BY CONFERENCE CALLS.~~

- (1) A resolution in writing signed or approved by letter, telex or facsimile or any form of electronic communication approved by the Directors for such purpose from time to time by a majority of the Directors who are not disqualified from voting thereon pursuant to these presents or the Act shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted. Any such resolution may be contained in a single document or may consist of several documents all in like form. The signature to any such resolution may be written or printed or in the electronic form which includes electronic and/or digital signatures.
- (2) ~~Save as herein provided and subject to the provisions of the Act, the Directors may meet together either in person at any place or by telephone, radio, conference television or similar communication equipment or any other form of audio or audio-visual communication by which all persons participating in the meeting are able to hear or be heard by all other participants, for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and the quorum for such teleconference meeting shall be the same as the quorum required by a Directors' meeting provided in these Articles. A resolution passed by such a conference shall, notwithstanding that the Directors are not present together at one place at the time of conference, be deemed to have passed at a meeting of the Directors held on the day and at the time at which the conference was held and shall be deemed to have been held at the registered office of the Company, unless otherwise agreed, and all Directors participating at that meeting shall be deemed for all purposes of these Articles to be present at that meeting.”~~

30. Proposed Amendments to Article 111

~~“117111. APPOINTMENT OF SECRETARY. The Secretary shall, and a Deputy or Assistant Secretary may, be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit; and any provided that more than one person may be appointed as the Secretary and such person or persons are not debarred under the Act from acting as Secretary. Any Secretary or Deputy or Assistant Secretary so appointed may be removed by themthe Directors, but without prejudice to any claim he or they may have for damages for any breach of contract of service against the Company.”~~

31. Proposed Insertion of new Article 126

~~“126. SCRIP DIVIDENDS~~

- (1) Whenever the Directors or the Company in general meeting have resolved or proposed that a dividend (including an interim, final, special or other dividend) be paid or declared on the shares of a particular class of the Company, the Directors may further resolve that Members entitled to such dividend be entitled to elect to receive an allotment of shares credited as fully paid *in lieu* of cash in respect of the whole or such part of the dividend as the Directors may think fit. In such case, the following provisions shall apply:

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- (a) the basis of any such allotment shall be determined by the Directors;
- (b) the Directors shall determine the manner in which Members shall be entitled to elect to receive an allotment of shares of the relevant class credited as fully paid *in lieu* of cash in respect of the whole or such part of any dividend in respect of which the Directors shall have passed such a resolution as aforesaid, and the Directors may make such arrangements as to the giving of notice to Members, providing for forms of election for completion by Members (whether in respect of a particular dividend or dividends or generally), determining the procedure for making such elections or revoking the same and the place at which and the latest date and time by which any forms of election or other documents by which elections are made or revoked must be lodged, and otherwise make all such arrangements and do all such things, as the Directors consider necessary or expedient in connection with the provisions of this Article;
- (c) the right of election may be exercised in respect of the whole of that portion of the dividend in respect of which the right of election has been accorded PROVIDED ALWAYS THAT the Directors may determine, either generally or in a specific case, that such right shall be exercisable in respect of the whole or any part of that portion; and
- (d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on shares of the relevant class in respect of which the share election has been duly exercised (the “**elected shares**”) and *in lieu* and in satisfaction thereof shares shall be allotted and credited as fully paid to the holders of the elected shares on the basis of allotment determined as aforesaid. For such purpose and notwithstanding any provision of the Articles to the contrary, the Directors shall be empowered to do all things necessary and convenient for the purpose of implementing the aforesaid, including, without limitation, the making of each necessary allotment of shares and of each necessary appropriation, capitalisation, application, payment and distribution of funds which may be lawfully appropriated, capitalised, applied, paid or distributed for the purpose of the allotment and without prejudice to the generality of the foregoing the Directors may (i) capitalise and apply the amount standing to the credit of any of the Company’s reserve accounts or any sum standing to the credit of the profit and loss account or otherwise available for distribution as the Directors may determine, such sums as may be required to pay up in full the appropriate number of shares for allotment and distribution to and among the holders of the elected shares on such basis, or (ii) apply the sum which would otherwise have been payable in cash to the holders of the elected shares towards payment of the appropriate number of shares of the relevant class for allotment and distribution to and among the holders of the elected shares on such basis.

Ranking of shares and other actions

- (2) (a) The shares of the relevant class allotted pursuant to the provisions of paragraph (1) of this Article shall rank *pari passu* in all respects with the shares of such class then in issue save only as regards

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participation in the dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the dividend which is the subject of the election referred to above, unless the Directors shall otherwise specify.

- (b) The Directors may do all acts and things considered necessary or expedient to give effect to any appropriation, capitalisation, application, payment and distribution of funds pursuant to the provisions of paragraph (1) of this Article, with full power to make such provisions as they may think fit in the case of fractional entitlements to shares (including, notwithstanding any provision to the contrary in this Constitution, provisions whereby, in whole or in part, fractional entitlements are disregarded or rounded up or down, or whereby the benefit of fractional entitlements accrues to the Company rather than the Members) and to authorise any person to enter on behalf of the Members interested into agreement(s) with the Company providing for any such appropriation, capitalisation, application, payment and distribution of funds and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

Record date

- (3) The Directors may, on any occasion when they resolve as provided in paragraph (1) of this Article, determine the rights of election under that paragraph shall not be made available to the persons who are registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register, or in respect of shares the transfer of which is registered, after such date as the Directors may fix subject to such exceptions as the Directors think fit and, in such event, the provisions of this Article shall be read and construed subject to such determination.

Cash in lieu of shares

- (4) The Directors may, on any occasion when they resolve as provided in paragraph (1) of this Article, further determine that no allotment of shares or rights of election for shares under that paragraph shall be made available or made to Members whose registered addresses entered in the Register of Members (or as the case may be) the Depository Register is outside Singapore or to such other Members or class of Members as the Directors may in their sole discretion decide and in such event the only entitlements of the Members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared.

Cancellation

- (5) Notwithstanding the foregoing provisions of this Article, if at any time after the Directors' resolution to apply the provisions of paragraph (1) of this Article in relation to any dividend but prior to the allotment of shares pursuant thereto, the Directors shall consider that by reason of any event or circumstance (whether arising before or after such resolution) or by reason of any matter whatsoever it is no longer expedient or appropriate to

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implement that proposal, the Directors may at their discretion and as they deem fit in the interest of the Company and without assigning any reason therefore, cancel the proposed application of paragraph (1) of this Article.”

32. Proposed Amendments to Article 122

“~~129+22.~~ COMPANY MAY CAPITALISE RESERVES AND UNDIVIDED PROFITS.

(A) The Directors may, with the sanction of an ordinary resolution of the Company (including any ordinary resolution passed pursuant to Article 54):

(a) issue bonus shares for which no consideration is payable to the Company to all the persons registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register at the close of business on:

(i) the date of the ordinary resolution (or such other date as may be specified therein or determined as therein provided); or

(ii) (in the case of an ordinary resolution passed pursuant to Article 54) such other date as may be determined by the Directors,

in proportion to their then holdings of shares; and/or

(b) capitalise any sum standing to the credit of any of the Company’s reserve accounts or other undistributable reserve or any sum standing to the credit of profit and loss account by appropriating such sum to all the persons registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register at the close of business on:

(i) the date of the ordinary resolution (or such other date as may be specified therein or determined as therein provided); or

(ii) (in the case of an ordinary resolution passed pursuant to Article 54) such other date as may be determined by the Directors,

in proportion to their then holdings of shares and applying such sum on their behalf in paying up in full unissued shares (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, unissued shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid up to and amongst them as bonus shares in the proportion aforesaid.

The Directors may do all acts and things considered necessary or expedient to give effect to any such bonus issue and/or capitalisation, with full power to the Directors to make such provisions as they think fit for any fractional entitlements which would arise on the basis aforesaid (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all the Members interested into an agreement with the Company providing for any such

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bonus issue and/or capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

(B) In addition and without prejudice to the powers provided for by this Article, the Directors shall have power to issue shares for which no consideration is payable and/or to capitalise any undivided profits or other monies of the Company not required for the payment or provision of any dividend on any shares entitled to cumulative or non-cumulative preferential dividends (including profits or other monies carried and standing to any reserve or reserves) and to apply such profits or other monies in paying up in full new shares on terms that such shares shall, upon issue, be held by or for the benefit of such person or persons as the Directors may in their absolute discretion deem fit, including (but not limited to) participants of any share incentive or option scheme or plan implemented by the Company and approved by shareholders in general meeting in such manner and on such terms as the Directors shall think fit.

~~(A) The Company in general meeting may at any time and from time to time pass a resolution that any sum not required for the payment or provision of any fixed preferential dividend, and (1) for the time being standing to the credit of any reserve accounts of the Company, or (2) being undivided net profits in the hands of the Company, be capitalised, and that such sum be appropriated as capital to and amongst the ordinary shareholders in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the ordinary shares, and in such manner as the resolution may direct, and such resolution shall be effective; and the Directors shall in accordance with such resolution apply such sum or any part thereof on behalf of the shareholders aforesaid in paying up the whole or part of any uncalled balance which shall for the time being be unpaid in respect of any issued ordinary shares held by such shareholders or otherwise deal with such sum as directed by such resolution. Where any difficulty arises in respect of any such distribution, the Directors may settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any fully paid-up shares or debentures, make cash payments to any shareholders on the footing of the value so fixed in order to adjust rights, and vest any such shares or debentures in trustees upon such trust for the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite a proper contract for the allotment and acceptance of any shares to be distributed as aforesaid shall be delivered to the Registrar of Companies for registration in accordance with Section 63 of the Act and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the appropriation and distribution and such appointment shall be effective.~~

~~(B) In addition and without prejudice to the power to capitalise profits and other moneys provided for by this Article, the Directors shall have power to capitalise any undivided profits or other moneys of the Company not required for the payment or provision of any dividend on any shares entitled to cumulative or non-cumulative preferential dividends (including profits or other moneys carried and standing to any reserve or reserves) and to apply such profits or other moneys in paying up in full at par unissued shares on terms that such shares shall, upon issue, be held by or for the benefit of non-executive Directors as part of their remuneration under Article 84 approved by shareholders in General~~

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~~Meeting in such manner and on such terms as the Directors shall think fit. The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation authorised pursuant to this Article 116(B)."~~

33. Proposed Amendments to Article 123

~~130+23.~~ **FINANCIAL STATEMENTS ACCOUNTS AND BOOKS TO BE KEPT.** The Directors shall cause proper ~~accounts~~ accounting and other records to be kept, whether in hard copy or in electronic form:—

- (1) of the assets and liabilities of the Company;
- (2) of all sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditures take place; and
- (3) of all sales and purchases by the Company.

~~The books of account~~ accounting and other records shall be kept at the Office, or at such other place as the Directors shall think fit, and shall always be open to the inspection ~~of~~ by the Directors."

34. Proposed Amendments to Article 124

~~131+24.~~ **INSPECTION BY MEMBERS.** The Directors shall from time to time determine whether in any particular case or class of cases, or generally, and to what extent, and at what times and places and under what conditions or regulations, the ~~accounts~~ accounting and ~~books~~ other records of the Company, or any of them shall be open to the inspection ~~of~~ by Members, and no Member (not being a Director) shall have any rights of inspecting any account record or book or document of the Company, except as conferred by the Statutes or authorised by the Directors or by a resolution of the Company in general meeting."

35. Proposed Amendments to Article 125

~~132+25.~~ **ACCOUNTS FINANCIAL STATEMENTS TO BE LAID BEFORE COMPANY.** Once at least in every year but in any event before the expiry of ~~four~~ 4 months (or such other period as may be prescribed from time to time by the ~~Singapore~~ Securities Exchange, the provisions of the Act and/or any applicable law) from the close of a financial year of the Company the Directors shall lay before the Company in general meeting ~~a profit and loss account and balance sheet~~ the financial statements for the period following the preceding ~~account~~ financial statements or (in the case of the first ~~account~~ financial statements) since the incorporation of the Company, made up to a date not more than ~~four~~ 4 months (or such other period as may be prescribed from time to time by the ~~Singapore~~ Securities Exchange, the provisions of the Act and/or any applicable law) before such meeting. The said ~~account and balance sheet~~ financial statements shall be accompanied by such reports and documents and shall contain such particulars as are prescribed (but not limited) by ~~Section 201 of the Act.~~

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36. Proposed Amendments to Article 126

~~“133+26.~~ **COPIES OF ACCOUNTSFINANCIAL STATEMENTS.** A copy of every ~~balance sheet and profit and loss account~~the financial statements which is to be laid before a general meeting of the Company (including every document required by law to be comprised therein or attached or annexed thereto) shall, not less than ~~fourteen~~14 days before the date appointed for holding the meeting, be sent to every Member of, ~~and every holder of debentures of,~~ the Company and to every other person who is entitled to receive notices of meetings from the Company under the provisions of the Statutes or of ~~these Articles; Provided that~~this Constitution; PROVIDED ALWAYS THAT these documents may, subject to the listing rules of the Securities Exchange, be sent less than 14 days before the date of the general meeting if all persons entitled to receive notices of general meetings so agree; and this Article shall not require a copy of these documents to be sent to more than one of any joint holders or to any person whose address the Company is not aware, but any Member or holder of debentures to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.”

37. Proposed Amendments to Article 127

~~“134+27.~~ **FINANCIAL STATEMENTSACCOUNTS TO BE AUDITED.** Once at least in every year the ~~accounts~~financial statements of the Company shall be examined, and the correctness of the ~~profit and loss account and balance sheet~~financial statements ascertained by one or more Auditor or Auditors, and the provisions of ~~Sections 205, 206, 207, 208 and 209 of the Act and any modification or re-enactment thereof for the time being in force in regard to audit and Auditors shall be observed.~~”

38. Proposed Amendments to Article 128

~~“135+28.~~ **SERVICE OF NOTICES.** A notice or any other document may be served by the Company upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members or, in the case of a Depositor, such address as may be notified by the Depository to the Company for the purpose of the despatch of such notice or document. All notices directed to be given to the Members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the Register of Members, and any notice so given shall be sufficient notice to all the holders of such share. ~~Any~~Subject to the requirements of the Act, the listing rules of the Securities Exchange (including any additional safeguards or restrictions which might be prescribed under the listing rules of the Securities Exchange) and/or any other applicable regulations, law or procedure, and without prejudice to the provisions of this Constitution, a notice of a meeting or other document required or permitted to be given, sent or served under the Act or the Memorandum of Association and these Articles may be given, sent or served by the Company using electronic communications in accordance with the Actthis Constitution to any person (including but not limited to a Member, an officer or the Auditors of the Company) may also be given, sent or served by the Company by way of electronic mail, posting of the notice or document on a specified website, sending of data storage devices including, without limitation, CD-ROMs and USB flash drives to the current address of that person, or such other forms of electronic communications as the Directors deem fit in accordance with the Act and/or any other applicable”

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regulations, law or procedures PROVIDED ALWAYS THAT, the Member (i) expressly consents to the service of such notice or document on him by way of such electronic communications; (ii) agrees to receive such notice or document by way of such electronic communications and shall not have a right to elect to receive a physical copy of such notice or document; or (iii) is given an opportunity to elect within a specified period of time whether to receive such notice or document by way of electronic communications or as a physical copy and the Member, having been given an opportunity to elect whether to receive such notice or document by way of such electronic communications or as a physical copy, failed to make an election within the specified time. The signature to any such notice or document (if any) may be written or printed or in electronic form which includes electronic and/or digital signatures.”

39. Proposed Amendments to Article 131

“~~138~~~~131~~. **WHEN SERVICE DEEMED EFFECTED.** Any notice or other document, if served or sent by post, shall be deemed to have been duly given, sent, served or delivered at the time when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter. Any notice or other document if served or sent by electronic communication shall be deemed to have been duly given, sent, served or delivered upon transmission of the electronic communication to the current address of such person or as otherwise provided under the Act and/or any other applicable regulations, law or procedures.”

40. Proposed Amendments to Article 133

“~~140~~~~133~~. **DIRECTORS AND OFFICERS ENTITLED TO INDEMNITY.** Subject ~~(but not limited)~~ to ~~Section 172 of~~ and so far as may be permitted under the Act, every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all expenses, charges, cost, damages, claims, proceedings, losses or liabilities whatsoever which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, save for any liability under the provisions of the Act, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.”

41. Proposed Insertion of new Article 143

“~~143~~. **SECRECY.** No Member shall be entitled to require discovery of or any information respecting any detail of the Company’s trade or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the Members to communicate to the public save as may be authorised by law or required by the listing rules of the Securities Exchange.”

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42. Proposed Insertion of new Article 144

“144. PERSONAL DATA OF MEMBERS, PROXIES AND/OR REPRESENTATIVES.

- (A) A Member who is a natural person is deemed to have consented to the collection, use and disclosure of his personal data (whether such personal data is provided by that Member or is collected through a third party) by the Company (or its agents or service providers) from time to time for any of the following purposes:
- (a) implementation and administration of any corporate action by the Company (or its agents or service providers);
 - (b) internal analysis and/or market research by the Company (or its agents or service providers);
 - (c) investor relations communications by the Company (or its agents or service providers);
 - (d) administration by the Company (or its agents or service providers) of that Member’s holding of shares in the Company;
 - (e) implementation and administration of any service provided by the Company (or its agents or service providers) to its Members to receive notices of meetings, annual reports and other shareholder communications and/or for proxy appointment, whether by electronic means or otherwise;
 - (f) processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for any general meeting of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to any general meeting of the Company (including any adjournment thereof);
 - (g) implementation and administration of, and compliance with, any provision of this Constitution;
 - (h) compliance with any applicable laws, listing rules, take-over rules, regulations and/or guidelines; and
 - (i) purposes which are reasonably related to any of the above purpose.
- (B) Any Member who appoints a proxy and/or representative for any general meeting and/or any adjournment thereof is deemed to have warranted that where such Member discloses the personal data of such proxy and/or representative to the Company (or its agents or service providers), that Member has obtained the prior consent of such proxy and/or representative for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy and/or representative for the purposes specified in this Article, and is deemed to have agreed to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of such Member’s breach of warranty.”

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SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS

1. Rationale for the IPT Mandate

It is envisaged that in the normal course of their businesses, transactions between the Company, its subsidiaries and associated companies with the Company's interested persons are likely to occur, and may arise from time to time or at any time.

In view of the time-sensitive nature of commercial transactions, the obtaining of a mandate from Shareholders (the "**IPT Mandate**") pursuant to Chapter 9 of the Listing Manual, will enable the Company, its subsidiaries and associated companies which are considered to be "entities at risk" within the meaning of Chapter 9 of the Listing Manual (together, the "**SP Group**") or any of them, to enter into certain types of transactions as set out in Paragraph 2 below, with the Company's interested persons set out in Paragraph 3 below (the "**Interested Persons**"), provided that such transactions are entered into in the ordinary course of business of the SP Group, are on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

The IPT Mandate will provide the SP Group with added means to underpin its diversification and growth strategy by leveraging on the SP Group's network and its close working relationship with Interested Persons. In particular, it would enable the SP Group to pursue commercial transactions in the ordinary course of business in an expedient manner with Interested Persons, particularly in the areas of trading, marketing, distribution and manufacturing and related specialist services, that would value add and provide new engines of growth for the SP Group.

The IPT Mandate is intended to enhance the SP Group's ability to pursue business opportunities which are time-sensitive in nature, and will eliminate the need for the Company to announce, or to announce and convene separate general meetings on each occasion to seek Shareholders' prior approval for, the entry by the relevant company in the SP Group into such transactions. This will substantially reduce the expenses associated with the convening of general meetings on an *ad hoc* basis, improve administrative efficacy considerably, and allow manpower resources and time to be channelled towards attaining other corporate objectives.

2. Nature and Scope of Interested Person Transactions

The types of transactions with Interested Persons to be covered by the IPT Mandate relate principally to the provision or obtaining of services and products in the normal course of the SP Group's businesses ("**Interested Person Transactions**") but not in respect of purchase or sale of assets, undertakings or businesses as provided under Rule 920(1) of the Listing Manual. The Interested Person Transactions are as described below.

(a) Construction and Engineering Services Transactions

The Company's principal subsidiaries and associated companies carry out building and construction works as building, engineering and foundation contractors as well as project managers. They also provide specialist engineering services including but not limited to foundation piling, soil and foundation work consultancy, geotechnical works, ground improvement works, pipe jacking and diaphragm wall construction.

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Transactions with Interested Persons under this category will consist of the following:

- (i) the tender by companies in the SP Group (whether by way of public tender, invitation or otherwise) and/or the award of contracts by Interested Persons to companies in the SP Group, or, as the case may be, the tender by Interested Persons (whether by way of public tender, invitation or otherwise) and/or the award of contracts by companies in the SP Group to Interested Persons, whether as main contractors or as sub-contractors, for construction and engineering services including turnkey projects for residential, commercial, industrial and engineering works or infrastructural development (including build, operate and transfer) or other projects;
- (ii) the provision by companies in the SP Group to, or receipt from Interested Persons of, project management, consultancy, engineering services, geotechnical soil investigation and/or instrumentation services for residential, industrial, commercial, infrastructural or other building, construction, engineering works and/or development projects undertaken by the Interested Persons or (as the case may be) companies in the SP Group; and
- (iii) the provision by the companies in the SP Group to, or receipt from Interested Persons of, industrial, commercial, infrastructural or other building, construction, engineering works and/or development projects undertaken by Interested Persons or (as the case may be) companies in the SP Group including but not limited to treated water supply and water treatment services, power and natural resources mining services.

As construction and engineering services constitute one of the core businesses of the SP Group, the inclusion of the above category of transactions in the IPT Mandate will facilitate such transactions by the SP Group with Interested Persons that arise in the normal course of operations of the SP Group in a more expeditious manner.

(b) Construction and Engineering Materials and Equipment Transactions

Related to its activities in building, construction and engineering services, the SP Group may also engage in sourcing, purchasing, supplying and trading in building, construction and engineering materials including but not limited to concrete and granite aggregates, steel bars, steel sheet piles, timber products, wall and floor tiles, and construction equipment.

Transactions that may be carried out with Interested Persons under this category consist of the following:

- (i) the design, installation, supply and provision of equipment and machinery and/or building, construction and engineering materials including but not limited to paint, electric motors and generators by companies in the SP Group to Interested Persons or *vice versa*; and
- (ii) the purchase or sale, and/or rental of equipment and machinery and/or building, construction and engineering materials including but not limited to paint, electric motors and generators by companies in the SP Group from, or to Interested Persons for on-sale or for use in the construction and/or engineering services activities of the SP Group or, as the case may be, the Interested Persons.

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These transactions relate to the supply of materials and equipment used in the building, construction and engineering industry. The inclusion of this category of transactions in the IPT Mandate will allow the SP Group to transact with Interested Persons in an expeditious manner to meet business needs for the supply and/or provision of materials and equipment.

(c) *Trading and Marketing Transactions*

The SP Group is engaged in the trading and marketing of various products relating to the automotive, tyre and rubber, chemical, petrochemical, mining, aquaculture, power, electronics and agriculture industries.

Transactions coming within this category consist of the following:

- (i) the marketing, sale by or purchase of, fish meal, shrimp feed and their related feedstock materials, shrimps and other products in the aquaculture industry;
- (ii) the marketing, sale by or purchase of, the provision or receipt of, technical, operation, maintenance and engineering services for machinery, equipment and spare parts related to tyre and rubber, power, petrochemical, chemical, aquaculture, agriculture, mining and other industries referred to in sub-paragraphs (c)(i) above and (c)(iii) to (ix) below;
- (iii) the marketing, sale by or purchase of, palm oil and related products, fertilizers and other natural produce items in the agriculture industry;
- (iv) the marketing, sale by or purchase of, natural resources including but not limited to coal, metals like iron, aluminium, zinc, gold and copper and their alloys for various industries such as the power and cement industries, automotive manufacturing industries, chemicals, tyre and rubber industries;
- (v) the marketing, sale by or purchase of, printed circuit boards, electrical and electronics parts and electrical cables and motors and other products related to the electronics and electrical industries;
- (vi) the marketing, sale by or purchase of, paint, basic and intermediate petrochemicals including but not limited to ethylene, monoethylene glycol, polyester, synthetic rubber, nylon fibres and others related to the petrochemical industries;
- (vii) the distribution, marketing, sale and purchase of rubber and tyre related stocks and related products (including raw materials and auxiliary products);
- (viii) the sale, purchase, rental and/or leasing of rubber, tyre and tyre related retreading machinery and equipment or components and parts in respect thereof; and
- (ix) the provision and/or receipt of commissions, rebates and other trade-related or marketing incentives to or by counter-parties including but not limited to dealers, distributors and principals.

The entry into and/or renewal of distribution, commission, agency or other marketing or representation agreements with Interested Persons, and the purchase, sale, import and export of products set out above, will come within the ambit of this category of transactions.

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(d) Distribution Transactions

The SP Group is engaged in the distribution of various consumer, automotive and related products.

Transactions coming within this category consist of the following:

- (i) distribution of consumer products including but not limited to hygiene, paper and food products; and
- (ii) distribution of tyres and automotive related products including but not limited to alloy wheels, rubber belts, batteries, electrical and pneumatic sensors.

The entry into and/or renewal of distribution, commission, agency or other marketing or representation agreements with Interested Persons, and the purchase, sale, import and export of products set out above, will come within the ambit of this category of transactions.

(e) Manufacturing Transactions

Transactions coming within this category consist of the following:

- (i) the provision by the companies in the SP Group to, or the receipt from, Interested Persons of, tyre retreading services and logistic services related to the rubber, tyre and automotive industries; and
- (ii) the provision by the companies in the SP Group to, or the receipt from, Interested Persons of, design, technical expertise, operation, maintenance, manufacturing and purchase or sales of tyre machinery and equipment and related parts and products.

(f) Business, Management and Technical Services Transactions

It is expected that with further diversification of the activities of the SP Group, overhead costs and administrative costs may increase with the establishment of more business units. As such, the centralisation of management and support services staff within Tuan Sing Holdings Limited (“TSH”), its subsidiaries and associated companies (together with TSH, collectively, the “TSH Group”) and between the SP Group and the Interested Persons will enable business services costs to be shared, avoid duplication of efforts and enhance communication within the TSH Group, the SP Group and the Interested Persons. The latter results in savings for all operating companies within the TSH Group, the SP Group and the Interested Persons through shared resources and economies of scale, and ensures that the services provided are of a uniform approach and consistent standard throughout the operating subsidiaries.

Further, it is expected that TSH (the holding company of the Company) and other Interested Persons may provide certain corporate functions and support to the SP Group in areas including but not limited to finance, treasury, investment risk review and management; corporate planning and business development; management information systems; human resource management and development; information technology management and development; legal and corporate secretarial affairs; and internal audit.

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Additionally, as part of the TSH Group, the Company can benefit in treasury transactions from competitive rates or quotes from TSH and third party financial institutions in an expedient manner. By transacting directly with TSH, the Company may obtain better yields through the elimination of margins which third party intermediaries might ordinarily be expected to earn.

The SP Group may also lease premises to or from, Interested Persons for meeting various business needs.

Transactions covered by this category consist of the following:

- (i) the provision by the companies in the SP Group to, or the receipt from, Interested Persons of, corporate, administrative and support services including but not limited to the areas of internal audit, corporate planning and development, treasury and fund management services and staff secondments;
- (ii) the borrowing of funds from Interested Persons or *vice versa* on a short-term and medium-term basis; the placement of funds with the TSH Group on a short-term and medium-term basis; and the entry into with Interested Persons of foreign exchange, swap, and option transactions for hedging purposes (collectively, “**Treasury Transactions**”);
- (iii) the leasing or letting of office, warehouse and other business premises to or from the TSH Group and/or other Interested Persons; and
- (iv) the provision by the companies in the SP Group to, or the receipt from, Interested Persons of, subcontracting and outsourcing services, supply chain management services (including but not limited to packaging, transport and logistic services), sharing of logistic facility management including but not limited to rental and subletting of premises.

These transactions relate to the supply of corporate, support and administrative services, subcontracting and outsourcing services, supply chain services and premises by the TSH Group and other Interested Persons to companies in the SP Group. The inclusion of this category of transactions in the IPT Mandate will allow the SP Group to transact with the TSH Group and other Interested Persons in an expeditious manner to meet its business needs and requirements.

3. Classes of Interested Persons with which the SP Group is transacting

The IPT Mandate will apply to the following classes of Interested Persons:

- (a) TSH;
- (b) Nuri Holdings (S) Pte Ltd;
- (c) Mr William Nursalim alias William Liem; and
- (d) any company which, at the time at which the transaction is entered into, is an associate of the Interested Persons named in (a) to (c) above.

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4. Review Procedures for Interested Person Transactions

Pursuant to the IPT Mandate, the Company has formed a special review committee (the “**Review Committee**”) to ensure that transactions with Interested Persons are undertaken on the SP Group’s normal commercial terms under the IPT Mandate. The Review Committee comprise senior executives of the Company namely, the Managing Director, up to two executive Directors, the head of the relevant business units and the Financial Controller/Chief Financial Officer, who have been tasked by the Board of Directors of the Company (based on the recommendation of the Audit and Risk Committee of the Company (the “**Audit and Risk Committee**”) from time to time) with the review and approval of such transactions.

To ensure that the Interested Person Transactions arising from the normal course of business of the SP Group are undertaken at arm’s length and on the SP Group’s normal commercial terms, and will not be prejudicial to the interests of the Company and its minority Shareholders, the SP Group has implemented the following guidelines for the review and approval of Interested Person Transactions under the proposed renewal of the IPT Mandate:

- (a) A transaction equal to or exceeding S\$100,000 in value but below S\$3 million (the “**Financial Threshold**”), will be reviewed and approved by any two members of the Review Committee, who shall ensure that the Interested Person Transactions are made on arm’s length basis and on terms and conditions no more favourable than those which would be granted to an unrelated third party in similar circumstances, and which are on the SP Group’s normal commercial terms or otherwise in accordance (where applicable) with industry norms and that they are not prejudicial to the interests of the Company and its minority Shareholders.
- (b) A transaction equal to or exceeding the Financial Threshold will be reviewed and approved by any two members of the Audit and Risk Committee, who shall ensure that the Interested Person Transactions are made on arm’s length basis and on terms and conditions no more favourable than those which would be granted to an unrelated third party in similar circumstances, and which are on the SP Group’s normal commercial terms or otherwise in accordance (where applicable) with industry norms and that they are not prejudicial to the interests of the Company and its minority Shareholders.
- (c) Any member of the Review Committee and the members of the Audit and Risk Committee may, as he/they deem fit, request for additional information pertaining to the transaction under review from independent sources or advisers, including the obtaining of valuations from independent professional valuers.
- (d) If a member of the Review Committee or the Audit and Risk Committee has an interest in a transaction, he shall abstain from participating in the review and approval process in relation to that transaction. If more than three members of the Review Committee are interested in the transaction, the review and approval process shall be undertaken by the Chairman of the Audit and Risk Committee or another member of the Audit and Risk Committee (who has no interest in the transaction) designated by the Chairman of the Audit and Risk Committee for such purpose.

The Audit and Risk Committee will also:

- (i) carry out periodic reviews (on a quarterly basis) to ascertain that the established guidelines and procedures for Interested Person Transactions have been complied with; and

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- (ii) consider from time to time whether the established guidelines and procedures for transactions with Interested Persons have become inappropriate or are unable to ensure that the transactions will be carried out on normal commercial terms, and are not prejudicial to the interests of the Company and its minority Shareholders.
- (e) For the purpose of the above review procedures, where goods and/or services (other than Treasury Transactions) are to be purchased or obtained by the SP Group from Interested Persons, quotations will be obtained (wherever possible or available) from at least two other unrelated third party suppliers for similar quantities and/or quality of the materials, equipment, machinery or services concerned as a basis for comparison to determine whether the price and terms offered by the Interested Person are fair and reasonable. Where it is impractical or not possible for such quotes to be obtained, the Review Committee or the Audit and Risk Committee will ensure that the terms of supply are fair and reasonable, in accordance with industry norms and in line with business practices of the relevant industry taking into consideration, factors such as but not limited to pricing, payment terms, credit worthiness, the strategic purpose for the transaction and market conditions.

In relation to Treasury Transactions, the following guidelines shall apply:

Borrowings. The SP Group will only borrow funds from an Interested Person if the interest rate quoted by the Interested Person is not more than the lowest rate quoted by the SP Group's principal bankers for loans of an equivalent amount and tenure. Quotations of rates will be procured from at least two of the SP Group's principal bankers each time that funds are proposed to be borrowed from an Interested Person.

Placements. The SP Group will only place funds with the TSH Group if the interest rate quoted by the TSH Group is not less than the highest of the rates quoted by the SP Group's principal bankers for deposits of an equivalent amount and tenure. Quotations of rates will be procured from at least two of the SP Group's principal bankers each time that funds are proposed to be placed with the TSH Group.

Forex, swaps and options. The SP Group will only enter into forex, swap and option transactions with an Interested Person if the rates quoted by the Interested Person are no less favourable to the SP Group than those quoted by the SP Group's principal bankers. Quotations of rates will be procured from at least two of the SP Group's principal bankers each time that a forex, swap or option transaction is proposed to be entered into with an Interested Person.

In addition, the Company will monitor the Treasury Transactions entered into with Interested Persons as follows:

- (i) Where the aggregate value of funds placed with the TSH Group shall at any time exceed the consolidated shareholders' funds of the Company (based on its latest audited accounts), each subsequent placement of funds with the TSH Group shall require the prior approval of the Audit and Risk Committee.
- (ii) Where the aggregate principal amount of all forex, swap and option transactions entered into with the same Interested Person (as such term is construed under Chapter 9 of the Listing Manual) exceeds at any one time the equivalent of the consolidated shareholders' funds of the Company (based on its latest audited accounts), each subsequent forex, swap or option transaction to be entered into with the same Interested Person shall require the prior approval of the Audit and Risk Committee.

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5. Interested Person Transactions Register

The Company maintains a register of transactions carried out with Interested Persons pursuant to the IPT Mandate (recording the basis on which they are entered into). Further, the Company's annual internal audit plan will incorporate a review of transactions entered into in the relevant financial year pursuant to the IPT Mandate.

6. Excluded Transactions

The IPT Mandate will not cover any transaction by a company in the SP Group with an Interested Person that is below S\$100,000 in value as the threshold and aggregation requirements of Chapter 9 of the Listing Manual would not apply to such transactions.

Transactions with interested persons (including the Interested Persons) which do not fall within the ambit of the IPT Mandate shall be subject to the relevant provisions of Chapter 9 of the Listing Manual, or other applicable provisions of the Listing Manual and/or the Companies Act (Cap. 50), if any.

7. Validity Period of the IPT Mandate

The IPT Mandate will take effect from the passing of the resolution relating thereto, and will (unless revoked or varied by the Company in general meeting) continue in force until the conclusion of the next annual general meeting of the Company. Approval from Shareholders will be sought for the renewal of the IPT Mandate at the next annual general meeting and at each subsequent annual general meeting of the Company, subject to satisfactory review by the Audit and Risk Committee of its continued application to the transactions with Interested Persons.

8. Disclosure in Annual Report

Disclosure will be made in the Company's annual report of the aggregate value of transactions conducted pursuant to the IPT Mandate during the financial year and in the annual reports for subsequent financial years that the IPT Mandate continues in force in accordance with the requirements of Chapter 9 of the Listing Manual.

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GENERAL INFORMATION RELATING TO CHAPTER 9 OF THE LISTING MANUAL

1. Chapter 9 of the Listing Manual deals with transactions in which a listed company or any of its subsidiaries or associated companies (that are not listed on the SGX-ST or an approved exchange, provided that the listed group, or the listed group and its interested person(s) (as defined in Chapter 9), has control over the associated company) proposes to enter with a party who is an interested person of the listed company.
2. Transactions with interested persons which do not come within the ambit of a general mandate for interested person transactions approved by shareholders of the listed company pursuant to Chapter 9 of the Listing Manual (including any renewal thereof) will be subject to applicable provisions of Chapter 9 and/or other applicable provisions of the Listing Manual. As such, an immediate announcement and/or shareholders' approval would be required in respect of transactions with interested persons if certain financial thresholds as set out in Chapter 9 of the Listing Manual are reached or exceeded. In particular, an immediate announcement is required where:
 - 2.1 the value of a proposed transaction is equal to or exceeds 3% of the group's latest audited net tangible assets ("**NTA**"); or
 - 2.2 the aggregate value of all transactions entered into with the same interested person during the same financial year, is equal to or more than 3% of the group's latest audited NTA. An announcement will have to be made immediately of the latest transaction and all future transactions entered into with that same interested person during the same financial year,and shareholders' approval (in addition to an immediate announcement) is required where:
 - 2.3 the value of a proposed transaction is equal to or exceeds 5% of the group's latest audited NTA; or
 - 2.4 the aggregate value of all transactions entered into with the same interested person during the same financial year, is equal to or more than 5% of the group's latest audited NTA. The aggregation will exclude any transaction that has been approved by shareholders previously, or is the subject of aggregation with another transaction that has been approved by shareholders.
3. For the purposes of aggregation, interested person transactions below S\$100,000 each are excluded.
4. For illustration purposes, based on the audited accounts of the Company and its subsidiaries (the "**Group**") for the financial year ended 31 December 2016, the latest audited NTA of the Group is S\$52.9 million. Accordingly, in relation to the Company, for the purposes of Chapter 9 in the current financial year, shareholders' approval would be required where:
 - (a) the transaction is of a value equal to, or more than, S\$2.6 million, being 5% of the Group's latest audited NTA; or

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- (b) the transaction, when aggregated with other transactions entered into with the same interested person during the same financial year, is of a value equal to, or more than, S\$2.6 million. The aggregation will exclude any transaction that has been approved by shareholders previously, or is the subject of aggregation with another transaction that has been approved by shareholders.
- 5. Chapter 9 of the Listing Manual allows for a listed company to seek a mandate from its shareholders for recurrent transactions with interested persons of a revenue or trading nature necessary for its day-to-day operations such as the purchase and sale of supplies and materials, but not in respect of the purchase or sale of assets, undertakings or businesses.
 - 6. For the purposes of Chapter 9 of the Listing Manual:
 - 6.1 an “interested person” means a director, chief executive officer or controlling shareholder of the issuer, or an associate of any such director, chief executive officer or controlling shareholder;
 - 6.2 a “controlling shareholder” is a person who holds directly or indirectly 15% or more of the total number of issued shares excluding treasury shares in the company (unless otherwise excepted by SGX-ST) or in fact exercises control over a company; and
 - 6.3 an “associate” in relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means his immediate family (i.e. spouse, children, adopted children, step-children, siblings and parents), the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object, and any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more. An “associate” in relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more.