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## LETTER TO SHAREHOLDERS

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### UOL GROUP LIMITED

(Company Registration No.: 196300438C)

(Incorporated in the Republic of Singapore)

Registered office: 101 Thomson Road #33-00, United Square, Singapore 307591

1 April 2016

To: The Shareholders of UOL Group Limited (the “**Company**”)

Dear Sir/Madam

#### 1. **INTRODUCTION**

1.1 **Summary.** We refer to the following items of special business in the Notice of 53<sup>rd</sup> Annual General Meeting (“**AGM**”) of the Company convening the AGM to be held on 28 April 2016:

(a) **Resolution 12**, relating to the proposed Share Buyback Mandate (as defined in paragraph 2.1 below), which will be tabled for Shareholders’ approval by way of an Ordinary Resolution at the AGM; and

(b) **Resolution 13**, relating to the proposed adoption of the New Constitution (as defined in paragraph 3.1 below), which will be tabled for Shareholders’ approval by way of a Special Resolution at the AGM.

1.2 **This Letter.** The purpose of this Letter is to provide Shareholders with information relating to the above proposals (“**Proposals**”).

1.3 **Disclaimer.** 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. Shareholders who are in any doubt as to the action they should take, should consult their stockbrokers or other professional advisers immediately.

#### 2. **THE PROPOSED SHARE BUYBACK MANDATE**

2.1 **Background.** Shareholders’ approval is being sought for a general and unconditional mandate authorising the Directors to exercise all powers of the Company to purchase or otherwise acquire issued ordinary shares of the Company (“**Shares**”) on the terms of such mandate (“**Share Buyback Mandate**”).

In this regard, **Resolution 12** in relation to the proposed Share Buyback Mandate will be proposed as an Ordinary Resolution for Shareholders’ approval at the AGM.

It should be noted that any purchase or acquisition by the Company of its Shares (“**Share Buyback**”) has to be made in accordance with the Companies Act, Chapter 50 of Singapore (“**Companies Act**”), the Listing Manual of the SGX-ST (“**Listing Manual**”) and such other laws and regulations as may, for the time being, be applicable.

2.2 **Rationale for the Share Buyback Mandate.** The rationale for the Company to undertake the Share Buybacks is as follows:

- (a) In managing the business of the Company and its subsidiaries (collectively referred hereinafter as the “**Group**”), the Management strives to increase Shareholders’ value by improving *inter alia* the return on equity of the Company. In addition to growth and expansion of the business, the return on equity of the Company may also be enhanced *inter alia* via Share Buybacks. The Share Buyback Mandate will give the Company the flexibility to undertake Share Buybacks at any time, subject to market conditions, during the period when the Share Buyback Mandate is in force.
- (b) Share Buybacks will allow the Directors to have greater flexibility over *inter alia* the Company’s share capital structure and its dividend policy, with a view to enhancing the earnings and/or net asset value per Share.
- (c) Shares which are purchased by the Company pursuant to the Share Buyback Mandate and held by the Company as treasury shares may be utilised for the purposes of the Company’s share-based incentive scheme(s) to enable the Company to claim relevant tax deductions under the current taxation regime. The use of treasury shares in lieu of issuing new Shares would also mitigate the dilution impact on existing Shareholders.
- (d) Share Buybacks provide the Company with a mechanism to facilitate, in an expedient and cost-efficient manner, the return of surplus cash which is (i) over and above its ordinary capital requirements, and (ii) in excess of the financial and possible investment needs of the Group.

Share Buybacks pursuant to the Share Buyback Mandate will be made only as and when the Directors consider it to be in the best interests of the Company. No Share Buyback will be made if the Directors believe it will bring about a material adverse effect on the financial position of the Company or the Group, or result in the Company being delisted from the SGX-ST.

2.3 **Authority and Limits on the Share Buyback Mandate.** The authority and limitations of the proposed Share Buyback Mandate are summarised below:

2.3.1 ***Maximum Number of Shares***

The total number of Shares which may be purchased or acquired pursuant to the Share Buyback Mandate shall not exceed 10% of the total number of Shares (excluding treasury shares) as at the date of the AGM at which the Share Buyback Mandate is approved. Under the Companies Act, any Shares which are held as treasury shares shall be disregarded for purposes of computing the 10% limit.

**For illustrative purposes only**, on the basis of 796,219,003 Shares (excluding treasury shares) are in issue as at 2 March 2016 (“**Latest Practicable Date**”) and assuming no further Shares are issued on or prior to the AGM, not more than 79,621,900 Shares (representing 10% of the total number of Shares (excluding treasury shares) in issue as at that date) may be purchased or acquired by the Company pursuant to the proposed Share Buyback Mandate.

2.3.2 ***Duration of Authority***

Share Buybacks may be made, at any time and from time to time, on and from the date of the AGM at which the Share Buyback Mandate is approved, up to the earliest of:

- (a) the date on which the next Annual General Meeting of the Company is held or required by law to be held; or

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- (b) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Shareholders in a general meeting; or
- (c) the date on which the Share Buybacks pursuant to the Share Buyback Mandate are carried out to the full extent mandated.

### 2.3.3 **Manner of Purchase or Acquisition of Shares**

- (a) Purchases or acquisitions of Shares may be made by way of:
  - (i) market purchases (“**Market Purchases**”) transacted on the SGX-ST through the ready market through 1 or more duly licensed stock brokers appointed by the Company for that purpose; and/or
  - (ii) off-market purchases (“**Off-Market Purchases**”) effected pursuant to equal access scheme(s) for Share Buybacks from Shareholders.
- (b) In an Off-Market Purchase, the Directors may, as they deem fit in the interest of the Company, impose such terms and conditions in connection with or in relation to any equal access scheme(s), provided that such terms and conditions are not inconsistent with the Share Buyback Mandate, the Companies Act, the Listing Manual, and other applicable laws and regulations.
- (c) In particular, under the Companies Act, an equal access scheme must satisfy all the following conditions:
  - (i) offers for the Share Buybacks shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
  - (ii) all of those persons shall be given a reasonable opportunity to accept the offers made to them; and
  - (iii) the terms of all the offers are the same, except that there shall be disregarded:
    - (A) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;
    - (B) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares; and
    - (C) (if applicable) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid.
- (d) Under the Listing Manual, if the Company wishes to make an Off-Market Purchase pursuant to an equal access scheme, it will be required to issue an offer document to all Shareholders containing *inter alia* the following information:
  - (i) the terms and conditions of the offer;
  - (ii) the period and procedures for acceptances;
  - (iii) the reasons for the proposed Share Buybacks;

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- (iv) the consequences, if any, of the Share Buybacks that will arise under the Singapore Code on Take-overs and Mergers (“**Take-over Code**”) or other applicable take-over rules;
- (v) whether the Share Buybacks, if made, would have any effect on the listing of the Shares on the SGX-ST;
- (vi) details of Share Buybacks (if any) made by the Company in the previous 12 months (whether Market Purchases or Off-Market Purchases), specifying the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for these Share Buybacks; and
- (vii) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

### 2.3.4 **Maximum Purchase Price**

The purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors. However, the purchase price must not exceed:

- (a) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (b) in the case of an Off-Market Purchase 120% of the Average Closing Price of the Shares,

in either case, excluding related expenses of the purchase or acquisition (“**Maximum Price**”). For the above purposes:

- (A) “**Average Closing Price**” means the average of the closing market prices of the Shares over the last 5 Market Days, on which transactions in the Shares were recorded, before the date on which the Market Purchase was made or (as the case may be) the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant 5 Market Days;
- (B) “**date of the making of the offer**” means the date on which the Company makes an offer for the Share Buybacks from Shareholders, stating the purchase price for each Share and the relevant terms of the equal access scheme(s) for effecting the Off-Market Purchase; and
- (C) “**Market Day**” means a day on which the SGX-ST is open for trading in securities.

- 2.4 **Status of Purchased or Acquired Shares.** Shares purchased or acquired by the Company pursuant to the Share Buyback shall be deemed cancelled immediately on purchase or acquisition, unless such Shares are held by the Company as treasury shares. If they are cancelled, all rights and privileges attached to such Shares will expire on such cancellation, and the total number of Shares in issue will be diminished by such number of Shares cancelled.

2.5 **Treasury Shares.** Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act are summarised below:

2.5.1 **Maximum Holdings**

The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of Shares in issue.

2.5.2 **Voting and Other Rights**

The Company cannot exercise any right in respect of treasury shares, including:

- (a) the right to attend or vote at meetings; and
- (b) the right to receive any dividend and any other distribution (in cash or otherwise) of the Company's assets.

Notwithstanding the above, the Company may receive allotments of fully paid bonus shares in respect of treasury shares, and treasury shares may be sub-divided or consolidated so long as the total value of the treasury shares after the subdivision or consolidation is the same as before the subdivision or consolidation.

2.5.3 **Disposal and Cancellation**

Where Shares are held as treasury shares, the Company may at any time, but subject always to the Take-over Code, deal with them as follows:

- (a) sell the treasury shares for cash;
- (b) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for employees, directors or other persons;
- (c) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the treasury shares; or
- (e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

Under the Listing Manual, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares, stating the following:

- (A) the date of the sale, transfer, cancellation and/or use;
- (B) the purpose of such sale, transfer, cancellation and/or use;
- (C) the number of treasury shares sold, transferred, cancelled and/or used;
- (D) the number of treasury shares before and after such sale, transfer, cancellation and/or use;
- (E) the percentage of the number of treasury shares against the total number of shares outstanding before and after such sale, transfer, cancellation and/or use; and
- (F) the value of the treasury shares if they are used for a sale or transfer, or cancelled.

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2.6 **Listing Rules.** Under the Listing Manual, a listed company shall report all purchases or acquisitions of its shares to the SGX-ST in such prescribed form with such details prescribed by SGX-ST in the Listing Manual:

- (a) in the case of a market purchase, not later than 9.00 a.m. on the Market Day following the day on which the market purchase was made; and
- (b) in the case of an off-market purchase, not later than 9.00 a.m. on the second Market Day after the close of acceptances of the offer.

Rule 884 of the Listing Manual restricts a listed company from purchasing shares by way of market purchases at a price per share which is more than 5% above the “average closing price”, being the average of the closing market prices of the shares over the last 5 market days on which transactions in the shares were recorded, before the day on which the purchases were made, as deemed to be adjusted for any corporate action that occurs after the relevant 5-day period. The Maximum Price for a Share in relation to Market Purchases referred to in Paragraph 2.3.4 above complies with this requirement. Although the listing rules of the SGX-ST do not prescribe a maximum price in relation to purchases or acquisitions of shares by way of off-market purchases, the Company has set a cap of 20% above the average closing price of a Share as the Maximum Price for a Share to be purchased or acquired by way of an Off-Market Purchase.

The Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time(s). However, as the Company may be considered an “insider” in relation to any proposed Share Buyback, the Company will not purchase any Shares pursuant to the Share Buyback Mandate as follows:

- (a) at any time after any matter or development of a price-sensitive nature has occurred or has been the subject of a decision of the Board of Directors until the price-sensitive information has been publicly announced; and
- (b) during the following periods:
  - (i) 1 month immediately preceding the announcement of the Company’s full-year results; and
  - (ii) 2 weeks immediately preceding the announcement of the Company’s quarterly results.

To comply with Rule 723 of the Listing Manual, the Company is required to ensure that at least 10% of its Shares (excluding treasury shares) are in the hands of the public (i.e. persons other than the directors, chief executive officer, substantial/controlling shareholders of the Company and its subsidiaries, and their respective associates). Accordingly, in undertaking any Share Buybacks, the Directors will use their best efforts to ensure that a sufficient float in the hands of the public will be maintained so that the Share Buybacks will not adversely affect the listing status of the Shares on the SGX-ST, cause market illiquidity or adversely affect the orderly trading of the Shares.

As at the Latest Practicable Date, approximately 421,913,398 Shares, representing 52.99% of the Shares (excluding treasury shares) in issue, are in the hands of the public.

Accordingly, the Company is of the view that, as at the Latest Practicable Date, there is a sufficient number of Shares in issue that is held in the hands of the public, which would permit the Company to undertake Share Buybacks up to the full 10% limit pursuant to the proposed Share Buyback Mandate without affecting the listing status of the Shares on the SGX-ST. In the event that the Company undertakes Share Buybacks, the Company will also consider investor interests when maintaining a liquid market in the Shares and ensure that there is a sufficient float for an orderly market.

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- 2.7 **Source of Funds.** For Share Buybacks pursuant to the Share Buyback Mandate, the Company may only apply funds legally available for such purchase or acquisition in accordance with the Company's Constitution and applicable laws.

The Company intends to use internal sources of funds, external borrowings and/or a combination of both of the aforesaid to finance the Share Buybacks.

- 2.8 **Financial Effects.** It is not possible for the Company to realistically calculate or quantify the impact of purchases of Shares that may be made pursuant to the Share Buyback Mandate on the net tangible assets ("**NTA**") and earnings per Share ("**EPS**") as the resultant effect would depend on *inter alia* the aggregate number of Shares purchased or acquired, whether the purchase or acquisition is made out of capital and/or profits, the purchase prices paid for such Shares, the amount (if any) borrowed by the Company to fund the Share Buybacks and whether the Shares purchased or acquired are cancelled or held as treasury shares.

The Company's total number of Shares in issue and total issued share capital will be diminished by the total number of Shares purchased by the Company and which are cancelled. The NTA of the Group will also be reduced by the aggregate purchase price paid by the Company for the Shares.

Under the Companies Act, Share Buybacks by the Company may be made out of the Company's capital and/or profits so long as the Company is solvent. Where the consideration paid by the Company for the Share Buybacks is made out of profits, such consideration will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the consideration paid by the Company for the Share Buybacks is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

The proposed Share Buyback Mandate will be exercised with a view to, *inter alia*, enhance the EPS and/or the NTA value per Share of the Group. Accordingly, Share Buybacks will only be effected by the Company after the Directors have considered relevant factors such as the working capital requirements, the availability of financial resources and the expansion and investment plans of the Group, and the prevailing market conditions.

**For illustrative purposes only**, the financial effects of the Share Buyback Mandate on the Company and the Group, based on the audited financial statements of the Group and the Company for the financial year ended 31 December 2015 are set out in Appendix A to this Letter.

**Shareholders should note that the financial effects set out in Appendix A to this Letter are purely for illustrative purposes only and they are based on the assumptions set out thereto. Although the proposed Share Buyback Mandate would authorise the Company to purchase or acquire up to 10% of the total number of Shares (excluding treasury shares) in issue as determined in accordance with the applicable provisions of the Companies Act, the Company may not necessarily purchase or be able to purchase the entire 10% of the total number of its Shares (excluding treasury shares) in issue. In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased in treasury.**

- 2.9 **Taxation.** Shareholders who are in doubt as to their tax positions or any tax implications in their respective jurisdictions should consult their own professional advisers.

2.10 **Take-over Implications.** Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below:

2.10.1 ***Obligation to make a Take-over Offer***

Any resultant increase in the percentage of voting rights held by a Shareholder and persons acting in concert with him, following any Share Buybacks by the Company, will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code (“**Rule 14**”). Consequently, depending on the number of Shares purchased or acquired by the Company and the number of Shares (excluding treasury shares) in issue at that time, a Shareholder or group of Shareholders acting in concert with a Director could obtain or consolidate effective control of the Company and become obliged to make a take-over offer under Rule 14.

2.10.2 ***Persons Acting in Concert***

Under the Take-over Code, persons acting in concert (“**concert parties**”) comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company to obtain or consolidate effective control of the company.

Unless the contrary is established, the Take-over Code presumes *inter alia* the following individuals and companies to be persons acting in concert with each other:

- (a) the following companies:
  - (i) a company;
  - (ii) the parent company of (i);
  - (iii) the subsidiaries of (i);
  - (iv) the fellow subsidiaries of (i);
  - (v) the associated companies of any of (i), (ii), (iii), (iv) or (v);
  - (vi) companies whose associated companies include any of (i), (ii), (iii), (iv) or (v); and
  - (vii) any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights; and
- (b) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts). Close relatives include immediate family (i.e. parents, siblings, spouse and children), siblings of parents (i.e. uncles and aunts) as well as their children (i.e. cousins) and children of siblings (i.e. nephews and nieces).

The circumstances under which Shareholders, including Directors and persons acting in concert with them respectively, will incur an obligation to make a take-over offer under Rule 14 as a result of Share Buybacks by the Company are set out in full in Appendix 2 of the Take-over Code.

2.10.3 **Effect of Rule 14 and Appendix 2**

The effect of Rule 14 when read with Appendix 2 of the Take-over Code is that unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 if as a result of the Share Buybacks by the Company:

- (a) the voting rights of such Directors and their concert parties increase to 30% or more; or
- (b) in the event that such Directors and their concert parties hold between 30% and 50% of the Company's voting rights, the voting rights of such Directors and their concert parties increase by more than 1% in any period of 6 months.

In calculating the percentage of voting rights of such Directors and their concert parties, treasury shares shall be excluded.

However, under Appendix 2 of the Take-over Code, a Shareholder will not be required to make a take-over offer under Rule 14 if:

- (a) he is not acting in concert with the Directors; and
- (b) as a result of Share Buybacks by the Company:
  - (i) the voting rights of such Shareholder increases to 30 % or more; or
  - (ii) if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder increases by more than 1% in any period of 6 months.

Accordingly, such Shareholder need not abstain from voting in respect of the resolution authorising the Share Buyback Mandate.

**Notwithstanding the above, Shareholders are reminded that those who are in doubt as to their obligations, if any, to make a mandatory offer under the Take-over Code as a result of any Share Buybacks by the Company should consult the Securities Industry Council ("SIC") and/or their professional advisers at the earliest opportunity.**

2.10.4 **The Relevant Directors and Concert Parties**

- (a) As at the Latest Practicable Date, in respect of the following Directors:
  - (i) Dr Wee Cho Yaw (Chairman, Non-executive and Non-independent Director of the Company);
  - (ii) Mr Wee Ee Lim (Deputy Chairman, Non-executive, Non-independent Director of the Company); and
  - (iii) Mr Wee Ee-chao (Non-executive, Non-Independent Director of the Company),

(collectively referred hereinafter as the "**Relevant Directors**"), the following persons are presumed to be acting in concert with the Relevant Directors under the Take-over Code:

- (A) Chuang Yong Eng, Sofina Whang Sze-Fang and Lim Soon Chie, the respective spouses of each of the Relevant Directors;

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- (B) Dr Wee Cho Yaw's other children, namely Wee Ee Cheong, Wee Wei Ling and Wee Wei Chi, as well as their respective spouses Chang Rosana Kung-Ling, Tan Deng Lang and David Eu;
- (C) Wee Investments (Pte) Limited and Kheng Leong Company (Private) Limited;
- (D) C.Y. Wee & Company Private Limited;
- (E) Haw Par Corporation Limited;
- (F) E.C. Wee Pte Ltd;
- (G) Protheus Investment Holdings Pte Ltd; and
- (H) United Overseas Bank Limited ("**UOB**"), and its subsidiaries and associated companies ("**UOB Affiliates**"),

(who collectively with the Relevant Directors shall be referred hereinafter as the "**Relevant Parties**").

- (b) As at the Latest Practicable Date, the Relevant Parties have an aggregate interest (both deemed and direct) in 330,057,851 Shares representing approximately 41.45% in the total voting rights of the Company.

Further details of the Relevant Parties' direct and deemed interests in the shareholding of the Company and their voting rights as at the Latest Practicable Date are set out in **Appendix B** to this Letter.

- (c) As set out in Appendix B of this Letter, the aggregate total interest of the Relevant Parties may increase by more than 1% in any 6 month period as a result of the Share Buybacks undertaken by the Company, assuming that:
  - (i) the Company purchases the maximum amount of 10% of the total number of Shares (excluding treasury shares) in issue pursuant to the Share Buyback Mandate;
  - (ii) there is no change in the number of Shares held by the Relevant Parties or which they are deemed interested in as at the Latest Practicable Date and as at the date of the AGM; and
  - (iii) there is no change in the number of Shares held by the Relevant Parties or which they are deemed interested in as at the date of the AGM and the date of the full exercise of the Share Buyback Mandate.

As a consequence, the Relevant Directors and other members of the Relevant Parties may be required to make a general offer to the other Shareholders under Rule 14 of the Take-over Code.

**Conditions for Exemption from having to make a Take-over Offer**

The Relevant Directors and persons acting in concert with them will be exempted from the requirement to make a general offer for the Company under Rule 14, when read with Appendix 2 of the Take-over Code, following an increase in the aggregate percentage of total voting rights in the Company held by the Relevant Directors and persons acting in concert with them by more than 1% in any 6-month period as a result of Share Buybacks, subject to the following conditions:

- (i) the Letter to Shareholders on the resolution to approve the Share Buyback Mandate contains advice to the effect that by voting for the resolution to approve the Share Buyback Mandate (the “**Buyback Resolution**”), Shareholders are waiving their right to a general offer at the required price from any of the members of the Relevant Directors and persons acting in concert with them, who as a result of the Share Buybacks would increase their voting rights by more than 1% in any period of 6 months; and the names of each of the members of the Relevant Directors and persons acting in concert with them and their voting rights at the time of the resolution and after the Share Buybacks to be disclosed in the same Letter;
- (ii) the Buyback Resolution is approved by a majority of those Shareholders present and voting at the meeting on a poll who could not become obliged to make an offer for the Company as a result of the Share Buybacks;
- (iii) the Relevant Directors and persons acting in concert with them abstain from voting for and/or recommending Shareholders to vote in favour of the Buyback Resolution;
- (iv) within 7 days after passing of the resolution to approve the Share Buyback Mandate, each of the Relevant Directors is to submit to the SIC a duly signed form as prescribed by the SIC; and
- (v) the Relevant Directors and persons acting in concert with them have not acquired and will not acquire any Shares between the date on which they know that the announcement of the Share Buyback Mandate is imminent and the earlier of:
  - (1) the date on which the authority of the Share Buyback Mandate expires; and
  - (2) the date on which the Company announces that it has bought back such number of Shares as authorised by the Share Buyback Mandate or it has decided to cease buying back its Shares, as the case may be,

if such acquisitions, taken together with those purchased by the Company under the Share Buyback Mandate, would cause the aggregate voting rights in the Company of the members of the Relevant Directors and persons acting in concert with them to increase by more than 1 % in the preceding 6 months.

It follows that where the aggregate voting rights held by the Relevant Directors and persons acting in concert with them increase by more than 1% solely as a result of the Share Buybacks and none of them has acquired any Shares during the relevant period defined above, then the Relevant Directors and/or persons acting in concert with them would be eligible for the SIC’s exemption from the requirement to make a general offer under Rule 14 of the Take-over Code, or where such exemption has been granted, would continue to enjoy the exemption.

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If the Company ceases to buy back its Shares pursuant to the Share Buyback Mandate and the increase in the aggregate voting rights held by the Relevant Directors and the persons acting in concert with them as a result of the Company buying back its Shares at the time of such cessation is less than 1%, the Relevant Directors and their concert parties may acquire further voting rights in the Company.

However, any increase in the percentage of voting rights of the Relevant Directors and their concert parties as a result of the Share Buybacks will be taken into account together with any voting rights acquired by the Relevant Directors and their concert parties (by whatever means) in determining whether the Relevant Directors and their concert parties have increased their aggregate voting rights in the Company by more than 1% in any period of 6 months.

**Shareholders are advised that by voting in favour of the Share Buyback Mandate, they are waiving their rights to a take-over offer by the Relevant Directors and persons acting in concert with them in the circumstances set out above. Such a take-over offer, if required to be made and had not been exempted by SIC, would have to be made in cash or be accompanied by a cash alternative at the higher of (A) not less than the highest price (excluding related expenses) paid by the Relevant Directors and persons acting in concert with them for any Share in the preceding 6 months or (B) the highest price paid by the Company for any Share in the preceding 6 months.**

### **Form 2 submission to the SIC**

With regards to Condition (iv) of the “Conditions for Exemption from having to make a Take-over Offer” above, Form 2 (Submission by directors and their concert parties pursuant to Appendix 2 of the Take-over Code) is the prescribed form to be submitted to the SIC by a director and persons acting in concert with him pursuant to the conditions for exemption from the requirement to make a take-over offer under Rule 14 of the Take-over Code as a result of the buyback of shares by a listed company under its share purchase mandate.

As at the Latest Practicable Date, the Relevant Directors have informed the Company that they will respectively be submitting a Form 2 to the SIC within 7 days after the passing of **Resolution 12** relating to the proposed Share Buyback Mandate at the AGM.

2.11 **Previous Share Buybacks.** The Company has not purchased any Shares in the last 12 months up to the Latest Practicable Date.

2.12 **Directors and Substantial Shareholders’ Interests.** Please refer to Appendix B of this Letter for further details relating to:

- (a) the interests and voting rights of the Directors in Shares and Share Options; and
- (b) the interests and voting rights of the substantial shareholders of the Company (“**Substantial Shareholders**”) in Shares,

before and after the purchase of Shares pursuant to the Share Buyback Mandate, assuming that:

- (A) the Company purchases the maximum amount of 10% of the total number of Shares (excluding treasury shares) in issued pursuant to the Share Buyback Mandate;
- (B) there is no change in the number of Shares and Share Options (where applicable) held by the Directors and Shareholders or which they are deemed interested in as at the Latest Practicable Date and as at the date of the AGM; and

- (C) there is no change in the number of Shares held by the Relevant Parties or which they are deemed interested in as at the date of the AGM and the date of the full exercise of the Share Buyback Mandate.

### 3. **THE PROPOSED ADOPTION OF THE NEW CONSTITUTION**

3.1 **Background.** The Companies (Amendment) Act 2014 (the “**Amendment Act**”), which was passed in Parliament on 8 October 2014 and took effect in phases on 1 July 2015 and 3 January 2016 respectively, introduced wide-ranging changes to the Companies Act. The changes are aimed at reducing the regulatory burden on companies, providing greater business flexibility and improving the corporate governance 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 notices and documents on members, and the merger of the memorandum and articles of association of a company into a single document called the “constitution”.

3.2 **Rationale for the New Constitution.** Pursuant to new section 4(13) of the Companies 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 generally and 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 contains updated provisions *inter alia* that (a) take into account the changes to the Companies Act introduced pursuant to the Amendment Act; and (b) are consistent with the listing rules of the SGX-ST which have been amended by the SGX-ST and are prevailing as at the Latest Practicable Date, in compliance with Rule 730(2) of the Listing Manual. The New Constitution also includes provisions to address the personal data protection regime in Singapore.

In this regard, **Resolution 13** in relation to the proposed adoption of the New Constitution will be proposed as a Special Resolution for Shareholders’ approval at the AGM.

3.3 **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. Numbered articles referred to in the following summary pertain to relevant provisions of the New Constitution, unless otherwise stated.

#### 3.3.1 **Companies Act**

The following articles include provisions which are in line with the Companies Act, as amended pursuant to the Amendment Act:

- (a) **Article 1 (Article 2 of the Existing Constitution).** Article 1, which is the interpretation section of the New Constitution, includes the following new and/or updated provisions:
- (i) an updated definition of “in writing” to make it clear that this expression includes any representation or reproduction of words, symbols or other information which may be displayed in a visible form, whether physical or electronic. This would facilitate, for example, a proxy instrument being in either physical or electronic form;
  - (ii) new definitions of “registered address” and “address” to make it clear that these expressions mean, in relation to any Shareholder, his physical address for the service or delivery of notices or documents personally or by post, except where otherwise expressly specified;

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## LETTER TO SHAREHOLDERS

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- (iii) a new provision stating that the expressions “Depositor”, “Depository”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them respectively in the Securities and Futures Act, Chapter 289 of Singapore (the “SFA”). This follows the migration of the provisions in the Companies Act which relate to the Central Depository System to the SFA pursuant to the Amendment Act;
  - (iv) a new provision stating that the expressions “current address”, “electronic communication” and “relevant intermediary” shall have the meanings ascribed to them respectively in the Companies Act. This follows the introduction of new provisions facilitating electronic communication and the multiple proxies regime pursuant to the Amendment Act; and
  - (v) a new provision stating that a Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under the New Constitution.
- (b) **Article 6(B) (No equivalent provision in the Existing Constitution).** Article 6(B) is a new provision which provides that new shares may be issued for no consideration. This is in line with new section 68 of the Companies Act, which clarifies that a company having a share capital may issue shares for which no consideration is payable to the issuing company.
- (c) **Article 12 (Article 11 of the Existing Constitution).** Article 12, which relates to the Company’s power to alter its share capital, has new provisions which:
- (i) empower the Company, by Ordinary Resolution, to convert its share capital or any class of shares from one currency to another currency. This is in line with new section 73 of the Companies Act, which sets out the procedure for such re-denominations; and
  - (ii) empower the Company, by Special Resolution, to convert one class of shares into another class of shares. This is in line with new section 74A of the Companies Act, which sets out the procedure for such conversions.
- (d) **Article 17 (Article 14 of the Existing Constitution).** Article 17, which relates to the Company’s power to pay commissions or brokerage on any issue of shares, additionally provides that such commissions or brokerage may be satisfied in cash and/or by the allotment of fully or partly paid shares. This is in line with new section 67 of the Companies Act which allows a company to use its share capital to pay any expenses, including brokerage and commission, incurred directly in the issue of new shares.
- (e) **Article 56 (Article 55 of the Existing Constitution).** Article 56, which relates to the routine business that is transacted at an Annual General Meeting, include updates which:
- (i) substitute the references to “balance-sheet” and other accounts and documents required to be annexed thereto with “financial statements”, and references to the “reports of the Directors and the Auditors” with “Directors’ statement and Auditor’s report”, respectively, for consistency with the updated terminology in the Companies Act;
  - (ii) clarify that the routine business items include, in addition to the appointment of new Directors, in addition to the re-appointment of Directors retiring by rotation or otherwise at the Annual General Meeting; and

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- (iii) clarify the types of Directors' remuneration which will be subject to approval by Shareholders as routine business.
- (f) **Article 64(B) (Article 61 of the Existing Constitution).** Article 64(B), which relates to the method of voting at a general meeting where mandatory polling is not required, contains reduced thresholds for the eligibility to demand a poll of 5% (previously 10%) of the total voting rights of the members having the right to vote at the meeting, and 5% (previously one-tenth) of the total sum paid up on all the shares held by the members conferring a right to vote at the meeting, respectively. The reduced thresholds are in line with section 178 of the Companies Act, as amended pursuant to the Amendment Act.
- (g) **Articles 68, 74 and 76(A) (Articles 67, 74 and 75 of the Existing Constitution).** Article 68, 74 and 76(A), which relate to the voting rights of Shareholders, contain new provisions which cater to the multiple proxies regime introduced by the Amendment Act. The multiple proxies regime allows "relevant intermediaries", such as banks, capital markets services licence holders which provide custodial services for securities and the Central Provident Fund Board, to appoint more than 2 proxies to attend, speak and vote at general meetings. In particular:
  - (i) article 68 provides that in the case of a Shareholder who is a "relevant intermediary" and who is represented at a general meeting by 2 or more proxies, each proxy shall be entitled to vote on a show of hands. This is in line with new section 181(1D) of the Companies Act;
  - (ii) article 74(A) provides that save as otherwise provided in the Companies Act, a Shareholder who is a "relevant intermediary" may appoint more than 2 proxies to attend, speak and vote at the same general meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Shareholder, and where such Shareholder's form of proxy appoints more than 2 proxies, the number and class of shares in relation to which each proxy has been appointed must be specified in the form of proxy. This is in line with new section 181(1C) of the Companies Act;
  - (iii) article 74(B) provides that the Company will be entitled and bound to reject an instrument of proxy lodged by a Depositor if he is not shown to have any shares entered against his name in the Depository Register as at 72 (previously 48) hours before the time of the relevant general meeting. Consequential changes have also been made in articles 68 and 74(B) to make it clear that the number of votes which a Depositor or his proxy can cast on a poll is the number of shares entered against his name in the Depository Register as at 72 hours before the time of the relevant general meeting. This is in line with new section 81SJ(4) of the SFA; and
  - (iv) article 76(A) provides that the cut-off time for the deposit of proxies will be 72 (previously 48) hours before the time appointed for holding the general meeting. This is in line with section 178(1)(c) of the Companies Act, as amended pursuant to the Amendment Act.
- (h) **Article 96 (Article 96 of the Existing Constitution).** Article 96, which relates to the filling of vacated office by a Director in default circumstances except in certain cases, omits the event of a Director attaining any applicable retirement age as an exception to a deemed re-election to office. This follows the repeal of section 153 of the Companies Act, pursuant to the Amendment Act, thereby removing the 70-year age limit for directors of public companies and subsidiaries of public companies.

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- (i) **Article 100 (Article 99 of Existing Constitution).** Article 100, which relates to the Directors' power to fill casual vacancies and to appoint additional Directors, provides that the Company may also do so by Ordinary Resolution. This is in line with new section 149B of the Companies Act, which provides that unless the constitution otherwise provides, a company may appoint a director by ordinary resolution passed at a general meeting.
- (j) **Article 113 (Article 113 of the Existing Constitution).** Article 113, which relates to the general powers of the Directors to manage the Company's business, clarifies that the business and affairs of the Company is to be managed by, or under the direction of or the supervision of, the Directors. This is in line with section 157A of the Companies Act, as amended pursuant to the Amendment Act.
- (k) **Articles 122, 141 and 142 (Articles 121, 143 and 144 of the Existing Constitution).** Article 142, which relates to the sending of the Company's financial statements and related documents to Shareholders, additionally provides that such documents may, subject to the listing rules of the SGX-ST, 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. This is in line with new section 203(2) of the Companies Act, which provides that the requisite financial statements and other related documents may be sent less than 14 days before the date of the general meeting at which they are to be laid if all the persons entitled to receive notice of general meetings of the company so agree. Notwithstanding this proviso, the Company is currently required to comply with Rule 707(2) of the Listing Manual which 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 requirement (in Article 144 of the Existing Constitution) to send these documents to debenture holders has been removed in article 142. The references to the "financial statements" and the "Directors' statement", as appropriate, in article 122 (relating to the authentication of company documents), article 141 (relating to the presentation of the annual financial statements) and article 142, instead of "profit and loss account" and "Directors' report", are consistent with the updated terminology in the Companies Act.
- (l) **Article 145 (Article 149 of the Existing Constitution).** Article 145, which relates to the service of notices to Shareholders, has new provisions to facilitate the electronic transmission of notices and documents following the introduction of simplified procedures for the sending of notices and documents electronically pursuant to new section 387C of the Companies Act.

Under new section 387C, notices and documents may be given, sent or served using electronic communications with the express, implied or deemed consent of the member in accordance with the constitution of the company.

There is "express consent" if a shareholder expressly agrees with the company that notices and documents may be given, sent or served on him using electronic communications. There is "deemed consent" if the constitution (a) provides for the use of electronic communications and specifies the mode of electronic communications, and (b) specifies that shareholders will be given an opportunity to elect, within a specified period of time, whether to receive electronic or physical copies of such notices and documents, and the shareholder fails to make an election within the specified period of time. There is "implied consent" if the constitution (a) provides for the use of electronic communications and specifies the mode of electronic communications, and (b) specifies that shareholders agree to receive such notices or documents by way of electronic communications and do not have a right to elect to receive

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physical copies of such notices and documents. Certain safeguards for the use of the deemed consent and implied consent regimes are prescribed under new regulation 89C of the Companies Regulations.

New section 387C was introduced to give effect to recommendations by the Steering Committee for Review of the Companies Act to ease the rules for the use of electronic transmission and to make them less prescriptive, and these recommendations were accepted by the Ministry of Finance (“**MOF**”). In accepting these recommendations, the MOF noted the concerns of some shareholders who would prefer to have an option to receive physical copies of the notices and documents, notwithstanding that the company adopts the implied consent regime, and indicated that such shareholders could highlight their concerns when a company proposes amendments to its constitution to move to an implied consent regime.

Shareholders who are supportive of the new deemed consent and implied consent regimes for electronic communications may vote in favour of the adoption of the New Constitution, which incorporates new provisions (contained in article 145) to facilitate these regimes, while Shareholders who are not supportive of the new regimes may vote against it. However, Shareholders should note that if the New Constitution is not adopted, new and/or revised provisions (other than article 145) will also not be implemented and consequentially, the Company’s Existing Constitution will not be in line with the Companies Act.

Article 145 provides that:

- (i) notices and documents may be sent to Shareholders using electronic communications either to a Shareholder’s current address (which may be an email address) or by making it available on a website;
- (ii) for these purposes, a Shareholder is deemed to have agreed to receive such notice or document by way of electronic communications and shall not have a right to elect to receive a physical copy of such notice or document (this is the implied consent regime permitted under new section 387C); and
- (iii) notwithstanding sub-paragraph (ii) above, the Directors may decide to give Shareholders an opportunity to elect to opt out of receiving such notice or document by way of electronic communications, and a Shareholder is deemed to have consented to receive such notice or document by way of electronic communications if he was given such an opportunity but failed to opt out within the specified time (this is the deemed consent regime permitted under new section 387C).

Article 145 additionally provides for when service is effected in the case of notices or documents sent by electronic communications. In particular, where a notice or document is made available on a website, it is deemed served on the date on which the notice or document is first made available on the website, unless otherwise provided under the Companies Act and/or other applicable regulations or procedures. Article 145 further provides that, in the case of service on a website, the Company must give separate notice of the publication of the notice or document on that website and the manner in which the notice or document may be accessed, to Shareholders by (1) sending such notice to them personally or through the post, (2) sending such notice to their current addresses (which may be email addresses), (3) advertisement in the daily press, and/or by way of announcement on the SGX-ST.

Regulations were introduced on 3 January 2016 under the Companies Act (as amended by the Amendment Act) to provide for safeguards for the use of electronic communications under new section 387C of the Companies Act. These safeguards, in particular, exclude notices or documents relating to rights issues and take-overs from the application of section 387C, and thus are not permitted to be transmitted by electronic means pursuant to section 387C.

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 regimes permitted under the Companies 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.

- (m) **Article 152 (Article 158 of the Existing Constitution).** Article 152, which relates to Directors' indemnification, has been expanded to permit the Company, subject to the provisions of and so far as may be permitted by the Companies Act, to indemnify a Director against losses "to be incurred" by him in the execution of his duties. This is in line with new sections 163A and 163B of the Companies Act, which permit a company to lend, on specified terms, funds to a director for meeting expenditure incurred or to be incurred by him in defending court proceedings or regulatory investigations.

### 3.3.2 **Listing Manual**

On 22 April 2014, Shareholders had approved by Special Resolution, amendments to Articles 6, 26, 68, 93 and 101 of the Existing Constitution for consistency with the then prevailing listing rules of the SGX-ST. (Details of the proposed amendments were contained in the Company's Letter to Shareholders dated 31 March 2014.) The equivalent provisions in the New Constitution are articles 8, 29, 69, 93 and 104.

Rule 730(2) of the Listing Manual provides that if an issuer amends its articles or other constituent documents, they must be made consistent with all the listing rules prevailing at the time of amendment.

The following articles include updated provisions that are consistent with listing rules of the SGX-ST which have been amended by the SGX-ST and are prevailing as at the Latest Practicable Date, in compliance with Rule 730(2) of the Listing Manual:

- (a) **Article 64 (Article 61 of the Existing Constitution).** Article 64, which relates to the method of voting at general meetings, contain provisions to make it clear that, if required by the listing rules of the SGX-ST, all resolutions at general meetings shall be voted by poll (unless such requirement is waived by the SGX-ST). This is in line with Rule 730A(2) of the Listing Manual which took effect on 1 August 2015.
- (b) **Articles 65, 66 and 67 (Articles 62, 63, 64, 65 and 66 of the Existing Constitution).** Articles 65, 66 and 67, which relate to conduct of the poll and incidental matters, make it clear that scrutineers will be appointed, if so required by the listing rules of the SGX-ST. This is in line with Rule 730A(3) of the Listing Manual which took effect on 1 August 2015.

### 3.3.3 **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 154 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.

### 3.3.4 **General**

A number of provisions in the Existing Constitution will be updated, streamlined and rationalised generally in the New Constitution (if adopted). They include the following:

- (a) **Articles 19 and 21 (Article 18 of the Existing Constitution).** Article 19 provides that a share certificate need only state (*inter alia*) the number and class of the shares, whether the shares are fully or partly paid up, and the amount (if any) unpaid on the shares. This is in line with the Companies Act which no longer requires the amount paid on the shares to be stated in the share certificate relating to those shares. Article 21, which relates to entitlement to share certificates, rationalises the timeline for despatch of share certificates after the closing date of any application for shares or (as the case may be) the lodgement of a registrable transfer of shares in physical scrip, to within 10 Market Days or such other period as may be approved by the SGX-ST.
- (b) **Articles 39, 40, 41, 42, 43, 44 and 45 (Articles 36, 37, 38, 40, 41, 42 and 43 of the Existing Constitution).** Article 39, which relates to the form of transfer of shares, provides that this shall be in the form as approved by the SGX-ST and, additionally, in any other form acceptable to the Directors. Further, the dispensation accorded to CDP from having to sign the transfer form as transferee of the shares, is extended to a nominee of CDP. Articles 40, 41, 42 and 43 relating to closure of the transfer books and Register of Members, the Directors' power to decline to register a transfer of shares in physical scrip and administrative fees for registration of probate, etc., are rationalised and updated in line with prevailing laws and regulations, where applicable. Article 45 is a new provision which entitles the Company to destroy, *inter alia*, instruments of transfer which have been registered and share certificates which have been cancelled at any time after the expiration of 6 years from the date of their registration or cancellation (as applicable) subject to certain safeguards.
- (c) **Articles 52, 58, 60 and 61 (Articles 51, 59, 57, 60 and 58 of the Existing Constitution).** These articles, which relate to general meetings, have been updated and rationalised. In particular, article 52 which relates to the time-frame for holding Annual General Meetings, clarifies that such meetings must be held once every calendar year and at intervals of not more than 15 months, unless otherwise permitted under the Companies Act; article 58 rationalises the selection of a chairman for a General Meeting in the event that the Chairman of the Board, the Deputy Chairman, and none of the other Directors (in that sequential order) are unable or unwilling to take the chair; article 60 which deals with adjournment of a General Meeting, provides that where the meeting was adjourned for lack of a quorum, at the adjourned meeting any one or more members present in person or by proxy will constitute a quorum; and article 61 is a new provision which permits a General Meeting to be adjourned *sine die* (i.e. without a date fixed at the time of the adjournment). Where a General Meeting is adjourned *sine die*, the time and place for the adjourned meeting is to be fixed by the Directors, and notice of the adjourned meeting must be given as in the case of the original meeting. Article 58 of the Existing

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Constitution, which relates to resolutions in writing of members, has not been included in the New Constitution as it is not applicable in the context of the Company as a listed company.

- (d) **Articles 70, 78 and 93(e) (Articles 69, 77 and 93(d)) of the Existing Constitution).** These articles have been updated to substitute the references to insane persons and persons of unsound mind with references to persons who are mentally disordered and incapable of managing himself or his affairs, following the enactment of the Mental Health (Care and Treatment) Act, Chapter 178A, which repealed and replaced the Mental Disorders and Treatment Act.
- (e) **Articles 75 and 76 (Article 73 of the Existing Constitution).** Article 75, which relates to the appointment of proxies, has provisions to facilitate the appointment of a proxy through electronic means online. In particular, it provides that a Shareholder can elect to signify his approval for the appointment of a proxy via electronic communication, through such method and in such manner as may be approved by the Directors, in lieu of the present requirement of signing, or where applicable, the affixation of the corporate Shareholder's common seal. For the purpose of accommodating the deposit by Shareholders, and receipt by the Company, of electronic proxy instructions by Shareholders who elect to use the electronic appointment process, article 76 (which relates to the deposit of proxies) has provisions which authorise the Directors to prescribe and determine the manner of receipt by the Company of the instrument appointing a proxy through digital means.
- (f) **Articles 80, 82, 83, 87 and 88 (Articles 80, 82, 83, 84 and 86 of the Existing Constitution).** Article 82, which relates to the number of Directors of the Company, provides for a minimum of 2 and there is no limitation on the maximum number (whereas article 80 of the Existing Constitution sets the maximum number at 12, unless increased or reduced by a Special Resolution). Articles 82 and 83 relate to Directors' remuneration and specify the types of Directors' remuneration which are subject to Shareholders' approval in line with prevailing listing rules of the SGX-ST and the Companies Act. Articles 87 and 88 are provisions which expand and extend articles 84 and 86 of the Existing Constitution with respect to, in particular, the appointment of Directors to executive office in the Company, including that of the office of Chairman or Deputy Chairman.
- (g) **Articles 89, 90, 91 and 92 (Articles 90, 91 and 92 of the Existing Constitution).** These articles relate to the appointment, remuneration and office of Chief Executive Officer (or other equivalent position) ("CEO") of the Company and are similar to the equivalent provisions in the Existing Constitution relating to the appointment, remuneration and office of Managing Director ("MD") of the Company, except that (1) unlike a MD, a CEO need not be a Director, and (2) a CEO who is a Director shall be subject to periodic retirement by rotation as with all the other Directors (whereas under the Existing Constitution, the MD is excluded from retirement by rotation).
- (h) **Article 94 (Article 94 of the Existing Constitution).** Article 94, which relates to the retirement of Directors by rotation, provides that one-third of the Directors for the time being, or if their number is not a multiple of 3, then not less than one-third of the Directors shall retire at each Annual General Meeting.
- (i) **Articles 104, 105, 108 and 109 (Articles 101, 103, 104, 108 and 109 of the Existing Constitution).** These articles, which relate generally to meetings and proceedings of the Directors, rationalise and streamline the equivalent provisions of the Existing Constitution. In particular, article 104 which relates to meetings of the Directors, provides for questions to be decided by a majority of votes, and the chairman of the meeting to have a casting vote in the event of an equality of votes except where only 2 Directors are present and form a

quorum or when only 2 Directors are competent to vote on the question; article 105 provides that a Director cannot vote in respect of any matter in which he has a personal material interest, directly or indirectly, and will not count in the quorum at a meeting in relation to a resolution on which he is debarred from voting; article 108 which relates to written resolutions of the Directors, provides that a resolution signed (as approved) by a majority of the Directors will be as effective as a resolution duly passed at a meeting of the Directors; and article 109 relating to board committees, give the Directors the flexibility (where appropriate and if so thought fit) to co-opt non-Directors as members of such committees.

- (j) **Articles 131 and 133 (Articles 131 and 133A of the Existing Constitution).** Article 131, which relates to the forfeiture of unclaimed dividends or monies after a period of 6 years from the date they are first payable, specifically provides that where CDP returns any such unclaimed dividends or monies to the Company, a Depositor shall not have any right or claim against the Company. Article 133, which relates to the payment of dividends in scrip, expands the equivalent provisions of article 133 of the Existing Constitution to *inter alia* allow 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 holders of ordinary shares.
- (k) **Article 139 (Article 136 of the Existing Constitution).** Article 139, extends the power to issue free shares and/or to capitalise reserves, to them to be applied for share-based incentive plans, as well as for the benefit of non-executive Directors as part of their Directors' remuneration. This will enable the Company to deliver awards of shares to participants under a share-based incentive plan for the time being of the Company, as well as enable the Company, if it so desires, to remunerate its non-executive Directors (subject to Shareholders' approval being obtained therefor) by way of Directors' fees in the form of shares, or in a combination of cash and shares. Article 136 of the Existing Constitution caters only for the traditional concept of a capitalisation issue to Shareholders and thus is limited in its application.
- (l) **Articles 138, 139 and 140 of the Existing Constitution.** These provisions of the Existing Constitution, which relate principally to the keeping of statutory registers and minute books, are not replicated in the New Constitution as such requirements are obligatory on the part of the Company and its relevant officers, pursuant to the Companies Act and thus need not be restated in the articles.

3.4 **Appendices C and D.** 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 C** of this Letter and the main differences are blacklined. The proposed New Constitution is set out in **Appendix D** of this Letter. The proposed adoption of the New Constitution is subject to Shareholders' approval.

#### **DIRECTORS' RECOMMENDATIONS**

4.1 **The proposed Share Buyback Mandate.** The Directors (other than the Relevant Directors, namely Dr Wee Cho Yaw, Mr Wee Ee Lim and Mr Wee Ee-chao, who are required to abstain from making any recommendation to Shareholders to vote in favour of **Resolution 12** being the Ordinary Resolution relating to the proposed Share Buyback Mandate) are of the opinion that the proposed Share Buyback Mandate is in the best interests of the Company. Accordingly, the Directors (other than the Relevant Directors) recommend that Shareholders vote in favour of **Resolution 12** relating to the proposed Share Buyback Mandate to be proposed at the AGM.

4.2 **The proposed Adoption of the New Constitution.** The Directors are of the opinion that the proposed adoption of the New Constitution is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of **Resolution 13**, being the Special Resolution relating to the proposed adoption of the New Constitution to be proposed at the AGM.

**5. ABSTENTION FROM VOTING**

The Relevant Parties will abstain from voting on **Resolution 12**, being the Ordinary Resolution relating to the proposed Share Buyback Mandate, at the AGM. Dr Wee Cho Yaw, Mr Wee Ee-chao and Mr Wee Ee Lim will also not accept nominations to act as proxy, corporate representative or attorney to vote in respect of the said resolution. The Share Buyback Mandate must be approved by a majority of those Shareholders present and voting at the AGM on a poll, who could not become obliged to make a take-over offer as a result of the Share Buybacks.

**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 (public holidays excluded) from the date of this Letter up to and including the date of the AGM:

- (a) the Annual Report of the Company for the financial year ended 31 December 2015;
- (b) the Existing Constitution; and
- (c) the proposed New Constitution.

**7. DIRECTORS' 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, and 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 the 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 the Letter in its proper form and context.

Yours faithfully

For and on behalf of  
the Board of Directors of  
**UOL Group Limited**

Foo Thiam Fong Wellington  
Company Secretary

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## APPENDIX A

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### Financial Effects of the Share Buyback Mandate (For illustrative purposes only)

1. **For illustrative purposes only**, the financial effects of the Share Buyback Mandate on the Company and the Group, based on the audited financial statements of the Group and the Company for the financial year ended 31 December 2015 are based on the assumptions set out below:
  - (a) based on 796,219,003 Shares as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are held by the Company as treasury shares on or prior to the AGM, not more than 79,621,900 Shares (representing 10% of the total number of Shares (excluding treasury shares) in issue as at the date of the AGM) may be purchased by the Company pursuant to the proposed Share Buyback Mandate;
  - (b) in the case of Market Purchases by the Company and assuming that the Company purchases the 79,621,900 Shares at the Maximum Price of S\$5.93 for 1 Share (being the price equivalent to 5% above the Average Closing Price of the Shares for 5 consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the amount of funds required for the purchase of the 79,621,900 Shares (excluding related expenses) is approximately S\$472,157,867; and
  - (c) in the case of Off-Market Purchases by the Company and assuming that the Company purchases the 79,621,900 Shares at the Maximum Price of S\$6.77 for 1 Share (being the price equivalent to 20% above the Average Closing Price of the Shares as recorded on the Market Day on which there were trades in the Shares immediately preceding the Latest Practicable Date), the amount of funds required for the purchase of the 79,621,900 Shares (excluding related expenses) is approximately S\$539,040,263.
2. **For illustrative purposes only**, and based on the assumptions set out in paragraph 1 above and assuming that:
  - (a) such purchase or acquisition of Shares is financed by internal sources of funds and/or external borrowings;
  - (b) the Share Buyback Mandate had been effective on 1 January 2015; and
  - (c) the Company had purchased or acquired 79,621,900 Shares (representing 10% of the total number of its Shares (excluding treasury shares) in issue at the Latest Practicable Date),

the financial effects of the purchase or acquisition of the 79,621,900 Shares by the Company pursuant to the Share Buyback Mandate on the audited financial statements of the Group and the Company for the financial year ended 31 December 2015 for the following scenarios are set out below in this Appendix A:

- (A) by way of purchases made entirely out of profits and held as treasury shares;
- (B) by way of purchases made entirely out of capital and held as treasury shares;
- (C) by way of purchases made entirely out of profits and cancelled; and
- (D) by way of purchases made entirely out of capital and cancelled.

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For ease of reference:

<b>Scenario</b>	<b>Purchased out of</b>	<b>Type of purchase</b>	<b>Held as Treasury Shares <u>or</u> Cancelled</b>	<b>Maximum Price per Share (\$)</b>
1(A)	Profits	Market Purchase	Held as treasury shares	5.93
1(B)	Profits	Off-Market Purchase	Held as treasury shares	6.77
2(A)	Capital	Market Purchase	Held as treasury shares	5.93
2(B)	Capital	Off-Market Purchase	Held as treasury shares	6.77
3(A)	Profits	Market Purchase	Cancelled	5.93
3(B)	Profits	Off-Market Purchase	Cancelled	6.77
4(A)	Capital	Market Purchase	Cancelled	5.93
4(B)	Capital	Off-Market Purchase	Cancelled	6.77

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**APPENDIX A**

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3. **Scenario 1(A) – Market Purchases made entirely out of profits and held as treasury shares**

	<b>Group</b>	<b>Group</b>	<b>Company</b>	<b>Company</b>
	<b>Before Share</b>	<b>After Share</b>	<b>Before Share</b>	<b>After Share</b>
	<b>Buyback</b>	<b>Buyback</b>	<b>Buyback</b>	<b>Buyback</b>
	<b>S\$'000</b>	<b>S\$'000</b>	<b>S\$'000</b>	<b>S\$'000</b>
<b>As at 31 December 2015</b>				
Share capital	1,216,099	1,216,099	1,216,099	1,216,099
Capital and other reserves	889,866	889,866	475,608	475,608
Retained earnings	5,788,210	5,788,210	1,194,808	1,194,808
	7,894,175	7,894,175	2,886,515	2,886,515
Treasury shares	-	(472,158)	-	(472,158)
Shareholders' funds	7,894,175	7,422,017	2,886,515	2,414,357
Net tangible assets	7,870,839	7,398,681	2,886,501	2,414,343
Minority interests	506,941	506,941	-	-
Current assets	1,975,611	1,857,187	4,296	(114,128)
Current liabilities	803,715	1,157,449	578,395	932,129
Working capital	1,171,896	699,738	(574,099)	(1,046,257)
Number of issued Shares	796,219,003	716,597,103	792,219,003	716,597,103
Weighted average number of Shares	792,383,778	712,761,878	792,383,778	712,761,878
<b>Financial ratios</b>				
Net tangible assets/Share (S\$)	9.89	10.32	3.63	3.37
Current ratio (times)	2.46	1.60	0.01	(0.12)
Earnings per Share (cents)	49.39	54.91	5.01	5.57

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**4. Scenario 1(B) – Off-Market Purchases made entirely out of profits and held as treasury shares**

	<b>Group Before Share Buyback S\$'000</b>	<b>Group After Share Buyback S\$'000</b>	<b>Company Before Share Buyback S\$'000</b>	<b>Company After Share Buyback S\$'000</b>
<b>As at 31 December 2015</b>				
Share capital	1,216,099	1,216,099	1,216,099	1,216,099
Capital and other reserves	889,866	889,866	475,608	475,608
Retained earnings	5,788,210	5,788,210	1,194,808	1,194,808
	7,894,175	7,894,175	2,886,515	2,886,515
Treasury shares	-	(539,040)	-	(539,040)
Shareholders' funds	7,894,175	7,355,135	2,886,515	2,347,475
Net tangible assets	7,870,839	7,331,799	2,886,501	2,347,461
Minority interests	506,941	506,941	-	-
Current assets	1,975,611	1,857,187	4,296	(114,128)
Current liabilities	803,715	1,224,331	578,395	999,011
Working capital	1,171,896	632,856	(574,099)	(1,113,139)
Number of issued Shares	796,219,003	716,597,103	792,219,003	716,597,103
Weighted average number of Shares	792,383,778	712,761,878	792,383,778	712,761,878
<b>Financial ratios</b>				
Net tangible assets/Share (S\$)	9.89	10.23	3.63	3.28
Current ratio (times)	2.46	1.52	0.01	(0.11)
Earnings per Share (cents)	49.39	54.91	5.01	5.57

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5. **Scenario 2(A) – Market Purchases made entirely out of capital and held as treasury shares**

	<b>Group</b>	<b>Group</b>	<b>Company</b>	<b>Company</b>
	<b>Before Share</b>	<b>After Share</b>	<b>Before Share</b>	<b>After Share</b>
	<b>Buyback</b>	<b>Buyback</b>	<b>Buyback</b>	<b>Buyback</b>
	<b>S\$'000</b>	<b>S\$'000</b>	<b>S\$'000</b>	<b>S\$'000</b>
<b>As at 31 December 2015</b>				
Share capital	1,216,099	1,216,099	1,216,099	1,216,099
Capital and other reserves	889,866	889,866	475,608	475,608
Retained earnings	5,788,210	5,788,210	1,194,808	1,194,808
	7,894,175	7,894,175	2,886,515	2,886,515
Treasury shares	-	(472,158)	-	(472,158)
Shareholders' funds	7,894,175	7,422,017	2,886,515	2,414,357
Net tangible assets	7,870,839	7,398,681	2,886,501	2,414,343
Minority interests	506,941	506,941	-	-
Current assets	1,975,611	1,857,187	4,296	(114,128)
Current liabilities	803,715	1,157,449	578,395	932,129
Working capital	1,171,896	699,738	(574,099)	(1,046,257)
Number of issued Shares	796,219,003	716,597,103	792,219,003	716,597,103
Weighted average number of Shares	792,383,778	712,761,878	792,383,778	712,761,878
<b>Financial ratios</b>				
Net tangible assets/Share (S\$)	9.89	10.32	3.63	3.37
Current ratio (times)	2.46	1.60	0.01	(0.12)
Earnings per Share (cents)	49.39	54.91	5.01	5.57

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6. **Scenario 2(B) – Off-Market Purchases made entirely out of capital and held as treasury shares**

	<b>Group Before Share Buyback S\$'000</b>	<b>Group After Share Buyback S\$'000</b>	<b>Company Before Share Buyback S\$'000</b>	<b>Company After Share Buyback S\$'000</b>
<b>As at 31 December 2015</b>				
Share capital	1,216,099	1,216,099	1,216,099	1,216,099
Capital and other reserves	889,866	889,866	475,608	475,608
Retained earnings	5,788,210	5,788,210	1,194,808	1,194,808
	7,894,175	7,894,175	2,886,515	2,886,515
Treasury shares	-	(539,040)	-	(539,040)
Shareholders' funds	7,894,175	7,355,135	2,886,515	2,347,475
Net tangible assets	7,870,839	7,331,799	2,886,501	2,347,461
Minority interests	506,941	506,941	-	-
Current assets	1,975,611	1,857,187	4,296	(114,128)
Current liabilities	803,715	1,224,331	578,395	999,011
Working capital	1,171,896	632,856	(574,099)	(1,113,139)
Number of issued Shares	796,219,003	716,597,103	792,219,003	716,597,103
Weighted average number of Shares	792,383,778	712,761,878	792,383,778	712,761,878
<b>Financial ratios</b>				
Net tangible assets/Share (S\$)	9.89	10.23	3.63	3.28
Current ratio (times)	2.46	1.52	0.01	(0.11)
Earnings per Share (cents)	49.39	54.91	5.01	5.57

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**APPENDIX A**

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**7. Scenario 3(A) – Market Purchases made entirely out of profits and cancelled**

	<b>Group Before Share Buyback S\$'000</b>	<b>Group After Share Buyback S\$'000</b>	<b>Company Before Share Buyback S\$'000</b>	<b>Company After Share Buyback S\$'000</b>
<b>As at 31 December 2015</b>				
Share capital	1,216,099	1,094,489	1,216,099	1,094,489
Capital and other reserves	889,866	889,866	475,608	475,608
Retained earnings	5,788,210	5,437,662	1,194,808	844,260
<b>Shareholders' funds</b>	<b>7,894,175</b>	<b>7,422,017</b>	<b>2,886,515</b>	<b>2,414,357</b>
Net tangible assets	7,870,839	7,398,681	2,886,501	2,414,343
Minority interests	506,941	506,941	-	-
Current assets	1,975,611	1,857,187	4,296	(114,128)
Current liabilities	803,715	1,157,449	578,395	932,129
Working capital	1,171,896	699,738	(574,099)	(1,046,257)
Number of issued Shares	796,219,003	716,597,103	796,219,003	716,597,103
Weighted average number of Shares	792,383,778	712,761,878	792,383,778	712,761,878
<b>Financial ratios</b>				
Net tangible assets/Share (S\$)	9.89	10.32	3.63	3.37
Current ratio (times)	2.46	1.60	0.01	(0.12)
Earnings per Share (cents)	49.39	54.91	5.01	5.57

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**8. Scenario 3(B) – Off-Market Purchases made entirely out of profits and cancelled**

	<b>Group Before Share Buyback S\$'000</b>	<b>Group After Share Buyback S\$'000</b>	<b>Company Before Share Buyback S\$'000</b>	<b>Company After Share Buyback S\$'000</b>
<b>As at 31 December 2015</b>				
Share capital	1,216,099	1,094,489	1,216,099	1,094,489
Capital and other reserves	889,866	889,866	475,608	475,608
Retained earnings	5,788,210	5,370,780	1,194,808	777,378
Shareholders' funds	7,894,175	7,355,135	2,886,515	2,347,475
Net tangible assets	7,870,839	7,331,799	2,886,501	2,347,461
Minority interests	506,941	506,941	-	-
Current assets	1,975,611	1,857,187	4,296	(114,128)
Current liabilities	803,715	1,224,331	578,395	999,011
Working capital	1,171,896	632,856	(574,099)	(1,113,139)
Number of issued Shares	796,219,003	716,597,103	792,219,003	716,597,103
Weighted average number of Shares	792,383,778	712,761,878	792,383,778	712,761,878
<b>Financial ratios</b>				
Net tangible assets/Share (S\$)	9.89	10.32	3.63	3.28
Current ratio (times)	2.46	1.52	0.01	(0.11)
Earnings per Share (cents)	49.39	54.91	5.01	5.57

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9. **Scenario 4(A) – Market Purchases made entirely out of capital and cancelled**

	<b>Group Before Share Buyback S\$'000</b>	<b>Group After Share Buyback S\$'000</b>	<b>Company Before Share Buyback S\$'000</b>	<b>Company After Share Buyback S\$'000</b>
<b>As at 31 December 2015</b>				
Share capital	1,216,099	743,941	1,216,099	743,941
Capital and other reserves	889,866	889,866	475,608	475,608
Retained earnings	5,788,210	5,788,210	1,194,808	1,194,808
<hr/>				
Shareholders' funds	7,894,175	7,422,017	2,886,515	2,414,357
Net tangible assets	7,870,839	7,398,681	2,886,501	2,414,343
Minority interests	506,941	506,941	-	-
Current assets	1,975,611	1,857,187	4,296	(114,128)
Current liabilities	803,715	1,157,449	578,395	932,129
Working capital	1,171,896	699,738	(574,099)	(1,046,257)
Number of issued Shares	796,219,003	716,597,103	792,219,003	716,597,103
Weighted average number of Shares	792,383,778	712,761,878	792,383,778	712,761,878
<b>Financial ratios</b>				
Net tangible assets/Share (S\$)	9.89	10.32	3.63	3.37
Current ratio (times)	2.46	1.60	0.01	(0.12)
Earnings per Share (cents)	49.39	54.91	5.01	5.57

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10. **Scenario 4(B) – Off-Market Purchases made entirely out of capital and cancelled**

	<b>Group Before Share Buyback S\$'000</b>	<b>Group After Share Buyback S\$'000</b>	<b>Company Before Share Buyback S\$'000</b>	<b>Company After Share Buyback S\$'000</b>
<b>As at 31 December 2015</b>				
Share capital	1,216,099	677,059	1,216,099	677,059
Capital and other reserves	889,866	889,866	475,608	475,608
Retained earnings	5,788,210	5,788,210	1,194,808	1,194,808
Shareholders' funds	7,894,175	7,355,135	2,886,515	2,347,475
Net tangible assets	7,870,839	7,331,799	2,886,501	2,347,461
Minority interests	506,941	506,941	-	-
Current assets	1,975,611	1,857,187	4,296	(114,128)
Current liabilities	803,715	1,224,331	578,395	999,011
Working capital	1,171,896	632,856	(574,099)	(1,113,139)
Number of issued Shares	796,219,003	716,597,103	792,219,003	716,597,103
Weighted average number of Shares	792,383,778	712,761,878	792,383,778	712,761,878
<b>Financial ratios</b>				
Net tangible assets/Share (S\$)	9.89	10.23	3.63	3.28
Current ratio (times)	2.46	1.52	0.01	(0.11)
Earnings per Share (cents)	49.39	54.91	5.01	5.57

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The following information is based on the Company's Register of Directors' Shareholdings and the Register of Substantial Shareholders, and information provided to the Company by the Directors, Substantial Shareholders and/or other Relevant Parties, as at the Latest Practicable Date, and as at the date of the AGM (on the assumption that their voting rights will not change between the Latest Practicable Date and the date of the AGM):

Name	Before Share Buyback (No of Shares)			Before Share Buyback % <sup>(1)</sup>	After Share Buyback % <sup>(2)</sup>	Outstanding Options
	Direct Interest	Deemed Interest	Total Interest			
<b><u>Directors (other than the Relevant Directors)</u></b>						
Gwee Lian Kheng	503,000	-	503,000	0.063	0.070	880,000
Low Weng Keong	25,000	-	25,000	0.003	0.003	-
Wee Sin Tho	103,215	-	103,215	0.013	0.014	-
Tan Tiong Cheng	110,000	-	110,000	0.014	0.015	-
Pongsak Hoontrakul	20,000	-	20,000	0.003	0.003	-
<b><u>Substantial Shareholders (other than substantial shareholders who are also a Relevant Party)</u></b>						
Schroders plc	-	42,863,708	42,863,708	5.383	5.982	-
<b><u>The Relevant Parties</u></b>						
<b>The Relevant Directors</b>						
Wee Cho Yaw	3,567,035	264,091,272 <sup>(3)</sup>	267,658,307	33.616	37.351	-
Wee Ee-chao	31,735	108,288,392 <sup>(4)</sup>	108,320,127	13.604	15.116	-
Wee Ee Lim	254,238	108,012,787 <sup>(5)</sup>	108,267,025	13.598	15.108	-

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Name	Before Share Buyback (No of Shares)			Before Share Buyback % <sup>(1)</sup>	After Share Buyback % <sup>(2)</sup>	Outstanding Options
	Direct Interest	Deemed Interest	Total Interest			
<b>Other Relevant Parties (who are also Substantial Shareholders)</b>						
Wee Ee Cheong	310,197	220,278,189 <sup>(6)</sup>	220,588,386	27.704	30.783	-
C. Y. Wee & Company Private Limited	112,188,816	-	112,188,816	14.090	15.656	-
Wee Investments (Pte) Limited	107,993,810	-	107,993,810	13.563	15.070	-
UOB	-	60,092,498 <sup>(7)</sup>	60,092,498	7.547	8.386	-
Haw Par Corporation Limited	-	43,616,137 <sup>(8)</sup>	43,616,137	5.478	6.087	-
<b>Other Relevant Parties (who are not Substantial Shareholders)</b>						
Chuang Yong Eng	274,858	-	274,858	0.0345	0.0384	-
Chang Rosana Kung-Ling	3,533	-	3,533	0.0004	0.0005	-
Lim Soon Chie	2,828	-	2,828	0.0004	0.0004	-
Sofina Whang Sze-Fang	1,326	-	1,326	0.0002	0.0002	-
Wee Wei Ling	1,151,306	-	1,151,306	0.1446	0.1607	-
Wee Wei Chi	168,262	-	168,262	0.0211	0.0235	-
Tan Deng Lang	31,567	-	31,567	0.0040	0.0044	-
David Eu Yee Tat	39	-	39	NM <sup>(9)</sup>	NM <sup>(9)</sup>	-
Kheng Leong Company (Private) Limited	17,651	-	17,651	0.0022	0.0025	-
E. C. Wee Pte Ltd	77,912	-	77,912	0.0098	0.0109	-

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Name	Before Share Buyback (No of Shares)			Before Share Buyback % <sup>(1)</sup>	After Share Buyback % <sup>(2)</sup>	Outstanding Options
	Direct Interest	Deemed Interest	Total Interest			
Protheus Investment Holdings Pte Ltd	274,103	-	274,103	0.0344	0.0383	-
Haw Par Investment Holdings Private Limited	27,964,332	-	27,964,332	3.5121	3.9024	-
Haw Par Capital Pte Ltd	11,083,057	-	11,083,057	1.3920	1.5466	-
Pickwick Securities Private Limited	1,839,293	-	1,839,293	0.2310	0.2567	-
Haw Par Equities Pte Ltd	677,639	-	677,639	0.0851	0.0946	-
Straits Maritime Leasing Private Limited	1,500,216	-	1,500,216	0.1884	0.2094	-
Haw Par Trading Pte Ltd	315,839	-	315,839	0.0397	0.0441	-
M&G Maritime Services Pte. Ltd.	235,761	-	235,761	0.0296	0.0329	-

**Notes:**

- (1) As a percentage of the total number of issued Shares as at the Latest Practicable Date, comprising 796,219,003 Shares.
- (2) As a percentage of the total number of Shares in issue, comprising 716,597,103 Shares (assuming that the Company purchases the maximum number of 79,621,900 Shares under the Share Buyback Mandate).
- (3) Mr Wee Cho Yaw's deemed interest in the Shares arises as follows:  
 (a) 112,188,816 Shares held by C. Y. Wee & Company Private Limited  
 (b) 107,993,810 Shares held by Wee Investments (Pte) Limited  
 (c) 43,616,137 Shares which Haw Par Corporation Limited is deemed to be interested in  
 (d) 17,651 Shares held by Kheng Leong Company (Private) Limited  
 (e) 274,858 Shares held by his spouse, Mdm Chuang Yong Eng
- (4) Mr Wee Ee-chao's deemed interest in the Shares arises as follows:  
 (a) 107,993,810 Shares held by Wee Investments (Pte) Limited  
 (b) 274,103 Shares held by Protheus Investment Holdings Pte Ltd  
 (c) 17,651 Shares held by Kheng Leong Company (Private) Limited  
 (d) 2,828 Shares held by his spouse, Ms Lim Soon Chie
- (5) Mr Wee Ee Lim's deemed interest in the Shares arises as follows:  
 (a) 107,993,810 Shares held by Wee Investments (Pte) Limited  
 (b) 17,651 Shares held by Kheng Leong Company (Private) Limited  
 (c) 1,326 Shares held by his spouse, Ms Sofina Whang Sze Fang

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- (6) Mr Wee Ee Cheong's deemed interest in the Shares arises as follows:
- (a) 112,188,816 Shares held by C. Y. Wee & Company Private Limited
  - (b) 107,993,810 Shares held by Wee Investments (Pte) Limited
  - (c) 77,912 Shares held by E. C. Wee Pte Ltd
  - (d) 17,651 Shares held by Kheng Leong Company (Private) Limited
- (7) UOB's deemed interest in the Shares arises as follows:
- (a) 59,245,898 Shares held in the name of Tye Hua Nominees (Private) Limited for the benefit of UOB
  - (b) 846,600 Shares held by UOB Asset Management Ltd ("UOBAM") as client portfolios managed by UOBAM (Discretionary)
- (8) Haw Par Corporation Limited's deemed interest in the Shares arises as follows:
- (a) 27,964,332 Shares held by Haw Par Investment Holdings Private Limited
  - (b) 11,083,057 Shares held by Haw Par Capital Pte Ltd
  - (c) 1,839,293 Shares held by Pickwick Securities Private Limited
  - (d) 677,639 Shares held by Haw Par Equities Pte Ltd
  - (e) 1,500,216 Shares held by Straits Maritime Leasing Private Limited
  - (f) 315,839 Shares held by Haw Par Trading Pte Ltd
  - (g) 235,761 Shares held by M&G Maritime Services Pte. Ltd.
- (9) "NM" denotes not meaningful.

In the event that, after the proposed Share Buyback Mandate is approved by Shareholders at the AGM, the Company undertakes Share Buybacks of up to 10% of the total number of Shares (excluding treasury shares) in issue, being 79,621,900 Shares as at the Latest Practicable Date, as permitted by the Share Buyback Mandate, the voting and shareholding rights of the Relevant Parties, assuming that there is no change in the number of Shares held or deemed to be held by the Directors and Substantial Shareholders of the Company, will be increased as follows:

	<b>% of effective shareholding before Share Buyback of up to 10% of the total number of issued Shares (excluding treasury shares)</b>	<b>% of effective shareholding after Share Buyback of up to 10% of the total number of issued Shares (excluding treasury shares)</b>
<b>The Relevant Parties</b>	41.45	46.06

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## APPENDIX C

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Set out below are 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, with the main differences blacklined.

### 1. Article 1

<u>21.</u>	<del>In these presents, this Constitution (if not inconsistent with the subject or context,)</del> <u>the words standing and expressions set out in the first column of the table next hereinafter contained below shall bear the meanings set opposite to them respectively in the second column thereof.</u>	<u>Interpretation</u>
The Company	<del>UOL Group Limited</del>	
The "Act"	<del>The Companies Act, Chapter 50, and any and every other act for the time being in force concerning companies and affecting the Company and includes any statutory modification, amendment or re-enactment thereof and any subordinate legislation made under the statute for the time being in force.</del>	
Electronic Communication	<del>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 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.</del>	
Directors	<del>The Directors for the time being of the Company.</del>	
<del>In</del> <u>"in writing"</u>	<del>Written or produced by any substitute for writing, or partly one and partly another and shall include (except where otherwise expressly specified in this Constitution or the context otherwise requires, and subject to any limitations, conditions or restrictions contained in the Statutes) any representation or reproduction of words, symbols or other information which may be displayed in a visible form, whether in a physical document or</del>	

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	<u>in an electronic communication or form or otherwise howsoever.</u>
<u>“Market Day”</u>	<del>Means a</del> <u>A day on which the SGX-ST Stock Exchange is open for trading in securities.</u>
<del>Month</del> <u>“month”</u>	Calendar month.
<del>Year</del>	<del>Calendar year.</del>
<u>“Office”</u>	The registered office of the Company <u>for the time being.</u>
<del>Dividend</del>	<del>Dividend and/or bonus.</del>
<del>Paid</del> <u>“paid”</u>	Paid or credited as paid.
<u>“registered address”</u> <u>or “address”</u>	<u>In relation to any member, his physical address for the service or delivery of notices or documents personally or by post, except where otherwise expressly provided in this Constitution.</u>
<u>“Seal”</u>	The <del>common seal</del> <u>Common Seal</u> of the Company.
<u>“Statutes”</u>	<u>The Act and every other act for the time being in force concerning companies and affecting the Company.</u>
<del>SGX-ST</del> <u>“Stock Exchange”</u>	<del>Singapore Exchange Securities Trading Limited</del> <u>Any stock exchange upon which shares in the Company may be listed.</u>
<del>Treasury shares</del>	<del>Shall have the meaning ascribed to it in the Act.</del>
<del>Telecommunication system</del>	<del>Shall have the meaning ascribed to it in the Telecommunications Act, Chapter 323 of Singapore and includes any statutory modification, amendment or re-enactment thereof and any subordinate legislation made under the statute for the time being in force.</del>
<del>These presents or These Articles</del> <u>“this Constitution”</u>	<del>These Articles of Association,</del> <u>This Constitution</u> as from time to time altered.

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The expressions “Depositor”, “Depository”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them respectively in the Act Securities and Futures Act, Chapter 289.

The expressions “current address”, “electronic communication”, “relevant intermediary” and “treasury shares” shall have the meanings ascribed to them respectively in the Act.

References in ~~these presents to ‘shareholders’ or ‘this Constitution to “holders”~~ of shares or a class of shares shall:-

- (a) exclude the Depository or its nominee (as the case may be) except where otherwise expressly provided in ~~these presents~~this Constitution or where the term “registered holders” or “registered holder” is used in ~~these Articles~~this Constitution;
- (b) where the context so requires, be deemed to include references to Depositors whose names are entered in the Depository Register in respect of those shares; and
- (c) except where otherwise expressly provided in ~~these presents~~this Constitution, exclude the Company in relation to shares held by it as treasury shares,

and “holding” and “held” shall be construed accordingly.

References in this Constitution to “member” shall, where the Act requires, exclude the Company where it is a member by reason of its holding of its shares as treasury shares.

The expressions ‘debenture’ and ‘debenture-holder’ shall include ‘debenture-stock’ and ‘debenture-stockholder’ and the expression “Secretary” shall include any person appointed by the Directors to perform any of the duties of the Secretary and where two or more persons are appointed to act as Joint Secretaries shall include any one of those persons.

All such of the provisions of this Constitution as are applicable to paid-up shares shall apply to stock, and the words “share” and “shareholder” shall be construed accordingly.

Words denoting the singular shall include the plural and vice versa. Words denoting the masculine shall include the feminine. Words denoting persons shall include corporations.

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Any reference in this Constitution to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Save Subject as aforesaid, any words or expressions defined in the Act shall, (if not inconsistent with the subject or context,) bear the same meaning in these presents meanings in this Constitution.

A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of this Constitution.

The headnotes and marginal notes are inserted for convenience only and shall not affect the construction of these presents this Constitution.

### 2. Article 6(B)

4(2)6. (A) The rights attaching to shares of a class other than ordinary shares shall be expressed in ~~the resolution creating the same and in the provisions of these presents~~this Constitution. Shares of a class other than ordinary shares

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

### 3. Article 12

4412. (A) The Company may by Ordinary Resolution:

(a) ~~Consolidate~~consolidate and divide all or any of its shares; Power to consolidate, sub-divide and redenominate shares.

(b) ~~Cancel any 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 number of its capital by the amount of the shares so cancelled;~~ Power to cancel shares.

(c) ~~Sub-sub-divide its shares, or any of them, in accordance with the Act and the bye-laws or listing rules of the SGX-ST (subject, nevertheless, to the provisions of the Statutes and this Constitution), 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 shares may, as compared with the others, have only any such preferred, deferred 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~~may be empowered to attach to unissued or new shares; and Power to sub-divide shares.

(c) subject to the provisions of the Statutes, convert its share capital or any class of shares from one currency to another currency.

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	(B)	<u>The Company may by Special Resolution, subject to and in accordance with the Statutes, convert one class of shares into another class of shares.</u>	<u>Power to convert shares</u>
4.	<b>Article 17</b>		
	4417.	<u>The Company may exercise the powers of paying 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 of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.</u>	<u>Power to pay commissions commission and brokerage.</u>
5.	<b>Article 19</b>		
	48(2)19.	<u>Every share certificate shall be issued under the seal of the Company Seal and shall specify the number and class of shares to which it relates, whether the shares are fully or partly paid up, and the amount (if any) unpaid thereon and shall bear the autographic or facsimile signatures of at least one Director and the Secretary or a second Director or some other person as may be authorised appointed by the Directors, and shall specify the number and class of shares to which it relates, and the amount paid and the amount unpaid (if any) thereon. The facsimile signatures may be reproduced by mechanical, electronic or such other method approved by the Directors. No certificate shall be issued representing shares of more than one class.</u>	<u>Issue of share.Share certificates</u>
6.	<b>Article 21</b>		
	48(1)21.	<u>Every person whose name is entered as a member in the register Register of members Members shall be entitled to receive, within ten (10) Market Days (or such other period as may be approved by the Stock Exchange) of the closing date of any application for shares (or such other period as may be approved by the SGX-ST) or within fifteen (15) Market Days after or, as the case may be, the date of lodgement of a registrable transfer (or such other period as may be approved by the SGX-ST), one certificate for all his shares of any one class or to several certificates in reasonable denominations each for a part of the shares so allotted or transferred. Where such a member transfers part only of the shares comprised in a certificate or where such a member requires the Company to cancel any certificate or certificates and issue new certificates for the purpose of subdividing his holding in a different manner, the old certificate or certificates shall be cancelled and a new certificate or certificates for the balance of such shares shall be issued in lieu thereof and such member shall pay to the Company prior to the delivery thereof a maximum fee not exceeding two dollars (\$2.00) of S\$2 for each such new certificate or such other fee as the Directors may from time to time determine having regard to any limitation thereof as may be prescribed by the SGX-ST Stock Exchange.</u>	<u>Issue of Entitlement to certificate certificates.</u>

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**7. Article 39**

3639.

All transfers of the legal title in shares may be effected by the registered holders thereof by transfer in writing in the usual common form, ~~or in such other form as the Directors may accept or in such form as may from time to time be for the time being approved by the Stock Exchange or in any other form acceptable to the Directors~~ SGX-ST. 37. The instrument of transfer of ~~any~~ share shall be signed 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 during such period as the Directors may think fit and such an instrument of transfer in respect of which the transferee is the Depository or its nominee (as the case may be) shall be effective although not signed or witnessed by or on behalf of the Depository or its nominee (as the case may be). The transferor shall be deemed to remain the holder of the shares concerned until the name of the transferee is entered in the Register of Members or, as the case may be, the Depository Register in respect.~~

Form and execution of transfer.

Execution.

**8. Article 40**

4140.

The ~~registration~~ Register of transfers ~~Members~~ may be ~~suspended~~ closed at such times and for such period as the Directors may from time to time determine, ~~provided~~ Provided always that such ~~registration~~ Register shall not be ~~suspended~~ closed for more than ~~thirty~~ 30 days in any year. ~~Twenty-one days~~ calendar year, Provided always that the Company shall give prior notice of such closure ~~shall as may be given~~ required to each the Stock Exchange upon which the Company is listed, stating the period and the purpose or purposes ~~of such~~ for which the closure is made.

Suspension Closure of Registration, transfer books and Register of Members

**9. Article 41**

3941. (A)

~~Subject to the provisions of these presents, there shall be no restriction on the transfer of fully paid-up shares (except where required by law, the Act or the bye-laws or listing rules of the SGX-ST, or bye-laws and rules governing, the Stock Exchange) but the Directors may, in their sole discretion, decline to register any transfer of shares upon which the Company has a lien and in the case of shares not fully paid-up, may refuse to register a transfer to a transferee of whom they do not approve (except where such refusal to register contravenes the bye-laws or listing rules of the securities exchange upon which shares in the Company are listed). If the Directors refuse, Provided always that in the event of the Directors refusing to register a transfer of shares, they shall within ten (10) Market Days after beginning with the date on which the application for a transfer was lodged with the Company (or such period of time as may be prescribed by the listing rules of the SGX-ST), send to the transferor and transferee notice of of shares was made, serve a notice in~~

Directors' power to decline to register a transfer

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writing to the applicant stating the facts which are considered to justify the refusal as required by the Act/Statutes.

40. (B) ~~No~~The Directors may in their sole discretion refuse to register any instrument of transfer shall be accepted of shares unless:
- (a) ~~the instrument of transfer is duly stamped;~~
  - (b) ~~a transfersuch~~ fee not exceeding ~~\$2.00~~ per instrument of transfer ~~as the Directors may from time to time require, is paid to the Company in respect thereof; provided always that where the shares described in an instrument of transfer are comprised in more than one share certificate the transfer fee payable shall be at the rate not exceeding \$2.00 per share certificate;~~
  - (c) ~~the amount of proper duty (if any), with which each instrument of transfer is chargeable under any law for the time being in force relating to stamps, is paid;~~
  - (d) ~~the instrument of transfer is deposited at the Office or at such other place (if any) as the Directors may appoint accompanied by the certificate or of payment of stamp duty (if any), the certificates for of the shares to which the transfer relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and, if the instrument of transfer is executed by some other person on his behalf, the authority of the person so to do; and~~
  - (e) ~~the instrument of transfer is in respect of only one class of shares.~~

Fee Payable When Directors may refuse to register a transfer

10. **Article 42**

42. If the Directors refuse to register a transfer of any shares, they shall within ten Market Days after the date on which the transfer was lodged with the Company send to the transferor and the transferee notice of the refusal as required by the Statutes.

Notice of refusal to register a transfer

11. **Article 44**

4244. There shall be paid to the Company in respect of the registration of any instrument of transfer or probate, or letters of administration, or certificate of marriage or death, or stop notice or power of attorney or other document relating to or affecting the title to any shares, such fee, or otherwise for making any entry in the Register of Members affecting the title to any shares such fee not exceeding \$1.002 as the Directors may from time to time require or prescribe.

Fees for registration of probate, etc-transfer

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12. **Article 45**

45.

The Company shall be entitled to destroy all instruments of transfer which have been registered at any time after the expiration of six years from the date of registration thereof and all dividend mandates and notifications of change of address at any time after the expiration of six years from the date of recording thereof and all share certificates which have been cancelled at any time after the expiration of six years from the date of the cancellation thereof and it shall conclusively be presumed in favour of the Company that every entry in the Register of Members 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 share 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:

Destruction of transfers

- (a) 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;
- (b) 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
- (c) references herein to the destruction of any document include references to the disposal thereof in any manner.

13. **Article 52**

5152.

An Annual General Meeting shall (subject to any provisions of the Act relating to its first Save as otherwise permitted under the Act, an Annual General Meeting) shall be held once in every year, at such time (within a period of not more than ~~fifteen Months~~ 15 months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors. All other General Meetings shall be called Extraordinary General Meetings.

Annual General Meetings and Extraordinary General Meeting

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**14. Article 56**

5556. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:
- Routine business.
- (a) ~~Declaring~~declaring dividends;
  - (b) ~~Reading, considering~~receiving and adopting the ~~balance sheet, the reports of financial statements,~~ the Directors and ~~Auditors,'~~ statement, the Auditor's report and other ~~accounts~~ and documents required to be ~~annexed~~attached to the ~~balance sheet~~financial statements;
  - (~~d~~c) ~~Appointing~~appointing or re-appointing Directors ~~in the place of those retiring~~to fill vacancies arising at the meeting on retirement whether by rotation or otherwise ~~and fixing the remuneration of the Directors~~;
  - (d) appointing or re-appointing the Auditor;
  - (~~e~~e) ~~Appointing Auditors and~~ fixing the remuneration of the ~~Auditors~~Auditor or determining the manner in which such remuneration is to be fixed; and;
  - (f) fixing the remuneration of the Directors proposed to be paid in respect of their office as such under article 82 and/or article 83(A).

**15. Article 58**

5958. The Chairman of the Board of Directors ~~shall preside as Chairman at every General Meeting, and in his absence, failing whom the Deputy Chairman, shall preside as Chairman~~chairman at every General Meeting. If ~~at any meeting there be no such Chairman and the~~ or Deputy Chairman ~~are not, or if at any meeting neither be present within fifteen minutes after the time appointed for holding the meeting or are unwilling~~and willing to act, the ~~members~~Directors present shall choose one of the ~~Directors to be Chairman of the meeting, or their number (or, if no Director is present or if all the Directors present decline to take the chair, the members present shall elect~~choose one of their number) to be ~~Chairman~~chairman of the meeting.
- Chairman of General Meeting.

**16. Article 60**

5760. If within ~~half an hour~~30 minutes from the time appointed for a General Meeting (or such longer interval as the chairman of the meeting may think fit to allow) 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 (or if that day is a public holiday then to the next business day following that public holiday); at the same time and place;
- Adjournment if If quorum not present, adjournment or dissolution of meeting

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~~or to such other day and at such other time and/or place as the Directors may determine, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the meeting shall be dissolved by not less than ten days' notice appoint. At the adjourned meeting any one or more members present in person or by proxy shall be a quorum. For the purposes of this Article 57, the term 'business day' shall mean a day (not being a Saturday, Sunday or public holiday) on which commercial banks are open for business in Singapore.~~

**17. Article 61**

~~6061.~~

~~The Chairman may, with the consent~~chairman of any meeting~~General Meeting at which a quorum is present may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time (or sine die) and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. Where a meeting is adjourned sine die, the time and place for the adjourned meeting shall be fixed by the Directors. When a meeting is adjourned for ten 30 days or more, or sine die, not less than seven days' notice of the adjourned meeting shall be given in like manner as in the case of a~~the~~original meeting.~~

Adjournments;  
Business at  
adjourned  
meeting

**18. Article 64**

~~6164.~~ (A)

~~If required by the listing rules of the Stock Exchange, all resolutions at General Meetings shall be voted by poll (unless such requirement is waived by the Stock Exchange).~~

Mandatory  
polling

(B)

~~At~~Subject to article 64(A), 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 (before or on the declaration of the result of the show of hands) demanded by:

Method of  
voting- where  
mandatory  
polling not  
required

(a) ~~the Chairman~~chairman of the meeting; or

Who can  
demand a poll.

(b) not less than two members present in person or by proxy and ~~who are~~ entitled to vote at the meeting; or

(c) ~~any~~ a member present in person or by proxy, ~~or where such a member has appointed two proxies any one of such proxies, or any number or combination of such members or proxies, holding or representing as the case may be and representing not less than one tenth five per cent. of the total voting rights of all the members having the right to vote at the meeting; or~~

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(d) ~~any~~ any member present in person or by proxy, ~~or where such a member has appointed two proxies any one of such proxies, or any number or combination of such members or proxies, holding or representing as the case may be and holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been- paid up equal to not less than one-tenth~~ five per cent. of the total sum paid- up on all the shares of the Company conferring that right (excluding treasury shares);;

~~Provided always that no poll shall be demanded on the choice of a Chairman or on a question of adjournment. A demand for a poll made pursuant to this article 64(B) may be withdrawn only with the approval of the chairman of the meeting. Unless a poll be so demanded (and the demand be not withdrawn) a declaration by the Chairman, and any such demand shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded. Unless a poll is demanded, a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of ~~the~~ that fact without proof of the number or proportion of the votes recorded for or against such resolution.~~

Result of voting.

**19. Article 65**

6365.

~~If~~ Where a poll ~~be~~ is ~~duly demanded (and the demand be not withdrawn)~~ is taken, it shall be taken in such manner (including the use of ballot or voting papers ~~or tickets~~) as the ~~Chairman~~ chairman of the meeting may direct, and the result of ~~at the~~ the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. ~~The Chairman may (and if so requested)~~ taken. The chairman of the meeting may (and, if required by the listing rules of the Stock Exchange or if so directed by the meeting, shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

How Taking a poll ~~to be taken.~~

**20. Article 66**

6566.

A poll ~~demanded on any question other than~~ on the choice of a ~~Chairman and~~ chairman or on a question of adjournment shall be taken immediately. A poll on ~~any other question shall be taken~~ either immediately or at such subsequent time (not being more than ~~thirty~~ 30 days from the date of the meeting) and place as the ~~Chairman~~ chairman may direct. No notice need be given of a poll not taken immediately.

Timing for taking a poll.

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21. **Article 67**

6467.

In the case of an equality of votes, whether on a poll or on a show of hands ~~or on a poll~~, the ~~Chairman~~chairman of the meeting at which the poll or show of hands takes place ~~or at which the poll is demanded~~ shall be entitled to a casting vote.

Chairman's  
casting  
Casting vote of  
chairman

22. **Article 68**

6768.

~~Subject to Article 70~~ and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company and to article 13(C), each member entitled to a vote may vote in person or by proxy ~~or by attorney or in the case of a corporation by a representative~~. On a show of hands every. Every member who is present in person or by proxy ~~or by attorney or in the case of a corporation by a representative~~ shall:

~~Voting rights of~~  
How members  
may vote

(a) on a poll, have one vote for every share which he holds or represents; and

(b) on a show of hands, have one vote ~~PROVIDED THAT,~~ Provided always that:

(i) in the case of a member who is not a relevant intermediary and who is represented by two or more proxies, only one of the two proxies as determined by that member or, failing such determination, by the chairman of the meeting (or by a person authorised by him) in his sole discretion, shall be entitled to vote and on a poll, every on a show of hands; and

(ii) in the case of a member who is present in person or by proxy or by attorney or in the case of a corporation by a representative shall have one vote for every share which he holds or represents a relevant intermediary and who is represented by two or more proxies, each proxy shall be entitled to vote on a show of hands.

For the purpose of determining the number of votes which a member, being a Depositor, or his proxy may cast at any ~~general meeting~~General Meeting on a poll, the reference to shares held or represented shall, in relation to shares of that Depositor, be the number of shares entered against his name in the Depository Register as at ~~48~~72 hours before the time of the relevant ~~general meeting~~General Meeting as certified by the Depository to the Company.

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23. **Article 70**

70. Where in Singapore or elsewhere a receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any member on the ground (however formulated) of mental disorder, the Directors may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Directors may require, permit such receiver or other person on behalf of such member to vote in person or by proxy at any General Meeting or to exercise any other right conferred by membership in relation to meetings of the Company. Voting by receivers

24. **Article 74**

~~74(3).~~ (A) ~~In any case where an instrument~~Save as otherwise provided in the Act: Appointment of proxies

(a) a member who is not a relevant intermediary may appoint not more than two proxies to attend, speak and vote at the same General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument~~form~~ of proxy; and

(b) a member who is a relevant intermediary may appoint more than two proxies to attend, speak and vote at the same General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

~~74(1)~~ (B) ~~Save for members which are nominee companies, a member shall not be entitled to appoint more than two proxies to attend and vote at the same General Meeting, provided that if the~~In any case where a member is a Depositor, the Company shall be entitled and bound: Shares entered in Depository Register.

(a) to reject any instrument of proxy lodged #theby that Depositor if he is not shown to have any shares entered against his name in the Depository Register as at 48~~72~~ hours before the time of the relevant General Meeting as certified by the Depository to the Company; and

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(b) to accept as the maximum number of votes which in aggregate the proxy or proxies appointed by ~~the~~that Depositor is or are able to cast on a poll a number which is the number of shares entered against the name of that Depositor in the Depository Register as at ~~48~~72 hours before the time of the relevant General Meeting as certified by the Depository to the Company, whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Depositor.

~~74(2)~~ (C) The Company shall be entitled and bound, in determining rights to vote and other matters in respect of a completed instrument of proxy submitted to it, to have regard to the instructions (if any) given by and the notes (if any) set out in the instrument of proxy. Notes and instructions.

~~74(4)~~ (D) A proxy need not be a member of the Company. Proxy need not be a member.

25. **Article 75**

~~73(1)~~75. (A) An instrument appointing a proxy shall be in writing in any usual or common form or in any other form which the Directors may approve and:- Execution of proxies

(a) in the case of an individual, shall be:

- (i) signed by the appointor or his attorney; if the instrument is delivered personally or sent by post; or
- (ii) authorised by that individual through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication; and

(b) in the case of a corporation, shall be:

- (i) either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation if the instrument is delivered personally or sent by post; or
- (ii) authorised by that corporation through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication.

The Directors may, for the purposes of articles 75(A)(a)(ii) and 75(A)(b)(ii), designate procedures for authenticating any such instrument, and any such instrument not so authenticated by use of such procedures shall be deemed not to have been received by the Company.

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~~73(2)~~ (B) The signature on, or authorisation of, such instrument need not be witnessed. Where an instrument appointing a proxy is signed or authorised on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy pursuant to ~~Article 75,~~ article 76(A), failing which the instrument may be treated as invalid. Witness and authority

(C) The Directors may, in their absolute discretion: Directors may approve method and manner, and designate procedure, for electronic communications

(a) approve the method and manner for an instrument appointing a proxy to be authorised; and

(b) designate the procedure for authenticating an instrument appointing a proxy.

as contemplated in articles 75(A)(a)(ii) and 75(A)(b)(ii) for application to such members or class of members as they may determine. Where the Directors do not so approve and designate in relation to a member (whether of a class or otherwise), article 75(A)(a)(i) and/or (as the case may be) article 75(A)(b)(i) shall apply.

26. **Article 76**

~~75~~76. (A) An instrument appointing a proxy: Deposit of proxies:

(a) if sent personally or by post, must be left at the Office or such other place (if any) as is place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified, at the Office); or

(b) if submitted by electronic communication, must be received through such means as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting.

and in either case, not less than ~~forty-eight~~72 hours before the time appointed for the holding of the meeting or adjourned meeting (or (in the case of a poll ~~before the time appointed~~taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll) at which it is to be used, and in default shall not be treated as valid. The instrument shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates; Provided always that an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered in accordance with this article 76 for the purposes of any meeting shall not be required again to be delivered for the purposes of any subsequent meeting to which it relates.

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- (B) The Directors may, in their absolute discretion, and in relation to such members or class of members as they may determine, specify the means through which instruments appointing a proxy may be submitted by electronic communications, as contemplated in article 76(A)(b). Where the Directors do not so specify in relation to a member (whether of a class or otherwise), article 76(A)(a) shall apply. Directors may specify means for electronic communications
27. **Article 78**
- ~~77~~78. A vote given in accordance with the terms of an instrument of cast by proxy shall not be valid, notwithstanding invalidated by the previous death or insanity mental disorder of the principal or by the revocation of the appointment of the proxy, or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided appointment was made, Provided always that no intimation in writing of such death, insanity, mental disorder or revocation or transfer shall have been received by the Company at the Office (or at such other place as may be specified for the deposit of instruments appointing proxies) at least one hour before the commencement of the meeting or adjourned meeting (or (in the case of a poll before taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll) at which the proxy vote is used cast. Intervening death or insanity of principal not to revoke proxy mental disorder
28. **Article 80**
80. Subject to the bye-laws or listing rules of the SGX-ST, the The number of Directors of the Company shall not be less than two nor more than twelve in number. The Company may by Special Resolution from time to time increase or reduce the maximum or increase the minimum number of Directors. No one other than a natural person shall be a Director of the Company. All Directors of the Company shall be natural persons. Number of Directors.
29. **Article 82**
82. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company, 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 General Meeting and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or failing agreement, equally, except that in the latter event any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. Such remuneration shall so far as non-executive directors are concerned be by way of a fixed sum and not by way of a commission on or percentage of profits or turnover. Remuneration of Directors.

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30. **Article 83**

8683. (A) Any Director, who ~~is appointed to~~ holds any executive office, or who serves on any committee of the Directors, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise (but not a commission on or percentage of turnover) as the Directors may determine. Such extra remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by a lump sum or by way of salary, or, except in the case of a non-executive Director, by a percentage of profits, or by any or all of those modes.

Extra remuneration for work outside scope of ordinary duties

82. (B) The remuneration (including any remuneration under article 83(A) above) in the case of non-executive Directors shall be payable by a fixed sum, and shall not at any time be by a commission on or a percentage of the profits or turnover. Salaries payable to Executive Directors may not include a commission on or a percentage of turnover.

Payment of remuneration

31. **Article 87**

87. (A) The Directors may from time to time appoint one or more of their body to be the holder of any office (including, where considered appropriate, any executive office or the office of the Chairman or Deputy Chairman) on such terms and for such period as they may (subject to the provisions of the Statutes) determine and, without prejudice to the terms of any contract entered into in any particular case, may at any time revoke any such appointment.

Directors may hold offices

(B) The appointment of any Director to the office of Chairman or Deputy Chairman shall automatically determine if he ceases to be a Director but without prejudice to any claim for damages for breach of any contract of service between him and the Company.

Cessation of directorship of Chairman or Deputy Chairman

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

Cessation of directorship of Executive Director

32. **Article 88**

88. The Directors may entrust to and confer upon any Directors holding any executive office 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, withdraw, alter or vary all or any of such powers.

Power of Executive Directors

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**33. Article 89**

9089.

~~The Directors may from time to time appoint one or more of their body to be Managing Director or Managing Directors or Deputy or Assistant Managing Director or Deputy or Assistant Managing Directors (or person(s) holding an equivalent position) for such period not exceeding five years and on such terms as they think fit. A Director so appointed shall not while holding that office be subject to retirement by rotation or taken into account in determining the rotation of retirement of Directors, but without prejudice to any claim he may have for damages for breach of any contract of service~~Chief Executive Officer or Chief Executive Officers (or other equivalent position) of the Company and may from time to time (subject to the provisions of any contract between him or them 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) remove or dismiss him or them from office and appoint another or others in his or their place or places. Where an appointment is for a fixed term such term shall not exceed five years.

Appointment of Managing Directors: Chief Executive Officer

**34. Article 90**

90.

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

Retirement, removal and resignation of Chief Executive Officer

**35. Article 91**

91.

~~A Director holding any such office as aforesaid shall receive such remuneration as the Directors may determine but~~The remuneration of a Chief Executive Officer (or person holding an equivalent position) shall from time to time be fixed by the Directors and may subject to this Constitution be by way of salary or commission or participation in profits or by any or all these modes but he shall not under any circumstancecircumstances be remunerated by a commission on or a percentage of profitsturnover.

Remuneration of the Chief Executive Officer Managing Directors.

**36. Article 92**

92.

~~A Director~~Chief Executive Officer (or person holding any such office as aforesaid, an equivalent position) shall at all times be subject to the control of the Directors but subject thereto, the Directors may from time to time entrust to and confer upon a DirectorChief Executive Officer (or person holding any such office as aforesaid anyan equivalent position) for the time being such of the powers exercisable by them as Directors uponunder this Constitution by the Directors as they may think fit and may confer such powers for such time and to be exercised on such terms and conditions and with such restrictions as they think fit, andexpedient and they may confer such powers either collaterally with or to the exclusion of their own powers, and

Powers of Managing the Chief Executive Officer Directors.

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in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

**37. Article 93(e)**

93. (de) If he becomes of unsound mind if he becomes mentally disordered and incapable of managing himself or his affairs or if in Singapore or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs; or

**38. Article 94**

94. Subject to Article 90 of these presents, at At each Annual General Meeting one-third of the Directors for the time being, (or, if their number is not a multiple of three, the number nearest to but not less than one-third), selected in accordance with a minimum of one, article 95, shall retire from Office. A office by rotation (in addition to any Director retiring at a meeting shall retain office until the close of the meeting, whether adjourned or not pursuant to article 100).

Retirement of Directors by rotation:

**39. Article 96**

96. The Company at the meeting at which a Director retires under any provision of these presents this Constitution may by Ordinary Resolution fill up the office being vacated office by electing athereto the retiring Director or some other person thereto eligible for appointment. In default the retiring Director shall be deemed to have been re-elected, unless except in any of the following cases:
- (a) where at such meeting it is expressly resolved not to fill up such vacated office, or a resolution for the re-election of such Director is put to the meeting and lost; or
  - (b) where such Director is disqualified under the Act from holding office as a Director or has given notice in writing to the Company that he is unwilling to be re-elected; or
  - (c) where such Director has attained any retiring age applicable to him as Director is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds; or
  - (d) where the default is due to the moving of a resolution in contravention of the next following article.

Filling vacated office:

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The retirement shall not have effect until the conclusion of the meeting except where a resolution is passed to elect some other person in the place of the retiring Director or a resolution for his re-election is put to the meeting and lost and accordingly a retiring Director who is re-elected or deemed to have been re-elected will continue in office without a break.

40. **Article 100**

99100.

~~The Directors shall have power at any time and from time to time to~~Company may by Ordinary Resolution appoint any person to be a Director either to fill a casual vacancy or as an additional Director. Without prejudice thereto the Directors shall have power at any time so to do, but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents. Any Directorany person so appointed by the Directors shall hold office only until the next Annual General Meeting and He shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

The Directors' powers power to fill casual vacancies or and appoint additional Directors Director.

41. **Article 104**

401104.

~~The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting of the Directors shall be determined by a majority of votes. In case of an equality of votes (including except where only two Directors are present and form the quorum or when only two Directors are competent to vote on the question in issue); the Chairman~~chairman of the meeting shall not have a second or casting vote and the resolution in question shall not be carried. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from Singapore.

Votes

42. **Article 105**

104105.

~~Save as by the next following Article otherwise provided, a~~A Director shall not vote in respect of any contract or arrangement in which he is interested (and if he shall do so his vote shall not be counted) nor shall he be counted for the purpose of any resolution regarding the same or any other proposal whatsoever in which he has any personal material interest, directly or indirectly. A Director shall not be counted in the quorum present at the meeting.

Restrictions on Directors not to vote on transactions in which they have an interest voting and quorum.

By Ordinary Resolution of the Company the provisions of this Article may at any time be suspended or relaxed at a meeting in relation to any resolution on which he is debarred from voting extent and either generally or in respect of any particular contract, arrangement or transaction, and any particular contract, arrangement or transaction carried out in contravention of this Article may be ratified.

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**43. Article 108**

108. A resolution in writing signed by ~~all the~~ majority of Directors ~~for the time being in Singapore (being not less than two)~~ shall be as effective as a resolution duly passed at a meeting of the Directors ~~duly convened and held~~, and may consist of several documents in the like form, each signed by one or more ~~of the~~ Directors. The expressions "in writing" and "signed" include approval by any such Director by ~~telex, fax, cable, telegram~~ telex, fax or any form of electronic communication approved by the Directors for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors.

Resolutions in writing-

**44. Article 109**

109. The Directors may delegate any of their powers or discretion to committees consisting of such member or more members of their body as they think fit and (if thought fit) one or more other persons co-opted as hereinafter provided. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations ~~that~~ which may from time to time be imposed ~~on them~~ by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee.

Power to appoint committees-

**45. Article 113**

113. The business and affairs of the Company shall be managed by, or under the direction or supervision of, the Directors ~~who~~. The Directors may exercise all such powers of the Company as are not by the ~~Act~~ Statutes or by ~~these presents~~ this Constitution required to be exercised by the Company in General Meeting, ~~subject nevertheless to any regulations of these presents, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Special Resolution of the Company, but no regulation so made by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.~~ The Directors shall not carry into effect any proposals for selling or disposing of the whole or substantially the whole of the Company's undertaking unless such proposals have been approved by the Company in General Meeting. The general powers given by this ~~Article~~ article shall not be limited or restricted by any special authority or power given to the Directors by any other article. ~~Article PROVIDED that any sale of the Company's main undertaking shall be subject to ratification by the Members in General Meeting.~~

General powers of Directors to manage Company's business-

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46. **Article 122**

~~424~~122.

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 of the Company and any resolutions passed by the Company or the Directors or any committee, and any books, records, documents ~~and~~ accounts 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~~ accounts 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.

Power to authenticate documents.

~~422.~~

A document purporting to be a copy of a resolution ~~of the Directors~~ or an extract from the minutes of a meeting of the Company or of the Directors or any committee which is certified ~~as such in accordance with the provisions of the last preceding Article~~ as such in accordance with the provisions of the last preceding Article 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 such extract any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting of the Directors. Any authentication or certification made pursuant to this article may be made by any electronic means approved by the Directors for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors.

Certified copies of resolution of the Directors.

47. **Article 131**

131.

The payment by the Directors of any unclaimed ~~dividend~~ dividends or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof ~~and any dividend~~. All dividends and other moneys payable on or in respect of a share that are unclaimed after first becoming payable may be invested or otherwise made use of by the Directors for the benefit of the Company and any dividend or any such moneys unclaimed after a period of six ~~Years~~ years from the date of declaration of such dividend ~~may they are first payable~~ shall be forfeited and ~~if so~~ shall revert to the Company but the Directors may at any time thereafter at their absolute discretion annul any such forfeiture and pay the moneys so forfeited to the person entitled thereto prior to the forfeiture. If the Depository returns any such dividend or moneys to the Company, the relevant Depositor shall not have any right or claim in respect of such dividend or moneys against the Company if a period of six years has elapsed from the date such dividend or other moneys are first payable.

Unclaimed dividends or other moneys

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### 48. Article 133

- 133A. (A) Whenever the Directors or the Company in ~~general meeting~~General Meeting have resolved or proposed that a dividend (including an interim, final, special or other dividend) be paid or declared on ~~the ordinary shares of a particular class in the capital of the Company, and subject to such requirements prescribed by the SGX-ST from time to time,~~ the Directors may further resolve ~~in the case of ordinary shares of the Company~~ that members entitled to such dividend be entitled to elect to receive an allotment of ~~ordinary shares of that class~~ 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:
- Scrip dividend scheme
- (i)a) the basis of any such allotment shall be determined by the Directors;
  - (i)b) the Directors shall determine the manner in which members shall be entitled to elect to receive an allotment of ~~ordinary 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 these presents this article 133;
  - (i)c) ~~the Directors may determine, generally or in any specific case, whether the right of election may be exercised in respect of the whole of that portion of the dividend or any part thereof in respect of which the right of election has been accorded,~~ Provided always that the Directors may determine, either generally or in any specific case, that such right shall be exercisable in respect of the whole or any part of that portion; and
  - (i)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 ~~ordinary~~ the shares of the relevant class in respect whereof the share election has been duly exercised (the "elected ~~ordinary~~ shares") and, in lieu and in satisfaction thereof ~~ordinary,~~

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shares of the relevant class shall be allotted and credited as fully paid to the holders of the elected ~~ordinary~~ shares on the basis of allotment determined as aforesaid ~~for~~. For such purpose ~~(and notwithstanding any provision of these presents 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 ~~(a)~~ the provisions of article 138, the Directors shall (i) capitalise and apply out of the amount standing to the credit of any of the Company's reserve accounts or any ~~sum~~ amount standing to the credit of the profit and loss account or otherwise available for distribution as the Directors may determine, such sum as may be required to pay up in full the appropriate number of ~~ordinary~~ shares for allotment and distribution to and ~~amongst~~ among the holders of the elected ~~ordinary~~ shares on such basis, or ~~(b)~~ (ii) apply the sum which would otherwise have been payable in cash to the holders of the elected ~~ordinary~~ shares towards payment of the appropriate number of ~~ordinary~~ shares of the relevant class for allotment and distribution to and among the holders of the elected ~~ordinary~~ shares on such basis.

- (B) The ~~ordinary~~ shares of the relevant class allotted pursuant to the provisions of ~~Article~~ article 133A(A) above shall rank *pari passu* in all respects with the ~~ordinary~~ shares of that 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. Ranking of shares
- (C) The Directors may, on any occasion when they resolve as provided in article 133(A), determine that 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 article 133 shall be read and construed subject to such determination. Record date

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- (GD) The Directors may, on any occasion when they resolve as provided in ~~Article~~article 133A(A)~~–above~~, further determine that no allotment of shares or rights of election for shares under ~~Article~~article 133A(A)~~–above~~ 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 entitlement of the members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be ~~declared~~paid or declared, Eligibility
- (E) Notwithstanding the foregoing provisions of this ~~Article~~article 133A(A)~~–above~~ 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 implement that proposal, the Directors may at their ~~absolute~~ discretion and as they deem fit in the interest of the Company and without assigning any reason therefor, cancel the proposed application of ~~Article~~article 133A(A) ~~above~~. Disapplication
- (DF) 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 this Article~~the provisions of article 133(A), with full power to make such provisions as they think fit in the case of ~~fractional entitlements to shares of the relevant class becoming distributable in fractions (including, notwithstanding any provision to the contrary in these presents~~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 all the members interested into an agreement 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~~). Fractional entitlements
49. **Article 139**
139. In addition and without prejudice to the powers provided for by article 138, the Directors shall have power to issue shares for which no consideration is payable and/or 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 Power to issue free shares and/or to capitalise reserves for share-based incentive plans and Directors' remuneration

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paying up in full new shares, in each case on terms that such shares shall, upon issue:

- (a) be held by or for the benefit of participants of any share incentive or option scheme or plan implemented by the Company and approved by shareholders in General Meeting and on such terms as the Directors shall think fit; or
- (b) be held by or for the benefit of non-executive Directors as part of their remuneration under article 82 and/or article 83(A) approved by shareholders in General Meeting in such manner and on such terms as the Directors shall think fit.

The Directors may do all such acts and things considered necessary or expedient to give effect to any of the foregoing.

**50. Article 141**

443141.

In accordance with the provisions of the Act, the Directors shall cause to be prepared and to be laid before the Company in General Meeting such ~~profit and loss accounts, financial statements, balance sheets, group accounts (if any) and reports, statements and other documents~~ as may be necessary. ~~Whenever so required, the~~The interval between the close of a financial year of the Company and the ~~issue of accounts relating thereto~~date of the Company's Annual General Meeting shall not exceed four ~~Months, months~~ (or such other period as may be ~~prescribed from time to time~~permitted by the ~~SGX-ST, the provisions of the Act and/or any applicable law~~Act).

Presentation of financial statements accounts.

**51. Article 142**

444142.

A copy of ~~every~~the financial statements and, if required, the balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Directors' attached thereto), which is duly audited and which is to be laid before the Company in General Meeting accompanied by a copy of the Auditor's report thereon, shall not less than ~~fourteen~~14 days before the date of 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 ~~Act~~Statutes or of these presents: ~~this Constitution; Provided always that this Article;~~

Copies of accounts- financial statements

- (a) these documents may, subject to the listing rules of the Stock Exchange, be sent less than 14 days before the date of the meeting if all persons entitled to receive notices of meetings from the Company so agree; and

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(b) ~~this article 142 shall not require a copy of these documents to be sent to more than one of any joint holders or to any person of whose address the Company is not aware or to more than one of joint holders, 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. The requisite copies of each such document shall at the same time be forwarded to each Stock Exchange upon which the Company is listed.~~

**52. Article 145**

~~149~~145. (A)

Any notice or document (including a share certificate) may be served on or delivered to any member by the Company ~~on any member~~ either personally or by sending it through the post in a prepaid ~~letter cover~~ addressed to such member at his registered address ~~entered appearing~~ in the ~~register~~Register of ~~members~~Members or (as the case may be) the Depository Register, or (if he has no registered address within Singapore) to the address ~~(, if any),~~ within Singapore supplied by him to the Company or (as the case may be) supplied by him to the Depository as his address for the service of notices. ~~Any, or by delivering it to such address as aforesaid. Where a notice or other document, if is served or sent by post, service or telegram, delivery shall be deemed to have been served or delivered~~be effected at the time when the ~~letter or telegram cover~~ containing the same ~~would in the ordinary course be delivered, is posted~~ and in proving such service or ~~sending~~delivery 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 or that the telegram was properly addressed and handed into the post office for despatch. Any notice or document shall be deemed to have been duly given, sent or served upon transmission of the electronic communication to the mail server designated by such address or as otherwise provided under the Act and/or any other applicable regulations or procedure~~such cover was properly addressed, stamped and posted.

Service of notices.

When service effected.

(B)

Without prejudice to the ~~foregoing~~ provisions of ~~this Article~~article 145(A), but subject otherwise to the Act and any regulations made thereunder and (where applicable) the listing rules of the Stock Exchange, relating to electronic communications, any notice or document (including, without limitation, any accounts, ~~balance sheet~~balance-sheet, financial statements or report) which is required or permitted to be given, sent or served under the Act or under ~~the provisions of these presents~~this Constitution by the Company, or by the Directors ~~of the Company,~~ to a member ~~of the Company or an officer or Director or Auditor of the Company~~ may be given, sent or served using electronic communications;

Electronic communications

(a) to the current address of that person; or

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(b) by making it available on a website prescribed by the Company from time to time,

~~in accordance with the provisions of, or as otherwise provided by this Constitution, the Act and/or any other applicable regulations or procedures. Such notice or document shall be deemed to have been duly given, sent or served upon transmission of the electronic communication to the mail server designated by such address or as otherwise provided under the Act and/or any other applicable regulations or procedures.~~

(C) For the purposes of article 145(B) above, a member shall be deemed to have agreed 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. Implied consent

(D) Notwithstanding article 145(C) above, the Directors may, at their discretion, at any time give a member 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 a member shall be deemed to have consented to receive such notice or document by way of electronic communications if he was given such an opportunity and he failed to make an election within the specified time, and he shall not in such an event have a right to receive a physical copy of such notice or document. Deemed consent

(E) Where a notice or document is given, sent or served by electronic communications: When notice given by electronic communications deemed served

(a) to the current address of a person pursuant to article 145(B)(a), it shall be deemed to have been duly given, sent or served at the time of transmission of the electronic communication by the email server or facility operated by the Company or its service provider to the current address of such person (notwithstanding any delayed receipt, non-delivery or "returned mail" reply message or any other error message indicating that the electronic communication was delayed or not successfully sent), unless otherwise provided under the Act and/or any other applicable regulations or procedures; and

(b) by making it available on a website pursuant to article 145(B)(b), it shall be deemed to have been duly given, sent or served on the date on which the notice or document is first made available on the website, or unless otherwise provided under the Act and/or any other applicable regulations or procedures.

(F) Where a notice or document is given, sent or served to a member by making it available on a website pursuant to article 145(B)(b), the Company shall give separate notice to the member of the publication of the notice or document Notice to be given of service on website

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on that website and the manner in which the notice or document may be accessed by any one or more of the following means:

- (a) by sending such separate notice to the member personally or through the post pursuant to article 145(A);
- (b) by sending such separate notice to the member using electronic communications to his current address pursuant to article 145(B)(a);
- (c) by way of advertisement in the daily press; and/or
- (d) by way of announcement on the Stock Exchange.

### 53. Article 152

152. Subject to the provisions of the Act and so far as may be permitted by the Statutes, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred or to be incurred by him in the execution and discharge of his duties or in relation thereto. Without prejudice to the generality of the foregoing, no Director, Secretary or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or left or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own negligence, wilful default, breach of duty or breach of trust.

Indemnity of  
Directors and  
Officers.

### 54. Article 154

154. (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:

Personal data of  
members

- (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;

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## APPENDIX C

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- (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 (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to any General Meeting (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 articles 154(A)(f) and 154(A)(h), 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.

Personal data of proxies and/or representatives

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**APPENDIX D**

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**THE COMPANIES ACT, CHAPTER 50**

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**PUBLIC COMPANY LIMITED BY SHARES**

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**CONSTITUTION**

**OF**

**UOL GROUP LIMITED**

(Adopted by Special Resolution passed on 28th April 2016)

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**INTERPRETATION**

1. In this Constitution (if not inconsistent with the subject or context) the words and expressions set out in the first column below shall bear the meanings set opposite to them respectively. Interpretation
- |              |   |
|--------------|---|
| “Act”        | The Companies Act, Chapter 50.  |
| “in writing” | Written or produced by any substitute for writing or partly one and partly another and shall include (except where otherwise expressly specified in this Constitution or the context otherwise requires, and subject to any limitations, conditions or restrictions contained in the Statutes) any representation or reproduction of words, symbols or other information which may be displayed in a visible form, whether in a physical document or in an electronic communication or form or otherwise howsoever. |
| “Market Day” | A day on which the Stock Exchange is open for trading in securities.  |
| “month”      | Calendar month.   |
| “Office”     | The registered office of the Company for the time being.  |
| “paid”       | Paid or credited as paid.   |

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## APPENDIX D

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“registered address” or “address”	In relation to any member, his physical address for the service or delivery of notices or documents personally or by post, except where otherwise expressly provided in this Constitution.
“Seal”	The Common Seal of the Company.
“Statutes”	The Act and every other act for the time being in force concerning companies and affecting the Company.
“Stock Exchange”	Any stock exchange upon which shares in the Company may be listed.
“this Constitution”	This Constitution as from time to time altered.

The expressions “Depositor”, “Depository”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them respectively in the Securities and Futures Act, Chapter 289.

The expressions “current address”, “electronic communication”, “relevant intermediary” and “treasury shares” shall have the meanings ascribed to them respectively in the Act.

References in this Constitution to “holders” of shares or a class of shares shall:

- (a) exclude the Depository or its nominee (as the case may be) except where otherwise expressly provided in this Constitution or where the term “registered holders” or “registered holder” is used in this Constitution;
- (b) where the context so requires, be deemed to include references to Depositors whose names are entered in the Depository Register in respect of those shares; and
- (c) except where otherwise expressly provided in this Constitution, exclude the Company in relation to shares held by it as treasury shares,

and “holding” and “held” shall be construed accordingly.

References in this Constitution to “member” shall, where the Act requires, exclude the Company where it is a member by reason of its holding of its shares as treasury shares.

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

All such of the provisions of this Constitution as are applicable to paid-up shares shall apply to stock, and the words “share” and “shareholder” shall be construed accordingly.

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Words denoting the singular shall include the plural and *vice versa*. Words denoting the masculine shall include the feminine. Words denoting persons shall include corporations.

Any reference in this Constitution to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Subject as aforesaid any words or expression defined in the Act shall (if not inconsistent with the subject or context) bear the same meanings in this Constitution.

A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of this Constitution.

The headnotes and marginal notes are inserted for convenience only and shall not affect the construction of this Constitution.

### NAME

- |    |   |      |
|----|---|------|
| 2. | The name of the Company is UOL GROUP LIMITED. | Name |
|----|---|------|

### REGISTERED OFFICE

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

### BUSINESS OR ACTIVITY

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

### LIABILITY OF MEMBERS

- |    |  |                      |
|----|--|----------------------|
| 5. | The liability of the members is limited. | Liability of members |
|----|--|----------------------|

### ISSUE OF SHARES

- |    |   |  |
|----|---|--|
| 6. | (A) The rights attaching to shares of a class other than ordinary shares shall be expressed in this Constitution.   | Shares of a class other than ordinary shares |
|    | (B) The Company may issue shares for which no consideration is payable to the Company.  | Issue of shares for no consideration         |
| 7. | Subject to the Statutes and this Constitution, no shares may be issued by the Directors without the prior approval of the Company in General Meeting but subject thereto and to article 11, and to any special rights attached to any shares for the time being issued, the Directors may allot and issue shares or grant options over or otherwise dispose of the same to such persons on such | Issue of shares                              |

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## APPENDIX D

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terms and conditions and for such consideration (if any) and at such time and subject or not to the payment of any part of the amount (if any) thereof in cash as the Directors may think fit, and any shares may be issued with such preferential, deferred, qualified or special rights, privileges or conditions as the Directors may think fit, and preference shares may be issued which are or at the option of the Company are liable to be redeemed, the terms and manner of redemption being determined by the Directors, Provided always that:

- (a) (subject to any direction to the contrary that may be given by the Company in General Meeting) any issue of shares for cash to members holding shares of any class shall be offered to such members in proportion as nearly as may be to the number of shares of such class then held by them and the provisions of the second sentence of article 11(A) with such adaptations as are necessary shall apply; and
- (b) any other issue of shares, the aggregate of which would exceed the limits referred to in article 11(B), shall be subject to the approval of the Company in General Meeting.

- 8. (A) Preference shares may be issued subject to such limitation thereof as may be prescribed by the Stock Exchange. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving of notices, reports and balance sheets and attending General Meetings of the Company, and preference shareholders shall also 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 proposal to be submitted to the meeting directly affects their rights and privileges or when the dividend on the preference shares is more than six months in arrears. Preference shares
- (B) The Company has power to issue further preference capital ranking equally with, or in priority to, preference shares already issued. Issue of further preference capital

### VARIATION OF RIGHTS

- 9. Whenever the share capital of the Company is divided into different classes of shares, subject to the provisions of the Statutes, preference capital, other than redeemable preference capital, may be repaid and the special rights attached to any class may be varied or abrogated either with the consent in writing of the holders of three-quarters of the issued shares of the class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of the shares of the class (but not otherwise) and may be so repaid, varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding-up. To every such separate General Meeting all the provisions of this Constitution relating to General Meetings of the Company and to the proceedings thereat shall *mutatis mutandis* apply, except that the necessary quorum shall be two persons at least holding or representing by proxy at least one-third of the issued shares of the class and that any holder of shares of the Variation of rights

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**APPENDIX D**

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class present in person or by proxy may demand a poll and that every such holder shall on a poll have one vote for every share of the class held by him, Provided always that where the necessary majority for such a Special Resolution is not obtained at such General Meeting, consent in writing if obtained from the holders of three-quarters of the issued shares of the class concerned within two months of such General Meeting shall be as valid and effectual as a Special Resolution carried at such General Meeting. The foregoing provisions of this article shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the special rights whereof are to be varied.

10. The special rights attached to any class of shares having preferential rights shall not unless otherwise expressly provided by the terms of issue thereof be deemed to be varied by the issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects *pari passu* therewith but in no respect in priority thereto.
- Issue of further shares ranking *pari passu*

**ALTERATION OF SHARE CAPITAL**

11. (A) Subject to any direction to the contrary that may be given by the Company in General Meeting or except as permitted under the listing rules of the Stock Exchange, all new shares 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 11(A).
- Offer of new shares to members
- (B) Notwithstanding article 11(A), the Company may by Ordinary Resolution in General Meeting give to the Directors a general authority, either unconditionally or subject to such conditions as may be specified in the Ordinary Resolution, to:
- General authority
- (a) (i) issue shares of the Company (“shares”) whether by way of rights, bonus or otherwise; and/or
- (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

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- (b) (notwithstanding 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 always 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 Stock Exchange;
- (2) in exercising the authority conferred by the Ordinary Resolution, the Company shall comply with the listing rules of the Stock Exchange for the time being in force (unless such compliance is waived by the Stock 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).

- (C) Except so far as otherwise provided by the conditions of issue or by this Constitution, all new shares shall be subject to the provisions of the Statutes and of this Constitution with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture and otherwise.

New shares subject to the Statutes and this Constitution

12. (A) The Company may by Ordinary Resolution:

- (a) consolidate and divide all or any of its shares;
- (b) sub-divide its shares, or any of them (subject, nevertheless, to the provisions of the Statutes and this Constitution), 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 shares may, as compared with the others, have any such preferred, deferred or other special rights, or be subject to any such restrictions, as the Company may be empowered to attach to new shares; and
- (c) subject to the provisions of the Statutes, convert its share capital or any class of shares from one currency to another currency

Power to consolidate, sub-divide and redenominate shares

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## APPENDIX D

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|---------|---|----------------------------|
| (B)     | The Company may by Special Resolution, subject to and in accordance with the Statutes, convert one class of shares into another class of shares.  | Power to convert shares    |
| 13. (A) | The Company may reduce its share capital or any undistributable reserve in any manner and with and subject to any incident authorised and consent required by law.  | Power to reduce capital    |
| (B)     | The Company may, subject to and in accordance with the Act, purchase or otherwise acquire its issued shares on such terms and in such manner as the Company may from time to time think fit. If required by the Act, any share which is so purchased or acquired by the Company shall, unless held in treasury in accordance with the Act, be deemed to be cancelled immediately on purchase or acquisition by the Company. 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 hold or 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. Without prejudice to the generality of the foregoing, upon cancellation of any share purchased or otherwise acquired by the Company pursuant to this Constitution, the number of issued shares of the Company shall be diminished by the number of the shares so cancelled, and, where any such cancelled share was purchased or acquired out of the capital of the Company, the amount of share capital of the Company shall be reduced accordingly. | Power to repurchase shares |
| (C)     | The Company shall not exercise any right in respect of treasury shares other than as provided by the Act. Subject thereto, the Company may hold or deal with its treasury shares in the manner authorised by, or prescribed pursuant to, the Act.   | Treasury shares            |

### SHARES

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|-----|--|-------------------------------------|
| 14. | Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or compelled in any way to recognise any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by this Constitution or by law otherwise provided) any other right in respect of any share, except an absolute right to the entirety thereof in the person (other than the Depository or its nominee (as the case may be)) entered in the Register of Members as the registered holder thereof or (as the case may be) the person whose name is entered in the Depository Register in respect of that share. | Absolute owner of shares            |
| 15. | Without prejudice to any special rights previously conferred on the holders of any shares or class of shares for the time being issued, any share in the Company may be issued with such preferred, deferred or other special rights, or subject to such restrictions, whether as regards dividend, return of capital, voting or otherwise, as the Company may from time to time by Ordinary Resolution or, if required by the Statutes, by Special Resolution determine (or, in the absence of any such determination, but subject to the Statutes, as the Directors may determine) and   | Rights and privileges of new shares |

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## APPENDIX D

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subject to the provisions of the Statutes, the Company may issue preference shares which are, or at the option of the Company are, liable to be redeemed.

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|-----|--|---------------------------------------|
| 16. | Subject to the provisions of this Constitution and of the Statutes relating to authority, pre-emption rights and otherwise and of any resolution of the Company in General Meeting passed pursuant thereto, all new shares shall be at the disposal of the Directors and they may allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times and on such terms as they think proper.   | Power of Directors to issue shares    |
| 17. | 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 of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.   | Power to pay commission and brokerage |
| 18. | Subject to the terms and conditions of any application for shares, the Directors shall allot shares applied for within ten Market Days of the closing date (or such other period as may be approved by the Stock Exchange) of any such application. The Directors may, at any time after the allotment of any share but before any person has been entered in the Register of Members as the holder or (as the case may be) before that share is entered against the name of a Depositor in the Depository Register, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Directors may think fit to impose. | Allotment of shares                   |

### SHARE CERTIFICATES

- |     |   |                                       |
|-----|---|---------------------------------------|
| 19. | Every share certificate shall be issued under the Seal and shall specify the number and class of shares to which it relates, whether the shares are fully or partly paid up, and the amount (if any) unpaid thereon and shall bear the autographic or facsimile signatures of one Director and the Secretary or a second Director or some other person appointed by the Directors. The facsimile signatures may be reproduced by mechanical, electronic or other method approved by the Directors. No certificate shall be issued representing shares of more than one class. | Share certificates                    |
| 20. | (A) The Company shall not be bound to register more than three persons as the registered holders of a share except in the case of executors or administrators (or trustees) of the estate of a deceased member.   | Joint holders                         |
|     | (B) In the case of a share registered jointly in the names of several persons, the Company shall not be bound to issue more than one certificate therefor and delivery of a certificate to any one of the registered joint holders shall be sufficient delivery to all.   | Issue of certificate to joint holders |

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**APPENDIX D**

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|-----|--|-------------------------------------|
| 21. | Every person whose name is entered as a member in the Register of Members shall be entitled to receive, within ten Market Days (or such other period as may be approved by the Stock Exchange) of the closing date of any application for shares or, as the case may be, the date of lodgement of a registrable transfer, one certificate for all his shares of any one class or several certificates in reasonable denominations each for a part of the shares so allotted or transferred. Where such a member transfers part only of the shares comprised in a certificate, the old certificate shall be cancelled and a new certificate or certificates for the balance of such shares issued in lieu thereof and such member shall pay a maximum fee of S\$2 for each new certificate or such other fee as the Directors may from time to time determine having regard to any limitation thereof as may be prescribed by the Stock Exchange. | Entitlement to certificate          |
| 22. | (A) Any two or more certificates representing shares of any one class held by any person whose name is entered in the Register of Members may at his request be cancelled and a single new certificate for such shares issued in lieu without charge.  | Consolidation of share certificates |
|     | (B) If any person whose name is entered in the Register of Members shall surrender for cancellation a share certificate representing shares held by him and request the Company to issue in lieu two or more share certificates representing such shares in such proportions as he may specify, the Directors may, if they think fit, comply with such request. Such person shall (unless such fee is waived by the Directors) pay a maximum fee of S\$2 for each share certificate issued in lieu of a share certificate surrendered for cancellation or such other fee as the Directors may from time to time determine having regard to any limitation thereof as may be prescribed by the Stock Exchange.  | Sub-division of share certificates  |
|     | (C) In the case of shares registered jointly in the names of several persons any such request may be made by any one of the registered joint holders.  | Requests by joint holders           |
| 23. | Subject to the provisions of the Statutes, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled, purchaser, member firm or member company of the Stock Exchange or on behalf of its or their client or clients as the Directors of the Company shall require, and (in case of defacement or wearing out) on delivery up of the old certificate and in any case on payment of such sum not exceeding S\$2 as the Directors may from time to time require. In the case of destruction, loss or theft, a shareholder or person entitled to whom such renewed certificate is given shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss.                        | Replacement share certificates      |

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## APPENDIX D

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### CALLS ON SHARES

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|-----|---|-------------------------------------|
| 24. | The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares but subject always to the terms of issue of such shares. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be made payable by instalments.  | Calls on shares                     |
| 25. | Each member shall (subject to receiving at least 14 days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. A call may be revoked or postponed as the Directors may determine.  | Notice of calls                     |
| 26. | If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate (not exceeding ten per cent. per annum) as the Directors may determine but the Directors shall be at liberty in any case or cases to waive payment of such interest wholly or in part.  | Interest on unpaid calls            |
| 27. | Any sum which by the terms of issue of a share becomes payable upon allotment or at any fixed date shall for all the purposes of this Constitution be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable. In case of non-payment all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.  | When calls made and payable         |
| 28. | The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid and the times of payment.   | Power of Directors to differentiate |
| 29. | The Directors may if they think fit receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon the shares held by him and such payment in advance of calls shall extinguish <i>pro tanto</i> the liability upon the shares in respect of which it is made and upon the money so received (until and to the extent that the same would but for such advance become payable) the Company may pay interest at such rate (not exceeding eight per cent. per annum) as the member paying such sum and the Directors may agree. Capital paid on shares in advance of calls shall not, while carrying interest, confer a right to participate in profits. | Payment of calls in advance         |

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## APPENDIX D

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### FORFEITURE AND LIEN

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|-----|---|--|
| 30. | If a member fails to pay in full any call or instalment of a call on the due date for payment thereof, the Directors may at any time thereafter serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued thereon and any expenses incurred by the Company by reason of such non-payment.   | Notice requiring payment of calls                                  |
| 31. | The notice shall name a further day (not being less than 14 days from the date of service of the notice) on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment in accordance therewith the shares on which the call has been made will be liable to be forfeited.   | Notice to state place and time of payment                          |
| 32. | 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 payment of all calls and interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before forfeiture. The Directors may accept a surrender of any share liable to be forfeited hereunder.   | Forfeiture on non-compliance with notice                           |
| 33. | A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender 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 at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may, if necessary, authorise some person to transfer or effect the transfer of a forfeited or surrendered share to any such other person as aforesaid.  | Sale of forfeited shares   |
| 34. | A member whose shares have been forfeited or surrendered shall cease to be a member in respect of the shares but shall notwithstanding the forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares with interest thereon at eight per cent. per annum (or such lower rate as the Directors may determine) from the date of forfeiture or surrender until payment and the Directors may at their absolute discretion enforce payment without any allowance for the value of the shares at that time of forfeiture or surrender or waive payment in whole or in part. | Rights and liabilities of members whose shares have been forfeited |

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**APPENDIX D**

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35. The Company shall have a first and paramount lien on every share (not being a fully paid share) and dividends from time to time declared in respect of such shares. Such lien shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys 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. The Directors may waive any lien which has arisen and may resolve that any share shall for some limited period be exempt wholly or partially from the provisions of this article. Company to have paramount lien
36. The Company may sell in such manner as the Directors think fit any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable nor until the expiration of 14 days after a notice in writing stating and demanding payment of the sum presently payable and giving notice of intention to sell in default shall have been given to the holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy. Sale of shares subject to lien
37. The net proceeds of such sale after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debts or liabilities owed to the Company and any residue shall be paid to the person entitled to the shares at the time of the sale or to his executors, administrators or assigns, or as he may direct. For the purpose of giving effect to any such sale the Directors may authorise some person to transfer or effect the transfer of the shares sold to the purchaser. Application of sale proceeds
38. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together (where the same be required) with the share certificate delivered to a purchaser (or where the purchaser is a Depositor, to the Depository or its nominee (as the case may be)) or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute good title to the share and the share shall be registered in the name of the person to whom the share is sold, re-allotted or disposed of 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, re-allotted or disposed of. Such person shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings relating to the forfeiture, surrender, sale, re-allotment or disposal of the share. Title to forfeited or surrendered shares

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**APPENDIX D**

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**TRANSFER OF SHARES**

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| 39. | All transfers of the legal title in shares may be effected by the registered holders thereof by transfer in writing in the form for the time being approved by the Stock Exchange or in any other form acceptable to the Directors. The instrument of transfer of any share shall be signed by or on behalf of both the transferor and the transferee and be witnessed, Provided always that an instrument of transfer in respect of which the transferee is the Depository or its nominee (as the case may be) shall be effective although not signed or witnessed by or on behalf of the Depository or its nominee (as the case may be). The transferor shall remain the holder of the shares concerned until the name of the transferee is entered in the Register of Members in respect thereof.     | Form and execution of transfer                     |
| 40. | The Register of Members may be closed at such times and for such period as the Directors may from time to time determine, Provided always that such Register shall not be closed for more than 30 days in any calendar year, Provided always that the Company shall give prior notice of such closure as may be required to the Stock Exchange, stating the period and purpose or purposes for which the closure is made.  | Closure of transfer books and Register of Members  |
| 41. | (A) There shall be no restriction on the transfer of fully paid-up shares (except where required by law or the listing rules of, or bye-laws and rules governing, the Stock Exchange) but the Directors may, in their sole discretion, decline to register any transfer of shares upon which the Company has a lien and in the case of shares not fully paid-up may refuse to register a transfer to a transferee of whom they do not approve, Provided always that in the event of the Directors refusing to register a transfer of shares, they shall within ten Market Days beginning with the date on which the application for a 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 Statutes. | Directors' power to decline to register a transfer |
|     | (B) The Directors may in their sole discretion refuse to register any instrument of transfer of shares unless:   | When Directors may refuse to register a transfer   |
|     | (a) such fee not exceeding S\$2 as the Directors may from time to time require, is paid to the Company in respect thereof;   |  |
|     | (b) the amount of proper duty (if any) with which each instrument of transfer is chargeable under any law for the time being in force relating to stamps is paid;  |  |
|     | (c) the instrument of transfer is deposited at the Office or at such other place (if any) as the Directors may appoint accompanied by a certificate of payment of stamp duty (if any), the certificates of the shares to which the transfer relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and, if the instrument of transfer is executed by some other person on his behalf, the authority of the person so to do; and   |  |

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- (d) the instrument of transfer is in respect of only one class of shares.
42. If the Directors refuse to register a transfer of any shares, they shall within ten Market Days after the date on which the transfer was lodged with the Company send to the transferor and the transferee notice of the refusal as required by the Statutes. Notice of refusal to register a transfer
43. All instruments of transfer which are registered may be retained by the Company. Retention of transfers
44. There shall be paid to the Company in respect of the registration of any instrument of transfer or probate or letters of administration or certificate of marriage or death or stop notice or power of attorney or other document relating to or affecting the title to any shares or otherwise for making any entry in the Register of Members affecting the title to any shares such fee not exceeding S\$2 as the Directors may from time to time require or prescribe. Fees for registration of transfer
45. The Company shall be entitled to destroy all instruments of transfer which have been registered at any time after the expiration of six years from the date of registration thereof and all dividend mandates and notifications of change of address at any time after the expiration of six years from the date of recording thereof and all share certificates which have been cancelled at any time after the expiration of six years from the date of the cancellation thereof and it shall conclusively be presumed in favour of the Company that every entry in the Register of Members 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 share 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:
- (a) 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;
- (b) 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
- (c) references herein to the destruction of any document include references to the disposal thereof in any manner.

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### TRANSMISSION OF SHARES

46. (A) In the case of the death of a member whose name is entered in the Register of Members, the survivors or survivor 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 person(s) recognised by the Company as having any title to his interest in the shares. Survivor or legal personal representatives of deceased member
- (B) In the case of the death of a member who is a Depositor, the survivors or survivor where the deceased is a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder and where such executors or administrators are entered in the Depository Register in respect of any shares of the deceased member, shall be the only person(s) recognised by the Company as having any title to his interest in the shares. Survivor or legal personal representatives of deceased Depositor
- (C) Nothing in this article shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share held by him. Estate of deceased holder
47. Any person becoming entitled to the legal title in a share in consequence of the death or bankruptcy of a person whose name is entered in the Register of Members may (subject as hereinafter provided) upon supplying to the Company such evidence as the Directors may reasonably require to show his legal title to the share either be registered himself as holder of the share upon giving to the Company notice in writing of such desire or transfer such share to some other person. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the person whose name is entered in the Register of Members had not occurred and the notice or transfer were a transfer executed by such person. Transmission of shares
48. Save as otherwise provided by or in accordance with this Constitution, a person becoming entitled to a share pursuant to article 46(A) or (B) or article 47 (upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share) shall be entitled to the same dividends and other advantages as those to which he would be entitled if he were the member in respect of the share except that he shall not be entitled in respect thereof (except with the authority of the Directors) to exercise any right conferred by membership in relation to meetings of the Company until he shall have been registered as a member in the Register of Members or his name shall have been entered in the Depository Register in respect of the share. Rights of person on transmission of shares

### STOCK

49. The Company may from time to time by Ordinary Resolution convert any paid-up shares into stock and may from time to time by like resolution reconvert any stock into paid-up shares. Conversion of shares to stock and re-conversion

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50. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same articles as and subject to which the shares from which the stock arose might previously to conversion have been transferred (or as near thereto as circumstances admit) but no stock shall be transferable except in such units as the Directors may from time to time determine. Transfer of stock

51. The holders of stock shall, according to the number of stock units held by them, have the same rights, privileges and advantages as regards dividend, return of capital, voting and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except as regards participation in the profits or assets of the Company) shall be conferred by the number of stock units which would not, if existing in shares, have conferred such privilege or advantage; and no such conversion shall affect or prejudice any preference or other special privileges attached to the shares so converted. Rights of stockholders

### GENERAL MEETINGS

52. Save as otherwise permitted under the Act, an Annual General Meeting shall be held once in every year, at such time (within a period of not more than 15 months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors. All other General Meetings shall be called Extraordinary General Meetings. Annual General Meeting and Extraordinary General Meeting

53. The Directors may whenever they think fit, and shall on requisition in accordance with the Statutes, proceed with proper expedition to convene an Extraordinary General Meeting. Calling Extraordinary General Meeting

### NOTICE OF GENERAL MEETINGS

54. Any General Meeting at which it is proposed to pass a Special Resolution or (save as provided by the Statutes) a resolution of which special notice 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 day on which it is served or deemed to be served and of the day on which the meeting is to be held and shall be given in the manner hereinafter mentioned to all members other than such as are not under the provisions of this Constitution and the Act entitled to receive such notices from the Company; 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: Notice of General Meeting

- (a) in the case of an Annual General Meeting by all the members entitled to attend and vote thereat; and

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- (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 per cent of the total voting rights of all the members having a right to vote at that meeting,

Provided also that 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. So long as the shares in the Company are listed on any Stock Exchange, at least 14 days' notice of any General Meeting shall be given by advertisement in the daily press and in writing to the Stock Exchange.

- 55. (A) Every notice calling a General Meeting shall specify the place and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Contents of notice for General Meeting
- (B) In the case of an Annual General Meeting, the notice shall also specify the meeting as such. Contents of notice for Annual General Meeting
- (C) In the case of any General Meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of such business; and if any resolution is to be proposed as a Special Resolution, the notice shall contain a statement to that effect. Notice of General Meeting for special business and Special Resolutions
- 56. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say: Routine business
  - (a) declaring dividends;
  - (b) receiving and adopting the financial statements, the Directors' statement, the Auditor's report and other documents required to be attached to the financial statements;
  - (c) appointing or re-appointing Directors to fill vacancies arising at the meeting on retirement whether by rotation or otherwise;
  - (d) appointing or re-appointing the Auditor;
  - (e) fixing the remuneration of the Auditor or determining the manner in which such remuneration is to be fixed; and
  - (f) fixing the remuneration of the Directors proposed to be paid in respect of their office as such under article 82 and/or article 83(A).

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57. Any notice of a General Meeting to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution on the Company in respect of such special business.
- Statement regarding effect of special business

**PROCEEDINGS AT GENERAL MEETINGS**

58. The Chairman of the Board of Directors, failing whom the Deputy Chairman, shall preside as chairman at a General Meeting. If there be no such Chairman or Deputy Chairman, or if at any meeting neither be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall choose one of their number (or, if no Director be present or if all the Directors present decline to take the chair, the members present shall choose one of their number) to be chairman of the meeting.
- Chairman of General Meeting
59. No business other than the appointment of a chairman shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Save as herein otherwise provided, the quorum at any General Meeting shall be two or more members present in person or by proxy. Provided always that (i) a proxy representing more than one member shall only count as one member for the purpose of determining the quorum; and (ii) where a member is represented by more than one proxy such proxies shall count as only one member for the purpose of determining the quorum.
- Quorum
60. If within 30 minutes from the time appointed for a General Meeting (or such longer interval as the chairman of the meeting may think fit to allow) 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 (or if that day is a public holiday then to the next business day following that public holiday) at the same time and place or such other day, time or place as the Directors may by not less than ten days' notice appoint. At the adjourned meeting any one or more members present in person or by proxy shall be a quorum.
- If quorum not present, adjournment or dissolution of meeting
61. The chairman of any General Meeting at which a quorum is present may with the consent of the meeting (and shall if so directed by the meeting) adjourn the meeting from time to time (or *sine die*) and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. Where a meeting is adjourned *sine die*, the time and place for the adjourned meeting shall be fixed by the Directors. When a meeting is adjourned for 30 days or more or *sine die*, not less than seven days' notice of the adjourned meeting shall be given in like manner as in the case of the original meeting.
- Business at adjourned meeting
62. Save as hereinbefore expressly provided, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- Notice of adjournment not required

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63. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a Special Resolution, no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon. Amendment of resolutions
64. (A) If required by the listing rules of the Stock Exchange, all resolutions at General Meetings shall be voted by poll (unless such requirement is waived by the Stock Exchange). Mandatory polling
- (B) Subject to article 64(A), 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 (before or on the declaration of the result of the show of hands) demanded by: Method of voting where mandatory polling not required
- (a) the chairman of the meeting; or
  - (b) not less than two members present in person or by proxy and entitled to vote at the meeting; or
  - (c) a member present in person or by proxy and representing not less than five per cent. of the total voting rights of all the members having the right to vote at the meeting; or
  - (d) a member present in person or by proxy and holding shares conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than five per cent. of the total sum paid up on all the shares conferring that right.
- A demand for a poll made pursuant to this article 64(B) may be withdrawn only with the approval of the chairman of the meeting, and any such demand shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded. Unless a poll is demanded, a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded for or against such resolution.
65. Where a poll is taken, it shall be taken in such manner (including the use of ballot or voting papers) as the chairman of the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken. The chairman of the meeting may (and, if required by the listing rules of the Stock Exchange or if so directed by the meeting, shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll. Taking a poll

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66. A poll on the choice of a chairman or on a question of adjournment shall be taken immediately. A poll on any other question shall be taken either immediately or at such subsequent time (not being more than 30 days from the date of the meeting) and place as the chairman may direct. No notice need be given of a poll not taken immediately. Timing for taking a poll

67. In the case of an equality of votes, whether on a poll or on a show of hands, the chairman of the meeting at which the poll or show of hands takes place shall be entitled to a casting vote. Casting vote of chairman

### VOTES OF MEMBERS

68. Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company and to article 13(C), each member entitled to vote may vote in person or by proxy. Every member who is present in person or by proxy shall: How members may vote

(a) on a poll, have one vote for every share which he holds or represents; and

(b) on a show of hands, have one vote, Provided always that:

(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 that member or, failing such determination, by the chairman of the meeting (or by a person authorised by him) 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.

For the purpose of determining the number of votes which a member, being a Depositor, or his proxy may cast at any General Meeting on a poll, the reference to shares held or represented shall, in relation to shares of that Depositor, be the number of shares entered against his name in the Depository Register as at 72 hours before the time of the relevant General Meeting as certified by the Depository to the Company.

69. In the case of joint holders of a share 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 holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members or (as the case may be) the Depository Register in respect of the share. Voting rights of joint holders

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| 70. | Where in Singapore or elsewhere a receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any member on the ground (however formulated) of mental disorder, the Directors may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Directors may require, permit such receiver or other person on behalf of such member to vote in person or by proxy at any General Meeting or to exercise any other right conferred by membership in relation to meetings of the Company.  | Voting by receivers                                  |
| 71. | No member shall, unless the Directors otherwise determine, be entitled in respect of shares held by him to vote at a General Meeting either personally or by proxy or to exercise any other right conferred by membership in relation to meetings of the Company if any call or other sum presently payable by him to the Company in respect of such shares remains unpaid.  | Entitlement of members to vote                       |
| 72. | No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairman of the meeting whose decision shall be final and conclusive.  | When objection to admissibility of votes may be made |
| 73. | On a poll, votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.  | Vote on a poll                                       |
| 74. | (A) Save as otherwise provided in the Act:<br><br>(a) a member who is not a relevant intermediary may appoint not more than two proxies to attend, speak and vote at the same General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy; and<br><br>(b) a member who is a relevant intermediary may appoint more than two proxies to attend, speak and vote at the same General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy. | Appointment of proxies                               |
|     | (B) In any case where a member is a Depositor, the Company shall be entitled and bound:<br><br>(a) to reject any instrument of proxy lodged by that Depositor if he is not shown to have any shares entered against his name in the Depository Register as at 72 hours before the time of the relevant General Meeting as certified by the Depository to the Company; and  | Shares entered in Depository Register                |

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- (b) to accept as the maximum number of votes which in aggregate the proxy or proxies appointed by that Depositor is or are able to cast on a poll a number which is the number of shares entered against the name of that Depositor in the Depository Register as at 72 hours before the time of the relevant General Meeting as certified by the Depository to the Company, whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Depositor.
  
- (C) The Company shall be entitled and bound, in determining rights to vote and other matters in respect of a completed instrument of proxy submitted to it, to have regard to the instructions (if any) given by and the notes (if any) set out in the instrument of proxy. Notes and instructions
  
- (D) A proxy need not be a member of the Company. Proxy need not be a member
  
- 75. (A) An instrument appointing a proxy shall be in writing in any usual or common form or in any other form which the Directors may approve and: Execution of proxies
  - (a) in the case of an individual, shall be:
    - (i) signed by the appointor or his attorney if the instrument is delivered personally or sent by post; or
    - (ii) authorised by that individual through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication; and
  
  - (b) in the case of a corporation, shall be:
    - (i) either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation if the instrument is delivered personally or sent by post; or
    - (ii) authorised by that corporation through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication.

The Directors may, for the purposes of articles 75(A)(a)(ii) and 75(A)(b)(ii), designate procedures for authenticating any such instrument, and any such instrument not so authenticated by use of such procedures shall be deemed not to have been received by the Company.

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- (B) The signature on, or authorisation of, such instrument need not be witnessed. Where an instrument appointing a proxy is signed or authorised on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy pursuant to article 76(A), failing which the instrument may be treated as invalid. Witness and authority
- (C) The Directors may, in their absolute discretion:
- (a) approve the method and manner for an instrument appointing a proxy to be authorised; and
  - (b) designate the procedure for authenticating an instrument appointing a proxy,
- as contemplated in articles 75(A)(a)(ii) and 75(A)(b)(ii) for application to such members or class of members as they may determine. Where the Directors do not so approve and designate in relation to a member (whether of a class or otherwise), article 75(A)(a)(i) and/or (as the case may be) article 75(A)(b)(i) shall apply.
76. (A) An instrument appointing a proxy: Deposit of proxies
- (a) if sent personally or by post, must be left at such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified, at the Office); or
  - (b) if submitted by electronic communication, must be received through such means as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting,
- and in either case, not less than 72 hours before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, and in default shall not be treated as valid. The instrument shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates; Provided always that an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered in accordance with this article 76 for the purposes of any meeting shall not be required again to be delivered for the purposes of any subsequent meeting to which it relates.

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| (B) | The Directors may, in their absolute discretion, and in relation to such members or class of members as they may determine, specify the means through which instruments appointing a proxy may be submitted by electronic communications, as contemplated in article 76(A)(b). Where the Directors do not so specify in relation to a member (whether of a class or otherwise), article 76(A)(a) shall apply.  | Directors may specify means for electronic communications |
| 77. | An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll, to move any resolution or amendment thereto and to speak at the meeting.  | Rights of proxies   |
| 78. | A vote cast by proxy shall not be invalidated by the previous death or mental disorder of the principal or by the revocation of the appointment of the proxy or of the authority under which the appointment was made, Provided always that no intimation in writing of such death, mental disorder or revocation shall have been received by the Company at the Office at least one hour before the commencement of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast. | Intervening death or mental disorder                      |

**CORPORATIONS ACTING BY REPRESENTATIVES**

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| 79. | 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. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the 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. | Corporations acting by representatives |
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**DIRECTORS**

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| 80. | The number of Directors of the Company shall not be less than two. All Directors of the Company shall be natural persons.   | Number of Directors                  |
| 81. | A Director shall not be required to hold any shares of the Company by way of qualification. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings. | No share qualification for Directors |

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| 82. | The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Company, 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 General Meeting and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. | Remuneration of Directors                                    |
| 83. | (A) Any Director who holds any executive office, or who serves on any committee of the Directors, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration as the Directors may determine. Such extra remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by a lump sum or by way of salary, or, except in the case of a non-executive Director, by a percentage of profits, or by any or all of those modes.   | Extra remuneration for work outside scope of ordinary duties |
|     | (B) The remuneration (including any remuneration under article 83(A) above) in the case of non-executive Directors shall be payable by a fixed sum, and shall not at any time be by a commission on or a percentage of the profits or turnover. Salaries payable to Executive Directors may not include a commission on or a percentage of turnover.   | Payment of remuneration                                      |
| 84. | The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company.  | Reimbursement of expenses                                    |
| 85. | (A) Subject to the provisions of the Act, the Directors may pay a pension or allowance (either revocable or irrevocable and either subject or not subject to any terms and conditions) to any Executive Director (as hereinafter defined) on or at any time after his retirement from his office or employment under the Company or under any associated company or on or after his death to his widow or other dependants.  | Pensions   |
|     | (B) The Directors shall have power and shall be deemed always to have had power to establish and maintain and to concur with associated companies in establishing and maintaining any schemes or funds for providing pensions, superannuation benefits, sickness or compassionate allowance, life assurances or other benefits for staff (including any Director for the time being holding any executive office or any office of profit in the Company) or employees of the Company or any such associated company and for the widows or other dependants of such persons and to make contributions out of the Company's money for any such schemes or funds.   | Benefits for staff   |

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| (C)     | The expression “associated company” for the purposes of articles 85(A) and 85(B) shall include any corporation which is deemed to be a subsidiary of the Company in terms of the Act or which in the opinion of the Directors can properly be otherwise regarded as being connected with the Company.   | Definition of associated company                         |
| (D)     | In articles 85(A) and 85(B), the expression “Executive Director” shall mean any Director, including a Chief Executive Officer (or holder of other executive office), who has been or is engaged substantially whole-time in the business of the Company or of any associated company or partly in one and partly in another.  | Definition of Executive Director                         |
| 86.     | A Director may be party to or in any way interested in any contract or arrangement or transaction to which the Company is a party or in which the Company is in any way interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any other company in which the Company is in any way interested and he (or any firm of which he is a member) may act in a professional capacity for the Company or any such other company and be remunerated therefor and in any such case as aforesaid (save as otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him thereunder or in consequence thereof. | Directors may contract with Company                      |
| 87. (A) | The Directors may from time to time appoint one or more of their body to be the holder of any office (including, where considered appropriate, any executive office or the office of the Chairman or Deputy Chairman) on such terms and for such period as they may (subject to the provisions of the Statutes) determine and, without prejudice to the terms of any contract entered into in any particular case, may at any time revoke any such appointment.   | Directors may hold offices                               |
| (B)     | The appointment of any Director to the office of Chairman or Deputy Chairman shall automatically determine if he ceases to be a Director but without prejudice to any claim for damages for breach of any contract of service between him and the Company.  | Cessation of directorship of Chairman or Deputy Chairman |
| (C)     | The appointment of any Director to any other executive office shall not automatically determine if he ceases from any cause to be a Director, unless the contract or resolution under which he holds office shall expressly state otherwise, in which event such determination shall be without prejudice to any claim for damages for breach of any contract of service between him and the Company.   | Cessation of directorship of Executive Director          |
| 88.     | The Directors may entrust to and confer upon any Directors holding any executive office 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, withdraw, alter or vary all or any of such powers.  | Power of Executive Directors                             |

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### CHIEF EXECUTIVE OFFICERS

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| 89. | The Directors may from time to time appoint one or more of their body to be Chief Executive Officer or Chief Executive Officers (or other equivalent position) of the Company and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places. Where an appointment is for a fixed term such term shall not exceed five years.   | Appointment of Chief Executive Officer                         |
| 90. | A Chief Executive Officer (or person holding an equivalent position) who is a Director shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to retirement by rotation, resignation and removal as the other Directors of the Company.  | Retirement, removal and resignation of Chief Executive Officer |
| 91. | The remuneration of a Chief Executive Officer (or person holding an equivalent position) shall from time to time be fixed by the Directors and may subject to this Constitution be by way of salary or commission or participation in profits or by any or all these modes but he shall not under any circumstances be remunerated by a commission on or a percentage of turnover.   | Remuneration of the Chief Executive Officer                    |
| 92. | A Chief Executive Officer (or person holding an equivalent position) shall at all times be subject to the control of the Directors but subject thereto the Directors may from time to time entrust to and confer upon a Chief Executive Officer (or person holding an equivalent position) for the time being such of the powers exercisable under this Constitution by the Directors as they may think fit and may confer such powers for such time and to be exercised on such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers. | Powers of the Chief Executive Officer                          |

### APPOINTMENT AND RETIREMENT OF DIRECTORS

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| 93. | The office of a Director shall be vacated in any of the following events, namely:<br><br>(a) if he shall become prohibited by law from acting as a Director; or<br><br>(b) if he shall become disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds; or<br><br>(c) if (not being a Director holding any executive office for a fixed term) he shall resign by writing under his hand left at the Office or if he shall in writing offer to resign and the Directors shall resolve to accept such offer; or | When office of Director to be vacated |
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- (d) if he shall have a bankruptcy order made against him or if he shall make any arrangement or composition with his creditors generally; or
  - (e) if he becomes mentally disordered and incapable of managing himself or his affairs or if in Singapore or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs; or
  - (f) if he is removed by the Company in General Meeting pursuant to this Constitution.
94. At each Annual General Meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third), selected in accordance with article 95, shall retire from office by rotation (in addition to any Director retiring pursuant to article 100). Retirement of Directors by rotation
95. The Directors to retire in every year shall be those subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election. Selection of Directors to retire
96. The Company at the meeting at which a Director retires under any provision of this Constitution may by Ordinary Resolution fill the office being vacated by electing thereto the retiring Director or some other person eligible for appointment. In default the retiring Director shall be deemed to have been re-elected except in any of the following cases: Filling vacated office
- (a) where at such meeting it is expressly resolved not to fill such office or a resolution for the re-election of such Director is put to the meeting and lost; or
  - (b) where such Director is disqualified under the Act from holding office as a Director or has given notice in writing to the Company that he is unwilling to be re-elected; or
  - (c) where such Director is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds; or
  - (d) where the default is due to the moving of a resolution in contravention of the next following article.

The retirement shall not have effect until the conclusion of the meeting except where a resolution is passed to elect some other person in the place of the retiring Director or a resolution for his

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re-election is put to the meeting and lost and accordingly a retiring Director who is re-elected or deemed to have been re-elected will continue in office without a break.

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| 97.  | A resolution for the appointment of two or more persons as Directors by a single resolution shall not be moved at any General Meeting unless a resolution that it shall be so moved has first been agreed to by the meeting without any vote being given against it; and any resolution moved in contravention of this provision shall be void.   | Resolution for appointment of Directors                                    |
| 98.  | No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for appointment as a Director at any General Meeting unless not less than 11 nor more than 42 clear days (exclusive of the date on which the notice is given) before the date appointed for the meeting there shall have been lodged at the Office notice in writing signed by some member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election or notice in writing signed by the person to be proposed giving his consent to the nomination and signifying his candidature for the office, Provided always that in the case of a person recommended by the Directors for election not less than nine clear days' notice shall be necessary and notice of each and every such person shall be served on the members at least seven days prior to the meeting at which the election is to take place. | Notice of intention to appoint Director                                    |
| 99.  | The Company may in accordance with and subject to the provisions of the Statutes by Ordinary Resolution of which special notice has been given remove any Director from office (notwithstanding any provision of this Constitution or of any agreement between the Company and such Director, but without prejudice to any claim he may have for damages for breach of any such agreement) and appoint another person in place of a Director so removed from office and any person so appointed shall be treated for the purpose of determining the time at which he or any other Director is to retire by rotation as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy arising upon the removal of a Director from office may be filled as a casual vacancy.  | Removal of Directors   |
| 100. | The Company may by Ordinary Resolution appoint any person to be a Director either to fill a casual vacancy or as an additional Director. Without prejudice thereto the Directors shall have power at any time so to do, but any person so appointed by the Directors shall hold office only until the next Annual General Meeting. He shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.   | Directors' power to fill casual vacancies and appoint additional Directors |

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### ALTERNATE DIRECTORS

101. (A) Any Director may at any time by writing under his hand and deposited at the Office or delivered at a meeting of the Directors appoint any person (other than another Director) to be his Alternate Director. Such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved. A person shall not act as Alternate Director to more than one Director at the same time. Appointment of Alternate Directors
- (B) All removals of Alternate Directors shall be by writing under the hand of the Director terminating such appointment and come into effect when deposited at the Office or delivered at a meeting of the Directors. Removal of Alternate Directors to be in writing
- (C) The appointment of an Alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if the Director concerned (below called "his principal") ceases to be a Director. Determination of appointment of Alternate Directors
- (D) An Alternate Director shall (except when absent from Singapore) be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which his principal is not personally present and generally at such meeting to perform all functions of his principal as a Director and for the purposes of the proceedings at such meeting the provisions of this Constitution shall apply as if he (instead of his principal) were a Director. If his principal is for the time being absent from Singapore or temporarily unable to act through ill health or disability, his signature to any resolution in writing of the Directors shall be as effective as the signature of his principal. To such extent as the Directors may from time to time determine in relation to any committee of the Directors, the foregoing provisions of this paragraph shall also apply *mutatis mutandis* to any meeting of any such committee of which his principal is a member. An Alternate Director shall not (save as expressly set out in this Constitution) have power to act as a Director nor shall he be deemed to be a Director for the purposes of this Constitution. Powers of Alternate Directors
- (E) An Alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent *mutatis mutandis* as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as Alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his principal as such principal may by notice in writing to the Company from time to time direct. Alternate Directors may contract with Company

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### MEETINGS AND PROCEEDINGS OF DIRECTORS

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| 102. | (A) | Subject to the provisions of this Constitution the Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. At any time any Director may, and the Secretary on the requisition of a Director shall, summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from Singapore. Any Director may waive notice of any meeting and any such waiver may be retroactive.  | Meetings of Directors  |
|      | (B) | Directors may participate in a meeting of the Directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, 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. The Directors participating in any such meeting shall be counted in the quorum for such meeting and subject to there being a requisite quorum in accordance with article 103, all resolutions agreed by the Directors in such meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Directors duly convened and held. A meeting conducted by means of a conference telephone or similar communications equipment as aforesaid is deemed to be held at the Office or such other place agreed upon by the Directors attending the meeting, Provided always that at least one of the Directors present at the meeting was at that place for the duration of the meeting. | Participation by telephone or video conference                       |
| 103. |     | The quorum necessary for the transaction of the business of the Directors may be fixed from time to time by the Directors and unless so fixed at any other number shall be two. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.  | Quorum   |
| 104. |     | Questions arising at any meeting of the Directors shall be determined by a majority of votes. In case of an equality of votes (except where only two Directors are present and form the quorum or when only two Directors are competent to vote on the question in issue) the chairman of the meeting shall have a second or casting vote.  | Votes  |
| 105. |     | A Director shall not vote in respect of any contract or arrangement or any other proposal whatsoever in which he has any personal material interest, directly or indirectly. A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting.  | Directors not to vote on transactions in which they have an interest |
| 106. |     | The continuing Directors may act notwithstanding any vacancies, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with this Constitution the continuing Directors or Director may act for the purpose of filling up such vacancies or of summoning General Meetings, but not for any other purpose (except in an emergency). If there be  | Proceedings in case of vacancies                                     |

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- no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.
107. (A) The Directors may elect from their number a Chairman and a Deputy Chairman (or two or more Deputy Chairmen) and determine the period for which each is to hold office. If no Chairman or Deputy Chairman shall have been appointed or if at any meeting of the Directors no Chairman or Deputy Chairman shall be present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be chairman of the meeting. Chairman and Deputy Chairman
- (B) If at any time there is more than one Deputy Chairman the right in the absence of the Chairman to preside at a meeting of the Directors or of the Company shall be determined as between the Deputy Chairmen present (if more than one) by seniority in length of appointment or otherwise as resolved by the Directors. Absence of Chairman
108. A resolution in writing signed by a majority of Directors shall be as effective as a resolution duly passed at a meeting of the Directors and may consist of several documents in the like form, each signed by one or more Directors. The expressions "in writing" and "signed" include approval by any such Director by telefax or any form of electronic communication approved by the Directors for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors. Resolutions in writing
109. The Directors may delegate any of their powers or discretion to committees consisting of one or more members of their body and (if thought fit) one or more other persons co-opted as hereinafter provided. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee. Power to appoint committees
110. The meetings and proceedings of any such committee consisting of two or more members shall be governed *mutatis mutandis* by the provisions of this Constitution regulating the meetings and proceedings of the Directors, so far as the same are not superseded by any regulations made by the Directors under the last preceding article. Proceedings at committee meetings
111. All acts done by any meeting of Directors, or of any such committee, or by any person acting as a Director or as a member of any such committee, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was defect in the appointment of any of the persons acting as aforesaid, or that any such persons were disqualified or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of the committee and had been entitled to vote. Validity of acts of Directors in committees in spite of some formal defect

**BORROWING POWERS**

112. Subject as hereinafter provided and to the provisions of the Statutes, the Directors may exercise all the powers of the Company to borrow money, to mortgage or charge its undertaking, property and uncalled capital and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
- Directors' borrowing powers

**GENERAL POWERS OF DIRECTORS**

113. The business and affairs of the Company shall be managed by, or under the direction or supervision of, the Directors. The Directors may exercise all such powers of the Company as are not by the Statutes or by this Constitution required to be exercised by the Company in General Meeting. The Directors shall not carry into effect any proposals for selling or disposing of the whole or substantially the whole of the Company's undertaking unless such proposals have been approved by the Company in General Meeting. The general powers given by this article shall not be limited or restricted by any special authority or power given to the Directors by any other article.
- General powers of Directors to manage Company's business
114. The Directors may establish any local boards or agencies for managing any of the affairs of the Company, either in Singapore or elsewhere, and may appoint any persons to be members of such local boards, or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any local boards, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.
- Directors may establish local boards or agencies
115. The Directors may from time to time and at any time by power of attorney or otherwise appoint any company, firm or person or any fluctuating 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 sub-delegate all or any of the powers, authorities and discretions vested in him.
- Directors may appoint attorneys

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116. The Company or the Directors on behalf of the Company may in exercise of the powers in that behalf conferred by the Statutes cause to be kept a Branch Register or Register of Members and the Directors may (subject to the provisions of the Statutes) make and vary such regulations as they may think fit in respect of the keeping of any such Register. Registers

117. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine. Cheques, etc.

**SECRETARY**

118. The Secretary shall be appointed by the Directors on such terms and for such period as they may think fit. Any Secretary so appointed may at any time be removed from office by the Directors, but without prejudice to any claim for damages for breach of any contract of service between him and the Company. If thought fit two or more persons may be appointed as Secretaries or Joint Secretaries. The Directors may also appoint from time to time on such terms as they may think fit one or more Deputy or Assistant Secretaries. The appointment and duties of the Secretary or Joint Secretaries shall not conflict with the provisions of the Act and in particular Section 171 of the Act. Company Secretary

**THE SEAL**

119. 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. Seal

120. Every instrument to which the Seal shall be affixed shall be signed autographically by one Director and the Secretary or by a second Director or 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 or either of them shall be dispensed with or affixed by some method or system of mechanical signature or other method approved by the Directors. Affixing seal

121. (A) The Company may exercise the powers conferred by the Statutes with regard to having an official seal for use abroad and such powers shall be vested in the Directors. Official seal

(B) The Company may exercise the powers conferred by the Statutes with regard to having a duplicate Seal as referred to in Section 124 of the Act which shall be a facsimile of the Seal with the addition on its face of the words "Share Seal". Share seal

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### AUTHENTICATION OF DOCUMENTS

122. 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 of the Company and any resolutions passed by the Company or the Directors or any committee, and any books, records, documents, accounts 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, accounts 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 for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors.
- Power to authenticate documents

### RESERVES

123. The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable for any purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also, without placing the same to reserve, carry forward any profits. In carrying sums to reserve and in applying the same the Directors shall comply with the provisions (if any) of the Statutes.
- Reserves

### DIVIDENDS

124. The Company may by Ordinary Resolution declare dividends but no such dividend shall exceed the amount recommended by the Directors.
- Declaration of dividends
125. If and so far as in the opinion of the Directors the profits of the Company justify such payments, the Directors may declare and pay the fixed dividends on any class of shares carrying a fixed dividend expressed to be payable on fixed dates on the half-yearly or other dates prescribed for the payment thereof and may also from time to time declare and pay interim dividends on shares of any class of such amounts and on such dates and in respect of such periods as they think fit.
- Interim dividends

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126.	<p>Subject to any rights or restrictions attached to any shares or class of shares and except as otherwise permitted under the Act:</p> <p>(a) all dividends in respect of shares must be paid in proportion to the number of shares held by a member but where shares are partly paid all dividends must be apportioned and paid proportionately to the amounts paid or credited as paid on the partly paid shares; and</p> <p>(b) all dividends must be apportioned and paid proportionately to the amounts so paid or credited as paid during any portion or portions of the period in respect of which the dividend is paid.</p> <p>For the purposes of this article, an amount paid or credited as paid on a share in advance of a call is to be ignored.</p>	Apportionment of dividends
127.	No dividend shall be paid otherwise than out of profits available for distribution under the provisions of the Statutes.	Dividends payable out of profits
128.	No dividend or other moneys payable on or in respect of a share shall bear interest as against the Company.	No interest on dividends
129.	<p>(A) The Directors may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.</p> <p>(B) The Directors may retain the dividends payable upon 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 is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.</p>	<p>Retention of dividends on shares subject to lien</p> <p>Retention of dividends pending transmission</p>
130.	The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the shareholder (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Company.	Waiver of dividends
131.	The payment by the Directors of any unclaimed dividends or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. All dividends and other moneys payable on or in respect of a share that are unclaimed after first becoming payable may be invested or otherwise made use of by the Directors for the benefit of the Company and any dividend or any such moneys unclaimed after a period of six years from the date they are first payable shall be forfeited and shall revert to the Company but the Directors may at any time thereafter at their absolute discretion annul any such forfeiture and pay the moneys so forfeited to the person entitled thereto prior to the forfeiture. If the Depository returns any such dividend or moneys to the Company, the relevant Depositor shall	Unclaimed dividends or other moneys

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not have any right or claim in respect of such dividend or moneys against the Company if a period of six years has elapsed from the date such dividend or other moneys are first payable.

132. The Company may upon the recommendation of the Directors by Ordinary Resolution direct payment of a dividend in whole or in part by the distribution of specific assets (and in particular of paid-up shares or debentures of any other company) and the Directors shall give effect to such resolution. 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, may fix the value for distribution of such specific assets or any part thereof, 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 assets in trustees as may seem expedient to the Directors. Payment of dividend *in specie*
133. (A) 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 shares of a particular class in the capital of the Company, the Directors may further resolve that members entitled to such dividend be entitled to elect to receive an allotment of shares of that class 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: Scrip dividend scheme
- (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 133;
  - (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 any specific case, that such right shall be exercisable in respect of the whole or any part of that portion; and

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(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 the shares of the relevant class in respect whereof the share election has been duly exercised (the “elected shares”) and, in lieu and in satisfaction thereof, shares of the relevant class 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 the provisions of article 138, the Directors shall (i) capitalise and apply out of the amount standing to the credit of any of the Company’s reserve accounts or any amount standing to the credit of the profit and loss account or otherwise available for distribution as the Directors may determine, such sum 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.

- (B) The shares of the relevant class allotted pursuant to the provisions of article 133(A) shall rank *pari passu* in all respects with the shares of that 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. Ranking of shares
- (C) The Directors may, on any occasion when they resolve as provided in article 133(A), determine that 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 article 133 shall be read and construed subject to such determination. Record date
- (D) The Directors may, on any occasion when they resolve as provided in article 133(A), further determine that no allotment of shares or rights of election for shares under article 133(A) 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 entitlement of the members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared. Eligibility

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| (E)  | Notwithstanding the foregoing provisions of this article, if at any time after the Directors' resolution to apply the provisions of article 133(A) 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 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 therefor, cancel the proposed application of article 133(A).   | Disapplication                         |
| (F)  | The Directors may do all acts and things considered necessary or expedient to give effect to the provisions of article 133(A), with full power to make such provisions as they think fit in the case of shares of the relevant class becoming distributable in fractions (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).   | Fractional entitlements                |
| 134. | Any dividend or other moneys payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address appearing in the Register of Members or (as the case may be) the Depository Register of a member or person entitled thereto (or, if two or more persons are registered in the Register of Members or (as the case may be) entered in the Depository Register as joint holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons) or to such person at such address as such member or person or persons may by writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque or warrant by the banker upon whom it is drawn shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby. | Dividends payable by cheque or warrant |
| 135. | Notwithstanding the provisions of article 134 and the provisions of article 137, the payment by the Company to the Depository of any dividend payable to a Depositor shall, to the extent of the payment made to the Depository, discharge the Company from any liability to the Depositor in respect of that payment.  | Payment to Depository good discharge   |
| 136. | If two or more persons are registered in the Register of Members or (as the case may be) the Depository Register as joint holders of any share, or are entitled jointly to a share in consequence of the death or bankruptcy of the holder, any one of them may give effectual receipts for any dividend or other moneys payable or property distributable on or in respect of the share.   | Payment of dividends to joint holders  |

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137. Any resolution declaring a dividend on shares of any class, whether a resolution of the Company in General Meeting or a resolution of the Directors, may specify that the same shall be payable to the persons registered as the holders of such shares in the Register of Members or (as the case may be) the Depository Register at the close of business on a particular date and thereupon the dividend shall be payable to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend of transferors and transferees of any such shares.
- Resolution declaring dividends

**BONUS ISSUES AND CAPITALISATION OF PROFITS AND RESERVES**

138. (A) The Directors may, with the sanction of an Ordinary Resolution of the Company, including any Ordinary Resolution passed pursuant to article 11(B):
- Power to issue free bonus shares and/or to capitalise reserves
- (a) issue bonus shares for which no consideration is payable to the Company to 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 11(B)) 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 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 11(B)) 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 new shares (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, new 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.

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- (B) The Directors may do all acts and things considered necessary or expedient to give effect to any such bonus issue and/or capitalisation under article 138(A), 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 or capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.
- Power of Directors to give effect to bonus issues and capitalisations
139. In addition and without prejudice to the powers provided for by article 138, the Directors shall have power to issue shares for which no consideration is payable and/or 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 new shares, in each case on terms that such shares shall, upon issue:
- Power to issue free shares and/or to capitalise reserves for share-based incentive plans and Directors' remuneration
- (a) be held by or for the benefit of participants of any share incentive or option scheme or plan implemented by the Company and approved by shareholders in General Meeting and on such terms as the Directors shall think fit; or
- (b) be held by or for the benefit of non-executive Directors as part of their remuneration under article 82 and/or article 83(A) approved by shareholders in General Meeting in such manner and on such terms as the Directors shall think fit.
- The Directors may do all such acts and things considered necessary or expedient to give effect to any of the foregoing.

**FINANCIAL STATEMENTS**

140. Accounting records sufficient to show and explain the Company's transactions and otherwise complying with the Statutes shall be kept at the Office, or at such other place as the Directors think fit. No member of the Company or other person shall have any right of inspecting any account or book or document of the Company except as conferred by statute or ordered by a court of competent jurisdiction or authorised by the Directors.
- Accounting records

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141. In accordance with the provisions of the Act, the Directors shall cause to be prepared and to be laid before the Company in General Meeting such financial statements, balance sheets, reports, statements and other documents as may be necessary. The interval between the close of a financial year of the Company and the date of the Company's Annual General Meeting shall not exceed four months (or such other period as may be permitted by the Act).

Presentation of financial statements

142. A copy of the financial statements and, if required, the balance sheet (including every document required by law to be attached thereto), which is duly audited and which is to be laid before the Company in General Meeting accompanied by a copy of the Auditor's report thereon, shall not less than 14 days before the date of 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:

Copies of financial statements

(a) these documents may, subject to the listing rules of the Stock Exchange, be sent less than 14 days before the date of the meeting if all persons entitled to receive notices of meetings from the Company so agree; and

(b) this article 142 shall not require a copy of these documents to be sent to more than one of any joint holders or to any person of 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.

### AUDITOR

143. Subject to the provisions of the Statutes, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment or subsequently became disqualified.

Validity of acts of Auditor

144. An Auditor shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any member is entitled to receive and to be heard at any General Meeting on any part of the business of the meeting which concerns him as Auditor.

Auditor entitled to attend General Meetings

### NOTICES

145. (A) Any notice or document (including a share certificate) may be served on or delivered to any member by the Company either personally or by sending it through the post in a prepaid cover addressed to such member at his registered address appearing in the Register of Members or (as the case may be) the Depository Register, or (if he has no registered address within Singapore) to the address, if any, within Singapore supplied by him to the Company or (as the case may be) supplied by him to

Service of notices

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the Depository as his address for the service of notices, or by delivering it to such address as aforesaid. Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the time when the cover containing the same is posted and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted.

- (B) Without prejudice to the provisions of article 145(A), but subject otherwise to the Act and any regulations made thereunder and (where applicable) the listing rules of the Stock Exchange, relating to electronic communications, any notice or document (including, without limitation, any accounts, balance-sheet, financial statements or report) which is required or permitted to be given, sent or served under the Act or under this Constitution by the Company, or by the Directors, to a member may be given, sent or served using electronic communications:
- Electronic communications

- (a) to the current address of that person; or
- (b) by making it available on a website prescribed by the Company from time to time,

in accordance with the provisions of this Constitution, the Act and/or any other applicable regulations or procedures.

- (C) For the purposes of article 145(B) above, a member shall be deemed to have agreed 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
- Implied consent

- (D) Notwithstanding article 145(C) above, the Directors may, at their discretion, at any time give a member 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 a member shall be deemed to have consented to receive such notice or document by way of electronic communications if he was given such an opportunity and he failed to make an election within the specified time, and he shall not in such an event have a right to receive a physical copy of such notice or document.
- Deemed consent

- (E) Where a notice or document is given, sent or served by electronic communications:
- When notice given by electronic communications deemed served

- (a) to the current address of a person pursuant to article 145(B)(a), it shall be deemed to have been duly given, sent or served at the time of transmission of the electronic communication by the email server or facility operated by the Company or its service provider to the current address of such person (notwithstanding any delayed receipt, non-delivery or "returned mail" reply message or any other error message indicating that the electronic communication was delayed or not successfully sent), unless otherwise provided under the Act and/or any other applicable regulations or procedures; and

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- (b) by making it available on a website pursuant to article 145(B)(b), it shall be deemed to have been duly given, sent or served on the date on which the notice or document is first made available on the website, or unless otherwise provided under the Act and/or any other applicable regulations or procedures.
- (F) Where a notice or document is given, sent or served to a member by making it available on a website pursuant to article 145(B)(b), the Company shall give separate notice to the member of the publication of the notice or document on that website and the manner in which the notice or document may be accessed by any one or more of the following means:
- (a) by sending such separate notice to the member personally or through the post pursuant to article 145(A);
  - (b) by sending such separate notice to the member using electronic communications to his current address pursuant to article 145(B)(a);
  - (c) by way of advertisement in the daily press; and/or
  - (d) by way of announcement on the Stock Exchange.
146. Any notice given to that one of the joint holders of a share whose name stands first in the Register of Members or (as the case may be) the Depository Register in respect of the share shall be sufficient notice to all the joint holders in their capacity as such. For such purpose a joint holder having no registered address in Singapore and not having supplied an address within Singapore for the service of notices shall be disregarded.
147. A person entitled to a share in consequence of the death or bankruptcy of a member upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also to the Company or (as the case may be) the Depository an address within Singapore for the service of notices, shall be entitled to have served upon or delivered to him at such address any notice or document to which the member but for his death or bankruptcy would have been entitled, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid any notice or document delivered or sent by post to or left at the address of any member or given, sent or served to any member using electronic communications in pursuance of this Constitution shall, notwithstanding that such member be then dead or bankrupt or in liquidation, and whether or not the Company shall have notice of his death or bankruptcy or liquidation, be deemed to have been duly served or delivered in respect of any share registered in the name of such member in the Register of Members or, where such member is a Depositor, entered against his name in the Depository Register as sole or first-named joint holder.

Notice to be given of service on website

Service of notices in respect of joint holders

Service of notices after death, bankruptcy, etc.

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| 148. | A member who (having no registered address within Singapore) has not supplied to the Company or (as the case may be) the Depository an address within Singapore for the service of notices shall not be entitled to receive notices or other documents from the Company. | No notice to members with no registered address in Singapore |
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**WINDING UP**

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| 149. | The Directors shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.  | Power to present winding up petition |
| 150. | If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the court) the Liquidator may, with the authority of a Special Resolution, divide among the members <i>in specie</i> or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the members of different classes of members. The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.   | Distribution of assets in specie     |
| 151. | In the event of a winding up of the Company every member of the Company who is not for the time being in the Republic of Singapore shall be bound, within 14 days after the passing of an effective resolution to wind up the Company voluntarily, or within the like period after the making of an order for the winding up of the Company, to serve notice in writing on the Company appointing some householder in the Republic of Singapore upon whom all summonses, notices, processes, orders and judgments in relation to or under the winding up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such member to appoint some such person, and service upon any such appointee shall be deemed to be a good personal service on such member for all purposes, and where the liquidator makes any such appointment he shall, with all convenient speed, give notice thereof to such member by advertisement in any leading daily newspaper in the English language in circulation in Singapore or by a registered letter sent through the post and addressed to such member at his address as appearing in the Register of Members or (as the case may be) the Depository Register, and such notice shall be deemed to be served on the day following that on which the advertisement appears or the letter is posted. | Member outside Singapore             |

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### INDEMNITY

152. Subject to the provisions of and so far as may be permitted by the Statutes, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred or to be incurred by him in the execution and discharge of his duties or in relation thereto. Without prejudice to the generality of the foregoing, no Director, Secretary or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or left or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own negligence, wilful default, breach of duty or breach of trust.
- Indemnity

### SECRECY

153. 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 of the Company to communicate to the public save as may be authorised by law or required by the listing rules of the Stock Exchange.
- Secrecy

### PERSONAL DATA

154. (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:
- Personal data of members
- (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;

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- (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 (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to any General Meeting (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 articles 154(A)(f) and 154(A)(h), 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.

Personal data of proxies and/or representatives