



NSL LTD.

(Incorporated in Singapore)
Company Registration Number 196100107C

Registered Office: 77 Robinson Road #27-00, Robinson 77, Singapore 068896

7 April 2016

To: The Shareholders of NSL LTD.
(**"Shareholders"**)

Dear Sir / Madam

NOTICE OF 56TH ANNUAL GENERAL MEETING

1. INTRODUCTION

We refer to Resolutions 10 and 12 of the Notice of 56th Annual General Meeting of the Company ("**56th AGM**"). Resolution 10 is an Ordinary Resolution ("**Resolution 10**") which will be proposed at the 56th AGM for the renewal of the Company's share purchase mandate (the "**Share Purchase Mandate**"). Resolution 12 is a Special Resolution ("**Resolution 12**") which will be proposed at the 56th AGM for the adoption of the New Constitution (as defined in Paragraph 3.2 below). The purpose of this letter is to provide Shareholders with information relating to Resolutions 10 and 12.

2. THE RENEWAL OF THE SHARE PURCHASE MANDATE

2.1 Background. At the 55th Annual General Meeting of the Company held on 28 April 2015 (the "**55th AGM**"), Shareholders had approved the renewal of the Share Purchase Mandate (the "**2015 Mandate**"). The authority contained in the 2015 Mandate approved at the 55th AGM was expressed to continue in force until the next Annual General Meeting of the Company and, as such, would be expiring on 29 April 2016, being the date of the forthcoming 56th AGM. The authority and limitations of the 2015 Mandate were set out in the Company's letter to Shareholders dated 6 April 2015 and the ordinary resolution relating to the 2015 Mandate in the notice of the 55th AGM, respectively.

Although the Company has not undertaken any purchases or acquisitions of its ordinary shares ("**Shares**") in its issued share capital pursuant to the authority conferred by the 2015 Mandate approved by Shareholders at the 55th AGM, it is proposed nonetheless that such authority be renewed. Accordingly, the proposal for the renewal of the Share Purchase Mandate will be tabled for Shareholders' approval at the 56th AGM as Resolution 10.

2.2 Rationale for the Share Purchase Mandate. The Share Purchase Mandate will give the Company the flexibility to undertake purchases or acquisitions of its Shares at any time, subject to market conditions, during the period that the Share Purchase Mandate is in force. Share purchases or acquisitions allow the Company greater flexibility over its share capital structure with a view to improving, *inter alia*, its return on equity. The Shares which are purchased or acquired may be held as treasury shares which may be used for prescribed purposes such as selling treasury shares for cash, transferring them as consideration for the acquisition of assets or transferring them pursuant to an employees' share scheme. The use of treasury shares in lieu of issuing new Shares would also mitigate the dilution impact on Shareholders.

It should be noted that the purchase or acquisition of Shares pursuant to the Share Purchase Mandate will only be undertaken if it can benefit the Company and Shareholders. No purchase or acquisition of Shares will be made in circumstances which would or might have a material adverse effect on the financial position of the Company and its subsidiaries (collectively, the “**Group**”) and/or affect the listing status of the Company on Singapore Exchange Securities Trading Limited (“**SGX-ST**”).

2.3 Authority and limits of the Share Purchase Mandate. Any purchase or acquisition by the Company of its Shares has to be made in accordance with, and in the manner prescribed by, the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”), the Listing Manual of SGX-ST (“**Listing Manual**”) and such other laws and regulations as may, for the time being, be applicable. The authority and limits placed on the Share Purchase Mandate for which renewal is sought are summarised below.

(a) **Maximum number of Shares**

The total number of Shares which may be purchased or acquired by the Company pursuant to the Share Purchase Mandate is limited to that number of issued Shares representing not more than 10% of the issued Shares (excluding treasury shares) as at the date on which the renewal of the Share Purchase Mandate is approved, being the date of the 56th AGM. Under the Companies Act, any Shares which are held as treasury shares shall be disregarded for the purposes of computing the 10% limit.

As at 10 March 2016 (the “**Latest Practicable Date**”), no Shares were held as treasury shares. Purely for illustrative purposes, on the basis of 373,558,237 issued Shares as at the Latest Practicable Date and assuming that (i) no further Shares are issued, and (ii) no Shares are held as treasury shares, not more than 37,355,823 Shares (representing 10% of the issued Shares as at that date) may be purchased or acquired by the Company pursuant to the Share Purchase Mandate.

However, as stated in Paragraph 2.2 above and Paragraph 2.9 below, purchases or acquisitions pursuant to the Share Purchase Mandate need not be carried out to the full extent mandated, and, in any case, would not be carried out to such an extent that would result in the Company being delisted from the SGX-ST. **Thus, notwithstanding that the Share Purchase Mandate may enable purchases or acquisitions of up to 10% of the issued Shares (excluding treasury shares) to be carried out, it should be noted that in order to maintain the listing status of the Shares on the SGX-ST, the Company must ensure (pursuant to Rule 723 of the Listing Manual) that there is at all times a public float of not less than 10% in the issued Shares.** Accordingly, assuming solely for illustrative purposes that 70,073,784 Shares (or approximately 18.76% of the issued Shares (excluding treasury shares)) are held in public hands as at the Latest Practicable Date, in order to preserve the listing status of the Shares on the SGX-ST by maintaining a public float of not less than 10% in the issued Shares (excluding treasury shares), the Company would not purchase or acquire more than 29,884,658 Shares (or 8% of the issued Shares (excluding treasury shares) as at that date) pursuant to the Share Purchase Mandate. The public float in the issued Shares as at the Latest Practicable Date is disclosed in Paragraph 2.9 below.

(b) **Duration of authority**

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the date of the 56th AGM, at which the renewal of the Share Purchase Mandate is approved, up to:

- (i) the date (being a date after the 56th AGM) on which the next Annual General Meeting of the Company is held or required by law to be held;
- (ii) the date (being a date after the 56th AGM) on which the authority conferred by the Share Purchase Mandate is revoked or varied; or

- (iii) the date (being a date after the 56th AGM) on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated,

whichever is the earliest.

(c) **Manner of purchase or acquisition of Shares**

Purchases or acquisitions of Shares may be made by way of:

- (i) market purchases (“**Market Purchases**”); and/or
- (ii) off-market purchases (“**Off-Market Purchases**”).

Market Purchases refer to purchases or acquisitions of Shares by the Company effected on the SGX-ST or, as the case may be, any other stock exchange for the time being on which the Shares may be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose.

Off-Market Purchases refer to purchases or acquisitions of Shares by the Company made under an equal access scheme or schemes for the purchase or acquisition of Shares from Shareholders. The Directors may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the Listing Manual and the Companies Act as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. Under the Companies Act, an Off-Market Purchase must, however, satisfy all the following conditions:

- (1) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (2) all of those persons shall be given a reasonable opportunity to accept the offers made; and
- (3) the terms of all the offers shall be the same, except that there shall be disregarded:
 - (aa) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements; and
 - (bb) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

Additionally, the Listing Manual provides that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which must contain, *inter alia*:

- (A) the terms and conditions of the offer;
- (B) the period and procedures for acceptances;
- (C) the reasons for the proposed Share purchases;
- (D) the consequences, if any, of Share purchases by the Company that will arise under the Singapore Code on Take-overs and Mergers (the “**Take-over Code**”) or other applicable takeover rules;
- (E) whether the Share purchases, if made, would have any effect on the listing of the Shares on the SGX-ST;

- (F) details of any Share purchases made by the Company in the previous 12 months (whether Market Purchases or Off-Market Purchases), giving 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 the purchases; and
- (G) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

(d) **Purchase price**

The purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) to be paid for a Share will be determined by the Directors. However, the maximum purchase price (the “**Maximum Price**”) to be paid for the Shares as determined by the Directors must not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (ii) 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.

For the above purposes and in this letter:

“**Average Closing Price**” means the average of the closing market prices of a Share over the last five market days on which the Shares were transacted on the SGX-ST or such other stock exchange on which the Shares are listed and quoted, immediately preceding the date of the Market Purchase, or as the case may be, the date of the making of the offer pursuant to an Off-Market Purchase, as deemed to be adjusted for any corporate action that occurs after the relevant five-day period;

“**date of the making of the offer**” means the date on which the Company makes an offer for the purchase or acquisition of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

“**market day**” means a day on which the SGX-ST is open for trading in securities.

2.4 Status of purchased or acquired Shares. Under current law, the Shares purchased or acquired by the Company shall be deemed cancelled immediately on purchase or acquisition, and all rights and privileges attached to those Shares will expire on cancellation, unless such Shares are held by the Company as treasury shares. The total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company which are cancelled and are not held as treasury shares.

2.5 Treasury shares. Under the Companies Act, the 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.

(a) **Maximum holdings**

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

(b) **Voting and other rights**

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights. In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. A subdivision or consolidation of any treasury share is also allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

(c) **Disposal and cancellation**

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

- (i) sell the treasury shares for cash;
- (ii) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for employees, directors or other persons;
- (iii) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the treasury shares; or
- (v) 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 (in each case, the "usage"). Such announcement must include details such as the date of the usage, the purpose of the usage, the number of treasury shares of the usage, the number of treasury shares before and after the usage, the percentage of the number of treasury shares of the usage against the total number of issued shares (of the same class as the treasury shares) which are listed on the SGX-ST before and after the usage, and the value of the treasury shares if the usage is a sale, transfer, or cancellation.

2.6 Source of funds. In purchasing or acquiring Shares pursuant to the Share Purchase Mandate, the Company may only apply funds legally available for such purchase or acquisition in accordance with the Company's Constitution and applicable laws. Under the Companies Act, any payment made by the Company in consideration of the purchase or acquisition of its Shares may be made out of the Company's capital and/or profits. The Company intends to use internal sources of funds, external borrowings, or a combination of internal resources and external borrowings, to finance purchases or acquisitions of its Shares. The Directors do not propose to exercise the Share Purchase Mandate to such extent that it would materially affect the working capital requirements, financial flexibility or investment ability of the Group.

2.7 Financial effects. The financial effects on the Group and the Company arising from purchases or acquisitions of Shares which may be made pursuant to the Share Purchase Mandate will depend on, *inter alia*, whether the Shares are purchased or acquired out of capital and/or profits of the Company, the aggregate number of Shares purchased or acquired, and the consideration paid at the relevant time. The financial effects on the Group and the Company 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) **Purchase or acquisition out of capital and/or profits**

Under the Companies Act, purchases or acquisitions of Shares 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 purchase or acquisition of Shares 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 purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

(b) **Maximum Price paid for Shares acquired or purchased**

Based on 373,558,237 issued Shares (excluding any Shares held as treasury shares) as at the Latest Practicable Date, and a public float of approximately 18.76% in the issued Shares as at that date, the exercise of the Share Purchase Mandate, on the Latest Practicable Date, up to an extent that would not affect adversely the listing status of the Shares on the SGX-ST, might result in the purchase or acquisition by the Company of 29,884,658 Shares representing 8% of such issued Shares (excluding treasury shares) (instead of a purchase or acquisition of 37,355,823 Shares, representing 10% of the issued Shares (excluding treasury shares)). Assuming that the Company purchases or acquires the 29,884,658 Shares at the Maximum Price, the maximum amount of funds required is approximately:

- (i) in the case of Market Purchases of Shares, \$47.1 million based on \$1.575 for each Share (being the price equivalent to 105% of the Average Closing Price of the Shares traded on the SGX-ST for the five consecutive market days immediately preceding the Latest Practicable Date); and
- (ii) in the case of Off-Market Purchases of Shares, \$53.8 million based on \$1.800 for each Share (being the price equivalent to 120% of the Average Closing Price of the Shares traded on the SGX-ST for the five consecutive market days immediately preceding the Latest Practicable Date).

For illustrative purposes only, on the basis of the assumptions set out above as well as the following:

- (1) the Share Purchase Mandate had been effective on 1 January 2015;
- (2) the purchase of Shares took place at the beginning of the financial year on 1 January 2015; and
- (3) the Share purchases were funded by internal resources,

the financial effects on the audited financial statements of the Group and the Company for the financial year ended 31 December 2015 would have been as set out below.

MARKET PURCHASE ⁽¹⁾

As At 31 December 2015	GROUP		COMPANY	
	Before Share Purchase \$'000	After Share Purchase \$'000	Before Share Purchase \$'000	After Share Purchase \$'000
Share Capital	193,839	193,839	193,839	193,839
Treasury Shares	-	(47,068)	-	(47,068)
Fair Value and Revaluation Reserves	2,929	2,929	2,608	2,608
Foreign Currency Translation Reserve	(15,166)	(15,166)	-	-
Revenue Reserve	378,535	378,036	265,107	264,608
Other Reserves	300	300	-	-
Equity Attributable to Equity Holders of the Company	560,437	512,870	461,554	413,987
Non-controlling Interests	11,007	11,007	-	-
Total Equity	571,444	523,877	461,554	413,987
Current Assets	504,326	456,759	263,879	216,312
Current Liabilities	138,183	138,183	17,891	17,891
Borrowings	28,249	28,249	-	-
Cash and Cash Equivalents	334,448	286,881	227,033	179,466
NTA ⁽²⁾	551,131	503,564	461,554	413,987
Net Profit after Tax – continuing operations	27,713	27,214	71,296	70,797
Profit attributable to Equity Holders of the Company – continuing operations	26,715	26,216	71,296	70,797
Number of Shares ('000) ⁽³⁾	373,558	343,674	373,558	343,674
Financial Ratios				
NTA per Share (cents) ⁽³⁾	148	147	124	120
Gearing (%) ⁽⁴⁾ (Net D/E)	NA	NA	NA	NA
Current Ratio (times) ⁽⁵⁾	3.6	3.3	14.7	12.1
EPS (cents) ⁽³⁾ – continuing operations	7.2	7.6	19.1	20.6

OFF-MARKET PURCHASE ⁽¹⁾

As At 31 December 2015	GROUP		COMPANY	
	Before Share Purchase \$'000	After Share Purchase \$'000	Before Share Purchase \$'000	After Share Purchase \$'000
Share Capital	193,839	193,839	193,839	193,839
Treasury Shares	-	(53,792)	-	(53,792)
Fair Value and Revaluation Reserves	2,929	2,929	2,608	2,608
Foreign Currency Translation Reserve	(15,166)	(15,166)	-	-
Revenue Reserve	378,535	377,965	265,107	264,537
Other Reserves	300	300	-	-
Equity Attributable to Equity Holders of the Company	560,437	506,075	461,554	407,192
Non-controlling Interests	11,007	11,007	-	-
Total Equity	571,444	517,082	461,554	407,192
Current Assets	504,326	449,964	263,879	209,517
Current Liabilities	138,183	138,183	17,891	17,891
Borrowings	28,249	28,249	-	-
Cash and Cash Equivalents	334,448	280,086	227,033	172,671
NTA ⁽²⁾	551,131	496,769	461,554	407,192
Net Profit after Tax – continuing operations	27,713	27,143	71,296	70,726
Profit attributable to Equity Holders of the Company – continuing operations	26,715	26,145	71,296	70,726
Number of Shares ('000) ⁽³⁾	373,558	343,674	373,558	343,674
Financial Ratios				
NTA per Share (cents) ⁽³⁾	148	145	124	118
Gearing (%) ⁽⁴⁾ (Net D/E)	NA	NA	NA	NA
Current Ratio (times) ⁽⁵⁾	3.6	3.3	14.7	11.7
EPS (cents) ⁽³⁾ – continuing operations	7.2	7.6	19.1	20.6

Notes to the above tables:

- (1) The disclosed financial effects remain the same irrespective of whether:
 - (a) the purchase of the Shares is effected out of capital or profits; or
 - (b) the purchased Shares are held in treasury or are cancelled.
- (2) NTA equals to Total Equity less Intangible Assets and Non-controlling Interests.
- (3) Exclude 29,884,658 Shares that are held as treasury shares.
- (4) Gearing is defined as Borrowings (net of cash) divided by Equity Attributable to Equity Holders of the Company.
- (5) Current Ratio equals Current Assets divided by Current Liabilities.

SHAREHOLDERS SHOULD NOTE THAT THE FOREGOING FINANCIAL EFFECTS ARE BASED ON THE AUDITED FINANCIAL STATEMENTS OF THE GROUP AND THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015 AND ARE FOR ILLUSTRATION ONLY. THE RESULTS OF THE GROUP AND THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015 MAY NOT BE REPRESENTATIVE OF FUTURE PERFORMANCE.

It should be noted that although the Share Purchase Mandate would authorise the Company to purchase or acquire up to 8% of the issued Shares (being an extent that would not affect adversely the listing status of the Shares on the SGX-ST), the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 8% of the issued Shares. In addition, the Company may cancel or hold in treasury all or part of the Shares purchased or acquired. The Company will take into account both financial and non-financial factors (for example, stock market conditions and the performance of the Shares) in assessing the relative impact of a share purchase before execution.

2.8 Taxation. Shareholders who are in doubt as to their respective tax positions or any tax implications, or who may be subject to tax in a jurisdiction outside Singapore, should consult their own professional advisers.

2.9 Listing status of the Shares. The Listing Manual requires a listed company to ensure that at least 10% of the total number of its issued shares (excluding treasury shares, preference shares and convertible equity securities) in a class that is listed is held by public shareholders at all times. As at the Latest Practicable Date, approximately 18.76% of the issued Shares are held by public shareholders. The Company is of the view that as of that date, the number of Shares held in public hands would permit the Company to potentially undertake purchases of its Shares through Market Purchases pursuant to the Share Purchase Mandate *provided that* the purchases (if carried out) are not made to such an extent as would affect adversely the listing status of the Shares on the SGX-ST. The Company will consider investor interests when maintaining a liquid market in its securities, and will ensure that there is a sufficient float for an orderly market in its securities when purchasing its Shares.

2.10 Listing rules. 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 five 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 five-day period. The Maximum Price for a Share in relation to Market Purchases referred to in Paragraph 2.3 above complies with this requirement. Although the Listing Manual does not prescribe a maximum price in relation to purchases 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.

While the Listing Manual does not expressly prohibit any purchase or acquisition of shares by a listed company during any particular time or times, because the listed company would be regarded as an “insider” in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Purchase Mandate at any time after any matter or development of a price sensitive nature has occurred or has been the subject of consideration and/or a decision of the Board until such price sensitive information has been publicly announced. In particular, in line with the Company’s internal guide on securities dealings, the Company will not purchase or acquire any Shares through Market Purchases during the two weeks immediately preceding, and up to the time of the announcement of, the Company’s results for each of the first three quarters of its financial year and during the one month preceding, and up to the time of announcement of, the Company’s results for the full financial year.

2.11 Reporting requirements. The Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (a) in the case of a market purchase, on the market day following the day of purchase or acquisition of any of its shares, and (b) in the case of an off-market purchase under an equal access scheme, on the second market day after the close of acceptances of the offer. Such announcement (which must be in the form prescribed by the Listing Manual) must include details, inter alia, of the date of the purchase, the total number of shares purchased, the purchase price per share or the highest and lowest prices paid for such shares, as applicable, and the total consideration (including stamp duties and clearing charges) paid or payable for the shares.

2.12 Take-over implications. Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below.

(a) *Obligation to make a take-over offer*

If, as a result of any purchase or acquisition by the Company of its Shares, the proportionate interest in the voting capital of the Company of a Shareholder and persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. Consequently, a Shareholder or a group of Shareholders acting in concert with a Director could obtain or consolidate effective control of the Company and become obliged to make an offer under Rule 14 of the Take-over Code.

(b) *Persons acting in concert*

Under the Take-over Code, persons acting in concert 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 that 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:

- (i) the following companies:
 - (a) a company;
 - (b) the parent company of (a);
 - (c) the subsidiaries of (a);
 - (d) the fellow subsidiaries of (a);
 - (e) the associated companies of any of (a), (b), (c) or (d);
 - (f) companies whose associated companies include any of (a), (b), (c), (d) or (e); and
 - (g) 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
- (ii) 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).

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 of the Take-over Code after a purchase or acquisition of Shares by the Company are set out in Appendix 2 of the Take-over Code.

(c) *Effect of Rule 14 and Appendix 2*

In general terms, the effect of Rule 14 and 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 Company purchasing or acquiring Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or in the event that such Directors and their concert parties hold between 30% and 50% of the Company's voting rights, if the voting rights of such Directors and their concert

parties would increase by more than 1% in any period of six months. In calculating the percentages of voting rights of such Directors and their concert parties, treasury shares shall be excluded.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Purchase Mandate.

The interests of the Directors and substantial Shareholders as at the Latest Practicable Date are disclosed in Paragraph 4 below. As at the Latest Practicable Date, 98 Holdings Pte. Ltd. ("**98 Holdings**") is interested in 303,484,453 Shares, representing approximately 81.24% of the issued Shares. As at that date, Mr Ban Song Long and Mr David Fu Kuo Chen, each a Director, are also directors of 98 Holdings. Neither they nor the other Directors have any shareholding interests (direct or indirect) in 98 Holdings. Under the Take-over Code, unless the contrary is established, the Directors who are also directors of 98 Holdings, would be presumed to be persons acting in concert with 98 Holdings. As 98 Holdings and the Directors presumed to be acting in concert with it collectively already hold more than 50% of the issued Shares, purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate will not result in the Directors (or any of them) and/or 98 Holdings, including persons acting in concert with it and/or them, incurring an obligation to make a mandatory take-over offer under Rule 14 read with Appendix 2 of the Take-over Code.

Save as disclosed above, the Directors are not aware of any facts or factors which suggest or imply that any particular person(s) and/or Shareholder(s) are, or may be regarded as parties acting in concert such that their respective interests in issued voting shares of the Company should or ought to be consolidated, and consequences under the Take-over Code would ensue as a result of a purchase of Shares by the Company pursuant to the Share Purchase Mandate.

SHAREHOLDERS WHO ARE IN DOUBT AS TO THEIR OBLIGATIONS, IF ANY, TO MAKE A MANDATORY TAKE-OVER OFFER UNDER THE TAKE-OVER CODE AS A RESULT OF ANY PURCHASE OR ACQUISITION OF SHARES BY THE COMPANY SHOULD CONSULT THE SECURITIES INDUSTRY COUNCIL AND/OR THEIR PROFESSIONAL ADVISERS AT THE EARLIEST OPPORTUNITY.

3. THE ADOPTION OF THE NEW CONSTITUTION

- 3.1 Companies (Amendment) Act 2014.** 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 aim to reduce regulatory burden on companies, provide for greater business flexibility and improve the corporate governance landscape in Singapore. The key changes include the introduction of a multiple proxies regime to enfranchise indirect investors and CPF investors, provisions to facilitate the electronic transmission of notices and documents, and the merging of the memorandum and articles of association of a company into one document called the "constitution".
- 3.2 New Constitution.** The Company is accordingly proposing to adopt a new constitution (the "**New Constitution**"), which will consist of the memorandum and articles of association of the Company which were in force immediately before 3 January 2016 (the "**Existing Constitution**"), and incorporate amendments to take into account the changes to the Companies Act introduced pursuant to the Amendment Act. At the same time, the existing objects clauses will be replaced with a general provision giving the Company full capacity to carry on or undertake any business or activity, do any act or enter into any transaction. The proposed New Constitution also contains updated provisions which are consistent with the listing rules of the SGX-ST prevailing as at the

Latest Practicable Date, in compliance with Rule 730(2) of the Listing Manual. In addition, the Company is taking this opportunity to include provisions in the New Constitution to address the personal data protection regime in Singapore, and also to streamline and rationalise certain other provisions.

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:

(a) **Companies Act**

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

- (i) **Article 1 (Article 2 of Existing Constitution).** Article 1, which is the interpretation section of the New Constitution, includes the following additional/revised provisions:
 - (a) a revised 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;
 - (b) 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;
 - (c) a revised 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; and
 - (d) 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.
- (ii) **Article 7(2).** Article 7(2) 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.
- (iii) **Article 17 (Article 14 of Existing Constitution).** The requirement to disclose the amount paid on the shares in the share certificate relating to those shares has been removed in article 17, which relates to share certificates. 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 follows the amendments to section 123(2) of the Companies Act pursuant to the Amendment Act.

- (iv) **Article 54 (Article 51 of Existing Constitution).** Article 54, which relates to the Company's power to alter its share capital, has new provisions which:
- (a) 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 redenominations; and
 - (b) 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.
- (v) **Articles 61 and 92 (Articles 58 and 88 of Existing Constitution).** Article 61, which relates to (*inter alia*) the exceptions to special business (in other words, ordinary business) that is transacted at an Annual General Meeting of the Company, has been revised to:
- (a) substitute the references to "accounts" with "financial statements", and references to "reports of the Directors" with "Directors' statement", for consistency with the updated terminology in the Companies Act;
 - (b) clarify that the re-appointment of a retiring Auditor, in addition to the appointment of a new Auditor, will be subject to Shareholder approval as an ordinary business item;
 - (c) clarify that the re-appointment of a retiring Director, in addition to the appointment of a new Director, will be subject to Shareholder approval as an ordinary business item. Consequential changes have also been made in article 92 which relates to determination of directors to retire at each Annual General Meeting; and
 - (d) clarify the types of Directors' remuneration which will be subject to Shareholder approval as ordinary business.
- (vi) **Article 67(2) (Article 64 of Existing Constitution).** Article 67(2), which relates to the method of voting at a general meeting where mandatory polling is not required, has been revised to reduce the threshold for eligibility to demand a poll from 10% to 5% of the total voting rights of the members having the right to vote at the meeting, or of the total sum paid up on all the shares conferring that right. This is in line with section 178 of the Companies Act, as amended pursuant to the Amendment Act.
- (vii) **Articles 74, 78 and 80(1) (Articles 71, 75 and 76(2) of Existing Constitution).** Articles 74, 78 and 80(1), which relate to the voting rights of Shareholders and the appointment and deposit of proxies, have 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 two proxies to attend, speak and vote at general meetings. In particular:
- (a) article 78(1) provides that save as otherwise provided in the Companies Act, a Shareholder 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 Shareholder, and where such Shareholder's form of proxy appoints more than two 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;

- (b) article 78(2) 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 74 and 78(2) 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;
 - (c) article 74 provides that in the case of a Shareholder who is a “relevant intermediary” and who is represented at a general meeting by two 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; and
 - (d) the cut-off time for the deposit of proxies has been extended from 48 to 72 hours before the time appointed for holding the general meeting in article 80(1). This is in line with section 178(1)(c) of the Companies Act, as amended pursuant to the Amendment Act.
- (viii) **Articles 88(1) and 88(3) (Articles 84(1) and 84(3) of Existing Constitution).** Article 88(1), which relates to the declaration of interest in a transaction or proposed transaction with the Company, has been extended to the Chief Executive Officer (or a person holding an equivalent position), and additionally provides that every Director and Chief Executive Officer (or a person holding an equivalent position) may make such declaration by sending a written notice to the Company setting out the nature, character and extent of his interest.
- Article 88(3), which relates to the declaration of conflict of interest, has also been extended to the Chief Executive Officer (or a person holding an equivalent position), and additionally provides that every Director and Chief Executive Officer (or a person holding an equivalent position) may make such declaration by sending a written notice to the Company setting out the fact, and the nature, character and extent of the conflict.
- These changes are in line with section 156 of the Companies Act, as amended pursuant to the Amendment Act.
- (ix) **Article 93 (Article 89 of Existing Constitution).** Article 93, which relates to the filling of the office vacated by a retiring Director in default circumstances except in certain cases, has been revised to remove the event of a Director attaining any applicable retiring age as an exception to a deemed re-election to office. This follows the repeal of section 153 of the Companies Act and removal of the 70-year age limit for directors of public companies and subsidiaries of public companies.
 - (x) **Article 100 (Article 96 of Existing Constitution).** Article 100, which relates to the general powers of the Directors to manage the Company’s business, clarifies that the business and affairs of the Company are to be managed by, or under the direction of or, additionally, under the supervision of, the Directors. This is in line with section 157A of the Companies Act, as amended pursuant to the Amendment Act.
 - (xi) **Articles 128, 131 and 132 (Articles 124, 127 and 128 of Existing Constitution).** Article 132, 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 to send these documents to debenture holders has also been removed in article 132.

The references to the Company's "accounts", "profit and loss account(s)" and Directors' "reports" have also been updated/substituted in articles 128, 131 and 132 with references to "financial statements" and Directors' "statements", as appropriate, for consistency with the updated terminology in the Companies Act.

- (xii) **Article 150 (Article 146 of Existing Constitution).** Article 150, 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 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 150) to facilitate these regimes, while Shareholders who are not supportive of the new regimes may vote against it.

Article 150 provides that:

- (a) 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;

- (b) 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 the new section 387C); and
- (c) notwithstanding sub-paragraph (b) 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 the new section 387C).

Article 150 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. Further, 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 by (1) sending such separate notice to Shareholders personally or by post, and/or (2) sending such separate notice to Shareholders' current addresses (which may be email addresses), and/or (3) by way of advertisement in the daily press, and/or (4) by way of announcement on the SGX-ST.

Under new regulation 89D of the Companies Regulations, notices or documents relating to take-over offers and rights issues are excluded from the application of section 387C and therefore cannot 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.

- (xiii) **Article 156 (Article 152 of Existing Constitution).** Article 156, 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.

(b) **Objects clauses**

The existing objects clauses contained in the Existing Constitution are proposed to be deleted and substituted with a general provision in the New Constitution to the effect that, subject to the provisions of the Companies Act and any other written law and its constitution, the Company has:

- (i) full capacity to carry on or undertake any business or activity, do any act or enter into any transaction; and

- (ii) for these purposes, full rights, powers and privileges.

This is in line with section 23 of the Companies Act, which provides that a company has full capacity to carry on or undertake any business or activity, do any act or enter into any transactions, subject to the law and to the provisions of its constitution.

By deleting the existing objects clauses (which sets out an extensive list of the activities which the Company has capacity or power to engage in) and taking advantage of the flexibility afforded by section 23, the Company will have all the powers of a natural person, with full capacity and ability to carry on or undertake any business or activity, and to enter into any transaction. This will facilitate the Company in adapting to the rapidly changing business environment, and to undertake various business activities and enter into business transactions for the benefit of the Company and its Shareholders. The proposed change will also remove any uncertainty as to whether the Company has the power to act in a particular way or to engage in a particular transaction arising from unduly restrictive provisions in the specific objects clauses. Consequential changes have been made to article 62(2), which relates to persons entitled to receive notices of general meetings, to delete the proviso that the provisions of the Companies Act regarding notices to debenture holders shall be complied with if a general meeting is called for the alteration of the Company's objects.

Notwithstanding the deletion of the existing objects clauses, the Company will still be required to comply with the Companies Act and the Listing Manual in carrying on its business and undertaking business activities. For example, if required by Chapter 10 of the Listing Manual, the Company will have to obtain Shareholders' approval to enter into a transaction for the acquisition or disposal of assets. Also, if required by Rule 104 of the Listing Manual, a change in the principal business of the Company will be subject to the SGX-ST's approval if in the SGX-ST's opinion, the integrity of the market may be adversely affected, or it is in the interests of the public to do so.

(c) ***Listing Manual***

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 have been updated to ensure consistency with the listing rules of the SGX-ST prevailing as at the Latest Practicable Date, in compliance with Rule 730(2) of the Listing Manual:

- (i) ***Article 7(1)***. Article 7(1) is a new provision which provides that the rights attaching to shares of a class other than ordinary shares must be expressed in the constitution. This is in line with paragraph (1)(b) of Appendix 2.2 of the Listing Manual.
- (ii) ***Article 11 (Article 8 of Existing Constitution)***. Article 11, which relates to the rights of preference shareholders and the power to issue further preference capital, clarifies that preference shareholders shall have the right to vote where a meeting is convened for purpose of sanctioning a sale of the undertaking *of the Company*. This is in line with paragraph (1)(d) of Appendix 2.2 of the Listing Manual. Article 11 has also been amended to substitute the reference to dividend on the preference shares being in "arrears" with "arrear", as well as the reference to the Company's power to issue further preference "shares" with "capital" for consistency with the terminology used in paragraphs (1)(c) and (1)(d) of Appendix 2.2 of the Listing Manual.
- (iii) ***Article 16(1) (Article 13(1) of Existing Constitution)***. Article 16(1), which relates to allotment of shares, additionally clarifies that the Directors shall allot shares applied for within 10 market days *of the closing date of any such application*. This is in line with Rule 731 of the Listing Manual.

- (iv) **Article 18 (Article 15 of Existing Constitution).** Article 18, which relates to replacement of share certificates, clarifies that any share certificate (which has been defaced, worn out, destroyed, lost or stolen) may be renewed on (*inter alia*) a letter of indemnity (if required) being given by a member firm or member company of the SGX-ST or, additionally, in the alternative, on behalf of its client (or, additionally, their clients). This is in line with paragraph (1)(g) of Appendix 2.2 of the Listing Manual.
- (v) **Article 36 (Article 33 of Existing Constitution).** Article 36, which relates to the Directors' right to refuse transfer of shares, has been revised to provide that if the Directors refuse to register any transfer of any share, they shall serve on the transferor and transferee a notice in writing and a notice of refusal within ten market days (instead of one month) after the date on which the application for transfer was made. This change is in line with Rule 733 of the Listing Manual.
- (vi) **Article 55(2) (Article 52(2) of Existing Constitution).** Article 55(2), which relates to the offer of new shares, has been revised to clarify that all new shares shall be offered to such persons who as at the date of the offer are entitled to receive notices of general meetings in proportion, as far (instead of nearly) as the circumstances admit, to the number of the existing shares to which they are entitled. This is for consistency with the terminology used in paragraph (1)(f) of Appendix 2.2 of the Listing Manual.
- (vii) **Article 60(1) (Article 57(1) of Existing Constitution).** Article 60(1), which relates to the notice of general meetings, additionally clarifies that a meeting of the Company at which it is proposed to pass a special resolution shall be called by 21 days' notice in writing at the least. This additional clarification is in line with paragraph (7) of Appendix 2.2 of the Listing Manual.
- (viii) **Articles 67, 68, 69 and 70 (Articles 64, 65, 66 and 67 of Existing Constitution).** Article 67, which relates to the method of voting at general meetings, has new 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). Consequential changes have been made to articles 68, 69 and 70. These changes are in line with Rule 730A of the Listing Manual.
- (ix) **Articles 93 and 99 (Articles 89 and 95 of Existing Constitution).** Article 99, which relates to the vacation of office of a Director in certain events, additionally provides that a Director shall cease to hold office if he is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds. Consequential changes have been made to article 93, which relates to the filling of the office vacated by a retiring Director in certain default events, to provide that a retiring Director is deemed to be re-elected in certain default circumstances except, additionally, where he is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds. These changes are in line with paragraph (9)(n) of Appendix 2.2 of the Listing Manual.
- (x) **Article 109 (Article 105 of Existing Constitution).** Article 109, which relates to questions to be decided at meetings of Directors, clarifies that in case of an equality of votes, the Chairman of the meeting shall have a second or casting vote except that the Chairman of the meeting at which only two Directors are present and form a quorum (instead of a meeting at which only a quorum is present) shall not have a second or casting vote. The change is in line with paragraph (9)(m) of Appendix 2.2 of the Listing Manual.
- (xi) **Article 111 (Article 107 of Existing Constitution).** Article 111, which relates to proceedings in case of vacancies of Directors, clarifies that the continuing Directors may act notwithstanding any vacancy in their body but if their number is reduced below the number fixed by the constitution as the necessary quorum of Directors, the continuing Directors or Director may only act for the purpose of increasing the number

of Directors to that number or of summoning a general meeting of the Company, but for no other purpose (*except in an emergency*). This change is in line with paragraph (9)(k) of Appendix 2.2 of the Listing Manual.

(d) **PDPA**

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. The new article 158 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.

(e) **General**

The following articles have been updated, streamlined and rationalised generally:

- (i) **Article 19(1) (Article 16(1) of Existing Constitution).** Article 19(1), which relates to joint holders of shares, has been amended to substitute the reference to “administrations” with “administrators” to correct a typographical error.
- (ii) **Articles 33, 75(2), 81 and 99(e) (Articles 30, 72(2), 77 and 95(d) of Existing Constitution).** These articles have been updated to substitute the references to persons of unsound mind with references to persons who are mentally disordered and incapable of managing themselves or their affairs, following the enactment of the Mental Health (Care and Treatment) Act, Chapter 178A of Singapore, which repealed and replaced the Mental Disorders and Treatment Act.
- (iii) **Article 57 (Article 54 of Existing Constitution).** Article 57, which relates to the time-frame for holding Annual General Meetings, has been revised to make it clear that an Annual General Meeting shall be held once in every year within a period of not more than 15 months after the last preceding Annual General Meeting, but that this is save as otherwise permitted under the Companies Act. This will provide the Company with the flexibility, if the need to do so should arise, to apply for an extension of the 15-month period between Annual General Meetings in accordance with the provisions of the Companies Act, notwithstanding that the period may extend beyond the calendar year.
- (iv) **Articles 79 and 80 (Article 76 of Existing Constitution).** Article 79, which relates to the form of proxy instrument, has new 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 80, which relates to the deposit of instruments appointing proxies, has new 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.

- (v) **Article 98 (Article 94 of Existing Constitution).** Article 98, which relates to the removal of Directors, additionally clarifies that the Company may, in accordance with and subject to the provisions of (*inter alia*) the Companies Act, by ordinary resolution of which special notice has been given remove any Director from office. This is in line with section 152 of the Companies Act.

- (vi) **Article 147(2) (Article 143(2) of Existing Constitution).** Article 147(2), which relates to the Directors' power to issue free shares and/or to capitalise profits and reserves for share-based incentive plans, has been expanded to empower the Directors to do the same for the benefit of non-executive Directors as part of their Directors' remuneration. This will enable the Company, if it so desires, to remunerate its non-executive Directors by way of Directors' fees in the form of shares, or in a combination of cash and shares, using these methods.
- (vii) **Article 155 (Article 151 of Existing Constitution).** Article 155, which relates to the service of notices in the event of a winding up of the Company, has been updated to expand the reference to Shareholders' addresses to include, in addition to those as appearing in the Register of Members, addresses as appearing in the Depository Register, as appropriate.

3.4 Appendices 1 and 2. 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 1 to this letter and the main differences are blacklined. The existing objects clauses in the Existing Constitution which are proposed to be deleted and replaced with a general provision in the New Constitution as described in Paragraph 3.3(b) above are set out in Appendix 2 to this letter. The proposed adoption of the New Constitution is subject to Shareholders' approval.

4. DISCLOSURE OF INTERESTS

4.1 Interests of Directors and substantial Shareholders. The interests of the Directors and substantial Shareholders of the Company in the share capital of the Company can be found on page 20 and page 113 of the Company's Annual Report 2015.

4.2 General. Save as disclosed in Paragraph 2.12(c) and in Paragraph 4.1 above, none of the Directors or (to the knowledge of the Directors) the substantial Shareholders of the Company, has any interest, direct or indirect, in Resolution 10, being the Ordinary Resolution relating to the proposed renewal of the Share Purchase Mandate, to be tabled at the forthcoming 56th AGM.

5. DIRECTORS' RECOMMENDATION

5.1 Renewal of the Share Purchase Mandate. The Directors are of the view, for the reasons set out in Paragraph 2.2 above, that the renewal of the Share Purchase Mandate is in the interests of the Company. They accordingly recommend that Shareholders vote in favour of Resolution 10, being the Ordinary Resolution relating to the proposed renewal of the Share Purchase Mandate, to be tabled at the forthcoming 56th AGM.

5.2 Adoption of the New Constitution. The Directors are of the view that the adoption of the New Constitution is in the interests of the Company. They accordingly recommend that Shareholders vote in favour of Resolution 12, being the Special Resolution relating to the proposed adoption of the New Constitution, to be tabled at the forthcoming 56th AGM.

6. RESPONSIBILITY STATEMENT

- 6.1 Directors' responsibility.** 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 to renew the Share Purchase Mandate and adopt the New Constitution at the 56th AGM, 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 this letter has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this letter in its proper form and context.
- 6.2 Disclaimer.** The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed 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.

7. INSPECTION OF DOCUMENTS

The following documents are available for inspection at the registered office of the Company during normal business hours from the date of this letter up to the date of the 56th AGM:

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

Yours faithfully
for and on behalf of
the Board of Directors of
NSL LTD.



Prof Cham Tao Soon
Chairman

APPENDIX 1

THE PRINCIPAL PROVISIONS IN THE NEW CONSTITUTION WHICH ARE SIGNIFICANTLY DIFFERENT FROM EQUIVALENT PROVISIONS IN THE EXISTING CONSTITUTION

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

21. In ~~these Articles~~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:-

Definitions
Interpretation

“the Act”	means the Companies Act (Cap. 50) or any statutory modification, amendment or re-enactment thereof for the time being in force and any reference to any provision of the Act is to that provision as so modified, amended or re-enacted or contained in any such subsequent Companies Act;
“these Articles <u>this Constitution”</u>	means these Articles <u>this constitution</u> as amended from time to time;
“Directors” or “the Board”	means the Directors for the time being of the Company as a body or a quorum of the Directors present at a meeting of the Directors;
“dividend”	includes bonus;
<u>“in writing”</u>	<u>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;</u>
“market day”	<u>A</u> day on which the SGX-ST is open for trading in securities;

APPENDIX 1

“member”	means a member of the Company, but shall, where the Act requires, exclude the Company where it is a member by reason of its holding of its shares as treasury shares;
“month”	means a calendar month;
“Office”	means the registered office of the Company for the time being;
“paid”	<u>paid or credited as paid</u> ;
“registered address” or “address”	<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> ;
“Seal”	means the common seal of the Company or in appropriate cases the official seal or duplicate common seal;
“Secretary”	means any person appointed to perform the duties of a secretary of the Company;
“SGX-ST”	means the Singapore Exchange Securities Trading Limited including any successor entity or body thereof for the time being;
“Statutes”	means the Act and every other Act being in force concerning companies and affecting the Company;
“\$”	refers to the lawful currency of Singapore;

the expressions “Depositor”, “Depository”, “Depository Agent” and “Depository Register” and “treasury shares” shall have the meanings ascribed to them respectively in the Securities and Futures Act (Cap. 289);

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

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references in ~~these Articles~~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 Articles~~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 Articles~~this Constitution, exclude the Company in relation to shares held by it as treasury shares,

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

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

save as aforesaid, any words or expressions used in the Act and the Interpretation Act (Cap. 1) shall, if not inconsistent with the subject or context, bear the same meaning in ~~these Articles~~this Constitution;

words denoting the singular number only shall include the plural number and vice versa;

words denoting the masculine gender only shall include the feminine and neuter genders;

words denoting persons shall include corporations and other bodies of persons;

any reference in ~~these Articles~~this Constitution to any enactment is a reference to that enactment as for the time being amended or re-enacted;

a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of ~~these Articles~~this Constitution; and

the headnotes and marginal notes in ~~these Articles~~this Constitution are inserted for convenience and reference only and are in no way designed to limit or circumscribe the construction of ~~these Articles~~this Constitution.

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2. Articles 7(1) and 7(2)

7. (1) 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

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

Issue of shares for no consideration

3. Article 11

811. (1) Preference shares may be issued subject to such limitation thereof as may be prescribed by any stock exchange upon which the shares in the Company may be listed. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving notices, reports and balance sheets, and attending general meetings of the Company. 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 proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividend on the preference shares is in ~~arrears~~arrears for more than six months.

Rights of preference shareholders

(2) The Company shall also have power to issue further preference shares capital ranking equally with, or in priority to, preference shares already issued.

Power to issue further preference shares capital

4. Article 16(1)

1316. (1) Subject to the terms and conditions of any application for shares, the Directors shall allot shares applied for within 10 market days of the closing date (or such other period as may be approved by any stock exchange upon which the shares in the Company may be listed) 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 on the final application closing date for an issue of its shares.

Entitlement to certificate
Allotment of shares

5. Article 17

1417. Every certificate of title to shares shall be issued under the Seal in such form as the Directors shall from time to time prescribe, 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 for the purpose and shall specify the number and class of shares to which it relates ~~and, whether the amount~~shares are fully or partly paid up and the amount (if any) unpaid thereon. 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.

Form of share certificate

APPENDIX 1

6. Article 18

~~15~~18. Subject to the provisions of the ~~Act~~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 ~~or~~, member firm or member company of any stock exchange upon which the shares in the Company are listed ~~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 of the old certificate and in any case on payment of such sum not exceeding \$2.00 as the Directors may from time to time require. In the case of the certificate being destroyed, lost or stolen 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 of certificate

7. Article 19(1)

~~16~~19. (1) The Company shall not be bound to register more than three persons as the joint holders of any share, except in the case of executors or ~~(trustees or administrators)~~administrators (or trustees) of the estate of a deceased member;

Joint holders

8. Article 33

~~30~~33. No share shall in any circumstances be transferred to any infant or bankrupt or person of ~~unsound mind~~who is mentally disordered and incapable of managing himself or his affairs.

Infant, bankrupt or person of ~~unsound mind~~who is mentally disordered

9. Article 36

~~33~~36. If the Directors shall refuse to register any transfer of any share they shall within ~~one month~~often market days after the date on which the application for transfer was made (or such other period as may be approved by any stock exchange upon which the shares in the Company may be listed) serve on the transferor and transferee a notice in writing stating the reasons justifying the refusal to transfer and a notice of refusal as required by the ~~Act~~Statutes. Save as provided in ~~these Articles~~this Constitution, there shall be no restriction on the transfer of fully paid-up shares (except where required by law, the listing rules of, or bye-laws or rules governing, any stock exchange upon which the shares in the Company may be listed).

Directors' right to refuse transfer of shares

10. Article 54

~~51~~54. (1) The Company may from time to time by ordinary resolution:-

- (a) consolidate and divide all or any of its shares;

Power to consolidate, subdivide and ~~convert~~redenominate shares

APPENDIX 1

- (b) ~~subdivides~~sub-divide its shares, or any of them (subject nevertheless, to the provisions of the ~~Act~~Statutes and this Constitution) and so that the resolution whereby any share is ~~subdivided~~sub-divided may determine that, as between the holders of the shares resulting from such ~~subdivisions~~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 has power 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.

(e2) ~~The Company may by special resolution, subject to the provisions of these Articles and in accordance with the Act~~Statutes, convert any class of shares into ~~any other~~another class of shares.

Power to convert shares

11. Article 55(2)

5255. (1)

(2) 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 SGX-ST, 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 ~~nearly~~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 in accordance with this ~~Article 52(2)~~article 55(2).

Offer of new shares

12. Article 57

5457. ~~Subject to the provisions of~~Save as otherwise permitted under the Act, an annual general meeting of the Company shall be held once in every year and not more than 15 months after the holding of the last preceding annual general meeting of the Company. All general meetings other than the annual general meetings shall be called extraordinary general meetings.

Annual General Meeting

APPENDIX 1

13. Article 60(1)

~~5760.~~ (1) Subject to the provisions of the Act as to ~~special resolutions~~ special notice and agreement for shorter notice, a meeting of the Company at which it is proposed to pass a special resolution shall be called by 21 days' notice in writing at the least and any other meeting shall be called by 14 days' notice in writing at the least. So long as the shares in the Company are listed on any stock exchange, at least 14 days' notice of such meeting shall be given by advertisement in a daily English newspaper and in writing to any stock exchange upon which the shares in the Company are listed.

Notice of meetings

14. Article 61

~~5861.~~ All business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of (i) declaring a dividend; (ii) ~~the consideration of receiving and adopting the accounts, balance sheets, and financial statements, the report of the Directors' statement, the report of the and auditors auditor, and other documents required to be attached to the financial statements;~~ (iii) ~~the election appointment or re-appointment of Directors in the place of those retiring by rotation or otherwise;~~ (iv) ~~the fixing of the remuneration of the Directors proposed to be paid in respect of their office as such under article 85 and/or article 87(1);~~ and (v) ~~the appointment or re-appointment and fixing of the remuneration of the auditors auditor or determining the manner in which such remuneration is to be fixed.~~

Special Business

15. Article 62(2)

~~5962.~~ (1)

(2) No other person shall be entitled to receive notices of general meetings; ~~provided that if the meeting is called for the alteration of the Company's objects, the provisions of the Act regarding notices to debenture holders shall be complied with.~~

~~Notice given to debenture holders when necessary~~
No other person entitled to receive notice

16. Articles 67, 68, 69 and 70

~~6467.~~ (1) If required by the listing rules of any stock exchange upon which the shares of the Company may be listed, all resolutions at general meetings shall be voted by poll (unless such requirement is waived by such stock exchange).

Mandatory polling

(2) ~~At~~Subject to article 67(1), at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded:-

Method of voting where mandatory polling not required

- (a) by the Chairman;
- (b) by at least two members present in person or by proxy and entitled to vote thereat;
- (c) by any member or members present in person or by proxy 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) ~~by a member or members present in person or by proxy and holding not less than one-tenth of the total number of paid-up shares of the Company (excluding treasury shares) 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 67(2) 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 so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn. If a poll is required, the Chairman of the meeting may (and 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.~~

~~6568. If Where a poll is duly demanded (and the demand is not withdrawn) taken, it shall be taken in such manner (including the use of ballot or voting papers) and either at once or after an interval or adjournment or otherwise as the Chairman directsof 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 demanded, but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. No notice need be given of a poll not taken immediatelytaken. The Chairman of the meeting may (and, if required by the listing rules of any stock exchange upon which the shares of the Company may be listed 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

~~69. 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

~~6670. In the case of an equality of votes, whether on a poll or on a show of hands or on a poll, the 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 second or casting vote.~~

Chairman's casting vote

~~67. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.~~

Other business to proceed

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17. Article 74

~~71~~74. Subject ~~and without prejudice to~~ any rights or restrictions for the time being attached to any class or classes of shares and to ~~Article 53(3)~~article 56(3), at a meeting of members or classes of members each member entitled to vote may vote in person or by proxy. ~~On a show of hands every~~Every member who is present in person or by proxy shall:-

Voting rights of members

- (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 ~~on a poll every member present in person or by proxy shall have one vote for each share he holds or represents.~~
 - (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 ~~48~~72 hours before the time of the relevant general meeting as supplied by the Depository to the Company.

18. Article 75(2)

~~72~~75. (1)

(2) A member of ~~unsound mind~~who is mentally disordered and incapable of managing himself or his affairs or whose person or estate is liable to be dealt with in any way under the law relating to mental disorders may vote whether on a show of hands or on a poll by his committee, *curator bonis* or such other person as properly has the management of his estate and any such committee, *curator bonis* or other person may vote on behalf of such member in person or by proxy, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than ~~48~~72 hours before the time appointed for holding the meeting.

Voting rights of members of unsound mindwho are mentally disordered

APPENDIX 1

19. Article 78

7578. (1) Save as otherwise provided in the Act:-

Appointment of proxies

(a) Aa member who is not a relevant intermediary may appoint not more than two proxies to attend, speak and vote at the same general meeting, provided that: 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

(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.

(a2) if the member is a Depositor, the Company shall be entitled and bound:-

Shares entered in Depository Register

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

(iib) 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 ~~the~~ that Depositor in the Depository Register 48as at 72 hours before the time of the relevant general meeting as supplied 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; and.

(b3) theThe 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

(2) Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy.

Appointment of more than one proxy

(34) A proxy need not be a member of the Company.

Proxy need not be member

(45) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll, to move any resolution or amendment thereto, and to speak at the meeting.

Proxy's right to demand poll

APPENDIX 1

20. Articles 79 and 80

7679. (1) 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:-

Form of proxy
instrument

- (a) in the case of an individual, shall be:-
 - (i) signed by the appointer~~appointor~~ or by 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 the common seal or signed on its behalf by its attorney or by a duly authorised officer on behalf 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 79(1)(a)(ii) and 79(1)(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.

(2) The signature on, or authorisation of, such instrument need not be witnessed. Where an instrument of proxy is signed or authorised on behalf of the appointor by an attorney, the letter or power of attorney evidencing the authority of any such attorney or a duly certified copy thereof must (if not previously registered with the Company) be lodged with the instrument of proxy pursuant to ~~Article 76(2),~~ article 80(1) failing which the instrument may be treated as invalid.

Witness and authority

- (3) 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.

Directors may approve method and manner, and designate procedure for electronic communications

as contemplated in articles 79(1)(a)(ii) and 79(1)(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 79(1)(a)(i) and/or (as the case may be) article 79(1)(b)(i) shall apply.

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80. (21) ~~The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority:-~~

Deposit of instrument appointing a proxy

- (a) ~~if sent personally or by post, shall be deposited at the Office, or at such other place in Singapore as is specified for that purpose in the notice convening the meeting; 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 4872 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting, not less than 4872 hours before the time appointed for the taking of the poll, and in default the instrument of proxy 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 that any instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates.~~

(2) ~~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 80(1)(b). Where the Directors do not so specify in relation to a member (whether of a class or otherwise), article 80(1)(a) shall apply.~~

Directors may specify means for electronic communications

21. Article 81

~~7781.~~ A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or ~~unsoundness of mind~~ mental disorder of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, ~~unsoundness of mind~~ mental disorder, revocation, or transfer as aforesaid had been received by the Company at the Office at least ~~4872~~ hours 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) before the time appointed for the taking of the poll at which the instrument is used.

Intervening death or insanity mental disorder of principal not to revoke proxy

22. Articles 88(1) and 88(3)

~~8488.~~ (1) ~~Every Director and Chief Executive Officer (or person holding an equivalent position) who is in any way whether directly or indirectly interested in a transaction or proposed transaction with the Company shall declare at a meeting of the Directors the nature of his interest at a meeting of the Directors, or send a written notice to the Company setting out the nature, character and extent of his interest, in accordance with the Act.~~

Declaration of Directors' and Chief Executive Officer's interest in transactions

APPENDIX 1

(2)

(3) ~~A~~Every Director and Chief Executive Officer (or person holding an equivalent position) who holds any office or possesses any property whereby, whether directly or indirectly, ~~duties~~any duty or ~~interests~~interest might be created in conflict with ~~his~~their duties or interests as Director or Chief Executive Officer (or person holding an equivalent position), as the case may be, shall declare at a meeting of the Directors the fact and the nature, character and extent of the conflict at a meeting of the Directors of the Company, or send a written notice to the Company setting out the fact and the nature, character and extent of the conflict, in accordance with the Act.

Declaration of Directors' and Chief Executive Officer's conflict of interest

23. Article 92

~~88~~92. The Directors to retire in every year shall be those who have been longest in office since their last ~~election~~re-election or appointment, but 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.

Determination of Directors to retire

24. Article 93

~~89~~93. The Company at the meeting at which a Director so retires may fill the office being vacated by electing thereto the retiring Director or some other person eligible for appointment, and in default the retiring Director shall be deemed to have been re-elected unless:-

Company may fill office of retiring Director

- (a) 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
- (b) 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
- (c) the default is due to the moving of a resolution in contravention of ~~Article 91~~article 95; or
- (d) such Director ~~has attained any retiring age applicable to him as a Director~~is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds.

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 to hold office without a break.

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25. Article 98

~~94~~98. 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 before the expiration of his period of office (notwithstanding any provision of ~~these Articles~~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 may by an ordinary resolution appoint another person in his stead; the person so appointed shall be subject to retirement at the same time 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 so arising may be filled by the Directors as a casual vacancy.

Removal of Directors

26. Article 99

~~95~~99. The office of a Director shall become vacant if the Director:-

Vacation of office of Director

- (a) ceases to be a Director by virtue of the Act; or
- (b) has a bankruptcy order made against him or makes any arrangement or composition with his creditors generally; or
- (c) becomes prohibited by law from continuing to be a Director; or
- (d) becomes disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds; or
- (~~de~~) becomes of unsound mind mentally disordered and incapable of managing himself or his affairs or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorders; or
- (~~ef~~) (not being a Director holding any executive office for a fixed term) resigns his office by notice in writing to the Company left at the Office or if he shall in writing offer to resign and the Directors resolve to accept such offer; or
- (~~fg~~) is removed from office pursuant to a resolution passed by the Company in general meeting.

27. Article 100

~~96~~100. 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 ~~Act~~Statutes or by ~~these Articles~~this Constitution required to be exercised by the Company in general meeting. The general powers given by this ~~Article 96~~article shall not be limited or restricted by any special authority or power given to the Directors by any other ~~Article~~article.

General ~~power~~powers of Directors to manage Company's business

APPENDIX 1

28. Article 109

~~105~~109. Subject to ~~these Article~~this Constitution questions arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes the Chairman of a meeting shall have a second or casting vote except that the Chairman of the meeting at which only ~~a quorum is~~two Directors are present and form a quorum or at which only two Directors are competent to vote on the question in issue shall not have a second or casting vote.

Questions to be decided at meetings

29. Article 111

~~107~~111. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to ~~these Article~~this Constitution as the necessary quorum of Directors, the continuing Directors or Director may only act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose (except in an emergency).

Proceedings in case of vacancies

30. Article 128

~~124~~128. 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 and 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

31. Article 131

~~127~~131. The Directors shall in accordance with the provisions of the Act 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 are required by the Act~~may be necessary. The interval between the close of a financial year of the Company and the date of its annual general meeting shall not exceed four months (or such other period as may be prescribed by the Statutes).

Presentation of accountsfinancial statements

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32. Article 132

~~128~~132. A copy of ~~every~~the financial statements, and if required, the balance sheet (including every document required by law to be ~~annexed~~attached thereto), which is duly audited and which is to be laid before the Company in general meeting together with a copy of the ~~Auditors'~~Auditor's report shall not less than 14 days before the date of the ~~general~~ meeting be delivered or sent by post to every member of ~~and every~~ holder of ~~debentures~~ (if any) of the Company and to every other person who is entitled to receive notices of general meetings from the Company under the provisions of the Act or of ~~these Articles~~this Constitution. Provided that:-

Copies of ~~account~~financial statements

- (a) ~~these documents may, subject to the listing rules of any stock exchange upon which the shares of the Company may be listed, be sent less than 14 days before the date of the general meeting if all persons entitled to receive notices of general meetings from the Company so agree; and~~
- (b) ~~this Article~~article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares ~~or debentures~~ but any member ~~or holder of debentures~~ to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

33. Article 147(2)

~~143~~147. (1)

(2) In addition to and without prejudice to the powers provided for in ~~Article 143(1)~~article 147(1), the Directors shall have power to issue shares for which no consideration is payable ~~and/or~~ to capitalise any undivided profits or other money 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 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 capitalise profits and reserves for employee share-based incentive plans and/or Directors' remuneration

- (a) be held by or for the benefit of participants of any share incentive or option scheme for the time being implemented by the Company and approved by the Company 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 85 and/or article 87(1) approved by the Company in general meeting in such manner and on such terms as the Directors shall think fit.

APPENDIX 1

34. Article 150

~~146~~150.(1) Where a notice or other document is sent by post, service or delivery shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice or document, and to have been effected on the day of its posting.

Service by post

(2) Without prejudice to the provisions of ~~Article 146(1)~~articles 149 and 150(1), but subject otherwise to the Act and any regulations made thereunder and (where applicable) the listing rules of any stock exchange upon which shares in the Company may be listed, 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 ~~these Articles~~this Constitution by the Company, or by the Directors, to a member or an officer 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
- (b) by making it available on a website prescribed by the Company from time to time.

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

(3) For the purposes of article 150(2) 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

(4) Notwithstanding article 150(3) 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

~~(5) Such notice or document shall be deemed to have been duly given, sent or served upon transmission of the electronic communication to the current address of such person or as otherwise provided under the Act and/or any other applicable regulations or procedures.~~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 150(2)(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 150(2)(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.

(6) Where a notice or document is given, sent or served to a member by making it available on a website pursuant to article 150(2)(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:-

Notice to be given of service on website

- (a) by sending such separate notice to the member personally or through the post pursuant to article 149;
- (b) by sending such separate notice to the member using electronic communications to his current address pursuant to article 150(2)(a);
- (c) by way of advertisement in the daily press; and/or
- (d) by way of announcement on the any stock exchange upon which shares in the Company may be listed.

35. Article 155

~~151~~155. 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.

Service of notice after winding up

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36. Article 156

~~152156.~~ Subject to the provisions of and so far as may be permitted by the ~~Act~~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 ~~including any liability by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court.~~ Without prejudice to the generality of the foregoing, no Director, ~~Manager,~~ 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 ~~or~~ 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 ~~whatever/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

37. Article 158

158. (1) 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;
- (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;

APPENDIX 1

- (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;

(2) 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 158(1)(f) and 158(1)(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

APPENDIX 2

THE EXISTING OBJECTS CLAUSES

The existing objects clauses in the Existing Constitution which are proposed to be deleted and replaced with a general provision in the New Constitution are set out below.

3. The objects for which the Company is established are:-

- (1) To carry on the trades or business of iron masters, steel makers, steel converters, colliery proprietors, coke manufacturers, miners, smelters, engineers, tin-plate makers and iron founders, in all their respective branches, search for, get, work, raise, make merchantable, sell and deal in iron, coal ironstone, brick-earth, bricks, and other metals, minerals and substances, and to manufacture and sell patent fuel, carry on business as manufacturers of chemicals and manures, distillers, dye makers, gas makers, metallurgists, and mechanical engineers, and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, whether similar to the above or not, or otherwise calculated directly or indirectly, to enhance the value of any of the Company's property and assets for the time being.
- (2) To carry on the business of general engineers, iron founders, mechanical engineers, and manufacturers of implements and machinery of all kinds and descriptions, tool makers, brass-founders, smelters copper smiths, metal workers, boiler makers, pattern makers, millwrights, machinists, iron and steel converters, smiths, fitters, wood workers, sawmillers, builders, painters, metallurgists, surveyors, electrical engineers, water supply engineers, makers, suppliers and stores of gas and electric light and farmers, printers, carriers and merchants, and to buy, sell manufacture, repair, convert, alter, let on hire and deal in machinery, engines, ships, vessels, boats, barges, plant, iron, steel and metal implements, rolling stock and hardware of all kinds, and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above, whether similar to the above or not, or otherwise calculated, directly or indirectly, to enhance the value of any of the Company's property and assets for the time being.
- (3) To construct, acquire, charter, purchase or hire ships, barges, lighters and boats, wharves and warehouses of all descriptions; to carry on the business of shipowners and barge owners, wharfingers and warehousemen, shipbrokers, insurance brokers, managers of shipping property, freight contractors, carriers by land and sea, lightermen, forwarding agents, ice merchants, refrigerating storekeepers and general traders, and to insure with any other company or person against losses, damages, risks and liabilities of all kinds which may affect this Company and also to carry on this business of marine insurance and marine accident insurance in all its respective branches, and to effect re-insurance and counter insurance.
- (4) To acquire by purchase or otherwise, for the business of the Company, in the State of Singapore or elsewhere, any docks, manufactories, buildings, mills, plant, engines, machinery, patents, patent rights, trade marks, licences, secret processes or other things, and to erect and maintain or reconstruct and adapt buildings, mills, plant, engines, machinery, and other things found necessary or convenient for the purposes of the Company.
- (5) To carry on the business of electrical engineers and contractors, suppliers of electricity, carriers of passengers and goods, manufacturers of, and dealers in, railway, tramway, electric, magnetic, galvanic, and other apparatus, mechanical engineers, suppliers of light, heat, sound, and power, and to construct railways and tramways, and work the same by steam, gas, oil, electricity, or other power.
- (6) To carry on the business of tramway, railway, omnibus, and van proprietors and carriers of passengers and goods.

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- (7) To carry on any business relating to winning and working of minerals, the production and working of metals, and the production, manufacture, and preparation of any other materials which may be usefully or conveniently combined with the engineering or manufacturing business of the Company, or any contracts undertaken by the Company, and either for the purpose only of such contracts or as an independent business.
- (8) To undertake and execute any contracts for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.
- (9) To purchase take on lease or otherwise acquire (either with or without the surface) any coal mines iron mines, lead mines and other mines, mining ground and minerals and any mining rights grants concessions and easements or any interest therein respectively and to search for get quarry bring to grass work raise define make merchantable sell and dispose of and deal in coal lead ore ironstone zinc brass copper iron and other ores metals and minerals and substances of the earth whatsoever.
- (10) To construct carry out repair maintain improve manage work control and superintend any roads ways adits levels shafts tunnels tramways railways bridges coaling stations reservoirs watercourses aqueducts docks wharves furnaces coke ovens plant engines machinery mills factories warehouses ships steam vessels and boats dwelling houses offices buildings and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the Company and to contribute to or otherwise aid or take part in any such operations and to purchase hire or build and repair navigate and trade with ships steam vessels and boats for the purposes of the Company and also railway wagons or trucks or trolleys or any other rolling stock and also steam or other locomotive or motive power.
- (11) To purchase and sell lead timber coal coke patent fuel ironstone metals tiles bricks brick pipes pottery brick dust lime cement limestone and other stone and any other materials articles or things relating to any of the businesses of the Company either on commission or otherwise.
- (12) To acquire the right to use or manufacture and put up telephones telegraphs phonographs dynamos accumulators lamps and all apparatus now known or that may hereafter be invented connected with the generation accumulation distribution supply and employment of electricity or any power that can be used as a substitute therefor including all cables wires or appliances for connecting apparatus at a distance with other apparatus and including the formation of exchange or centres.
- (13) To carry on business as road and pavement makers and repairers and manufacturers of and dealers in mortar, concrete and building materials of all kinds and as builders and contractors for the execution of works and buildings of all kinds.
- (14) To construct execute carry out equip improve work develop administer manage or control public works and conveniences of all kinds, which expression in this memorandum includes railways tramways docks harbours piers wharves canals reservoirs embankments irrigations reclamation improvement sewerage drainage sanitary water gas electric light telephonic telegraphic and power supply works and hotels warehouses markets and public buildings and all other works or conveniences of public utility.
- (15) To apply for the purchase or otherwise acquire any contracts decrees and concessions for or in relation to the construction execution carrying out equipment improvement management administration or control of public works and conveniences and to undertake execute carry out dispose of or otherwise turn to account the same.
- (16) To purchase or otherwise acquire for investment or resale, and to traffic in lands, houses, buildings, plantations, and immovable property of any tenure or any interest therein, and any movable property of any description or any interest therein, and to create, sell, and deal

APPENDIX 2

in freehold and leasehold ground rents, and generally to acquire, deal in, traffic by way of sale, lease, exchange or otherwise with property of every description, whether immovable or movable, real or personal.

- (17) To develop and turn to account any land acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and agreements of all kinds with builders, tenants, and others.
- (18) To carry on any other trade or business whatsoever which can, in the opinion of the Company, be advantageously or conveniently carried on by the Company by way of extension of or in connection with any such business as aforesaid, or is calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property or rights.
- (19) To acquire and take over the whole or any part of the business, property and liabilities of any person or persons, firm or corporation, carrying on any business which this Company is authorised to carry on, or possessed of any property or rights suitable for the purposes of this Company.
- (20) To take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any other company having objects altogether or in part similar to those of this Company or carrying on or about to carry on any business capable of being conducted so as directly or indirectly to benefit this Company.
- (21) To purchase, take on lease or in exchange hire or otherwise acquire and to hold, sell, exchange, let, lease, turn to account, dispose of and deal in movable and immovable property of all kinds, and in particular lands, buildings, hereditaments and easements, shipping, shipbuilding, aeronautic, agricultural, manufacturing, mining, industrial and other business concerns and undertakings, mortgages, charges, annuities, patents, patent rights, trade marks, copyrights, licences, or any secret or other process or information as to any invention or otherwise, stocks, funds, shares, debentures, securities, tolls, grants, charters, concessions, leases, contracts, options, policies, book debts and claims, and any interest in movable or immovable property, and any claims against any person or company, and to finance and carry on any business concern or undertaking so acquired.
- (22) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid shares, or by the issue of securities, or partly in one mode and partly in another, and generally on such terms as may be determined.
- (23) To borrow or raise money with or without security and to secure the payment of money or performance of obligations for the purposes of the Company in such manner, and upon such terms as may seem expedient, and in particular by the issue of bonds, mortgage or other debentures, debenture stock, or other securities, perpetual or otherwise, or by mortgages, scrip certificates, bills of exchange or promissory notes, or any other instrument or in such other manner as may be determined, and for any such purposes to charge all or any part of the undertaking and property of the Company, both present and future, including its uncalled capital, and either with or without participation in profits or voting power.
- (24) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

APPENDIX 2

- (25) To grant pensions, allowances, gratuities and bonuses to officers or ex-officers of the Company or to employees or ex-employees of the Company or its predecessors in business or the dependants of any such persons, and to support or subscribe to any charitable or public institutions, clubs societies or funds.
- (26) To lend money on any terms that may be thought fit, and particularly to customers or other persons or corporations having dealings with the Company, and to give any guarantees that may be deemed expedient.
- (27) To invest and deal with the moneys of the Company in such manner as may from time to time be determined, and to hold any securities for investments so made or to realise the same and to re-invest the proceeds.
- (28) To amalgamate with any company having objects altogether or in part similar to those of this Company and to enter into partnership or into any agreement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit this Company. And to lend money to, guarantee the contract of, and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (29) To establish or promote any other company whose objects shall include the taking over of any of the assets and liabilities of this Company or the promotion of which shall be calculated to advance its interests, and to acquire and hold any shares or securities of any such company.
- (30) To enter into any arrangements with any governments or authorities supreme, municipal, local or otherwise that may seem conducive to the Company's objects, or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (31) To sell or dispose of the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture stock or securities of any other company, whether promoted by this Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (32) To pay all, or any part of the expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company or of any other company promoted, formed, established or registered by or on behalf of the Company, and all commission, brokerage, discount, underwriting and other expenses lawfully payable which may be deemed expedient for taking, placing or underwriting all or any of the shares or debentures, or other obligations of the Company, or of any company so promoted, formed, established, or registered by the Company.
- (33) To distribute, whether upon the winding-up of the Company or otherwise, all or any of the assets and property of the Company among the members *in specie* or kind or otherwise, but so that no distribution amounting to a reduction of capital be made without the sanction of the Court where necessary.
- (34) To cause the Company to be registered or recognised in any foreign country or place.
- (35) To do all or any of the above things in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and by or through agents, sub-contractors, trustees or otherwise.

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- (36) To do all such other things as are incidental or the Company may think conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the State of Singapore or elsewhere, and the intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent main objects, and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

PROVIDED ALWAYS that nothing in this Memorandum contained shall empower the Company to carry on the business of Banking or Insurance within the meaning of Sections 136 and 137 of the Companies Ordinance (Cap.174) or the business of Fire Assurance within the meaning of the Fire Insurance Companies Ordinance or the business of Life Insurance within the meaning of the Life Assurance Companies Ordinance or to reinsure any risks under any class of assurance business to which those Ordinances apply.

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