

ADDENDUM DATED 29 MARCH 2017

THIS ADDENDUM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt about this Addendum or the action you should take, you should consult your stockbroker, bank manager, accountant, solicitor, tax adviser, or other professional adviser immediately.

This Addendum is circulated to shareholders of Mun Siong Engineering Limited (the “**Company**”) together with the Company’s Annual Report (as defined in this Addendum). Its purpose is to provide Shareholders (as defined in this Addendum) with the relevant information relating to, and to seek Shareholders’ approval for, the proposed adoption of the New Constitution (as defined in this Addendum), the proposed adoption of the MSE PSP (as defined in this Addendum) and the proposed renewal of the Share Purchase Mandate (as defined in this Addendum) to be tabled at the Annual General Meeting to be held at **35 Tuas Road, Jurong Town, Singapore 638496** on **Thursday, 20 April 2017** at **10.00 a.m.**.

The Notice of Annual General Meeting and Proxy Form are enclosed with the Annual Report.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Addendum.



MUN SIONG ENGINEERING LIMITED

(Company Registration No. 196900250M)
(Incorporated in the Republic of Singapore)

ADDENDUM TO ANNUAL REPORT

IN RELATION TO THE DETAILS OF

- (I) THE PROPOSED ADOPTION OF THE NEW CONSTITUTION**
- (II) THE PROPOSED ADOPTION OF THE MSE PERFORMANCE SHARE PLAN**
- (III) THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE**

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DEFINITIONS

In this Addendum, the following definitions apply throughout except where the context otherwise requires:

- “ACRA”** : The Accounting and Corporate Regulatory Authority
- “Addendum”** : This addendum to Shareholders dated 29 March 2017 in relation to the proposed adoption of the New Constitution, the proposed adoption of the MSE PSP and the proposed renewal of the Share Purchase Mandate
- “AGM”** : The annual general meeting of the Company
- “Annual Report”** : The annual report of the Company for FY2016
- “Associate”** : (a) in relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:
- (i) his immediate family;
 - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
 - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more;
- (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
- “Associated Company”** : A company or a subsidiary of such company in which at least 20% but not more than 50% of its shares are held by the Group, and over whose management the Company has control (as defined in the Listing Manual)
- “Associated Company Employee”** : Any confirmed employee of an Associated Company (including any Associated Company Executive Director) selected by the Committee to participate in the MSE PSP in accordance with the provisions thereof
- “Associated Company Executive Director”** : A director of an Associated Company who performs an executive function
- “Award”** : A contingent award of Shares granted pursuant to the rules of the MSE PSP
- “Award Grant Date”** : The date on which an Award is granted to a Participant pursuant to the rules of the MSE PSP
- “Board”** : The board of Directors of the Company
- “CDP”** : The Central Depository (Pte) Limited

DEFINITIONS

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| “Committee” | : | The remuneration committee of the Company from time to time |
| “Company” | : | Mun Siong Engineering Limited, a company incorporated in the Republic of Singapore |
| “Companies Act” | : | The Companies Act (Chapter 50) of Singapore, as amended, supplemented or modified from time to time |
| “Constitution” | : | The constitution of the Company, previously known as its memorandum and articles of association, as amended, supplemented or modified from time to time |
| “Controlling Shareholder” | : | A person who: (a) holds directly or indirectly 15% or more of the total number of issued Shares excluding Treasury Shares in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a controlling shareholder; or (b) in fact exercises control over the Company |
| “Directors” | : | The directors of the Company as at the date of this Addendum |
| “EPS” | : | Earnings per Share |
| “Existing Constitution” | : | The existing constitution of the Company (previously known as the memorandum and articles of association of the Company which were in force immediately before 3 January 2016) |
| “FY” or “Financial Year” | : | The financial year ending on 31 December of the relevant year |
| “FY2016 AGM” | : | The AGM to be held on Thursday, 20 April 2017, notice of which is set out in the Notice of AGM accompanying the Annual Report |
| “Grantee” | : | The person to whom an Award is granted |
| “Group” | : | The Company and its subsidiaries |
| “Group Employee” | : | Any confirmed employee of the Group (including any Group Executive Director) selected by the Committee to participate in the MSE PSP in accordance with the rules thereof |
| “Group Executive Director” | : | A director of the Company and/or any of its subsidiaries, as the case may be, who performs an executive function |
| “Latest Practicable Date” | : | The latest practicable date prior to the printing of this Addendum, being 16 March 2017 |
| “Listing Manual” | : | The listing manual of the SGX-ST as amended, supplemented or modified from time to time |
| “Market Day” | : | A day on which the SGX-ST is open for trading in securities |
| “MSE PSP” | : | The MSE Performance Share Plan as amended, supplemented or modified from time to time |

DEFINITIONS

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| “New Constitution” | : | The proposed new Constitution of the Company as set out in full in Appendix I of this Addendum |
| “Notice of AGM” | : | The notice of the AGM enclosed with the Annual Report, for the purposes of considering and, if thought fit, passing with or without modifications, the resolutions as set out therein |
| “NTA” | : | Net tangible assets |
| “Participant” | : | A person who is eligible to participate in the MSE PSP in accordance with the rules thereof |
| “ROE” | : | Return on equity |
| “SFA” | : | The Securities and Futures Act (Chapter 289) of Singapore as amended, supplemented or modified from time to time |
| “SGX-ST” | : | Singapore Exchange Securities Trading Limited |
| “Shareholders” | : | Registered holders of Shares, except that where the registered holder is the CDP, the term “ Shareholders ” shall, in relation to such Shares, and where the context admits, mean the Depositors whose securities accounts are maintained with CDP (but not including securities sub-accounts maintained with a Depository Agent) and credited with Shares |
| “Shares” | : | Ordinary shares in the issued share capital of the Company |
| “Substantial Shareholder” | : | A person who has an interest in not less than 5% of the issued voting shares of the Company |
| “Share Purchase” | : | The purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate |
| “Share Purchase Mandate” | : | A general and unconditional mandate given by Shareholders (including the subsequent renewal thereof if approved by Shareholders) that authorises the Directors to purchase or acquire Shares in accordance with the terms set out in this Addendum as well as the rules and regulations set forth in the Companies Act and the Listing Manual |
| “Take-over Code” | : | The Singapore Code on Take-overs and Mergers, as amended, supplemented or modified from time to time |
| “Warrants” | : | The existing 12,972,100 outstanding warrants as at the Latest Practicable Date and issued by the Company pursuant to the terms and conditions of the deed poll dated 14 August 2014 and which will expire on 8 September 2017 |
| “S\$”, “\$” and “cents” | : | Singapore dollars and cents, respectively |
| “%” | : | Per centum or percentage |

The terms “**Depositor**”, “**Depository Register**” and “**Depository Agent**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA. The term “**Treasury Shares**” shall have the meaning ascribed to it in Section 4 of the Companies Act.

DEFINITIONS

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

Any reference in this Addendum to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, SFA or the Listing Manual or any statutory modification thereof and not otherwise defined in this Addendum shall have the same meaning assigned to it under the Companies Act, SFA or the Listing Manual or such statutory modification thereof, as the case may be.

Any reference to a time of day or date in this Addendum is made by reference to Singapore time and date respectively, unless otherwise stated.

Any discrepancies in tables included herein between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

Any reference to “**you**”, “**your**” and “**yours**” in this Addendum is, as the context so determines, to Shareholders.

The headings in this Addendum are inserted for convenience only and shall not affect the construction of this Addendum.

LETTER TO SHAREHOLDERS

MUN SIONG ENGINEERING LIMITED

(Company Registration No. 196900250M)
(Incorporated in the Republic of Singapore)

Directors:

Cheng Woei Fen (*Executive Chairlady*)
Quek Kian Hui (*Executive Director*)
David Tan Chao Hsiung (*Non-Executive Lead Independent Director*)
Peter Sim Swee Yam (*Non-Executive Independent Director*)
Lau Teik Soon (*Non-Executive Independent Director*)

Registered Office:

35 Tuas Road
Jurong Town
Singapore 638496

29 March 2017

To: The Shareholders of Mun Siong Engineering Limited

Dear Sir/Madam

- (I) THE PROPOSED ADOPTION OF THE NEW CONSTITUTION**
 - (II) THE PROPOSED ADOPTION OF THE MSE PERFORMANCE SHARE PLAN**
 - (III) THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE**
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1 INTRODUCTION

At the forthcoming AGM of the Company to be held on 20 April 2017, the Directors are seeking the approval of the Shareholders for, *amongst others*:

- (a) the proposed adoption of the New Constitution of the Company;
 - (b) the proposed adoption of the MSE PSP; and
 - (c) the proposed renewal of Share Purchase Mandate,
- (collectively, the “**Proposals**”).

The purpose of this Addendum is to provide Shareholders with relevant information relating to the Proposals to be tabled at the FY2016 AGM.

The SGX-ST has on 17 March 2017 granted in-principle approval for the listing and quotation of the new Shares to be allotted and issued pursuant to the MSE PSP subject to:

- (i) Shareholders’ approval for the MSE PSP being obtained; and
- (ii) the Company’s compliance with the SGX-ST’s listing requirements and guidelines.

The in-principle approval of the SGX-ST for the listing and quotation of the new Shares on the Main Board of the SGX-ST is not to be taken as an indication of the merits of the MSE PSP, the new Shares, the Company and/or its subsidiaries.

The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Addendum. If a Shareholder is in any doubt as to the action he should take, he should consult his stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

LETTER TO SHAREHOLDERS

2 THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

2.1 Background relating to the Proposed Adoption of the New Constitution

The Companies (Amendment) Act 2014 (the “**Amendment Act**”) was passed in Parliament on 8 October 2014 and took effect in two (2) phases on 1 July 2015 and 3 January 2016, respectively. The Amendment Act introduced wide-ranging changes to the Companies Act with the aim of reducing the regulatory burden on companies, providing greater business flexibility and improving the corporate governance landscape in Singapore. The key changes include the introduction of the multiple proxies regime to allow indirect investors and Central Provident Fund investors to attend and vote at shareholders’ meetings as proxies, provisions to facilitate the electronic transmission of notices and documents, and the merging of the memorandum and articles of association of a company into a single document called the “constitution”.

By operation of law, the memorandum and articles of association of the Company which were in force immediately before 3 January 2016 are now referred to as the Constitution of the Company.

2.2 New Constitution

The Company is proposing to adopt the New Constitution, which will replace the Existing Constitution entirely and incorporate amendments pursuant to, *amongst others*:-

- (a) the changes to the Companies Act introduced pursuant to the Amendment Act;
- (b) 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; and
- (c) amended provisions to address other regulatory changes namely, the personal data protection regime in Singapore and the enactment of the Mental Health (Care and Treatment) Act (Chapter 178A) of Singapore.

The Company is also taking this opportunity to streamline, rationalise and refine the language used in and to amend certain other provisions in the Existing Constitution.

2.3 Summary of Key Differences

A summary of key differences between the proposed New Constitution and the Existing Constitution are set out below, and should be read in conjunction with the proposed New Constitution which is set out in its entirety in Appendix I.

For reference only, some of the Regulations with the amendments shown are set out in Appendix II.

Shareholders are advised to read the New Constitution in its entirety as set out in Appendix I before deciding on the special resolution relating to the proposed adoption of the New Constitution.

2.3.1 Changes due to Amendments to the Companies Act

- (a) Interpretation – Amendments to Regulation 1 (Article 2 of the Existing Constitution)

Regulation 1, which is the interpretation section of the New Constitution, includes, *amongst others*, the following additional/revised provisions:

- (i) a revised definition of “writing” and “written” to make it clear that the term “in writing”, where used in the New Constitution, 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;

LETTER TO SHAREHOLDERS

- (ii) a revised definition of the expressions “Depositor”, “Depository”, “Depository Agent”, and “Depository Register” to provide that such expressions shall have the meanings ascribed to them respectively in 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;
 - (iii) 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 as set out in the Register of Members or the Depository Register, as the case may be, except where otherwise expressly specified; and
 - (iv) new regulation 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.
- (b) Objects Clause – New Regulation 4
- In line with Section 23 of the Companies Act, the Company proposes to include a general regulation in the New Constitution to the effect that, subject to the provisions of the Companies Act and any other written law and the New Constitution, any branch or kind of business which is expressly or by implication authorised to be undertaken by the Company and may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance, whether such branch or kind of business may have actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with such branch or kind of business.
- (c) Power to Issue Shares for no Consideration – New Regulation 7(3)(a)
- Regulation 7(3)(a) is a new regulation which provides that new Shares may be issued for no consideration. This is in line with the 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.
- (d) Financial Statements and Directors’ Statement – Amendments to Regulations 15, 68, 129, 152, 153, 155 and 159 (Articles 5, 59, 121, 143, 144 and 149 of the Existing Constitution)
- For consistency with the updated terminology in the Companies Act, these regulations have been revised to substitute references to:
- (a) “balance sheets”, “accounts” and “profit and loss accounts” with “financial statements”;
 - (b) “books of account” with “accounting records”; and
 - (c) the “reports of the Directors” with “Directors’ statement”.
- (e) Power to Redenominate Shares – New Regulation 29(d)
- The new Regulation 29(d) empowers the Company to convert its share capital or any class of shares from one currency to another currency by ordinary resolution. This is in line with the new Section 73 of the Companies Act, which sets out the procedure for such re-denominations.

LETTER TO SHAREHOLDERS

- (f) Conversion of Shares – Amendments to Regulation 30 (Article 50(1)(iv) of the Existing Constitution)

Regulation 30 empowers the Company to convert one class of shares into another class of shares by special resolution (and not by ordinary resolution). This is in line with the new Section 74A of the Companies Act, which sets out the procedure for such conversions.

- (g) Method of Voting – Amendments to Regulation 74 (Article 65 of the Existing Constitution)

Regulation 74, 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. This is in line with Section 178 of the Companies Act, as amended pursuant to the Amendment Act.

- (h) Appointment and Deposit of Proxies by Shareholders – Amendments to Regulations 80, 86 and 90 (Articles 71, 77 and 80 of the Existing Constitution)

These regulations which relate to the voting rights of Shareholders, have new provisions which cater to the multiple proxies regime introduced by the Amendment Act. The multiple proxies regime allows “relevant intermediaries” (as defined in the Companies Act), 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 (2) proxies to attend, speak and vote at general meetings.

In particular:

- (i) a member who is relevant intermediary (as defined in the Companies Act) may appoint more than two (2) proxies to attend, speak and vote at the same general meeting, but each proxy must be appointed to exercise the rights attached to different Share or Shares held by such member, and where such member’s form of proxy appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed must be specified in the form of proxy. This is in line with new Section 181(1C) of the Companies Act;
- (ii) in the case of a Shareholder who is a relevant intermediary (as defined in the Companies Act) and who is represented at a general meeting by two (2) or more proxies, each proxy shall be entitled to vote on a show of hands. This is in line with the new Section 181(1D) of the Companies Act;
- (iii) in line with the new Section 81SJ(4) of the SFA, Regulation 86(2) provides that:
- (1) 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; and
 - (2) 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 (previously 48 hours) before the time of the relevant general meeting; and
- (iv) in line with the amended Section 178(1)(c) of the Companies Act, the cut-off time for the deposit of instruments appointing proxies has been extended from 48 to 72 hours before the time appointed for holding the general meeting.

LETTER TO SHAREHOLDERS

- (i) Disclosure of Interests by Directors and chief executive officer – Amendments to Regulation 100(1) (Article 90(1) of the Existing Constitution)

Regulation 100(1) provides, *amongst others*, that the Directors and chief executive officer of the Company (or person holding an equivalent position) (“**CEO**”) must each observe the provisions of the Companies Act relating to the disclosure of the interests of the Directors or CEO in transactions or proposed transactions with the Company or of any office or property held which might create duties or interests in conflict with his duties as Director or CEO. The extension of Regulation 100 to apply to the CEO is in line with Section 156 of the Companies Act, as amended pursuant to the Amendment Act.

- (j) Vacation of Office of Director – Amendments to Regulations 95, 106, 109 and 110 (Articles 85, 96, 99 and 100 of the Existing Constitution)

These regulations remove, *amongst others*, the provision excluding a director who has attained any retiring age applicable to him as director. This change is in line with the repeal of Section 153 of the Companies Act.

- (k) General Powers of the Directors to manage the Company’s Business – Amendments to Regulation 121 (Article 113 of the Existing Constitution)

Regulation 121, which relates to the general powers of the directors to manage the Company’s business, has been amended to clarify that in line with Section 157A of the Companies Act, as amended pursuant to the Amendment Act, the business and affairs of the Company are to be managed by, or under the direction or supervision of, the directors; and in line with Section 160 of the Companies Act, any sale or disposal by the directors of the Company’s main undertaking shall be subject to the approval of (rather than ratification by) the Shareholders in general meeting.

- (l) Copies of Financial Statements – Amendments to Regulation 153 (Article 150 of the Existing Constitution)

Regulation 153, which relates to the sending of financial statements and related documents, has been amended to provide that such documents may be sent at least 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 the new Section 203(2) of the Companies Act, which provides that the requisite financial statements and other related documents may be sent at least 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 a 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.

- (m) Service of Notices to Shareholders – Amendments to Regulations 159 and 164 (Articles 149 and 154 of the Existing Constitution)

The Amendment Act introduced, *amongst others*, the option of sending notices and documents to Shareholders electronically.

Under the new Section 387C of the Companies Act, read in conjunction with the Companies (Amendment) Bill passed in Parliament on 10 March 2017, 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. In this regard:

- (i) 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.

LETTER TO SHAREHOLDERS

- (ii) There is deemed consent if the Shareholders were by notice in writing given an opportunity to elect, within a period of time specified in the notice, 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.
- (iii) There is implied consent if the constitution provides for the use of electronic communications, specifies the mode of electronic communications and 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.

Regulation 159 provides that notices and documents may be sent to members using electronic communications either to a member's current address (which may be an email address) or by making it available on a website prescribed by the Company from time to time; and for these purposes, a member is deemed to have agreed to receive such notice or document by way of electronic communications and will not have a right to elect to receive a physical copy of such notice or document. Notwithstanding the above, the Directors may decide to give members 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 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 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.

Regulation 164 additionally provides for when service is deemed effected in the case of notices or documents given, sent or served by electronic communications. In particular, where a notice or document is made available on a website, it is deemed given, sent or 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.

It should be noted, however, that under the new Regulation 89D of the Companies Regulations (Chapter 50, Section 411) of Singapore, notices or documents relating to take-over offers and rights issues cannot be transmitted by electronic means and accordingly, will be sent to eligible Shareholders by post.

Subject to Shareholders' approval being obtained at the FY2016 AGM, the new Regulations 159 and 164 will adopt the Companies Act's definition of deemed consent as set out above. 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 Regulations 159 and 164) to facilitate these regimes, while Shareholders who are not supportive of the new regimes may vote against it.

Shareholders may wish to note that even if the New Constitution is adopted, 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 Listing Manual allows for it and the giving, sending or service of notices or documents using electronic communications as described above shall be subject at all times to the prevailing rules and requirements of the SGX-ST.

LETTER TO SHAREHOLDERS

(n) Indemnity – Amendments to Regulation 168 (Article 159 of the Existing Constitution)

Regulation 168, has been amended to, *amongst others*, permit the Company to indemnify a Director against losses incurred or to be incurred by him in the execution of his duties, unless caused through his own negligence, wilful default, breach of duty, criminal breach of trust or fraud and subject to the provisions of and so far as may be permitted by the Companies Act. This is in line with the 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.

2.3.2 Amendments for Consistency with the 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 New Constitution contains updated regulations 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:

(a) Poll Voting – Amendments to Regulations 74, 75 and 76 (Articles 65, 66 and 67 of the Existing Constitution)

Regulation 74 clarifies 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 Regulations 75 and 76. These changes are in line with Rule 730A of the Listing Manual.

Regulation 75 has also been amended to provide that if required by the listing rules of the SGX-ST, a scrutineer will be appointed for each general meeting. This amendment is in line with Rule 730A(3) of the Listing Manual.

(b) Vacation of Office of Director – Amendments to Regulations 106 and 110 (Articles 96 and 100 of the Existing Constitution)

Regulation 106, which relates to the vacation of office by a Director in certain events, has been amended to clarify that the office of a Director will be vacated in the event that, *amongst others*, the Director shall become disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds. Consequential changes have been made to Regulation 110. These changes are in line with paragraph 9(n) of Appendix 2.2 of the Listing Manual.

(c) Appointment and Removal of Alternate Directors – Amendments to Regulation 113 (Article 103 of the Existing Constitution)

Regulation 113 has been amended to clarify that a person who is already a Director or an alternate Director may not be appointed as an alternate to another Director. This clarification is in line with paragraph 9(l) of Appendix 2.2 of the Listing Manual.

(d) Proceedings of Directors in Case of Vacancies in their Body – Amendments to Regulation 116 (Article 106 of the Existing Constitution)

Regulation 116 has been amended to clarify that where the number of Directors is reduced to below the minimum number, the continuing Director(s) may only act for the purpose of filling up such vacancies or of summoning general meetings, except in an emergency. This clarification is in line with paragraph 9(k) of Appendix 2.2 of the Listing Manual.

LETTER TO SHAREHOLDERS

2.3.3 Amendments relating to the Personal Data Protection Act 2012

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 Regulation 171 specifies, *amongst others*, 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 and provides that a Shareholder who appoints a proxy and/or representative for any meeting of the Company is deemed to have warranted that, where such Shareholder discloses the personal data of such proxy or representative to the Company, such Shareholder has obtained the necessary consents of such proxy or representative for the purposes specified in Regulation 167 and has agreed to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of such Shareholder's breach of warranty.

2.3.4 General amendments

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

- (a) Power to Make Calls on Shareholders for Unpaid Monies – Amendments to Regulation 32 (Article 29 of the Existing Constitution)

Regulation 32, which relates to the Directors' power to make calls upon Shareholders in respect of any monies unpaid on their Shares, has been amended to clarify that such calls should be made in accordance with the terms of issue of such Shares.

- (b) Mentally Disordered Persons – Amendments to Regulations 52, 82, 91 and 106(1) (Articles 20, 73, 81 and 96(1) of the Existing Constitution)

These regulations have been updated to substitute the references to insane persons and persons of unsound mind with references to persons who are mentally disordered and incapable of managing 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 (Chapter 178) of Singapore.

- (c) Method of Payment of Dividends – Amendments to Regulation 143 (Article 131 of the Existing Constitution)

Regulation 143 provides that any dividend or other monies payable in cash on or in respect of a Share may be paid by cheque or warrant sent through the post or by such means (including, by electronic means) as the Directors may decide in their absolute discretion; and the Company may deduct, from any payment of dividends or other monies payable in cash on or in respect of a Share, all costs and expenses incurred by the Company and/or by the Depository in connection with the making of such payment.

3 THE PROPOSED ADOPTION OF THE MSE PERFORMANCE SHARE PLAN

3.1 Background

As at the date of this Addendum, the Company has no share-based incentive schemes or plans in place. The Board is proposing to implement a share plan to be known as the "MSE Performance Share Plan" to provide an incentive for Participants to achieve certain specific performance targets by awarding fully paid Shares to Participants after these targets have been met. The assessment criteria for granting of Awards under the MSE PSP will be based on specific performance targets, achievement of service conditions, making of significant contributions or a combination of the factors.

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3.2 Objectives of the MSE PSP

The main objectives of the MSE PSP are:

- (a) to foster an ownership culture within our Company which aligns the interests of our employees with the interests of Shareholders;
- (b) to attract potential employees with relevant skills to contribute to our Company and to create value for Shareholders;
- (c) to instil loyalty to, and a stronger identification by the Participants with the long-term prosperity of, our Company;
- (d) to motivate the Participants to optimise their performance standards and efficiency and to maintain a high level of contribution to our Company;
- (e) to give recognition to the contributions made by the Participants to the success of our Company; and
- (f) to retain key employees of our Company whose contributions are essential to the long-term prosperity of our Company.

3.3 Summary of the MSE PSP

The following is a summary of the rules of the MSE PSP:

3.3.1 Eligibility

Subject to the absolute discretion of the Committee, the following persons (unless they are also Controlling Shareholders or Associates of such Controlling Shareholders) shall be eligible to participate in the MSE PSP:

- (a) Group Employees; and
- (b) Associated Company Employees,

provided that, as of the relevant Award Grant Date, such persons have attained the age of 21 years, are not undischarged bankrupts, have not entered into a composition with their respective creditors, in the opinion of the Committee have contributed or will contribute to the success of our Group, and are not Controlling Shareholders or their Associates; and such Group Employees and Associated Company Employees (as the case may be) must hold such position as may be designated by our Company from time to time, and whose eligibility have been confirmed by our Company, any of its subsidiaries and/or any of its Associated Companies as at each proposed Award Grant Date as determined by the Committee. As at the Latest Practicable Date, the Group does not have any Associated Companies.

Although the Controlling Shareholders and their Associates are not eligible to participate in the MSE PSP, however, the MSE PSP may be altered in the future to enable the participation of Controlling Shareholder(s) and their Associates who have actively contributed to the progress and success of our Group. Our Company will at such time provide the rationale and justification for any proposal to grant the Controlling Shareholders and/or their Associates any Award. Pursuant to Rule 853 of the Listing Manual, participation in the MSE PSP by any Controlling Shareholders and their Associates must be approved by the independent Shareholders at a general meeting and a separate resolution must be passed for each such person to approve the actual number and terms of the Awards to be granted to such person. At such time, Controlling Shareholders and their Associates shall abstain from voting on any resolution in relation to their participation in the MSE PSP and grant of Awards to them.

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There shall be no restriction on the eligibility of any Participant to participate in any other share incentive schemes or share plans implemented or to be implemented by our Company or any other company within our Group.

Subject to the Companies Act and any requirement of the SGX-ST, the terms of eligibility for participation in the MSE PSP may be amended from time to time at the absolute discretion of the Committee.

3.3.2 Awards

Awards represent the right of a Participant to receive fully paid Shares free of charge, upon the Participant (a) achieving prescribed performance targets, (b) achieving service conditions or otherwise having performed well and (c) having made a significant contribution to our Group, or a combination of the factors.

The selection of the Participants and the number of Shares which are the subject of each Award to be granted to a Participant under the MSE PSP shall be determined at the absolute discretion of the Committee, which shall take into consideration, where applicable, factors such as rank, scope of responsibilities, performance, length of service and potential for future development, contribution to the success and development of our Group and the extent of effort and resourcefulness required to achieve the service conditions and/or performance targets within the performance and/or service periods.

The Committee may grant Awards at any time during the period when the MSE PSP is in force, provided that no Awards may be granted during the following periods and at all times in compliance with Rule 1207(19) of the Listing Manual:

- (i) one (1) month immediately preceding the announcement of the Company's annual results; and
- (ii) two (2) weeks immediately preceding the announcement of the Company's results for each of the first three (3) quarters of its financial year.

In the event that an announcement on any matter of an exceptional nature involving unpublished price sensitive information is imminent, Awards may only be vested, and hence any Shares comprised in such Awards may only be delivered on or after the second Market Day from the date on which the aforesaid announcement is made.

An Award letter will be sent to each Grantee as soon as reasonably practicable after the Award is finalised, specifying, *amongst others*, in relation to the Award:-

- (A) where it is a performance-related Award, the performance targets and the period during which the prescribed performance targets shall be met;
- (B) the number of Shares to be vested in the Grantee; and
- (C) the date by which the Award shall be vested.

Grantees are not required to furnish any consideration (including making any payment) for the grant of the Award or the allotment and issuance and/or transfer of Shares upon the vesting of an Award.

The Committee will take into account various factors when determining the method to arrive at the exact number of Shares comprised in an Award. Such factors include, but are not limited to, the current price of the Shares, the total issued share capital of our Company and the predetermined dollar amount which the Committee decides that a Grantee deserves for meeting his performance targets. For example, Shares may be awarded based on predetermined dollar amounts such that the quantum of Shares comprised in Awards is dependent on the closing price of Shares

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transacted on the Market Day the Award is vested. Alternatively, the Committee may decide to award absolute numbers of Shares to Grantees irrespective of the price of the Shares. The Committee shall monitor the grant of Awards carefully to ensure that the size of the MSE PSP will comply with the Listing Manual.

3.3.3 Size of the MSE PSP

The aggregate number of Shares over which Awards may be granted under the MSE PSP, when added to the number of Shares issued and/or issuable in respect of (a) all Awards granted under the MSE PSP and (b) all Shares, awards or options issued and/or issuable under any other schemes of our Company (if any), shall not exceed 15% of the total number of issued Shares (excluding Treasury Shares) on the day immediately preceding the relevant Award Grant Date.

Our Directors believe that the size of the MSE PSP will give our Company sufficient flexibility to decide upon the number of Shares to be offered under the MSE PSP. However, it does not necessarily indicate that the Committee will definitely issue Shares up to the prescribed limit. The Committee will exercise its discretion in deciding the number of Shares to be granted to each Participant under the MSE PSP. This, in turn, will depend on and be commensurate with the performance and value of the Participant to our Group.

3.3.4 Operation of the MSE PSP

No minimum vesting periods are prescribed under the MSE PSP and the length of the vesting period (if any) in respect of each Award will be determined by the Committee on a case-by-case basis.

Subject to the prevailing legislation and the Listing Manual, our Company will have the flexibility to deliver Shares to Grantees upon vesting of their Awards by way of (a) an issue of new Shares and/or (b) subject to applicable laws, the purchase of existing Shares. In determining whether to issue new Shares or to purchase existing Shares for delivery to Participants upon the vesting of their Awards, our Company will take into account factors such as the number of Shares to be delivered, the prevailing market price of the Shares and the cost to our Company of either issuing new Shares or purchasing existing Shares.

New Shares allotted and issued on the release of an Award shall rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Shares, the record date for which is on or after the date of issue of the new Shares or the date of transfer of Treasury Shares pursuant to the vesting of the Award, and shall in all other respects rank *pari passu* with other existing Shares then in issue.

3.3.5 Termination of Awards

Special provisions in the rules of the MSE PSP deal with the lapse of Awards in circumstances which include the termination of the Participant's employment in our Group, the bankruptcy of the Participant, the death of the Participant, a take-over of our Company and the winding up of our Company.

3.3.6 Duration of the MSE PSP

The MSE PSP shall continue in force at the discretion of the Committee, subject to a maximum period of 10 years commencing on the date on which the MSE PSP is adopted by Shareholders at a general meeting. Subject to compliance with any applicable laws and regulations in Singapore, the MSE PSP may continue beyond the above stipulated period with the approval of our Shareholders by ordinary resolution at a general meeting and of any relevant authorities which may then be required.

The termination or expiry of the MSE PSP shall not affect any Awards which have been granted prior to such termination or expiry, whether such Awards have been vested (whether fully or partially) or not.

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3.3.7 Abstention from voting

Shareholders who are eligible to participate in the MSE PSP are to abstain from voting on any resolution of Shareholders relating to the MSE PSP and should not accept nominations as proxy or otherwise for voting unless specific instructions have been given in the proxy form on how the vote is to be cast.

3.3.8 Adjustments and Alterations under the MSE PSP

Variation of Capital

If a variation in the issued ordinary share capital of our Company (whether by way of a capitalisation of profits or reserves or rights issue, capital reduction (including any reduction arising by reason of our Company purchasing or acquiring its issued Shares), subdivision, consolidation of shares, distribution or otherwise) shall take place, then:

- (a) the class and/or number of Shares which are the subject of an Award to the extent not yet vested and the rights attached thereto;
- (b) the class and/or number of Shares over which future Awards may be granted under the MSE PSP; and/or
- (c) the maximum number of new Shares which may be issued pursuant to Awards granted under the MSE PSP,

shall be adjusted in such a manner as the Committee may determine to be appropriate. Adjustments other than on a capitalisation issue must be confirmed in writing by the auditors (acting as experts and not as arbitrators) to be fair and reasonable.

The following (whether singly or in combination) shall not be regarded as events requiring adjustments:

- (i) any issue of securities as consideration for an acquisition or a private placement of securities;
- (ii) any issue of securities pursuant to any joint venture and/or debt conversion;
- (iii) any increase in the number of issued Shares as a consequence of the exercise of any options or conversion of any loan stock or any other securities convertibles into Shares or subscription rights of any warrants issued from time to time by our Company enabling holders thereof to acquire new Shares in the capital of our Company;
- (iv) any issue of Shares pursuant to any scrip dividend scheme for the time being of our Company; or
- (v) any reduction in the number of issued Shares as a result of the cancellation of issued Shares purchased or acquired by our Company by way of a market purchase of such Shares undertaken by our Company on the SGX-ST during the period when a share purchase mandate granted by Shareholders (including any renewal of such mandate) is in force.

Notwithstanding the provisions of the rules of the MSE PSP, no such adjustments shall be made:

- (A) if as a result, the Grantee receives a benefit that a Shareholder does not receive; and
- (B) unless the Committee, after considering all relevant circumstances considers it equitable to do so.

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Modifications to the MSE PSP

The MSE PSP may be modified and/or altered at any time and from time to time by resolution of the Committee, provided that:

- (1) no modification or alteration shall adversely affect the rights attached to Awards granted prior to such modification or alteration, except with the written consent of such number of Participants under the MSE PSP who, if their Awards are vested to them in full, would thereby become entitled to not less than three-quarters in number of all the Shares which would be issued in full of all outstanding Awards under the MSE PSP; and
- (2) any modification or alteration which would be to the advantage of the Participants under the MSE PSP shall be subject to the prior approval of Shareholders in a general meeting.

3.3.9 Reporting Requirements

Under the Listing Manual, an immediate announcement must be made on the Award Grant Date and provide details of the grant, including the following:

- (a) Award Grant Date;
- (b) market price of the Shares on the Award Grant Date;
- (c) number of Shares granted under the Award;
- (d) number of Shares granted to each Participant (and each of their Associates) under the Award, if any; and
- (e) the vesting period in relation to the Award, if any.

The following disclosures (as applicable) will be made by our Company in our annual report for so long as the MSE PSP continues in operation:

- (i) the names of the members of the Committee administering the MSE PSP;
- (ii) the information required in the table below for the following Participants:-
 - (a) Directors of our Company;
 - (b) Controlling Shareholders and their Associates; and
 - (c) Participants (other than those in paragraph (ii)(a) and (ii)(b) above) who receive 5% or more of the total number of Shares available under the MSE PSP; and

| Name of Grantee | Number of Shares granted during Financial Year under review (including terms) | Aggregate number of Shares granted since commencement of the MSE PSP to end of Financial Year under review | Aggregate number of Shares exercised since commencement of the MSE PSP to end of Financial Year under review | Aggregate number of Shares outstanding as at end of Financial Year under review |
|------------------------|--|---|---|--|
| | | | | |

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- (iii) such other information as may be required by the Listing Manual and all other applicable laws and requirements,

provided that if any of the above requirements are not applicable, an appropriate negative statement should be included therein.

3.3.10 Role and composition of the Committee

The remuneration committee of our Company from time to time shall be responsible for the administration of the MSE PSP (the “**Committee**”).

In compliance with the requirements of the Listing Manual, any Participant of the MSE PSP who is a member of the Committee shall not be involved in its deliberations in respect of Awards to be granted to him.

3.4 Rationale for participation of Associated Company Employees

While the MSE PSP caters principally to Group Employees, it is recognised that there are other persons who make significant contributions to our Group through their close working relationships with our Group, even though they are not employed within our Group. Such persons include Associated Company Employees.

Notwithstanding that the Company does not have any Associated Companies as at the Latest Practicable Date, the objectives of the MSE PSP as set out above would apply equally to Associated Company Employees. As such, our Directors are of the view that our Company should include Associated Company Employees in the MSE PSP as a demonstration of our Company’s appreciation for, and further motivate such employees to contribute towards the success of the Group.

3.5 Financial effects of the MSE PSP

Cost of Awards

Singapore Financial Reporting Standard 102 (“**FRS 102**”) relating to share-based payment took effect for all listed companies on 1 January 2005. Participants will receive Shares and the Awards would be accounted for as equity-settled share-based transactions, as described in the following paragraphs.

The fair value of employee services received in exchange for the grant of the Awards will be recognised as a charge to profit or loss over the period between the Award Grant Date and the vesting date of an Award. The total amount of the charge over the vesting period is determined by reference to the fair value of each Award granted on the Award Grant Date and the number of Shares vested on the vesting date, with a corresponding credit to reserve account. Before the end of the vesting period, at each accounting year end, the estimate of the number of Awards that are expected to vest by the vesting date is subject to revision, and the impact of the revised estimate will be recognised in profit or loss with a corresponding adjustment to the reserve account. After the vesting date, no adjustment to the charge to profit or loss will be made. This accounting treatment has been referred to as the “modified grant date method” because the number of Shares included in the determination of the expenses relating to employee services is adjusted to reflect the actual number of Shares that eventually vest but no adjustment is made to changes in the fair value of the Shares since the Award Grant Date.

The amount charged to profit or loss would be the same whether our Company settles the Awards by issuing new Shares or by purchasing existing Shares. The amount of the charge to profit or loss also depends on whether or not the performance target attached to an Award is measured by reference to the market price of the Shares. This is known as a market condition. If the performance target is a market condition, the probability of the performance target being met is taken into account in estimating the fair value of the Award granted on the Award Grant Date, and no adjustments to amounts charged to profit or loss are made if the market condition

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is not met. However, if the performance target is not a market condition, the fair value per Share of the Awards granted at the Award Grant Date is used to compute the amount to be charged to profit or loss at each accounting date, based on an assessment at that date of whether the non-market conditions would be met to enable the Awards to vest. Thus, where the vesting conditions do not include a market condition, there would be no charge to profit or loss if the Awards do not ultimately vest.

In the event that the Grantees receive cash, our Company shall measure the fair value of the liability at Award Grant Date. Until the liability is settled, our Company shall re-measure the fair value of the liability at each accounting date and at the date of settlement, with changes in the fair value recognised in profit or loss.

Share capital

The MSE PSP will result in an increase in our Company's issued share capital where new Shares are issued to Grantees. The number of new Shares issued will depend on, *amongst others*, the size of the Awards granted under the MSE PSP. In any case, the MSE PSP provides that the number of Shares to be issued under the said PSP will be subject to a maximum limit of 15% of our total issued Shares. The aggregate number of Shares available under the MSE PSP shall not exceed 15% of the total issued share capital of our Company from time to time. If instead of issuing new Shares to the Grantees, Treasury Shares are transferred to Grantees or our Company pays the equivalent cash value, the MSE PSP would have no impact on our Company's total number of issued Shares.

NTA

The MSE PSP will result in a charge to our Company's profit or loss over the period from the Award Grant Date to the vesting date of the Awards. The amount of the charge will be computed in accordance with FRS 102. When new Shares are issued under the MSE PSP, there would be no effect on the NTA. However, where instead of issuing new Shares to Grantees, existing Shares are purchased for delivery to Grantees or our Company pays the equivalent cash value, the NTA would be impacted by the cost of the Shares.

EPS

The MSE PSP will result in a charge to earnings equivalent over the period from the Award Grant Date to the vesting date of the Awards, computed in accordance with FRS 102.

It should again be noted that the delivery of Shares to Grantees of the MSE PSP will generally be contingent upon the Grantees meeting the prescribed performance targets and conditions.

4 THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

4.1 Background

The Share Purchase Mandate was first approved by Shareholders at the AGM held on 20 April 2016. The authority conferred pursuant to the Share Purchase Mandate may be exercised by the Directors at any time during the period commencing from the AGM dated 20 April 2016 and expiring on the date when the next AGM is held, or the date by which the next AGM is required by law to be held, or when the authority conferred is revoked or varied in any general meeting of the Company, whichever is earlier.

The existing Share Purchase Mandate will expire on the date of the Company's FY2016 AGM. Accordingly, the Directors of the Company are seeking the approval of the Shareholders for the renewal of the Share Purchase Mandate at the FY2016 AGM.

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4.2 The Proposed Renewal of the Share Purchase Mandate

Any purchase or acquisition of Shares by the Company must be made in accordance with, and in the manner prescribed by the Companies Act, the Listing Manual, the Company's Existing Constitution or New Constitution (as the case may be) and such other laws and regulations as may for the time being be applicable.

The Existing Constitution and the New Constitution provide that the Company may purchase or otherwise acquire its issued Shares subject to and in accordance with the Companies Act on such terms and conditions as the Company may in a general meeting prescribe. The Listing Manual provides that if the Company wishes to purchase or otherwise acquire its own shares, it should obtain the prior specific approval of Shareholders in a general meeting. Accordingly, approval is being sought from Shareholders at the FY2016 AGM for the renewal of the Share Purchase Mandate for the purchase or acquisition by the Company of its issued Shares. The resolution will be proposed as an ordinary resolution pursuant to which the proposed Share Purchase Mandate will be given to the Directors to exercise all powers on behalf of the Company to purchase or otherwise acquire its Shares in accordance with the terms of the proposed Share Purchase Mandate as well as the rules and regulations set forth in the Companies Act and the Listing Manual.

If approved by Shareholders at the FY2016 AGM, the authority conferred by the Share Purchase Mandate will continue in force until the date of the next AGM of the Company or the date by which such AGM is required by law to be held or the date on which purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated or when the authority conferred is revoked or varied in any general meeting of the Company, whichever is the earliest.

4.3 Rationale for the Share Purchase Mandate

The approval of the Share Purchase Mandate authorising the Company to purchase or acquire its Shares would give the Company the flexibility to undertake Share Purchases up to the 10% limit described in paragraph 4.4.1 (*Maximum number of Shares*) below at any time, during the period when the Share Purchase Mandate is in force.

The rationale for the Company to undertake the purchase or acquisition of its issued Shares is as follows:

- (a) In managing the business of the Group, the management will strive to increase Shareholders' value by improving, *amongst others*, the ROE of the Group. In addition to the growth and expansion of the business, Share Purchases may be considered one of the ways the ROE of the Group may be enhanced.
- (b) In line with international practice, the Share Purchase Mandate will provide the Company with greater flexibility in managing its capital and maximising returns to Shareholders. To the extent that the Company has capital and sufficient funds, which are in excess of its working capital needs, taking into account its growth and expansion plans, the Share Purchase Mandate will facilitate the return of excess cash and surplus funds (if any) to Shareholders in an expedient, effective and cost-efficient manner.
- (c) The Share Purchase Mandate will provide the Company with the flexibility to undertake Share Purchases at any time, subject to market conditions and compliance with the Listing Manual, during the period the Share Purchase Mandate is in force.
- (d) Share Purchases may help mitigate short-term market volatility, offset the effects of short-term speculation and bolster Shareholder confidence.

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- (e) The Share Purchase Mandate will accord greater flexibility to the Company in providing Shares to eligible employees under its future share-based incentive schemes, including but not limited to the MSE PSP. Subject to prevailing legislation, the Existing Constitution or the New Constitution (as the case may be), the Listing Manual and the rules of the relevant share-based incentive schemes, the Company has the discretion to either issue new Shares, deemed fully paid upon issuance and allotment, to eligible employees, or transfer existing Shares to such eligible employees (whether held as Treasury Shares or otherwise). Share Purchases can be held by the Company as Treasury Shares to satisfy the Company's obligation to furnish Shares to eligible employees under such share-based incentive schemes, thus giving the Company greater flexibility to select the method of providing Shares to eligible employees in a manner most beneficial to the Company and its Shareholders.

While the Share Purchase Mandate would authorise a purchase or acquisition of Shares up to the said 10% limit during the duration referred to in paragraph 4.4.2 (*Duration of Authority*) below, Shareholders should note that Share Purchases may not be carried out to the full 10% limit as authorised. In particular, Share Purchases would not be made in circumstances which would or may have a material adverse effect on the financial position of the Group, or result in the Company being delisted from the SGX-ST. The Directors will use their best efforts to ensure that after a purchase or acquisition of Shares pursuant to the Share Purchase Mandate, the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or adversely affect the orderly trading and listing status of the Shares on the SGX- ST.

4.4 Authority and Limits on the Share Purchase Mandate

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the proposed Share Purchase Mandate are summarised below:-

4.4.1 Maximum number of Shares

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company. The total number of Shares which may be purchased or acquired pursuant to the Share Purchase Mandate is limited to that number of Shares representing not more than 10% of the total number of issued Shares (ascertained as at the date of the FY2016 AGM at which the Share Purchase Mandate is approved), unless the Company has, at any time during the Relevant Period, effected a reduction of its share capital in accordance with the applicable provisions under the Companies Act or a share consolidation, in which event the total number of Shares shall be taken to be the total number of Shares as altered by the capital reduction or the share consolidation. Any Shares which are held as Treasury Shares (if any) will be disregarded for purposes of computing the 10% limit. "**Relevant Period**" in this paragraph shall mean the period commencing from the date on which the AGM is held and the proposed resolution relating to the Share Purchase Mandate is passed and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier.

As at the Latest Practicable Date, the issued capital of the Company comprises 570,419,100 Shares (excluding Treasury Shares). The Company also has 12,972,100 Warrants which have yet to be exercised.

For illustrative purposes only, on the basis of 570,419,100 Shares (excluding Treasury Shares) in issue as at the Latest Practicable Date and assuming no further Shares are issued on or prior to the date of the FY2016 AGM, not more than 57,041,910 Shares (representing not more than 10% of the total number of issued Shares as at that date) may be purchased or acquired by the Company pursuant to the proposed Share Purchase Mandate during the duration referred to in paragraph 4.4.2 (*Duration of Authority*) below.

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4.4.2 Duration of Authority

Purchases or acquisitions of Shares pursuant to the proposed Share Purchase Mandate may be made, at any time and from time to time, on and from the date of the FY2016 AGM, at which the adoption of the Share Purchase Mandate is approved, up to the earlier of:-

- (a) the conclusion of the next AGM of the Company;
- (b) the date by which the next AGM is required by law to be held;
- (c) the date on which the purchases or acquisitions of Shares pursuant to the proposed Share Purchase Mandate are carried out to the full extent mandated; or
- (d) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by Shareholders in a general meeting.

The authority conferred on the Directors by the Share Purchase Mandate to purchase or acquire Shares may be renewed at the next AGM or at an EGM to be convened immediately after the conclusion or adjournment of the next AGM.

4.4.3 Manner of purchases or acquisitions of Shares

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

- (a) on-market purchase(s) ("**Market Purchase**"), transacted on the SGX-ST through the ready market, through one (1) or more duly licensed stock brokers appointed by the Company for the purpose; and/or
- (b) off-market purchase(s) ("**Off-Market Purchase**") effected pursuant to an equal access scheme(s) as defined in Section 76C of the Companies Act.

The Directors may impose such terms and conditions which are consistent with the Share Purchase Mandate, the Listing Manual, the Companies Act and the Existing Constitution or the New Constitution (as the case may be), as they consider appropriate in the interests of the Company in connection with or in relation to any equal access scheme(s). An Off-Market Purchase must, however, satisfy all the following conditions:-

- (i) 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;
- (ii) all of the abovementioned persons shall be given a reasonable opportunity to accept the offers made; and
- (iii) the terms of all the offers shall be the same, except that there shall be disregarded:-
 - (a) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;
 - (b) differences in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid (if applicable); and
 - (c) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

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Pursuant to the Listing Manual, if the Company wishes to make an Off-Market Purchase in accordance with an equal access scheme, the Company must, as required by the Listing Manual, issue an offer document to all Shareholders containing, *amongst others*, the following information:-

- (A) the terms and conditions of the offer;
- (B) the period and procedures for acceptances;
- (C) the reasons for the proposed purchase or acquisition of Shares;
- (D) the consequences, if any, of the purchase or acquisition of Shares by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (E) whether the purchase or acquisition of Shares, if made, would have any effect on the listing of the Shares on the SGX-ST;
- (F) details of any purchases or acquisitions of Shares 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 of Shares, where relevant, and the total consideration paid for the purchases; and
- (G) whether the Shares purchased by the Company will be cancelled or, if permitted by the Company's New Constitution, held as Treasury Shares.

4.4.4 Purchase Price

The purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) to be paid for a Share will be determined by the directors or a committee of directors that may be constituted for the purposes of effecting purchases or acquisitions of Shares by the Company under the Share Purchase Mandate. However, the purchase price to be paid for the Shares pursuant to the purchases or acquisitions of the Shares must not exceed:-

- (a) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price or Highest Last Dealt Price of the Shares,

(the "**Maximum Price**") in either case, excluding related expenses of the Share Purchase.

For the above purposes:-

"Average Closing Price" means the average of the closing market prices of a Share for the five (5) consecutive Market Days on which the Shares are transacted on the SGX-ST immediately preceding the date of the Market Purchase by the Company and deemed to be adjusted in accordance with the Listing Manual for any corporate action which occurs after the relevant five (5) Market Days.

"Highest Last Dealt Price" means the highest price transacted for a Share as recorded on the SGX-ST on the Market Day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase.

"day of the making of the offer" means the day on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

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4.5 Status of Purchased Shares

4.5.1 Cancellation

Any Shares which are purchased or acquired by the Company shall, unless held as Treasury Shares to the extent permitted under the Companies Act and the Existing Constitution or the New Constitution (as the case may be), be deemed cancelled immediately on purchase or acquisition, and all rights and privileges attached to that Share will expire upon cancellation. Accordingly, the total number of Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as Treasury Shares.

All Shares purchased or acquired by the Company (other than Treasury Shares held by the Company to the extent permitted under the Companies Act and the Existing Constitution or the New Constitution (as the case may be)) will be automatically delisted by the SGX-ST, and certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any such purchase or acquisition.

At the time of each purchase of Shares by the Company, the Directors will decide whether the Shares purchased will be cancelled or kept as Treasury Shares, or partly cancelled and partly kept as Treasury Shares, depending on the needs of the Company and as the Directors deem fit in the interest of the Company at that time.

4.5.2 Treasury Shares

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

(a) Maximum Holdings

The number of Shares held as Treasury Shares cannot at any time exceed 10% of the total number of issued Shares (the “**Treasury Shares Limit**”).

(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(s) into Treasury Shares of a smaller amount 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:-

- (i) sell the Treasury Shares for cash;
- (ii) transfer the Treasury Shares for the purposes of or pursuant to a share-based incentive scheme;
- (iii) transfer the Treasury Shares as consideration for the acquisition of shares in or assets of another company or assets of a person;

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- (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.

Where Shares purchased pursuant to the Share Purchase Mandate are held as Treasury Shares, the number of such Shares to be held as Treasury Shares, when aggregated with the existing Treasury Shares held, shall not, subject to the Companies Act, exceed the Treasury Shares Limit at any time.

4.6 Reporting Requirements

4.6.1 SGX-ST

The Listing Manual specify that a listed company shall notify the SGX-ST of all purchases or acquisitions of its shares not later than 9.00 a.m.:-

- (a) in the case of a Market Purchase, on the Market Day following the day on which the Market Purchase was made; and
- (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptance of the offer for the Off-Market Purchase.

The notification of such purchases or acquisitions of Shares to the SGX-ST shall be in such form and shall include such details that the SGX-ST may prescribe. The Company shall make arrangements with its stockbrokers to ensure that they provide the Company, in a timely fashion, the necessary information which will enable the Company to make the notifications to the SGX-ST.

Under the Listing Manual, 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 comprised in the usage, the number of Treasury Shares before and after the usage, and the percentage of the number of Treasury Shares comprised in 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.

4.6.2 ACRA

Within 30 days of the passing of a Shareholders’ resolution to approve the purchase or acquisition of Shares by the Company, the Company shall lodge a copy of such resolution with ACRA.

Within 30 days of a purchase or acquisition of Shares on the SGX-ST or otherwise, the Company shall lodge with ACRA the notice of the purchase or acquisition in the prescribed form, such notification including, *amongst others*, the details of the purchase or acquisition, the total number of Shares purchased or acquired by the Company, the total number of Shares cancelled, the number of Shares held as Treasury Shares, the Company’s issued ordinary share capital before and after the Share Purchase, the amount of consideration paid by the Company for the purchase, and whether the Shares were purchased out of the profits or the capital of the Company.

Within 30 days of the cancellation or disposal of Treasury Shares in accordance with the provisions of the Companies Act, the Company shall lodge with ACRA the notice of cancellation or disposal of Treasury Shares in the prescribed form as required by ACRA.

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4.7 Source of Funds

The Companies Act provides that any purchase or acquisition of shares by a company may be made out of the company's capital or profits, so long as the company is solvent (as defined under paragraph 4.8 (*Solvency Test*) below). The Directors do not propose to exercise the Share Purchase Mandate in a manner and to such an extent that the working capital position and/or gearing of the Group would be materially adversely affected.

The Company intends to use internal sources of funds to finance purchases or acquisitions of its Shares. The amount of funding required for the Company to purchase or acquire its Shares and the financial impact on the Company and the Group arising from such Share Purchases will depend on, *amongst others*, the aggregate number of Shares purchased or acquired, the consideration paid at the relevant time and the amount (if any) borrowed by the Company to fund the purchases or acquisitions.

4.8 Solvency Test

Under the Companies Act in force as at the Latest Practicable Date, we may not purchase or acquire Shares if we know that our Company is not solvent. For this purpose, a company is "solvent" if:-

- (a) the company is able to pay its debts in full at the time of the payment for the purchase or the acquisition and will be able to pay its debts as they fall due in the normal course of business during the period of 12 months immediately following the date of the payment; and
- (b) the value of the company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed purchase or acquisition become less than the value of its liabilities (including contingent liabilities), having regard to the most recent financial statements of the company and all other circumstances that the directors or managers of the company know or ought to know affect, or may affect, such values.

4.9 Financial Effects

It is not possible for the Company to realistically calculate or quantify the impact of purchases or acquisitions that may be made pursuant to the Share Purchase Mandate on the financial effects as it would depend on factors such as the aggregate number of Shares purchased or acquired, the purchase prices paid at the relevant time, and the amount (if any) borrowed by the Company to fund the purchases, whether the purchase or acquisition is made out of profits or capital, and whether the Shares purchased are held in treasury or cancelled. The Company's total number of issued Shares will be diminished by the total number of the Shares purchased by the Company and which are cancelled. The purchase price paid by the Company for the Shares, if made out of profits, such consideration (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the consideration paid by the Company for the Share Purchase is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

The Directors do not propose to exercise the Share Purchase Mandate to such an extent that it would have a material adverse effect on the working capital position and/or gearing of the Group. The purchase of the Shares will only be effected after considering relevant factors such as the working capital requirement, availability of financial resources, the expansion and investment plans of the Group, and the prevailing market conditions.

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For illustrative purposes only, the financial effects of the Share Purchase Mandate on the Company and the Group, based on the audited financial statements of the Group for the financial year ended 31 December 2016, are set out below based on the following assumptions:-

- (a) based on 570,419,100 Shares in issue as at the Latest Practicable Date and assuming no change in the number of Shares on or prior to the date of the FY2016 AGM and excluding Treasury Shares), such that not more than 57,041,910 Shares (representing not more than 10% of the total number of issued Shares as at that date) may be purchased or acquired by the Company pursuant to the Share Purchase Mandate;
- (b) in the case of Market Purchases by the Company and assuming that the Company purchases or acquires 57,041,910 Shares at the Maximum Price of S\$0.068 for one (1) Share, which is 5% above the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded immediately preceding the Latest Practicable Date, the maximum amount of funds required for the purchase or acquisition of up to 57,041,910 Shares (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) under and during the duration of the Share Purchase Mandate, is approximately S\$3,879,000.
- (c) in the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 57,041,910 Shares at the Maximum Price of S\$0.076 for one (1) Share, which is 20% above the Highest Last Dealt Price, the maximum amount of funds required for the purchase or acquisition of up to 57,041,910 Shares (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) under and during the duration of the Share Purchase Mandate, is approximately S\$4,335,000.

For illustrative purposes only, and based on the assumptions set out in sub-paragraphs (a), (b) and (c) above and assuming that:

- (i) the purchase or acquisition of Shares is financed solely by internal sources of funds;
- (ii) the Share Purchase Mandate had been effective on 1 January 2016; and
- (iii) the Company had purchased or acquired 57,041,910 Shares (representing not more than 10% of the total number of issued Shares at the Latest Practicable Date) on the Latest Practicable Date,

the financial effects of the purchase or acquisition of 57,041,910 Shares by the Company pursuant to the Share Purchase Mandate on the audited financial statements of the Group and the Company for the financial year ended 31 December 2016 are set out below:

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Scenario A: Purchases made entirely out of capital and held as Treasury Shares

| (S\$'000) | Group | | | Company | | |
|--|-----------------------|----------------------|---------|-----------------------|----------------------|---------|
| | Before Share Purchase | After Share Purchase | | Before Share Purchase | After Share Purchase | |
| | Market Purchase | Off-Market Purchase | | Market Purchase | Off-Market Purchase | |
| As at 31 December 2016 | | | | | | |
| Profit attributable to Shareholders of the Company | 2,621 | 2,621 | 2,621 | 2,787 | 2,787 | 2,787 |
| Share capital | 26,130 | 26,130 | 26,130 | 26,130 | 26,130 | 26,130 |
| Capital reserve | 6 | 6 | 6 | 6 | 6 | 6 |
| Translation reserve | 9 | 9 | 9 | – | – | – |
| Retained earnings | 32,205 | 32,205 | 32,205 | 18,701 | 18,701 | 18,701 |
| Treasury Shares | – | (3,879) | (4,335) | – | (3,879) | (4,335) |
| Equity attributable to owners of the Company | 58,350 | 54,471 | 54,015 | 44,837 | 40,958 | 40,502 |
| NTA | 58,350 | 54,471 | 54,015 | 44,837 | 40,958 | 40,502 |
| Current assets | 53,246 | 49,367 | 48,911 | 38,318 | 34,439 | 33,983 |
| Current liabilities | 13,594 | 13,594 | 13,594 | 15,910 | 15,910 | 15,910 |
| Working capital | 39,652 | 35,773 | 35,317 | 22,408 | 18,529 | 18,073 |
| Total borrowings | – | – | – | – | – | – |
| Number of Shares excluding Treasury Shares ('000) | 570,419 | 513,377 | 513,377 | 570,419 | 513,377 | 513,377 |
| Treasury Shares ('000) | – | 57,042 | 57,042 | – | 57,042 | 57,042 |
| Financial Ratios | | | | | | |
| NTA per Share (cents) ⁽¹⁾ | 10.23 | 10.61 | 10.52 | 7.86 | 7.98 | 7.89 |
| Gearing (times) ⁽²⁾ | – | – | – | – | – | – |
| Current ratio (times) | 3.92 | 3.63 | 3.60 | 2.41 | 2.16 | 2.14 |
| EPS (cents) ⁽³⁾ | 0.46 | 0.51 | 0.51 | 0.49 | 0.54 | 0.54 |
| ROE (%) ⁽⁴⁾ | 4.49 | 4.81 | 4.85 | 6.22 | 6.80 | 6.88 |

Notes:

- (1) NTA per Share equals NTA divided by number of Shares.
- (2) Gearing equals total borrowings divided by Shareholders' equity.
- (3) For illustrative purposes, EPS is calculated based on the number of Shares as at the Latest Practicable Date excluding Treasury Shares.
- (4) ROE equals profit attributable to Shareholders of the Company divided by Shareholders' equity.

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Scenario B: Purchases made entirely out of capital and cancelled

| (S\$'000) | Group | | | Company | | |
|--|-----------------------|---|---------------------|-----------------------|---|---------------------|
| | Before Share Purchase | After Share Purchase Market Purchase | Off-Market Purchase | Before Share Purchase | After Share Purchase Market Purchase | Off-Market Purchase |
| As at 31 December 2016 | | | | | | |
| Profit attributable to Shareholders of the Company | 2,621 | 2,621 | 2,621 | 2,787 | 2,787 | 2,787 |
| Share capital | 26,130 | 22,251 | 21,795 | 26,130 | 22,251 | 21,795 |
| Capital reserve | 6 | 6 | 6 | 6 | 6 | 6 |
| Translation reserve | 9 | 9 | 9 | – | – | – |
| Retained earnings | 32,205 | 32,205 | 32,205 | 18,701 | 18,701 | 18,701 |
| Treasury Shares | – | – | – | – | – | – |
| Equity attributable to owners of the Company | 58,350 | 54,471 | 54,015 | 44,837 | 40,958 | 40,502 |
| NTA | 58,350 | 54,471 | 54,015 | 44,837 | 40,958 | 40,502 |
| Current assets | 53,246 | 49,367 | 48,911 | 38,318 | 34,439 | 33,983 |
| Current liabilities | 13,594 | 13,594 | 13,594 | 15,910 | 15,910 | 15,910 |
| Working capital | 39,652 | 35,773 | 35,317 | 22,408 | 18,529 | 18,073 |
| Total borrowings | – | – | – | – | – | – |
| Number of Shares excluding treasury shares ('000) | 570,419 | 513,377 | 513,377 | 570,419 | 513,377 | 513,377 |
| Treasury Shares ('000) | – | – | – | – | – | – |
| Financial Ratios | | | | | | |
| NTA per Share (cents) ⁽¹⁾ | 10.23 | 10.61 | 10.52 | 7.86 | 7.98 | 7.89 |
| Gearing (times) ⁽²⁾ | – | – | – | – | – | – |
| Current ratio (times) | 3.92 | 3.63 | 3.60 | 2.41 | 2.16 | 2.14 |
| EPS (cents) ⁽³⁾ | 0.46 | 0.51 | 0.51 | 0.49 | 0.54 | 0.54 |
| ROE (%) ⁽⁴⁾ | 4.49 | 4.81 | 4.85 | 6.22 | 6.80 | 6.88 |

Notes:

- (1) NTA per Share equals NTA divided by number of Shares.
- (2) Gearing equals total borrowings divided by Shareholders' equity.
- (3) For illustrative purposes, EPS is calculated based on the number of Shares as at the Latest Practicable Date excluding Treasury Shares.
- (4) ROE equals profit attributable to Shareholders of the Company divided by Shareholders' equity.

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Shareholders should note that the financial effects set out above are for illustrative purposes only. In particular, it is important to note that the above analysis is based on historical audited financial statements for the financial year ended 31 December 2016 and is not necessarily representative of future financial performance.

Although the Share Purchase Mandate would authorise the Company to purchase or acquire up to 10% of the issued Shares (excluding Treasury Shares), the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 10% of the issued Shares (excluding Treasury Shares). In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased as Treasury Shares.

4.10 Take-over Implications

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

4.10.1 Obligation to make a take-over offer

If, as a result of any purchase or acquisition by the Company of the 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.

4.10.2 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 the company.

Unless the contrary is established, the following persons, *amongst others*, will be presumed to be acting in concert, namely:-

- (a) a company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the foregoing companies, any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights;
- (b) a company with any of its directors, together with their close relatives, related trusts and any companies controlled by any of the directors, their close relatives and related trusts; and
- (c) an individual, his close relatives, his related trusts, any person who is accustomed to act according to his instructions, companies controlled by any of the foregoing persons and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing persons and/or entities for the purchase of voting rights.

For this purpose, ownership or control of at least 20% but not more than 50% of the voting rights of a company will be regarded as the test of associated company status.

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.

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4.10.3 Effect of Rule 14 and Appendix 2 of the Take-over Code

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 the 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, the voting rights of such directors and their concert parties would increase by more than 1% in any period of six (6) months. In calculating the percentages of voting rights by such directors and their concert parties, Treasury Shares shall be excluded.

Under Appendix 2 of the Take-over Code, a Shareholder who is 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 buying back its own Shares, the voting rights of such Shareholder will 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 (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Purchase Mandate.

Based on the shareholdings of the Directors in the Company as at the Latest Practicable Date, none of the Directors will become obligated to make a mandatory offer by reason only of the buying back of 10% of the Shares by the Company pursuant to the Share Purchase Mandate.

The directors are not aware of any Shareholder or group of Shareholders acting in concert who may become obligated to make a mandatory offer in the event that the directors exercise the power to repurchase Shares 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 Share Purchase by the Company are advised to consult their professional advisers and/or the Securities Industry Council and/or other relevant authorities at the earliest opportunity.

4.11 Listing Rules

While the Listing Manual does not expressly prohibit the purchase of shares by a listed company during any particular time or times, the listed company would be considered an "insider" in relation to any proposed purchase or acquisition of its issued shares. In this regard, the Company will not purchase any Shares pursuant to the Share Purchase Mandate after a price-sensitive development has occurred or has been the subject of a consideration and/or a decision of the board of directors of the Company until such time as the price-sensitive information has been publicly announced. In particular, the Company will not purchase or acquire any Shares through Market Purchases and/or Off-Market Purchases during the following periods and at all times in compliance with Rule 1207(19) of the Listing Manual:

- (a) one (1) month immediately preceding the announcement of the Company's annual results; and
- (b) two (2) weeks immediately preceding the announcement of the Company's results for each of the first three (3) quarters of its financial year.

The Company is required under Rule 723 of the Listing Manual to ensure that at least 10% of its Shares are in the hands of the public. The "public", as defined under the Listing Manual, are persons other than the directors, chief executive officer, substantial shareholders or controlling shareholders of a company and its subsidiaries, as well as the associates of such persons.

Based on the register of Directors' shareholdings and the register of Substantial Shareholders maintained by the Company as at the Latest Practicable Date, approximately 169,477,300 Shares, representing 29.71% of the total number of issued Shares, are in the hands of the public. Assuming that the Company purchases its Shares through Market Purchases up to the

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full 10% limit pursuant to the Share Purchase Mandate, the number of Shares in the hands of the public would be reduced to 112,435,390 Shares, representing 21.90% of the reduced total number of issued Shares of the Company. Accordingly, the Company is of the view that there is a sufficient number of issued Shares held in the hands of the public which would permit the Company to undertake purchases or acquisitions of its Shares up to the full 10% limit pursuant to the proposed Share Purchase Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity.

In undertaking any purchases or acquisitions of Shares through Market Purchases, the Directors will use their best efforts to ensure that, notwithstanding such purchases, a sufficient float in the hands of the public will be maintained so that the purchases or acquisitions of Shares will not adversely affect the listing status of the Shares on the SGX-ST, cause market illiquidity or adversely affect the orderly trading of the Shares.

4.11.1 Previous Share Purchases

In the last 12 months preceding the Latest Practicable Date, the Company did not purchase or acquire any Shares pursuant to the Share Purchase Mandate granted at the AGM held on 20 April 2016.

4.11.2 Interested Persons

The Company is prohibited from knowingly buying Shares on the SGX-ST from an interested person, that is, a Director, the chief executive officer of the Company or Substantial Shareholder of the Company or any of their Associates, and an interested person is prohibited from knowingly selling his Shares to the Company.

5 DIRECTORS' AND SUBSTANTIAL SHAREHOLDER'S INTERESTS

5.1 Interests of Directors and Substantial Shareholders

Assuming (a) the Company purchases the maximum number of 10% of the issued Shares of the Company as at the Latest Practicable Date; and (b) there is no change in the number of Shares held or deemed to be held by the Directors and Substantial Shareholders, based on the register of Directors' shareholdings of the Company and the register of Substantial Shareholders of the Company maintained pursuant to Section 164 and Section 88 of the Companies Act respectively, as at the Latest Practicable Date, the shareholdings of the Directors and the Substantial Shareholder before and after the purchase of Shares were/will be as follows:-

| | Before the Share Purchase (as at Latest Practicable Date) | | After Share Purchase | |
|---|--|--|----------------------|--|
| | Number of Shares | Total Percentage Interest (%) ⁽¹⁾ | Number of Shares | Total Percentage Interest (%) ⁽¹⁾ |
| Directors | | | | |
| Cheng Woei Fen | 278,997,600 | 55.12 | 35,427,400 | 61.25 |
| Quek Kian Hui | 86,376,800 | 15.14 | – | 16.83 |
| David Tan Chao Hsiung | – | – | – | – |
| Peter Sim Swee Yam | 140,000 | 0.02 | – | 0.03 |
| Lau Teik Soon | – | – | – | – |
| Substantial Shareholder (other than Directors) | | | | |
| Quek Kian Teck Gabriel | 33,516,000 | 5.88 | – | 6.53 |

Notes:-

(1) Based on 570,419,100 Shares before the Share Purchase and 513,377,190 Shares after the Share Purchase.

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Save as disclosed above, none of the Directors and Substantial Shareholder or their respective Associates have any interest, direct or indirect, in the proposed adoption of the New Constitution, the proposed adoption of the MSE PSP and the proposed renewal of the Share Purchase Mandate.

Further, none of the Controlling Shareholders and their Associates shall be eligible to participate in the MSE PSP. Therefore, the Controlling Shareholders and their Associates need not abstain from voting on any resolution in relation to the proposed adoption of the MSE PSP.

5.2 Limits on shareholdings

The Company does not have any limits on the shareholding of any Shareholder.

6 DIRECTORS' RECOMMENDATIONS

Having considered the rationale and the information relating to proposed adoption of the New Constitution, the Directors are of the opinion that the proposed adoption of the New Constitution is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of the special resolution relating to the proposed adoption of the New Constitution to be proposed at the FY2016 AGM.

The Directors, having fully considered the purpose of the MSE PSP, are of the opinion that the proposed adoption of the MSE PSP is in the best interests of the Company and its Shareholders. The Directors accordingly recommend that Shareholders vote in favour of the ordinary resolution relating to the proposed adoption of the MSE PSP to be proposed at the FY2016 AGM.

The Directors, having fully considered the rationale for the Share Purchase Mandate, are of the opinion that the proposed renewal of the Share Purchase Mandate is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the ordinary resolution relating to the proposed renewal of the Share Purchase Mandate to be proposed at the FY2016 AGM.

7 ANNUAL GENERAL MEETING

The FY2016 AGM, notice of which is enclosed with the Annual Report, will be held on Thursday, 20 April 2017 at 10.00 a.m. at 35 Tuas Road, Jurong Town, Singapore 638496 for the purpose of considering and, if thought fit, passing the resolutions set out in the Notice of the AGM.

8 APPROVALS AND RESOLUTIONS

Shareholders' approval for the proposed adoption of the New Constitution, the proposed adoption of the MSE PSP and the proposed renewal of the Share Purchase Mandate is sought at the FY2016 AGM. The respective resolutions relating to each of the proposed adoption of the New Constitution, the proposed adoption of the MSE PSP and the proposed renewal of the Share Purchase Mandate is contained in the Notice of AGM as Special Resolution 8, Ordinary Resolutions 9 and 10 respectively.

Any Shareholder who is eligible to participate in the MSE PSP will abstain from voting in respect of Ordinary Resolution 9, being the resolution relating to the proposed adoption of the MSE PSP to be proposed at the FY2016 AGM. Such Shareholder shall also decline to accept appointment as proxy for any Shareholder to vote in respect of Ordinary Resolution 9, unless the Shareholder concerned shall have given specific instructions in his proxy form as to the manner in which his votes are to be cast in respect of Ordinary Resolution 9.

APPENDIX A – ADDITIONAL GENERAL INFORMATION

9 DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Addendum and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Addendum constitutes full and true disclosure of all material facts about the proposed adoption of the New Constitution, the proposed adoption of the MSE PSP and the proposed renewal of the Share Purchase Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Addendum misleading.

Where information in this Addendum 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 Addendum in its proper form and context.

10 DOCUMENTS FOR INSPECTION

The following documents are available for inspection at the registered office of the Company at 35 Tuas Road, Jurong Town Singapore 638496 during normal business hours for a period of three (3) months from the date of this Addendum:-

- (a) the Annual Report;
- (b) the Existing Constitution;
- (c) the New Constitution; and
- (d) the rules of the MSE PSP.

Yours faithfully
For and on behalf of the Board of Directors
MUN SIONG ENGINEERING LIMITED

Cheng Woei Fen
Executive Chairlady

APPENDIX I – PROPOSED NEW CONSTITUTION

THE COMPANIES ACT (CAP. 50)

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION OF MUN SIONG ENGINEERING LIMITED

(In substitution of the existing Constitution adopted by Special Resolution at the Annual General Meeting held on 20 April 2017)

INTERPRETATION

1. In this Constitution, unless inconsistent with the subject or context, the words standing in the first column below shall bear the meanings set opposite to them respectively:- Interpretation

WORDS

MEANINGS

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| “Act” | The Companies Act, Chapter 50 of Singapore, or any statutory modification, amendment or re-enactment thereof for the time being in force. |
| “Annual General Meeting” | An annual general meeting of the Company. |
| “Chairman” | The chairman of the Directors or the chairman of the Annual General Meeting or any General Meeting as the case may be. |
| “Chief Executive Officer” | The chief executive officer or managing director of the Company (or any person holding an equivalent position) from time to time. |
| “Company” | Mun Siong Engineering Limited. |
| “Constitution” | This constitution of the Company for the time being in force as originally framed, or as amended from time to time. |
| “Directors” or the “Board of Directors” | The directors for the time being of the Company or such number of them as have authority to act for the Company. |
| “Exchange” | The Singapore Exchange Securities Trading Limited and, where applicable, its successors in title. |
| “General Meeting” | A general meeting of the Company. |

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| “in writing” | Written or produced by any substitute for writing, or partly one and partly another, and shall include (except where otherwise expressly specified in this Constitution or the context otherwise requires, and subject to any limitations, conditions or restrictions contained in the Act) 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. |
| “Instruments” | Offers, agreements or options that might or would require shares to be issued including but not limited to the creation and issue of warrants, debentures or other instruments convertible or exchangeable into shares. |
| “Market Day” | Any day on which the Exchange is open for trading of securities. |
| “Member” or “holder of any share” | A registered shareholder for the time being of the Company or if the registered shareholder is the Depository, a Depositor named in a Depository Register (for such period as shares are entered in the Depositor’s Securities Account) and includes a person attending by proxy or by attorney or representing a corporation which is a Member but excludes the Company where it is a Member by reason of its holding of its shares as treasury shares. |
| “month” | Calendar month. |
| “Office” | The registered office of the Company for the time being. |
| “Ordinary Resolution” | A resolution passed by a simple majority of those present and voting. |
| “Register of Members” | The Register of registered shareholders of the Company. |
| “Seal” | The common seal of the Company. |
| “Secretary” | The secretary or secretaries appointed to perform the duties of a secretary of the Company. |
| “Securities Account” | The securities account maintained by a Depositor with a Depository. |
| “SFA” | The Securities and Futures Act, Chapter 289 of Singapore, or any statutory modification, amendment or re-enactment thereof for the time being in force. |
| “Singapore” | The Republic of Singapore. |
| “Special Resolution” | A special resolution as determined under the provisions of the Act. |

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“year” Calendar year.

“S\$” The lawful currency of Singapore.

The expressions “Depositor”, “Depository”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them respectively in the SFA.

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

The expressions “registered address” or “address” mean, in relation to any Member, his physical address for the service or delivery of notices or documents personally or by post, as set out in the Register of Members or the Depository Register, as the case may be.

The expression “clear days’ notice” shall, for the purposes of calculating the number of days necessary before a notice is served or deemed to be served, be exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given.

The expression “shares” shall mean the shares of the Company.

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

Save as aforesaid, any word or expression used in the Act and the Interpretation Act, Chapter 1 of Singapore, shall, if not inconsistent with the subject or context, bear the same meaning in this Constitution.

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

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

NAME

2. The name of the Company is “MUN SIONG ENGINEERING LIMITED”. Name

REGISTERED OFFICE

3. The Office of the Company will be situated in Singapore. Registered
Office

BUSINESS ACTIVITY

4. Subject to the provisions of the Act, any other written law, or this Constitution, any branch or kind of business which by this Constitution is expressly or by implication authorised to be undertaken by the Company and may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with such branch or kind of business. Business act

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LIABILITY OF MEMBERS

5. The liability of Members is limited. Liability of Members

SHARES

6. Subject to the Act and this Constitution, no shares may be issued by the Directors without the prior sanction of an Ordinary Resolution of the Company in General Meeting but subject thereto and to Regulation 27, and to any special rights attached to any shares for the time being issued, the Directors may issue and allot shares or grant options over or otherwise deal with or dispose of the same to such persons on such terms and conditions and for such consideration (if any) and at such time and subject or not to the payment of any part of the amount (if any) thereof in cash as the Directors may think fit, and any shares may be issued in such denominations or with such preferential, deferred, qualified or special rights, privileges or conditions as the Directors may think fit, and preference shares may be issued which are or at the option of the Company are liable to be redeemed, the terms and manner of redemption being determined by the Directors, provided always that:- Issue of shares
- (a) any issue of shares for cash to Members holding shares of any class shall be offered to such Members in proportion as nearly may be to the number of shares of such class then held by them and the second sentence of Regulation 27(1) with such adaptations as are necessary shall apply;
 - (b) any other issue of shares, the aggregate of which would exceed the limits referred to in Regulation 27(2), shall be subject to the approval of the Company in General Meeting;
 - (c) where the capital of the Company consists of shares of different monetary denominations, the voting rights shall be prescribed in such manner that a unit of capital in each class when reduced to a common denominator, shall carry the same voting power when such right is exercisable; and
 - (d) no shares shall be issued at a discount except in accordance with the Act.
7. (1) The total number of issued preference shares shall not exceed the total number of issued ordinary shares at any time. Power to issue shares
- (2) The rights attaching to shares of a class other than ordinary shares shall be expressed in this Constitution.
- (3) Subject to this Constitution, the Company has the power to issue:-
- (a) shares for which no consideration is payable to the Company;
 - (b) preference shares subject to such limitations thereof as may be prescribed by any stock exchange upon which shares in the Company may be listed; and
 - (c) further preference capital ranking equally with, or in priority to, preference shares already issued.

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| 8. | If, at any time the share capital is divided into different classes, the repayment of preference capital other than redeemable preference capital, and the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may only be made, varied or abrogated, subject to the provisions of the Act, whether or not the Company is being wound up, with the sanction of a Special Resolution passed at a separate General Meeting of the holders of shares of the class concerned and to every such Special Resolution the provisions of the Act shall with such adaptations as are necessary apply. To every such separate General Meeting the provisions of this Constitution relating to General Meetings or to the proceedings thereat shall <i>mutatis mutandis</i> apply; but so that the necessary quorum shall be two (2) persons holding or representing by proxy or by attorney at least one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy or by attorney may demand a poll. Provided always that where the necessary majority for such a Special Resolution is not obtained at the General Meeting, consent in writing if obtained from the holders of three-fourths of the issued shares of the class concerned within two (2) months of the General Meeting, shall be as valid and effectual as a Special Resolution carried at the General Meeting. | Variation of rights |
| 9. | The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class or by this Constitution as are in force at the time of such issue, be deemed to be varied by the issue of further shares ranking equally therewith. | Issue of further shares with special rights |
| 10. | Nothing in this Constitution shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person. | Renunciation of allotment |
| 11. | The Company may exercise the powers of paying commission conferred by the Act, provided that the rate per cent, or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of ten per cent (10%) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten per cent (10%) of that price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares, or partly in one way and partly in the other. The Company may also on any issue pay such brokerage as may be lawful. | Power to pay commission or brokerage |
| 12. | If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may, subject to the conditions and restrictions mentioned in the Act, pay interest on so much of the share capital (except treasury shares) as is for the time being paid up and may charge the same to capital as part of the cost of the construction of the works, buildings or provision. | Power to charge interest on capital |
| 13. | No person shall be recognised by the Company as having title to a fractional part of a share other than as the sole or a joint holder of the entirety of such share. | No fractional part of a share |
| 14. | If the issue price of any share is payable by instalments, in whole or in part amount, as a condition of allotment of such share, every such instalment shall, when due, be paid to the Company by the person who for the time being shall be the registered holder of the share or his personal representatives, but this provision shall not affect the liability of any allottee who may have agreed to pay the same. | Payment of instalments |

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RIGHTS OF PREFERENCE SHAREHOLDERS

15. Preference shareholders shall have the same rights as ordinary shareholders as regards the receiving of notices, reports and financial statements and attending General Meetings of the Company. Rights of preference shareholders
16. Preference shareholders shall have the right to vote at any General Meeting convened for the purpose of reducing the capital or winding up or sanctioning a sale of the undertaking of the Company or where the proposal to be submitted to the General Meeting directly affects their rights and privileges or when the dividend on the preference shares is more than six (6) months in arrears. Rights of preference shareholders as regards voting on certain resolutions

PURCHASE OF SHARES

17. The Company may purchase or otherwise acquire its issued shares on such terms and in such manner as the Company may from time to time think fit. If required by the Act, any share which is so purchased or acquired by the Company shall, unless held in treasury in accordance with the Act, be deemed to be cancelled immediately on purchase or acquisition by the Company. On the cancellation of any share as aforesaid, the rights or privileges attached to that share shall expire. In any other instance, the Company may hold or deal with any such share which is so purchased or acquired by it in such manner as may be permitted by, and in accordance with, the Act. Purchase of the Company's shares

TREASURY SHARES

18. (1) Shares that the Company purchases or otherwise acquires may be held and dealt with by the Company as treasury shares in accordance with the provisions of this Constitution and the Act. Treasury shares
- (2) Where the shares purchased or otherwise acquired are held as treasury shares by the Company, the Company shall be entered in the Register of Members as the Member holding the treasury shares.
- (3) The Company shall not exercise any right in respect of treasury shares other than as provided by the Act.

SHARE CERTIFICATES

19. Every certificate of title to shares or debentures in the capital of the Company shall be issued under the Seal in such form as the Directors shall from time to time prescribe and shall bear the autographic or facsimile signatures of at least two (2) Directors, or by one (1) Director and the Secretary or some other person appointed by the Directors in place of the Secretary for the purpose, and shall specify the number and class of shares to which it relates, the amounts paid thereon, whether such shares are fully or partly paid up and the amounts (if any) unpaid on such shares. The facsimile signatures may be reproduced by mechanical or other means, provided the method or system of reproducing signatures has first been approved by the auditors of the Company. Issue of certificates

No certificate shall be issued representing shares of more than one (1) class.

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20. (1) Shares must be allotted and certificates despatched within 10 Market Days of the final closing date of any application to subscribe for a new issue of shares unless the Exchange shall agree to an extension of time in respect of that particular issue. The Depository must despatch statements to successful investor applicants confirming the number of shares held under their Securities Accounts. Every person entered in the Register of Members as registered holders of shares shall be entitled to certificates within 10 Market Days after lodgement of any transfer. Every registered shareholder shall be entitled to receive share certificates in reasonable denominations for his holding and where a charge is made for certificates, such charge shall not exceed S\$2 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by the Exchange).
- (2) Where a registered shareholder transfers only a part of the shares comprised in a certificate or where a registered shareholder requires the Company to cancel any certificate or certificates and issue new certificates for the purpose of subdividing his holding in a different manner, the old certificate or certificates shall be cancelled and new certificate or certificates for the balance of such shares shall be issued in lieu thereof and the registered shareholder shall pay a fee not exceeding S\$2 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by the Exchange) for each such new certificate as the Directors may determine. Where the registered shareholder is a Depositor the delivery by the Company to the Depository of provisional allotments or share certificates in respect of the aggregate entitlements of Depositors to new shares offered by way of a rights issue or other preferential offering or bonus issue shall to the extent of the delivery discharge the Company from any further liability to each such Depositor in respect of his individual entitlement.
- (3) The retention by the Directors of any unclaimed share certificates (or stock certificates as the case may be) shall not constitute the Company a trustee in respect thereof. Any share certificate (or stock certificate as the case may be) unclaimed after a period of six (6) years from the date of issue of such share certificate (or stock certificate as the case may be) may be forfeited and if so shall be dealt with in accordance with this Constitution, *mutatis mutandis*.
21. (1) Subject to the provisions of the Act, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, a new certificate may be issued in lieu thereof on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled, purchaser, member firm or member company of the Exchange or on behalf of its or their client or clients as the Directors 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 S\$2 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by the Exchange) as the Directors may from time to time require. In the case of destruction, loss or theft, a shareholder or person entitled to whom such new 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.
- (2) When any shares under the powers in this Constitution herein contained are sold by the Directors and the certificate thereof has not been delivered up to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they may think fit from the certificate not so delivered up.

Entitlement to certificates

New certificates may be issued

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REGISTER OF MEMBERS

22. The Register of Members and the Depository Register may be closed at such times and for such period as the Directors may from time to time determine, provided always that the Registers shall not be closed for more than 30 days in the aggregate in any year. Provided always that the Company shall give prior notice of such closure as may be required to the Exchange, stating the period and purpose or purposes for which the closure is made. Closing of register
23. (1) The Company shall not be bound to register more than three (3) persons as the joint holders of any share except in the case of executors or administrators or trustees of the estate of a deceased Member. Not bound to register more than three persons
- (2) If two (2) or more persons are registered as joint holders of any share, any one (1) of the joint holders of any share may give effectual receipts for any dividend, return of capital or other sum of money payable to such joint holders in respect of such share. Receipts
- (3) The joint holders of any share shall be liable jointly and severally in respect of all payments and liabilities in respect of such share, including but not limited to, the payment of all calls or instalments and interest due in respect of such shares. Liability joint and several
- (4) Only the person whose name stands first in the Register of Members as one of the joint holders of any share or Depository Register as one of the joint depositors (as the case may be) shall, as regards voting, proxy, service of notices and delivery of certificates and dividend warrants, be deemed entitled and any notice given to such person shall be deemed notice to all the joint holders or joint depositors (as the case may be).
24. Except as required by this Constitution or by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share, or (unless otherwise provided by this Constitution or by law) any other rights in respect of any share, except an absolute right to the entirety thereof in the person (other than the Depository or its nominee, as the case may be) entered in the Register of Members as the registered holder thereof or (where the person entered in the Register of Members as the registered holder of a share is the Depository) the person whose name is entered in the Depository Register in respect of that share. Exclusion of equities

Nothing contained in this Constitution, relating to the Depository or the Depositors, or in any repository agreement made by the Company with any common depository for shares, or in any notification of substantial shareholding to the Company or any note made by the Company of any particulars in such notification or response, shall derogate or limit or restrict or qualify these provisions; and any proxy or instructions on any matter whatsoever given by the Depository or Depositors to the Company or the Directors shall not constitute any notification of trust, and the acceptance of such proxies and the acceptance of or compliance with such instructions by the Company or the Directors, shall not constitute the taking of any notice of trust.

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INCREASE OF SHARE CAPITAL

25. The Company in General Meeting may from time to time by Ordinary Resolution, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully paid up or not, increase its capital by the creation and issue of new shares of such amount as may be deemed expedient. Power to increase capital
26. Subject to any special rights for the time being attached to any existing class of shares, the new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting resolving upon the creation thereof shall direct and if no direction be given as the Directors shall determine; subject to the provisions of this Constitution and in particular (but without prejudice to the generality of the foregoing) such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company or otherwise. Rights and privileges of new shares
27. (1) 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 Exchange, all new shares shall before issue be offered to such persons who as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this Regulation. Exception to pre-emption requirement
- (2) Notwithstanding Regulation 27(1) but subject to the Act and the listing rules of the Exchange, the Company may by Ordinary Resolution in General Meeting give to the Directors a general authority either unconditionally or subject to such conditions as may be specified in the Ordinary Resolution to:-
- (a) issue shares of the Company whether by way of rights, bonus or otherwise and/or make or grant Instruments that might or would require shares to be issued, including not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other Instruments convertible into shares; and
- (b) (notwithstanding the authority conferred by the Ordinary Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the Ordinary Resolution was in force, provided that:-
- (i) the aggregate number of shares to be issued pursuant to the Ordinary Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to the Ordinary Resolution but excluding shares which may be issued pursuant to any adjustments effected under any relevant Instrument) does not exceed any applicable limits prescribed by the Exchange;

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- (ii) in exercising the authority conferred by the Ordinary Resolution, the Company shall comply with the listing rules for the time being in force (unless such compliance is waived by the Exchange) and this Constitution; and
 - (iii) (unless revoked or varied by the Company in General Meeting) the authority conferred by the Ordinary Resolution shall not continue in force beyond the conclusion of the Annual General Meeting next following the passing of the Ordinary Resolution, or the date by which such Annual General Meeting is required by law to be held, or the expiration of such other period as may be prescribed by the Act, whichever is earlier.
- (3) Notwithstanding Regulation 27(1) above but subject to the Act, the Directors shall not be required to offer any new shares to Members to whom by reason of foreign securities laws such offers may not be made without registration of the shares or a prospectus or other document, but to sell the entitlements to the new shares on behalf of such Members in such manner as they think most beneficial to the Company.
28. Except so far as otherwise provided by the conditions of issue or by this Constitution, any capital raised by the creation of new shares shall be considered part of the original ordinary capital of the Company and shall be subject to the provisions of this Constitution with reference to allotments, payment of calls, lien, transfer, transmission, forfeiture and otherwise. New shares otherwise subject to provisions of Constitution

ALTERATION OF SHARE CAPITAL

29. The Company may by Ordinary Resolution alter its share capital in the manner permitted under the Act including without limitation:-
- (a) consolidate and divide all or any of its shares; Power to consolidate shares
 - (b) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person or which have been forfeited and diminish its share capital in accordance with the Act; Power to cancel shares
 - (c) subdivide its shares or any of them provided always that in such subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived and so that the resolution whereby any share is subdivided may determine that, as between the holders of the shares resulting from such subdivision, one (1) or more 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 the power to attach to new shares; and/or Power to subdivide shares
 - (d) convert its share capital or any class of shares from one currency to another currency. Power to convert currency
30. The Company may by Special Resolution, subject to and in accordance with the Act or other applicable laws, convert one (1) class of shares into another class of shares. Conversion of shares

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31. The Company may by Special Resolution reduce its share capital or any other undistributable reserve in any manner permitted and subject to, any incident authorised and consent required by law. Without prejudice to the generality of the foregoing, upon cancellation of any share purchased or otherwise acquired by the Company pursuant to this Constitution and the Act, the number of issued shares of the Company shall be diminished by the number of shares so cancelled, and where any such cancelled shares were purchased or acquired out of the capital of the Company, the amount of the share capital of the Company shall be reduced accordingly.
- Power to reduce capital

CALLS ON SHARES

32. (1) The Directors may from time to time make calls upon the Members in respect of any monies unpaid on their shares, subject to and in accordance with the terms of issue of such shares. A call may be revoked or postponed as the Directors may determine.
- Calls
- (2) Each Member shall, subject to receiving at least 14 clear days' notice specifying the time or times and place of payment, pay to the Company at the time or times and place so specified the amount called on his shares.
- Notice of calls
33. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed, and may be made payable by instalments.
- Time when call made
34. The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid and the times of payments.
- Directors may differentiate between holders
35. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding eight per cent (8%) per annum, as the Directors determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.
- Interest on calls
36. Any sum which by the terms of issue and allotment of a share becomes payable upon allotment or at any fixed date, shall for the purpose of this Constitution be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
- Sum due on allotment to be treated as calls
37. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the monies uncalled and unpaid upon the shares held by him, and such payments in advance of calls shall extinguish (so far as the same shall extend) the liability upon the shares in respect of which it is made, and upon the monies so received or so much thereof as from time to time exceed the amount of the call then made upon the shares concerned, the Company may pay interest at such rate not exceeding eight per cent (8%) per annum as the Member paying such sum and the Directors agree upon. Capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits, and until appropriated towards satisfaction of any call shall be treated as a loan to the Company and not as part of its capital and shall be repayable at any time if the Directors so decide.
- Payment in advance of calls

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FORFEITURE AND LIEN

38. The Company shall have a first and paramount lien and charge on every share (not being a fully paid share) registered in the name of each Member (whether solely or jointly with others) and on the dividends declared or payable in respect thereof. Such lien shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such monies are due and unpaid and to such amounts as the Company may be called upon by law to pay in respect of the shares of the Member or deceased Member. Company's lien
39. If any Member fails to pay in full any call or instalment of a call on or before the day appointed for payment thereof, the Directors may at any time thereafter serve a notice on such Member requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and any expenses incurred by the Company by reason of such non-payment. Notice requiring payment of calls
40. The notice shall name a further day (not being less than seven (7) days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment in accordance therewith the shares on which the call was made will be liable to be forfeited. Form of notice
41. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before the forfeiture. The forfeiture or surrender of a share shall involve the extinction, at the time of forfeiture or surrender, of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the Member whose share is forfeited or surrendered and the Company, except those rights and liabilities expressly saved by this Constitution or in the case of past Members, given or imposed by the Act. The Directors may accept a surrender of any share liable to be forfeited hereunder. Forfeiture on non-compliance with notice
42. When any share has been forfeited in accordance with this Constitution, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the Register of Members or in the Depository Register (as the case may be) opposite to the share; but the provisions of this Constitution are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid. Notice of forfeiture to be given and entered
43. Notwithstanding any such forfeiture as aforesaid, the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture, upon the terms of payment of all calls and interest due thereon and all expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit. Directors may allow forfeited share to be redeemed
44. A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, reallocation or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit. To give effect to any such sale, the Directors may effect the transfer of a forfeited or surrendered share to any such person as aforesaid or authorise some person to do so. Sale of shares forfeited or surrendered

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45. A Member whose shares have been forfeited or surrendered shall cease to be a Member in respect of the shares, but shall notwithstanding the forfeiture or surrender remain liable to pay to the Company all monies which at the date of forfeiture or surrender were payable by him to the Company in respect of the shares, with interest thereon at eight per cent (8%) per annum (or such lower rate as the Directors may approve) from the date of forfeiture or surrender until payment, but such liability shall cease if and when the Company receives payment in full of all such money in respect of the shares and the Directors may waive payment of such interest either wholly or in part. Rights and liabilities of members whose shares have been forfeited and surrendered
46. No Member shall be entitled to receive any dividend or to exercise any privileges as a Member until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any). Member not entitled to privileges until all calls paid
47. The Directors may sell in such manner as the Directors think fit any share on which the Company has a lien but no sale shall be made unless any sum in respect of which the lien exists is presently payable nor until the expiration of seven (7) days after notice in writing stating and demanding payment of the sum presently payable and giving notice of intention to sell in default, shall have been served on such Member or the person entitled by transmission to the shares to give effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser thereof. Sale of shares subject to lien
48. The net proceeds of sale, whether of a share forfeited by the Company or of a share over which the Company has a lien or of a share which was surrendered, shall be applied first in the payment of the costs of such sale, next in or towards satisfaction of the unpaid call and accrued interest and expenses, and any residue shall be paid to the person whose shares have been forfeited or to his executors, administrators or assigns or as he may direct. Application of sale proceeds
49. A statutory declaration in writing that the declarant is a Director of the Company and that the shares have been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share, and such declaration and the receipt by the Company of the consideration (if any) given for the share on the sale, re-allotment or disposal thereof, together (where the same be required) with the share certificate under Seal delivered to a purchaser (or where the purchaser is a Depositor, to the Depository or its nominee (as the case may be)) or allottee thereof, shall (subject to the execution of a transfer if the same be required) constitute good title to the share. The person to whom the share is sold, re-allotted or disposed of shall be entered in the Register of Members as the holder of the share or (as the case may be) in the Depository Register in respect of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings relating to the forfeiture, surrender, sale, re-allotment or disposal of the share. Title to shares forfeited, surrendered or sold to satisfy a lien

TRANSFER OF SHARES

50. Subject to the provisions of this Constitution, any Member may transfer all or any of his shares but to be acceptable for registration, every instrument of transfer of the legal title in shares must be in writing and in the form approved by the Exchange or in any other form acceptable to the Directors. Shares of different classes shall not be comprised in the same instrument of transfer. Form of transfer

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| 51. | The instrument of transfer of any share shall be signed by or on behalf of both the transferor and the transferee and be witnessed and the transferor shall be deemed to remain the holder of the share concerned until the name of the transferee is entered in the Register of Members in respect thereof. The Depository or its nominee (as the case may be) shall not be required as transferee to sign any form of transfer for the transfer of shares to it. | Execution of transfer of shares |
| 52. | No shares shall in any circumstances be transferred to an infant, bankrupt or person who is mentally disordered and incapable of managing himself or his affairs. | Persons under disability |
| 53. | <p>(1) Subject to this Constitution, the Act or as required by the Exchange, there shall be no restriction on the transfer of fully paid up shares but the Directors may, in their discretion, decline to register any transfer of shares upon which the Company has a lien and in the case of shares not fully paid up, may refuse to register a transfer to a transferee of whom they do not approve.</p> <p>(2) If the Directors shall decline to register any such transfer of shares, they shall within 30 days or such shorter period as may be prescribed from time to time by the Exchange, serve a notice in writing to the transferor and transferee stating the facts which are considered to justify the refusal as required by the Act and the listing rules of the Exchange.</p> <p>(3) The Directors may decline to register any instrument of transfer unless:-</p> <p style="padding-left: 20px;">(a) such fee not exceeding S\$2 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by the Exchange) as the Directors may from time to time require, is paid to the Company in respect thereof;</p> <p style="padding-left: 20px;">(b) the instrument of transfer, duly stamped in accordance with any law for the time being in force relating to stamp duty, is deposited at the Office or at such other place (if any) as the Directors may appoint accompanied by a certificate of payment of stamp duty (if any is payable), the certificates of the shares to which the transfer relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and, if the instrument of transfer is executed by some other person on his behalf, the authority of the person so to do; and</p> <p style="padding-left: 20px;">(c) the instrument of transfer is in respect of only one (1) class of shares.</p> | Requirements relating to transfer |
| 54. | <p>(1) All instruments of transfer which are registered may be retained by the Company, but any instrument of transfer which the Directors decline to register shall (except in the case of fraud) be returned to the person depositing the same.</p> <p>(2) Subject to any legal requirements to the contrary, the Company shall be entitled to destroy all instruments of transfer which have been registered at any time after the expiration of six (6) years from the date of registration thereof and all dividend mandates and notifications of change of address at any time after the expiration of six (6) years from the date of recording thereof and all share certificates which have been cancelled at any time after the expiration of six (6) years from the date of the cancellation thereof and it shall conclusively be presumed in favour of the Company that every entry in the Register of Members purporting to have been made on the basis of</p> | |

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an instrument of transfer or other documents so destroyed was duly and properly made and every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and every share certificate so destroyed was a valid and effective certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company. Provided that:-

- (a) the provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
- (b) nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any circumstances which would not attach to the Company in the absence of this Constitution; and
- (c) references herein to the destruction of any document include references to the disposal thereof in any manner.

55. Neither the Company nor its Directors nor any of its officers shall incur any liability for registering or acting upon a transfer of shares apparently made by sufficient parties, although the same may, by reason of any fraud or other cause not known to the Company or its Directors or other officers, be legally inoperative or insufficient to pass the property in the shares proposed or professed to be transferred, and although the transfer may, as between the transferor and transferee, be liable to be set aside, and notwithstanding that the Company may have notice that such instrument of transfer was signed or executed and delivered by the transferor in blank as to the name of the transferee or the particulars of the shares transferred, or otherwise in defective manner, and in every such case, the person registered as transferee, his executors, administrators and assigns, alone shall be entitled to be recognised as the holder of such shares and the previous holder shall, so far as the Company is concerned, be deemed to have transferred his whole title thereto.

Indemnity
against wrongful
transfer

TRANSMISSION OF SHARES

56. (1) In the case of the death of a registered shareholder, the survivor or survivors where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing herein shall release the estate of a deceased registered shareholder from any liability in respect of any share solely or jointly held by him.
- (2) In the case of the death of a Depositor, the survivor or survivors where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder and where such executors or administrators are entered in the Depository Register in respect of any shares of the deceased Member, shall be the only persons recognised by the Company as having any title to his interests in the share; but nothing herein shall release the estate of a deceased Depositor from any liability in respect of any share solely or jointly held by him.

Transmission on
death

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57. (1) Any person becoming entitled to the legal title of a share in consequence of the death or bankruptcy of any Member, or by virtue of a vesting order by a court of competent jurisdiction and recognised by the Company as having any title to that share may, upon producing such evidence of legal title to the share as the Directors shall require, elect either to be registered himself as holder of the share or transfer such share to some other person. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered, he shall testify his election by executing to that person a transfer of the share.
- Persons becoming entitled on death or bankruptcy of Member may be registered
- (2) All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfers shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by such Member.
- (3) The Directors shall have, in respect of a transfer so executed, the same power of refusing registration as if the event upon which the transmission took place had not occurred, and the transfer were a transfer executed by the person from whom the title by transmission is derived.
58. A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for, any dividends or other monies payable in respect of the share, but he shall not be entitled in respect of it to receive notices of, or to attend or vote at General Meetings, or, save as aforesaid, to exercise any of the rights or privileges of a Member, unless and until he shall become registered as a shareholder or have his name entered in the Depository Register as a Depositor in respect of the share. Provided always that the Directors may at any time give notice requiring any such person elect whether to be registered himself as a Member in the Register of Members or entered in the Depository Register in respect of the share or to transfer the share (as the case may be), and if the notice is not complied with within 60 days the Directors may thereafter withhold payment of all dividends or other monies payable in respect of the share until the requirements of the notice have been complied with.
- Rights of unregistered executors and trustees
59. There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title to any shares, such fee not exceeding S\$2 (or such other sum as may be approved by the Exchange from time to time) as the Directors may from time to time require or prescribe.
- Fees for registration of probate, etc

STOCK

60. The Company may by Ordinary Resolution convert any paid up shares into stock and may from time to time, in like manner, re-convert any stock into paid up shares of any denomination.
- Power to convert into stock
61. The holders of stock may transfer the same or any part thereof in the same manner, and subject to this Constitution as and subject to which the shares from which the stock arose might, prior to conversion, have been transferred, or as near thereto as circumstances admit; but no stock shall be transferable except in such units as the Directors may from time to time determine, provided that such units shall not be greater than the nominal amount of the shares from which the stock arose.
- Transfer of stock

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62. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividend, return of capital, voting and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except as regards dividend and return of capital and the assets on winding up) shall be conferred by any such number of stock units which would not, if existing in shares, have conferred that privilege or advantage, and no such conversion shall affect or prejudice any preference or other special privileges attached to the shares so converted. Rights of shareholders
63. All provisions of this Constitution that are applicable to paid up shares shall apply to stock, and the words “share” and “shareholder” or similar expression herein shall include “stock” or “stockholder”. Interpretation

GENERAL MEETINGS

64. (1) Subject to the provisions of the Act, the Company shall in each year hold a General Meeting, in addition to any other meetings in that year, to be called the Annual General Meeting, and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. The Company shall hold all its General Meetings in Singapore unless prohibited by relevant laws and regulations in the jurisdiction of its incorporation. Annual General Meetings
- (2) All General Meetings other than Annual General Meetings shall be called “Extraordinary General Meetings”. Extraordinary General Meetings
65. The Directors may convene an Extraordinary General Meeting whenever they think fit, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, in accordance with the Act. If at any time there are not within Singapore sufficient Directors capable of acting to form a quorum at a meeting of Directors, any Director may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors. Calling of Extraordinary General Meetings

NOTICE OF GENERAL MEETINGS

66. All General Meetings shall be called by at least 14 clear days’ notice in writing and given by advertisement in the daily press and in writing to the Exchange and any other stock exchange upon which the shares of the Company may be listed. Where it is proposed to pass a Special Resolution at any General Meeting or (save as provided by the Act) a resolution of which special notice has been given to the Company, notice must be given to Member and such persons entitled to receive the notice at least 21 clear days before the General Meeting. Provided that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed (a) in the case of an Annual General Meeting by all the Members entitled to attend and vote thereat; and (b) in the case of an Extraordinary General Meeting by a majority in number of the Members having a right to attend and vote thereat, being a majority together holding not less than 95% of the total voting rights of all members having a right to vote at that meeting. The accidental omission to give notice to, or the non-receipt by any person entitled thereto, shall not invalidate the proceedings at any General Meeting. Notice

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67. (1) Every notice calling a General Meeting shall specify the place, day and hour of the General Meeting and there shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of him and that a proxy need not be a Member of the Company. Contents of notice
- (2) In the case of an Annual General Meeting, the notice shall also specify the General Meeting as such.
- (3) In the case of any General Meeting at which special business is to be transacted, the notice shall specify the general nature of the special business and shall be accompanied by a statement regarding the effect of any proposed resolutions in respect of such special business. If any resolution is to be proposed as a Special Resolution or as requiring special notice, the notice shall contain a statement to that effect.
68. All business shall be deemed special that is transacted at any Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of sanctioning a dividend; the consideration of financial statements, statement of the Directors and report of the auditors, and any other documents required to be attached or annexed to the financial statements; the election and re-election of Directors; the fixing of the Directors' remuneration and the appointment and fixing of the remuneration of the auditors. Special Business

PROCEEDINGS AT GENERAL MEETINGS

69. No business shall be transacted at any General Meeting unless a quorum is present at the time the General Meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person shall form a quorum. For the purpose of this Constitution, "Member" includes a person attending by proxy or by attorney or representing a corporation which is a Member. Provided that where (a) a proxy representing more than one (1) Member shall only count as one (1) Member for the purpose of determining the quorum; and (b) where a Member is represented by more than one (1) proxy such proxies shall count as only one (1) Member for the purpose of determining the quorum. Quorum
70. If within half an hour from the time appointed for the General Meeting a quorum is not present, the General Meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (or if that day is a public holiday then to the next business day following that public holiday), at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at such adjourned General Meeting a quorum is not present within half an hour from the time appointed for holding the General Meeting, the General Meeting shall be dissolved. Adjournment if quorum not present
71. The Chairman of the Board of Directors or, in his absence, the Deputy Chairman (if any) shall preside as Chairman of the General Meeting at every General Meeting. If there is no such Chairman or Deputy Chairman, or if at any General Meeting he is not present within 15 minutes after the time appointed for holding the General Meeting or is unwilling to act, the Directors present shall choose a Director amongst them to be Chairman of the General Meeting or, if no Director is present or if all the Directors present decline to take the Chair, or otherwise fail to choose a Director amongst them to be Chairman of the General Meeting, the Members present shall choose a Member present to be Chairman of the General Meeting. Chairman

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72. The Chairman may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the General Meeting), adjourn the General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting except business which might lawfully have been transacted at the General Meeting from which the adjournment took place. When a General Meeting is adjourned for 10 days or more, notice of the adjourned General Meeting shall be given as in the case of the original General Meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned General Meeting. Adjournment
73. Subject to the Act, a resolution in writing signed by every Member of the Company entitled to vote or being a corporation by its duly authorised representative shall have the same effect and validity as an Ordinary Resolution of the Company passed at a General Meeting duly convened, held and constituted, and may consist of several documents in the like form, each signed by one (1) or more of such Members. Resolutions in writing
74. (1) If required by the listing rules of the Exchange, all resolutions at General Meetings shall be voted by poll (unless such requirement is waived by such Exchange). Method of voting
- (2) At any General Meeting a resolution put to the vote of the General Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- (a) by the Chairman of the General Meeting; or
 - (b) by at least five (5) Members present in person or by proxy or by attorney or representing a corporation which is a Member and entitled to vote thereat; or
 - (c) by any Member or Members present in person or by proxy or by attorney or representing a corporation which is a Member or any number or combination of such Members, holding or representing not less than five per cent (5%) of the total voting rights of all the Members having the right to vote at the General Meeting; or
 - (d) by a Member or Members present in person or by proxy or by attorney or representing a corporation which is a Member or any number or combination of such Members, holding or representing shares in the Company conferring a right to vote at the General Meeting being shares on which an aggregate sum has been paid up equal to not less than five per cent (5%) of the total sum paid up on all the shares (excluding treasury shares) conferring that right.
- (3) Provided always that no poll shall be demanded on the election of a Chairman of the General Meeting or on a question of adjournment. Unless a poll is so demanded (and the demand is not withdrawn) a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minute book 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. A demand for a poll may be withdrawn.

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75. If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner (including the use of ballot or voting papers or tickets or electronic means) as the Chairman of the General Meeting may direct and the result at a poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded. The Chairman of the General Meeting may (and, if required by the listing rules of the Exchange or if so requested by the General Meeting, shall) appoint scrutineers and may adjourn the General Meeting to some place and time fixed by him for the purpose of declaring the result of the poll. How poll to be taken
76. Subject to the requirements of the Exchange, if any votes are counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it is pointed out at the same General Meeting or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman be of sufficient magnitude that the result of the vote should be vitiated. Votes counted in error
77. Subject to the Act and the requirements of the Exchange, in the case of equality of votes, whether on a show of hands or on a poll, the Chairman of the General Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote in addition to the votes to which he may be entitled as a Member or as proxy of a Member. Chairman's casting vote
78. A poll demanded on any question shall be taken either immediately or at such subsequent time (not being more than 30 days from the date of the General Meeting) and place as the Chairman may direct. No notice need be given of a poll not taken immediately. Time for taking a poll
79. The demand for a poll shall not prevent the continuance of a General Meeting for the transaction of any business, other than the question on which the poll has been demanded. Continuance of business after demand for poll

VOTES OF MEMBERS

80. Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company:- Voting rights of members
- (1) Every Member entitled to vote may vote in person or by proxy or by attorney or representing a corporation which is a Member.
- (2) Every Member who is present in person or by proxy or by attorney or representing a corporation which is a Member shall:
- (a) On a show of hands, have one (1) vote, provided that (i) in the case of a Member who is not a relevant intermediary and who is represented by two (2) proxies, only one (1) of the two (2) proxies, as determined by that Member, or, failing such determination, by the Chairman of the General Meeting (or a person authorised by him) in his sole discretion shall be entitled to vote on a show of hands; and (ii) in the case of a Member who is a relevant intermediary and who is represented by two (2) or more proxies, each proxy shall be entitled to vote on a show of hands.
- (b) On a poll, have one (1) vote for each share which he holds or represents.

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(3) Notwithstanding anything contained in this Constitution, a Depositor shall not be entitled to attend any General Meeting and to speak and vote thereat unless his name is certified by the Depository to the Company as appearing on the Depository Register as at 72 hours before that General Meeting (the “cut-off time”) as a Depositor on whose behalf the Depository holds shares in the Company. For the purpose of determining the number of votes which a Depositor or his proxy may cast at any General Meeting on a poll, the Depositor or his proxy shall be deemed to hold or represent that number of shares entered in the Depositor’s Securities Account at the cut-off time as certified by the Depository to the Company, or where a Depositor has apportioned the balance standing to his Securities Account as at the cut-off time between two (2) proxies, to apportion the said number of shares between the two (2) proxies in the same proportion as specified by the Depositor in appointing the proxies; and accordingly no instrument appointing a proxy of a Depositor shall be rendered invalid merely by reason of any discrepancy between the number of shares standing to the credit of that Depositor’s Securities Account as at the cut-off time, and the true balance standing to the Securities Account of a Depositor as at the time of the relevant General Meeting, if the instrument is dealt with in such manner as aforesaid.

81. Where there are joint holders of any share any one (1) of such persons may vote and be reckoned in a quorum at any General Meeting either personally or by proxy or by attorney or representing a corporation which is a Member as if he were solely entitled thereto but if more than one (1) of such joint holders is present at any General Meeting then the person whose name stands first in the Register of Members or the Depository Register (as the case may be) in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased Member in whose name any share stands shall for the purpose of this Regulation be deemed joint holders thereof. Voting rights of joint holders
82. If a Member who has become mentally disordered and incapable of managing himself or his affairs, or in respect of whom an order has been made by any court having jurisdiction in lunacy or mental capacity, he may vote whether on a show of hands or on a poll by his committee, legal curator or such other person as properly has the management of his estate and any such committee, legal curator or other person may vote by proxy or attorney, 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 72 hours before the time appointed for holding the General Meeting. Voting rights of mentally disordered members
83. Subject to the provisions of this Constitution, every Member shall be entitled to be present and to vote at any General Meeting either personally or by proxy or by attorney or representing a corporation which is a Member and to be reckoned in the quorum thereat in respect of any share or shares upon which all calls due to the Company have been paid. Right to vote
84. No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered and every vote not disallowed at such General Meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the General Meeting whose decision shall be final and conclusive. Objections

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85. On a poll, votes may be given either personally or by proxy or by attorney or representing a corporation which is a Member and a person entitled to more than one (1) vote need not use all his votes or cast all the votes he uses in the same way. Votes on a poll
86. (1) Save as otherwise provided in the Act, a Member:- Appointment of proxies
- (a) who is not a relevant intermediary may appoint not more than two (2) proxies to attend, speak and vote at the same General Meeting. Where such Member's form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy; and
 - (b) who is a relevant intermediary may appoint more than two (2) proxies to attend, speak and vote at the same General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member. Where such Member's form of proxy appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
- (2) If the Member is a Depositor, the Company shall be entitled and bound:-
- (a) to reject any instrument of proxy lodged by that Depositor if he is not shown to have any shares entered in his Securities Account as at 72 hours before the time of the relevant General Meeting, as certified by the Depository to the Company; and
 - (b) to accept as validly cast by the proxy or proxies appointed by the Depositor on a poll that number of votes which corresponds to or is less than the aggregate number of shares entered in his Securities Account of that Depositor as at 72 hours before the time of the relevant General Meeting as certified by the Depository to the Company, whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Depositor.
- (3) Where a Member appoints more than one (1) proxy, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.
- (4) Voting right(s) attached to any shares in respect of which a Member has not appointed a proxy may only be exercised at the relevant General Meeting by the Member personally or by his attorney or representing a corporation which is a Member.
- (5) Where a Member appoints a proxy in respect of more shares than the shares standing to his name in the Register of Members, or in the case of a Depositor, standing to the credit of that Depositor's Securities Account as at 72 hours before the time of the relevant General Meeting as certified by the Depository to the Company, such proxy may not exercise any of the votes or rights of the shares not registered to the name of that Member in the Register of Members or standing to the credit of that Depositor's Securities Account as at 72 hours before the time of the relevant General Meeting, as the case may be.

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87. A proxy or attorney need not be a Member, and shall be entitled to vote on a show of hands on any question at any General Meeting. Proxy need not be a Member
88. An instrument of proxy shall be deemed to confer the power to demand or join in demanding a poll on behalf of the appointor to move any resolution or amendment thereto and to speak at the meeting. Unless otherwise instructed, a proxy or an attorney shall vote as he thinks fit. The signature on an instrument appointing a proxy need not be witnessed. Rights of proxies
89. An instrument appointing a proxy shall be in writing and in any usual or common form or in any other form approved by the Directors, if the appointor is an individual, under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, under seal or under the hand of its attorney duly authorised or in such manner as appropriate under applicable laws and the Company shall accept as valid in all respects the form of proxy approved by the Directors for use at the date relevant to the General Meeting in question. An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the General Meeting as for the General Meeting to which it relates and need not be witnessed, provided that an instrument of proxy relating to more than one (1) General Meeting (including any adjournment thereof) having once been so delivered for the purposes of any General Meeting shall not be required again to be delivered for the purposes of any subsequent meeting to which it relates. Instrument appointing a proxy
90. (1) The instrument appointing a proxy, together with the original power of attorney or other authority, if any:- Instrument of proxy and authority to be deposited
- (a) if sent personally or by post, must be left at the Office or such other place (if any) as is specified for the purpose in the notice convening the General 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 General Meeting,
- and in either case not less than 72 hours before the time appointed for the holding of the General Meeting or adjourned General Meeting (or in the case of a poll before the time appointed for the taking of the poll) at which it is to be used failing which the instrument may be treated as invalid.
- (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 Regulation 90(1)(b). Where the Directors do not so specify in relation to a Member (whether of a class or otherwise), Regulation 90(1)(a) shall apply.
91. A vote given in accordance with the terms of an instrument of proxy (which for the purposes of this Constitution shall also include a power of attorney) shall be valid notwithstanding the previous death or mental disorder of the principal or revocation of the proxy, or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, mental disorder, revocation or transfer shall have been received by the Company at the Office (or such other place as may be specified for the deposit of instruments appointing proxies) before the commencement of the General Meeting or adjourned General Meeting (or in the case of a poll before the time appointed for the taking of the poll) at which the proxy is used. Intervening events

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CORPORATION ACTING BY REPRESENTATIVES

92. Any corporation which is a Member may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any General Meeting or of any class of Members and the persons so authorised shall be entitled to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual Member. The Company shall be entitled to treat an original certificate under the seal of the corporation as conclusive evidence of the appointment or revocation of appointment of a representative under this Regulation. Representatives

DIRECTORS

93. Subject to the Act, the number of the Directors, all of whom shall be natural persons, shall not be less than two (2). Number of Directors
94. The Company in General Meeting may increase or reduce the number of Directors, and may alter their share qualifications. Until otherwise determined by a General Meeting, there shall be no maximum number.
95. A Director need not be a Member and shall not be required to hold any share qualification in the Company unless and until otherwise determined by the Company in General Meeting but he shall be entitled to attend and speak at General Meetings. Share qualification
96. (1) The general remuneration of the Directors shall be determined from time to time by the Company in General Meeting and such remuneration shall not be increased except pursuant to an Ordinary Resolution passed at a General Meeting where notice of the proposed increase shall have been given in the notice convening the General Meeting. Such remuneration shall be divided among the Directors in such proportions and manner as they may agree and in default of agreement equally, except that in the latter event any Director who shall hold office for part only of the period in respect of which such fee is payable shall be entitled only to rank in such division to the proportion of fee related to the period during which he has held office. Remuneration of Directors
- (2) Any Director who is appointed to any executive office or serves on any committee or who otherwise performs or renders services, which, in the opinion of the Directors, are outside his ordinary duties as a Director, may be paid such extra remuneration as the Directors may determine subject however as is hereinafter provided in this Regulation.
- (3) Notwithstanding Regulation 96(2), the remuneration in the case of a Director other than an Executive Director shall be payable by a fixed sum and shall not at any time be by a commission on or a percentage of the profits or turnover, and no Director whether an Executive Director or otherwise shall be remunerated by a commission on or a percentage of turnover.
97. The Directors shall be entitled to be repaid for all travelling or such reasonable expenses as may be incurred in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise howsoever in or about the business of the Company in the course of the performance of their duties as Directors. Extra remuneration

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98. Subject to the Act, the Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director or any former Director who had held any other salaried office or place of profit with the Company or to his spouse, widow or dependants or relations or connections or to any persons in respect of and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance. Pensions
99. The Directors may procure the establishment and maintenance of or participate in or contribute to any non-contributory or contributory pension or superannuation fund or life assurance scheme or any other scheme whatsoever for the benefit of and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits or emoluments to any persons (including Directors and other officers) who are or shall have been at any time in the employment or service of the Company or of the predecessors in the business of the Company or any of its subsidiary companies, and the spouse, widows, families or dependants of any such persons. The Directors may also procure the establishment and subsidy of or subscription and support to any institutions, associations, clubs, funds or trusts calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interests and well-being of the Company or of any such other company as aforesaid or of its Members and payment for or towards the insurance of any such persons as aforesaid, and subscriptions or guarantees of money for charitable or benevolent objects or for any exhibition or for any public, general or useful object. Benefits for employees
100. (1) No Director or proposed Director shall be disqualified by his office from contracting or entering into any arrangement or transaction with the Company either as vendor, purchaser or otherwise nor shall such contract or proposed contract or arrangement or any contract or proposed contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract, arrangement or transaction by reason only of such Director holding that office or of the fiduciary relation thereby established; but every Director and Chief Executive Officer (or person(s) holding an equivalent position) shall observe the provisions of the Act relating to the disclosure of the interests of the Directors or Chief Executive Officer (or person(s) holding an equivalent position) in transactions or proposed transactions with the Company or of any office or property held by a Director or Chief Executive Officer (or person(s) holding an equivalent position) which might create duties or interests in conflict with his duties or interests as a Director or Chief Executive Officer (or person(s) holding an equivalent position), and any contract or arrangement to be entered into by or on behalf of the Company in which any Director or Chief Executive Officer shall be in any way interested shall be subject to any requirements that may be imposed by the Exchange. No Director shall vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly a personal material interest as aforesaid or in respect of any allotment of shares in or debentures of the Company to him and if he does so vote his vote shall not be counted. Effect of interest of Director on quorum

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- (2) A Director notwithstanding his interest may be counted in the quorum present at any meeting where he or any other Director is appointed to hold any office or place of profit under the Company, or where the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company, or where the Directors resolve to enter into or make any arrangements with him or on his behalf pursuant to this Constitution or where the terms of any such appointment or arrangements as hereinbefore mentioned are considered, and he may vote on any such matter other than in respect of the appointment of or arrangements with himself or the fixing of the terms thereof.
- (3) The provisions of this Regulation may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction by the Company in General Meeting, and any particular contract, arrangement or transaction carried out in contravention of this Regulation may be ratified by Ordinary Resolution of the Company, subject to the Act and any applicable laws, provided that a Director whose action is being ratified by this Ordinary Resolution shall refrain from voting on this Ordinary Resolution as a shareholder at that General Meeting.
101. (1) A Director may hold any other office or place of profit under the Company (except that of auditor) and he or any firm of which he is a member may act in a professional capacity for the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors shall determine.
- (2) A Director may be or become a director of or other officer of or be otherwise interested in any company in which the Company may be interested as vendor, purchaser, shareholder or otherwise and unless otherwise agreed, no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company.
- (3) The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner and in all respects as the Directors think fit in the interests of the Company (including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors of such company or voting or providing for the payment of remuneration to the directors of such company) and any such Director of the Company may vote in favour of the exercise of such voting powers in the manner aforesaid notwithstanding that he may be or be about to be appointed a director of such other company.
102. The Directors may from time to time appoint one (1) or more of their body or such other person(s) to the office of Chief Executive Officer/ Managing Director of the Company (or any equivalent appointment(s) howsoever described) for such period and on such terms as they think fit and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places. Where an appointment is for a fixed term such term shall not exceed five (5) years.
- Appointment of
chief executive
officer/
managing
director

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103. Any Director who is appointed as a Chief Executive Officer/ Managing Director of the Company (or an equivalent appointment) shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to retirement by rotation, resignation and removal as the other Directors. The appointment of any Director to the office of Chief Executive Officer/ Managing Director of the Company (or any Director holding an equivalent appointment), shall not automatically determine if he ceases from any cause to be a Director, unless the contract or resolution under which he holds office shall expressly state otherwise, in which event such determination shall be without prejudice to any claim for damages for breach of any contract of service between him and the Company.
104. The remuneration of a Chief Executive Officer/ Managing Director of the Company (or any Director holding an equivalent appointment) shall from time to time be fixed by the Directors and may subject to this Constitution be by way of salary or commission or participation in profits or by any or all of these modes but he shall not under any circumstances be remunerated by a commission on or a percentage of turnover.
105. A Chief Executive Officer/ Managing Director of the Company (or any Director holding an equivalent appointment) shall at all times be subject to the control of the Directors but subject thereto the Directors may from time to time entrust to and confer upon a Chief Executive Officer/ Managing Director of the Company (or any Director holding an equivalent appointment) for the time being such powers exercisable under this Constitution by the Directors as they may think fit and may confer such powers for such time and to be exercised on such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

Chief executive officer/ managing director to be subject to retirement by rotation

Remuneration of chief executive officer/ managing director

Powers of chief executive officer/ managing director

RETIREMENT OF DIRECTORS

106. (1) Subject to the provisions of this Constitution or to the terms of any subsisting agreement, the office of a Director shall be vacated in any one of the following events, namely:-
- (a) if he is prohibited by law from acting as Director;
 - (b) if he resigns by notice in writing under his hand left at the Office;
 - (c) if he is declared bankrupt during his term of office or suspends payments of his debts or makes any arrangement or composition with his creditors generally;
 - (d) if he becomes mentally disordered and incapable of managing himself or his affairs during his term of office;
 - (e) if he or any alternate appointed by him absents himself from meetings of the Directors for a continuous period of six (6) calendar months without leave from the Directors and the Directors resolve that his office be vacated;
 - (f) if he is removed by a resolution of the Company in General Meeting pursuant to this Constitution; or
 - (g) if he shall become disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds (in which case he must immediately resign from the Board).

Vacation of office of Director

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(2) In accordance with the Act, the Company may 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 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. The Company in General Meeting may appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation 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.

107. Unless the Company agrees otherwise, a Director who is appointed by the Company as director of any related or associated company of the Company shall resign (without compensation whatsoever) as such director if he is removed or resigns as Director of the Company, or if his office as Director is vacated (notwithstanding any agreement between the Director and the Company or any such related or associated company). Unless the Company agrees otherwise, an employee of the Company who is appointed director of any related or associated company of the Company shall resign (without compensation whatsoever) as such director if he ceases for any reason whatsoever to be an employee of the Company.

Removal of Directors

ROTATION OF DIRECTORS

108. Subject to this Constitution and the Act, at each Annual General Meeting, at least one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third with a minimum of one (1)) shall retire from office. Provided that all Directors shall retire from office at least once every three (3) years.

Retirement of Directors by rotation

109. The Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who is due to retire at the General Meeting who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment or have been in office for the three (3) years since their last election. However as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.

Selection of Directors to retire

110. The Company at the General Meeting at which a Director retires under any provision of this Constitution may by Ordinary Resolution fill up the vacated office by electing a person thereto. In default the retiring Director shall be deemed to have been re-elected, unless:-

Filling vacated office

(a) at such General Meeting it is expressly resolved not to fill up such vacated office or a resolution for the re-election of such Director is put to the General Meeting and lost; or

(b) such Director is disqualified under the Act from holding office as a Director; or

(c) such Director has given notice in writing to the Company that he is unwilling to be re-elected; or

(d) such Director is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds.

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111. No person other than a Director retiring at a General Meeting shall, unless recommended by the Directors for election, be eligible for election to office of Director at any General Meeting, unless at least 11 clear days before the day appointed for the General Meeting there shall have been left at the Office, notice in writing signed by some Member duly qualified to attend and vote at the General Meeting for which such notice is given of his intention to propose such person for election or notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office. In the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary. Provided that notice of each and every candidate for election to the Board of Directors shall be served on all Members at least seven (7) clear days prior to the General Meeting at which the election is to take place.
- Notice of intention to propose election of a Director
112. The Directors may at any time and from time to time appoint any person to be a Director either to fill a casual vacancy or as an additional Director, but the total number of Directors shall not at any time exceed the maximum number (if any) fixed by or in accordance with this Constitution. Any Director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such General Meeting.
- Power to fill casual vacancies or to appoint additional Directors

ALTERNATE DIRECTORS

113. (1) Any Director of the Company may at any time appoint any person who is not a Director or an alternate of another Director and who is approved by a majority of the other Directors to be his alternate Director for such period as he thinks fit and may at any time remove any such alternate Director from office. An alternate Director so appointed shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor, as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company. Any fee paid to an alternate Director shall be deducted from the remuneration otherwise payable to his appointor.
- Alternate Directors
- (2) An alternate Director shall (subject to his giving to the Company an address in Singapore) be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at such meetings at which the Director appointing him is not personally present and generally to perform all functions of his appointor as a Director in his absence.
- (3) An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director otherwise than by retiring and being reelected at the same meeting.
- (4) All appointments and removals of alternate Directors shall be effected in writing under the hand of the Director making or terminating such appointment left at the Office.
- (5) No person shall be appointed the alternate Director to more than one (1) Director at the same time and no Director may act as an alternate Director.

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PROCEEDINGS OF DIRECTORS

114. (1) The Directors may meet together for the despatch of business, adjourn or otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes and in case of an equality of votes, the Chairman of the meeting shall have a second or casting vote provided always that where two (2) Directors form a quorum, the Chairman of a meeting at which only such a quorum is present, or at which only two (2) Directors are competent to vote on the question at issue, shall not have a second or casting vote. Meetings of Directors
- (2) A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors by notice in writing given to each Director.
- (3) The accidental omission to give to any Director, or the non-receipt by any Director of, a notice of a meeting of Directors shall not invalidate the proceedings at that meeting.
- (4) Directors may participate in a meeting of the Board either in person or by means of conference telephone, video conferencing, audio visual or other electronic means of communications by which all persons participating in the meeting can hear one another contemporaneously, without having to be in the physical presence of each other, and participation in a meeting in this manner shall constitute presence in person at such meeting. A Director participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of quorum at the meeting. The signature of a Director by facsimile, electronic mail, telex, cable or telegram or any form of electronic communication approved by the Directors for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors, on any document confirming his attendance shall be sufficient evidence of his presence at the meeting. Unless otherwise agreed by the Directors, such a meeting shall be deemed to take place where the largest group of Directors present for the purpose of the meeting is assembled or, if there is no such group, where the Chairman of the meeting is present.
115. Unless otherwise determined by the Directors, the quorum necessary for the transaction of business of the Directors shall be two (2). A meeting of the Directors at which a quorum is present at the time the meeting proceeds to business shall be competent to exercise all the powers and discretions for the time being exercisable by the Directors. Quorum
116. The continuing Directors may act notwithstanding any vacancies in the Board, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with this Constitution as the necessary quorum of Directors, the continuing Directors or Director may, except in an emergency, act for the purpose of filling up such vacancies to such minimum number or of summoning General Meetings but not for any other purpose. If there are no Directors or Director able or willing to act, then any two (2) Members may summon a General Meeting for the purpose of appointing Directors. Proceedings in case of vacancies

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117. The Directors may from time to time elect a Chairman and, if desired, a Deputy Chairman and determine the period for which he is or they are to hold office. The Deputy Chairman will perform the duties of the Chairman during the Chairman's absence. The Chairman or, in his absence the Deputy Chairman shall preside as Chairman at meetings of the Directors, but if no such Chairman or Deputy Chairman is elected, or if at any meeting the Chairman and the Deputy Chairman is not present within five (5) minutes after the time appointed for holding the same, the Directors present shall choose one (1) of their number to be Chairman of such meeting. Any Director acting as Chairman of a meeting of the Directors shall in the case of an equality of votes have the Chairman's right to a second or casting vote except that the Chairman of a meeting at which only two (2) Directors are present to form a quorum or at which only two (2) Directors are competent to vote on the question at issue shall not have a second or casting vote. Chairman
118. A resolution in writing signed by a majority of the Directors or their alternates (who are not prohibited by law or this Constitution from voting on such resolutions) and constituting a quorum, shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form, each signed by one (1) or more of the Directors. All such resolutions shall be described as "Directors Resolutions" and shall be forwarded or otherwise delivered to the Secretary without delay, and shall be recorded by him in the Company's Minute Book. The expressions "in writing" and "signed" include approval by any such Director or his alternate by letter, facsimile, electronic mail or telex or any form of electronic communication or electronic means approved by the Directors from time to time for such purpose, incorporating, if the Directors deem necessary, the use of security procedures or devices approved by the Directors. Resolutions in writing
119. (1) The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors. Power to appoint committees
- (2) A committee may elect a Chairman of its meetings. If no such chairman is elected, or if at any meeting the Chairman is not present within five (5) minutes after the time appointed for holding the same, the members present may choose one (1) of their number to be Chairman of the meeting. Proceedings at committee meetings
- (3) A committee may meet and adjourn as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairman shall have a second or casting vote.
120. All acts done by any meeting of Directors or of a committee of Directors or by any person acting as a Director, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of the committee and had been entitled to vote. Validity of acts of Directors in spite of defects

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GENERAL POWERS OF DIRECTORS

121. The business and affairs of the Company shall be managed by, or under the direction and supervision of, the Directors who (in addition to the powers and authorities by this Constitution or otherwise expressly conferred upon them) may, exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not by the Act or by this Constitution expressly directed or required to be exercised or done by the Company in General Meeting. The Directors shall not carry into effect any proposals for selling or disposing of the whole or substantially the whole of the Company's undertaking unless such proposals have been approved by the Company in General Meeting. The general powers given by this Regulation shall not be limited to or restricted by any special authority or power given to the Directors by any other Regulation.
122. The Directors may establish any local boards or agencies for managing any affairs of the Company, either in Singapore or elsewhere, and may appoint any persons to be members of such local boards or any managers or agents and may fix their remuneration and may delegate to any local boards, manager or agent any of the powers, authorities and discretions vested in the Directors with powers to sub-delegate, and may authorise the members of any local boards or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person acting in good faith and without notice of any such annulment or variation shall be affected thereby.
123. The Directors may from time to time by power of attorney under the Seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with such attorney as the Directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him and may from time to time revoke or withdraw such appointment or authorisation.
124. The Company, or the Directors on behalf of the Company, may in exercise of the powers in that behalf conferred by the Act cause to be kept, a Branch Register or Branch Registers of Members and the Directors may (subject to the provisions of the Act) make and vary such regulations as they think fit in respect of the keeping of any such Branch Register.
125. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable Instruments and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in such manner as the Directors shall from time to time by resolution determine.

General powers of Directors to manage Company's business

Power to establish local boards, etc

Power to appoint attorneys

Power to keep branch register

Signature of cheques and bills

BORROWING POWERS

126. The Directors may borrow or raise money from time to time for the purpose of the Company or secure the payment of such sums as they think fit, and may secure the repayment or payment of such sums by mortgage, charge or hypothecation of or upon all or any of the property or assets of the Company including any uncalled or called but unpaid capital or by the issue of debentures (whether at par or at discount or premium) or otherwise as they may think fit.

Directors' borrowing powers

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THE SEAL

127. (1) The Directors shall provide for the safe custody of the Seal, which shall only be used with the authority of the Directors or a committee of Directors authorised by the Directors in that behalf. Formalities for affixing the Seal
- (2) Every instrument to which the Seal is affixed shall (subject to the provisions of this Constitution as to certificates for shares) be signed autographically by two (2) Directors, or by a Director and the Secretary or some other person appointed by the Directors in place of the Secretary for the purpose, save that as regards any certificates for shares or debentures or other securities of the Company the Directors may by resolution determine that such signatures or either of them shall be affixed by some method or system of mechanical signature.
- (3) The Company may exercise the powers conferred by the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors. Use of official seal
- (4) The Company may have as a share seal a duplicate Seal which shall be a facsimile of the Seal of the Company with the addition on its face of the words "Share Seal", pursuant to the provisions of the Act and the power of adopting the share seal shall be vested in the Directors. Share Seal

SECRETARY

128. The Secretary or Secretaries shall, and a Deputy or Assistant Secretary or Secretaries may, be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary, Deputy or Assistant Secretary so appointed may be removed by them, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. The Secretary

AUTHENTICATION OF DOCUMENTS

129. Any Director, the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the Constitution and any resolutions passed by the Company or the Directors or any committee, and any books, records, documents, accounts and financial statements relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts, and where any books, records, documents, accounts and financial statements are kept at a place other than the Office, the local manager and other officer of the Company having custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. Power to authenticate documents
130. A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of Directors which is certified as such in accordance with the provisions of the last preceding Regulation shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors. Any authentication or certification made pursuant to this Regulation or the last preceding Regulation may be made by any electronic or other means approved by the Directors from time to time for such purpose, incorporating, if the Directors deem necessary, the use of security procedures or devices approved by the Directors. Certified copies of resolution of the Directors

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DIVIDENDS

131. The Directors may, with the sanction of the Company, by Ordinary Resolution declare dividends but (without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided) no dividend shall be payable except out of the profits of the Company, or in excess of the amount recommended by Directors. Payment of dividends
132. Subject to any rights or restrictions attached to any shares or class of shares and except as otherwise provided by the Act:- Apportionment of dividends
- (a) all dividends in respect of shares must be paid in proportion to the number of shares held by a Member but where shares are partly paid all dividends must be apportioned and paid proportionately to the amounts paid or credited as paid on the partly paid shares; and
- (b) all dividends must be apportioned and paid proportionately to the amounts so paid or credited as paid during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date such shares shall rank for dividend accordingly.
- For the purposes of this Regulation, an amount paid or credited as paid on a share in advance of a call is to be ignored.
133. Notwithstanding Regulation 132, if, and so far as in the opinion of the Directors, the profits of the Company justify such payments, the Directors may pay fixed preferential dividends on any express class of shares carrying a fixed preferential dividend expressed to be payable on a fixed date on the half-yearly or other dates (if any) prescribed for the payment thereof by the terms of issue of the shares, and may also from time to time pay to the holders of any class of shares interim dividends thereon of such amounts and on such dates as they may think fit. Payment of preference and interim dividends
134. If the Company issues shares at a premium, whether for cash or otherwise, the Directors shall transfer a sum equal to the aggregate amount or value of the premiums to an account called this “Share Premium Account” and any amount for the time being standing to the credit of such account shall not be applied in the payment of any cash dividend.
135. No dividend or other monies payable on or in respect of a share shall bear interest against the Company. Dividends not to bear interest
136. The Directors may deduct from any dividend or other monies payable to any Member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or in connection therewith, or any other account which the Company is required by law to withhold or deduct. Deduction of debts due to Company
137. The Directors may retain any dividends or other monies payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists. Retention of dividends on shares subject to lien
138. The Directors may retain the dividends payable on shares in respect of which any person is under the provisions of this Constitution as to the transmission of shares hereinbefore contained entitled to become a Member, or which any person under this Constitution is entitled to transfer, until such person shall become a Member in respect of such shares or shall duly transfer the same. Retention of dividends on shares pending transmission

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139. (1) The payment by the Directors of any unclaimed dividends or other monies payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. All dividends unclaimed after being declared may be invested or otherwise made use of by the Directors for the benefit of the Company and any dividend unclaimed after a period of six (6) years from the date of declaration of such dividend may be forfeited and if so, shall revert to the Company but the Directors may at any time thereafter at their absolute discretion annul any such forfeiture and pay the dividend so forfeited to the person entitled thereto prior to the forfeiture. For the avoidance of doubt no Member shall be entitled to any interest, share of revenue or other benefit arising from any unclaimed dividends, howsoever and whatsoever. If the Depositor returns any such dividend or money to the Company, the relevant Depositor shall not have any right or claim in respect of such dividend or money against the Company if a period of six (6) years has elapsed from the date of the declaration of such dividend or the date on which such other money was first payable. Unclaimed dividends
- (2) A payment by the Company to the Depositor of any dividend or other money payable to a Depositor shall, to the extent of the payment made, discharge the Company from any liability to the Depositor in respect of that payment.
140. The Company may, upon the recommendation of the Directors, by Ordinary Resolution direct payment of a dividend in whole or in part by the distribution of specific assets and in particular of paid up shares, debentures or debenture stock of any other company or in any one (1) or more of such ways, and the Directors shall give effect to such resolution and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular, may fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors. Payment of dividends in specie
141. A transfer of shares shall not pass the right to any dividend declared on such shares before the registration of the transfer. Effect of transfer
142. (1) Whenever the Directors or the Company in General Meeting have resolved or proposed that a dividend (including an interim, final, special or other dividend) be paid or declared on the ordinary share capital of the Company, the Directors may further resolve that Members entitled to such dividend be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of the dividend as the Directors may think fit. In such case, the following provisions shall apply:- Scrip dividend scheme
- (a) the basis of any such allotment shall be determined by the Directors;
- (b) the Directors shall determine the manner in which Members shall be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of any dividend in respect of which the Directors shall have passed such a resolution as aforesaid; and the Directors may make such arrangements as to the giving of notice to Members, providing for forms of election for completion by Members (whether in respect of a particular dividend or dividends or generally), determining the procedure for making such elections or revoking the same and the place at which and the latest date and time by which any forms of election or other documents by which elections are made or revoked must be lodged, and otherwise make all such arrangements and do all such things, as the Directors consider necessary or expedient in connection with the provisions of this Regulation;

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- (c) the right of election may be exercised in respect of the whole of that portion of the dividend in respect of which the right of election has been accorded provided that the Directors may determine, either generally or in any specific case, that such right shall be exercisable in respect of the whole or any part of that portion; and
 - (d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on ordinary shares in respect of which the share election has been duly exercised (the “elected ordinary shares”) and in lieu and in satisfaction thereof ordinary shares shall be allotted and credited as fully paid to the holders of the elected ordinary shares on the basis of allotment determined as aforesaid and for such purpose (notwithstanding the provisions of Regulation 145), the Directors shall (i) capitalise and apply the amount standing to the credit of any of the Company’s reserve accounts or any sum standing to the credit of the profit and loss account or otherwise available for distribution as the Directors may determine, such sum as may be required to pay up in full the appropriate number of ordinary shares for allotment and distribution to and among the holders of the elected ordinary shares on such basis, or (ii) apply the sum which would otherwise have been payable in cash to the holders of the elected ordinary shares towards payment of the appropriate number of ordinary shares for allotment and distribution to and among the holders of the elected ordinary shares on such basis.
- (2) The ordinary shares allotted pursuant to Regulation 142(1) shall rank *pari passu* in all respects with the ordinary shares then in issue save only as regards participation in the dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the dividend which is the subject of the election referred to above, unless the Directors shall otherwise specify.
 - (3) The Directors may do all acts and things considered necessary or expedient to give effect to Regulation 142(1), with full power to make such provisions as they think fit in the case of fractional entitlements to shares (including, notwithstanding any provision to the contrary in this Constitution, provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down, or whereby the benefit of fractional entitlements accrues to the Company rather than the Members).
 - (4) The Directors may, on any occasion when they resolve as provided in Regulation 142(1), determine that rights of election under that paragraph shall not be made available to the persons who are registered as holders of ordinary shares in the Register of Members or (as the case may be) in the Depository Register, or in respect of ordinary shares the transfer of which is registered after such date as the Directors may fix subject to such exceptions as the Directors think fit, and in such event the provisions of this Regulation shall be read and construed subject to such determination.

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- (5) The Directors may, on any occasion when they resolve as provided in Regulation 142(1), further determine that no allotment of shares or rights of election for shares under that paragraph shall be made available or made to Members whose registered addresses entered in the Register of Members or (as the case may be) the Depository Register is outside Singapore or to such other Members or class of Members as the Directors may in their sole discretion decide and in such event the only entitlements of the Members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared.
- (6) Notwithstanding the foregoing provisions of this Regulation, if at any time after the Directors' resolution to apply the provisions of Regulation 142(1) in relation to any dividend but prior to the allotment of ordinary shares pursuant thereto, the Directors shall consider that by reason of any event or circumstances (whether arising before or after such resolution) or by reason of any matter whatsoever it is no longer expedient or appropriate to implement the application of Regulation 142(1) to any dividend, the Directors may at their absolute discretion and as they deem fit in the interest of the Company, cancel the application of Regulation 142(1).
143. Any dividend or other monies payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address appearing in the Register of Members or (as the case may be) the Depository Register of the Member or person entitled thereto (or, if several persons are registered in the Register of Members or (as the case may be) the Depository Register as joint holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons) or to such person at such address as such persons may by writing direct. Provided that where the Member is a Depositor, the payment by the Company to the Depository of any dividend payable to a Depositor shall, to the extent of the payment to the Depository, discharge the Company from any further liability to the Depositor in respect of the payment. Every such cheque and warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque or warrant if purporting to be endorsed or the receipt of any such person shall be a good discharge to the Company. Every such cheque and warrant shall be sent at the risk of the person entitled to the money represented thereby. Payment by post

RESERVES

144. The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable for meeting contingencies or for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining the works, plant and machinery of the Company or for special dividends or bonuses or for equalising dividends or for any other purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit and may consolidate into one (1) fund, any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also, without placing the same to reserve, carry forward any profits which they may think it not prudent to divide. Power of Directors to carry profits to reserve

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CAPITALISATION OF PROFITS AND RESERVES

145. (1) The Directors may, with the sanction of an Ordinary Resolution of the Company (including any Ordinary Resolution passed pursuant to Regulation 27(2) but subject to Regulation 7(3)(b)):- Power to capitalise profits
- (a) issue bonus shares for which no consideration is payable to the Company to the persons registered as holders of shares in the Register of Members or (as the case may be) the Depository Register at the close of business on:-
- (i) the date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided); or
- (ii) (in the case of an Ordinary Resolution passed pursuant to Regulation 27(2)) such other date as may be determined by the Directors,
- in proportion to their then holdings of shares; and
- (b) capitalise any sum standing to the credit of any of the Company's reserve accounts or other undistributable reserve or any sum standing to the credit of profit and loss account by appropriating such sum to the persons registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register at the close of business on:-
- (i) the date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided); or
- (ii) (in the case of an Ordinary Resolution passed pursuant to Regulation 27(2)) such other date as may be determined by the Directors,
- in proportion to their then holdings of shares and applying such sum on their behalf in paying up in full unissued shares (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, unissued shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid up to and amongst them as bonus shares in the proportion aforesaid.
- (2) In addition and without prejudice to the powers provided for by Regulation 145(1) and 146, the Directors shall have power to issue shares for which no consideration is payable and to capitalise any undivided profits or other monies of the Company not required for the payment or provision of any dividend on any shares entitled to cumulative or non-cumulative preferential dividends (including profits or other monies carried and standing to any reserve or reserves) and to apply such profits or other monies in paying up such shares in full, in each case on terms that such shares shall, upon issue, be held by or for the benefit of participants of any share incentive or option scheme or plan implemented by the Company and approved by shareholders in general meeting and on such terms as the Directors shall think fit.

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

MINUTES AND BOOKS

147. (1) The Directors shall cause minutes to be made in books to be provided for the purpose of recording:- Minutes

- (a) all appointments of officers made by the Directors;
- (b) the names of the Directors present at each meeting of Directors and of any committee of Directors: and
- (c) all resolutions and proceedings at all General Meetings and of any class of Members, of the Directors and of committees of Directors.

(2) Any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts stated therein.

148. The Directors shall duly comply with the provisions of the Act and in particular, the provisions with regard to the registration of charges created by or affecting property of the Company, keeping a Register of Directors and Secretaries, a Register of Members, a Register of Mortgages and Charges, and a Register of Directors' Share and Debenture Holdings and the provisions in regard to production and furnishing of copies of such Registers and of any Register of Holders of Debentures of the Company. Keeping of registers, etc

149. Any register, index, minute book, accounting record or other book required by this Constitution or by the Act to be kept by or on behalf of the Company may, subject to and in accordance with the Act, be kept in hard copy or electronic form, and arranged in the manner that the Directors think fit. If such records are kept in electronic form, the Directors shall ensure that they are capable of being reproduced in hard copy form, and shall provide for the manner in which the records are to be authenticated and verified. In any case where such records are kept otherwise than in hard copy form, the Directors shall take reasonable precautions for ensuring the proper maintenance and authenticity of such records, guarding against falsification and for facilitating discovery. Form of registers, etc

FINANCIAL STATEMENTS

150. The Directors shall cause to be kept such accounting and other records as are necessary to comply with the provisions of the Act and shall cause those records to be kept in such manner as to enable them to be conveniently and properly audited. Directors to keep proper accounting records

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151. The accounting records shall be kept at the Office, or at such other place or places within Singapore as the Directors think fit, and shall always be open to the inspection of the Directors. No Member (other than a Director) shall have any right to inspect any account or book or document or other recording of the Company except as is conferred by law or authorised by the Directors or by an Ordinary Resolution of the Company. Location and inspection
152. In accordance with the provisions of the Act, the Directors shall cause to be prepared and to be laid before the Company in General Meeting such financial statements, balance sheets, reports, statements and other documents as may be necessary. The interval between the close of a financial year of the Company and the date of the Company's Annual General Meeting shall not exceed four (4) months (or such other period as may be permitted by the Act and/or the Exchange). Presentation of financial statements
153. A copy of the financial statement which is duly audited and which is to be laid before the Company in General Meeting (including every document required by the Act to be annexed thereto) accompanied by a copy of the auditor's report thereon and of the Directors' statement shall not less than 14 days before the date of the General Meeting be sent to every Member 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 this Constitution; provided always that:- Copies of financial statements
- (a) these documents may, subject to the listing rules of the Exchange, 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) a copy of these documents need not be sent to any person of whose address the Company is not aware or to more than one (1) of the joint holders of a share in the Company or the several persons entitled thereto in consequence of the death or bankruptcy of the holder or otherwise but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office.
154. Such number of each document as is referred to in the preceding Regulation or such other number as may be required by the Exchange shall be forwarded to the Exchange at the same time as such documents are sent to the Members.
155. To the extent permitted under the Act, the Directors may cause the financial statements of the Company to be revised if it appears to them that the financial statements do not comply with the requirements of the Act, provided always that any amendments to the financial statements are limited to the aspects in which the financial statements did not comply with the provisions of the Act, and any other consequential revisions. Power to revise non-compliant financial statements

AUDITORS

156. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act. Every auditor of the Company shall have a right of access at all times to the accounting and other records of the Company and shall make his report as required by the Act. Appointment of auditors
157. Subject to the provisions of the Act, all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment or that he subsequently became disqualified. Validity of acts of auditors in spite of formal defect

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158. The auditors shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting to which any Member is entitled to receive, and to be heard at any General Meeting on any part of the business of the General Meeting which concerns them as auditors.
- Auditors' right to receive notices of and attend at General Meetings

NOTICES

159. (1) Any notice or document (including a share certificate) may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter or wrapper addressed to such Member at his registered address entered in the Register of Members or the Depository Register (as the case may be).
- (2) Without prejudice to the provisions of Regulations 66, 67 and 159(1), but subject otherwise to the listing rules of the Exchange and the Act and any regulations made thereunder relating to electronic communications, any notice or document (including, without limitation, any financial statement or report) which is required or permitted to be given, sent or served under the Act or under this Constitution by the Company, or by the Directors, to a Member or auditor or officer of the Company, may be given, sent or served using electronic communications in accordance with the provisions of this Constitution, the Act, the listing rules of the Exchange and/or any other applicable regulations or procedures:-
- (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.
- (3) For the purposes of Regulation 159(2), a Member has given his implied consent and shall 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.
- (4) Notwithstanding Regulation 159(3), the Directors may, at their discretion, at any time, give a Member by notice in writing an opportunity to elect within a period of time specified in the notice, 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. The Directors shall abide by the provisions of the Act, applicable Regulations and the listing rules of the Exchange in exercising their discretion under this Regulation.
- (5) For the purposes of Regulation 159(2), where the Company gives, sends or serves any notice or document to a Member by way of electronic communications by publishing the notice or document on a website, the Company shall give separate notice to the Member of such publication and the manner in which the notice or document may be accessed, at the Member's registered address or current address.
160. All notices with respect to any shares to which persons are jointly entitled shall be given to whichever of such persons is named first on the Register of Members or the Depository Register (as the case may be) and notice so given shall be sufficient notice to all the holders of such shares.
- Service of notices in respect of joint holders

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161. Any Member with a registered address shall be entitled to have served upon him at such address any notice or document to which he is entitled to be served with under this Constitution. Members shall be served at registered address
162. Notwithstanding Regulation 161, a Member who has no registered address in Singapore shall not be entitled to be served with any notice or document from the Company to which he would otherwise be entitled to be served with under this Constitution, unless and until he has notified in writing the Company or the Depository (as the case may be) an address in Singapore which shall be deemed his registered address for the purpose of service of any notice or document. Members abroad will not be served and must give a Singapore address for service
163. A person entitled to a share in consequence of the death or bankruptcy or otherwise of a Member, upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also to the Company or the Depository (as the case may be) an address within Singapore for the service of notices and documents, shall be entitled to have served upon him at such address any notice or document to which the Member but for his death or bankruptcy or otherwise would be entitled and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid, any notice or document delivered or sent by post to or left at the registered address or given, sent or served by electronic communications to the current address of any Member (as the case may be) in pursuance of this Constitution shall (notwithstanding that such Member be then dead or bankrupt or otherwise not entitled to such share and whether or not the Company have notice of the same) be deemed to have been duly served in respect of any share registered in the name of such Member in the Register of Members or, where such member is a Depositor, entered against his name in the Depository Register as sole or joint holder. Service of notices after death or bankruptcy of a member
164. (1) Any notice or other document if sent by post, and whether by airmail or not, shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted, and in proving such service by post it shall be sufficient to prove that the letter or wrapper containing the same was properly addressed and put into the post office as a prepaid letter or wrapper. When service effected
- (2) Where a notice or document is given, sent or served by electronic communications:-
- (a) to the current address of a person pursuant to Regulation 159(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
- (b) by making it available on the website pursuant to Regulation 159(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.

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- (3) Where a notice or document is given, sent or served to a Member by making it available on a website pursuant to Regulation 159(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 (1) or more of the following means:
- (a) by sending such separate notice to the Member personally or through the post pursuant to Regulation 159(1);
 - (b) by sending such separate notice to the Member using electronic communications to his current address pursuant to Regulation 159(2)(a);
 - (c) by way of advertisement in the daily press; and/or
 - (d) by way of announcement on the website of the Exchange.
165. Any notice on behalf of the Company or of the Directors shall be deemed effectual if it purports to bear the signature/name of the Secretary or any other duly authorised officer of the Company, whether such signature/name is printed, written or electronically signed. Notice deemed effectual
166. Where a given number of days' notice or notice extending over any other period is required to be given, the day of service and the day on which the notice is to be operative shall be excluded in computing such number of days or period. Day of service not counted
167. Notice of every General Meeting shall be given in manner hereinbefore authorised to:- Notice of general meeting
- (a) every Member;
 - (b) every person entitled to a share in consequence of the death or bankruptcy or otherwise of a Member who but for the same would be entitled to receive notice of the General Meeting;
 - (c) the auditor for the time being of the Company; and
 - (d) the Exchange.

INDEMNITY

168. (1) Subject to the provisions of the Act, every Director, Chief Executive Officer/ Managing 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; Indemnity of Directors and officers
- (a) in the execution and discharge of his duties or in relation thereto, unless the same arises as a result of any negligence, default, breach of duty, criminal breach of trust or fraud on his part in relation to the Company; or
 - (b) in defending any proceedings whether civil or criminal (relating to the affairs of the Company) in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court.

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- (2) Without prejudice to the generality of the foregoing, no Director, Chief Executive Officer/ Managing Director, Secretary or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any monies, securities or effects shall be deposited or left, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto, unless the same shall happen through his own negligence, wilful default, breach of duty, criminal breach of trust or fraud.

Exclusion of liability

WINDING UP

169. If the Company is wound up (whether the liquidation is voluntary, under supervision or by the Court) the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Act, divide among the Members in specie or kind the whole or any part of the assets of the Company (including any shares in any other company received by the liquidator as consideration for the sale of the whole or part of the Company's assets and whether or not the assets shall consist of property of the same kind or shall consist of properties of different kinds), and may for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of Members as the liquidator with the like sanction thinks fit, and the liquidation of the Company may be closed and the Company dissolved, but no Member shall be compelled to accept any shares or other securities in respect of which there is liability.

Distribution of assets in specie

SECRECY

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

Secrecy

PERSONAL DATA

171. (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:-
- (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);

Personal data of members

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- (d) administration by the Company (or its agents or service providers) of that Member's holding of shares in the Company;
 - (e) implementation and administration of any service provided by the Company (or its agents or service providers) to its Members to receive notices of meetings, annual reports and other shareholder communications and/or for proxy appointment, whether by electronic means or otherwise;
 - (f) processing, administration and analysis by the Company (or its agents or service providers) of Members, 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) publication of photographs and/or videos taken at any General Meeting or other shareholder events in the Company's annual report and other corporate, promotional or publicity materials;
 - (h) implementation and administration of, and compliance with, any provision of this Constitution;
 - (i) compliance with any applicable laws, listing rules, take-over rules, regulations and/or guidelines; and
 - (j) purposes which are reasonably related to any of the above purposes.
- (2) Any Member who appoints a proxy and/or representative for any General Meeting of the Company 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 Regulations 171(1)(e), (f), (g) and (i) and for any purposes reasonably related to Regulations 171(1)(e), (f), (g) or (i) 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.

APPENDIX II – PROPOSED KEY CHANGES TO THE EXISTING CONSTITUTION

Set out below are the principal provisions in the proposed 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, or which have been removed in the New Constitution, with the main differences blacklined.

1. Regulation 1

2.1. In these Articles this Constitution, if not unless inconsistent with the subject or context, the words standing in the first column below shall bear the meanings set opposite to them respectively:- Interpretation

| | |
|---|---|
| “Act” | The Companies Act (Cap. 50), <u>Chapter 50 of Singapore</u> , or any statutory modification, amendment or re-enactment thereof for the time being in force. |
| “Alternate Director” | An Alternate Director appointed pursuant to Article 103. |
| “Annual General Meeting” | An annual general meeting of the Company. |
| “Articles” | These Articles of Association or other regulations of the Company for the time being in force as originally framed, or as amended from time to time. |
| “Chairman” | The chairman of the Directors or the chairman of the Annual General Meeting or general meeting <u>General Meeting</u> as the case may be. |
| “Chief Executive Officer” | <u>The chief executive officer or managing director of the Company (or any person holding an equivalent position) from time to time.</u> |
| “Company” | The abovenamed Company by whatever name from time to time called. <u>Mun Siong Engineering Limited.</u> |
| “Constitution” | <u>The constitution of the Company for the time being in force as originally framed, or as amended from time to time.</u> |
| “Directors” or the “Board of Directors” | The directors for the time being of the Company or such number of them as have authority to act for the Company. |
| “Exchange” | The Singapore Exchange Securities Trading Limited and, where applicable, its successors in title. |
| “General Meeting” | <u>A general meeting of the Company.</u> |
| “in writing” | <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 Act) 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> |

APPENDIX II – PROPOSED KEY CHANGES TO THE EXISTING CONSTITUTION

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|---|--|
| “Instruments” | Offers, agreements or options that might or would require shares to be issued including but not limited to the creation and issue of warrants, debentures or other instruments convertible or exchangeable into shares. |
| “ market day “Market Day” | A <u>Any</u> day on which the Exchange is open for trading of securities. |
| “Member” or “holder of any share” | A registered shareholder for the time being of the Company or if the registered shareholder is the Depository, a Depositor named in the <u>a</u> Depository Register (for such period as shares are entered in the Depositor’s Securities Account) <u>and includes a person attending by proxy or by attorney or representing a corporation which is a Member but excludes, excluding the Company where it is a Member by reason of its holding of its shares as treasury shares.</u> |
| “month” | Calendar month. |
| “Office” | The registered office of the Company for the time being. |
| “ <u>Ordinary Resolution</u> ” | <u>A resolution passed by a simple majority of those present and voting.</u> |
| “Register of Members” | The Register of registered shareholders of the Company. |
| “Seal” | The common seal of the Company. |
| “Secretary” | The secretary or secretaries appointed to perform the duties of a secretary of the Company. |
| “Securities Account” | The securities account maintained by a Depositor with a Depository. |
| “ treasury shares ” | Has the same meaning given to it in the Act, namely, shares which were (or treated as having been) purchased by the Company in circumstances in which Section 76H of the Companies Act applies, and have been held by the Company continuously since the treasury shares were so purchased. |
| “ writing ” and “ written ” | includes printing, lithography, typewriting and any other mode of representing or reproducing words in a visible form. |
| “ <u>SFA</u> ” | <u>The Securities and Futures Act, Chapter 289 of Singapore, or any statutory modification, amendment or re-enactment thereof for the time being in force.</u> |
| “ <u>Singapore</u> ” | <u>The Republic of Singapore.</u> |
| “ <u>Special Resolution</u> ” | <u>A special resolution as determined under the provisions of the Act.</u> |

APPENDIX II – PROPOSED KEY CHANGES TO THE EXISTING CONSTITUTION

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|--------|-----------------------------------|
| “year” | Calendar year. |
| “S\$” | The lawful currency of Singapore. |

———The expressions “Depositor”, “Depository”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them respectively in the Act SFA.

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

The expressions “registered address” or “address” mean, in relation to any Member, his physical address for the service or delivery of notices or documents personally or by post, as set out in the Register of Members or the Depository Register, as the case may be.

———The expression “clear days’ notice” shall, for the purposes of calculating the number of days necessary before a notice is served or deemed to be served, be exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given.

———The expression “shares” shall mean the shares of the Company;

———Words denoting the singular number only shall include the plural and *vice versa*. Words denoting the masculine gender only shall include the feminine gender. –Words denoting persons shall include corporations.

———Save as aforesaid, any word or expression used in the Act and the Interpretation Act (Cap. 1), Chapter 1 of Singapore shall, if not inconsistent with the subject or context, bear the same meaning in these ~~Articles~~ this Constitution.

———References in ~~these Articles~~ this Constitution to any enactment are a reference to that enactment as for the time being amended or re-enacted.

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

2. Regulation 4

4. Subject to the provisions of the Act, any other written law, or this Constitution, any branch or kind of business which by this Constitution is expressly or by implication authorised to be undertaken by the Company and may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with such branch or kind of business. Business act

3. Regulation 7

7. (1) The total number of issued preference shares shall not exceed the total number of issued ordinary shares at any time. Power to issue shares

(2) The rights attaching to shares of a class other than ordinary shares shall be expressed in this Constitution.

(3) Subject to this Constitution, the Company has the power to issue:-

(a) shares for which no consideration is payable to the Company;

APPENDIX II – PROPOSED KEY CHANGES TO THE EXISTING CONSTITUTION

(b) preference shares subject to such limitations thereof as may be prescribed by any stock exchange upon which shares in the Company may be listed; and

(c) further preference capital ranking equally with, or in priority to, preference shares already issued.

4. Regulation 15 and 16

~~5. (1) 15. Preference shares may be issued subject to such limitations thereof as may be prescribed by any stock exchange upon which shares in the Company may be listed and the rights attaching to shares other than ordinary shares shall be expressed in the Memorandum of Association or these Articles. Preference shareholders shall have the same rights as ordinary shareholders as regards the receiving of notices, reports and balance sheets~~ financial statements and attending ~~general meetings~~ General Meetings of the Company.

Rights attached to certain shares
Rights of preference shareholders

16. Preference shareholders shall have the right to vote at any meeting~~General Meeting~~ convened for the purpose of reducing the capital or winding up or sanctioning a sale of the undertaking of the Company or where the proposal to be submitted to the ~~meeting~~General Meeting directly affects their rights and privileges or when the dividend on the preference shares is more than six (6) months in arrears. (2) ~~The Company has the power to issue further preference capital ranking equally with, or in priority to, preference shares from time to time already issued or about to be issued.~~

Rights of preference shareholders as regards voting on certain resolutions

5. Regulations 29 and 30

~~50. (1) 29. The Company may by ordinary resolution~~ Ordinary Resolution alter its share capital in the manner permitted under the Act including without limitation:-

Power to consolidate, cancel and subdivide shares

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

Power to consolidate shares

(ii) (b) cancel the number of any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person or which have been forfeited and diminish its share capital in accordance with the Act;

Power to cancel shares

(iv) (c) subdivide its shares or any of them (subject to the provisions of the Act), provided always that in such subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived and so that the resolution whereby any share is subdivided may determine that, as between the holders of the shares resulting from such subdivision, one (1) or more 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 the power to attach to new shares; and/or

Power to subdivide shares

(d) convert its share capital or any class of shares from one currency to another currency.

Power to convert currency

30. The Company may by Special Resolution, subject to and in accordance with the provisions of these Articles and the Act or other applicable laws, convert any one (1) class of shares into any other another class of shares.

Conversion of shares

APPENDIX II – PROPOSED KEY CHANGES TO THE EXISTING CONSTITUTION

6. Regulation 32

~~29. 32. (1) The Directors may from time to time make such calls as they think fit upon the Members in respect of any moneymonies unpaid on their shares and not by the terms of the issue thereof made payable at fixed times, and each Member shall (subject to receiving at least fourteen (14) days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares, subject to and in accordance with the terms of issue of such shares. A call may be revoked or postponed as the Directors may determine.~~ Calls on shares

(2) Each Member shall, subject to receiving at least 14 clear days' notice specifying the time or times and place of payment, pay to the Company at the time or times and place so specified the amount called on his shares. Notice of calls

7. Regulation 52

~~20. 52. No shares shall in any circumstances be transferred to an infant, bankrupt or person of unsound mindwho is mentally disordered and incapable of managing himself or his affairs.~~ Persons under disability

8. Regulation 68

~~59. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-~~ Special business

~~(a) — declaring dividends;~~

~~(b) — receiving and adopting accounts, the reports of the Directors and auditors and other documents required to be attached or annexed to the accounts;~~

~~(c) — appointing or re-appointing Directors to fill vacancies arising at the meeting on retirement whether by rotation or otherwise;~~

~~(d) — re-appointing the retiring auditors (unless they were last appointed otherwise than by the Company in general meeting);~~

~~(e) — fixing the remuneration of the auditors or determining the manner in which such remuneration is to be fixed; and~~

~~(f) — fixing the remuneration of the Directors proposed to be paid under Article 86.~~

~~Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.~~

68. All business shall be deemed special that is transacted at any Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of sanctioning a dividend; the consideration of financial statements, statement of the Directors and report of the auditors, and any other documents required to be attached or annexed to the financial statements; the election and re-election of Directors; the fixing of the Directors' remuneration and the appointment and fixing of the remuneration of the auditors.

APPENDIX II – PROPOSED KEY CHANGES TO THE EXISTING CONSTITUTION

9. Regulation 74

~~65-74.~~(1) If required by the listing rules of the Exchange, all resolutions at General Meetings shall be voted by poll (unless such requirement is waived by such Exchange). Method of voting

(2) At any ~~general meeting~~General Meeting a resolution put to the vote of the ~~general meeting~~General Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

- ~~(i)~~ (a) by the Chairman of the ~~general meeting~~General Meeting; or
- ~~(ii)~~ (b) by at least five (5) Members present in person or by proxy (~~where a Member has appointed more than one (1) proxy, any one (1) of such proxies may represent that Member~~) or by attorney or in the case of representing a corporation by a representative which is a Member and entitled to vote thereat; or
- ~~(iii)~~ (c) by any Member or Members present in person or by proxy (~~where a Member has appointed more than one (1) proxy, any one (1) of such proxies may represent that Member~~) or by attorney or in the case of representing a corporation by a representative which is a Member or any number or combination of such Members, holding or representing not less than ~~ten-five~~ per cent (~~105%~~) of the total voting rights of all the Members having the right to vote at the ~~general meeting~~General Meeting; or
- ~~(iv)~~ (d) by a Member or Members present in person or by proxy (~~where a Member has appointed more than one (1) proxy, any one (1) of such proxies may represent that Member~~) or by attorney or in the case of representing a corporation by a representative which is a Member or any number or combination of such Members, holding or representing shares in the Company conferring a right to vote at the ~~general meeting~~General Meeting being shares on which an aggregate sum has been paid up equal to not less than ~~ten-five~~ per cent (~~105%~~) of the total sum paid up on all the shares of the Company (excluding treasury shares) conferring that right.

(3) Provided always that no poll shall be demanded on the election of a Chairman of the General Meeting or on a question of adjournment. Unless a poll is so demanded (and the demand is not withdrawn) a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minute book 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. A demand for a poll may be withdrawn.

10. Regulation 75

~~66- 75.~~ If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner (including the use of ballot or voting papers or tickets or electronic means) as the Chairman of the General Meeting may direct and the result ~~of a~~ poll shall be deemed to be the resolution of the ~~general meeting~~General Meeting at which the poll was demanded. The Chairman of the General Meeting may, ~~(and, if required by the listing rules of the Exchange or if so requested by the General Meeting, shall,)~~ appoint scrutineers and may adjourn the ~~general meeting~~General Meeting to some place and time fixed by him for the purpose of declaring the result of the poll. How poll to be taken

APPENDIX II – PROPOSED KEY CHANGES TO THE EXISTING CONSTITUTION

11. Regulation 76

~~67. 76. If~~ Subject to the requirements of the Exchange, if any votes are counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it is pointed out at the same general meeting ~~General Meeting~~ or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman be of sufficient magnitude that the result of the vote should be vitiated.

Votes counted
in error

12. Regulation 80

~~71. (1) 80.~~ Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company; ~~and to Article 6;~~

Voting rights of
Members

(1) ~~each~~ Every Member entitled to vote may vote in person or by proxy or by attorney; and ~~(in the case of a corporation) by a representative or representing a corporation which is~~ Member. A person entitled to more than one (1) vote need not use all his votes or cast all the votes he uses in the same way.

(2) ~~On a show of hands every~~ Every Member who is present in person or by proxy or by attorney; or ~~in the case of representing a corporation by a representative; which is a Member shall;~~

(a) ~~On a show of hands, have one (1) vote, provided that (i) if a~~ in the case of a Member who is not a relevant intermediary and who is represented by two (2) proxies, only one (1) of the two (2) proxies, as determined by their appointor shall vote on a show of hands and in the absence of that Member, or, failing such determination, only one of the proxies as determined by the Chairman of the General Meeting (or by a person authorised by him) in his sole discretion shall be entitled to vote on a show of hands; and (ii) in the case of a Member who is a relevant intermediary and who is represented by two (2) or more proxies, each proxy shall be entitled to vote on a show of hands.

(b) ~~on~~ On a poll, ~~every Member who is present in person or by proxy, attorney or representative shall have one (1) vote for each share which he holds or represents.~~

(3) Notwithstanding anything contained in ~~these Articles~~ this Constitution, a Depositor shall not be entitled to attend any ~~general meeting~~ General Meeting and to speak and vote thereat unless his name is certified by the Depository to the Company as appearing on the Depository Register ~~not later than forty-eight (48) as at 72~~ hours before the time of the relevant general meeting that General Meeting (the "cut-off time") as a Depositor on whose behalf the Depository holds shares in the Company. For the purpose of determining the number of votes which a Depositor or his proxy may cast on a poll, the Depositor or his proxy shall be deemed to hold or represent that number of shares entered in the Depositor's Securities Account at the cut-off time as certified by the Depository to the Company, or where a Depositor has apportioned the balance standing to his Securities Account as at the cut-off time between two (2) proxies, to apportion the said number of shares between the two (2) proxies in the same proportion as specified by the Depositor in appointing the proxies; and accordingly no instrument appointing a proxy of a Depositor shall be rendered invalid merely by reason of any discrepancy between the number of shares standing to the credit of that Depositor's Securities Account as at the cut-off time, and the true balance standing to the Securities Account of a Depositor as at the time of the relevant ~~general meeting~~ General Meeting, if the instrument is dealt with in such manner as aforesaid.

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13. Regulation 82

~~73. 82.~~ If a Member ~~be a lunatic, idiot or non-compos mentis~~who has become mentally disordered and incapable of managing himself or his affairs, or in respect of whom an order has been made by any court having jurisdiction in lunacy or mental capacity, he may vote whether on a show of hands or on a poll by his committee, legal curator ~~bõnis~~ or such other person as properly has the management of his estate and any such committee, legal curator ~~bõnis~~ or other person may vote by proxy or attorney, 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 ~~forty-eight (48)~~ 72 hours before the time appointed for holding the ~~meeting~~General Meeting.

Voting rights of Members of ~~unsound mind~~mentally disordered members

14. Regulation 86

~~77. 86.~~ (1) ~~Unless~~ Save as otherwise provided by ~~in~~ the Act, a Member ~~may~~ appoint not more than two (2) to attend and vote at the ~~same general meeting~~:-

Appointment of proxies

(a) who is not a relevant intermediary may appoint not more than two (2) proxies to attend, speak and vote at the same General Meeting. Where such Member's form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy; and

(b) who is a relevant intermediary may appoint more than two (2) proxies to attend, speak and vote at the same General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member. Where such Member's form of proxy appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

(2) If the Member is a Depositor, the Company shall be entitled and bound:-

(i) (a) to reject any instrument of proxy lodged by that Depositor if the Depositor ~~he~~ is not shown to have any shares entered in its ~~his~~ Securities Account as at the cut-off time ~~72 hours before the time of the relevant General Meeting~~, as certified by the Depository to the Company; and

(ii) (b) to accept as validly cast by the proxy or proxies appointed by the Depositor on a poll that number of votes which corresponds to or is less than the aggregate number of shares entered in its ~~his~~ Securities Account of that Depositor as at the cut-off time ~~72 hours before the time of the relevant General Meeting~~ as certified by the Depository to the Company, whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Depositor.

(3) Where a Member appoints more than one (1) proxy, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.

(4) Voting right(s) attached to any shares in respect of which a Member has not appointed a proxy may only be exercised at the relevant ~~general meeting~~ General Meeting by the ~~member~~ Member personally or by his attorney; or ~~in the case of representing a corporation by its representative which is a Member.~~

APPENDIX II – PROPOSED KEY CHANGES TO THE EXISTING CONSTITUTION

(5) Where a Member appoints a proxy in respect of more shares than the shares standing to his name in the Register of Members, or; in the case of a Depositor, standing to the credit of that Depositor's Securities Account as at the ~~cut-off time 72 hours before the time of the relevant General Meeting~~ as certified by the Depository to the Company, such proxy may not exercise any of the votes or rights of the shares not registered in ~~to~~ the name of that Member in the Register of Members or standing to the credit of that Depositor's Securities Account as at the ~~cut-off time 72 hours before the time of the relevant General Meeting~~, as the case may be.

~~(6) If the Chairman is appointed as proxy, he may authorise any other person to act as proxy in his stead. Where the Chairman has authorised another person to act as proxy, such other person shall be taken to represent all Members whom the Chairman represented as proxy.~~

~~(7) Where a person present at a general meeting represents by proxy, attorney or representative more than one (1) Member on a show of hands:~~

~~(i) the person is entitled to one (1) vote only despite the number of Members the person represents; and~~

~~(ii) that vote will be taken as having been cast for all the Members the person represents; and~~

~~(iii) if the person has been appointed as a proxy under two (2) or more instruments that specify different ways to vote on a resolution, the person may not vote as a proxy on a show of hands, however, if the person is a Member, the person may vote on a show of hands without regard to the proxies the person holds.~~

15. Regulation 90

~~80-90. (1) The original instrument appointing a proxy, together with the original power of attorney or other authority, if any, under which the instrument of proxy is signed or a duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the original instrument of proxy and must be left at the Office or such other place (if any) as is specified for the purpose in the notice convening the meeting~~

To be left at Company's office Instrument of proxy and authority to be deposited

~~(a) if sent personally or by post, must be left at the Office or such other place (if any) as is specified for the purpose in the notice convening the General 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 General Meeting.~~

~~and in either case not less than forty-eight (48) 72 hours before the time appointed for the holding of the meeting General Meeting or adjourned meeting General Meeting (or in the case of a poll before the time appointed for the taking of the poll) at which it is to be used failing which the instrument may be treated as invalid. An instrument appointing a proxy 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 an instrument of proxy relating to more than one (1) meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not be required again to be delivered for the purposes of any subsequent meeting to which it relates.~~

APPENDIX II – PROPOSED KEY CHANGES TO THE EXISTING CONSTITUTION

(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 Regulation 90(1)(b). Where the Directors do not so specify in relation to a Member (whether of a class or otherwise), Regulation 90(1)(a) shall apply.

16. Regulation 91

~~84.~~ 91. A vote given in accordance with the terms of an instrument of proxy (which for the purposes of ~~these Articles~~ this Constitution shall also include a power of attorney) shall be valid notwithstanding the previous death or ~~insanity~~ mental disorder of the principal or revocation of the proxy, or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, ~~insanity~~ mental disorder, revocation or transfer shall have been received by the Company at the Office (or such other place as may be specified for the deposit of instruments appointing proxies) before the commencement of the ~~meeting~~ General Meeting or adjourned ~~meeting~~ General Meeting (or in the case of a poll before the time appointed for the taking of the poll) at which the proxy is used.

Intervening death or insanity of principal not to revoke proxy events

17. Regulation 95

~~85.~~ 95. A Director need not be a Member and shall not be required to hold any share qualification in the Company ~~and unless and until otherwise determined by the Company in General Meeting but he shall be entitled to attend and speak at general meetings~~ General Meetings but subject to the provisions of the Act he shall not be of or over the age of seventy (70) years at the date of his appointment.

Share qualification

18. Regulation 100

~~90.~~ 100. (1) No Director or ~~intending proposed~~ Director shall be disqualified by his office from contracting or entering into any arrangement or transaction with the Company either as vendor, purchaser or otherwise nor shall such contract or proposed contract or arrangement or any contract or proposed contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract, ~~or arrangement~~ or transaction by reason only of such Director holding that office or of the fiduciary relation thereby established; but every Director shall observe the provisions of ~~Section 156~~ of the Act relating to the disclosure of the interests of the Directors or Chief Executive Officer (or person(s) holding an equivalent position) in transactions or proposed transactions with the Company or of any office or property held by a Director or Chief Executive Officer (or person(s) holding an equivalent position) which might create duties or interests in conflict with his duties or interests as a Director or Chief Executive Officer (or person(s) holding an equivalent position), and any ~~transactions~~ contract or arrangement to be entered into by or on behalf of the Company in which any Director or Chief Executive Officer shall be in any way interested shall be subject to any requirements that may be imposed by the Exchange. No Director shall vote in respect of any contract, or proposed contract or arrangement ~~or transaction~~ in which he has directly or indirectly a personal material interest as aforesaid or in respect of any allotment of shares in or debentures of the Company to him and if he does so vote his vote shall not be counted.

Power of Directors to contract with Company Effect of interest of Director on quorum

APPENDIX II – PROPOSED KEY CHANGES TO THE EXISTING CONSTITUTION

(2) A Director, notwithstanding his interest, may be counted in the quorum present at any meeting where he or any other Director is appointed to hold any office or place of profit under the Company, or where the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company, or where the Directors resolve to enter into or make any arrangements with him or on his behalf pursuant to ~~these Articles~~ this Constitution or where the terms of any such appointment or arrangements as hereinbefore mentioned are considered, and he may vote on any such matter other than in respect of the appointment of or arrangements with himself or the fixing of the terms thereof.

Relaxation of
restriction on
voting

(3) The provisions of this ~~Article~~ Regulation may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction by the Company in ~~general meeting~~ General Meeting, and any particular contract, arrangement or transaction carried out in contravention of this ~~Article~~ Regulation may be ratified by ~~ordinary resolution~~ Ordinary Resolution of the Company, subject to the Act and any applicable laws, provided that a Director whose action is being ratified by this ~~ordinary resolution~~ Ordinary Resolution shall refrain from voting on this ~~ordinary resolution~~ Ordinary Resolution as a shareholder at that ~~general meeting~~ General Meeting.

Ratification by
general meeting

19. Regulation 106

~~96. 106.~~ (1) Subject as ~~herein otherwise provided~~ to the provisions of this Constitution or to the terms of any subsisting agreement, the office of a Director shall be vacated ~~on~~ in any one of the following events, namely:-

Vacation of
office of Director

- (i) ~~(a) if he is prohibited from being~~ by law from acting as Director ~~by reason of any order made under the Act;~~
- (ii) ~~if he ceases to be a Director by virtue of any of the provisions of the Act;~~
- (iii) ~~(b) if he resigns by~~ notice in writing under his hand left at the Office;
- (iv) ~~(c) if he is declared a bankrupt during his term of office or if he suspends payments of his debts or makes any arrangement or compounds~~ composition with his creditors generally;
- (v) ~~(d) if he should be found lunatic or becomes of unsound mind~~ mentally disordered and incapable of managing himself or his affairs during his term of office;
- (vi) ~~(e) if he or any alternate appointed by him~~ absents himself from meetings of the Directors for a continuous period of six (6) calendar months without leave from the Directors and the Directors resolve that his office be vacated;
- (vii) ~~(f) if he is removed by a resolution of the Company in~~ general meeting General Meeting ~~pursuant to these Articles~~ this Constitution; or
- (viii) ~~subject to the provisions of the Act, at the conclusion of the Annual General Meeting commencing next after he attains the age of seventy (70) years~~ if he shall become disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds (in which case he must immediately resign from the Board).

APPENDIX II – PROPOSED KEY CHANGES TO THE EXISTING CONSTITUTION

(2) In accordance with the provisions of ~~Section 152 of the Act~~, the Company may by ~~ordinary resolution~~ 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. The Company in ~~general meeting~~ General Meeting may appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation 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.

20. Regulation 109

~~99: 109.~~ The Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who is due to retire at the ~~general meeting~~ General Meeting ~~by reason of age or who wishes to retire and not to offer himself for re-election.~~ Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment or have been in office for the three (3) years since their last election. However as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.

Selection of
Directors to
retire

21. Regulation 110

~~100: 110.~~ The Company at the ~~meeting~~ General Meeting at which a Director retires under any provision of ~~these Articles~~ this Constitution may by ~~ordinary resolution~~ Ordinary Resolution fill up the vacated office by electing a person thereto. In default the retiring Director shall be deemed to have been re-elected, unless:-

Deemed
re-elected
Filling vacated
office

- (i) ~~(a)~~ at such ~~meeting~~ General Meeting it is expressly resolved not to fill up such vacated office or a resolution for the re-election of such Director is put to the ~~meeting~~ General Meeting and lost; or
- (ii) ~~(b)~~ such Director is disqualified under the Act from holding office as a Director; or
 - ~~(c)~~ such Director has given notice in writing to the Company that he is unwilling to be re-elected; or
- (iii) ~~such Director has attained any retiring age applicable to him as a Director.~~ such Director is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds.

22. Regulation 113

~~103: 113.~~ (1) Any Director of the Company may at any time appoint any person who is not a Director or ~~an~~ alternate of another Director and who is approved by a majority of ~~his or the other~~ Directors to be his alternate Director for such period as he thinks fit and may at any time remove any such alternate Director from office. An alternate Director so appointed shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor, as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company. Any fee paid to an alternate Director shall be deducted from the remuneration otherwise payable to his appointor.

Alternate
Directors

APPENDIX II – PROPOSED KEY CHANGES TO THE EXISTING CONSTITUTION

- (2) An alternate Director shall (subject to his giving to the Company an address in Singapore) be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at such meetings at which the Director appointing him is not personally present and generally to perform all functions of his appointor as a Director in his absence.
- (3) An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director otherwise than by retiring and being reelected at the same meeting.
- (4) All appointments and removals of alternate Directors shall be effected in writing under the hand of the Director making or terminating such appointment left at the Office.
- (5) No person shall be appointed the alternate Director ~~for~~ more than one (1) Director at the same time and ~~None~~ Director may act as an alternate Director.

23. Regulation 116

~~106.~~ 116. The continuing Directors may act notwithstanding any vacancies in the Board, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with ~~these Articles~~ this Constitution as the necessary quorum of Directors, the ~~remaining~~ continuing Directors or Director may, except in an emergency, act ~~only~~ for the purpose of ~~increasing the number of Directors filling up such vacancies~~ to such minimum number or of summoning ~~general meeting~~ General Meetings of the Company but not for any other purpose. If there are no Directors or Director able or willing to act, then any two (2) Members may summon a ~~general meeting~~ General Meeting for the purpose of appointing Directors.

Proceedings
in case of
vacancies

24. Regulation 121

~~113.~~ 121. The ~~management of the business and affairs~~ of the Company shall be ~~vested in~~ managed by, or under the direction and supervision of, the Directors who (in addition to the powers and authorities by ~~these Articles~~ this Constitution or otherwise expressly conferred upon them) may, exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not ~~hereby~~ or by the Act or by this Constitution expressly directed or required to be exercised or done by the Company in ~~general meeting~~ General Meeting. ~~Provided that the~~ The Directors shall not carry into effect any proposals for selling or disposing of the whole or substantially the whole of the Company's undertaking unless such proposals have been approved by the Company in ~~general meeting~~ General Meeting. The general powers given by this ~~Article~~ Regulation shall not be limited to or restricted by any special authority or power given to the Directors by any other ~~Article~~ Regulation.

General powers
of Directors
to manage
Company's
business

25. Regulation 129

~~121.~~ 129. 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~~ Constitution 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 and financial statements are ~~elsewhere kept at a place other than~~ at the Office, the local manager or other officer of the Company having ~~the custody~~ thereof shall be deemed to be a person appointed by the Directors as aforesaid.

Power to
authenticate
documents

APPENDIX II – PROPOSED KEY CHANGES TO THE EXISTING CONSTITUTION

26. Regulation 143

~~133~~143. Any dividend or other monies payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the Member appearing in the Register of Members or (as the case may be) the Depository Register of the Member or person entitled thereto (or, if several persons are registered in the Register of Members or (as the case may be) the Depository Register as joint holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons) or to such person at such address as such persons may by writing direct. ~~p~~Provided that where the Member is a Depositor, the payment by the Company to the Depository of any dividend payable to a Depositor shall, to the extent of the payment to the Depository, discharge the Company from any further liability to the Depositor in respect of the payment. Every such cheque and warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque or warrant if purporting to be endorsed or the receipt of any such person shall be a good discharge to the Company. Every such cheque and warrant shall be sent at the risk of the person entitled to the money represented thereby.

Dividends-
payable by
chequePayment
by post

27. Regulation 152

~~143. 152~~. In accordance with the provisions of the Act, the Directors shall cause to be prepared and to be laid before the Company in ~~general meeting~~ General Meeting such ~~profit and loss accounts~~ financial statements, balance sheets, ~~group accounts (if any) and reports, statements and other documents~~ as may be necessary. The interval between the close of a financial year of the Company and date of the Company's Annual General Meeting shall not exceed four (4) months (or such other period as may be ~~prescribed~~ permitted by the Act and the byelaws and/or listing rules of the Exchange).

Presentation
of accounts-
financial
statements

28. Regulation 153

~~144. 153~~. A copy of ~~every balance sheet and profit and loss account~~ the financial statement which is duly audited and which is to be laid before a ~~general meeting~~ of the Company in General Meeting (including every document required by the Act to be annexed thereto) ~~together with~~ accompanied by a copy of ~~every the auditor's report of the auditors relating thereto thereon and of the Directors' report~~ statement shall not less than ~~fourteen (14) days~~ before the date of the ~~meeting~~ General Meeting be sent 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 always that; ~~this Article shall not require a copy of~~

Copies of
accounts-
financial
statements

(a) these documents may, subject to the listing rules of the Exchange, 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) a copy of these documents ~~to~~ need not be sent to any person of whose address the Company is not aware or to more than one (1) of the joint holders of a share in the Company or the several persons entitled thereto in consequence of the death or bankruptcy of the holder or otherwise but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office.

APPENDIX II – PROPOSED KEY CHANGES TO THE EXISTING CONSTITUTION

29. Regulation 155

155. To the extent permitted under the Act, the Directors may cause the financial statements of the Company to be revised if it appears to them that the financial statements do not comply with the requirements of the Act, provided always that any amendments to the financial statements are limited to the aspects in which the financial statements did not comply with the provisions of the Act, and any other consequential revisions.

Power to revise
non-compliant
financial
statements

30. Regulation 159

~~149. 159.~~ (1) Any notice or document (including a share certificate) may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter or wrapper addressed to such Member at his registered address in the Register of Members or the Depository Register (as the case may be).

Service of
notices

(2) Without prejudice to the provisions of ~~Article 149(1)~~ Regulations 66, 67 and 159(1) but subject otherwise to the listing rules of the Exchange and the Act and any regulations made thereunder relating to electronic communications, any notice or document (including, without limitations, any ~~accounts, balance-sheet financial statement~~ or report) which is required or permitted to be given, sent or served under the Act or under ~~these Articles the Constitution~~ by the Company, or by the Directors, to a Member or an ~~officer or~~ auditor or officer of the Company, may be given, sent or served using electronic communications ~~to the current address of that person~~ in accordance with the provisions of this Constitution, the Act, the listing rules of the Exchange and/or any other applicable regulations or procedures:-

(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.

(3) For the purposes of Regulation 159(2), a Member has given his implied consent and shall 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.

(4) Notwithstanding Regulation 159(3), the Directors may, at their discretion, at any time, give a Member by notice in writing an opportunity to elect within a period of time specified in the notice, 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. The Directors shall abide by the provisions of the Act, applicable Regulations and the listing rules of the Exchange in exercising their discretion under this Regulation.

(5) For the purposes of Regulation 159(2), where the Company gives, sends or serves any notice or document to a Member by way of electronic communications by publishing the notice or document on a website, the Company shall give separate notice to the Member of such publication and the manner in which the notice or document may be accessed, at the Member's registered address or current address.

APPENDIX II – PROPOSED KEY CHANGES TO THE EXISTING CONSTITUTION

31. Regulation 164

~~154.~~ 164. (1) Any notice or other document if sent by post, and whether by airmail or not, shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted, and in proving such service by post it shall be sufficient to prove that the letter or wrapper containing the same was properly addressed and put into the post office as a prepaid letter or wrapper.

When service
effected

(2) ~~Any~~ Where a notice or document is given, sent or served using by electronic communications ~~(as the case may be):-~~

(a) to the current address of a person pursuant to Regulation 159(2)(a), it shall be deemed to have been duly given, sent or served upon at the time of transmission of the electronic communication to the current address of such person or as otherwise provided under the Act and/or other applicable regulations or procedures by the email server or facility operated by the Company or its service provider to the current address of such person (notwithstanding any delayed receipt, non-delivery or "returned mail" reply message or any other error message indicating that the electronic communication was delayed or not successfully sent), unless otherwise provided under the Act and/or any other applicable regulations or procedures; and

(b) by making it available on the website pursuant to Regulation 159(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.

(3) Where a notice or document is given, sent or served to a Member by making it available on a website pursuant to Regulation 159(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 (1) or more of the following means:

(a) by sending such separate notice to the Member personally or through the post pursuant to Regulation 159(1);

(b) by sending such separate notice to the Member using electronic communications to his current address pursuant to Regulation 159(2)(a);

(c) by way of advertisement in the daily press; and/or

(d) by way of announcement on the website of the Exchange.

32. Regulation 168

~~159.~~ 168. (1) Subject to the provisions of the Act, every Director, Chief Executive Officer/Managing 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;

Indemnity of
Directors and
officers

(i) ~~(a) in the execution and discharge of his duties as an officer or auditor of the Company or in relation thereto,~~ unless the same arises as a result of any negligence, default, breach of duty, criminal or breach of trust or fraud on his part in relation to the Company; or

APPENDIX II – PROPOSED KEY CHANGES TO THE EXISTING CONSTITUTION

(ii) (b) in defending any proceedings whether civil or criminal (relating to the affairs of the Company) in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court. Exclusion of liability

(2) Without prejudice to the generality of the foregoing, no Director, Chief Executive Officer/ Managing Director, Secretary or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or left, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto, unless the same shall happen through his own negligence, wilful default, breach of duty, criminal breach of trust and fraud.

33. Regulation 171

171. (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;

(f) processing, administration and analysis by the Company (or its agents or service providers) of Members, 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) publication of photographs and/or videos taken at any General Meeting or other shareholder events in the Company's annual report and other corporate, promotional or publicity materials;

(h) implementation and administration of, and compliance with, any provision of this Constitution;

APPENDIX II – PROPOSED KEY CHANGES TO THE EXISTING CONSTITUTION

(i) compliance with any applicable laws, listing rules, take-over rules, regulations and/or guidelines; and

(j) purposes which are reasonably related to any of the above purposes.

(2) Any Member who appoints a proxy and/or representative for any General Meeting of the Company 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 Regulations 171(1)(e), (f), (g) and (i) and for any purposes reasonably related to Regulations 171(1)(e), (f), (g) or (i) 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.

APPENDIX III – PROPOSED RULES OF THE MSE PERFORMANCE SHARE PLAN

RULES OF THE MSE PERFORMANCE SHARE PLAN

1. NAME OF THE SCHEME

This share scheme shall be called the “MSE Performance Share Plan”.

2. DEFINITIONS

2.1 Unless the context otherwise requires, the following words and expressions shall have the following meanings:

- “Associate”* : (a) in relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:
- (i) his immediate family;
 - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
 - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more;
- (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more.
- “Associated Company”* : A company or a subsidiary of such company in which at least 20% but not more than 50% of its shares are held by the Group, and over whose management the Company has control (as defined in the Listing Manual).
- “Associated Company Employee”* : Any confirmed employee of an Associated Company (including any Associated Company Executive Director) selected by the Committee to participate in the MSE PSP in accordance with the provisions thereof.
- “Associated Company Executive Director”* : A director of an Associated Company who performs an executive function.
- “Auditors”* : The auditors of the Company for the time being.
- “Award”* : A contingent award of Shares granted pursuant to the rules of the MSE PSP.
- “Board”* : The board of Directors of the Company from time to time.
- “CDP”* : The Central Depository (Pte) Limited.
- “Committee”* : The remuneration committee of the Company from time to time.
- “Companies Act”* : The Companies Act (Chapter 50) of Singapore, as amended, modified or supplemented from time to time.

APPENDIX III – PROPOSED RULES OF THE MSE PERFORMANCE SHARE PLAN

- “Company”* : Mun Siong Engineering Limited.
- “Constitution”* : The constitution of the Company, as amended, modified or supplemented from time to time.
- “Controlling Shareholder”* : A person who:
- (a) holds directly or indirectly 15% or more of the total number of issued shares excluding Treasury Shares in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a controlling shareholder; or
 - (b) in fact exercises control over the Company.
- “CPF”* : The Central Provident Fund.
- “Date of Grant”* : The date on which an Award is granted to a Participant pursuant to the rules of the MSE PSP.
- “Director(s)”* : The director(s) of the Company.
- “FRS”* : Financial Reporting Standards issued by the Accounting Standards Council.
- “Grantee”* : The person to whom an Award is granted.
- “Group”* : The Company and its subsidiaries.
- “Group Employee”* : Any confirmed employee of the Group (including any Group Executive Director) selected by the Committee to participate in the MSE PSP in accordance with the rules herein.
- “Group Executive Director”* : A director of the Company and/or its subsidiaries, as the case may be, who performs an executive function.
- “Listing Manual”* : The listing rules of the SGX-ST, as may be amended, modified or supplemented from time to time.
- “Market Day”* : A day on which the SGX-ST is open for trading in securities.
- “Market Price”* : The price equal to the average of the last dealt prices for a Share, as determined by reference to the daily official list or other publication published by the SGX-ST for five (5) consecutive Market Days immediately preceding the relevant Date of Grant, provided always that in the case of a Market Day on which the Shares are not traded on the SGX-ST, the last dealt price for Shares on such Market Day shall be deemed to be the last dealt price of the Shares on the immediately preceding Market Day on which the Shares were traded, rounded up to the nearest 0.1 cent in the event of fractional prices.
- “MSE PSP”* : The MSE Performance Share Plan, as amended, modified or supplemented from time to time.
- “Participant”* : A person who is eligible to participate in the MSE PSP in accordance with the rules herein.

APPENDIX III – PROPOSED RULES OF THE MSE PERFORMANCE SHARE PLAN

| | | |
|-------------------------------|---|--|
| “ <i>Performance Period</i> ” | : | The performance period during which the Performance Targets shall be satisfied. |
| “ <i>Performance Target</i> ” | : | The performance targets prescribed by the Committee to be fulfilled by a Participant for any particular period under the MSE PSP. |
| “ <i>Record Date</i> ” | : | The date fixed by the Company for the purposes of determining entitlements to dividends or other distributions to or rights of holders of Shares. |
| “ <i>SGX-ST</i> ” | : | Singapore Exchange Securities Trading Limited. |
| “ <i>Shareholders</i> ” | : | Registered holders of Shares, except that where the registered holder is the CDP, the term “ Shareholders ” shall, in relation to such Shares, and where the context admits, mean the Depositors whose securities accounts are maintained with CDP (but not including securities sub-accounts maintained with a Depository Agent) and credited with Shares. |
| “ <i>Share(s)</i> ” | : | Ordinary share(s) in the capital of the Company. |
| “ <i>Vesting Date</i> ” | : | The date on which an Award for Shares is effectuated. |
| “ <i>Vesting Period</i> ” | : | The period during which an Award may vest, if any. |
| “%” or “ <i>per cent</i> ” | : | Per centum or percentage. |

2.2 The terms “*Depositor*”, “*Depository Agent*” and “*Depository Register*” shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore.

2.3 The terms “*Treasury Shares*” and “*subsidiaries*” shall have the meanings ascribed to them respectively in Section 4 and 5 of the Companies Act.

2.4 Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations.

2.5 Any reference in the MSE PSP to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or any statutory modification thereof and used in the MSE PSP shall, where applicable, have the same meaning assigned to it under the Companies Act.

2.6 Any reference in the MSE PSP to a time of day shall be a reference to Singapore time.

3. OBJECTIVES

3.1 The objective of the MSE PSP is to:

- (a) to foster an ownership culture within our Company which aligns the interests of our employees with the interests of Shareholders;
- (b) to attract potential employees with relevant skills to contribute to the Company and to create value for Shareholders;

APPENDIX III – PROPOSED RULES OF THE MSE PERFORMANCE SHARE PLAN

- (c) to instil loyalty to, and a stronger identification by the Participants with the long-term prosperity, of the Company;
- (d) to motivate the Participants to optimise their performance standards and efficiency and to maintain a high level of contribution to the Company;
- (e) to give recognition to the contributions made by the Participants to the success of the Company; and
- (f) to retain key employees of the Company whose contributions are essential to the long-term prosperity of the Company.

3.2 The MSE PSP contemplates the award of fully paid Shares when and after:

- (a) pre-determined measurable Performance Targets are accomplished; and/or
- (b) service conditions are attained or otherwise having performed well; and/or
- (c) significant contribution is made to the Company and/or any of its subsidiaries.

4. ELIGIBILITY

4.1 Subject to the absolute discretion of the Committee, the following persons (unless they are also Controlling Shareholders or Associates of such Controlling Shareholders) shall be eligible to participate in the MSE PSP:-

- (a) Group Employees; and
- (b) Associated Company Employees,

provided that, as of the relevant date of Award, such persons have attained the age of 21 years, are not undischarged bankrupts, have not entered into a composition with their respective creditors, in the opinion of the Committee have contributed or will contribute to the success of our Group, and are not Controlling Shareholders or their Associates; and such Group Employees and Associated Company Employees, must hold such position as may be designated by our Company from time to time, and whose eligibility have been confirmed by our Company and/or any of its subsidiaries as at each proposed date of Award as determined by the Committee.

4.2 Although the Controlling Shareholders and their Associates are not eligible to participate in the MSE PSP, however, the MSE PSP may be altered in the future to enable the participation of Controlling Shareholder(s) and their Associates who have actively contributed to the progress and success of our Group. Our Company will at such time provide the rationale and justification for any proposal to grant the Controlling Shareholders and/or their Associates any Award. Pursuant to Rule 853 of the Listing Manual, participation in the MSE PSP by any Controlling Shareholders and their Associates must be approved by the independent Shareholders at a general meeting and a separate resolution must be passed for each such person to approve the actual number and terms of the Awards to be granted to such person. At such time, Controlling Shareholders and their Associates shall abstain from voting on any resolution in relation to their participation in the MSE PSP and grant of Awards to them.

4.3 Participants who are also Shareholders and are eligible to participate in the MSE PSP must abstain from voting on any resolution relating to the participation of, or grant of Awards to the Participants.

4.4 For the purposes of determining eligibility to participate in the MSE PSP, the secondment of a Group Employee to another company within the Group shall not be regarded as a break in his employment or his having ceased by reason only of such secondment to be a full-time employee of the Group.

APPENDIX III – PROPOSED RULES OF THE MSE PERFORMANCE SHARE PLAN

4.5 There shall be no restriction on the eligibility of any Grantee to participate in any other share incentive schemes or share plans implemented or to be implemented by the Company or any other company within the Group.

4.6 Subject to the Companies Act and any requirement of the SGX-ST or any other stock exchange on which the Shares may be listed or quoted, the terms of eligibility for participation in the MSE PSP may be amended from time to time at the absolute discretion of the Committee.

5. LIMITATIONS

5.1 The aggregate number of Shares over which Awards may be granted under the MSE PSP, when added to the number of Shares issued and/or issuable in respect of:

- (a) all Awards granted thereunder; and
- (b) all Shares, awards or options granted under any other schemes implemented by the Company (if any),

shall not exceed 15% of the total number of issued Shares (excluding Treasury Shares) on the day preceding the relevant Award Grant Date.

5.2 If the MSE PSP is altered to enable Controlling Shareholders and their Associates to participate, the aggregate number of Shares over which Awards may be granted under the MSE PSP to Controlling Shareholders and their Associates shall not exceed 25% of the Shares available under the MSE PSP, and the number of Shares over which an Award may be granted under the MSE PSP to each Controlling Shareholder or his Associate shall not exceed 10% of the Shares available under the MSE PSP.

6. DATE OF GRANT

The Committee may grant Awards at any time during the period when the MSE PSP is in force, provided that no Awards may be granted during the following periods and at all times in compliance with Rule 1207(19) of the Listing Manual:

- (a) one (1) month immediately preceding the announcement of the Company's annual results; and
- (b) two (2) weeks immediately preceding the announcement of the Company's results for each of the first three (3) quarters of its financial year.

In the event that an announcement on any matter of an exceptional nature involving unpublished price sensitive information is imminent, Awards may only be vested, and hence any Shares comprised in such Awards may only be delivered on or after the second Market Day from the date on which the aforesaid announcement is made.

7. GRANT OF AWARDS

7.1 Subject to Rule 4 and Rule 5, the selection of the Participants and the number of Shares which are the subject of each Award to be granted to a Participant under the MSE PSP shall be determined at the absolute discretion of the Committee, which shall take into consideration, where applicable, factors such as the Participant's rank, scope of responsibilities, performance, length of service, potential for future development and contribution towards the success of the Group and the extent of effort and resourcefulness required to achieve the service conditions and/or Performance Targets within the Performance and/or service periods.

7.2 Pursuant to the Companies Act and the requirements of the SGX-ST, the terms of eligibility of any Participant in the MSE PSP may be amended from time to time at the sole and absolute discretion of the Committee.

APPENDIX III – PROPOSED RULES OF THE MSE PERFORMANCE SHARE PLAN

- 7.3 The terms of employment or appointment of a Participant shall not be affected by his participation in the MSE PSP, which shall neither form part of such terms nor entitle him to take into account such participation in calculating any compensation or damages on the termination of his employment or appointment for any reason.
- 7.4 The Committee shall, in its absolute discretion, determine in relation to an Award:
- (a) the date on which the Award is to be granted;
 - (b) the number of Shares which are the subject of the Award;
 - (c) the prescribed service conditions and/or Performance Targets (including the Performance Periods during which the prescribed Performance Targets and/or service conditions are to be satisfied) and/or any other basis on which the Award is to be granted;
 - (d) the prescribed Vesting Periods (if any);
 - (e) the extent to which Shares which are the subject of that Award shall be vested at the end of each prescribed vesting period or on the prescribed Performance Targets and/or service conditions, if any, being satisfied (whether fully or partially) or exceeded or not being satisfied, as the case may be; and
 - (f) any other condition which the Committee may determine at its absolute discretion in relation to that Award.
- 7.5 An Award under the MSE PSP represents the right of a Grantee to receive fully paid Shares, their equivalent cash value or combinations thereof, free of charge, upon the Grantee:
- (a) achieving prescribed Performance Targets; and/or
 - (b) achieving service conditions or otherwise having performed well; and/or
 - (c) having made a significant contribution to the Company and/or any of its subsidiaries.
- 7.6 As soon as reasonably practicable after an Award is finalised by the Committee, the Committee shall send an Award letter to the Grantee confirming the said Award. The said Award letter shall specify, amongst others, the following:
- (a) in relation to a performance-related Award, the Performance Targets for the Grantee and the period during which the Performance Targets shall be met;
 - (b) the number of Shares to be vested on the Grantee;
 - (c) the date by which the Award shall be vested; and
 - (d) any other condition which the Committee may determine in relation to that Award.
- 7.7 The Committee shall take into account various factors when determining the method to arrive at the exact number of Shares comprised in an Award. Such factors include, but are not limited to, the current price of the Shares, the total issued share capital of the Company and the predetermined dollar amount which the Committee decides that a Grantee deserves for meeting his Performance Targets. For example, Shares may be awarded based on predetermined dollar amounts such that the quantum of Shares comprised in Awards is dependent on the closing price of Shares transacted on the Market Day the Award is vested. Alternatively, the Committee may decide absolute numbers of Shares to be awarded to Grantees irrespective of the price of the Shares. The Committee shall monitor the grant of Awards carefully to ensure that the size of the MSE PSP will comply with the relevant rules of the Listing Manual.

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7.8 Awards are personal to the Grantee to whom they are given and shall not be transferred (other than to a Grantee's personal representative on the death of the former), charged, assigned, pledged or otherwise disposed of, in whole or in part, unless with the prior approval of the Committee.

8. PERFORMANCE TARGETS

8.1 Awards granted under the MSE PSP are based on specific and pre-determined measurable targets which are not time-related, generally known as performance-based targets. Such Performance Targets are intended to focus on corporate objectives covering, for example:

- (a) market competitiveness;
- (b) quality of returns;
- (c) business growth;
- (d) productivity growth; and
- (e) contribution(s) made to any company within the Group.

8.2 The Performance Targets are stretched targets aimed at sustaining long-term growth. Examples of Performance Targets to be set include targets based on criteria such as:

- (a) total shareholders' return;
- (b) economic value added;
- (c) market share; and
- (d) market ranking or return on sales.

8.3 No minimum Vesting Periods are prescribed under the MSE PSP and the length of Vesting Period in respect of each Award will be determined on a case-by-case basis. The Committee may also make an Award at any time where, in its opinion, a Participant's performance and/or contribution justified such an Award.

9. VESTING OF AWARDS

9.1 Notwithstanding that a Grantee may have met his Performance Target (as explained in Rule 8 above), no Awards shall be vested in the event of:

- (a) the decision of the Committee, in its absolute discretion, to revoke or annul such Award if it deems it appropriate to do so on the grounds that the objectives of the MSE PSP (as set out in Rule 3) have not been met;
- (b) subject to Rule 9, the cessation of employment of a Grantee;
- (c) the bankruptcy of a Grantee or the happening of any other event which results in his being deprived of the legal or beneficial ownership of such Award;
- (d) the misconduct of a Grantee as determined by the Committee in its absolute discretion; and
- (e) a take-over, winding up or reconstruction of the Company.

9.2 In general, upon the cessation of employment of a Grantee, an Award then held by such Grantee shall immediately lapse without any claim whatsoever against the Company and/or the Group.

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- 9.3 If the cessation is due to certain specified reasons (for example, ill health, injury or disability or redundancy or retirement or death), the Committee may, in its absolute discretion, preserve all or any part of any Award and decide either to vest some or all of the Shares which are the subject of the Award or to preserve all or part of any Award until the end of the relevant Vesting Period. In exercising its discretion, the Committee will have regard to all circumstances on a case-by-case basis, including (but not limited to) the contributions made by that Grantee and the extent to which the applicable performance conditions and targets have been satisfied.
- 9.4 Upon the occurrence of any of the events specified in Rule 9.1 (a), (c) and (d), an Award then held by a Grantee shall immediately lapse without any claim whatsoever against the Company and/or the Group.
- 9.5 Upon the occurrence of any of the events specified in Rule 9.1(e), the Committee will consider, at its discretion, whether or not to release any Award, and will take into account all circumstances on a case by case basis, including (but not limited to) the contributions made by that Grantee.
- 9.6 Save as provided and for the avoidance of doubt, the Shares under an Award shall nevertheless be released to a Grantee for as long as he has fulfilled his time-based service conditions and notwithstanding a transfer of his employment within any company in the Group or Associated Company or any apportionment of Performance Target within any company within the Group.
- 9.7 If a Grantee has fulfilled his Performance Target but dies before the Shares under an Award are released, the Shares under the Award shall in such circumstances be given to the personal representatives of the Grantee.

10. TAKE-OVER AND WINDING UP OF THE COMPANY

- 10.1 Notwithstanding Rule 9 but subject to Rule 10.5, in the event of a take-over being made for the Shares, a Grantee shall be entitled to the Shares under the Awards if he has met the Performance Targets for the corresponding Performance Period. For the avoidance of doubt, the vesting of such Awards will not be affected by the take-over offer.
- 10.2 If under any applicable laws, the court sanctions a compromise or arrangement proposed for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with another company or companies, each Grantee who has fulfilled his Performance Target shall be entitled, notwithstanding the provisions under this Rule 10 but subject to Rule 10.5, to any Shares under the Awards so determined by the Committee to be released to him during the period commencing on the date upon which the compromise or arrangement is sanctioned by the court and ending either on the expiry of sixty (60) days thereafter or the date upon which the compromise or arrangement becomes effective, whichever is later.
- 10.3 If an order is made for the winding up of the Company on the basis of its insolvency, all Awards, notwithstanding that Shares may have not been released to the Grantees, shall be deemed to become null and void.
- 10.4 In the event of a members' voluntary winding up (other than for amalgamation or reconstruction), the Shares under the Awards shall be released to the Grantee for so long as, in the absolute determination by the Committee, the Grantee has met the Performance Targets prior to the date on which the members' voluntary winding up is deemed to have commenced or is effective in law.
- 10.5 If in connection with the making of a general offer referred to in Rule 10.1 or the scheme referred to in Rule 10.2 or the winding up referred to in Rule 10.4, arrangements are made (which are confirmed in writing by the Auditors, acting only as experts and not as arbitrators, to be fair and reasonable) for the compensation of Grantees, whether by the payment of cash or by any other form of benefit, no release of Shares under the Award shall be made in such circumstances.

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11. ALLOTMENT AND LISTING OF SHARES

- 11.1 Subject to such consents or other required action of any competent authority under any regulations or enactments for the time being in force as may be necessary and subject to the compliance with the terms of the MSE PSP and the Constitution of the Company, the Company shall within one (1) month after the vesting of an Award, allot the relevant Shares and despatch to CDP the relevant share certificates by ordinary post or such other mode as the Committee may deem fit.
- 11.2 Shares which are the subject of an Award shall be issued in the name of CDP to the credit of the securities account of that Grantee maintained with CDP, the securities sub-account maintained with a Depository Agent or the CPF investment account maintained with a CPF agent bank.
- 11.3 Shares issued and allotted upon the vesting of an Award shall be subject to all the provisions of the Constitution of the Company, and shall rank in full for all entitlements, excluding dividends or other distributions declared or recommended in respect of the then existing Shares, the Record Date for which falls on or before the relevant vesting date of the Award, and shall in all other respects rank *pari passu* with other existing Shares then in issue.
- 11.4 The Company shall keep available sufficient unissued Shares to satisfy the delivery of the Shares pursuant to vesting of the Awards.

12. ADJUSTMENT EVENTS

- 12.1 If a variation in the issued share capital of the Company (whether by way of rights issue, reduction, subdivision, consolidation of shares, distribution or otherwise) shall take place, then:

- (a) the class and/or number of Shares which are the subject of an Award to the extent not yet vested and the rights attached thereto;
- (b) the class and/or number of Shares in respect of which future Awards may be granted under the MSE PSP; and/or
- (c) the maximum number of new Shares which may be issued pursuant to Awards granted under the MSE PSP,

shall be adjusted in such a manner as the Committee may determine to be appropriate. Adjustments other than on a capitalisation issue must be confirmed in writing by the Auditors (acting as experts and not as arbitrators) to be fair and reasonable.

- 12.2 Notwithstanding the provisions of Rule 12.1 above, no such adjustment shall be made:
- (a) if as a result, the Grantee receives a benefit that a Shareholder does not receive; and
 - (b) unless the Committee, after considering all relevant circumstances, considers it equitable to do so.

13. NON-ADJUSTMENT EVENTS

The following (whether singly or in combination) shall not be recognised as events requiring adjustments:

- (a) any issue of securities as consideration for an acquisition or a private placement of securities;
- (b) any issue of securities pursuant to any joint venture and/or debt conversion;

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- (c) any increase in the number of issued Shares as a consequence of the exercise of any options or conversion of any loan stock or any other securities convertibles into Shares or subscription rights of any warrants issued from time to time by the Company enabling holders thereof to acquire new Shares in the capital of the Company;
- (d) any issue of Shares pursuant to any scrip dividend scheme for the time being of the Company; or
- (e) any reduction in the number of issued Shares as a result of the cancellation of issued Shares purchased or acquired by the Company by way of a market purchase of such Shares undertaken by the Company on the SGX-ST during the period when a share purchase mandate granted by Shareholders (including any renewal of such mandate) is in force.

14. ADMINISTRATION

- 14.1 Subject to the prevailing legislation and the Listing Manual, the Company will have the flexibility to deliver Shares to Grantees upon vesting of their Awards by way of:
- (a) an issue of new Shares; and/or
 - (b) the purchase of existing Shares.
- 14.2 In determining whether to issue new Shares or to purchase existing Shares for delivery to Grantees upon the vesting of their Awards, the Company will take into account factors such as, but not limited to:
- (a) the number of Shares to be delivered;
 - (b) the prevailing Market Price of the Shares; and
 - (c) the cost to the Company of either issuing new Shares or purchasing existing Shares.
- 14.3 The MSE PSP will be administered by the Committee. A Participant who is a member of the Committee shall abstain from deliberation in respect of an Award to be granted to that Participant.
- 14.4 The Company has the flexibility and, if the circumstances require, the power to approve the release of an Award, wholly or partly, in the form of cash rather than by Shares.
- 14.5 The Committee shall have the power, from time to time, to make or vary such regulations (not being inconsistent with the MSE PSP) for the implementation and administration of the MSE PSP as it thinks fit.
- 14.6 Subject to Rule 14.8, any decision of the Committee, made pursuant to any provision of the MSE PSP (other than a matter to be certified by the Auditors), shall be final and binding (including any decisions pertaining to disputes and uncertainty as to the interpretation of the MSE PSP or any rule, regulation, or procedure thereunder or as to any rights under the MSE PSP).
- 14.7 As a safeguard against abuse, pursuant to the Listing Manual, a Participant who is a member of the Committee shall not be involved in its deliberation in respect of Awards (if any) to be granted to him. Further, where Awards are proposed to be granted to or held by Group Executive Directors, all members of the Board (and not just members of the Committee) who are not Group Executive Directors, will be involved in deliberation on the same.
- 14.8 A Participant who is a member of the Committee shall not be involved in the determination of any disputes and questions as to the interpretation of the MSE PSP or any rule, regulation, or procedure thereunder or as to any rights under the MSE PSP if raised in his capacity as a Participant.

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15. NOTICES AND ANNUAL REPORT

- 15.1 Any notice required to be given by a Participant to the Company shall be sent or made to the registered office of the Company or such other addresses as may be notified by the Company to him in writing.
- 15.2 Any notices or documents required to be given to a Participant or any correspondence to be made between the Company and the Participant shall be given or made by the Committee (or such person(s) as it may from time to time direct) on behalf of the Company and shall be delivered to him by hand or sent to him at his home address according to the records of the Company or at the last known address of the Participant and if sent by post, shall be deemed to have been given on the day following the date of posting.
- 15.3 The following disclosure (as applicable) will be made by the Company in its annual report for so long as the MSE PSP continues in operation:
- (a) the names of the members of the Committee administering the MSE PSP;
 - (b) the information required in the table below for the following Grantees of the MSE PSP:
 - (i) Directors of the Company;
 - (ii) Controlling Shareholders and their Associates; and
 - (iii) Group Employees (other than those in paragraph (b)(i) and (ii) above), who receive 5% or more of the total number of Shares available under the MSE PSP;

| Name of Grantee | Number of Shares granted during Financial Year under review (including terms) | Aggregate number of Shares granted since commencement of the MSE PSP to end of Financial Year under review | Aggregate number of Shares exercised since commencement of the MSE PSP to end of Financial Year under review | Aggregate number of Shares outstanding as at end of Financial Year under review |
|------------------------|--|---|---|--|
| | | | | |

- (c) any other information required to be so disclosed pursuant to the Listing Manual and all other applicable laws and requirements,

provided that if any of the above requirements are not applicable, an appropriate negative statement should be included therein.

16. MODIFICATIONS AND ALTERATIONS

- 16.1 The MSE PSP may be modified and/or altered from time to time by a resolution of the Committee, subject to the prior approval of the SGX-ST and such other regulatory authorities as may be necessary.
- 16.2 However, no modification or alteration shall adversely affect the rights attached to Awards granted prior to such modification or alteration, except with the written consent of such number of Grantees under the MSE PSP who, if their Awards were vested to them, would thereby become entitled to not less than three-quarters in number of all the Shares which would be issued in full of all outstanding Awards under the MSE PSP.

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16.3 No alteration shall be made to the rules of the MSE PSP to the advantage of the Participants except with the prior approval of Shareholders in general meeting. Shareholders who are eligible to participate in the MSE PSP must abstain from voting on any such resolution.

16.4 Written notice of any modification or alteration made in accordance with this Rule 16 shall be given to all Grantees.

17. TERMS OF EMPLOYMENT UNAFFECTED

The MSE PSP or any Award shall not form part of any contract of employment between the Company or any subsidiary (as the case may be) and any Grantee and the rights and obligations of any individual under the terms of office or employment with such company within the Group shall not be affected by his participation in the MSE PSP or any right which he may have to participate in it or any Award which he may hold and the MSE PSP or any Award shall afford such an individual no additional rights to compensation or damages in consequence of the termination of such office or employment for any reason whatsoever.

18. DURATION

18.1 The MSE PSP shall continue to be in force at the discretion of the Committee, subject to a maximum period of ten (10) years from the date the MSE PSP is adopted by the Company in general meeting, provided always that the MSE PSP may continue beyond the above stipulated period with the approval of the Company's shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.

18.2 The termination or expiration of the MSE PSP shall not affect any Award(s) which have been made to Grantees.

18.3 The MSE PSP may be terminated at any time by the Committee or by resolution of the Company in general meeting subject to all relevant approvals which may be required and if the MSE PSP is so terminated, no further Awards shall be vested by the Company thereunder.

19. TAXES

All taxes (including income tax) arising from the grant and/or disposal of Shares pursuant to the Awards granted to any Grantee under the MSE PSP shall be borne by that Grantee.

20. COSTS AND EXPENSES

20.1 Each Grantee shall be responsible for all fees of CDP (if any) relating to or in connection with the issue and allotment of any Shares pursuant to the Awards in CDP's name, the deposit of share certificate(s) with CDP, the Grantee's securities account with CDP, or the Grantee's securities sub-account with a CDP Depository Agent or CPF investment account with a CPF agent bank (collectively, the "*CDP Charges*").

20.2 Save for such other costs and expenses expressly provided in the MSE PSP to be payable by the Grantees, all fees, costs and expenses incurred by the Company in relation to the MSE PSP including but not limited to the fees, costs and expenses relating to the allotment, issue and/or delivery of Shares pursuant to the Awards shall be borne by the Company.

21. POTENTIAL COST OF AWARDS TO THE COMPANY PURSUANT TO FRS 102: SHARE-BASED PAYMENT

21.1 Grantees may receive Shares or their equivalent cash value, or a combination thereof, in settlement of their Awards. In the event that the Grantees receive Shares, the Awards would be accounted for as equity-settled share-based transactions, as described in the following paragraphs.

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- 21.2 The fair value of the Awards granted in exchange for the employee services received would be recognised as a charge to the profit or loss over the Vesting Period of an Award with a corresponding credit to reserve account (“*equity settlement*”). The total amount of the charge over the Vesting Period is determined by reference to the fair value of each Award at the Date of Grant. The fair value of the equity instruments granted is determined after taking into consideration, amongst other things, the Performance Targets which are related to market conditions. Where there are non-market vesting conditions attached, the number of Shares vested at the Vesting Date may differ from the estimates determined during the Vesting Periods. Before the end of the Vesting Period, at each accounting year end, the estimate of the number of Awards that are expected to vest by the Vesting Date is revised, and the impact of the revised estimate is recognised in the profit or loss with a corresponding adjustment to the reserve account. After the Vesting Date, no adjustment to the charge to the profit or loss will be made. This accounting treatment has been referred to as the “*modified grant date method*”, because the number of Shares included in the determination of the expenses relating to employee services is adjusted to reflect the actual number of Shares that eventually vest but no adjustment is made to change in the fair value of the Shares since the Date of Grant.
- 21.3 The amount charged to the profit or loss under the equity settlement depends on whether or not the Performance Target attached to an Award is a “market condition”, that is, a condition which is related to the Market Price of the Shares. If the Performance Target is not a market condition, the fair value of the Shares granted at the Date of Grant is used to compute the amount to be charged to the profit or loss at each accounting date, based on an assessment at that date of whether the non-market condition would be met to enable the Awards to vest. Thus, if the Awards do not ultimately vest, the amount charged to the profit or loss would be reversed during the Vesting Period.
- 21.4 In the event that the Grantees receive cash (“*cash settlement*”), the Company shall measure the fair value of the liability at the Date of Grant. Until the liability is settled, the Company shall re-measure the fair value of the liability at each accounting date and at the date of settlement, with changes in the fair value recognised in the profit or loss.

22. DISCLAIMER OF LIABILITY

Notwithstanding any provisions herein contained and subject to the Act, the Board, the Committee and the Company shall not under any circumstances be held liable for any costs, losses, expenses and damages (including any interest arising thereof) whatsoever and howsoever arising in respect of any matter under or in connection with the MSE PSP including but not limited to the Company’s delay or failure in issuing, or procuring the transfer of, the Shares or in applying for or procuring the listing of and quotation for the Shares on the SGX-ST or any other stock exchange on which the Shares are quoted or listed.

23. DISPUTES

Any disputes or differences of any nature arising hereunder shall be referred to the Committee and its decision shall be final and binding in all respects.

24. CONDITION OF AWARDS

Every Award shall be subject to the condition that no Shares would be issued pursuant to the vesting of any Award if such issue would be contrary to any law or enactment, or any rules or regulations of any legislative or non-legislative governing body for the time being in force in Singapore or any other relevant country having jurisdiction in relation to the issue of Shares hereto.

25. ABSTENTION FROM VOTING

Shareholders who are eligible to participate in the MSE PSP must abstain from voting on any Shareholders’ resolution relating to the MSE PSP.

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26. CONTRACTS (RIGHTS OF THIRD PARTIES) ACT

No person other than the Company or a Participant shall have any right to enforce any provision of the MSE PSP or any Award by virtue of the Contracts (Rights of Third Parties) Act (Chapter 53B) of Singapore.

27. COLLECTION, USE AND DISCLOSURE OF PERSONAL DATA

For the purposes of implementing and administering the MSE PSP, and in order to comply with any applicable laws, listing rules, regulations and/or guidelines, the Company will collect, use and disclose the personal data of the Participants, as contained in each letter of offer and/or any other notice or communication given or received pursuant to the MSE PSP, and/or which is otherwise collected from the Participants (or their authorised representatives). By participating in the MSE PSP, each Participant consents to the collection, use and disclosure of his personal data for all such purposes, including disclosure of data to related corporations of the Company and/or third parties who provide services to the Company (whether within or outside Singapore), and to the collection, use and further disclosure by such parties for such purposes. Each Participant also warrants that where he discloses the personal data of third parties to the Company in connection with MSE PSP, he has obtained the prior consent of such third parties for the Company to collect, use and disclose their personal data for the abovementioned purposes, in accordance with any applicable laws, regulations and/or guidelines. Each Participant shall indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Participant's breach of this warranty.

28. GOVERNING LAW

The MSE PSP shall be governed by, and construed in accordance with, the laws of the Republic of Singapore. The Participants, by accepting grants of Awards in accordance with the MSE PSP, and the Company irrevocably submit to the exclusive jurisdiction of the courts of the Republic of Singapore.