

APPENDIX

APPENDIX DATED 6 APRIL 2016

THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

If you have sold all your shares in the capital of China Jishan Holdings Limited, you should hand this document to the purchaser or to the stockbroker or to the bank or to the agent through whom you effected the sale for onward transmission to the purchaser.

The Singapore Exchange Securities Trading Limited (the "SGX-ST") assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Appendix.



CHINA JISHAN HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
Company Reg. No. 200310591E

**APPENDIX TO THE NOTICE OF ANNUAL GENERAL MEETING
IN RELATION TO THE PROPOSED AMENDMENTS TO THE CONSTITUTION**

APPENDIX

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DEFINITIONS

In this Appendix, the following definitions apply throughout unless otherwise stated:

<i>"2016 AGM"</i>	: The annual general meeting of the Company to be held on 29 April 2016
<i>"Appendix"</i>	: This appendix to the notice of annual general meeting dated 6 April 2016
<i>"Articles of Association"</i>	: Articles
<i>"Board" or "Board of Directors"</i>	: The board of directors of the Company
<i>"CDP"</i>	: The Central Depository (Pte) Limited
<i>"Companies Act"</i>	: The Companies Act (Chapter 50) of Singapore, as amended or modified from time to time
<i>"Company"</i>	: China Jishan Holdings Limited
<i>"Depositors"</i>	: The term "Depositors" shall have the meaning ascribed to it by section 81SF of the SFA
<i>"Depository Register"</i>	: The term "Depository Register" shall have the meaning ascribed to it by section 81SF of the SFA
<i>"Director"</i>	: A director for the time being of the Company
<i>"Group"</i>	: The Company and its subsidiary
<i>"Listing Manual"</i>	: The listing manual of the SGX
<i>"Memorandum"</i>	: The Memorandum of Association of the Company
<i>"SFA"</i>	: The Securities and Futures Act (Chapter 289) of Singapore, as amended or modified from time to time
<i>"SGX"</i>	: Singapore Exchange Securities Trading Limited
<i>"Shares"</i>	: Ordinary shares in the capital of the Company
<i>"Shareholders"</i>	: Registered holders of Shares except that where the registered holder is CDP, the term "Shareholders" in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register maintained by CDP and to whose securities accounts such Shares are credited
<i>"%"</i>	: Percentage and per centum

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Any reference in this Appendix 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, the SFA, the Listing Manual or any statutory modification thereof and used in this Appendix, shall, where applicable, have the meaning assigned to it under the Companies Act, the SFA or the Listing Manual as the case may be, unless the context otherwise requires.

Words importing the singular number shall include the plural number where the context admits and vice versa. Words importing the masculine gender shall include the feminine gender where the context admits. Reference to persons shall, where applicable, include corporations.

Any reference to any agreement or document shall include such agreement or document as amended, modified, varied, novated, supplemented or replaced from time to time.

Any reference to a time of a day in this Appendix is a reference to Singapore time.

Any discrepancies in this Appendix between the sum of the figures stated and the totals thereof are due to rounding. Accordingly, the figures shown as totals in this Appendix may not be an arithmetic aggregation of the figures which precede them.

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CHINA JISHAN HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
Company Reg. No. 200310591E

Directors :

Jin Guan Liang (Executive Chairman)
Jin Rong Hai (Executive Director/ Chief Executive Officer)
Yu Ming Hai (Executive Director)
Lien Kait Long (Lead Independent Director)
Yip Wei Jen (Independent Director)
Xu Ping Wen (Independent Director)

Registered Office :

1 Sophia Road,
#05-03 Peace Centre
Singapore 228149

6 April 2016

To: The Shareholders of China Jishan Holdings Limited

Dear Sir / Madam,

1. INTRODUCTION

The Company will be holding its annual general meeting on 29 April 2016 at 10:00am at Furama RiverFront Singapore, Jupiter III (Level 3), 405 Havelock Road, Singapore 169633 (the "2016 AGM"). Notice of the 2016 AGM (the "Notice of AGM") and the Proxy Form have been circulated with the Company's 2015 Annual Report on 6 April 2016.

The purpose of this Appendix is to provide Shareholders with information relating to, and to seek their approval for the amendments to the Company's Constitution at the 2016 AGM.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

The SGX assumes no responsibility for the accuracy of any statements made, opinions expressed or reports contained in this Appendix.

2. THE PROPOSED AMENDMENTS TO THE CONSTITUTION**2.1 Rationale for the amendments to the Constitution**

The Companies (Amendment) Act 2005, which took effect from 30 January 2006, introduced wide-ranging changes to the Companies Act. The key changes include the abolition of the concepts of 'par value' and 'authorised capital', reforming the capital maintenance regime, the introduction of the concept of treasury shares, and liberalizing the amalgamation process for companies.

The Companies (Amendment) Act 2014, which was passed in Parliament on 8 October 2014 and took effect in phases on 1 July 2015 and 3 January 2016 respectively, introduced wide-ranging changes to the Companies Act. The changes aim to reduce regulatory burden on companies, provide for greater business flexibility and improve the corporate governance landscape in Singapore. The key changes include the introduction of the multiple proxies regime to enfranchise indirect investors and CPF investors, and the merging of the memorandum and articles of association of a company into one document called the "constitution".

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The Company is accordingly proposing to amend its memorandum and articles of association which were in force immediately before 3 January 2016 (the "Constitution"), and incorporate amendments to take into account the changes to the Companies Act introduced pursuant to the Companies (Amendment) Act 2005 and the Companies (Amendment) Act 2014.

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; therefore, the proposed amendments to the Constitution also contains updated provisions which are consistent with the listing rules of the SGX-ST prevailing as at the Latest Practicable Date, in compliance with Rule 730(2) of the Listing Manual. In addition, the Company is taking this opportunity to include provisions in the Constitution to address the personal data protection regime in Singapore, and also to streamline and rationalise certain other provisions.

2.2 Summary of amendments

The following is a summary of the significant amendments to the Constitution, and should be read in conjunction with the proposed amendments which are set out in Annex A to this Appendix:

2.2.1 General

All references to the "Articles of Association" or "these presents" have been amended to the "Constitution", for consistency with the updated terminology in the Companies Act.

2.2.2 Clause 3

It is no longer necessary to state the objects of the Company in the Memorandum. In accordance with Section 23(1) of the Companies Act, subject to the provisions of the Companies Act, any other written law and its memorandum and articles of association, a company has full capacity to carry on or undertake any business or activity, do any act or enter into any transaction and for these purposes, has full rights, powers and privileges. Hence, it is proposed that Clause 3 of the existing Memorandum be amended so as to provide the Company with full rights, powers and privileges to engage in any business, activity or transaction (as allowed by law) if it deems fit.

2.2.3 Clause 5, Article 3, Article 8(A), Article 9(A), Article 12(A), Article 18, Article 21, Article 23 Article 45, Article 49, Article 126 and Article 134

In line with the abolition of the concepts of the authorised capital and par value pursuant to the Companies Amendment Act 2005, it is proposed to amend the Clause 5 of the existing Memorandum, Article 3, Article 8(A), Article 9(A), Article 12, Article 18, Article 21, Article 23 Article 45, Article 49, Article 126 and Article 134 by removing references to the authorised share capital of the Company, the nominal value/nominal amount and par value of shares of the Company and share premium account of the Company.

2.2.4 Article 2

Article 2, which is the interpretation section of the Constitution, has a new provision stating that the expressions "Depositor", "Depository Agent" and "Depository Register" shall have the meanings ascribed to them respectively in the Securities and Futures Act, Chapter 289 (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 Companies (Amendment) Act 2014.

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2.2.5 Article 7

Article 7, which relates to the Company's power to charge interest on capital where shares are issued to defray expenses on (inter alia) construction works, additionally clarifies that the Company may pay interest on the paid-up share capital, except treasury shares, and may charge the same to capital as part of the cost of the construction. This is in line with section 78 of the Companies Act.

2.2.6 Article 13(A)

The requirement to disclose the amount paid on the shares in the share certificate relating to those shares has been removed in article 13(A), which relates to share certificates. A share certificate need only state (inter alia) the number and class of the shares, whether the shares are fully or partly paid up, and the amount (if any) unpaid on the shares. This follows the amendments to section 123(2) of the Companies Act pursuant to the Companies (Amendment) Act 2014.

2.2.7 Article 42

A Depositor shall only be entitled to attend a general meeting if his name appears on the Depository Register maintained by CDP 72 hours before the relevant general meeting (previously 48 hours). This is in line with the new Section 81SJ of the SFA.

2.2.8 Article 47

Article 47, which relates to the convening of the Company's annual general meeting, now provides that the interval between the close of the financial year of the Company and the Company's annual general meeting shall not exceed 4 months, or such period as may be prescribed by the SGX-ST and the provisions of the Companies Act from time to time. This change is in line with paragraph (10) of Appendix 2.2 of the Listing Manual.

2.2.9 Article 50(A)

Article 50(A) is proposed to be amended pursuant to Practice Note 7.5, paragraph 3.3 of the Listing Manual of SGX, which states that if a member submits a proxy form and subsequently attends the General Meeting in person and votes, the appointment of the proxy should be revoked.

2.2.10 Article 59

Article 59, 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 Companies (Amendment) Act 2014.

2.2.11 Articles 63 and 69

Articles 63 and 69, which relate to the votes of members, have new provisions stating that:

- (a) if required by the listing rules of any stock exchange upon which the Shares are listed, all resolutions at general meetings shall be voted by poll (unless such requirement is waived by such stock exchange). This change is in line with Rule 730A of the Listing Manual;

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- (b) save as otherwise provided in the Companies Act, a Shareholder 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 Shareholder, and where such Shareholder'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;
- (c) in the case of a Shareholder who is a “relevant intermediary” 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 new section 181(1D) of the Companies Act;
- (d) the Company will be entitled and bound to reject an instrument of proxy lodged by a Depositor if he is not shown to have any shares entered against his name in the Depository Register as at 72 (previously 48) hours before the time of the relevant general meeting. This is in line with new section 81SJ(4) of the SFA; and
- (e) the Company shall be entitled and bound, in determining rights to vote and other matters in respect of a completed instrument of proxy, to have regard to the instructions (if any) given by and the notes (if any) set out in the instrument of proxy.

2.2.12 Article 71

Article 71, which relates to the deposit of proxies, has been amended to extend the cut-off time for the deposit of instruments appointing proxies from 48 to 72 hours before the time appointed for holding the general meeting. This is in line with section 178(1)(c) of the Companies Act, as amended pursuant to the Companies (Amendment) Act 2014.

2.2.13 Article 81

Article 81, which relates to the power of Directors to hold an office of profit and to contract with the Company, has been expanded to extend the obligation of a Director to disclose interests in transactions or proposed transactions with the Company, or any office or property held which might create duties or interests in conflict with those as Director, to also apply to a Chief Executive Officer (or person(s) holding an equivalent position). This is in line with section 156 of the Companies Act, as amended pursuant to the Companies (Amendment) Act 2014.

2.2.14 Articles 91 and 94

Article 94, which relates to the vacation of office of a Director in certain events, now additionally provides that a Director shall cease to hold office if he is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds. Consequential changes have been made to Article 91, which relates to the filling of the office vacated by a retiring Director in certain default events, to provide that a retiring Director is deemed to be re-elected in certain default circumstances except, additionally, where he is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds. These changes are in line with paragraph (9)(n) of Appendix 2.2 of the Listing Manual.

In addition, references to the retirement of Directors in relation to attaining a retiring age have been removed in the Constitution. This is in line with the repealment of Section 153 of the Companies Act pursuant to the Companies (Amendment) Act 2014 which removes the maximum age limit for directors in the Companies Act.

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2.2.15 Article 109

Article 109 which relates to the general powers of the Directors to manage the Company's business, clarifies that the business and affairs of the Company is to be managed by, or under the direction of or, additionally, under the supervision of, the Directors. This is in line with section 157A of the Companies Act, as amended pursuant to the Amendment Act.

2.2.16 Article 120

Article 120, which relates to the keeping of Company records, has been updated to provide that such records may be kept either in hard copy or electronic form. This is in line with new sections 395 and 396 of the Companies Act.

2.2.17 Article 148

Article 148, which relates to Directors' indemnification, has been expanded to permit the Company, subject to the provisions of and so far as may be permitted by the Companies Act, to indemnify a Director against losses "to be incurred" by him in the execution of his duties. This is in line with new sections 163A and 163B of the Companies Act, which permit a company to lend, on specified terms, funds to a director for meeting expenditure incurred or to be incurred by him in defending court proceedings or regulatory investigations.

2.2.18 Article 149

In general, under the Personal Data Protection Act 2012, an organisation can only collect, use or disclose the personal data of an individual with the individual's consent, and for a reasonable purpose which the organisation has made known to the individual. The new article 149 specifies, inter alia, the purposes for which the Company and/or its agents and service providers would collect, use and disclose personal data of Shareholders and their appointed proxies or representatives.

The proposed amendments to the Constitution is set out in Annex A to this Appendix. The proposed amendments to the Constitution is subject to Shareholders' approval.

3. DIRECTORS' RECOMMENDATIONS

The Directors are of the opinion that the proposed amendments to the Constitution is in the best interests of the Company. They accordingly recommend that Shareholders vote in favour of Special Resolution No. 6, being the Special Resolution relating to the proposed amendments to the Constitution at the 2016 AGM.

4. ANNUAL GENERAL MEETING

The 2016 AGM is being convened on 29 April 2016 at 10:00am at Furama RiverFront Singapore, Jupiter III (Level 3), 405 Havelock Road, Singapore 169633 for the purpose of considering and, if thought fit, passing, with or without any modifications, the resolutions set out in the Notice of AGM. The notice of the 2016 AGM and the Proxy Form have been circulated with the Company's Annual Report on 6 April 2016.

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5. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the 2016 AGM and wish to appoint a proxy to attend and vote at the 2016 AGM on their behalf will find attached to the Company's Annual Report on 6 April 2016 a Proxy Form which they are requested to complete, sign and return in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at 1 Sophia Road, #05-03 Peace Centre, Singapore 228149, not less than 48 hours before the time fixed for the 2016 AGM.

The sending of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the 2016 AGM if he finds that he is able to do so. In such event, the relevant proxy form will be deemed to be revoked.

6. DIRECTORS' RESPONSIBILITY STATEMENT

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

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

7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company at 1 Sophia Road, #05-03 Peace Centre, Singapore 228149, during normal business hours for three (3) months from the date hereof:

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

Yours faithfully

For and on behalf of the Board of Directors
China Jishan Holdings Limited

Yu Ming Hai
Executive Director

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ANNEX A**Proposed Amendments to the Constitution of the Company****1. General**

All references to the "Articles of Association" or "these presents" have been amended to the "Constitution", for consistency with the updated terminology in the Companies Act.

2. Clause 3

The original Clause 3 (relating to the objects of the Company) has been deleted and replaced with Article C, as set out below:

"C. Subject to the provisions of the Act and any other written law and its Constitution, the Company shall have full capacity, rights, powers and privileges to carry on or undertake any business or activity, do any act or enter into any transaction, to which may seem to the Company capable of being conveniently carried on in connection with its business or activities or operations, calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

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

- ~~(1) To carry on the business of investment holding in Singapore or elsewhere and investing in and entering into joint ventures, partnerships or other arrangements with companies.~~
- ~~(2) To invest the capital and other moneys including, without limitation, funds obtained from outside borrowings, of the Company in the purchase or upon the security of shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature, whether constituted or carrying on business in Singapore or elsewhere wheresoever and shares, stocks, debentures, debenture stocks, bonds, warrants, rights, coupons, mortgages, obligations and other securities issued or guaranteed by any government, state, or dominion, public body or authority, supreme, municipal, local or otherwise.~~
- ~~(3) To acquire and hold any such shares, stocks, debentures, debenture stock, scrip, loans, bonds, obligations, notes, securities and investments by original subscription, tender, purchase, participation in syndicates, exchange or otherwise; and whether or not fully paid up, and to make payments thereon as called up or in advance of calls or otherwise, and to subscribe for the same either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof, and to vary or transpose by sale, exchange or otherwise from time to time as may be considered expedient any of the Company's investments for the time being.~~

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- (4) ~~To enter into any joint arrangement or arrangements for sharing profits, union of interests, joint venture, reciprocal concessions or co-operation with any company, firm or person carrying on or proposing to carry on any business and hold, sell or dispose of assets, shares, stocks or securities of any such company, firm or person and to guarantee and secure the contracts or liabilities of or the payment of the dividends or capital of any shares, stock or securities of and subsidise or assist any such company, firm or person.~~
- (5) ~~To carry on all or any of the businesses of proprietors or owners of lands, buildings, plantations and immovable property of any tenure or description and wheresoever situate, including flats, maisonettes, apartments, suites, houses, shops, offices, hotels, restaurants, clubs, godowns, warehouses, factories and all other buildings:~~
- (6) ~~To purchase or otherwise acquire for investment or resale or as security any immovable property including lands, houses, building, tenements, premises and plantations of any tenure and wheresoever situate or any interest therein, and any movable property of any description of any interest therein and to hold, lease, sub-lease, sell, let and deal in all manner of freehold and leasehold land and generally to acquire, deal in, traffic by way of sale, lease, sub-lease, exchange or otherwise property of every description, whether immovable or movable, wheresoever situate, and whether for valuable consideration or not~~
- (7) ~~To develop and turn to account any immovable property including lands, houses, buildings, tenements, premises and plantations acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and by planting, paving, draining, farming, cultivating, letting on a building lease or agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants, purchasers and others:~~
- (8) ~~To carry on the business of land and estate developers anywhere and to buy, sell, take on lease or otherwise to acquire, and to sell, let on lease or license and generally turn to account lands, estates (whether building industrial agricultural or otherwise) and buildings of every description, and any rights, interests, and privileges therein or appertaining thereto or connected therewith, and generally to develop and improve any such lands and estates by consolidating, amalgamating, connecting, subdividing excising the same or any part thereof and by laying out, constructing and maintaining roads, pleasure gardens, recreation ground, car parks, sewers, drains and waterworks and other conveniences or facilities and by erecting buildings thereon of any description whatsoever.~~
- (9) ~~To carry on business as builders and contractors and to construct, execute, carry out, equip, improve, work, develop, administer, maintain, manage or control buildings and works of all kinds to dismantle or demolish any such buildings and works:~~
- (10) ~~To act as nominees, managers, receivers, stewards or agents in any capacity and undertake or direct the management of property, lands, and estates of any tenure or kind of any persons whether members of the Company or not in the capacity of stewards or receivers or otherwise, and to undertake and execute any trusts the undertaking of which may seem desirable and either gratuitously or otherwise and for any person, firm, company or authority whatsoever.~~

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- (11) ~~To undertake and execute any contracts for works involving the supply or use of plant and machinery and equipment of every description and for that purpose to sell or let on hire the same and to carry out any ancillary or other works comprised in such contracts.~~
- (12) ~~To buy, sell, manufacture, repair, alter, improve, exchange, let out on hire, import, export and deal in all works, plant, machinery tools, utensils, appliances, apparatus, products, materials substances, articles and things capable of being used in any business which this Company is competent to carry on or required by any customers of or persons having dealings with the company or commonly dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with, render marketable and deal in all products of residual and by products incidental to or obtained in any of the businesses carried on by the Company.~~
- (13) ~~To consolidate, connect or sub-divide any of the properties of the Company and to lease or dispose of the same in any manner and on such terms as the Company may determine.~~
- (14) ~~To guarantee the payment or performance of any debts, contracts or obligations, or become surety for any person, firm or company, for any purpose whatsoever, and to act as agents for and render services to customers and others, and generally to give guarantees and indemnities.~~
- (15) ~~To purchase, charter, take in exchange, or otherwise acquire and hold ships, vessels and craft of any kinds or interests therein and to maintain, repair, improve, alter, sell exchange or let out to hire or charter or otherwise deal with and dispose of any ships or vessels aforesaid.~~
- (16) ~~To carry on all or any of the businesses of ship-owners, managers of shipping property, omnibus owners or managers, passengers or freight contractors, carriers by land and sea, barge owners, lightermen, forwarding agents, ice merchants, refrigerating, storekeepers, warehousemen, wharfingers and general traders.~~
- (17) ~~To apply for, purchase or otherwise acquire any patents, brevets d'invention, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to use any secret or other information as to any invention or preparation which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property rights or information so acquired.~~
- (18) ~~To sell, exchange, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking, property, assets and rights of the Company, either together or in portions for such consideration as may be agreed and in particular for stocks, shares, debentures, debenture stocks or other securities of any company purchasing the same.~~
- (19) ~~To acquire the whole or any part of the undertaking, property, assets, rights, and liabilities of any person or company possessed of property suitable for the purposes of this Company or carrying on any business which this Company is authorised to carry on.~~

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- (20) ~~To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interest or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.~~
- (21) ~~To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stocks or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.~~
- (22) ~~To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any other company as aforesaid, with or without winding up; or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.~~
- (23) ~~To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business in such manner and on such terms as the Company may think fit.~~
- (24) ~~To mortgage and charge the undertaking and all or any of the movable and immovable property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures stocks and further to secure any securities of the Company by a trust deed or other assurance.~~
- (25) ~~To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of customers and others.~~
- (26) ~~To do all or any of the above things in any part of the world and either as principals, agents, contractors or otherwise and either alone or in conjunction with others and either by or through local managers, agents, sub-contractors, trustees or otherwise.~~
- (27) ~~To make donations for patriotic or for charitable purposes.~~
- (28) ~~To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependants or connections of such persons in such manner as the Company shall think fit and in particular by building or contributing to the building of houses or dwellings or by grants of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institution, funds or trust and by providing, subscribing or contributing towards places of instructions and recreation; hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.~~

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- ~~(29) To do all such other things as in the opinion of the Company or its Directors are incidental to or conducive to the attainment of any of the above objects or any objects of a like or similar nature.~~

~~The objects or all or any of the objects specified in each paragraph above of this clause shall except and unless where otherwise expressed in such paragraph be in no way limited or restricted by reference to or inference from the terms of any other paragraph or group of paragraphs aforesaid and shall be capable of being pursued as an independent object and either alone or in conjunction with all or any one or more of the other objects specified in the same or in any other paragraph or group of paragraphs and the discontinuance or abandonment of all or any of the businesses or objects hereinbefore referred to shall not prevent the Company from carrying on any other business authorised to be carried on by the Company and it is hereby expressly declared that in the interpretation of this clause the meaning of any of the Company's objects shall not be restricted by reference to any other object or by the juxtaposition of two or more of them and that in the event of any ambiguity this clause shall be construed in such a way as to widen and not to restrict the powers of the Company.~~

~~And it is hereby further declared that the word "company" in this clause except where used in reference to this Company shall wherever the context so permits be deemed to include any corporation (wherever incorporated) partnership or other body of persons whether incorporated or not, and whether domiciled in the Republic of Singapore or elsewhere."~~

3. Clause 5, Article 3, Article 8(A), Article 9(A), Article 12(A), Article 18, Article 21, Article 23 Article 45, Article 49, Article 126 and Article 134

- 3.1 The original Clause 5 has been renumbered as Article E, with the proposed amendment set out in bold below:

~~"The authorised share capital of the Company is S\$100,000,000/- divided into 100,000,000 shares of S\$1 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential deferred qualified or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise."~~

- 3.2 The proposed amendment to Article 3 is set out in bold below:

~~"(A) The authorized share capital of the Company is S\$100,000,000 divided into 4,000,000,000 shares of S\$0.025.~~

~~(B) The Company may purchase or otherwise acquire its issued shares subject to and in accordance with the provisions of the Act and any other relevant rule, law, regulation or guidelines enacted, promulgated or issued by any relevant competent authority (including the Designated Stock Exchange (if applicable)) from time to time (hereafter, the "Relevant Laws"), on such terms and subject to such conditions as the Company may in general meeting prescribe in accordance with the Relevant Laws. Any shares purchased or acquired by the Company as aforesaid shall be dealt with in accordance with the Relevant Laws."~~

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3.3 The proposed amendments to Article 8(A) are set out below:

*"(A) The rights attached to shares issued upon special conditions shall be clearly defined in ~~the Memorandum and Articles~~ **this Constitution** and the rights attaching to shares of a class other than ordinary shares shall be expressed. ~~In the event of preference shares being issued, the total nominal value of issued preference shares shall not at any time exceed the total nominal value of the issued ordinary shares and preference~~ Preference shareholders shall have the same rights as ordinary shareholders as regards receiving of notices, reports and balance-sheets and attending General Meetings of the Company, and preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing capital or winding-up or sanctioning a sale of the undertaking of the Company or where the proposal to be submitted to the meeting directly affects their rights and privileges or when the dividend on the preference shares is more than six months in arrear."*

3.4 The proposed amendments to Article 9(A) is set out below:

*"Whenever the share capital of the Company is divided into different classes of shares, the variation or abrogation of the special rights attached to any class may, subject to the provisions of the Act, be made either with the consent in writing of the holders of three-quarters ~~in nominal value~~ of the issued shares of the class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of the shares of the class (but not otherwise) and may be so made either whilst the Company is a going concern or during or in contemplation of a winding-up. To every such separate General Meeting all the provisions of ~~these presents~~ **this Constitution** relating to General Meetings of the Company and to the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum shall be two or more persons holding at least one-third ~~in nominal value~~ of the issued shares of the class present in person or by proxy or attorney and that any holder of shares of the class present in person or by proxy or attorney may demand a poll and that every such holder shall on a poll have one vote for every share of the class held by him where the class is a class of equity shares within the meaning of Section 64(1) of the Act or at least one vote for every share of the class where the class is a class of preference shares within the meaning of Section 180(2) of the Act, Provided Always that where the necessary majority for such a Special Resolution is not obtained at such General Meeting, the consent in writing, if obtained from the holders of three-quarters ~~in nominal value~~ of the issued shares of the class concerned within two months of such General Meeting, shall be as valid and effectual as a Special Resolution carried at such General Meeting."*

3.5 The proposed amendment to Article 12(A) is set out below in bold:

*"(A) The Company may reduce its share capital or any capital redemption reserve fund, **share premium account** or other undistributable reserve in any manner permitted, and with, and subject to, any incident authorized, and consent or confirmation required, by law."*

3.6 The proposed amendment to Article 18 is set out below in bold:

"The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (~~whether on account of the nominal value of the shares or, when permitted, by way of premium~~) but subject always to the terms of issue of such shares. A call shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed and may be made payable by instalments."

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- 3.7 The proposed amendments to Article 21 are set out below in bold:

~~"Any sum (whether on account of the nominal value of the share or by way of premium) Any sum which by the terms of issue of a share becomes payable upon allotment or at any fixed date shall for all the purposes of these presents this Constitution be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable. In the case of non-payment, all the relevant provisions of these presents 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."~~

- 3.8 The proposed amendment to Article 23 is set out below in bold:

~~"The Directors may if they think fit receive from any member willing to advance the same all or any part of the moneys (whether on account of the nominal value of the shares or by way of premium) uncalled and unpaid upon the shares held by him and such payment in advance of calls shall extinguish pro tanto the liability upon the shares in respect of which it is made and upon the moneys so received (until and to the extent that the same would but for such advance become payable) the Company may pay interest at such rate (not exceeding eight per cent. per annum) as the member paying such sum and the Directors may agree. Capital paid on shares in advance of calls shall not, whilst bearing interest, confer a right to participate in profits."~~

- 3.9 The proposed amendment to Article 45 is set out below in bold:

~~"The holders of stock may transfer the same or any part thereof in the same manner and subject to the same Articles as and subject to which the shares from which the stock arose might previous to conversion have been transferred (or as near thereto as circumstances admit) but no stock shall be transferable except in such units (not being greater than the nominal amount of the shares from which the stock arose) as the Directors may from time to time determine."~~

- 3.10 The proposed amendments to Article 49 are set out below in bold:

~~"Any Extraordinary General Meeting at which it is proposed to pass a Special Resolution or (save as provided by the Statutes) a resolution of which special notice has been given to the Company, shall be called by twenty-one days' notice in writing at the least and an Annual General Meeting or any other Extraordinary General Meeting, by fourteen days' notice in writing at the least. The period of notice shall in each case be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held and shall be given in manner hereinafter mentioned to all members other than such as are not under the provisions of these presents this Constitution entitled to receive such notices from the Company, 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 per cent. in nominal value of the shares giving that total voting rights of all the members having the right to vote at the meeting;~~

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Provided also that the accidental omission to give notice to or the non-receipt of notice by any person entitled thereto shall not invalidate the proceedings at any General Meeting. At least fourteen days' notice of any General Meeting shall be given by advertisement in the daily press and in writing to the Designated Stock Exchange, Provided Always that in the case of any Extraordinary General Meeting at which it is proposed to pass a Special Resolution, at least twenty-one days' notice in writing of such Extraordinary General Meeting shall be given to the Designated Stock Exchange."

3.11 The proposed amendment to Article 126 is set out below in bold:

*"No dividend shall be paid otherwise than out of profits available for distribution under the provisions of the Statutes or, pursuant to Section 69 of the Act **and in the form of stock dividends, out of the share premium account.** Any dividend unclaimed after six (6) years from the date of declaration shall be made forfeit and revert to the Company."*

3.12 The proposed amendment to Article 134 is set out below:

*"The Directors may, with the sanction of an Ordinary Resolution of the Company (including any Ordinary Resolution passed pursuant to Article 4(A)), capitalize any sum standing to the credit of any of the Company's reserve accounts as representing profits available for distribution under the provisions of the Statutes or, pursuant to Sections 69 or 70 of the Act, **the Company's share premium account or** capital redemption reserve, by appropriating such sum to the persons registered as the holders of shares in the Register of Members or (as the case may be) the Depository Register at the close of business on the date of the resolution (or such other date as may be specified therein or determined as therein provided) in proportion to their then holdings of shares and applying such sum on their behalf in paying up in full unissued shares or (subject to any special rights previously conferred on any shares or class of shares for the time being issued) unissued shares of any other class not being redeemable shares, for allotment and distribution credited as fully paid up to and amongst them as bonus shares in the proportion aforesaid. The Directors may do all acts and things considered necessary or expedient to give effect to any such capitalization, with full power to the Directors to make such provisions as they think fit for any fractional entitlements which would arise on the basis aforesaid (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the members concerned). The Directors may authorize any person to enter on behalf of all the members interested into an agreement with the Company providing for any such capitalization and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned."*

4. Article 2

The following definitions in Article 2 (which sets out the interpretation section of the Constitution) have been deleted, and replaced with a new provision as set out below in bold:

~~**"Depositor"** — A Depository Agent or a Direct Account Holder to the balance of whose Securities Account any shares are credited, but excluding a Sub-Account Holder.~~

~~**"Depository Agent"** — A member company of the Singapore Exchange Securities Trading Limited, a trust company (registered under the Trust Companies Act, Chapter 336), a banking corporation or merchant bank (approved by the Monetary Authority of Singapore under the Monetary Authority of Singapore Act, Chapter 186), or any other person or body approved by GDP who or which:-~~

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~~(a) performs services as a depository agent for sub-account holders in accordance with the terms of a depository agent agreement entered into between GDP and the Depository Agent;~~

~~(b) deposits book-entry securities with GDP on behalf of the sub-account holders; and~~

~~(c) establishes an account in its name with GDP.~~

~~"Depository Register" A register maintained by GDP in respect of book-entry securities.~~

~~"Direct Holder" A person who has a securities account directly with GDP and not through a Depository Agent.~~

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

5. Article 7

The proposed amendment to Article 7 (relating to the Company's power to charge interest on capital where shares are issued to defray expenses on (*inter alia*) construction works) is set out below in bold:

"Where any shares 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 pay interest on so much of that share capital (except treasury shares) as is for the time being paid up for the period and charge the same to capital as part of the cost of the construction of the works or buildings or the provision of the plant, subject to the conditions and restrictions mentioned in the Act."

6. Article 13(A)

The proposed amendments to Article 13(A) (relating to share certificates) is set out below in bold:

*"Every certificate shall be issued under the Seal and shall bear the facsimile signatures or the autographic signatures at least of one of the Director and the Secretary or such other person as may be authorised by the Directors, and shall specify the number and class of shares to which it relates, whether the shares are fully paid up or partly paid up, and the amount **paid up** (if any) **unpaid thereon**. The facsimile signatures may be re-produced by mechanical or other means provided the method or system of reproducing signatures has first been approved by the Directors of the Company. No certificate shall be issued representing shares of more than one class."*

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7. Article 42

The proposed amendment to Article 42 (relating to depositors) is set out below in bold:

"A reference to a member shall be a reference to a registered holder of shares in the Company, or where such registered holder is CDP, the Depositors on behalf of whom CDP holds the shares, Provided that:-

*(a) a Depositor shall only be entitled to attend any General Meeting and to speak and vote thereat if his name appears on the Depository Register maintained by CDP ~~forty-eight (48)~~ **seventy-two (72)** hours before the General Meeting as a Depositor on whose behalf CDP holds shares in the Company, the Company being entitled to deem each such Depositor, or each proxy of a Depositor who is to represent the entire balance standing to the Securities Account of the Depositor, to represent such number of shares as is actually credited to the Securities Account of the Depositor as at such time, according to the records of CDP as supplied by CDP to the Company, and where a Depositor has apportioned the balance standing to his Securities Account between two proxies, to apportion the said number of shares between the two proxies in the same proportion as previously 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 proportion of Depositor's shareholding specified in the instrument of proxy, or where the balance standing to a Depositor's Securities Account has been apportioned between two proxies the aggregate of the proportions of the Depositor's shareholding they are specified to represent, and the true balance standing to the Securities Account of a Depositor as at the time of the General Meeting, if the instrument is dealt with in such manner as is provided above;*

(b) the payment by the Company to CDP of any dividend payable to a Depositor shall to the extent of the payment discharge the Company from any further liability in respect of the payment;

(c) the delivery by the Company to CDP of provisional allotments or share certificates in respect of the aggregate entitlements of Depositors to new shares offered by way of 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; and

*(d) the provisions in ~~these presents~~ **this Constitution** relating to the transfers, transmissions or certification of shares shall not apply to the transfer of book-entry securities (as defined in the Statutes)."*

8. Article 47

The proposed amendment to Article 47 (relating to the convening of the Company's annual general meeting) is set out below in bold:

"An Annual General Meeting shall be held once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors. 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 4 months, or such period as may be prescribed by the Designated Stock Exchange and the provisions of the Act from time to time. All other General Meetings shall be called Extraordinary General Meetings."

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9. Article 50(A)

The proposed amendment to Article 50(A) (relating to the appointment of proxy) is set out below in bold:

"Every notice calling a General Meeting shall specify the place and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. However, if a member submits a proxy form and subsequently attends the General Meeting in person and votes, the appointment of such proxy shall be revoked."

10. Article 59

The proposed amendments to Article 59 (relating to the method of voting at a general meeting where mandatory polling is not required) is set out below in bold:

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

(a) the chairman of the meeting; or

(b) not less than two members present in person or by proxy and entitled to vote; or

(c) any member present in person or by proxy, or where such a member has appointed two proxies any one of such proxies, or any number or combination of such members or proxies, holding or representing as the case may be not less than ~~one-tenth~~5 per cent of the total voting rights of all the members having the right to vote at the meeting; or

(d) any member present in person or by proxy, or where such a member has appointed two proxies any one of such proxies, or any number or combination of such members or proxies, holding or representing as the case may be shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than ~~one-tenth~~5 per cent of the total sum paid on all the shares conferring that right,

Provided Always that no poll shall be demanded on the choice of the chairman of the meeting or on a question of adjournment. A demand for a poll may be withdrawn only with the approval of the meeting."

11. Articles 63 and 69

11.1 The proposed amendment to Article 63 (relating to the votes of members) is set out below in bold:

"(A) If required by the listing rules of any stock exchange upon which the shares of the Company may be listed, all resolutions at General Meetings shall be voted by poll (unless such requirement is waived by such stock exchange).

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(B) Subject to Article 63(A) and any special rights or restrictions as to voting attached by or in accordance with ~~these presents~~ this Constitution to any class of shares, ~~on a show of hands every member who is present in person or by proxy shall have one vote, the chairman of the meeting to determine which proxy shall be entitled to vote where a member is represented by two proxies, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder.~~

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

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

(i) in the case of a Member who is not a relevant intermediary, and who is represented by two proxies, only one of the two proxies as determined by that Member or, failing such determination, by the Chairman of the General Meeting (or by a person authorised by him) in his sole discretion shall be entitled to vote on a show of hands).

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

(C) For the purposes of determining the number of votes which a Member, being a Depositor, or his proxy may cast at any General Meeting on a poll, the references to shares held or represented shall, in relation to shares of that Depositor, be the number of shares entered against his name in the Depository Register as at 72 hours before the time of the relevant General Meeting as certified by CDP to the Company. A member who is bankrupt shall not, while his bankruptcy continues, be entitled to exercise his rights as a member, or attend, vote or act at any meeting of the Company."

11.2 The proposed amendments to Article 69 (relating to the votes of members) are set out below in bold:

"(A) **Save as otherwise provided in the Act:**

(a) **a member who is not a relevant intermediary shall not be entitled to appoint more than two proxies to attend and vote at the same General Meeting, Provided that if a member shall nominate two proxies then the member shall specify the proportion of his shares to be represented by each such proxy, failing which the nomination shall be deemed to be alternative.**

(b) **a member who is a relevant intermediary may appoint more than two proxies to attend, speak and vote at the same General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member.**

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

(C) **In any case where a Member is a Depositor, the Company shall be entitled and bound:-**

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

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- (b) to accept as the maximum number of votes which in aggregate the proxy or proxies appointed by the Depositor is or are able to cast on a poll a number which is the number of shares entered into against the name of that Depositor in the Depository Register as at 72 hours before the time of the relevant General Meeting as certified by CDP 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.

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

12. Article 71

The proposed amendment to Article 71 (relating to the deposit of proxies) is set out below in bold:

*"An instrument appointing a proxy must be left at such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified, at the Office) not less than ~~forty-eight~~ **seventy-two** hours before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, and in default shall not be treated as valid. The instrument shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates, Provided that an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates."*

13. Article 81

The proposed amendment to Article 81 (relating to the power of Directors to hold an office of profit and to contract with the Company) is set out below in bold:

"A Director may be party to or be in any way interested in any contract or arrangement or transaction to which the Company is a party or in which the Company is in any way interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any other company in which the Company is in any way interested and he (or any firm of which he is a member) may act in a professional capacity for the Company or any such other company and be remunerated therefor and in any such case as aforesaid (save as otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him thereunder or in consequence thereof. However, 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 and Chief Executive Officers (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 a 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 a Chief Executive Officer (or an equivalent position), as the case may be.

A Director shall not vote in respect of any contract or arrangement or any other proposal whatsoever in which he has any personal material interest, directly or indirectly. A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting."

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14. Articles 91 and 94

- 14.1 The proposed amendments to Article 91 (relating to the filling of the office vacated by a retiring Director in certain default events) is set out below in bold:

*"The Company at the meeting at which a Director retires under any provision of ~~these presents~~ **this Constitution** may by Ordinary Resolution fill the office being vacated by electing thereto the retiring Director or some other person eligible for appointment. In default, the retiring Director shall be deemed to have been re-elected except in any of the following cases:-*

- (a) where at such meeting it is expressly resolved not to fill such office or a resolution for the re-election of such Director is put to the meeting and lost; or*
- (b) where such Director is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds; or*
- (b)(c) where such Director has given notice in writing to the Company that he is unwilling to be re-elected; or*
- (e)(d) where the default is due to the moving of a resolution in contravention of the next following Article.*
- ~~(d) — where such Director has attained any retiring age applicable to him as Director.~~*

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

- 14.2 The proposed amendments to Article 94 (relating to the vacation of office of a Director in certain events) are set out below in bold:

"The office of a Director shall be vacated in any of the following events, namely:-

- (a) if he shall become prohibited or disqualified by the Statutes or any other law from acting as a Director; or*
- (b) if he is disqualified from acting as a Director in any jurisdiction for reasons other than on technical grounds; or*
- (b)(c) if (not being a Director holding any executive office for a fixed term) he shall resign by writing under his hand left at the Office or if he shall in writing offer to resign and the Directors shall resolve to accept such offer; or*
- (e)(d) if he shall become bankrupt or have a receiving order made against him or shall make arrangement or composition with his creditors generally; or*
- (d)(e) if he becomes of unsound mind, or if in Singapore or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs; or*

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- (e)(f) is absent, for more than six months and without leave of the Directors, from meetings of the Directors held during that period; or
- (f)(g) if he is removed by the Company in General Meeting pursuant to ~~these presents~~ **this Constitution.**"

15. Article 109

The proposed amendments to Article 109 (relating to the general powers of the Directors to manage the Company's business) are set out below in bold:

*"The business and affairs of the Company shall be managed by or under the direction or supervision of the Directors, who may exercise all such powers of the Company as are not by the Statutes or by ~~these presents~~ **this Constitution** required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of ~~these presents~~ **this Constitution**, to the provisions of the Statutes and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by Special Resolution of the Company, but no regulation so made by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article."*

16. Article 120

The proposed amendments to Article 120 (relating to the keeping of Company records) is set out below in bold:

"Any register, index, minute book or book of account required to be kept by the Company under the Statutes may ~~be kept either by making entries in a bound book or (subject to reasonable precautions against falsification and for discovery of falsification, and to the provision of proper facilities for inspection to the persons entitled to inspection) by recording in any other permanent manner,~~ subject to and in accordance with the Act, be kept in hard copy form or in 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 facilitating the discovery of any falsifications. The Company shall cause true English translations of all accounts, minute books or other records required to be kept by the Company under the Statutes which are not kept in English to be made from time to time at intervals of not more than seven days, and shall keep the translations with the originals for so long as the originals are required under the Statutes to be kept. The Company shall also keep at the Office certified English translations of all instruments, certificates, contracts or documents not written in English which the Company is required under the Statutes to make available for public inspection."

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17. Article 148

The proposed amendment to Article 148 (relating to the Directors' indemnification) is set out below in bold:

"Subject to the provisions of and so far as may be permitted by the Statutes, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred or to be incurred by him in the execution and discharge of his duties or in relation thereto including any liability by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court. Without prejudice to the generality of the foregoing, no Director, Manager, Secretary or other officer of the Company shall be liable for the acts, receipts, neglect or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or left or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own negligence, wilful default, breach of duty or breach of trust"

18. Article 149

The proposed new Article 149 (which addresses the personal data protection regime) is set out below in bold:

- "(A) A Member who is a natural person is deemed to have consented to the collection, use and disclosure of his personal data (whether such personal data is provided by that Member or is collected through a third party) by the Company (or its agents or service providers) from time to time for any of the following purposes:-*
- (a) implementation and administration of any corporate action by the Company (or its agents or service providers);*
 - (b) internal analysis and/or market research by the Company (or its agents or service providers);*
 - (c) investor relations communications by the Company (or its agents or service providers);*
 - (d) administration by the Company (or its agents or service providers) of that member's holding of shares in the capital of 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;*

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- (f) *processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for any general meeting (including adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to any general meeting (including any adjournment thereof);*
 - (g) *implementation and administration of, and compliance with, any provision of this Constitution;*
 - (h) *compliance with any applicable laws, listing rules, take-over rules, regulations and/or guidelines; and*
 - (i) *purposes which are reasonably related to any of the above purposes.*
- (B) *Any Member who appoints a proxy and/or representative for any General Meeting and/or any adjournment thereof is deemed to have warranted that where such Member discloses the personal data of such proxy and/or representative to the Company (or its agents or service providers), that Member has obtained the prior consent of such proxy and/or representative for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy and/or representative for the purposes specified in Articles 148(A)(f) and 148(A)(h)."*

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CHINA JISHAN HOLDINGS LIMITED
(Company Registration No.: 200310591E)

PROXY FORM

Important

1. Relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 may appoint more than two proxies to attend, speak and vote at the Annual General Meeting (please see Note 3 for the definition of "relevant intermediary").
2. For investors who have used their CPF monies to buy shares in the Company, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or is purported to be used by them.
3. Please read the notes to the Proxy Form.

I/We _____

of _____
being a *member/members of China Jishan Holdings Limited, hereby appoint

Name	Address	NRIC/ Passport No.	Proportion of Shareholdings (%)

and/or (delete as appropriate)

Name	Address	NRIC/ Passport No.	Proportion of Shareholdings (%)

as my/our proxy/proxies to vote for me/us on my/our behalf at the Twelfth Annual General Meeting of the Company to be held at Furama RiverFront Singapore, Jupiter III (Level 3), 405 Havelock Road, Singapore 169633 on Friday, 29 April 2016 at 10 a.m. and at any adjournment thereof.

The proxy is required to vote as indicated with an "X" on the resolutions set out in the Notice of Meeting and summarised below. If no specific direction as to voting is given, the proxy/proxies may vote or abstain at his discretion.

Resolution No.		For	Against
1.	To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2015 together with the Auditors' Report thereon.		
2.	To approve payment of Directors' Fees for the financial year ending 31 December 2016.		
3(a).	To re-elect Mr Yu Ming Hai as a Director.		
3(b).	To re-elect Mr Xu Ping Wen as a Director.		
4.	To re-appoint Messrs Moore Stephens LLP as Auditors and to authorise the Directors to fix their remuneration.		
5.	To authorise the Directors to issue/allot shares in the Company.		
6.	To approve the proposed adoption of the new Constitution of the Company.		

Signed this _____ day of _____ 2016

Total No. of Shares in:	No. of Shares
1) CDP Register	
2) Register of Members	

Signature(s) of Member(s)
or Common Seal of Corporate Shareholder

IMPORTANT : PLEASE READ NOTES OVERLEAF

NOTES:

1. A member of the Company who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote in his stead at the Annual General Meeting. Such proxy need not be a member of the Company.
2. Pursuant to Section 181 of the Companies Act, Chapter 50 of Singapore, any member who is a relevant intermediary is entitled to appoint one or more proxies to attend and vote at the Annual General Meeting. Relevant intermediary is either:
 - (a) a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
 - (b) a capital markets services licence holder which provides custodial services for securities under the Securities and Futures Act (Cap. 289) and holds shares in that capacity; or
 - (c) the Central Provident Fund ("CPF") Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased on behalf of CPF investors.
3. Where a member appoints more than one proxy, he must specify the proportion of his shareholding to be represented by each proxy, failing which the nomination shall be deemed to be alternative.
4. The instrument appointing a proxy must be signed by the appointer or his duly authorised attorney or if the appointer is a corporation, it must be executed either under its common seal or signed by its attorney or a duly authorised officer of the corporation.
5. A corporation which is a member may also appoint by resolution of its directors or other governing body, an authorised representative or representatives in accordance with its Constitution and Section 179 of the Singapore Companies Act, Chapter 50, to attend and vote on its behalf.
6. The instrument appointing a proxy or proxies (together with the power of attorney, if any, under which it is signed or a certified copy thereof), must be deposited at the registered office of the Company, 1 Sophia Road #05-03 Peace Centre Singapore 228149 not less than 48 hours before the time appointed for holding the Annual General Meeting.
7. A member should insert the total number of Ordinary Shares held. If the member has Ordinary Shares entered against his name in the Depository Register, he should insert that number of Ordinary Shares. If the member has Ordinary Shares registered in his name in the Register of Members, he should insert that number of Ordinary Shares. If the member has Ordinary Shares entered against his name in the Depository Register as well as Ordinary Shares registered in his name in the Register of Members, he should insert the aggregate number of Ordinary Shares. If no number is inserted, this form of proxy will be deemed to relate to all the Ordinary Shares held by the member.
8. The Company shall be entitled to reject this instrument of proxy if it is incomplete, or illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in this instrument of proxy. In addition, in the case of a member whose Ordinary Shares are entered in the Depository Register, the Company shall be entitled to reject this instrument of proxy which has been lodged if such member is not shown to have Ordinary Shares entered in his name in the Depository Register at least 72 hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 6 April 2016.



China Jishan Holdings Limited

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