KOH BROTHERS ECO ENGINEERING LIMITED

(Incorporated in Singapore)
(Company Registration No.: 197500111H)

Board of Directors:

Mr Koh Keng Siang (Non-Executive and Non-Independent Chairman)
Mr Shin Yong Seub (Executive Director and Chief Executive Officer)
Mr Koh Choon Leng (Independent Director)
Mr Tan Hwa Peng (Independent Director)

Registered Office:

11 Lorong Pendek
Koh Brothers Building
Singapore 348639

To: The Shareholders of
Koh Brothers Eco Engineering Limited (the "**Company**")

28 March 2017

Dear Sir/Madam

1. INTRODUCTION

1.1 **Background.** We refer to:

(a) the Notice of Annual General Meeting of the Company dated 28 March 2017 (the "**Notice**"), accompanying the Annual Report for the financial year ended 31 December 2016, convening the Annual General Meeting of the Company to be held on 20 April 2017 (the "**2017 AGM**");

(b) Ordinary Resolution No. 8 relating to the proposed renewal of the IPT Mandate (as defined in paragraph 2.1 below, as proposed in the Notice);

(c) Ordinary Resolution No. 9 relating to the proposed adoption of the Share Buy Back Mandate (as defined in paragraph 3.1 below, as proposed in the Notice);

(d) Ordinary Resolution No. 10 relating to the proposed adoption of the KBE PSP (as defined in paragraph 4.1 below, as proposed in the Notice); and

(e) Special Resolution No. 11 relating to the proposed adoption of the New Constitution (as defined in paragraph 5.2 below, as proposed in the Notice).

1.2 **Letter to Shareholders.** The purpose of this Letter to Shareholders (the "**Letter**") is to provide shareholders of the Company ("**Shareholders**") with information relating to Ordinary Resolution Nos. 8, 9 and 10 and Special Resolution No. 11 proposed in the Notice (collectively, the "**Proposals**").

1.3 **Sponsor and SGX-ST.** The Company is a sponsored company listed on the Catalist board ("**Catalist**") of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). Companies listed on Catalist may carry higher investment risks when compared with larger or more established companies listed on the SGX-ST Main Board. In particular, companies may list on Catalist without a track record of profitability and there is no assurance that there will be a liquid market in the shares traded on Catalist. This Letter has been prepared by the Company and its contents have been reviewed by the Company's continuing sponsor, Stamford Corporate Services Pte. Ltd. (the "**Sponsor**") for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this Letter. The contact person for the Sponsor is Mr Ng Joo Khin, at telephone no. (65) 6389 3000; email address: jookhin.ng@morganlewis.com. This Letter has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this Letter, including the correctness of any of the statements or opinions made or reports contained in this Letter.

1.4 **Advice to Shareholders.** If a Shareholder is in any doubt as to the course of action he should take, he should consult his stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

2. THE PROPOSED RENEWAL OF THE IPT MANDATE

2.1 **IPT Mandate.** At the extraordinary general meeting of the Company held on 27 April 2016 (the "**2016 EGM**"), Shareholders approved the adoption of a mandate (the "**IPT Mandate**") to enable the Company, its subsidiaries and associated companies that are "entities at risk" (as that term is used in Chapter 9 of the Listing Manual of the SGX-ST, Section B: Rules of Catalist (the "**Catalist Rules**")) to enter into certain interested person transactions ("**Interested Person Transactions**") with the classes of interested persons as set out in the IPT Mandate. Particulars of the IPT Mandate were set out in the Circular to Shareholders dated 12 April 2016 (the "**2016 Circular**").

2.2 **Proposed Renewal.** At the 2016 EGM, the IPT Mandate was expressed to take effect until the conclusion of the next Annual General Meeting of the Company, being the 2017 AGM which is scheduled to be held on 20 April 2017. Accordingly, the Directors of the Company (the "**Directors**") propose that the IPT Mandate be renewed at the 2017 AGM, to take effect until the next Annual General Meeting of the Company. The particulars of the Interested Person Transactions in respect of which the IPT Mandate is sought to be renewed remain unchanged.

2.3 **Appendix 1.** Details of the IPT Mandate, including the rationale for, and the benefits to, the Company, the review procedures for determining transaction prices with interested persons and other general information relating to Chapter 9 of the Catalist Rules, are set out in Appendix 1 to this Letter.

2.4 **Audit and Risk Committee's Statement.** The Audit and Risk Committee (currently comprising Mr Koh Choon Leng, Mr Koh Keng Siang and Mr Tan Hwa Peng) confirms that:

(a) the methods or procedures for determining transaction prices under the IPT Mandate have not changed since the 2016 EGM; and

(b) the methods or procedures referred to in sub-paragraph (a) above are sufficient to ensure that the transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

2.5 **Abstention from Voting.** Koh Brothers Group Limited ("**KBG**") and its associates, being interested persons (as described in paragraph 3.1 of Appendix 1) in relation to the IPT Mandate, will abstain from voting their ordinary shares of the Company ("**Shares**"), if any, in respect of Ordinary Resolution No. 8, being the Ordinary Resolution relating to the proposed renewal of the IPT Mandate to be proposed at the 2017 AGM.

Mr Koh Keng Siang, being a director of KBG, and his associates, will abstain from voting their Shares, if any, in respect of Ordinary Resolution No. 8, being the Ordinary Resolution relating to the proposed renewal of the IPT Mandate to be proposed at the 2017 AGM.

In addition, the Company will procure that such persons will also decline to accept appointment as proxy for any Shareholder to vote in respect of Ordinary Resolution No. 8, unless the Shareholder concerned shall have given instructions in his Proxy Form as to the manner in which his votes are to be cast in respect of Ordinary Resolution No. 8.

3. THE PROPOSED ADOPTION OF THE SHARE BUY BACK MANDATE

3.1 **Background.** Shareholders' approval is being sought for a general and unconditional mandate authorising the Directors to exercise all powers of the Company to purchase or otherwise acquire issued Shares on the terms of such mandate (the "**Share Buy Back Mandate**").

In this regard, Ordinary Resolution No. 9 in relation to the proposed Share Buy Back Mandate will be proposed as an Ordinary Resolution for Shareholders' approval at the 2017 AGM.

It should be noted that any purchase or acquisition by the Company of its Shares ("**Share Buy Back**") has to be made in accordance with the Companies Act, Chapter 50 (the "**Companies Act**"), the Catalist Rules and such other laws and regulations as may, for the time being, be applicable.

3.2 **Rationale for the Share Buy Back Mandate.** The rationale for the Company to undertake Share Buy Backs is as follows:

(a) It is a principal mission of the Directors and management to constantly increase Shareholders' value and to improve, *inter alia*, the return on equity ("**ROE**") of the Company and its subsidiaries (the "**Group**"). Share Buy Backs at the appropriate price level is one of the ways through which the ROE of the Group may be enhanced.

(b) The Share Buy Back Mandate will enable the Directors to return part of the Group's surplus funds, in excess of the financial and possible investment needs of the Group, to the Shareholders. It is an expedient, effective and cost-efficient way of returning surplus cash to Shareholders.

(c) The Share Buy Back Mandate will give the Company greater flexibility to control, *inter alia*, the Company's share capital structure and give the Directors the ability to purchase the Shares on the SGX-ST, where appropriate.

(d) Repurchased Shares which are held in treasury may be transferred for the purposes of the proposed Koh Brothers Eco Engineering Limited Performance Share Plan 2017 and such other share-based incentive schemes which may be implemented by the Company from time to time. Upon the proposed New Constitution (as defined in paragraph 5.2 below) coming into effect, the new updated provisions therein will permit the holding by the Company of purchased or acquired Shares in treasury, in accordance with the Companies Act. The use of treasury shares in lieu of issuing new Shares would also mitigate the dilution impact on existing Shareholders.

3.3 **Authority and Limits on the Share Buy Back Mandate.** The authority and limitations of the proposed Share Buy Back Mandate are summarised below:

3.3.1 ***Maximum Number of Shares***

Only Shares which are issued and fully paid may be purchased or acquired by the Company. The total number of Shares which may be purchased or acquired by the Company pursuant to the Share Buy Back Mandate is limited to that number of Shares representing not more than 10% of the issued Shares as at the date of the 2017 AGM at which the Share Buy Back Mandate is approved for adoption. Any Shares which are held as treasury shares will be disregarded for the purposes of computing the 10% limit.

Based on 747,554,207 issued Shares as at 9 March 2017 (where no Shares are held in treasury), being the latest practicable date prior to the printing of this Letter (the "**Latest Practicable Date**") and assuming no further Shares are issued on or prior to the 2017 AGM, the purchase by the Company of up to the maximum limit of 10% of its issued Shares (excluding treasury shares) will result in the purchase or acquisition of 74,755,400 Shares (rounded down to the nearest 100 Shares).

3.3.2 ***Duration of Authority***

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the date of the 2017 AGM at which the Share Buy Back Mandate is approved, up to:

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

(b) the date on which the authority conferred by the Share Buy Back Mandate is revoked or varied; or

(c) the date on which purchases and acquisitions of Shares pursuant to the Share Buy Back Mandate are carried out to the full extent mandated,

whichever is the earliest.

3.3.3 ***Manner of Share Buy Backs***

A Share Buy Back may be made by way of:

(a) an on-market Share Buy Back ("**On-Market Share Buy Back**"), transacted on the SGX-ST through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or

(b) an off-market Share Buy Back ("**Off-Market Equal Access Share Buy Back**") effected pursuant to an equal access scheme under section 76C of the Companies Act.

The Directors may impose such terms and conditions which are not inconsistent with the Share Buy Back Mandate, the Catalist Rules and the Companies Act as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. An Off-Market Equal Access Share Buy Back 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 those 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 (1) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements and (2) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

If the Company wishes to make an Off-Market Equal Access Share Buy Back, it will, pursuant to Rule 870 of the Catalist Rules, issue an offer document containing at least the following information:

(I) the terms and conditions of the offer;

(II) the period and procedures for acceptances; and

(III) the information required under Rules 868(2), (3), (4), (5) and (6) of the Catalist Rules.

3.3.4 ***Purchase Price***

The purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) to be paid for a Share will be determined by the Directors or a committee constituted for the purposes of effecting Share Buy Backs.

The purchase price to be paid for the Shares pursuant to Share Buy Backs must not exceed:

(a) in the case of an On-Market Share Buy Back, 105% of the Average Closing Price of the Shares; and

(b) in the case of an Off-Market Equal Access Share Buy Back, 120% of the Average Closing Price of the Shares,

in either case, excluding related expenses of the purchase or acquisition (the "**Maximum Price**").

For the above purposes:

"**Average Closing Price**" means the average of the last dealt prices of a Share for the five consecutive market days on which the Shares are transacted on the SGX-ST immediately preceding the date of the On-Market Share Buy Back by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Equal Access Share Buy Back, and deemed to be adjusted, in accordance with the Catalist Rules, for any corporate action that occurs after the relevant five-day period; and

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

3.4 **Status of Purchased Shares.** Shares purchased or acquired by the Company are deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Shares will expire on such cancellation) unless, subject to the proposed New Constitution (as defined in paragraph 5.2 below) coming into effect permitting the holding by the Company of purchased or acquired Shares in treasury, such Shares are held by the Company as treasury shares. The total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.

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

3.5.1 ***Maximum Holdings***

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

3.5.2 ***Voting and Other Rights***

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. A subdivision or consolidation of any treasury share is also allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

3.5.3 ***Disposal and Cancellation***

Where Shares are held as treasury shares, the Company may at any time (but subject always to the Singapore Code on Take-overs and Mergers (the "**Take-over Code**")):

(a) sell the treasury shares for cash;

(b) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for employees, directors or other persons;

(c) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;

(d) cancel the treasury shares; or

(e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

In addition, under Rule 704(31) of the Catalist Rules, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares. Such announcement must include details such as the date of the sale, transfer, cancellation and/or use of such treasury shares, the purpose of such sale, transfer, cancellation and/or use of such treasury shares, the number of treasury shares which have been sold, transferred, cancelled and/or used, the number of treasury shares before and after such sale, transfer, cancellation and/or use, the percentage of the number of treasury shares against the total number of issued shares (of the same class as the treasury shares) which are listed before and after such sale, transfer, cancellation and/or use and the value of the treasury shares if they are used for a sale or transfer, or cancelled.

3.6 **Funding of Share Buy Backs.** The Company may use internal sources of funds, external borrowings, and/or a combination of both of the aforesaid to finance Share Buy Backs. The Directors do not propose to exercise the Share Buy Back Mandate in a manner and to such extent that it would materially affect the working capital requirements, financial flexibility or investment ability of the Group.

3.7 **Financial Effects.** The financial effects of a Share Buy Back on the Group and the Company will depend on, *inter alia*, whether the Shares are purchased or acquired out of profits and/or capital of the Company, the number of Shares purchased or acquired, the price paid for such Shares and whether the Shares purchased or acquired are held in treasury or cancelled. The financial effects on the audited financial statements of the Group and the Company will depend, *inter alia*, on the factors set out below.

3.7.1 ***Purchase or Acquisition out of Profits and/or Capital***

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's profits and/or capital so long as the Company is solvent.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

3.7.2 ***Number of Shares Purchased or Acquired***

Based on 747,554,207 issued Shares as at the Latest Practicable Date (where no Shares are held in treasury), and assuming no further Shares are issued on or prior to the 2017 AGM, the purchase by the Company of up to the maximum limit of 10% of its issued Shares (excluding treasury shares) will result in the purchase or acquisition of 74,755,400 Shares (rounded down to the nearest 100 Shares).

3.7.3 ***Maximum Price Paid for Shares Purchased or Acquired***

Assuming that the Company purchases or acquires the 74,755,400 Shares at the Maximum Price, the maximum amount of funds required is approximately:

(a) in the case of an On-Market Share Buy Back, $6,354,200 based on $0.085 for each Share (being the price equivalent of 105% of the Average Closing Price of a Share immediately preceding the Latest Practicable Date); and

(b) in the case of an Off-Market Equal Access Share Buy Back, $7,251,300 based on $0.097 for each Share (being the price equivalent to 120% of the Average Closing Price of a Share immediately preceding the Latest Practicable Date).

3.7.4 ***Illustrative Financial Effects***

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

(a) the Share Buy Back Mandate had been effective on 1 January 2016;

(b) the issued share capital as at 1 January 2016 was the same as the issued share capital as at the Latest Practicable Date, that is, 747,554,207 issued Shares (where no Shares are held in treasury);

(c) the Company had on 1 January 2016 purchased 74,755,400 Shares (representing 10% of its issued Shares (with no Shares held in treasury) (rounded down to the nearest 100 Shares) at the Maximum Price as stated in paragraph 3.7.3 above); and

(d) the purchase or acquisition of 74,755,400 Shares representing 10% of such issued Shares by the Company (rounded down to the nearest 100 Shares) pursuant to the Share Buy Back Mandate was made as to 1% out of profits and as to 9% out of capital and either cancelled or held in treasury,

the financial effects of the Share Buy Back on the audited financial statements of the Group and the Company for the financial year ended 31 December 2016 would have been as follows:

(i) On-Market Share Buy Backs made as to 1% out of profits and as to 9% out of capital

As at 31 December 2016 (audited)	Group		
	Before Share Buy Back	After Share Buy Back	
		Scenario A	Scenario B
	S$'000	S$'000	S$'000
Profit attributable to equity holders for the year	6,141	6,141	6,141
Share capital	38,391	38,391	32,672
Capital reserve	(441)	(441)	(441)
Retained profits	3,877	3,877	3,242
Currency translation reserve	(2,458)	(2,458)	(2,458)
Treasury shares	-	(6,354)	-
Shareholders' funds	39,369	33,015	33,015
NAV [(1)]	39,369	33,015	33,015
Current assets	152,302	145,948	145,948
Current liabilities	(144,416)	(144,416)	(144,416)
Net current assets	7,886	1,532	1,532
Total borrowings	18,946	18,946	18,946
Cash & cash equivalent	20,460	14,105	14,105
Number of Shares (in '000)	747,554	672,799	672,799
Treasury Shares (in '000)	-	74,755	-
Weighted average shares (in '000)	563,990	489,235	489,235
Financial Ratios			
EPS - cents	1.09	1.26	1.26
NAV per Share - cents [(2)]	5.27	4.91	4.91
Net Gearing Ratio (times) [(3)]	(0.04)	0.15	0.15
Current Ratio (times) [(4)]	1.05	1.01	1.01

Notes:

(1) NAV equals to total assets less total liabilities and excludes non-controlling interests.

(2) Based on the number of Shares issued as at the Latest Practicable Date and adjusted for the effect of the Share purchases or acquisitions.

(3) Gearing ratio means total borrowings less cash and cash equivalents divided by shareholders' funds.

(4) Current ratio means current assets divided by current liabilities.

As at 31 December 2016 (audited)	Company		
	Before Share Buy Back	After Share Buy Back	
		Scenario A	Scenario B
	S$'000	S$'000	S$'000
Profit attributable to equity holders for the year	758	758	758
Share Capital	38,391	38,391	32,672
Retained profits	1,091	1,091	456
Treasury Shares	-	(6,354)	-
Shareholders' funds	39,482	33,128	33,128
NAV (1)	39,482	33,128	33,128
Current assets [(2)]	1,846	1,846	1,846
Current liabilities [(2)]	(859)	(7,214)	(7,214)
Net current assets	987	(5,368)	(5,368)
Total borrowings	-	-	-
Cash & cash equivalent	164	164	164
Number of Shares (in '000)	747,554	672,799	672,799
Treasury shares (in '000)	-	74,755	-
Weighted average shares (in '000)	563,990	489,235	489,235
Financial Ratios			
EPS - cents	0.13	0.15	0.15
NAV per Share - cents (3)	5.28	4.92	4.92
Net Gearing Ratio (times) (4)	#	#	#
Current Ratio (times) (5)	2.15	0.26	0.26

Notes:

(1) NAV equals to total assets less total liabilities and excludes non-controlling interests.

(2) As at 31 December 2016, the Company has approximately S$1.85m of current assets, out of which S$0.16m is in the form of cash and bank balances. The Group on a consolidation basis has S$20.46m of cash and bank balances as at 31 December 2016. The Directors believe that the Company will be able to use the Group's internal financial resources to carry out purchases or acquisitions under the Share Buy Back Mandate, after taking into account the prevailing market conditions, the financial position of the Group and other relevant factors.

(3) Based on the number of Shares issued as at the Latest Practicable Date and adjusted for the effect of the Share Buy Backs.

(4) Gearing ratio means total borrowings less cash and cash equivalents divided by shareholders' funds.

(5) Current ratio means current assets divided by current liabilities.

The Company is in a net cash position as at 31 December 2016.

(a) Scenario A: On-Market Share Buy Backs of 74,755,400 Shares made as to 1% out of profits and as to 9% out of capital and held as treasury shares

As illustrated under Scenario A in the tables above, such purchase of Shares will have the effect of reducing the working capital and NAV of the Company and of the Group by the dollar value of the Shares purchased. The consolidated NAV per Share of the Group as at 31 December 2016 will decrease from 5.27 cents to 4.91 cents.

Assuming that the purchase of Shares had taken place on 1 January 2016, the consolidated basic EPS for the Group for FY2016 would be increased from 1.09 cents to 1.26 cents per Share as a result of the reduction in the number of issued Shares. No adjustments have been made to take into account forgone interest income as a result of the use of funds for the purchase of Shares.

(b) Scenario B: On-Market Share Buy Backs of 74,755,400 Shares made as to 1% out of profits and as to 9% out of capital and cancelled

As illustrated under Scenario B in the tables above, such purchase of Shares will have the effect of reducing the working capital and NAV of the Company and of the Group by the dollar value of the Shares purchased. The consolidated NAV per Share of the Group as at 31 December 2016 will decrease from 5.27 cents to 4.91 cents.

Assuming that the purchase of Shares had taken place on 1 January 2016, the consolidated basic EPS for the Group for FY2016 would be increased from 1.09 cents to 1.26 cents per Share as a result of the reduction in the number of issued Shares. No adjustments have been made to take into account forgone interest income as a result of the use of funds for the purchase of Shares.

(ii) Off-Market Equal Access Share Buy Backs made as to 1% out of profits and as to 9% out of capital

	Group		
As at 31 December 2016 (audited)	**Before Share Buy Back**	**After Share Buy Back**	
		Scenario A	**Scenario B**
	S$'000	**S$'000**	**S$'000**
Profit attributable to equity holders for the year	6,141	6,141	6,141
Share capital	38,391	38,391	31,865
Capital reserve	(441)	(441)	(441)
Retained profits	3,877	3,877	3,152
Currency translation reserve	(2,458)	(2,458)	(2,458)
Treasury shares	-	(7,251)	-
Shareholders' funds	39,369	32,118	32,118
NAV [1]	39,369	32,118	32,118
Current assets	152,302	145,051	145,051
Current liabilities	(144,416)	(144,416)	(144,416)
Net current assets	7,886	635	635
Total borrowings	18,946	18,946	18,946
Cash & cash equivalent	20,460	13,209	13,209
Number of Shares (in '000) [2]	747,554	672,799	672,799
Treasury Shares (in '000)	-	74,755	-
Weighted average shares (in '000)	563,990	489,235	489,235
Financial Ratios			
EPS - cents	1.09	1.26	1.26
NAV per Share - cents	5.27	4.77	4.77
Net Gearing Ratio (times) [3]	(0.04)	0.18	0.18
Current Ratio (times) [4]	1.05	1.00	1.00

Notes:

(1) NAV equals to total assets less total liabilities and excludes non-controlling interests.

(2) Based on the number of Shares issued as at the Latest Practicable Date and adjusted for the effect of the Share Buy Backs.

(3) Gearing ratio means total borrowings less cash and cash equivalents divided by shareholders' funds.

(4) Current ratio means current assets divided by current liabilities.

	Company		
As at 31 December 2016 (audited)	**Before Share Buy Back**	**After Share Buy Back**	
		Scenario A	**Scenario B**
	S$'000	**S$'000**	**S$'000**
Profit attributable to equity holders for the year	758	758	758
Share Capital	38,391	38,391	31,865
Retained profits	1,091	1,091	366
Treasury Shares	-	(7,251)	-
Shareholders' funds	39,482	32,231	32,231
NAV (1)	39,482	32,231	32,231
Current assets (2)	1,846	1,846	1,846
Current liabilities (2)	(859)	(8,110)	(8,110)
Net current assets	987	(6,264)	(6,264)
Total borrowings	-	-	-
Cash & cash equivalent	164	164	164
Number of Shares (in '000) (3)	747,554	672,799	672,799
Treasury shares (in '000)	-	74,755	-
Weighted average shares (in '000)	563,990	489,235	489,235
Financial Ratios			
EPS - cents	0.13	0.15	0.15
NAV per Share - cents	5.28	4.79	4.79
Net Gearing Ratio (times) (4)	#	#	#
Current Ratio (times) (5)	2.15	0.23	0.23

Notes:

(1) NAV equals to total assets less total liabilities and excludes non-controlling interests.

(2) As at 31 December 2016, the Company has approximately S$1.85m of current assets, out of which S$0.16m is in the form of cash and bank balances. The Group on a consolidation basis has S$20.46m of cash and bank balances as at 31 December 2016. The Directors believe that the Company will be able to use the Group's internal financial resources to carry out purchases or acquisitions under the Share Buy Back Mandate, after taking into account the prevailing market conditions, the financial position of the Group and other relevant factors.

(3) Based on the number of Shares issued as at the Latest Practicable Date and adjusted for the effect of the Share Buy Backs.

(4) Gearing ratio means total borrowings less cash and cash equivalents divided by shareholders' funds.

(5) Current ratio means current assets divided by current liabilities.

The Company is in a net cash position as at 31 December 2016.

(a) Scenario A: Off-Market Equal Access Share Buy Backs of 74,755,400 Shares made as to 1% out of profits and as to 9% out of capital and held as treasury shares

As illustrated under Scenario A in the tables above, such purchase of Shares will have the effect of reducing the working capital and NAV of the Company and of the Group by the dollar value of the Shares purchased. The consolidated NAV per Share of the Group as at 31 December 2016 will decrease from 5.27 cents to 4.77 cents.

Assuming that the purchase of Shares had taken place on 1 January 2016, the consolidated basic EPS for the Group for FY2016 would be increased from 1.09 cents to 1.26 cents per Share as a result of the reduction in the number of issued Shares. No adjustments have been made to take into account forgone interest income as a result of the use of funds for the purchase of Shares.

(b) Scenario B: Off-Market Equal Access Share Buy Backs of 74,755,400 Shares made as to 1% out of profits and as to 9% out of capital and cancelled

As illustrated under Scenario B in the tables above, such purchase of Shares will have the effect of reducing the working capital and NAV of the Company and of the Group by the dollar value of the Shares purchased. The consolidated NAV per Share of the Group as at 31 December 2016 will decrease from 5.27 cents to 4.77 cents.

Assuming that the purchase of Shares had taken place on 1 January 2016, the consolidated basic EPS for the Group for FY2016 would be increased from 1.09 cents to 1.26 cents per Share as a result of the reduction in the number of issued Shares. No adjustments have been made to take into account forgone interest income as a result of the use of funds for the purchase of Shares.

SHAREHOLDERS SHOULD NOTE THAT THE FINANCIAL EFFECTS SET OUT ABOVE ARE FOR ILLUSTRATION PURPOSES ONLY (BASED ON THE AFOREMENTIONED ASSUMPTIONS). IN PARTICULAR, IT IS IMPORTANT TO NOTE THAT THE ABOVE ANALYSIS IS BASED ON THE HISTORICAL PROFORMA NUMBERS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016, AND IS NOT NECESSARILY REPRESENTATIVE OF FUTURE FINANCIAL PERFORMANCE.

Although the Share Buy Back Mandate would authorise the Company to purchase or acquire up to 10% of its issued Shares (excluding Shares held in treasury), the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 10% of its issued Shares (excluding Shares held in treasury). In addition, the Company may cancel all or part of the Shares repurchased or, subject to the proposed New Constitution (as defined in paragraph 5.2 below) coming into effect permitting the holding by the Company of purchased or acquired Shares in treasury, hold all or part of the Shares repurchased as treasury shares.

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

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

If, as a result of any purchase or acquisition by the Company of 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. If such increase results in a change of effective control, or, as a result of such increase, a Shareholder or a group of Shareholders acting in concert obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert could become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code.

3.8.2 ***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 that company.

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

(a) the following companies:

(i) a company;

(ii) the parent company of (i);

(iii) the subsidiaries of (i);

(iv) the fellow subsidiaries of (i);

(v) the associated companies of any of (i), (ii), (iii) or (iv);

(vi) companies whose associated companies include any of (i), (ii), (iii), (iv) or (v); and

(vii) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights; and

(b) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts).

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.

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

In general terms, the following are the effects of Rule 14 and Appendix 2 of the Take-over Code:

(a) 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 its Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or if the voting rights of such Directors and their concert parties fall between 30% and 50% of the Company's voting rights, the voting rights of such Directors and their concert parties increase by more than 1% in any period of six months. In calculating the percentages of voting rights of such Directors and their concert parties, treasury shares shall be excluded.

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

Based on the interests of the substantial Shareholders as recorded in the Register of Substantial Shareholders as at the Latest Practicable Date as set out in paragraph 6.2 below, none of the substantial Shareholders would become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code as a result of the purchase by the Company of the maximum limit of 10% of its issued Shares as at the Latest Practicable Date.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Take-over Code as a result of any purchase or acquisition of Shares by the Company should consult the Securities Industry Council and/or their professional advisers at the earliest opportunity.

3.9 **Listing Status of the Shares.** The Catalist Rules requires a listed company to ensure that at least 10% of the equity securities (excluding treasury shares, preference shares and convertible equity securities) must be held by the public (as defined in the Catalist Rules). As at the Latest Practicable Date, approximately 24.70% of the issued Shares (excluding Shares held in treasury) were held by public Shareholders. Accordingly, the Company is of the view that there is a sufficient number of issued Shares held by public Shareholders which would permit the Company to undertake purchases or acquisitions of its issued Shares up to the full 10% limit pursuant to the proposed

Share Buy Back 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 or affect orderly trading.

The Company will not effect a Share Buy Back if immediately following the Share Buy Back, the continuing shareholding spread requirement prescribed by the SGX-ST which is in force at the time of the intended Share Buy Back cannot be maintained. The Directors will ensure that Share Buy Backs will not have an adverse effect on the listing status of the Shares on the SGX-ST.

3.10 **Reporting Requirements.** Rule 871 of the Catalist Rules specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (a) in the case of an On-Market Share Buy Back, on the market day following the day of purchase or acquisition of any of its shares, and (b) in the case of an Off-Market Equal Access Share Buy Back, on the second market day after the close of acceptances of the offer. Such announcement (which must be in the form of Appendix 8D to the Catalist Rules) must include, *inter alia*, details of the date of the purchase, the total number of shares purchased, the number of shares cancelled, the number of shares held as treasury shares, the purchase price per share or the highest and lowest prices paid for such shares, as applicable, the total consideration (including stamp duties and clearing charges) paid or payable for the shares, the number of shares purchased as at the date of announcement (on a cumulative basis), the number of issued shares excluding treasury shares and the number of treasury shares held after the purchase.

3.11 **No Purchases During Price Sensitive Developments.** While the Catalist Rules do not expressly prohibit any purchase of shares by a listed company during any particular time or times, because the listed company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the proposed Share Buy Back Mandate at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced. In particular, the Company will not purchase or acquire any Shares through On-Market Share Buy Backs or Off-Market Equal Access Share Buy Backs during the period of one month immediately preceding the announcement of the Company's full-year results, and the period of two weeks immediately preceding the announcement of the Company's results for each of the first three quarters of the financial year.

4. THE PROPOSED ADOPTION OF THE KOH BROTHERS ECO ENGINEERING LIMITED PERFORMANCE SHARE PLAN 2017

4.1 **Definitions.** For the purposes of paragraphs 4.2 to 4.8 below and in relation to the KBE PSP, the following expressions shall have the following meanings:

"**Adoption Date**" means the date on which the KBE PSP is adopted by the Company in general meeting;

"**Auditor**" means the auditor of the Company for the time being;

"**Award**" means a contingent award of Shares granted under the KBE PSP;

"**Award Date**" means, in relation to an Award, the date on which the Award is granted pursuant to the KBE PSP;

"**Award Letter**" means a letter in such form as the Committee shall approve confirming an Award granted to a Participant by the Committee;

"**Committee**" means a committee comprising Directors duly authorised and appointed by the board of directors of the Company to administer the KBE PSP;

"**Group**" means the Company and its subsidiaries;

"**Group Employee**" means any employee of the Group (including any Group Executive Director) selected by the Committee to participate in the KBE PSP;

"**Group Executive Director**" means a director of the Company and/or any of its subsidiaries, as the case may be, who performs an executive function;

"**KBE PSP**" means the Koh Brothers Eco Engineering Limited Performance Share Plan 2017;

"**Non-Executive Director**" means a director of the Company and/or any of its subsidiaries, as the case may be, other than a Group Executive Director;

"**Participant**" means a Group Employee or Non-Executive Director who has been granted an Award; and

"**Retention Period**" means in relation to an Award, such period commencing on the vesting date in relation to that Award as may be determined by the Committee on the Award Date.

4.2 **Rationale.** The KBE PSP is proposed on the basis that it is important to retain employees whose contributions are essential to the well-being and prosperity of the Group and to give recognition to outstanding employees and executive directors of the Group who have contributed to the growth of the Group. Through the KBE PSP, the Company will be able to recognise and reward past contributions and services and motivate Participants to continue to strive for the Group's long-term prosperity. In addition, the KBE PSP aims to foster an ownership culture within the Group which aligns the interests of Group Employees with the interests of Shareholders, and to improve performance and achieve sustainable growth for the Company in the changing business environment.

The KBE PSP is proposed to increase the Company's flexibility and effectiveness in its continuing efforts to reward, retain and motivate employees to achieve superior performance. The KBE PSP will further strengthen the Company's competitiveness in attracting and retaining talented key senior management and senior executives.

The KBE PSP uses methods fairly common among major local and multinational companies to incentivise and motivate employees to achieve pre-determined targets which create and enhance economic value for Shareholders. The Company believes that the KBE PSP will be an effective tool in motivating employees to strive to deliver long-term shareholder value.

While the KBE PSP caters principally to Group Employees, it is recognised that there are other persons who can make significant contributions to the Group through their close working relationship with the Group. Such persons include Non-Executive Directors. The KBE PSP will also enable grants of fully paid Shares to be made to Non-Executive Directors to give recognition to the contributions made or to be made by such Non-Executive Directors to the success of the Group.

Non-Executive Directors are generally persons from different professions and working backgrounds. The Company regards this category of persons as an important resource pool from which the Group is able to tap for business contacts and networking, and for the benefit of their experiences and insights. The KBE PSP provides the Company with a means to give recognition to them for their special assistance or extra efforts expended in furthering the Company's and/or the Group's interests, such as in introducing or facilitating business opportunities for the Group, or expending additional time on management oversight, or on significant corporate exercises or projects that may be undertaken by the Company or the Group from time to time.

The KBE PSP contemplates the award of fully paid Shares, when and after performance condition(s) is/are accomplished.

A Participant's Awards under the KBE PSP will be determined at the sole discretion of the Committee. In considering an Award to be granted to a Participant, the Committee may take into account, *inter alia*, the Participant's capability, creativity, entrepreneurship, innovativeness, scope of responsibility and skills set.

Awards granted under the KBE PSP are principally performance-based with performance conditions to be set over a performance period. Performance conditions set are intended to be based on, *inter alia*, medium-term corporate objectives including market competitiveness, quality of returns, business growth and productivity growth. The performance conditions are stretched targets aimed at sustaining long term growth. These targets may be tied in with the Group Employee's corporate key performance indicators.

4.3 **Listing of New Shares.** An application has been made to the SGX-ST by the Sponsor on behalf of the Company for the listing of and quotation for the new Shares to be issued pursuant to the proposed adoption of the KBE PSP on the Catalist. An announcement on the receipt of the listing and quotation notice will be made by the Company in due course.

4.4 **Summary of Rules.** The following is a summary of the principal rules of the KBE PSP.

4.4.1 ***Eligibility***

The following persons, unless they are also controlling shareholders (as defined in the Catalist Rules) of the Company or associates (as defined in the Catalist Rules) of such controlling shareholders, will be eligible to participate in the KBE PSP:

(a) Group Employees who have attained the legal age of 21 years and hold such rank as may be designated by the Committee from time to time; and

(b) Non-Executive Directors.

4.4.2 ***Awards***

Awards represent the right of a Participant to receive fully paid Shares, their equivalent cash value or combinations thereof, free of charge.

An Award or released Award shall be personal to the Participant to whom it is granted and prior to the allotment and/or transfer to the Participant of the Shares to which the released Award relates, shall not be transferred, charged, assigned, pledged or otherwise disposed of, in whole or in part, except with the prior approval of the Committee.

In addition, where a Retention Period is specified in an Award, Shares which are allotted or transferred to a Participant shall not be transferred, charged, assigned, pledged or otherwise disposed of, in whole or in part, during such Retention Period, except to the extent set out in the Award Letter or with the prior approval of the Committee. The Company shall be at liberty to take any steps which it considers necessary or appropriate to enforce or give effect to the restriction on the transfer, charge, assignment, pledge or disposal of Shares during the Retention Period otherwise than in accordance with the Award Letter or as approved by the Committee.

4.4.3 ***Participants***

The selection of a Participant and the number of Shares which are the subject of each Award to be granted to a Participant in accordance with the KBE PSP shall be determined at the absolute discretion of the Committee, which shall take into account such criteria as it considers fit, including (but not limited to), in the case of a Group Employee, his rank, job performance, creativity, innovativeness, entrepreneurship, years of service and potential for future development, his contribution to the success and development of the Group and, if applicable, the extent of effort and resourcefulness required to achieve the performance condition(s) within the performance period, and in the case of a Non-Executive Director, criteria such as his board and board committee appointments and attendance, and his contribution to the success and development of the Group.

4.4.4 ***Details of Awards***

The Committee shall decide, in relation to each Award to be granted to a Participant:

(a) the Award Date;

(b) the number of Shares which are the subject of the Award;

(c) the performance condition(s) and relevant performance period;

(d) the extent to which Shares which are the subject of that Award shall be released on the performance condition(s) being satisfied (whether fully or partially) or exceeded or not being satisfied, as the case may be, at the end of the performance period;

(e) the vesting date(s), if any;

(f) the Retention Period in relation to any or all of the Shares comprised in the Award, if any; and

(g) any other condition which the Committee may determine in relation to that Award.

4.4.5 ***Timing***

The Committee may grant Awards at any time during the period when the KBE PSP is in force. An Award Letter confirming the Award and specifying, *inter alia*, the Award Date, the number of Shares which are the subject of the Award, the prescribed performance condition(s), the performance period during which the prescribed performance condition(s) is/are to be attained or fulfilled and the extent to which the Shares will be released on satisfaction of the prescribed performance condition(s), the vesting date(s) (if any) and the Retention Period (if any) will be sent to each Participant as soon as is reasonably practicable after the making of an Award.

4.4.6 ***Events Prior to Vesting***

Special provisions for the vesting and lapsing of Awards apply in certain circumstances including the following:

(a) the Participant (being a Group Employee) ceasing to be in the employment of the Group for any reason whatsoever (other than as specified in paragraphs (e) and (f) below);

(b) the bankruptcy of a Participant or the happening of any other event which results in his being deprived of the legal or beneficial ownership of the Award;

(c) the misconduct on the part of a Participant as determined by the Committee in its discretion;

(d) an order being made or a resolution passed for the winding-up of the Company on the basis, or by reason, of its insolvency;

(e) the Participant (being a Group Employee) ceasing to be in the employment of the Group by reason of:

  (i) retirement, or ill health, injury or disability (in each case, evidenced to the satisfaction of the Committee) or death, or redundancy, or any other reason approved in writing by the Committee; or

  (ii) the completion of a fixed term contract for a Participant on a fixed term contract;

(f) (where applicable) the Participant's transfer of employment between members of the Group;

(g) the Participant (being a Non-Executive Director) ceasing to be a director of the Company or the relevant subsidiary of the Company;

(h) any other event approved by the Committee; or

(i) a take-over, scheme for reconstruction or amalgamation of the Company or an order being made or a resolution passed for the winding-up of the Company (other than as provided in paragraph (d) above or for reconstruction or amalgamation).

Upon the occurrence of any of the events specified in paragraphs (a), (b), (c) and (d) above, an Award then held by a Participant shall, as provided in the rules of the KBE PSP and to the extent not yet released, immediately lapse without any claim whatsoever against the Company.

Upon the occurrence of any of the events specified in paragraphs (e), (f), (g) and (h) above, the Committee may, in its absolute discretion, preserve all or any part of any Award and decide as soon as reasonably practicable following such event 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 performance period and subject to the provisions of the KBE PSP. 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 Participant and the extent to which the performance condition has been satisfied.

Upon the occurrence of any of the events specified in paragraph (i) above, 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 Participant. If the Committee decides to release any Award, then in determining the number of Shares to be vested in respect of such Award, the Committee will (if applicable) have regard to the proportion of the performance period(s) which has elapsed and the extent to which the applicable performance condition(s) has/have been satisfied.

4.4.7 ***Size and Duration***

The total number of Shares which may be delivered pursuant to Awards granted under the KBE PSP (whether in the form of Shares or in the form of cash in lieu of Shares) shall not exceed 20% of the total number of issued Shares (excluding Shares held as treasury shares) from time to time.

The maximum limit of 20% will provide for sufficient Shares to support the use of Awards in the Company's overall long-term incentive and compensation strategy. In addition, it will provide the Company with the means and flexibility to grant Awards as incentive tools in a meaningful and effective manner to encourage staff retention and to align Participants' interests more closely with those of Shareholders.

The KBE 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 KBE PSP is adopted by the Company in general meeting, provided always that the KBE PSP may continue beyond the above stipulated period with the approval of Shareholders in general meeting and of any relevant authorities which may then be required.

Notwithstanding the expiry or termination of the KBE PSP, any Awards made to Participants prior to such expiry or termination, whether such Awards have been released (whether fully or partially) or not, will continue to remain valid.

4.4.8 ***Operation***

Subject to the prevailing legislation and the rules of the Catalist Rules, the Company will have the flexibility to deliver Shares to Participants upon vesting of their Awards by way of:

(a) an issue of new Shares; and/or

(b) the delivery of existing Shares (including treasury shares).

In determining whether to issue new Shares or to deliver existing Shares to Participants upon vesting of their Awards, the Company will take into account factors such as (but not limited to) the number of Shares to be delivered, the prevailing market price of the Shares and the cost to the Company of either issuing new Shares or delivering existing Shares (including treasury shares).

The financial effects of the above methods are discussed in paragraph 4.8 below. The Company has the flexibility, and if circumstances require, to approve the release of an Award, wholly or partly, in the form of cash rather than Shares.

New Shares allotted and issued, and existing Shares procured by the Company for transfer, pursuant to 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 relevant vesting date, and shall in all other respects rank *pari passu* with other existing Shares then in issue.

The Committee shall have the discretion to determine whether the performance condition has been satisfied (whether fully or partially) or exceeded and in making any such determination, the Committee shall have the right to make reference to the audited results of the Company or the Group to take into account such factors as the Committee may determine to be relevant, such as changes in accounting methods, taxes and extraordinary events, and further, the right to amend the performance condition if the Committee decides that a changed performance condition would be a fairer measure of performance.

4.5 **Adjustments and Modifications.** The following describes the adjustment events under, and provisions relating to modifications of, the KBE PSP.

4.5.1 ***Adjustment Events***

If a variation in the ordinary share capital of the Company (whether by way of a capitalisation of profits or reserves or rights issue, reduction, subdivision, consolidation, distribution or otherwise) shall take place or if the Company shall make a declaration of a special dividend (whether interim or final and whether in cash or *in specie*), then:

(a) the class and/or number of Shares which are the subject of an Award to the extent not yet vested; and/or

(b) the class and/or number of Shares in respect of which future Awards may be granted under the KBE PSP,

shall be adjusted in such manner as the Committee may, in its absolute discretion, determine to be appropriate.

Unless the Committee considers an adjustment to be appropriate, the issue of securities as consideration for a private placement of securities or in connection with an acquisition of any assets, or upon the exercise of any options or conversion of any loan stock or any other securities convertible into Shares or subscription rights of any warrants, or 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 or any other stock exchange on which the Shares are quoted or listed during the period when a share purchase mandate granted by shareholders of the Company (including any renewal of such mandate) is in force, shall not normally be regarded as a circumstance requiring adjustment.

Any adjustment (except in relation to a capitalisation issue) must be confirmed in writing by the Auditor (acting only as experts and not as arbitrators) to be in their opinion, fair and reasonable.

The adjustment must be made in such a way that a Participant will not receive a benefit that a holder of Shares does not receive.

4.5.2 ***Modifications***

The KBE PSP may be modified and/or altered at any time and 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.

However, no modification or alteration shall adversely affect the rights attached to any Award granted prior to such modification or alteration except with the consent in writing of such number of Participants who, if their Awards were released to them upon the performance conditions for their Awards being satisfied in full, would thereby become entitled to not less than three-quarters in number of all the Shares which would fall to be vested upon release of all outstanding Awards upon the performance conditions for all outstanding Awards being satisfied in full.

No alteration shall be made to rules of the KBE PSP which relate to matters contained in Rules 843 to 848 and Rules 852 to 853 of the Catalist Rules to the advantage of the Participants except with the prior approval of Shareholders in general meeting.

4.6 **Disclosures in Annual Reports.** The following disclosures or the appropriate negative statements (as applicable) will be made by the Company in its annual report for so long as the KBE PSP continues in operation:

(a) the names of the members of the Committee administering the KBE PSP;

(b) the information required in the table below for the following Participants:

(i) Directors of the Company; and

(ii) Participants (other than those in sub-paragraph (i) above) who have received Shares pursuant to the release of Awards granted under the KBE PSP which, in aggregate, represent 5% or more of the total number of Shares available under the KBE PSP,

Name of Participant	Number of Shares comprised in Awards granted during the financial year under review (including terms)	Aggregate number of Shares comprised in Awards granted since commencement of the KBE PSP to the end of the financial year under review	Aggregate number of Shares comprised in Awards Released under the KBE PSP since commencement of the KBE PSP to the end of the financial year under review	Aggregate number of Shares comprised in Awards outstanding as at the end of the financial year under review

4.7 **Role and Composition of the Committee.** The Remuneration Committee, whose function is to assist the Board of Directors in reviewing directors' and key executives' remuneration in the Company as set out in their terms of reference, will be designated as the Committee responsible for the administration of the KBE PSP, and will comprise Directors to administer the KBE PSP.

In compliance with the requirements of the Catalist Rules, a Participant of the KBE PSP who is a member of the Remuneration Committee shall not be involved in its deliberations in respect of Awards to be granted to or held by that member of the Remuneration Committee.

4.8 **Financial Effects.** Financial Reporting Standard 102, Share-based payment ("**FRS 102**") applies to the financial statements of the Company and the Group. Participants may receive Shares or their equivalent cash value, or combinations thereof. In the event that the Participants receive Shares, 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 would be recognised as a charge to the income statement over the period between the grant date and the vesting date of an Award. The total amount of the charge over the performance period is determined by reference to the fair value of each Award granted at the grant date and the number of Shares vested at the vesting date, with a corresponding credit to the reserve account. Before the end of the performance period, at each reporting date, 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 income statement with a corresponding adjustment to the reserve account. After the vesting date, no adjustment to the charge to the income statement is made.

The amount charged to the income statement would be the same whether the Company settles the Awards using new Shares or existing Shares. The amount charged to the income statement also depends on whether or not the performance condition 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 condition is a market condition, the probability of the performance condition being met is taken into account in estimating the fair value of the Shares granted at the grant date, and no adjustments to the amounts charged to income statement is made if the market condition is not met. On the other hand, if the performance condition is not a market condition, the probability of the condition being met is not taken into account in estimating the fair value of the Shares granted at the grant date. Instead, it is subsequently considered at each reporting date in assessing whether the Awards would vest. Thus, where the performance conditions do not include a market condition, there would be no charge to the income statement (on a cumulative basis) if the Awards do not ultimately vest.

The following sets out the financial effects of the KBE PSP.

4.8.1 ***Share Capital***

The KBE PSP will result in an increase in the Company's issued ordinary share capital only if new Shares are issued to Participants. The number of new Shares issued will depend on, *inter alia*, the size of the Awards granted under the KBE PSP. In any case, the KBE PSP provides that the aggregate number of new Shares to be issued, existing Shares to be delivered and Shares to be released in the form of cash in lieu of Shares pursuant to Awards granted under the KBE PSP will be subject to a maximum limit of 20% of the Company's issued Shares (excluding treasury shares) on the date preceding the date of the relevant Award. If, instead of issuing new Shares to Participants, existing Shares are purchased for delivery to Participants, the KBE PSP will have no impact on the Company's ordinary share capital.

4.8.2 ***NTA***

As described below in the paragraph on earnings per share ("**EPS**"), the KBE PSP is likely to result in a charge to the income statement over the period from the grant date to the vesting date of the Awards. The amount of the charge will be computed in accordance with FRS 102. If new Shares are issued under the KBE PSP, there would be no effect on the net tangible assets ("**NTA**"). However, if instead of issuing new Shares to Participants, existing Shares are purchased for delivery to Participants or the Company pays the equivalent cash value, the NTA would be impacted by the cost of the Shares purchased or the cash payment, respectively.

Nonetheless, it should be noted that the delivery of Shares to Participants (being Group Employees) under the KBE PSP will generally be contingent upon the Participants meeting prescribed performance conditions.

4.8.3 ***EPS***

The KBE PSP is likely to result in a charge to earnings over the period from the grant date to the vesting date, computed in accordance with FRS 102.

Nonetheless, it should again be noted that the delivery of Shares to Participants (being Group Employees) under the KBE PSP will generally be contingent upon the Participants meeting prescribed performance conditions.

4.8.4 ***Dilutive Impact***

It is expected that the dilutive impact of the KBE PSP on the NTA per Share and EPS will not be significant.

The KBE PSP provides that the aggregate number of new Shares to be issued, existing Shares to be delivered and Shares to be released in the form of cash in lieu of Shares pursuant to Awards granted under the KBE PSP will be subject to a maximum limit of 20% of the Company's issued Shares (excluding treasury shares) on the date preceding the date of the relevant Award.

5. THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

5.1 **Companies (Amendment) Acts 2014 and 2017.** The Companies (Amendment) Act 2014 (the "**Amendment Act**"), which was passed in Parliament on 8 October 2014 and took effect in phases on 1 July 2015 and 3 January 2016 respectively, introduced wide-ranging changes to the Companies Act. The changes aim to reduce regulatory burden on companies, provide for greater business flexibility and improve the corporate governance landscape in Singapore. The key changes include the introduction of a multiple proxies regime to enfranchise indirect investors and CPF investors, provisions to facilitate the electronic transmission of notices and documents, and the merging of the memorandum and articles of association of a company into one document called the "constitution". The Companies (Amendment) Bill 2017, which was passed in Parliament on 10 March 2017 and which, when gazetted, will take effect in phases (the "**2017 Amendment Act**"), introduces further changes to the Companies Act which aim to ensure that Singapore's corporate regulatory regime continues to stay robust. One of the key changes includes the removal of the requirement for a company to have a common seal.

5.2 **New Constitution.** The Company is accordingly proposing to adopt a new constitution (the "**New Constitution**"), which will consist of the memorandum and articles of association of the Company which were in force immediately before 3 January 2016 (the "**Existing Constitution**"), and will:

(a) incorporate amendments to take into account the changes to the Companies Act introduced pursuant to the Amendment Act and the 2017 Amendment Act;

(b) simplify the existing objects clauses provision (which currently sets out an extensive list of the activities which the Company has capacity or power to engage in) in line with section 23 of the Companies Act;

(c) include 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 of the Catalist Rules;

(d) include provisions to address the personal data protection regime in Singapore; and

(e) be streamlined and rationalised generally.

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

5.3.1 ***Companies Act***

The following articles include provisions which are in line with the Companies Act, as amended pursuant to the Amendment Act and the 2017 Amendment Act:

(a) ***Article 1 (Article 2 of Existing Constitution).*** Article 1, which is the interpretation section of the New Constitution, includes the following additional/revised provisions:

(i) new definitions of "registered address" and "address" to make it clear that these expressions mean, in relation to any member, his physical address for the service or delivery of notices or documents personally or by post, except where otherwise expressly provided;

(ii) a new definition of "in writing" to make it clear that this expression includes any representation or reproduction of words, symbols or other information which may be displayed in a visible form, whether physical or electronic. This would facilitate, for example, a proxy instrument being in either physical or electronic form;

(iii) a revised provision stating that the expressions "Depositor", "Depository", "Depository Agent" and "Depository Register" shall have the meanings ascribed to them respectively in the Securities and Futures Act, Chapter 289 of Singapore (the "**SFA**"). This follows the migration of the provisions in the Companies Act which relate to the Central Depository System to the SFA pursuant to the Amendment Act;

(iv) a new provision stating that the expressions "current address", "electronic communication" and "relevant intermediary" shall have the meanings ascribed to them respectively in the Companies Act. This follows the introduction of new provisions facilitating electronic communication and the multiple proxies regime pursuant to the Amendment Act; and

(v) a new provision stating that a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under the New Constitution.

(b) ***New article 6(B).*** Article 6(B) is a new provision which provides that new shares may be issued for no consideration. This is in line with new section 68 of the Companies Act, which clarifies that a company having a share capital may issue shares for which no consideration is payable to the issuing company.

(c) ***Article 12 (Article 60(1) of Existing Constitution).*** Article 12, which relates to the Company's power to alter its share capital, has new and revised provisions which:

(i) empower the Company, by ordinary resolution, to convert its share capital or any class of shares from one currency to another currency. This is in line with new section 73 of the Companies Act, which sets out the procedure for such redenominations; and

(ii) empower the Company, by special resolution, to convert one class of shares into another class of shares. This is in line with new section 74A of the Companies Act, which sets out the procedure for such conversions.

(d) ***Article 19 (Articles 17 and 18 of Existing Constitution).*** The specific requirement to disclose the amount paid on the shares in the share certificate relating to those shares has been removed in article 19, which relates to share certificates, and replaced with a general provision that every share certificate shall be issued in accordance with the requirements of the Companies Act and be under the common seal or signed in the manner set out in the Companies Act. Under section 123(2) of the Companies Act, as amended pursuant to the Amendment Act, the requirement to disclose the

amount paid on the shares in the share certificate has been removed, and 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. In addition, although section 123(2) stipulates that a share certificate is to be issued under the common seal of the Company, upon new section 41C of the Companies Act (as introduced by the 2017 Amendment Act) coming into force, the affixation of the common seal to a share certificate may be dispensed with provided that the share certificate is signed:

(i) on behalf of the Company by a Director of the Company and a Secretary of the Company;

(ii) on behalf of the Company by at least two Directors of the Company; or

(iii) on behalf of the Company by a Director of the Company in the presence of a witness who attests the signature.

(e) ***Article 56 (Article 75 of Existing Constitution).*** Article 56, which relates to the routine business that is transacted at an annual general meeting, has been revised to:

(i) substitute the reference to "accounts" with "financial statements", and the reference to "the report of the Directors" with "Directors' statement", for consistency with the updated terminology in the Companies Act;

(ii) expand the routine business items to include, in addition to the appointment of a new Auditor, the re-appointment of the retiring Auditor; and

(iii) clarify the types of Directors' remuneration which will be subject to Shareholders' approval as routine business.

(f) ***Article 64(B) (Article 80 of Existing Constitution).*** Article 64(B), which relates to the method of voting at a general meeting where mandatory polling is not required, has been revised to reduce the threshold for eligibility to demand a poll from 10% to 5% of the total voting rights of the members having the right to vote at the meeting, or of the total sum paid up on all the shares conferring that right. This is in line with section 178 of the Companies Act, as amended pursuant to the Amendment Act.

(g) ***Articles 68, 74 and 76(A) (Articles 85, 90 and 93 of Existing Constitution).*** These articles, which relate to the voting rights of members and the appointment and deposit of proxies, have new provisions which cater to the multiple proxies regime introduced by the Amendment Act. The multiple proxies regime allows "relevant intermediaries", such as banks, capital markets services licence holders which provide custodial services for securities and the Central Provident Fund Board, to appoint more than two proxies to attend, speak and vote at general meetings. In particular:

(i) article 74(A) provides that save as otherwise provided in the Companies Act, a Shareholder who is a "relevant intermediary" may appoint more than two proxies to attend, speak and vote at the same general meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Shareholder, and where such Shareholder's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed must be specified in the form of proxy. This is in line with new section 181(1C) of the Companies Act;

(ii) article 74(B) provides that the Company will be entitled and bound to reject an instrument of proxy lodged by a Depositor if he is not shown to have shares entered against his name in the Depository Register as at 72 (previously 48) hours before the time of the relevant general meeting. Consequential changes have also been made in articles 68 and 74(B) to make it clear that the number of votes which a Depositor or his proxy can cast on a poll is the number of

shares entered against his name in the Depository Register as at 72 (previously 48) hours before the time of the relevant general meeting. This is in line with new section 81SJ(4) of the SFA;

(iii) article 68 provides that in the case of a Shareholder who is a "relevant intermediary" and who is represented at a general meeting by two or more proxies, each proxy shall be entitled to vote on a show of hands. This is in line with new section 181(1D) of the Companies Act; and

(iv) the cut-off time for the deposit of proxies has been extended from 48 to 72 hours before the time appointed for holding the general meeting in article 76(A). This is in line with section 178(1)(c) of the Companies Act, as amended pursuant to the Amendment Act.

(h) ***Article 113 (Articles 115 and 116 of Existing Constitution).*** Article 113, which relates to the general powers of the Directors to manage the Company's business, clarifies that the business and affairs of the Company are to be managed by or under the direction of or, additionally, under the supervision of, the Directors. This is in line with section 157A of the Companies Act, as amended pursuant to the Amendment Act.

(i) ***Articles 141 and 142 (Articles 152, 153 and 154 of Existing Constitution).*** Article 142, which relates to the sending of the Company's financial statements and related documents to Shareholders, additionally provides that such documents may, subject to the listing rules of the SGX-ST, be sent less than 14 days before the date of the general meeting with the agreement of all persons entitled to receive notices of general meetings. This is in line with new section 203(2) of the Companies Act, which provides that the requisite financial statements and other related documents may be sent less than 14 days before the date of the general meeting at which they are to be laid if all the persons entitled to receive notice of general meetings of the company so agree. Notwithstanding this proviso, the Company is currently required to comply with Rule 707(2) of the Catalist Rules, which provides that an issuer must issue its annual report to shareholders and the SGX-ST at least 14 days before the date of its annual general meeting.

The references to the Company's "accounts", "profit and loss account(s)" and Directors' "reports" have also been updated/substituted in articles 141 and 142 with references, or additional references, to "financial statements" and Directors' "statements", as appropriate, for consistency with the updated terminology in the Companies Act.

(j) ***New articles 145(B) to (F).*** Articles 145(B) to (F), which relate to the service of notices to Shareholders using electronic communications, have new provisions to facilitate the electronic transmission of notices and documents following the introduction of simplified procedures for the sending of notices and documents electronically pursuant to new section 387C of the Companies Act.

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

There is express consent if a shareholder expressly agrees with the company that notices and documents may be given, sent or served on him using electronic communications. As at the Latest Practicable Date, section 387C stipulates that there is deemed consent if the constitution (i) provides for the use of electronic communications and specifies the mode of electronic communications, and (ii) specifies that shareholders will be given an opportunity to elect, within a specified period of time, whether to receive electronic or physical copies of such notices and documents, and the shareholder fails to make an election within the specified period of time. Section 387C, as amended pursuant to the 2017 Amendment Act, stipulates that there is "deemed consent" if (i) a shareholder was by notice in writing given an

opportunity to elect, within such period of time specified in the notice, whether to receive the notice or document by way of electronic communications or as a physical copy, and (ii) the shareholder fails to make an election within the time so specified. Section 387C also stipulates that there is implied consent if the constitution (i) provides for the use of electronic communications and specifies the mode of electronic communications, and (ii) 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. It should be noted that certain safeguards for the use of the deemed consent and implied consent regimes are prescribed under new regulation 89C of the Companies Regulations and that these must be complied with.

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

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

In particular:

(i) article 145(B) provides that notices and documents may be sent to Shareholders using electronic communications either to a Shareholder's current address (which may be an email address) or by making it available on a website;

(ii) article 145(C) provides that for these purposes, a Shareholder is deemed to have agreed to receive such notice or document by way of electronic communications and shall not have a right to elect to receive a physical copy of such notice or document (this is the implied consent regime permitted under new section 387C); and

(iii) article 145(D) provides that notwithstanding sub-paragraph (ii) above, the Directors may decide to give Shareholders an opportunity to elect to opt out of receiving such notice or document by way of electronic communications, and a Shareholder is deemed to have consented to receive such notice or document by way of electronic communications if he was given such an opportunity but failed to opt out within the specified time (this is the deemed consent regime permitted under new section 387C).

Article 145(E) additionally provides for when service is effected in the case of notices or documents sent by electronic communications. In particular, where a notice or document is made available on a website, it is deemed served on the date on which the notice or document is first made available on the website, unless otherwise provided under the Companies Act and/or other applicable regulations or procedures. Further, under article 145(F), in the case of service on a website, the Company must give separate notice of the publication of the notice or document on that website and the manner in which the notice or document may be accessed by (1) sending such separate notice to Shareholders personally or by post, and/or (2)

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

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

On 22 March 2017, the SGX-ST announced that the listing rules would be amended, with effect from 31 March 2017, to permit listed issuers to send documents to shareholders electronically under the new regimes permitted under the Companies Act, subject to the additional safeguards prescribed under the listing rules. If the Company decides to make use of the new regimes to transmit documents electronically to Shareholders, the Company will comply with the SGX-ST's listing rules on the subject.

(k) ***Article 152 (Article 171 of Existing Constitution).*** Article 152, which relates to Directors' indemnification, has been expanded to permit the Company, subject to the provisions of and so far as may be permitted by the Companies Act, to indemnify a Director against losses "to be incurred" by him in the execution of his duties. This is in line with new sections 163A and 163B of the Companies Act, which permit a company to lend, on specified terms, funds to a director for meeting expenditure incurred "or to be incurred" by him in defending court proceedings or regulatory investigations.

5.3.2 ***Objects Clauses***

The existing objects clauses contained in the Existing Constitution are proposed to be deleted and substituted with a general provision in the New Constitution (see new article 4) to the effect that, subject to the provisions of the Companies Act and any other written law and its constitution, the Company has:

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

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

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

By deleting the existing objects clauses (which sets out an extensive list of the activities which the Company has capacity or power to engage in) and taking advantage of the flexibility afforded by section 23, the Company will have all the powers of a natural person, with full capacity and ability to carry on or undertake any business or activity, and to enter into any transaction. This will facilitate the Company in adapting to the rapidly changing business environment, and to undertake various business activities and enter into business transactions for the benefit of the Company and its Shareholders. The proposed change will also remove any uncertainty as to whether the Company has the power to act in a particular way or to engage in a particular transaction arising from unduly restrictive provisions in the specific objects clauses.

Notwithstanding the deletion of the existing objects clauses, the Company will still be required to comply with the Companies Act and the Catalist Rules in carrying on its business and undertaking business activities. For example, if required by Chapter 10 of the Catalist Rules, the Company will have to obtain Shareholders' approval to enter into a transaction for the acquisition or disposal of assets. Also, Rule 103(7) of the Catalist Rules provides that the SGX-ST reserves the right to subject a change in the principal business of the Company to the SGX-ST's approval if in the SGX-ST's opinion, the integrity of the market may be adversely affected, or it is in the interests of the public to do so.

5.3.3 ***Catalist Rules***

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

The following articles have been included in the New Constitution, or updated, to ensure consistency with the listing rules of the SGX-ST prevailing as at the Latest Practicable Date, in compliance with Rule 730 of the Catalist Rules:

(a) ***New article 6(A).*** Article 6(A) is a new provision which provides that the rights attaching to shares of a class other than ordinary shares must be expressed in the constitution. This is in line with paragraph (1)(b) of Appendix 4C of the Catalist Rules.

(b) ***Article 8(A) (Article 10 of Existing Constitution).*** Article 8(A), which relates to preference shares, provides that preference shares may be issued subject to such limitation thereof as may be prescribed by the SGX-ST. This is in line with paragraph (1)(a) of Appendix 4C of the Catalist Rules.

(c) ***Article 41 (Article 47 of Existing Constitution).*** Article 41, which relates to the requirement for Directors to serve a notice in writing stating the facts which are considered to justify a refusal to register a transfer of shares to the applicant, provides that such notice must be served within ten market days (previously within one month) after the date on which the application for a transfer of shares was made. This is in line with Rule 733 of the Catalist Rules.

(d) ***Articles 64, 65, 66 and 67 (Articles 80, 81, 82 and 84 of Existing Constitution).*** Article 64, which relates to the method of voting at general meetings, has new provisions to make it clear that, if required by the listing rules of any stock exchange upon which shares in the Company may be listed, all resolutions at general meetings shall be voted by poll (unless such requirement is waived by the SGX-ST). Consequential changes have been made to articles 65, 66 and 67. Article 65 additionally provides that, if required by the listing rules of any stock exchange upon which shares in the Company may be listed, scrutineers will be appointed. These changes are in line with Rule 730A of the Catalist Rules.

(e) ***Article 93 (Article 104(1) of Existing Constitution) and new article 96.*** Article 93, which relates to the vacation of office of a Director in certain events, additionally provides that the office of a Director shall become vacant if he is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds. Article 96 is a new provision which relates to the filling of the office vacated by a retiring Director in certain default events, and provides 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)(m) of Appendix 4C of the Catalist Rules.

(f) ***Article 98 (Article 110 of Existing Constitution).*** Article 98, which relates to notices of intention to appoint Directors, provides that no person other than a Director retiring at the meeting shall unless recommended by the Directors for election, be eligible for appointment as a Director at any general meeting unless not less than 11 nor more than 42 clear days, exclusive (previously inclusive) of the date on which the notice is given, before the meeting, there has been lodged at the registered office notice in writing from a member of his intention to propose such person for election or notice in writing from the person to be proposed giving his consent to the nomination and signifying his candidature for the office. These changes are in line with paragraph (9)(g) of Appendix 4C of the Catalist Rules.

5.3.4 ***PDPA***

In general, under the Personal Data Protection Act 2012, an organisation can only collect, use or disclose the personal data of an individual with the individual's consent, and for a reasonable purpose which the organisation has made known to the individual. New article 154 specifies, *inter alia*, the purposes for which the Company and/or its agents and service providers would collect, use and disclose personal data of members and their appointed proxies or representatives.

5.3.5 ***General***

The following articles have been included in the New Constitution, or have been updated, streamlined and rationalised generally:

(a) ***New article 10.*** Article 10 is a new provision which clarifies that the special rights attached to any class of shares having preferential rights shall not unless otherwise expressly provided by the terms of issue thereof be deemed to be varied by the issue of further shares as regards participation in the profits or assets of the Company in some or all respects *pari passu* therewith but in no respect in priority thereto.

(b) ***Articles 13(B) and (C) (Article 16 of Existing Constitution).*** Article 13(B), which relates to the Company's power to purchase or otherwise acquire its issued shares, contains updated provisions to cater for the holding of any such purchased or acquired shares in treasury, in accordance with the Companies Act. Further, it is provided in article 13(C) that the Company shall not exercise any right in respect of treasury shares other than as provided in the Companies Act. Subject thereto, the Company may hold or deal with its treasury shares in the manner authorised by, or prescribed pursuant to, the Companies Act.

(c) ***Article 20 (Articles 13 and 19 of Existing Constitution).*** Article 20, which relates to the rights and liabilities of joint holders of shares, has been streamlined with respect to the registration of such joint holders and the issue of share certificate(s). In addition, certain existing provisions relating to the issue of share certificates have been removed as they are addressed in articles 25, 69, 134, 136, 146 and 147 of the New Constitution.

(d) ***Article 34 (Article 38 of Existing Constitution).*** Article 34, which relates to the liabilities of Members whose shares have been forfeited or surrendered, additionally provides that the Directors may at their absolute discretion enforce the payment of the moneys payable on such shares without any allowance for the value of the shares at the time of forfeiture or surrender.

(e) ***Article 41 (Articles 46 and 47 of Existing Constitution)***. Article 41, which relates to the Directors' power to decline to register a transfer of shares, additionally provides that the Directors may, in the case of shares not fully paid-up, refuse to register a transfer to a transferee of whom they do not approve.

(f) ***Article 43 (Article 44 of Existing Constitution) and new article 45.*** The provision in Article 44 of the Existing Constitution that any instrument of transfer which the Directors may decline to register shall be returned upon demand to the person depositing the same has been removed in the equivalent article 43 of the New Constitution. Article 45 is a new provision which provides that the Company shall be entitled to destroy (*inter alia*) all instruments of transfer which have been registered at any time after the expiration of six years from the date of registration.

(g) ***Article 51 (Article 54 of Existing Constitution)***. Article 51, which relates to the rights of stockholders, additionally provides that conversion of shares into stock shall not affect or prejudice any preference or other special privileges attached to the shares so converted.

(h) ***Article 52 (Articles 66 and 67 of Existing Constitution).*** Article 52, which relates to the time-frame for holding annual general meetings, has been revised to remove the specific requirement that, save as otherwise permitted under the Companies Act, an annual general meeting is to be held once in every year and within a period of not more than 15 months after the holding of the last preceding annual general meeting. This has been replaced with a general provision that an annual general meeting shall be held in accordance with the provisions of the Companies Act. The change will accommodate any amendments which may be made to the Companies Act from time to time as regards the timelines for holding annual general meetings.

(i) ***Articles 58, 59, 60 and 61 (Articles 71, 76, 77, 78 and 79 of the Existing Constitution) and new article 62.*** These articles, which relate to general meetings, have been updated and rationalised. In particular, article 58 rationalises the selection of a chairman for a General Meeting in the event that the Chairman of the Board, the Deputy Chairman, and all of the other Directors (in that sequential order) are unable or unwilling to take the chair. Article 59, which relates to the quorum for general meetings, additionally provides that a proxy representing more than one member shall only count as one member, and that where a member is represented by more than one proxy such proxies shall count as only one member, for the purpose of determining the quorum.

Article 60, which relates to the adjournment of a general meeting if a quorum is not present, has been revised to make it clear that this can occur if a quorum is not present within half an hour from the time appointed for the meeting, "or such longer interval as the Chairman of the Meeting may think fit to allow", and further that 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", "or such other day, time or place as the Directors may by not less than ten days' notice appoint". Article 60 additionally provides that at the adjourned meeting, any one or more members present in person or by proxy or attorney or in the case of a corporation by a representative shall be a quorum.

Article 61, which relates to adjourned meetings, permits a general meeting to be adjourned *sine die* (i.e. without a date fixed at the time of the adjournment). Article 61 additionally provides that where a general meeting is adjourned *sine die*, the time and place for the adjourned meeting is to be fixed by the Directors, and notice of the adjourned meeting must be given as in the case of the original meeting. In addition, article 61 further provides that when a general meeting is adjourned for 30 days or more *sine die*, not less than 7 days' notice of the adjourned meeting must be given as in the case of the original meeting.

Article 62 is a new provision which provides that it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting, save as expressly provided in the Constitution.

(j) ***New article 63.*** Article 63 is a new provision which relates to amendments of resolutions at general meetings. Article 63 provides that if an amendment is ruled out of order in good faith by the Chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling, and further that in the case of a special resolution, no amendment (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.

(k) ***Articles 70, 78 and 93(e) (Articles 88, 95 and 104(1) of Existing Constitution).*** These articles have been updated to substitute the references to insanity and a person of unsound mind with references to mental disorder and a person who is incapable of managing himself or his 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.

(l) ***Articles 72 and 73 of Existing Constitution.*** Articles 72 and 73 of the Existing Constitution, which relate to the procedures for the submission of resolutions to any general meeting by members, have been removed in the New Constitution, to be in line with the provisions of the Companies Act.

(m) ***Articles 75 and 76 (Articles 92, 93 and 94 of Existing Constitution).*** Article 75, which relates to the execution of proxies, has new provisions to facilitate the appointment of a proxy through electronic means online. In particular, article 75 provides that a member can elect to signify his approval for the appointment of a proxy via electronic communication, through such method and in such manner as may be approved by the Directors, in lieu of the present requirement of signing, or where applicable, the affixation of the corporate member's common seal.

For the purpose of accommodating the deposit by members, and receipt by the Company, of electronic proxy instructions by members who elect to use the electronic appointment process, article 76, which relates to the deposit of proxies, has new provisions which authorise the Directors to prescribe and determine the manner of receipt by the Company of the instrument appointing a proxy through digital means.

Article 76 further provides, as an additional clarification, that the instrument of 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, and further that an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been delivered in accordance with article 76 shall not be required again to be delivered for the purposes of any subsequent meeting to which it relates.

(n) ***Article 79 (Article 91 of Existing Constitution).*** Article 79, which relates to corporations acting by representatives at general meetings, additionally provides that such corporation shall for the purposes of the New Constitution (but subject to the Companies Act) be deemed to be present in person at any such meeting if a person duly authorised by the corporation to act as its representative is present at the meeting.

(o) ***Article 80 (Article 98 of the Existing Constitution).*** Article 80, which relates to the number of Directors of the Company, provides for a minimum of two and no limitation on the maximum number (whereas Article 98 of the Existing Constitution sets the minimum number at three and the maximum number at nine).

(p) ***Article 82 (Article 102(2) of Existing Constitution)***. Article 82, which relates to the fees of the Directors, additionally provides that any Director who holds office for part only of the period in respect of which such fees are payable shall be entitled only to rank in division for a proportion of fees related to the period during which he has held office.

(q) ***New Articles 87(A) and 88.*** These are new provisions to clarify that the Directors may appoint one or more of their body to be the holder of any executive office including, where considered appropriate, the office of Chairman or Deputy Chairman, on such terms and for such period as they may (subject to the relevant statutes) determine, and may entrust to and confer upon any Directors holding any executive office any of the powers exercisable by them as Directors.

(r) ***Articles 89, 90, 91 and 92 (Articles 112, 113 and 114 of Existing Constitution)***. The references to "Managing Director" in the Existing Constitution have been replaced with references to "Chief Executive Officer" in articles 89, 90, 91 and 92 of the New Constitution.

(s) ***Article 93 (Article 104(1) of Existing Constitution).*** Article 93, which relates to the vacation of office of a Director in certain events, additionally provides that a Director shall cease to hold office if he is removed by the Company in general meeting. Article 93(f) has also been revised to provide that a Director shall cease to hold office

if he absents himself from meetings of the Directors for a continuous period of six months without special leave of absence from the Board of Directors and the Board of Directors passes a resolution that he has by reason of such absence vacated office.

Failure by a Director to declare the nature of his interest in the manner required by the relevant statutes, where he is directly or indirectly interested in any contract or proposed contract with the Company has been removed as a vacation event in article 93.

(t) ***Article 94 (Article 104 of Existing Constitution)***. Article 94, which relates to the retirement of Directors by rotation, clarifies that the Directors who are to retire by rotation are to be selected in accordance with article 95 and are in addition to any Director retiring pursuant to article 100.

(u) ***New article 96.*** New article 96 relates to the filling of the office vacated by a retiring Director in default circumstances except in certain cases. Article 96 further provides that the retirement of a Director shall not have effect until the conclusion of the meeting, except where a resolution is passed to elect some other person in his place, or a resolution for his re-election is lost, and accordingly a retiring Director who is re-elected will continue in office without a break.

(v) ***Article 99 (Article 118 of Existing Constitution).*** Article 99, which relates to the removal of Directors, additionally provides that the Company may by Ordinary Resolution of which special notice has been given remove any Director from office, notwithstanding any provision of the New Constitution or of any agreement between the Company and such Director, but without prejudice to any claim for damages for breach of any such agreement. Article 99 further provides that the Company may appoint another person in place of a Director so removed from office and any person so appointed shall be treated for the purpose of determining the time at which he or any other Director is to retire by rotation as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment, the vacancy arising upon the removal of a Director from office may be filled as a casual vacancy.

Article 111 of the Existing Constitution, which provides that the Company by Special Resolution in general meeting may increase or reduce the number of Directors in office, has been removed in the New Constitution accordingly.

(w) ***Article 100 (Article 117 of Existing Constitution)***. Article 100, which relates to the Directors' power to appoint a person to be a Director either to fill a casual vacancy or as an additional Director, clarifies that the Company may do the same by Ordinary Resolution, and that such Director shall not be taken into account in determining the number of Directors who are to retire by rotation at the next Annual General Meeting.

(x) ***Article 101 (Article 101 of Existing Constitution)***. Article 101, which relates to alternate Directors, contains additional provisions regulating the appointment and powers of such Directors. In particular, article 101 additionally provides that an alternate Director shall be entitled to be repaid expenses and to be indemnified to the extent applicable as if he were a Director.

(y) ***Article 102 (Articles 120 and 122 of Existing Constitution).*** Article 102, which relates generally to meetings and proceedings of the Directors, rationalises and streamlines the equivalent provisions of the Existing Constitution. In particular, article 102(A), which relates to Directors' meetings, additionally provides that any Director may waive notice of any meeting and that any such waiver may be retroactive. Article 102(A) further clarifies that the accidental omission to give any Director, or the non-receipt by any Director of, a notice of meeting of Directors shall not invalidate the proceedings at that meeting. Article 102(B), which relates to participation in Directors' meeting by telephone or video conference, contains updated provisions regulating the proceedings at such meetings.

(z) ***Article 106 (Article 125 of Existing Constitution).*** Article 106, which relates to proceedings of Directors in cases of vacancies, provides that in the event that the number of Directors is reduced below the minimum number, and there are no Directors or Director able or willing to act to fill up such vacancy or to summon a general meeting, then, additionally, any two members may summon a general meeting for the purpose of appointing Directors.

(aa) ***Article 109 (Article 126 of Existing Constitution).*** Article 109, which relates to the Directors' power to appoint committees, contains additional provisions to permit the Directors to co-opt other persons (who are not Directors) to such committees, and for such co-opted persons to have voting rights as members of such committees.

(bb) ***New article 122***. Article 122 is a new provision which empowers any Director or the Secretary or any person appointed by the Directors to authenticate documents relating to the Company, and to certify copies or extracts of such documents as true copies or extracts. New article 122 further provides that any such authentication or certification may be made by any electronic means approved by the Directors incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors.

(cc) ***New article 130.*** Article 130 is a new provision which provides that the waiver of any dividend by any document is effective only if the document is signed by the shareholder (or person entitled in consequence of death or bankruptcy) and delivered to the Company and if or to the extent that it is accepted as such or acted upon by the Company.

(dd) ***New article 133.*** Article 133 is a new provision which will facilitate, if and when desired, the implementation of a scrip dividend scheme enabling Shareholders to elect to receive scrip in lieu of the cash amount of a qualifying dividend.

(ee) ***New article 139.*** Article 139 is a new provision which extends the power to issue free shares and/or to capitalise reserves, to allow them to be applied for share-based incentive plans, as well as for the benefit of non-executive Directors as part of their Directors' remuneration. This will enable the Company to deliver awards of shares to participants under a share-based incentive plan for the time being of the Company, as well as enable the Company, if it so desires, to remunerate its non-executive Directors (subject to Shareholders' approval being obtained therefor) by way of Directors' fees in the form of shares, or in a combination of cash and shares.

(ff) ***New articles 143 and 144***. Articles 143 and 144 are new provisions which relate to the Auditor. New article 143 provides that, subject to the provisions of the relevant statutes, all acts done by the 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 subsequently became disqualified. New article 144 further provides that the Auditor is entitled to attend any general meeting, to receive all notices and other communications relating to any general meeting, and to be heard at any general meeting on any part of the business which concerns him as Auditor.

(gg) ***Article 145(A) (Article 159(2) of Existing Constitution).*** Article 145(A), which relates to the service of notices or documents personally or by post, provides that where a Shareholder has no registered address within Singapore, such notice or document may be sent or delivered to the address, if any, within Singapore supplied by him to the Company or the Depository (as the case may be) as his address for the service of notices.

(hh) ***New article 151.*** Article 151 is a new provision which provides that, in the event of a winding up of the Company, every member who is not in Singapore must appoint some householder in Singapore upon whom notices etc. in relation to the winding up may be served and in default, the liquidator may appoint some such person.

(ii) ***Abolished concepts, etc. in the Existing Constitution.*** Existing provisions of the Existing Constitution based on and/or referencing concepts that have been abolished in Singapore company law, specifically, the concepts of authorised share capital, par (or nominal) value of shares, share premium and discount, respectively, will not be ported across to the New Constitution.

5.4 **Appendices 2 and 3.** The text of the principal provisions in the New Constitution which are significantly different from the equivalent provisions in the Existing Constitution, or which have been included in the New Constitution as new provisions, or which have been removed in the New Constitution, is set out in Appendix 2 to this Letter and the main differences are blacklined. The existing objects clauses in the Existing Constitution which are proposed to be deleted and replaced with a general provision in the New Constitution as described in paragraph 5.3.2 above are set out in Appendix 3 to this Letter. The proposed adoption of the New Constitution is subject to Shareholders' approval.

6. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

6.1 **Directors' Interests in Shares.** The interests of the Directors in the Shares as recorded in the Register of Directors' Shareholdings as at the Latest Practicable Date are set out below:

	Direct Interest		Deemed Interest	
Director	**No. of Ordinary Shares**	**%**	**No. of Ordinary Shares**	**%**
Koh Keng Siang	6,242,253	0.84	485,556,148[1]	64.95[1]
Shin Yong Seub	-	-	-	-
Koh Choon Leng	-	-	-	-
Tan Hwa Peng	-	-	-	-

Notes:

[1] Koh Keng Siang is deemed interested in (i) 2,000 shares held by his spouse, (ii) 2,740,000 shares in respect of a deed of settlement and CDP Form 4.2 executed by Koh Tiat Meng ("**KTM**") in relation to KTM's shares in Koh Brothers Group Limited, and (iii) 482,814,148 shares held by Koh Brothers Group Limited.

6.2 **Substantial Shareholders' Interests in Shares.** The interests of the substantial Shareholders in Shares as recorded in the Register of Substantial Shareholders as at the Latest Practicable Date are set out below:

	Direct Interest		Deemed Interest	
Substantial Shareholder	**No. of Ordinary Shares**	**%**	**No. of Ordinary Shares**	**%**
Koh Brothers Group Limited	482,814,148	64.59	-	-
Tan Tze Wen	52,942,557	7.08	-	-
Koh Keng Siang	6,242,253	0.84	485,556,148[1]	64.95[1]

Notes:

[1] Koh Keng Siang is deemed interested in (i) 2,000 shares held by his spouse, (ii) 2,740,000 shares in respect of a deed of settlement and CDP Form 4.2 executed by KTM in relation to KTM's shares in Koh Brothers Group Limited, and (iii) 482,814,148 shares held by Koh Brothers Group Limited.

7. DIRECTORS' RECOMMENDATIONS

7.1 **Proposed Renewal of the IPT Mandate.** The Directors who are considered independent for the purposes of the proposed renewal of the IPT Mandate are Mr Koh Choon Leng, Mr Shin Yong Seub and Mr Tan Hwa Peng. Mr Koh Choon Leng, Mr Shin Yong Seub and Mr Tan Hwa Peng are of the opinion that the proposed renewal of the IPT Mandate to permit entry into the Interested Person Transactions (as described in paragraph 3 of Appendix 1) between the EAR Group (as described in paragraph 2 of Appendix 1) and the Interested Persons (as described in paragraph 3 of Appendix 1) in the ordinary course of its business will enhance the efficiency of the Group and is in the best interests of the Company. For the reasons set out in paragraph 2 of Appendix 1, Mr Koh Choon Leng, Mr Shin Yong Seub and Mr Tan Hwa Peng recommend that Shareholders vote in favour of Ordinary Resolution No. 8, being the Ordinary Resolution relating to the proposed renewal of the IPT Mandate to be proposed at the 2017 AGM.

7.2 **Proposed Adoption of the Share Buy Back Mandate.** The Directors are of the opinion that the proposed adoption of the Share Buy Back Mandate is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of Ordinary Resolution No. 9, being the Ordinary Resolution relating to the proposed adoption of the Share Buy Back Mandate to be proposed at the 2017 AGM.

7.3 **Proposed Adoption of the KBE PSP.** All the Directors (other than Mr Koh Keng Siang, a controlling shareholder (as defined in the Catalist Rules) of the Company) will be eligible to participate in the KBE PSP (as proposed to be adopted). Accordingly, the Directors, other than Mr Koh Keng Siang, have refrained from making any voting recommendation to Shareholders in respect of Ordinary Resolution No. 10, being the Ordinary Resolution relating to the proposed adoption of the KBE PSP to be proposed at the 2017 AGM. Mr Koh Keng Siang is of the opinion that the proposed adoption of the KBE PSP is in the best interests of the Company. Accordingly, he recommends that Shareholders vote in favour of Ordinary Resolution No. 10, being the Ordinary Resolution relating to the proposed adoption of the KBE PSP to be proposed at the 2017 AGM.

The Directors, other than Mr Koh Keng Siang, will abstain from voting their Shares (if any) on Ordinary Resolution No. 10, and will decline to accept appointment as proxies for Shareholders to vote in respect of Ordinary Resolution No. 10, 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 No. 10.

Any Shareholder who is eligible to participate in the KBE PSP must abstain from voting their Shares on Ordinary Resolution No. 10. Such Shareholder should also decline to accept appointment as proxy or attorney for Shareholders to vote in respect of Ordinary Resolution No. 10, 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 No. 10.

7.4 **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 Special Resolution No. 11 relating to the proposed adoption of the New Constitution to be proposed at the 2017 AGM.

8. INSPECTION OF DOCUMENTS

The following documents are available for inspection at the registered office of the Company at 11 Lorong Pendek, Koh Brothers Building, Singapore 348639 during normal business hours from the date of this Letter up to the date of the 2017 AGM:

(a) the Annual Report of the Company for the financial year ended 31 December 2016;

(b) the 2016 Circular;

(c) the Existing Constitution;

(d) the proposed New Constitution; and

(e) the proposed rules of the KBE PSP.

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Letter and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Letter constitutes full and true disclosure of all material facts about the Proposals, and the Company and its subsidiaries which are relevant to the Proposals, and the Directors are not aware of any facts the omission of which would make any statement in this Letter misleading. Where information in this Letter has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Letter in its proper form and context.

Yours faithfully

For and on behalf of the Board of Directors of
Koh Brothers Eco Engineering Limited

Koh Keng Siang
Chairman

APPENDIX 1

THE IPT MANDATE

1. Chapter 9 of the Catalist Rules

1.1 Chapter 9 of the listing manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), Section B: Rules of Catalist (the "**Catalist Rules**") governs transactions by a listed company, as well as transactions by its subsidiaries and associated companies that are considered to be at risk, with the listed company's interested persons. Under this Chapter, a listed company is required to make an immediate announcement, or to make an immediate announcement and seek its shareholders' approval for a transaction, when the value of that transaction alone or on aggregation with other transactions conducted with the interested person during the financial year reaches, or exceeds, certain materiality thresholds.

1.2 Except for certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk to its interested persons and hence are excluded from the ambit of Chapter 9, immediate announcement and shareholders' approval would be required in respect of transactions with interested persons if certain financial thresholds (which are based on the value of the transaction as compared with the listed company's latest audited consolidated net tangible assets ("**NTA**")) are reached or exceeded. In particular, shareholders' approval is required for an interested person transaction of a value equal to, or which exceeds:

(a) 5% of the listed company's latest audited consolidated NTA; or

(b) 5% of the listed company's latest audited consolidated NTA, when aggregated with other transactions entered into with the same interested person (as such term is construed under Chapter 9 of the Catalist Rules) during the same financial year.

1.3 Based on the latest audited consolidated financial statements of Koh Brothers Eco Engineering Limited ("**KBE**" or the "**Company**") and its subsidiaries (the "**Group**") for the financial year ended 31 December 2016, the consolidated NTA of the Group was approximately S$32,512,000. In relation to KBE, for the purposes of Chapter 9 of the Catalist Rules, in the current financial year and until such time as the consolidated audited financial statements of the Group for the financial year ending 31 December 2017 are published, 5% of the latest audited consolidated NTA of the Group would be approximately S$1,625,600.

1.4 Chapter 9 of the Catalist Rules, however, permits a listed company to seek a mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials (but not in respect of the purchase or sale of assets, undertakings or businesses) that may be carried out with the listed company's interested persons. A general mandate is subject to annual renewal.

1.5 Under the Catalist Rules:

(a) an "**entity at risk**" means:

(i) the listed company;

(ii) a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange; or

(iii) an associated company of the listed company that is not listed on the SGX-ST or an approved exchange, provided that the listed company and/or its subsidiaries (the "**listed group**"), or the listed group and its interested person(s), has control over the associated company;

(b) (in the case of a company) an "**interested person**" means a director, chief executive officer or controlling shareholder of the listed company or an associate of such director, chief executive officer or controlling shareholder;

(c) (in the case of a company) an "**associate**" in relation to an interested person who is a director, chief executive officer or controlling shareholder means an immediate family member (that is, the spouse, child, adopted child, step-child, sibling or parent) of such director, chief executive officer or controlling shareholder, the trustees of any trust of which the director/his immediate family, the chief executive officer/his immediate family or controlling shareholder/his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object, and any company in which the director/his immediate family, the chief executive officer/his immediate family or controlling shareholder/his immediate family has an aggregate interest (directly or indirectly) of 30% or more, and, where a controlling shareholder is a corporation, means its subsidiary or holding company or fellow subsidiary or a company in which it and/or they have (directly or indirectly) an interest of 30% or more;

(d) an "**approved exchange**" means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9 of the Catalist Rules; and

(e) an "**interested person transaction**" means a transaction between an entity at risk and an interested person.

2. Rationale for the IPT Mandate and Benefits to EAR Group

2.1 It is envisaged that in the ordinary course of their businesses, transactions between companies in the EAR Group (as defined below) and KBE's interested persons are likely to occur from time to time. Such transactions would include, but are not limited to, the provision of goods and services in the ordinary course of business of the EAR Group to KBE's interested persons or the obtaining of goods and services from them.

2.2 In view of the time-sensitive nature of commercial transactions in general, the renewal of the IPT Mandate pursuant to Chapter 9 of the Catalist Rules will enable:

(a) KBE;

(b) subsidiaries of KBE (other than a subsidiary that is listed on the SGX-ST or an approved exchange, if any); and

(c) associated companies of KBE (other than an associated company that is listed on the SGX-ST or an approved exchange, if any) over which the Group, or the Group and interested person(s) of KBE has or have control,

(together, the "**EAR Group**"), or any of them, in the ordinary course of their businesses, to enter into the categories of transactions ("**Interested Person Transactions**") set out in paragraph 3 below with the specified classes of KBE's interested persons (the "**Interested Persons**") set out in paragraph 3 below, provided such Interested Person Transactions are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its Shareholders (excluding those who are Interested Persons) (the "**Minority Shareholders**").

2.3 The IPT Mandate (if approved and renewed on an annual basis) will eliminate, amongst others, the need for the Company to convene separate general meetings on each occasion to seek Shareholders' approval as and when Interested Person Transactions arise. This will reduce substantially the administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the Company's corporate objectives and adversely affecting the EAR Group's business opportunities.

2.4 The Board is of the view that the Interested Person Transactions are and will be carried out on an arm's length basis as the terms of the Interested Person Transactions are and will be comparable to the terms of the transactions that the EAR Group enters and will be entering into with other unrelated parties.

2.5 The Board having considered, *inter alia*, the terms and rationale for the IPT Mandate, is of the view that it will be beneficial to the EAR Group to transact with the Interested Persons. Disclosure will be made where required under the prevailing Catalist Rules, in the Company's annual report and financial results on the aggregate value of Interested Person Transactions conducted pursuant to the IPT Mandate during the relevant financial period, and in the annual reports for the subsequent financial years during which the IPT Mandate is in force or announced where required pursuant to the prevailing Catalist Rules.

3. Scope of the IPT Mandate

3.1 Classes of Interested Persons

The IPT Mandate will apply to any Interested Person Transaction that is carried out between (a) the EAR Group, with (b) Koh Brothers Group Limited ("**KBG**") and/or its associates (as defined in the Catalist Rules) (the "**Interested Persons**").

3.2 Categories of Interested Person Transactions

The categories of Interested Person Transactions which will be covered by the IPT Mandate include:

(a) *General Transactions*

General transactions by the EAR Group relating to the provision to, and obtaining from, the Interested Persons of the following products and services in the normal course of business of the EAR Group in providing services for (i) water and wastewater treatment; (ii) hydro-engineering projects and/or (iii) construction (including but not limited to building and infrastructure) activities:

(i) the engagement and/or provision of contractor services and supplier services in respect of (i) water and wastewater treatment; (ii) hydro-engineering projects and (iii) construction (including but not limited to building and infrastructure) activities;

(ii) the rental, sale or purchase (as the case may be) of materials, plants, machinery and equipment (which is in the ordinary course of business, and save for those transactions which fall under the ambit of Chapter 10 of the Catalist Rules) for (i) water and wastewater treatment; (ii) hydro-engineering projects and (iii) construction (including but not limited to building and infrastructure) activities;

(iii) the engagement and/or provision of logistics and transportation services;

(iv) the engagement and/or provision of drainage system services, including but not limited to design, fabrication, delivering, installing and testing systems;

(v) the engagement and/or provision of project development and/or management services, including but not limited to application for relevant permits, licences and approvals, management of tender process, advice on appointment of consultants, liaison with relevant authorities, liaison with consultants and contractors, supervision of work and the engagement and provision of financial and administrative support services related to such projects;

(vi) the engagement and/or provision of services for (i) water and wastewater treatment; (ii) hydro-engineering projects and (iii) construction (including but not limited to building and infrastructure) projects, including, amongst others, labour, design, supply, 3D modelling, delivery, diversion, installation, testing and commission of equipment;

(vii) the provision and/or the obtaining of corporate guarantees and/or performance bonds in relation to obligations which are incidental to or in connection with transactions described in sub-paragraphs (i) to (vi) above and which are in the ordinary course of business; and

(viii) the provision or obtaining of such other products and/or services which are incidental to or in connection with the provision or obtaining of products and/or services in subparagraphs (i) to (vii) above.

(b) *Management and Support Services*

These transactions relate to the provision and/or obtaining of management and support services in the area of professional, administrative and support services, including but not limited to, corporate events, potential and/or existing business development, business relations, investment/project risk review, information technology, and management information systems, intellectual property rights, human resource and staff secondment, insurance, corporate communications (including investor relations), taxation, accounting, internal audit, central purchasing, corporate secretarial services and any other professional, administrative and support services that may arise from time to time.

By having access to such services, the EAR Group will benefit through savings in terms of reduced overheads and greater economies of scale (such as bulk discounts enjoyed by KBG on a group basis). In addition, the EAR Group is able to obtain expertise in the areas of project/investment risk review, business relations and business development through the extensive global network of the Interested Persons and their top executives. The ability to tap on such expertise and experience is important for the EAR Group's ability to respond in a timely manner to take advantage of opportunities as and when they arise.

(c) *Other Services*

Such transactions include:

(i) the leasing of premises and obtaining of property maintenance services; and

(ii) the provision or obtaining of such other products and/or services which are incidental to or in connection with the provision or obtaining of products and/or services in sub-paragraph (i) above.

For the avoidance of doubt, the IPT Mandate does not extend to the purchase or sale of assets, undertakings or businesses between the EAR Group and the Interested Persons. The IPT Mandate will also not cover any Interested Person Transaction that is below S$100,000 in value as the threshold and aggregation requirements of Chapter 9 of the Catalist Rules would not apply to such transactions.

Transactions by the Group with the Interested Persons that do not fall within the ambit of the IPT Mandate shall be subject to the relevant provisions of Chapter 9 of the Catalist Rules and/or other applicable provisions of the Catalist Rules.

4. Guidelines and Review Procedures for the Interested Person Transactions

4.1 Review Procedures

The Directors have confirmed that the EAR Group has in place, *inter alia*, internal control systems, review and approval procedures to ensure that transactions with the "interested persons" (including the Interested Persons) are made on normal commercial terms and/or on an arm's length basis, consistent with the EAR Group's usual business practices and policies and not prejudicial to the interests of the Company and its Minority Shareholders. The Audit and Risk Committee of the Company (which currently comprises Mr Koh Choon Leng (chairman), Mr Koh Keng Siang, and Mr

Tan Hwa Peng) will also review and approve the Interested Person Transactions where applicable, and ensure that all future Interested Person Transactions are carried out on normal commercial terms and will not be prejudicial to the interests of the EAR Group or the Minority Shareholders.

The following review procedures will be implemented after having regard to the nature of Interested Person Transactions and the criteria for establishing review procedures, which is to ensure that such review procedures are adequate and/or commercially practicable in ensuring that the Interested Person Transactions are conducted on normal commercial terms, are in the interest of the Company and are not prejudicial to the interests of the Company and Minority Shareholders:

(a) all Interested Person Transactions shall be conducted in accordance with the EAR Group's usual business practices and policies, consistent or comparable with the usual margins or historical margins or costs (where applicable), rates (including commission) or prices extended to or received by the EAR Group for the same or substantially similar type of transactions between the EAR Group and unrelated third parties, and the terms shall not be more favourable to the Interested Person compared to those extended to or received from unrelated third parties after taking into account the speed of and cost for timely response and mobilisation, credit terms, quality, requirements, specifications, scope, size, complexity and resources required for implementation of the projects for which Interested Persons are providing goods or services, preferential or relatively advantageous access to assets and buyers, asset type, restrictions and array of services including its specialists nature, local knowledge, track record and standing in the relevant markets, risk for such transactions and the attendant cost in managing such risks;

(b) when purchasing any products or obtaining any services (including the leasing of premises) from an Interested Person, in order to ensure that the interests of the EAR Group or the Minority Shareholders are not disadvantaged, comparison will be made with at least two quotations from unrelated/independent third party(ies) as a basis for comparison, from independently verifiable and reliable sources as approved by the Audit and Risk Committee from time to time ("**Approved Independent Sources**"), with advice from relevant employees of the Company with management responsibilities comprising personnel from the finance department and other relevant departments.

The list of Approved Independent Sources will be maintained by the relevant departments and reviewed by the Audit and Risk Committee periodically. Specifically, for the provision of corporate guarantee(s) by an Interested Person, a comparison shall be made with the fees, premium or charges paid or payable by the EAR Group to the bank or other financial institution for the provision of relevant or equivalent performance bond or guarantee with similar or comparable terms including, *inter alia*, duration and guaranteed amount. The purchase price or fee or rates for the products or services, after taking into account factors mentioned in paragraph (a) above, shall not be higher than the most favourable price or fee of the two other quotations (wherever possible or available) from the Approved Independent Sources. Credit terms of the purchases will be comparable to those offered by unrelated third parties. In determining the most competitive price or fee, all pertinent factors, including but not limited to quality, requirements, specifications, delivery time of goods or services, industry norms, specifications, scope, size, complexity and resources required for implementation of the projects for which Interested Persons are providing goods or services, preferential or relatively advantageous access to assets and buyers, asset type, restrictions, array of services including its specialists nature, local knowledge, track record and standing in the relevant markets, risk for such transactions and the attendant cost in managing such risks will be taken into consideration;

(c) when selling any products or supplying any services (including the leasing of premises) to an Interested Person, the price or fee or profit margins and terms of two other successful transactions of a similar nature (or comparable nature) with non-Interested Persons will be used as comparison to ensure that the interests of the EAR Group or the Minority Shareholders are not disadvantaged. The price or fee or margin for the supply of products or services shall not be lower than the lowest price or fee of the two other successful transactions with non-Interested Persons, taking into account all pertinent factors, including but not limited to speed of and cost for timely response and mobilisation, quantity, credit

records of the customer, terms of sale or supply, strategic purpose of the transaction, specifications, scope, size, complexity and resources required for implementation of the projects for Interested Persons, preferential or relatively advantageous access to assets and buyers, asset type, restrictions, array of services including its specialists nature, local knowledge, track record and standing in the relevant markets, risk for such transactions and the attendant cost in managing such risks and other qualitative considerations; and

(d) in circumstances where it is impractical or impossible to obtain comparable prices of contemporaneous transactions of similar goods or services due to the nature of the goods or services to be purchased or provided, any two Directors of the Company with no interest, direct or indirect, in the proposed Interested Person Transaction will, subject to the approval thresholds as set out in paragraph 4.2 below, take such necessary steps which would include but are not limited to (1) relying on corroborative inputs from reasonably experienced market practitioners in order to determine that the terms provided by the Interested Persons are fair and reasonable; and (2) evaluate and weigh the benefits of, and rationale for transacting with the Interested Persons, taking into account factors such as, but not limited to, the nature of the services, track record, delivery schedules, requirements and specifications of the Group or the customer, duration of contract, quality, reliability, previous working experience taking into account mobilisation cost and timely response, specifications, scope, size, complexity and resources required for implementation of the projects for which Interested Persons are providing goods or services, preferential or relatively advantageous access to assets and buyers, asset type, restrictions and structure for investments, array of services including its specialists nature, local knowledge, track record and standing in the relevant markets, risk for such transactions and the attendant cost in managing such risks, project restrictions and structure or the results of and returns from the underlying projects.

4.2 Approval and Review Threshold

The following approval procedures will be implemented to supplement existing internal control procedures for the Interested Person Transactions to ensure that such transactions are undertaken on an arm's length basis and on normal commercial terms. For the avoidance of doubt, where the approving party as stipulated herein is interested in the transaction to be approved, he/she will inform the Audit and Risk Committee and such disclosures should be documented. In the event any equivalent person with the relevant experience and responsibility, as stated below for the various thresholds cannot be determined, the approving authority shall be decided by the Audit and Risk Committee.

Individual and aggregate transactions review and approval thresholds shall be as follows:

(a) Where the individual or aggregate value of the Interested Person Transactions is equal to or more than S$100,000 but less than 20% of the Group's latest audited NTA, all subsequent Interested Person Transactions shall require the prior approval of either the Financial Controller (or equivalent person) or Chief Executive Officer for the Group. Interested Person Transactions that have been approved by the Audit and Risk Committee need not be aggregated for the purpose of such approval.

(b) Where the individual or aggregate value of the Interested Person Transactions is equal to or more than 20% but less than 50% of the Group's latest audited NTA, all subsequent Interested Person Transactions shall require the prior approval of both the Financial Controller (or equivalent person) or the Chief Executive Officer and at least one (1) Director, who is not interested in the transaction and a member of the Audit and Risk Committee. Interested Person Transactions that have been approved by the Audit and Risk Committee need not to be aggregated for the purpose of such approval.

(c) Where the individual or aggregate Interested Person Transactions is equal to or more than 50% of the Group's latest audited NTA, all subsequent Interested Person Transactions will be subject to the prior approval of the Audit and Risk Committee and recommendation of the Financial Controller (or equivalent person) or the Chief Executive Officer. If a member of the Audit and Risk Committee is interested in any Interested Person Transactions, he shall abstain from participating in the review of that particular transaction. Interested Person

Transactions that have been approved by the Audit and Risk Committee need not be aggregated for the purpose of such approval. For avoidance of doubt, the Audit and Risk Committee shall be responsible for such approvals.

(d) All approvals must strictly follow the review procedures as stipulated in paragraphs 4.1 and 4.2 and must be documented. The documentation, including the reasons for approval where necessary, must be accompanied with supporting documents to serve as audit trails, which will be subject to internal and/or external audit.

In addition, the Financial Controller (or equivalent person), who is a key executive of the Company as disclosed in the Company's annual report, will review (and document such reviews) all Interested Person Transactions (including Interested Person Transactions that are less than S$100,000 in value) and its register on a quarterly basis or such other periods as approved by the Audit and Risk Committee.

The threshold limits set out above are adopted by the Company taking into account, *inter alia*, the nature, volume, recurrent frequency and size of the transactions as well as the Group's day-to-day operations, administration and businesses. The threshold limits are arrived at after considering the operational efficiency for the day-to-day business operations of the Group and the internal control for Interested Person Transactions. The threshold limits act as an additional safeguard to supplement the review procedures which will be implemented by the Company for Interested Person Transactions.

4.3 Additional Controls

The additional controls will apply to the Interested Person Transactions as stated below.

(a) The finance department of the Group will maintain a register of transactions carried out with Interested Persons pursuant to the IPT Mandate (recording and documenting the identity of the interested persons, basis, including the quotations and supporting evidence or records or details obtained to support such basis, on which they were entered into as well as the approving authority). For avoidance of doubt, the quotations and supporting evidence or records or supporting details obtained may be kept or maintained by other relevant departments. The Interested Person Transactions register shall be prepared, maintained, monitored and reviewed on a monthly basis, by the Financial Controller (or equivalent person) of the Company who is not an Interested Person. This is to ensure that they are carried out on normal commercial terms and in accordance with the guidelines and review procedures in the IPT Mandate. All relevant non-quantitative factors will also be taken into account. Such review includes the examination of the transaction(s) and its supporting documents or such other data deemed necessary by the Audit and Risk Committee. In addition, any exceptions or departures from the procedures shall be reported and highlighted to the Audit and Risk Committee immediately.

(b) The Financial Controller (or equivalent person) / Company Secretary will obtain signed letters of confirmation from persons delegated with the approving authority as set out in the letter dated 12 April 2016 issued by Asian Corporate Advisors Pte. Ltd., the independent financial adviser (the "**Independent Financial Adviser**") to the Directors who are deemed non-interested in relation to the proposed adoption of the IPT Mandate at the 2016 EGM containing the advice of the Independent Financial Adviser in respect of the IPT Mandate, controlling shareholders (as defined in the Catalist Rules) and the Directors on a periodic basis (annual basis or such other period as may be determined by the Audit and Risk Committee) with respect to their interest in any transactions with the Group.

(c) The Financial Controller (or equivalent person) / Company Secretary will maintain a list of the Directors and controlling shareholders (as defined in the Catalist Rules) of the Company (which is to be updated immediately if there are any changes) to enable identification of Interested Persons. The master list of Interested Persons which is maintained shall be reviewed by the Audit and Risk Committee at least on a semi-annual basis.

(d) The Group's annual or periodic (such periods as may be decided by the Audit and Risk Committee) internal audit plan may incorporate a review of all Interested Person Transactions (where applicable), including the established review procedures for monitoring of such Interested Person Transactions, entered into during the current financial year pursuant to the IPT Mandate and consistent with the Code of Corporate Governance 2012. The approval thresholds as stipulated herein may be delegated with the approval of the Audit and Risk Committee which will be duly documented together with the bases for such approval.

(e) The Audit and Risk Committee shall periodically review all Interested Person Transactions, at least on a semi-annual basis, to ensure that they are carried out on normal commercial terms and in accordance with the guidelines and review procedures in the IPT Mandate. All relevant non-quantitative factors will also be taken into account. Such review includes the examination of the transaction(s) and its supporting documents or such other data deemed necessary by the Audit and Risk Committee. The Audit and Risk Committee shall, when it deems fit, have the right to require the appointment of independent sources, advisers and/or valuers to provide additional information or review of controls and its implementation pertaining to the transactions under review.

(f) In the event that a member of the Audit and Risk Committee is interested in any Interested Person Transaction, he shall abstain from participating in the review of that particular transaction.

(g) Subject to paragraph 4.3(d) above, the Group's internal auditor shall, on at least a semi-annual basis or such other periods as required by the Audit and Risk Committee, subject to adjustment in frequency, depending on factors such as, *inter alia*, substantial increment of aggregate transactional value, report to the Audit and Risk Committee on all Interested Person Transactions, and the basis of such transactions, entered into with Interested Persons during the preceding period. The Audit and Risk Committee shall review such Interested Person Transactions at its periodic meetings (not less than twice or such other frequency a year as decided by the Audit and Risk Committee) except where Interested Person Transactions are required under the review procedures to be approved by the Audit and Risk Committee prior to the entry thereof.

(h) The Audit and Risk Committee will conduct periodic reviews (of not less than half-yearly or such other period as may be determined by the Audit and Risk Committee) of the review procedures for the Interested Person Transactions. If, during these periodic reviews, the Audit and Risk Committee is of the view that these review procedures are no longer sufficient or appropriate to ensure that the Interested Person Transactions are transacted on normal commercial terms and will not be prejudicial to the interests of the Company and its Minority Shareholders, the Company will seek a fresh mandate from the Shareholders based on new review procedures for Interested Person Transactions. All Interested Person Transactions will be reviewed and approved by the Audit and Risk Committee prior to entry while a fresh mandate is being sought from the Shareholders.

(i) The Audit and Risk Committee will review the letters of confirmation from key management personnel, controlling shareholders (as defined in the Catalist Rules) and the Directors of the Company and all Interested Person Transactions on a periodic basis (annual basis or such other period as may be determined by the Audit and Risk Committee) and the minutes of such review and its outcome shall be taken.

(j) For purposes of the above review and approval process, any Director who is not considered independent for purposes of the IPT Mandate and/or any Interested Person Transactions will abstain from voting in relation to any respective resolution, and/or abstain from participating in the Audit and Risk Committee's decision during its review of the established review procedures for the Interested Person Transactions or during its review or approval of any Interested Person Transactions.

4.4 Further Compliance

The Directors will ensure that all disclosures, approvals and other requirements in respect of the Interested Person Transactions, including those required by prevailing legislation, the Catalist Rules and relevant accounting standards, are complied with.

5. Validity Period of the IPT Mandate

If approved by Shareholders at the Annual General Meeting, the IPT Mandate will take effect from the date of receipt of Shareholders' approval, and will (unless revoked or varied by the Company in a general meeting) continue to be in force until the next annual general meeting or the expiration of the period within which the next annual general meeting is required by law to be held, whichever is the earlier, and will apply to all Interested Person Transactions entered into from the date of receipt of Shareholders' approval. Approval from Shareholders will be sought for the renewal of the IPT Mandate at each subsequent annual general meeting, subject to review by the Audit and Risk Committee of its continued application to the Interested Person Transactions.

6. Disclosures

6.1 The Company will announce the aggregate value of transactions conducted with the Interested Persons pursuant to the IPT Mandate for each financial period on which the Company is required to report on pursuant to Appendix 7C of the Catalist Rules and within the time required for the announcement of such report in accordance with Rule 920(1)(a)(ii) of the Catalist Rules.

6.2 Disclosure will also be made in the annual report of the Company of the aggregate value of the Interested Person Transactions pursuant to the IPT Mandate during the relevant financial period and in the annual reports for the subsequent financial years during which the IPT Mandate is in force, in the following format as stipulated under Rule 907 of the Catalist Rules:

Name of interested person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S$100,000)

APPENDIX 2

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

Set out below are the principal provisions in the New Constitution which are significantly different from the equivalent provisions in the Existing Constitution, or which have been included in the New Constitution as new provisions, or which have been removed in the New Constitution, with the main differences blacklined.

1. Article 1

Interpretation.

~~2(1)~~1. In ~~these Articles, unless~~this Constitution (if not inconsistent with the subject or context ~~otherwise requires,~~) the words ~~standing~~and expressions set out in the first column ~~of the table next hereinafter contained~~below shall bear the meanings set opposite to them respectively. ~~in the second column thereof:-~~

~~WORDS~~	~~MEANINGS~~
"Act"	The Companies Act ~~(Cap. 50)~~, ~~or any statutory modification or re-enactment thereof for the time being in force~~Chapter 50.
~~Articles~~	~~These articles of association as originally framed or as altered from time to time by Special Resolution.~~
~~Company~~	~~Koh Brothers Eco Engineering Limited (formerly known as Metax Engineering Corporation Limited) (with effect from the Extraordinary General Meeting ("EGM") held on 29 April 2014)~~
~~Cut-Off Time~~	~~Forty-eight hours before the time of the relevant General Meeting.~~
~~Directors~~	~~The directors for the time being of the Company.~~
~~Dividend~~	~~Includes bonus.~~
"in writing"	Written or produced by any substitute for writing or partly one and partly another and shall include (except where otherwise expressly specified in this Constitution or the context otherwise requires, and subject to any limitations, conditions or restrictions contained in the Statutes) any representation or reproduction of words, symbols or other information which may be displayed in a visible form, whether in a physical document or in an electronic communication or form or otherwise howsoever.
"Market Day"	A day on which the ~~Singapore~~Stock Exchange ~~Securities Trading Limited~~ is open for trading in securities.
~~Member~~	~~A member of the Company.~~

"month"	Calendar month.
"Office"	The registered office of the Company for the time being ~~of the Company~~.
~~Ordinary Resolution~~	~~A resolution passed by a simple majority of the Members present and voting.~~
"paid"	Paid or credited as paid.
~~Register~~	~~The Register of Members to be kept pursuant to Section 190 of the Act.~~
"registered address" or "address"	In relation to any member, his physical address for the service or delivery of notices or documents personally or by post, except where otherwise expressly provided in this Constitution.
"Seal"	The ~~common seal~~Common Seal of the Company.
~~Secretary~~	~~Any person appointed to perform the duties of Secretary of the Company and includes any person appointed to perform the duties of Secretary temporarily.~~
~~Securities Account~~	~~A securities account maintained by a Depositor with the Depository.~~
~~Singapore Dollar(s)~~	~~The lawful currency of the Republic of Singapore.~~
~~Special Resolution~~	~~A resolution having the meaning assigned thereto by Section 184 of the Act.~~
"Statutes"	The Act and every other ~~statute~~act for the time being in force concerning companies and affecting the Company.
"Stock Exchange"	~~The Singapore Exchange Securities Trading Limited and any other share, stock or securities~~Any stock exchange upon which ~~the~~ shares ~~of~~in the Company may be listed.
"this Constitution"	This Constitution as from time to time altered.

~~2(2).~~ The ~~words~~expressions "Depositor", "Depository", "Depository Agent" and "Depository Register" shall have the meanings ~~respectively as used in these Articles~~ ascribed to them respectively in the ~~Act~~Securities and Futures Act, Chapter 289.

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

~~Reference in these Articles~~References in this Constitution to "holders" of shares or ~~any~~a class of shares shall:~~-~~

(a) exclude the Depository or its nominee (as the case may be) except where otherwise expressly provided ~~for in these Articles~~in this Constitution or where the ~~terms "registered holder" or~~term "registered holders" ~~are~~or "registered holder" is used in ~~these Articles; and~~this Constitution;

(b) where the ~~subject and~~ context so ~~require~~requires, be deemed to include references to Depositors whose names are entered in the Depository Register in respect of ~~such~~those shares; and

(c) except where otherwise expressly provided in this Constitution, exclude the Company in relation to shares held by it as treasury shares,

and ~~the words~~ "holding" and "held" shall be construed accordingly.

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

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

~~55.~~ All such of the provisions of ~~these Articles~~this Constitution as are applicable to paid~~-~~up shares shall apply to stock, and~~ in all such provisions~~ the words ~~"shares" shall include "stock",~~"share" and ~~"Depositor", "Member" and~~ "shareholder" shall ~~include "stockholder"~~be construed accordingly. ~~Definitions.~~

~~2(4). Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.~~

~~2(5).~~ Words ~~importing~~denoting the singular ~~number only~~ shall include the plural ~~number,~~ and vice versa. ~~2(6).~~Words ~~importing~~denoting the masculine ~~gender only~~ shall include the feminine ~~and neuter genders~~. ~~2(7).~~Words ~~importing~~denoting persons shall include corporations.

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

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

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

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

2. Article 4

4. Subject to the provisions of the Act and any other written law and this Constitution, the Company has: Business or activity

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

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

3. Article 6

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

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

4. Article 8(A)

~~10~~8. (A) Preference shares may be issued subject to such limitation thereof as may be prescribed by the Stock Exchange. Preference shareholders shall have the same rights as ordinary ~~Members~~shareholders as regards ~~the~~ receiving of notices, reports and balance ~~-~~sheets and ~~the~~ attending ~~of~~ General Meetings of the Company~~. Preference~~, and preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital ~~of the Company~~ or winding up or sanctioning ~~the~~a sale of the undertaking of the Company or where the proposal to be submitted to the meeting directly affects their rights and privileges or when the dividend on the preference shares is more than six months in ~~arrears~~arrear. ~~Rights of preference shareholders.~~ Preference shares

5. Article 10

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

6. Article 12

~~60(1)~~12. (A) The Company may by Ordinary Resolution:~~-~~ ~~Alteration of capital.~~Power to consolidate, subdivide and redenominate shares

(a) consolidate and divide ~~its capital into shares of larger amount than~~all or any of its ~~existing~~ shares;~~ or~~

~~(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 and diminish the amount of its share capital by the amount of the shares so cancelled; or~~

(c~~b~~) ~~by subdivision of its existing shares or any of them divide its capital or any part thereof into shares of smaller amount than is fixed by the Memorandum of Association. The resolution by which the subdivision is effected~~subdivide its shares, or any of them (subject, nevertheless, to the provisions of the Statutes and this Constitution), and so that the resolution whereby any share is subdivided may determine that, as between the holders of the shares resulting ~~shares~~from such subdivision,

one or more of ~~such~~the shares may, as compared with the others, have any such preferred, deferred or other special rights, or be subject to any ~~restriction~~such restrictions, as the Company has power to attach to ~~unissued or~~ new shares; ~~or~~and

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

(~~d~~B) The Company may by ~~Ordinary~~Special Resolution, subject to and in accordance with the Statutes, convert ~~any~~one class of shares into ~~any other~~another class of shares.

Power to convert shares

7. Articles 13(B) and (C)

~~16~~13. (B) The Company may, subject to and in accordance with the Act ~~and any other relevant legislation, rules or regulations enacted or prescribed by any relevant authority from time to time~~, purchase or otherwise acquire ~~ordinary~~its issued shares ~~in the issued share capital of the Company~~ on such terms and in such manner as the Company may from time to time think fit. ~~Any~~If required by the Act, any share which is so purchased or acquired by the Company shall, unless held in treasury in accordance with the Act, be deemed to be cancelled immediately on purchase or acquisition by the Company. On the cancellation of any share as aforesaid, the rights and privileges attached to that share shall expire. In any other instance, the Company may hold or deal with any such share which is so purchased or acquired by it in such manner as may be permitted by, and in accordance with, the Act. Without prejudice to the generality of the foregoing, upon cancellation of any share purchased or otherwise acquired by the Company pursuant to this Constitution, the number of issued shares of the Company shall be diminished by the number of the shares so cancelled, and, where any such cancelled share was purchased or acquired out of the capital of the Company, the amount of share capital of the Company shall be reduced accordingly.

Power to ~~purchase or acquire its issued share.~~ repurchase shares

(C) The Company shall not exercise any right in respect of treasury shares other than as provided by the Act. Subject thereto, the Company may hold or deal with its treasury shares in the manner authorised by, or prescribed pursuant to, the Act.

Treasury shares

8. Article 19

~~17~~19. Every share certificate ~~for shares~~ shall be ~~under the Seal~~ issued in accordance with the requirements of the Act and be under the Seal or signed in the manner set out in the Act. ~~18.Every certificate of shares shall specify the distinctive numbers of the shares in respect of which it is issued, and the amount paid up thereon.~~ No ~~share~~ certificate shall be issued representing shares of more than one class.

~~Authentication of certificates. Certificates shall specify number of shares.~~Share certificates

9. Article 20

Joint holders

~~13(1)~~20.(A) The Company shall not be bound to register more than three persons as the ~~joint~~registered holders of ~~any~~a share except in the case of executors~~,~~ or administrators (or trustees) of the estate of a deceased ~~Member~~member.

~~19.~~ (B) ~~in~~In the case of ~~joint~~a share registered ~~holders~~jointly in the names of several persons, the Company shall not be bound to issue more than one certificate therefor and delivery of ~~such~~a certificate to any one of ~~them~~the registered joint holders shall be sufficient delivery to all ~~such holders~~.

~~13(2). Subject to Article 13(1), any two or more persons may be registered as joint holders of any share and the joint holders of a share shall be severally as well as jointly liable for the payment of all instalments and calls and interest (if any) due in respect of such share.~~

~~13(3). The joint holder first named in the Register or the Depository Register, as the case may be, shall as regards voting, proxy, service of notices and delivery of certificates and dividend warrants, be deemed to be the sole owner of such share.~~

10. Article 34

~~Liability on~~Rights and liabilities of members whose shares have been forfeited ~~shares.~~

~~38~~34. ~~Any Member~~A member whose shares ~~shall~~ have been forfeited or surrendered shall cease to be a ~~Member~~member in respect of the ~~forfeited or surrendered~~ shares but shall~~,~~ notwithstanding ~~such~~the forfeiture or surrender~~, be~~ remain liable to pay~~, and shall forthwith pay~~ to the Company all ~~calls, instalments, interest and expenses owing upon or in respect of such~~moneys which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares ~~at the time of forfeiture or surrender, together~~ with interest thereon at eight per cent. per annum (or such lower rate as the Directors may determine) from the ~~time~~date of forfeiture or surrender until payment~~, at the rate of eight per cent per annum~~ and the Directors may at their absolute discretion enforce ~~the payment of such moneys or any part thereof if they think fit, but shall not be under any obligation so to do~~payment without any allowance for the value of the shares at the time of forfeiture or surrender or waive payment in whole or in part.

11. Article 41

~~Power of~~ Directors' power to ~~refuse~~decline to register~~.~~ a transfer

~~Notice of refusal to be sent by Company.~~

~~46~~41. There shall be no restriction on the transfer of fully paid-up shares (except where required by law or the listing rules of, or bye-laws and rules governing, the Stock Exchange) ~~The~~but the Directors may ~~refuse to register the transfer of shares or allow the entry of or against a person's name in the Depository Register in respect of shares transferred or to be transferred to such person:- (a) which are not fully paid up; or (b) on~~, in their sole discretion, decline to register any transfer of shares upon which the Company has a lien~~. 47. If the Directors~~ and in the case of shares not fully paid-up may refuse to register ~~any transfer of any share they shall, where required by the Statutes, serve on the transferor and transferee, within one month beginning with the day~~a transfer to a transferee of whom they do not approve, Provided always that in the event of the Directors refusing to register a transfer of shares, they shall within ten Market Days beginning with the date on which the application for a transfer of shares was ~~lodged with the Company,~~made, or as the case may be, the date of transfer, serve a notice in writing ~~informing each of them of such refusal and of~~to the applicant stating the facts which are considered to justify the refusal as required by the Statutes.

12. Articles 43 and 45

~~44~~43. All instruments of transfer which are registered ~~shall~~may be retained by the Company~~, but any instrument of transfer which the Directors may refuse to register shall (except in any case of fraud) be returned to the party presenting the same~~.

Retention of ~~Instrument of transfer.~~transfers

45. Subject to any applicable provisions of the Statutes, the Company shall be entitled to destroy all instruments of transfer which have been registered at any time after the expiration of six years from the date of registration thereof and all dividend mandates and notifications of change of address at any time after the expiration of six years from the date of recording thereof and all share certificates which have been cancelled at any time after the expiration of six years from the date of the cancellation thereof and it shall conclusively be presumed in favour of the Company that every entry in the Register of Members purporting to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and every share certificate so destroyed was a valid and effective certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company; Provided always that:

Destruction of transfers

(a) the provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;

(b) nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company in the absence of this article; and

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

13. Article 51

~~54~~51. The ~~several~~ holders of stock shall ~~be entitled to participate in the dividends and profits of the Company,~~ according to the ~~amount of their respective interests in such stock and such interests shall, in proportion to the amount thereof, confer on the holders thereof respectively~~number of stock units held by them, have the same rights, privileges and advantages ~~for the purposes of voting at meetings of the Company and for~~as regards dividend, return of capital, voting and other ~~purposes~~matters, as if they held the shares from which the stock arose~~,~~; but ~~so that none of such rights, privileges or advantages, except the~~no such privilege or advantage (except as regards participation in the ~~dividends,~~ profits ~~and~~or assets of the Company~~,~~) shall be conferred by ~~any such aliquot part of consolidated~~the number of stock ~~as~~units which would not, if existing in shares, have conferred such ~~rights, privileges or advantages~~privilege or advantage; and no such conversion shall affect or prejudice any preference or other special privileges attached to the shares so converted.

~~Stockholders entitled to profits.~~Rights of stockholders

14. Article 52

~~66~~52. (A) ~~In addition to any other meetings, a~~Save as otherwise permitted under the Act, but subject always to the listing rules of the Stock Exchange, an Annual General Meeting shall be held in accordance with the provisions of the Act.~~at least once in every calendar year, at such time and place as may be determined by the Directors, but so that no more than fifteen months shall be allowed to elapse between any two such General Meetings. 67. The abovementioned General Meetings shall be called Annual General Meetings.~~ All other General Meetings shall be called Extraordinary General Meetings.

~~General Meetings.~~ Annual General Meeting and Extraordinary General Meeting

~~Annual General Meeting~~

(B) The time and place of any General Meeting shall be determined by the Directors.

Time and place

15. Article 56

~~75~~56. ~~All~~Routine business shall ~~be deemed special that is transacted at an Extraordinary General Meeting and also all business that is~~mean and include only business transacted at an Annual General Meeting ~~with~~of the ~~exception of~~following classes, that is to say:

~~Special~~Routine business.

(a) ~~the declaration of~~declaring dividends;

(b) ~~the consideration of the accounts, balance sheets and reports (if any) of the Directors and Auditors,~~receiving and adopting the financial statements, the Directors' statement, the Auditor's report and other documents required to be attached to the financial statements;

(c) ~~the election of~~appointing or re-appointing Directors ~~in~~to fill vacancies arising at the ~~place of those retiring,~~meeting on retirement whether by rotation or otherwise;

(d) appointing or re-appointing the Auditor;

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

(f) ~~the~~ fixing ~~of~~ the remuneration of the Directors proposed to be paid in respect of their office as such under article 82 and/or article 83(A).

16. Articles 58, 59, 60, 61 and 62

~~78~~58. The Chairman ~~(if any)~~ of the Board of Directors or in his absence, the Deputy Chairman (if any) shall preside as ~~Chairman~~chairman at ~~every~~a General Meeting~~, but if~~. If there be no such Chairman or Deputy Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the ~~same~~meeting, or shall be unwilling to act ~~as Chairman~~, the ~~Members~~Directors present shall choose ~~some Director~~ one of their number (or, if no Director be present or if all the Directors present decline to take the chair, the members present shall choose one of ~~themselves~~their number) to be ~~Chairman~~chairman of the meeting.

Chairman. of General Meeting

7659. Save as is herein otherwise provided, two Members present in person or by proxy shall be a quorum for a General Meeting and noNo business other than the appointment of a chairman shall be transacted at any General Meeting unless thea quorum is present at the commencement of thetime when the meeting proceeds to business. A corporation being a Member shall be deemed to be personally present if represented in accordance with the provisions of Article 91. Save as herein otherwise provided, the quorum at any General Meeting shall be two or more members present in person or by proxy. Provided always that (i) a proxy representing more than one member shall only count as one member for the purpose of determining the quorum; and (ii) where a member is represented by more than one proxy such proxies shall count as only one member for the purpose of determining the quorum.

Quorum.

7760. If within half an hour30 minutes from the time appointed for a General Meeting (or such longer interval as the chairman of the meeting may think fit to allow) a quorum is not present, the meeting, if convened uponon the requisition of Membersmembers, shall be dissolved; in. In any other case it shall stand adjourned to the same day in the next week, (or if that day is a public holiday then to the next business day following that public holiday) at the same time and place. or such other day, time or place as the Directors may by not less than ten days' notice appoint. At the adjourned meeting, any twoone or more Membersmembers present in person or by proxy or attorney or in the case of a corporation by a representative shall be a quorum.

If quorum not present., adjournment or dissolution of meeting

7961. The Chairman may with the consentchairman of any meetingGeneral Meeting at which a quorum is present may with the consent of the meeting (and shall if so directed by the meeting), adjourn the meeting from time to time (or *sine die*) and from place to place, but no business shall be transacted at any adjourned meeting other than theexcept business left unfinishedwhich might lawfully have been transacted at the meeting from which the adjournment took place. Where a meeting is adjourned *sine die*, the time and place for the adjourned meeting shall be fixed by the Directors. 71. Whenever anyWhen a meeting is adjourned for fourteen30 days or more, at least or *sine die*, not less than seven days' notice of the place and hour of such adjourned meeting shall be given in like manner Provided Always that when a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of anthe original meeting.

Adjournment. Business at adjourned meeting

62. Save as hereinbefore expressly provided, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Notice of adjournment not required

17. Article 63

63. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a Special Resolution, no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.

Amendment of resolutions

18. Articles 64, 65, 66 and 67

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

Mandatory polling

80. (B) At everySubject to article 64(A), at any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by the Members present in person and entitled to vote, unless a poll is (before or uponon the declaration of the result of the show of hands a poll be) demanded by:-

How matters are to be decided.Method of voting where mandatory polling not required

(a) the Chairmanchairman of the meeting; or

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

(c) a Member or Membersmember present in person or by proxy, holding or and representing, as the case may be:- (i) not less than one-tenthfive per cent. of the total voting rights of all Members entitledthe members having the right to vote at the meeting; or

(iid) a member present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenthfive per cent. of the total sum paid up on all the shares conferring that right.

A demand for a poll made pursuant to this article 64(B) may be withdrawn only with the approval of the chairman of the meeting, and any such demand shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded. 82. Unless a poll be sois demanded, a declaration by the Chairmanchairman of the meeting that a resolution has been carried, or has been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority shall be conclusive, and an entry to that effect in the minute book of the Company, shall be conclusive evidence thereof,of that fact without proof of the number or proportion of the votes recorded in favour offor or against such resolution.

Declaration of Chairman conclusive.

81(1)65. IfWhere a poll is duly demandedtaken, it shall be taken in such manner as the Chairman directs, and the resultsincluding the use of ballot or voting papers) as the chairman of the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demandedtaken. The chairman of the meeting may (and, if required by the listing rules of the Stock Exchange or if so directed by the meeting, shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

Chairman's direction as toTaking a poll:

81(2)66. NoA poll shall be demanded on the electionchoice of a Chairman of a meetingchairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time as the Chairmansubsequent time (not being more than 30 days from the date of the meeting directs.) and place as the chairman may direct. No notice need be given of a poll not taken immediately.

Timing for taking a poll

8467. In the case of an equality of votes, whether on a poll or on a show of hands or on a poll, the Chairmanchairman of the meeting at which the poll or show of hands takes place or at which the poll is demanded, as the case may be, shall have a second orshall be entitled to a casting vote.

In the eventCasting vote of equality of votes.chairman

19. Article 68

~~Voting rights.~~How members may vote

~~85(1)~~68. Subject ~~to~~ and without prejudice to any special privileges or ~~restriction~~restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company~~:~~ and to article 13(C), each member entitled to vote may vote in person or by proxy. Every member who is present in person or by proxy shall:

(a) ~~every Member who is present in person or by proxy shall have one vote on a show of hands, the Chairman shall be entitled to treat the first named proxy as the authorised representative to vote where a Member is represented by two proxies; and~~on a poll, have one vote for every share which he holds or represents; and

(b) ~~every Member who is present in person or by proxy, in case of a poll, shall have one vote for every share which he holds or represents and upon which all calls or other sums due thereon to the Company have been paid.~~on a show of hands, have one vote, Provided always that:

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

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

~~85(2).~~ For the purpose of determining the number of votes which a ~~Member~~member, being a Depositor, or his proxy may cast at any General Meeting ~~upon~~on a poll ~~being called~~, the ~~number of~~reference to shares held or represented shall, in relation to ~~the~~ shares of that Depositor, be the number of shares entered against his name in the Depository Register as at ~~the Cut-Off Time~~72 hours before the time of the relevant General Meeting as certified by the Depository to the Company.

20. Article 70

~~Votes of Members of unsound mind.~~ Voting by receivers

~~88~~70. ~~A Member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll by the committee, curator bonis, or other person in the nature of committee or curator bonis appointed by that Court, and any such committee, curator bonis, or other person may, on a poll, vote by proxy.~~Where in Singapore or elsewhere a receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any member on the ground (however formulated) of mental disorder, the Directors may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Directors may require, permit such receiver or other person on behalf of such member to vote in person or by proxy at any General Meeting or to exercise any other right conferred by membership in relation to meetings of the Company.

21. Existing Articles 72 and 73

~~72. Any Member entitled to be present and vote at a meeting or his proxy may submit any resolution to any General Meeting, provided that at least for the prescribed time before the day appointed for the meeting he shall have served upon the Company a notice in writing by him containing the proposed resolution, and stating his intention to submit the same. The prescribed time abovementioned shall be such that, between the date that the notice is served and the day appointed for the meeting, there shall be not less than three nor more than fourteen intervening days.~~

~~Members may submit resolution to meeting on giving notice to Company.~~

~~73. Upon receipt of any such notice as in the last preceding Article mentioned, the Secretary shall include in the notice of the meeting in any case where the notice of intention is received before the notice of the meeting is issued, and shall in any other case issue as quickly as possible to the Members notice that such resolution will be proposed.~~

~~Secretary to give notice to Members.~~

22. Article 74

~~90(3)~~74. (A) Save as otherwise provided in the Act:

Appointment of proxies

(a) a member who is not a relevant intermediary may appoint not more than two proxies to attend, speak and vote at the same General Meeting. ~~In any case where a~~Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named or at the Company's option to treat the instrument of proxy as invalid~~.~~; and

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

~~90(2).~~ (B) ~~A Member shall not be entitled to appoint more than two proxies to attend and vote at the same General Meeting Provided Always that~~In any case where ~~the Member~~a member is a Depositor, the Company shall be entitled and bound:~~-~~

Shares entered in Depository Register

(a) to reject any instrument of proxy lodged ~~if the~~by that Depositor if he is not shown to have any shares entered against his name in the Depository Register 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

(b) to accept as the maximum number of votes which in aggregate the proxy or proxies appointed by ~~the~~that Depositor is or are able to cast on a poll a number which is the number of shares entered against the name of that Depositor in the Depository Register as at ~~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 ~~be~~is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Depositor.~~; and~~

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

Notes and instructions

~~90(1).~~ (D) A proxy need not be a ~~Member~~member of the Company.

~~Proxies.~~Proxy need not be a member

23. Article 75

~~92~~75. (A) An instrument appointing a proxy shall be in writing in any usual or common form ~~(including the form approved from time to time by the Depository)~~ or in any other form which the Directors may approve and:~~-~~

Execution of ~~instrument of proxy on behalf of appointor.~~proxies

(~~1~~a) in the case of an individual, shall be:

(i) signed by the ~~appointer~~appointor or his attorney if the instrument is delivered personally or sent by post; or

(ii) authorised by that individual through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication; and

(~~2~~b) in the case of a corporation, shall be:

(i) either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation if the instrument is delivered personally or sent by post; or

(ii) authorised by that corporation through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication.

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

94. (B) The signature on an, or authorisation of, such instrument of proxy need not be witnessed. 93. Where an instrument appointing a proxy is signed or authorised on behalf of the appointor by an attorney, the letter or the power of attorney or other authority, if any, or a duly certified copy thereof shallmust (failing previous registration with the Company) if required by law, be duly stamped and be deposited at the Office, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in defaultbe lodged with the instrument of proxy shall notpursuant to article 76(A), failing which the instrument may be treated as validinvalid.

No witness needed for instrument of proxy.
Witness and authority
Lodgement of instrument appointing proxy.

(C) The Directors may, in their absolute discretion:

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

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

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

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

24. Article 76

76. (A) An instrument appointing a proxy:

Deposit of proxies

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

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

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

(B) The Directors may, in their absolute discretion, and in relation to such members or class of members as they may determine, specify the means through which instruments appointing a proxy may be submitted by electronic communications, as contemplated in article 76(A)(b). Where the Directors do not so specify in relation to a member (whether of a class or otherwise), article 76(A)(a) shall apply.

Directors may specify means for electronic communications

25. Article 78

~~When vote by proxy valid though authority revoked.~~ Intervening death or mental disorder

~~95~~78. A vote ~~given in accordance with the terms of an instrument of~~cast by proxy shall not be ~~valid notwithstanding~~invalidated by the previous death or mental disorder of the principal or by the revocation of the appointment of the proxy or ~~transfer of the share in respect of~~authority under which the ~~vote is given~~appointment was made. Provided ~~Always~~always that no ~~notice~~intimation in writing of ~~the~~such death, mental disorder or revocation ~~or transfer~~ shall have been received by the Company at the Office ~~one hour~~ at least one hour before the ~~time fixed for holding the meeting~~commencement of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast.

26. Article 79

~~Corporation may appoint representative.~~ Corporations acting by representatives

~~91~~79. Any corporation which is a ~~Member~~member of the Company may~~,~~ by resolution of its directors or other governing body~~,~~ authorise ~~any~~such person as it thinks fit to act as its representative at any ~~meetings~~meeting of the Company or of any class of ~~Members~~members of the Company~~, and such representative~~. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation ~~which he represents as if he had been an individual shareholder~~could exercise if it were an individual member of the Company and such corporation shall for the purposes of this Constitution (but subject to the Act) be deemed to be present in person at any such meeting if a person so authorised is present thereat.

27. Article 80

Number of Directors~~.~~

~~98~~80. Until otherwise determined by a Special Resolution ~~at a General Meeting~~of the Company, the number of Directors of the Company shall not be less than ~~three or more than nine~~two. All ~~the~~ Directors of the Company shall be natural persons.

28. Article 82

~~Remuneration.~~ Fees for Directors

~~102(2)~~82. The fees ~~payable to~~of the Directors shall from time to time be determined by an Ordinary Resolution of the Company and such fees shall not be increased except pursuant to ~~a resolution~~an Ordinary Resolution passed at a General Meeting~~,~~ where notice of the proposed increase ~~has~~shall have been given in the notice convening the ~~Meeting~~General Meeting and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such fees are payable shall be entitled only to rank in such division for a proportion of fees related to the period during which he has held office.

29. Article 87(A)

Directors may hold executive offices

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

30. Article 88

88. The Directors may entrust to and confer upon any Directors holding any executive office any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

Power of Executive Directors

31. Articles 89, 90, 91 and 92

~~112~~89. The Directors may from time to time appoint one or more of their body ~~to the office of Managing Director or~~or any other person(s) to be Chief Executive Officer(s) (or other equivalent ~~position~~position(s) ~~for such period (not exceeding five years) and on such terms as they think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment~~ of the Company and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places. Where an appointment is for a fixed term such term shall not exceed five years.

Appointment of ~~Managing Director.~~ Chief Executive Officer

~~112~~90. A ~~Director so appointed shall while holding that office be subject to retirement and his appointment shall be automatically determined if he ceases from any cause to be a Director~~Chief Executive Officer (or person holding an equivalent position) who is a Director shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to retirement by rotation, resignation and removal as the other Directors of the Company.

Retirement, removal and resignation of Chief Executive Officer

~~114~~91. The ~~Directors shall (subject to the provisions of any contract between the Managing Director~~ remuneration of a Chief Executive Officer (or person holding an equivalent position ~~and the Company~~) shall from time to time ~~fix the remuneration of the Managing Director or person holding an equivalent position which may be by way of fixed~~be fixed by the Directors and may subject to this Constitution be by way of salary~~,~~ or commission or participation in profits ~~(but not turnover) of the Company~~ 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.

Remuneration of ~~Managing Director.~~ Chief Executive Officer

~~112~~92. A ~~Managing Director or a~~Chief Executive Officer (or person holding an equivalent position) shall at all times be subject to the control of the Directors~~.~~ ~~113. The~~ but subject thereto the Directors may ~~vest in such Managing Director~~ from time to time entrust to and confer upon a Chief Executive Officer (or person holding an equivalent position) for the time being such of the powers exercisable under ~~these Articles by them~~this Constitution by the Directors as they may think fit~~,~~ and may confer such powers for such time and to be exercised ~~for such objects and purposes, and upon~~on such terms and conditions and with such restrictions as they ~~may~~ think expedient and they may confer such powers either collaterally with~~,~~ or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

Powers of ~~Managing Director.~~ Chief Executive Officer

32. Article 93

~~104(1)~~93. The office of a Director shall be ~~vacant if the Director~~vacated in any of the following events, namely:~~-~~

When office of Director to be vacated:

(~~e~~a) ~~is or becomes~~if he shall become prohibited by law from ~~being~~acting as a Director ~~by reason of any order made under the Statutes~~; or

(~~a~~b) ~~ceases to be a Director by virtue of the Statutes~~if he shall become disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds; or

(~~e~~c) ~~resigns his office by notice~~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 ~~the Company~~resign and the Directors shall resolve to accept such offer; or

(~~b~~d) ~~becomes bankrupt or makes~~if he shall have a bankruptcy order made against him or if he shall make any arrangement or composition with his creditors generally; or

(~~d~~e) ~~becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under any law relating to mental disorder~~if he becomes mentally disordered and incapable of managing himself or his affairs or if in Singapore or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs; or

(f) if he absents himself from the meetings of the Directors during a continuous period of ~~for more than~~ six months ~~is absent~~ without ~~permission of the Directors from meetings of the Directors held during that period and his alternate Director (if any) shall not during such period have attended in his stead~~special leave of absence from the Board and they pass a resolution that he has by reason of such absence vacated office; or

~~(g) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his interest in the manner required by the Statutes; or~~

(~~h~~g) if he is removed ~~from office pursuant to the Statutes~~by the Company in General Meeting pursuant to this Constitution.

33. Article 94

~~107~~94. ~~An election of Directors shall take place each year in accordance with the provisions hereinafter contained. At the~~At each Annual General Meeting ~~in every year~~ one-third of the Directors for the time being~~,~~ (or, if their number is not ~~three or~~ a multiple of three, ~~then~~ the number nearest to but not less than one-third~~,~~), selected in accordance with article 95, shall retire from office ~~Provided Always that all Directors shall retire from office at least once every three years~~by rotation (in addition to any Director retiring pursuant to article 100).

Retirement~~:~~ of Directors by rotation

34. Article 96

Filling vacated office

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

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

(b) where such Director is disqualified under the Act from holding office as a Director or has given notice in writing to the Company that he is unwilling to be re-elected; or

(c) where such Director is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds; or

(d) where the default is due to the moving of a resolution in contravention of the next following article.

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

35. Article 98

Nomination of Directors.Notice of intention to appoint Director

~~110~~98. No person ~~not being~~other than a Director retiring ~~Director shall~~at the meeting shall, unless recommended by the Directors for election, be eligible for ~~election to the office of~~appointment as a Director at any General Meeting unless ~~some Member intending to propose him has, at least eleven clear days~~not less than 11 nor more than 42 clear days (exclusive of the date on which the notice is given) before the date appointed for the meeting~~, left~~ there shall have been lodged at the Office ~~a notice in writing duly signed by the nominee,~~notice in writing signed by some member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election or notice in writing signed by the person to be proposed giving his consent to the nomination and signifying his candidature for the office, ~~or the intention of such Member to propose him~~ Provided ~~Always~~always that in the case of a person recommended by the Directors for election~~,~~ not less than nine clear days' notice ~~only~~ shall be necessary~~,~~ and notice of each and every ~~candidate for election to the board of Directors~~such person shall be served on the ~~Members~~members at least seven days prior to the meeting at which the election is to take place.

36. Article 99

Removal of Directors~~.~~

~~118~~99. The Company may ~~from time to time~~in accordance with and subject to the provisions of the Statutes by Ordinary Resolution of which special notice has been given remove any Director ~~before the expiration of his period of~~from office (notwithstanding any provision of this Constitution or of any agreement between the Company and such Director, but without prejudice to any claim he may have for damages for breach of any such agreement) and, ~~and may by an Ordinary Resolution~~ appoint another person in ~~his stead. The~~place of a Director so removed from office and any person so appointed shall ~~continue to hold office until the next Annual General Meeting~~be treated for the purpose of determining the time at which he or any other Director is to retire by rotation as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy arising upon the removal of a Director from office may be filled as a casual vacancy.

37. Article 100

Directors ~~may appoint qualified person to fill vacancy.~~' power to fill casual vacancies and appoint additional Directors

~~117~~100. The ~~Directors shall have power at any time and from time to time to~~Company may by Ordinary Resolution appoint any ~~other qualified~~ person ~~as~~to be a Director either to fill a casual vacancy or as an ~~addition to the Board~~additional Director. ~~But any Director~~Without prejudice thereto the Directors shall have power at any time so to do, but any person so appointed by the Directors shall hold office only until the next Annual General Meeting ~~of the Company, and~~. He shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

38. Article 101

Appointment of Alternate ~~Director.~~ Directors

101~~(1)~~. (A) Any Director may at any time ~~and from time to time appoint any other person approved by a majority of the Directors for the time being to be his alternate. All the appointments and removals of alternate Directors made by any Director in pursuance of this Article, shall be in~~ by writing under ~~the~~his hand ~~of the Director making the same~~ and ~~shall be sent to or left~~ deposited at the Office~~.~~, or delivered at a meeting of the Directors, appoint any person (other than another Director) to be his Alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved. ~~A Director may not act as an alternate for another Director. A person may not act as an alternate~~A person shall not act as Alternate Director ~~for~~to more than one Director ~~of~~at the ~~Company~~same time.

Determination of appointment of Alternate Directors

~~101(2)~~. (B) ~~An alternate Director may be removed by his appointor and (subject to the approval of the Directors) may appoint another in his place. An alternate Director may be removed from office by a resolution of the Directors, but he shall be entitled to vote on such resolution and he shall, ipso facto, cease to be an alternate Director if his appointor ceases for any reason to be a Director. The appointment of an alternate~~The appointment of an Alternate Director shall ~~also~~ determine on the happening of any event which~~,~~ if he were a Director~~,~~ would cause him to vacate such office or if the Director concerned (below called "his principal") ceases to be a Director.

~~101(1).~~ (C) An ~~alternate~~Alternate Director shall ~~be entitled (subject to his giving to the Company an address within the Republic of Singapore at which notices may be served on him) to receive notice~~(except when absent from Singapore) be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which ~~the Director appointing him~~his principal is not personally present~~,~~ and generally at such meeting to ~~exercise all the powers, rights, duties and authorities of the Director appointing him~~perform all functions of his principal as a Director and for the purposes of the proceedings at such meeting the provisions of this Constitution shall apply as if he (instead of his principal) were a Director. If his principal is for the time being absent from Singapore or temporarily unable to act through ill health or disability, his signature to any resolution in writing of the Directors shall be as effective as the signature of his principal. To such extent as the Directors may from time to time determine in relation to any committee of the Directors, the foregoing provisions of this article shall also apply *mutatis mutandis* to any meeting of any such committee of which his principal is a member. ~~Every person acting as an alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him~~An Alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of this Constitution.

Powers of Alternate Directors

~~101(3).~~ (D) An ~~alternate~~Alternate Director shall be entitled to contract and be interested in and benefit from contracts~~,~~ or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent *mutatis mutandis* as if he were a Director but he shall not be entitled to receive from the Company ~~any remuneration~~ in respect of his appointment as ~~alternate~~Alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his ~~appointor in which event any fee paid by the Company to an alternate Director shall be deducted from the fees of the Director appointing the alternate~~principal as such principal may by notice in writing to the Company from time to time direct.

Alternate Directors may contract with Company

39. Article 102

~~120(1)~~102. (A) ~~The~~Subject to the provisions of this Constitution the Directors may meet together ~~at any place~~ for the despatch of business, adjourn~~,~~ and otherwise regulate their meetings as they think fit. ~~Questions arising at any meeting of the Directors shall be determined by a majority of votes.~~ ~~122. A~~At any time any Director may, and the Secretary on the ~~request~~requisition of a Director ~~the Secretary~~ shall~~,~~ ~~at any time~~ summon a meeting of the Directors ~~by notice served upon the Directors~~. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from Singapore. Any Director may waive notice of any meeting and any such waiver may be retroactive. The accidental omission to give any Director, or the non-receipt by any Director of, a notice of meeting of Directors shall not invalidate the proceedings at that meeting.

~~Meeting~~Meetings of Directors ~~and how questions decided.~~ ~~Meetings~~

~~120(2).~~ (B) Directors may participate in a meeting of the Directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, without a Director being in the physical presence of another Director or Directors, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. The Directors participating in any such meeting shall be counted in the quorum for such meeting and subject to there being a requisite quorum in accordance with article 103, all resolutions agreed by the Directors in such meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Directors duly convened and held. A meeting conducted

Participation by telephone or video conference ~~Meeting of Directors by telephone conference.~~

by means of a conference telephone or similar communications equipment as aforesaid is deemed to be held at the place agreed upon by the Directors attending the meeting, Provided always that at least one of the Directors present at the meeting was at that place for the duration of the meeting.~~The contemporaneous linking together by telephone of a number of the Directors not less than the quorum, wherever in the world they are, shall be deemed to constitute a meeting of the Directors so long as the following conditions are met:~~

~~(a) the Directors for the time being entitled to receive notice of any meeting of the Directors (including any alternate for any Director) shall be entitled to notice of any meeting by telephone and to be linked by telephone for the purpose of such meeting. Notice of any such meeting may be given by telephone. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from Singapore;~~

~~(b) each of the Directors taking part must be able to hear each of the other Directors taking part subject as hereinafter mentioned throughout the meeting;~~

~~(c) at the commencement of the meeting each Director must acknowledge his presence to all the other Directors taking part;~~

~~(d) unless he has previously obtained the consent of the Chairman of the meeting, a Director may not leave the meeting by disconnecting his telephone and shall be conclusively presumed to have been present and to have formed part of the quorum throughout the meeting. The meeting shall be deemed to have been validly conducted notwithstanding that a Director's telephone is accidentally disconnected during the meeting, and the proceedings thereof shall be deemed to be as valid as if the telephone had not been disconnected; and~~

~~(e) a minute of the proceedings shall be sufficient evidence thereof, conclusive evidence of any resolution of any meeting conducted in the manner as aforesaid and of the observance of all necessary formalities if certified by the Chairman.~~

40. Article 106

~~Continuing Directors may act. Proceedings in case of vacancies~~

~~125~~106. The continuing Directors may act notwithstanding any ~~vacancy in their body~~vacancies, but if and so long as ~~their~~the number of Directors is reduced below the minimum number fixed by or ~~pursuant to these Articles,~~in accordance with this Constitution the continuing Directors ~~may,~~ or Director may act for the purpose of filling up such vacancies or of summoning General Meetings, but not for any other purpose (except in an emergency)~~, act for the purpose of increasing the number of Directors to that number, or of summoning~~. If there be no Directors or Director able or willing to act, then any two members may summon a General Meeting ~~of the Company, notwithstanding that there shall not be a quorum, but for no other~~for the purpose of appointing Directors.

41. Article 109

~~PowersPower to delegate toappoint committees:~~

~~126~~109. The Directors may delegate any of their powers or discretion to committees~~,~~ consisting of ~~such Member~~one or ~~Members~~more members of their body ~~as they think fit; any~~and (if thought fit) one or more other persons co-opted as hereinafter provided. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations ~~that~~which may from time to time be imposed ~~on it~~ by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee.

42. Article 113

~~PowersGeneral powers of Directors: to manage Company's business~~

~~115~~113. The business and affairs of the Company shall be managed by ~~the Directors, who may pay all expenses incurred in setting up and registering the Company and~~, or under the direction or supervision of, the Directors. The Directors may exercise all such powers of the Company~~,~~ as are not by the Statutes or by ~~these Articles,~~this Constitution required to be exercised by the Company in General Meeting.~~, subject, nevertheless, to any regulations of these Articles or to such Statutes, and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made. A Director who is not a Member of the Company may nonetheless be entitled to attend and speak at General Meetings.~~

~~Disposal of undertaking or property.~~

~~116.~~ 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 ~~or property~~ unless ~~those~~such proposals have been approved ~~or ratified~~ by the Company in General Meeting. The general powers given by this article shall not be limited or restricted by any special authority or power given to the Directors by any other article.

43. Article 122

Power to authenticate documents

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

44. Article 130

Waiver of dividends

130. The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the shareholder (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Company.

45. Article 133

Scrip dividend scheme

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

(a) the basis of any such allotment shall be determined by the Directors;

(b) the Directors shall determine the manner in which members shall be entitled to elect to receive an allotment of shares of the relevant class credited as fully paid in lieu of cash in respect of the whole or such part of any dividend in respect of which the Directors shall have passed such a resolution as aforesaid, and the Directors may make such arrangements as to the giving of notice to members, providing for forms of election for completion by members (whether in respect of a particular dividend or dividends or generally), determining the procedure for making such elections or revoking the same and the place at which and the latest date and time by which any forms of election or other documents by which elections are made or revoked must be lodged, and otherwise make all such arrangements and do all such things, as the Directors consider necessary or expedient in connection with the provisions of this article 133;

(c) the right of election may be exercised in respect of the whole of that portion of the dividend in respect of which the right of election has been accorded, Provided always that the Directors may determine, either generally or in any specific case, that such right shall be exercisable in respect of the whole or any part of that portion; and

(d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on the shares of the relevant class in respect whereof the share election has been duly exercised (the "elected shares") and, in lieu and in satisfaction thereof, shares of the relevant class shall be allotted and credited as fully paid to the holders of the elected shares on the basis of allotment determined as aforesaid. For such purpose and notwithstanding the provisions of article 138, the Directors shall (i) capitalise and apply out of the amount standing to the credit of any of the Company's reserve accounts or any amount standing to the credit of the profit and loss account or otherwise available for distribution as the Directors may determine, such sum as may be required to pay up in full the appropriate number of shares for allotment and distribution to and among the holders of the elected shares on such basis, or (ii) apply the sum which would otherwise have been payable in cash to the holders of the elected shares towards payment of the appropriate number of shares of the relevant class for allotment and distribution to and among the holders of the elected shares on such basis.

(B) The shares of the relevant class allotted pursuant to the provisions of article 133(A) shall rank *pari passu* in all respects with the shares of that class then in issue save only as regards participation in the dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the dividend which is the subject of the election referred to above, unless the Directors shall otherwise specify. Ranking of shares

(C) The Directors may, on any occasion when they resolve as provided in article 133(A), determine that rights of election under that article shall not be made available to the persons who are registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register, or in respect of shares, the transfer of which is registered, after such date as the Directors may fix subject to such exceptions as the Directors think fit, and in such event the provisions of article 133 shall be read and construed subject to such determination. Record date

(D) The Directors may, on any occasion when they resolve as provided in article 133(A), further determine that no allotment of shares or rights of election for shares under article 133(A) shall be made available or made to members whose registered addresses entered in the Register of Members or (as the case may be) the Depository Register is outside Singapore or to such other members or class of members as the Directors may in their sole discretion decide and in such event the only entitlement of the members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared. Eligibility

(E) Notwithstanding the foregoing provisions of this article, if at any time after the Directors' resolution to apply the provisions of article 133(A) in relation to any dividend but prior to the allotment of shares pursuant thereto, the Directors shall consider that by reason of any event or circumstance (whether arising before or after such resolution) or by reason of any matter whatsoever it is no longer expedient or appropriate to implement that proposal, the Directors may at their discretion and as they deem fit in the interest of the Company and without assigning any reason therefor, cancel the proposed application of article 133(A). Disapplication

(F) The Directors may do all acts and things considered necessary or expedient to give effect to the provisions of article 133(A), with full power to make such provisions as they think fit in the case of shares of the relevant class becoming distributable in fractions (including, notwithstanding any provision to the contrary in this Constitution, provisions whereby, in whole or in part, fractional entitlements are disregarded or rounded up or down). Fractional entitlements

46. Article 139

139. In addition and without prejudice to the powers provided for by article 138, the Directors shall have power to issue shares for which no consideration is payable and/or to capitalise any undivided profits or other moneys of the Company not required for the payment or provision of any dividend on any shares entitled to cumulative or non-cumulative preferential dividends (including profits or other moneys carried and standing to any reserve or reserves) and to apply such profits or other moneys in paying up in full new shares, in each case on terms that such shares shall, upon issue: Power to issue free shares and/or to capitalise reserves for share-based incentive plans and Directors' remuneration

(a) be held by or for the benefit of participants of any share incentive or option scheme or plan implemented by the Company and approved by shareholders in General Meeting and on such terms as the Directors shall think fit; or

(b) be held by or for the benefit of non-executive Directors as part of their remuneration under article 82 and/or article 83(A) approved by shareholders in General Meeting in such manner and on such terms as the Directors shall think fit.

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

47. Article 141

~~152~~141. ~~The Directors shall at some date not later than eighteen months after the date of the incorporation of the Company and subsequently once at least in every calendar year at intervals of not more than fifteen months lay before the Company at its Annual General Meeting a profit and loss account and a balance sheet for the period since the preceding Annual General Meeting (or in the case of the first account and balance sheet, since the date of incorporation of the Company) made up to a date not more than four months (or such other period as may be prescribed by the rules of the Exchange or the Act) before the date of the Meeting.~~ 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. ~~153.~~ The interval between the close of ~~the~~a financial year of the Company and the date of the Company's Annual General Meeting ~~at which the profit and loss account and the balance sheet relating to that financial year shall be laid before the Company~~ shall not exceed four months (or such other period as may be ~~prescribed~~permitted by the ~~rules of the Exchange or the~~ Act).

~~Profit and loss account.~~ Presentation of financial statements

~~Interval between accounts.~~

48. Article 142

~~154~~142. A copy of ~~every~~the financial statements and, if required, the balance -sheet (including every document required by law to be ~~annexed~~attached thereto), which is duly audited and which is to be laid before the Company in General Meeting ~~together with~~accompanied by a copy of the ~~Auditors'~~Auditor's report thereon, shall not less than ~~fourteen clear~~14 days before the date of the ~~Meeting, be sent to~~meeting be sent to every member of the Company and to every other person who is entitled to receive notices of meetings from the Company under the provisions of the Statutes or of this Constitution; Provided always that:

~~Copy~~Copies of ~~balance sheet to be sent to persons entitled.~~financial statements

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

(b) this article 142 shall not require a copy of these documents to be sent to more than one of any joint holders or to any person of whose address the Company is not aware, but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

49. Articles 143 and 144

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

Validity of acts of Auditor

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

Auditor entitled to attend General Meetings

50. Article 145

~~159(1)~~145. (A) ~~A~~Any notice or ~~other~~ document (including a share certificate) may be served on or delivered to any member by the Company ~~upon a Member~~, either personally~~,~~ or by sending it through the post in a prepaid ~~letter or by telex or facsimile transmission~~cover addressed to such ~~Member~~member at his registered address ~~as~~ appearing in the Register ~~or in~~of Members or (as the case may be) the Depository Register, ~~as the case may be. Any document other than a notice required to be served on a Member, may be served in like manner as a notice may be given to him under these Articles. The signature to any such notice or document may be written or printed. Any~~or (if he has no registered address within Singapore) to the address, if any, within Singapore supplied by him to the Company or (as the case may be) supplied by him to the Depository as his address for the service of notices, or by delivering it to such address as aforesaid. Where a notice or other document~~, if~~ is served or sent by post, service or delivery shall be deemed to ~~have been served at the time the same is left at the address of the Member in the Register or in the Depository Register, as the case may be, if served personally and~~be effected at the time when the ~~letter~~cover containing the same is ~~put into the post if sent by post, (~~posted and in proving such service or ~~sending~~delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted.~~the letter containing the notice or document was properly addressed and put into the post office) and at the same time the same would have reached the Member in the normal course if sent by telex or facsimile transmission.~~

~~How notices and documents to be served.~~Service of notices

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

Electronic communications

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

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

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

(C) For the purposes of article 145(B) above, a member shall be deemed to have agreed to receive such notice or document by way of such electronic communications and shall not have a right to elect to receive a physical copy of such notice or document.

Implied consent

Deemed consent

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

When notice given by electronic communications deemed served

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

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

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

Notice to be given of service on website

(F) Where a notice or document is given, sent or served to a member by making it available on a website pursuant to article 145(B)(b), the Company shall give separate notice to the member of the publication of the notice or document on that website and the manner in which the notice or document may be accessed by any one or more of the following means:

(a) by sending such separate notice to the member personally or through the post pursuant to article 145(A);

(b) by sending such separate notice to the member using electronic communications to his current address pursuant to article 145(B)(a);

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

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

51. Article 151

Member outside Singapore

151. In the event of a winding up of the Company every member of the Company who is not for the time being in the Republic of Singapore shall be bound, within 14 days after the passing of an effective resolution to wind up the Company voluntarily, or within the like period after the making of an order for the winding up of the Company, to serve notice in writing on the Company appointing some householder in the Republic of Singapore upon whom all summonses, notices, processes, orders and judgments in relation to or under the winding up of the Company may be served, and in default of such nomination the Liquidator shall be at liberty on behalf of such member to appoint some such person, and service upon any such appointee shall be deemed to be a good personal service on such member for all purposes, and where the Liquidator makes any such appointment he shall, with all convenient speed, give notice thereof to such member by advertisement in any leading daily newspaper in the English language in circulation in Singapore or by a registered letter sent through the post and addressed to such member at his address as appearing in the Register of Members or (as the case may be) the Depository Register, and such notice shall be deemed to be served on the day following that on which the advertisement appears or the letter is posted.

52. Article 152

Indemnity ~~of officers.~~

~~171~~152. ~~Every Director~~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 ~~out of the assets of~~by the Company against all costs, charges, losses ~~or liabilities (including any such liability as is mentioned in the Act), which he may sustain or incur in or about the execution of the~~, expenses and liabilities incurred or to be incurred by him in the execution and discharge of his duties ~~of his office or otherwise~~or in relation thereto. Without prejudice to the generality of the foregoing, ~~and~~ no ~~such Directors or other officer shall be liable for any~~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 ~~may~~shall happen ~~to or be incurred by the Company~~ in the execution of the duties of his office or in relation thereto~~. But this Article~~ unless the same shall happen through his own negligence, wilful default, breach of duty or breach of trust.~~only have effect in so far as its provisions are not avoided by the Act.~~

53. Article 154

154. (A) A member who is a natural person is deemed to have consented to the collection, use and disclosure of his personal data (whether such personal data is provided by that member or is collected through a third party) by the Company (or its agents or service providers) from time to time for any of the following purposes: Personal data of members

(a) implementation and administration of any corporate action by the Company (or its agents or service providers);

(b) internal analysis and/or market research by the Company (or its agents or service providers);

(c) investor relations communications by the Company (or its agents or service providers);

(d) administration by the Company (or its agents or service providers) of that member's holding of shares in the Company;

(e) implementation and administration of any service provided by the Company (or its agents or service providers) to its members to receive notices of meetings, annual reports and other shareholder communications and/or for proxy appointment, whether by electronic means or otherwise;

(f) processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for any General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to any General Meeting (including any adjournment thereof);

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

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

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

(B) Any member who appoints a proxy and/or representative for any General Meeting and/or any adjournment thereof is deemed to have warranted that where such member discloses the personal data of such proxy and/or representative to the Company (or its agents or service providers), that member has obtained the prior consent of such proxy and/or representative for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy and/or representative for the purposes specified in articles 154(A)(f) and 154(A)(h), and is deemed to have agreed to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of such member's breach of warranty. Personal data of proxies and/or representatives

APPENDIX 3

THE EXISTING OBJECTS CLAUSES

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

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

(a) To carry on the business of mechanical, motor, electronic, electrical, salvage, civil, structural and general engineers and contractors and any other business which can be conveniently carried on in connection therewith and to purchase or otherwise acquire, workshops, houses, offices, buildings and any fixed and movable machinery, plant, tools engines, boilers, implements, patterns, stock-in-trade auxilary and incidental to the above businesses.

(b) To carry on the business of building contractors and to construct, establish, maintain, execute, carry out, equip, improve, work develop, administer, manage, or control, public or private works and conveniences of all kinds, which expression in this Memorandum, includes roads, ways, railways vessels docks, harbours, bridges, piers, wharfs, canals, reservoirs, embankments, irregations, reclamation, improvement, sewage, drainage, sanitary, water, gas electric light, telephone, telegraphic and power supply works, quarries rice, oil and other mills, smelting work, furnances, cold storage depots, ice and other factories abbattoirs, slaughter-houses, tanneries, viaducts, exchanges and mints.

(c) To carry on the business of general and commission agents, manufacturers' representatives, importers, exporters, investors, contractors, manufacturers, and general merchants or any other business which may seem to the Company capable of being carried on or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property.

(d) To establish companies and associations for the prosecution of or execution of undertakings, works, projects or industrial enterprises of any description, whether of a private or public nature, in Singapore or elsewhere, and to acquire, underwrite and dispose of shares and interests in such companies or associations, or in any other company or associations, or in the undertakings thereof.

(e) To transact business as engineering consultants, management consultants, marketing consultants, promoters, and financial and monetary agents both in Singapore and Malaysia and any other country which the company may from time to time decide upon."

(f) To procure capital for any company in any country, but particularly in Singapore, formed for the purpose of carrying into effect any object connected with land, such as companies formed for the purposes of industrial undertakings, land credit and various dealings in real estate, and to Issue capital of such companies, and to subscribe for, purchase, dispose of, and otherwise deal in the shares, bonds, and securities of such companies, or any other securities on real estate.

(g) To act as managers or to direct the management of industrial companies, corporation, foundations or private persons, either in the capacity of stewards or receivers or in that of lessees or tenants, with power of advancing at a discount all or any of the accruing rents, royalties, or incomings.

(h) To invest the capital of the company in and to deal with the shares, stocks, bonds, debentures, obligations, or other securities of any company or association formed for the establishment or working in any part of the world or railways, gasworks, waterworks, docks, or other industrial undertakings, and to sell, dispose of or repurchase any such securities.

(i) To purchase or otherwise acquire and hold and charter ships and vessels of all kinds.

(j) To purchase take on lease or in exchange hire or otherwise acquire any real or personal property licences rights or privileges which the company may think necessary or convenient for the purposes of its business and to construct maintain and alter any buildings or works necessary or convenient for the purposes of the company.

(k) To purchase or otherwise acquire, issue, re-issue, sell, place, and deal in shares, stocks, bonds, debentures and securities of all kinds.

(l) 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 or 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.

(m) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, ship building yards, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(n) To lend money on interest at existing government rates in accordance with the Moneylenders Ordinance to persons or companies with or without security and on such terms and conditions as the company may think fit.

(o) To mortgage and charge the undertaking and all or any of the real and personal 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 or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the company by a trust deed or other assurance.

(p) To issue and deposit any securities which the company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the company or of its customers or other persons or corporations having dealings with the company, or in whose business or undertakings the company is interested whether directly or indirectly.

(q) To guarantee the obligations and contracts of customers and others.

(r) To make advances to customers and others with or without security, and upon such terms as the company may approve.

(s) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts funds or schemes (whether contributory or non-contributory) with a view to provide pension or others benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the directors, be calculated directly or indirectly to benefit the company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of company or its officers or employees.

{t) To carry on any other business which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to exchange the value of or render profitable any of the company's property or right.

(u) To acquire upon such terms as the directors think fit the fee simple or any less interest in any land from which may be extracted clay or any other substance required in the business hereinafter mentioned.

(v) To carry on the business of brick and tile manufacturers and the manufacture of pipes pottery earthenware china and similar goods.

(w) To carry on the manufacture of any substitute for such brick, tiles or any other substitute used for building of for the purposes for which the aforesaid substances are used.

(x) To carry on all or any of the business of manufacturers of and dealers and workers in cement, lime plasters, clay, sand, mineral, earth, fuel, artificial stones and builders' requisites and conveniences of all kinds and the manufacture of hollow cement block and cement goods of all kinds.

(y) To finance or assist in financing the sale of goods articles, houses, buildings, and factories of every kind or description by way of hire purchase or deferred payment.

(z) To carry on the trade or business of engineering, roofing and secondary roofing.

(aa) To supply to any person, firm, company, or corporation, the services of personnel of every grade including those possessed of professional, technical or other specialist qualifications, and in particular, but without detracting from the generality of the foregoing, personnel competent to undertake or advise upon secretarial and accountancy matters.

(bb) 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.

(cc) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm, or company carrying on any business which this company is authorised to carry on.

(dd) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the company for such consideration as the company may think fit.

(ee) 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 such 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.

(ff) To distribute among the members in specie any property of the company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(gg) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

To do all such other things as are incidental or conducive to the above subjects or any of them.

AND IT IS HEREBY declared that the word "company" save when used in reference to this company in this clause shall be deemed to include any partnerships or other body of persons whether incorporated or not incorporated, whether domiciled in Singapore or elsewhere. None of the sub-clause of this clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, the intention being that the objects specified in each sub-clause of this clause shall, except where otherwise expressed in such clause, be independent main objects and shall be in no wise limited or restricted by reference to or interference from the terms of any other sub-clause or the name of the company, but the company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business undertaking, property or act proposed to be transacted, acquire dealt with or performed does not fall within the objects of the first sub-clause of this clause.

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