

CIRCULAR DATED 6 DECEMBER 2018

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

IF YOU ARE IN ANY DOUBT IN RELATION TO THIS CIRCULAR OR AS TO THE COURSE OF ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

If you have sold or transferred all your ordinary shares in the capital of Miyoshi Limited (the “**Company**”) held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular with the Notice of Extraordinary General Meeting and the attached Proxy Form to the purchaser or transferee as arrangements will be made by CDP for a separate Circular with the Notice of Extraordinary General Meeting and the attached Proxy Form to be sent to the purchaser or transferee. If you have sold or transferred all your shares in the capital of the Company represented by physical share certificate(s), you should immediately forward this Circular, together with the Notice of Extraordinary General Meeting and the accompanying Proxy Form to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

This Circular has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, CIMB Bank Berhad, Singapore branch (the “**Sponsor**”) for compliance with the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). The Sponsor has not independently verified the contents of this Circular.

This Circular has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Mr. Ken Lee, Associate Director, Investment Banking. The contact particulars are 50 Raffles Place, #09-01 Singapore Land Tower, Singapore 048623, telephone (65) 6337 5115.



MIYOSHI LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 198703979K)

CIRCULAR TO SHAREHOLDERS

In relation to

- 1. THE PROPOSED DIVERSIFICATION OF THE CURRENT CORE BUSINESS TO INCLUDE THE NEW BUSINESS; AND**
- 2. THE PROPOSED ADOPTION OF THE NEW CONSTITUTION**

IMPORTANT DATES AND TIMES:

| | | |
|--|---|--|
| Last date and time for lodgement of Proxy Form | : | 26 December 2018 at 10.30 a.m. |
| Date and time of Extraordinary General Meeting | : | 28 December 2018 2018 at 10.30 a.m. (or as soon thereafter following the conclusion of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place. |
| Place of Extraordinary General Meeting | : | 81 Choa Chu Kang Way, Warren Golf & Country Club, Singapore 688263, Conference Room 1 & 2 (Level 2) |

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DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires:

- “Act” or the “Companies Act”** : The Companies Act (Cap. 50) of Singapore, as amended, modified or supplemented from time to time
- “Amendment Act”** : The Companies (Amendment) Act 2014 which was passed in Parliament on 8 October 2014 and took effect in two phases on 1 July 2015 and 3 January 2016 respectively, and the Companies (Amendment) Act 2017 of Singapore which was passed in Parliament on 10 March 2017 and assented to by the President on 29 March 2017
- “Board” or “Board of Directors”** : The board of directors of the Company for the time being
- “CDP”** : The Central Depository (Pte) Limited or any other corporation approved by the Authority as a depository company or corporation for the purposes of this Act, which operates the Central Depository System for the holding and transfer of book-entry securities
- “Catalist”** : The Catalist Board of the SGX-ST
- “Catalist Rules”** : The SGX-ST Listing Manual Section B: Rules of Catalist, as amended or modified from time to time
- “Company”** : Miyoshi Limited
- “Circular”** : This circular to Shareholders dated 6 December 2018
- “Current Core Business”** : Shall have the meaning ascribed to it in Section 2.1(b) of this Circular
- “Director”** : A director of the Company for the time being
- “EGM”** : The extraordinary general meeting of the Company to be held at 81 Choa Chu Kang Way, Warren Golf & Country Club, Singapore 688263, Conference Room 1 & 2 (Level 2) on 28 December 2018 at 10.30 a.m.
- “Existing Constitution”** : The existing constitution of the Company, which was previously known as the Memorandum and Articles of Association of the Company immediately before 3 January 2016
- “FY”** : Financial year ended or ending on 31 August
- “Group”** : The Company and its subsidiaries collectively
- “Latest Practicable Date”** : 22 November 2018, being the latest practicable date prior to printing of this Circular
- “Notice of EGM”** : The notice of EGM of the Company dated 6 December 2018 as set out on pages 33 to 35 of this Circular
- “New Business”** : Shall have the meaning ascribed to it in Section 2.3 of this Circular
- “New Constitution”** : The new constitution of the Company, which is proposed to replace the Existing Constitution, containing amendments arising from, inter alia, the Amendment Act and amendments to the listing rules of the SGX-ST

DEFINITIONS

| | | |
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| “Proposed Diversification of Core Business” | : | Shall have the meaning ascribed to it in Section 2.3 of this Circular |
| “Proxy Form” | : | The proxy form in respect of the Proposed Diversification of Core Business |
| “Securities Accounts” | : | The securities accounts maintained by Depositors with CDP, but not including the securities accounts maintained with a Depository Agent |
| “SFA” | : | The Securities and Futures Act (Cap. 289) of Singapore, as may be amended, modified or supplemented from time to time |
| “SGX-ST” | : | Singapore Exchange Securities Trading Limited and its successors and assigns |
| “Shares” | : | Ordinary shares in the capital of the Company |
| “Shareholders” or “Members” | : | The registered holders of Shares except that where the registered holder is CDP, the term “Shareholders” in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register maintained by CDP and to whose Securities Accounts such Shares are credited |
| “S\$” and “cents” | : | Singapore dollars and cents, respectively |
| “&” or “per cent” | : | Per centum or percentage |

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the same meanings ascribed to them respectively in Section 81SF of the SFA.

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

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any term defined under the Companies Act, the SFA, the Catalist Rules or any statutory or regulatory modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Companies Act, the SFA, the Catalist Rules or any statutory or regulatory modification thereof, as the case may be, unless otherwise provided.

Any reference to a date and/or time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

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

CIRCULAR TO SHAREHOLDERS

MIYOSHI LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 198703979K)

DIRECTORS:

Lim Thean Ee (Non-Executive Chairman & Independent Director)
Sin Kwong Wah, Andrew (Chief Executive Officer & Executive Director)
Wee Piew (Non-Executive & Independent Director)
Masayoshi Taira (Non-Executive & Non-Independent Director)
Pek Ee Perh, Thomas (Non-Executive & Non-Independent Director)

REGISTERED OFFICE:

5 Second Chin Bee Road
Singapore 618772

6 December 2018

To: The Shareholders of Miyoshi Limited

Dear Sir/Madam

(1) THE PROPOSED DIVERSIFICATION OF THE CURRENT CORE BUSINESS TO INCLUDE THE NEW BUSINESS; AND

(2) THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

(collectively, the “Proposed Resolutions”)

1. INTRODUCTION

- 1.1 The Directors propose to convene an extraordinary general meeting to be held on 28 December 2018 at 10.30 a.m. to seek Shareholders’ approval for the Proposed Resolutions.
- 1.2 The purpose of this Circular is to provide Shareholders with information relating to, and to seek their approval for the Proposed Resolutions to be tabled at the EGM. This Circular has been prepared solely for the purposes set out herein and may not be relied upon by any persons (other than the Shareholders to whom this Circular is despatched to by the Company) or for any other purpose.
- 1.3 The Sponsor and the SGX-ST assume no responsibility for the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Circular.
- 1.4 Shareholders who are in any doubt as to the course of action they should take should consult their stockbroker, bank manager, solicitor, accountant, tax advisor or other professional advisors immediately.

2. THE PROPOSED DIVERSIFICATION OF CORE BUSINESS

2.1 Current Businesses

(a) Business Model

As disclosed in the annual report of the Company for FY2017, the Group’s business model involves (1) raising the performance of the Current Core Business, (2) developing the New Business, which includes investing in the Electric Vehicle Business and incubating the Optronics Business and Indoor Farm Business; and (3) reallocating capital within the Group. While the Current Core Business accounted for 97.3% of revenue in FY2018, the Group is desirous of expanding, on a material scale, the Current Core Business to include that of the New Business for the reasons stated in Section 2.4.

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(b) Current Core Business

The Group's current core business ("**Current Core Business**") consists of providing integrated engineering services such as (1) precision stamping, which involves tooling, wire cutting and the usage of state of the art press tools catering to all types of requirements from 60-tonne to 630-tonne hydraulic machines; (2) prototyping, which involves the use of laser cut machines to provide prototyping and batch production at fast speeds; (3) metal finishing processing, where an electroless nickel plating line is used to cater to the Company's customers metal finishing requirements and needs; and (4) factory automatic design and fabrication, which involves fabricating automation equipment for production needs such as gasket and air and helium leak tester machines.

2.2 Acquisition relating to the New Business

In line with the Group's overarching plan to expand into business opportunities along the downstream value chain of the business, the Group began undertaking an acquisition in 2016 to enter into the electric vehicle business to provide an additional source of recurring income and future growth for the Group.

The Company had on 14 June 2017 completed the share placement of 45,000,000 new ordinary shares in the Company to raise net proceeds of approximately \$3.0 million ("**Share Placement (1)**"). The proceeds from the Share Placement (1) has been utilised to fund the investment in Core Power and has been fully utilised as at 31 August 2016.

On 20 June 2016, the Company announced that it had entered into a joint venture agreement ("**JVA**") with Core Power (Fujian) Electric Co., Ltd (the "**Joint Venture Partner**") in relation to a 15% stake in Core Power (Fujian) New Energy Automobile Co., Ltd ("**Core Power**"). On 24 August 2016, the Group announced that it had completed its proposed joint venture with the Joint Venture Partner and have acquired 15% shareholding interest in Core Power for an aggregate consideration of S\$8.8 million pursuant to the terms and conditions of the JVA.

As the JVA constituted a "Discloseable Transaction" under Chapter 10 of the Catalist Rules, the Company was not required to obtain prior Shareholders' approval for the JVA. The Company had on 20 June 2016, 24 August 2016 and 31 July 2018, made announcements setting out details of the acquisition in accordance with the Catalist Rules.

The Company had on 18 May 2018 completed the share placement of 115,000,000 new ordinary shares in the Company to raise net proceeds of approximately \$6.8 million ("**Share Placement (2)**"). The proceeds from the Share Placement (2) has been utilised to fund the additional investment in Core Power and has been fully utilised as at 31 August 2018.

On 31 July 2018, the Company announced that it had entered into a proposed increase of investment in Core Power from 15% interest to 32% interest by way of new capital injection into Core Power ("**Proposed Increase of Investment in Core Power**").

As the Proposed Increase of Investment in Core Power constituted a "Discloseable Transaction" under Chapter 10 of the Catalist Rules, the Company was not required to obtain prior Shareholders' approval for the Proposed Increase of Investment in Core Power. The Company will, at the appropriate points in time, made announcements setting out details of the acquisition in accordance with the Catalist Rules and any other updates in connection with Core Power, where appropriate.

2.3 Information in relation to the New Business

Subject to the approval of the Shareholders to be obtained at the EGM, the Group intends to expand, on a material scale, the Current Core Business to include the following New Business, as and when opportunities arise:

- (a) the electric vehicle business, involving the development, manufacturing, assembling and selling of electric vehicles and other infrastructure projects, such as fabrication and installation of charging stations (the "**Electric Vehicle Business**");

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- (b) the optronics business, involving the provision of electronic solutions with wide applications in homeland security, border control and law enforcements, and the provision of high-performance face-recognition surveillance related products (the “**Optronics Business**”); and
- (c) the indoor farm business, through research, production trials and the development of the Group’s high-tech indoor farm factory and domain knowledge of the operating of indoor farming in a clean room environment (the “**Indoor Farm Business**”).

The Proposed Diversification of Core Business is in line with the Group’s vision of being a “tomorrow-focused manufacturer”. The Group believes that the products of the New Business have to anticipate future plans and business opportunities and that familiarity with the relevant domain knowledge was an important factor in the selection of the New Business as well as capabilities in related fields of expertise.

The Group may also, as part of the New Business, invest in or dispose of shares or interests in any entity that is in the New Business. For the avoidance of doubt, the Group does not plan to restrict the New Business to any specific geographical market as each investment will be evaluated and assessed by the Board on its merits. The Group may also explore joint ventures, partnerships, cooperation and/or strategic alliances with third parties who have the relevant expertise and resources to carry out the New Business as and when the opportunity arises.

The decision on whether an investment should be undertaken by the Group on its own or in collaboration with third parties will be made by the Board after taking into consideration various factors, such as the nature and scale of the respective business, amount of investment required and risks associated with such an investment, nature of expertise required and economic conditions, taking into account the opportunities available.

2.4 Rationale for the Proposed Diversification of Core Business

Industry Background

(a) The Electric Vehicle Business

In August 2016, the Group completed its investment in Core Power, a manufacturer and seller of mass-market all-electric vehicles to various parts of China. Core Power is located on 330,000m² of industrial land in Yong’an, Sanming, or an equivalent of 33 international rugby fields. It has its four major operations, of metal stamping, welding, and spray-painting and final assembly in the same location. The annual production capacity of the factory is 100,000 cars.

From January 2017, Core Power will produce its own car body, doors, and other components from steel sheets. During the year, Core Power also grew their distributorships in China, especially in the southern provinces of Fujian, Hunan, Jiangxi, Yunnan and Sichuan. They have more than 100 distributorships across China and their cars are also sold in the provinces of Henan, Jiangsu, Shaanxi, Gansu and Guizhou.

From April 2017, Core Power started a new car development (model K1) to target the young car buyers. The prototype was launched during the all-electric car exhibition in Jinan, Shandong in August 2017. The mass production of K1 began in December 2017. The Group anticipates that the Electric Vehicle Business will be the key growth driver of the Group’s revenue in FY2018 and will assist Core Power to scale-up and tap on the larger potential markets of Central and South Asia, and Central and South America.

On 9 May 2018, Core Power secured two new sales contracts with Jiangxi Changhe Automotive Co., Ltd (“**Jiangxi Changhe**”), a subsidiary of Beijing Automotive Group Co., Ltd for the supply of 50,000 all-electric cars.

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(b) The Optronics Business

The Optronics Business is operated through the Company's Singapore subsidiary, Miyoshi Optronics (S) Pte. Ltd. ("**Miyoshi Optronics**") and was initially started in March 2016 to support the core technology of the Electric Vehicle Business, involving the production of lithium batteries and the battery management system. It has since evolved to specialise in portable police electronics. Miyoshi Optronics first showcased its products in the NEC Asia Pacific ("**NEC**") Exhibition in Marina Bay, Singapore in 2018.

Working with NEC, Miyoshi Optronics incorporates its mobile body-worn surveillance system with NEC's artificial intelligence ("**AI**") facial recognition software. This allows real-time facial recognition solution that is highly reliable at a low latency. The combination of Miyoshi Optronics and NEC solutions allow security officers on the ground instant analysis of what they see, enabling them to provide actionable intelligence to commanders. NEC's Neoface facial recognition technology is one of the fastest in the world in identifying criminal suspects from a crowd using AI. Miyoshi Optronics successfully participated in the Homeland Security Exhibition in Hanoi, Vietnam in August 2017 and was also part of the Singapore pavilion for the Defense & Security Expo in Bangkok, Thailand in November 2017.

The Group anticipates that the Optronics Business will contribute towards the Group's revenue from FY2020 and will continue to target the respective markets in Singapore, Malaysia and other countries in the Asia Pacific region.

(c) The Indoor Farm Business

In December 2016, the Group started the incubation of the Indoor Farm Business through 'indoor farming', tapping on our domain knowledge of operating a farm in a clean room environment. The Group operates clean rooms for our data storage production to control the airborne particles and contaminants.

Currently, the Group's focus is undergoing research and production trials for the Indoor Farm Business. The Group aims to leverage on hi-tech smart drip and micro-irrigation planting systems in Singapore. Currently, the Group is in the early stage and anticipates that the Indoor Farm Business will contribute towards the Group's revenue from FY2021. The Group will actively explore various business opportunities in Singapore as well as in overseas markets such as Malaysia or China in relation to the Indoor Farm Business and depending on the opportunities available and feasibility, the Group may expand the Indoor Farm Business via acquisitions, joint ventures or strategic alliances with third parties.

In view of the above, the Board is proposing to expand, on a material scale, the Current Core Business to include the New Business for the following reasons:

(a) **The Board believes that the Proposed Diversification of Core Business will make available to the Group activities that could provide additional stream(s) of income and hence enhance the Group's business performance and Shareholder value.**

The Proposed Diversification of Core Business was mostly driven by the decline in revenue from the Current Core Business, specifically, demand for data storage products that has been in decline since 2010. The Company produces dampers and top covers, and electroplating of actuator arms for the hard disk drive industry, which has been affected by the fall in demand.

The Board sees the Proposed Diversification of Core Business as a means to sustained income. The Electric Vehicle Business, through Core Power, has grown to 100 distributorships across China since August 2016, while the Optronics Business has grown from strength-to-strength in Southeast Asia since March 2016, alongside small successes in Europe and Middle East. With the Group's extensive experience with engineering

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and manufacturing, the development of the Indoor Farm Business since December 2016 will similarly be a profitable extension of its business. The global shortage of arable land, increasing populations, climate change, and demand for high quality and stable food supply has placed the Indoor Farm Business in position as a potential growth portfolio.

By venturing into the New Business above, the Group will be able to tap on both local and overseas markets and have access to new business opportunities. This allows the Group to have better prospects of profitability and ensure longer-term growth.

(b) The Proposed Diversification of Core Business will reduce the Group's reliance on its Existing Core Business.

In line with Section 2.4(a) above, the Group will continue to pursue sustainable growth strategies to strengthen its Current Core Business, the Group aims to maintain sustained general performance in the future through other avenues of growth. The Proposed Diversification of Core Business will provide the Group with the opportunity to expand its portfolio across different markets. Given the uncertainties prevailing in the current global economic outlook and the slow-down in the hard disk drive industry, the Group believes that it is prudent to take active steps to reduce reliance on the Current Core Business. The inclusion of the New Business is thus envisaged to provide a continued source of sustainable revenue for the Group and to cushion the effects of weakened demand and prospects in the hard disk drive industry.

(c) The Proposed Diversification of Core Business would enable the Group to participate in the long term growth prospects of the global green energy industry, in particular in ASEAN and the PRC.

The Board believes that demand for green energy and services related to green energy will continue to grow as governments' worldwide step up efforts to cut carbon emissions and rein in pollution. Europe, France and the United Kingdom separately announced plans in July 2017 to ban the sale of new petrol and diesel cars by 2040¹, by which time all new cars in both markets would have to be emission-free. Several car makers have already expressed plans to build more environmentally-friendly vehicles. Volvo, for one, announced in July 2017 that all its new cars to be launched from 2019 will be partially or completely battery-powered². In Asia, leading manufacturers like Toyota Motor and Honda Motor continue to launch new models of electric cars in response to growing demand.

Against this backdrop, the Board believes there will be potential growth in the green energy market through its Electric Vehicle Business. In Asia, China has demonstrated its endeavours to contain pollution and reduce dependence on fossil fuels. In 2016, China increased its foreign investment in renewables by 60% to reach a record US\$32 billion. As part of the Going Global strategy for renewable energy, China established the Asia Infrastructure Investment Bank and poured money into the BRICS' New Development Bank, which made its first loans, all for renewable energy. The China government recently set a target to limit coal at 58% of its energy consumption by 2020, down from 64% in 2015³.

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- 1 Charlotte Ryan and Jess Shankleman (July 26, 2017). U.K. Joins France, Says Goodbye to Fossil-Fuel Cars by 2040. Retrieved from www.bloomberg.com. The Company has not asked the authors of this publication for the consent to the inclusion of the information extracted from the specified publication under this section and they are hereby not liable for these statements. Although the directors of the Company have taken reasonable care in the extraction, complication and reproduction of the publication in their proper form and context in this Circular, they have not verified the accuracy of such information.
 - 2 Adam Vaughan (July 5, 2017) All Volvo cars to be electric or hybrid from 2019. Retrieved from www.theguardian.com. The Company has not asked the authors of this publication for the consent to the inclusion of the information extracted from the specified publication under this section and they are hereby not liable for these statements. Although the directors of the Company have taken reasonable care in the extraction, complication and reproduction of the publication in their proper form and context in this Circular, they have not verified the accuracy of such information.
 - 3 Joel Jaeger, Paul Joffe and Ranping Song (January 6, 2017). China is Leaving the U.S. Behind on Clean Energy Investment. Retrieved from <http://www.wri.org>. The Company has not asked the authors of this publication for the consent to the inclusion of the information extracted from the specified publication under this section and they are hereby not liable for these statements. Although the directors of the Company have taken reasonable care in the extraction, complication and reproduction of the publication in their proper form and context in this Circular, they have not verified the accuracy of such information.

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Based on the above, the Board is of the view that the Proposed Diversification of Core Business is in the best interest of the Group and Shareholders. The Group intends to implement the Proposed Diversification of Core Business prudently with the ultimate aim of enhancing Shareholders' value.

2.5 Managing the New Business

The Group has been carrying out the Electric Vehicle Business, Optronics Business and Indoor Farm Business since August 2016, March 2016 and December 2016 respectively. Based on evidence of these businesses contributing to the Current Core Business, the Board is confident that the management of the New Business has and will have the relevant experience and expertise required.

The current management team of (i) the Electric Vehicle Business consists of Chen Yu Ming; (ii) the Optronics Business consists of Michael Ng; and (iii) the Indoor Farm Business consists of Karen Gan (collectively, the **"Management"**). The Group will at all times ensure that the Management leading the New Business will comprise of individuals with varied qualifications and experience, who will provide consistent strategic vision and policy on the New Business. Where necessary, the Group will consider expanding the Management or recruiting new personnel relating to the New Business.

The Group will carefully monitor developments and progress in the New Business and take the necessary steps to retain the management team of the identified acquisition targets in the New Business and also identify suitable candidates both from within the Group as well as externally to build the management team for the New Business. The Group will also continually evaluate the manpower and expertise required for the New Business and will, as and when required, engage suitably qualified external personnel, consultants, industry experts and professionals for the New Business. In making decisions, the Board and senior management will seek the advice of these reputable external consultants and experts where necessary and appropriate. Where necessary, work may be outsourced to these third parties who have expertise in the relevant area.

The Group may foster partnerships with various third parties in the relevant industries to assist it in undertaking the New Business more effectively and efficiently as the Group seeks to build its expertise and capabilities in this field. Such partnerships may be done either on a case by case basis or on a term basis. In selecting its partners, the Group will take into account the specific expertise and competencies required and the experience, historical track record and financial standing of the party concerned.

2.6 Requirements under the Catalist Rules

As the New Business is substantially different from the Current Core Business, it is envisaged that the Proposed Diversification of Core Business will change the existing risk profile of the Group. Accordingly, the EGM will be convened by the Company to seek Shareholders' approval for the Proposed Diversification of Core Business.

Upon the approval by Shareholders of the Proposed Diversification of Core Business, any acquisition which is in or in connection with, the New Business, may be deemed to be in the Group's ordinary course of business and therefore not fall under the definition of a "transaction" under Chapter 10 of the Catalist Rules. Accordingly, the Group may, in its ordinary course of business, enter into transactions relating to the New Business which will not change the risk profile of the Group, in an efficient and timely manner without the need to convene separate general meetings from time to time to seek for Shareholders' approval as and when potential transactions relating to the New Business arise, even where they cross the threshold of a "major transaction", if the acquisition will result in an expansion of the Group's new core business. As set out in Practice Note 10A of the Catalist Rules, the SGX-ST takes the view that it should not in normal circumstances require an issuer to seek Shareholders' approval if the expansion is by way of an acquisition of a similar business, when other means to expand its business that are open to the issuer would not require Shareholders' approval.

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Pursuant to Rule 1014 of the Catalyst Rules, a major transaction is a transaction (as defined in Rule 1002(1) of the Catalyst Rules) where any of the relative figures as computed on the bases set out in Rule 1006 of the Catalyst Rules (a) exceeds 75% but is less than 100% (for an acquisition) or (b) exceeds 50% (for a disposal), must be made conditional upon approval by Shareholders in a general meeting. In addition, the Company is, amongst others, required to make an announcement containing the information set out in Rule 1010 of the Catalyst Rules.

For the avoidance of doubt, notwithstanding the Proposed Diversification of Core Business:

- (a) Rules 1010 and 1014 of the Catalyst Rules would still apply to any transaction which falls within the definition as set out in Rule 1002(1) of the Catalyst Rules;
- (b) where any acquisition of assets (whether or not the acquisition is deemed to be in the ordinary course of business of the Company) is one where any of the relative figures as computed on the bases set out in Rule 1006 of the Catalyst Rules is 100% or more or which will result in the change of control of the Company would be deemed to be a very substantial acquisition or reverse takeover and would be subject to Rule 1015 of the Catalyst Rules and would be subject to approval of Shareholders;
- (c) Practice Note 10A of the Catalyst Rules will apply and Shareholders' approval would be required for any transaction (which falls within the definition as set out in Rule 1002(1) of the Catalyst Rules) which changes the risk profile of the Company; and
- (d) where any transaction constitutes an "interested person transaction" as defined under Chapter 9 of the Catalyst Rules, Chapter 9 of the Catalyst Rules will apply to such a transaction and the Company will comply with the provisions of Chapter 9 of the Catalyst Rules. In particular, pursuant to Rule 905 of the Catalyst Rules, where any interested person transaction is of a value equal to or more than 3% of the Group's latest audited net tangible asset, or when aggregated with other transactions entered into with the same interested person during the same financial year, is of a value equal to or more than 3% of the Group's latest audited net tangible asset, the Group must make an immediate announcement of the interested person transaction. Pursuant to Rule 906 of the Catalyst Rules, where any interested person transaction is of a value equal to or more than 5% of the Group's latest audited net tangible asset, or when aggregated with other transactions entered into with the same interested person during the same financial year, is of a value equal to or more than 5% of the Group's latest audited net tangible assets, the Group must obtain shareholder approval of the interested person transaction.

2.7 Risk Factors

The Group could be affected by a number of risks that may relate to the Proposed Diversification of Core Business. Risks may arise from, *inter alia*, economic, business, market and political factors. Shareholders should carefully consider and evaluate each of the following considerations and all other information contained in this Circular.

To the best of the Directors' knowledge and belief, all the risk factors that are material to the Shareholders in making an informed decision on the Proposed Diversification of Core Business are set out below. The risks described below are not intended to be exhaustive and are not presented in any particular order of importance. There may be additional risks not presently known to the Company or are currently not deemed to be material. If any of the considerations and uncertainties described below develops into actual events, the business, results of operations, financial condition and prospects of the Group could be materially and adversely affected.

Shareholders should carefully consider and evaluate the following risk factors and all other information contained in this Circular before deciding on whether to vote in favour of the Proposed Diversification of Core Business.

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Risks related to the Proposed Diversification of Core Business

(a) The Electric Vehicle Business and its business, financial condition and results of operations are exposed to the economic political and social conditions of China

As the Electric Vehicle Business is slated to be carried out and conducted in China, our business, financial condition, results of operations and prospects are, to a significant degree, subject to the economic, political and social conditions in China. The Chinese economy differs from the economies in developed countries in many respects, including the degree of government involvement, control of capital investment, as well as the overall level of development. Although the PRC government has implemented measures since the 1970s emphasizing the use of market forces for economic reform, the reduction of state ownership of productive assets and the establishment of improved corporate governance in business enterprises, a substantial portion of productive assets in China is still owned by the PRC government. Further, the PRC government continues to play a significant role in regulating industry development by imposing industrial policies. The PRC government also exercises significant control over China's economic growth through the allocation of resources. The Group cannot predict further changes in China's economic, political and social condition and the effect that new government policies will have on our business and future prospects. Any actions and policies adopted by the PRC government or any prolonged slowdown in China's economy, in particular the automobile industry, could have a negative impact on the Group's business, operating results and financial condition in a number of ways.

(b) The future growth of the Electric Vehicle Business is dependent upon consumers' willingness to adopt electric vehicles.

The growth of the Electric Vehicle Business is highly dependent upon the adoption by consumers of alternative fuel vehicles, generally, and electric vehicles in particular. If consumers do not adopt electric vehicles, the prospects, financial conditions and operating results generated from the New Business will be harmed. The market for alternative fuel vehicles is relatively new, rapidly evolving, characterized by rapidly changing technologies, price competition, additional competitors, evolving government regulation and industry standards, frequent new vehicle announcements and changing consumer demands and behaviours. Since transportation is an integral part of modern life, consumers often adhere to proven methods. The status-quo mentality among the consumers may render it difficult for the Group to penetrate the market. Factors that may influence the adoption of alternative-fuel vehicles, and specifically electric vehicles include:

- perceptions about the quality of electric vehicles, safety, design, performance and cost, especially if adverse events or accidents occur that are linked to the quality or safety of electric vehicles;
- the limited range over which electric vehicles may be driven on a single battery charge;
- concerns about electric grid capacity and reliability, which could derail efforts to promote electric vehicles as a practical solution to vehicles which require gasoline;
- the availability of service for electric vehicles;
- the environmental consciousness of consumers;
- volatility in the cost of oil and gasoline;
- access to charging stations, standardization of electric vehicle charging systems and consumers' perceptions about convenience and cost to charge an electric vehicle;
- perceptions about and the actual cost of alternative fuel; and
- macroeconomic factors.

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The influence of any of the factors described above affect the business, operating results, financial condition and prospects of the Group in the Electric Vehicle Business.

(c) Risks relating to the barriers to developing a wider network of charging infrastructure for electric vehicles.

Private investors are hesitant to make investment in charging infrastructure on their own unless the local demand for electric vehicles is proven to have reached a critical mass. On the other hand, consumers are hesitant to purchase electric vehicles unless they are satisfied that charging stations are conveniently located. This presents a conundrum whereby investors are unwilling to invest due to a lack of consumer interest, and consumers would not be interested to buy electric vehicles unless there is adequate charging infrastructure.

Additionally, charging infrastructure, especially public charging stations, requires a hefty upfront investment. Electric vehicles could employ a variety of charging technology, which greatly complicates attempts to install a unified charging network. Electric vehicle charging stations may also face the possibility of obsolescence from time to time, in view of advance of technology.

Due to these factors, investments in charging infrastructure may be lacking. Concerns arising from the availability of charging stations or equipment may impact the willingness of the consumers to adopt electric vehicles, and may in turn impact the profitability of the Electric Vehicle Business.

(d) The Electric Vehicle Business is subject to market risks.

The Electric Vehicle Business is affected by the changes of price of non-renewable fuel. Furthermore, increase in commodity prices and decreases in power prices will affect the prices for renewable energy. Prices will also be influenced by economic conditions as well as the market's perception of renewable energy.

There is also uncertainty as to how other market risk factors will affect regulatory risks. Factors which might otherwise be seen as positive for the industry might cause increased regulatory risk. For example, the significant decrease in cost of solar modules may lead to surging investment in renewable energy projects, which may in turn burden governments' renewable energy support schemes.

(e) The Optronics Business's manufacturing processes are highly complex, costly and potentially vulnerable to disruptions that can significantly increase our production costs and delay product shipments to our customers.

The manufacturing processes for the Optronics Business are highly complex, requiring advanced and costly equipment and are modified periodically to improve manufacturing yields and production efficiency. The Group faces the risk of production difficulties from time to time that could cause delivery delays and reduced production yields. These production difficulties include capacity constraints, construction delays, difficulties in upgrading or expanding existing facilities, difficulties in changing our manufacturing technology and delays in the delivery or relocation of specialized equipment. The Group may encounter these difficulties in connection with the adoption of new manufacturing process technologies. The Group cannot assure you that the Group will be able to develop and expand our labs without equipment delays or difficulties, or that the Group will not encounter manufacturing difficulties in the future.

(f) The Indoor Farm Business susceptible to adverse weather conditions and outbreak of plant related diseases.

Given the nature of the Group's Indoor Farm Business, the operations of our indoor farming are susceptible to (i) adverse weather conditions or natural disasters such as floods and earthquakes, (ii) environmental hazards and (iii) plant-related diseases. The occurrence of any of the above events in or in close proximity to our high-tech indoor plant factory could cause reduction in the output of and/or costly delays in harvesting our crops. As a result, our business and financial performance may be adversely affected.

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(g) The Indoor Farm Business is susceptible to shortages and fluctuations in the prices of raw materials.

The main raw materials for the cultivation of crops at our high-tech indoor plant factory are seeds, vermiculite and perlite, and nutrients. Our Indoor Farm Business is therefore highly dependent on the constant and sufficient supply of these raw materials and the Group is also affected by adverse fluctuations in the prices of these raw materials depending on the supply and demand conditions from time to time. Any major shortages in the supply and/or adverse fluctuations in the prices of these raw materials could reduce the output and/or result in an increase in the production costs of our crops. Such reduction in output and/or increase in costs (which in the event the Group is not able to pass on to our customers either partially or wholly) will have an adverse effect on our business and financial performance.

(h) The Indoor Farm Business faces risks associated with contamination or deterioration of our products.

The contamination or deterioration of products relating to the Indoor Farm Business, whether actual or alleged, deliberate or accidental, could harm our reputation and business. A risk of contamination or deterioration exists during the cultivation of our crops. Any such contamination or deterioration could result in a recall of our products and/or criminal or civil liability and restrict our ability to sell our products. This would consequently have a material adverse effect on our business operations, financial performance, financial position and prospects.

(i) Electric Vehicle Business is subject to evolving regulations.

The Electronic Vehicle Business is subject to increasing and evolving regulations. The cost of compliance with, and other burdens imposed by, such laws and regulations that are applicable to the Electric Vehicle Business may limit the use and adoption and reduce overall demand for the electric vehicles. Any adverse change in such regulations may therefore adversely affect profitability of the Electric Vehicle Business.

(j) Rapid industry and technological changes may affect the Electric Vehicle Business.

Developments in alternative technologies or improvements in the internal combustion engine may materially and adversely affect the demand for our electric vehicles. The electric vehicle market in China is rapidly evolving and may not develop as the Group anticipates. The regulatory framework governing the industry is currently uncertain and may remain uncertain for the foreseeable future. As our industry and our business develop, the Group may need to modify our business model or change our services and solutions. These changes may not achieve expected results, which could have a material adverse effect on our results of operations and prospects. Furthermore, the Group may be unable to keep up with changes in electric vehicle technology and, as a result, our competitiveness may suffer. Our research and development efforts may not be sufficient to adapt to changes in electric vehicle technology. As technologies change, the Group plans to upgrade or adapt our vehicles and introduce new models in order to provide vehicles with the latest technology, in particular battery cell technology, which could involve substantial costs and lower our return on investment for existing vehicles. There can be no assurance that the Group will be able to compete effectively with alternative vehicles or source and integrate the latest technology into our vehicles, against the backdrop of our rapidly evolving industry. Even if the Group is able to keep pace with changes in technology and develop new models, our prior models could become obsolete more quickly than expected, potentially reducing our return on investment. Developments in alternative technologies, such as advanced diesel, ethanol, fuel cells or compressed natural gas, or improvements in the fuel economy of the internal combustion engine, may materially and adversely affect our business and prospects in ways the Group do not currently anticipate. For example, fuel which is abundant and relatively inexpensive in China, such as compressed natural gas, may emerge as consumers' preferred alternative to petroleum based propulsion. Any failure by us to successfully react to changes in existing technologies could materially harm our competitive position and growth prospects.

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(k) The Group does not have a sufficiently long track record in carrying out the New Business.

Saved as disclosed in the annual report of the Company for FY2017, the Group does not have any other proven track record in carrying out the New Business. There is no assurance that the New Business will be or continue to be commercially successful and that the Group will be able to derive sufficient revenue to offset the investment or operating costs arising from the New Business. The New Business may require high capital commitments and may expose the Group to unforeseen liabilities or risks associated with its entry into new markets or new businesses.

The New Business also involves business risks including the financial costs of setting up new operations, capital investment and maintaining working capital requirements. If the Group does not derive sufficient revenue from or does not manage the costs of the New Business effectively, the overall financial position and profitability of the Group may be adversely affected.

(l) The Group is exposed to risks associated with acquisitions, joint ventures or strategic alliances.

Depending on available opportunities, feasibility and market conditions, the Group's expansion into the New Business may involve acquisitions, joint ventures or strategic alliances with third parties in overseas markets that the Group intends to focus on. There is no assurance that such joint ventures or strategic alliances or the joint management of such enterprises will be successful. Participation in joint ventures, strategic alliances, acquisitions or other investment opportunities involves numerous risks, including loss of capital or other investments deployed in such ventures, alliances, acquisitions or opportunities, inability to reach an agreement on key business decisions among the key personnel within the joint venture or strategic alliance.

Furthermore, the Group may be expected to rely on its joint venture partners at the initial stage of its foray into the New Business and there is a risk that any of the joint venture partners may fail to perform by not possessing the adequate experience or skill sets expected of them or experience financial or other difficulties which may affect their ability to carry out their contractual obligations, thus delaying the Group's progress in the New Business and/ or resulting in additional costs to the Group. In such events, the Group's financial performance may be adversely affected.

(m) The Group may not have the ability or sufficient expertise to execute the New Business.

The Group's ability to successfully venture into or to have continued success in the New Business is dependent upon its ability to acquire the knowledge and expertise relevant to the industry and to understand and navigate the New Business. There is no assurance that the Group's existing employees hired by the Group may be able to implement and manage the New Business by acquiring the relevant skill and knowledge in a timely manner. The Group may also appoint third party professionals, third party contractors and/or foster partnerships with various third parties to assist it in undertaking the New Business more effectively and efficiently. However, there is no assurance that these third party professionals and/or contractors will be able to execute the business plans and/or that these partnerships will be successful. As such, the Group may not be able to successfully implement the New Business and this may adversely affect the Group's financial performance and profitability.

(n) The Group may face intense competition from existing competitors and new market entrants in the New Business.

The New Business is highly competitive, with strong competition from established industry participants who may have larger financial resources or stronger track records. The Group may not be able to provide comparable services at lower prices or respond more quickly to market trends than potential or existing competitors who may have larger financial resources and stronger track records. In the event that the Group is unable to be competitive, its financial position and performance will be adversely affected.

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(o) The Group is exposed to foreign exchange transaction risks and capital controls.

Foreign exchange may adversely affect the Group's financial position and operating results. The Group intends to conduct the New Business in various jurisdictions. The Group is therefore exposed to the effects of changes in currency exchange rates. Unfavourable movements in these exchange rates may have an adverse effect on the Group's revenue and/or cost of operating. In addition, cash used for the Electric Vehicle Business held in the PRC are subject to local exchange control regulations. These regulations place restrictions on exporting capital out of the country other than through dividends and thus significantly affect the Group's ability to access or use assets, and settle liabilities, of the Group.

(p) The Group is exposed to a range of economic risks relating to the New Business in the countries in which the Group may operate.

The performance of the New Business depends largely on the economic situation and is dependent on the continued expansion of the economies of the countries in which the Group may operate. There is no assurance that the respective industry in each of the countries in which the Group may operate will continue to grow and such countries may be adversely affected by political, economic, regulatory, social or diplomatic developments affecting the respective sectors generally. Changes in inflation, interest rates, taxation or other regulatory, economic, social or political factors affecting the countries in which the Group may operate or any adverse developments in the demand in the relevant sector may have an adverse effect on the Group's New Business. Should the economy experience a downturn, the performance of the New Business may be adversely affected. This may also materially and adversely affect the Group's New Business operations, financial performance and financial condition.

(q) The Group may be exposed to risk of loss and potential liabilities that may not be covered by insurance.

While the Group will, where appropriate, obtain insurance policies to cover losses in respect of its assets and certain eventualities arising from the Group's New Business, the insurance obtained may not be sufficient to cover all potential losses, including losses arising from risks which are generally not insurable. These include losses arising from acts of God, earthquakes, war, civil disorder and acts of terrorism. Losses arising out of damage to the Group's assets covered by the insurance policies in excess of the amount they are insured may affect the Group's profitability.

(r) There is no assurance of that the Group will be able to identify new opportunities for the growth of the New Business.

Saved as disclosed in the annual report of the Company for FY2017, the Group has not formalised any definitive plans in connection with the New Business. While the Group will continue to actively seek opportunities in the New Business, there is no assurance that it will be able to identify such opportunities which suit its risk and returns profile.

(s) The Group is subject to risks inherent in investing in entities which it does not control and the manner in which it holds its investments.

Some of the activities of the New Business may be conducted through non-wholly owned subsidiaries, associates and joint ventures in which the Group shares control (in whole or in part) and strategic alliances which may be formed by the Group with other strategic or business partners. There can be no assurance that any of these strategic or business partners will continue their relationships with the Group in the future or that the Group will be able to pursue its strategies with respect to its non-wholly owned subsidiaries, associates and joint ventures and the markets in which they operate. There is no assurance that the Group will be able to influence the management, operation and performance of these entities through its voting rights, in a manner which would be favourable to the Group, or at all. Furthermore, the joint venture partners may (a) have economic or business interests or goals that are inconsistent with those of the Group; (b) take actions contrary to the Group's policies or objectives; (c) undergo a change of control; (d) experience financial and other difficulties; or (e) be unable or unwilling to fulfil their obligations under the joint ventures, which may affect the Group's businesses, financial conditions, results of operations or growth prospects.

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(t) The New Business is subject to numerous sector specific, environmental, health and safety laws and regulations.

The New Business is subject to numerous sector specific, environmental, health and safety laws and regulations in each of the jurisdictions in which the Group operates or will operate. These laws and regulations may require the Group to obtain and maintain permits and various approvals, undergo environmental impact assessments and review processes and implement sector specific, environmental, health and safety programs and procedures to control risks associated with the siting, construction, operation and decommissioning of renewable energy projects. If such permits or approvals cannot be obtained, or if any permit or approval so obtained is subject to any conditions which cannot be fulfilled by the Group, the Group will not be able to implement its plans for the New Business.

Further, if any work or project undertaken by the Group does not comply with applicable laws, regulations or permit requirements, the Group may be required to pay penalties or fines or curtail or cease operations of the affected projects. Sector specific, environmental, health and safety laws, regulations and permit requirements may change or become more stringent. Any such changes could require the Group to incur additional material costs. The Group's operational or projects costs of complying with the relevant environmental, health and safety laws, regulations and permit requirements, and any liabilities, fines or other sanctions resulting from violations of them, could have a material adverse effect on the business, financial condition and results of operations of the Group.

(u) Risks in the non-performance and quality of subcontracted works.

The Group may sub-contract certain parts of its projects and services to third party subcontractors. The Group is therefore exposed to the risks that its subcontractors may not provide the subcontracted services or works on time or that the quality of the works or services subcontracted may not meet the requirements under the relevant contracts that the Group has entered into with its customers. Although the Group may enter into back-to-back arrangements with subcontractors where the terms of the contract with the Group's subcontractors are identical or substantially similar to the terms of the Group's contract with its customers, the Group remains liable to its customers under the contracts that it enter into with them. As such, in the event that the subcontractor is unable to perform the subcontracted works or provide the required services in a satisfactory manner, the Group may be liable to its customers. Should the Group be unable to procure other subcontractors to complete the works, or to carry out the works itself at the same cost, this would adversely affect the New Business and its profitability.

(v) The New Business may be affected by terrorist attacks, natural disasters, outbreaks of communicable diseases and other events beyond the Group's control.

Terrorist attacks, natural disasters and other events beyond the Group's control in the markets in which it operates may lead to uncertainty in the economic outlook of these markets leading to an economic downturn. This in turn could have an adverse impact on the New Business. The consequences of any such terrorist attacks, natural disasters or other events beyond the Group's control are unpredictable, and the Group is not able to foresee events of such nature, which could cause interruptions to parts of its business and have an adverse effect on the New Business, financial condition, and operating results.

In addition, an outbreak of Zika, SARS, avian influenza, Influenza A (H1N1) and/or other communicable diseases, if uncontrolled, could affect the Group's operations, as well as the promotion of and attendance at events by the public. This may adversely affect the New Business, financial condition, and results of operations.

Further, in the event that the Group's employees and/or employees of the Group's suppliers are infected or suspected of being infected with any communicable disease, the Group and/or the suppliers may be required by health authorities to temporarily shut down the affected premises or offices and quarantine the relevant employees to prevent the spread of the disease. This will result in delays and may have an adverse impact on the New Business and financial performance.

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(w) The New Business may be affected by the relationships between the United States and its trading partners, especially China

The rapidly escalating trade disputes between the United States and its trading partners, especially including China, are expected to ripple through global supply chains, raise costs for businesses and consumers and shake global stock markets, which have been volatile in anticipation of a prolonged trade war.

The New Business, being poised to tap on the international market, including parts of Asia and China, and parts of the United States, may be adversely affected. Any changes in the United States trade policy could trigger retaliatory actions by affected countries, resulting in 'trade wars,' in increased costs for goods imported into the United States, which may reduce customer demand for products of the New Business. If the parties having to pay those tariffs increase their prices, or in trading partners limiting their trade with the United States, such a reduction may materially and adversely affect the New Business and financial performance.

(x) Relationships with clients and other parties and any adverse changes in these relationships could adversely affect the New Business, financial condition and results of operations.

Sales for the New Business depends, in substantial part, on the ability of the Group to enter into, maintain and renew client contracts on favourable terms. The Group cannot provide assurances that its businesses will be able to maintain existing client contracts, or enter into or maintain new client contracts, on acceptable terms, if at all, and the failure to do so could have a material adverse effect on the New Business, financial condition and results of operations. The non-renewal or termination of an agreement with a major client or multiple agreements with a combination of smaller clients could have a material adverse effect on the New Business, financial condition and results of operations.

Another important component of the New Business is to maintain existing and build new relationships with third party distribution channels and service providers, including providers of credit card processing and delivery services, as well as advertisers, among other parties. Any adverse changes in these relationships, including the inability of these parties to fulfil their obligations for any reason, could adversely affect the New Business, financial condition and results of operations.

(y) Failure to attract and retain key employees could adversely impact the New Business.

In order to be successful, the Group must attract and retain talented executives and other key employees, including those in managerial, technical, sales, marketing, and support positions. The New Business requires individuals with relevant experience and diverse skill sets, and the market for these personnel is highly competitive. The failure to attract employees with the requisite skills and abilities to the Group, or the loss of key employees, could adversely impact the Group's ability to meet key objectives, such as the timely and effective development and delivery of products and services, and could otherwise have a significant impact on the Group's New Business.

(z) The inability to maintain, promote, and grow the Group's branding in the New Business through effective marketing and communications strategies may harm the New Business.

Maintaining and promoting the Group's branding in the New Business in a cost effective manner is critical to achieving widespread acceptance of its products and services and to expanding the base of customers. Maintaining and promoting the Group's branding in the New Business will depend largely on its ability to continue to provide useful, reliable, and innovative products and services, which the Group may not do successfully. The Group may introduce, or make changes to, features, products, services, or terms of service that customers do not like, which may materially and adversely affect the Group's branding in the New Business. The Group's promotion activities may not generate customer awareness or

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increase revenue, and even if they do, any increase in revenue may not offset the expenses the Group incurs in building its brand in the New Business. If the Group fails to successfully promote and maintain its brand in the New Business or if it incurs excessive expenses in this effort, the Group's New Business could be materially and adversely affected.

The introduction and promotion of new services, as well as the promotion of existing services, may be partly dependent on the Group's visibility on third party advertising platforms. Changes in the way these platforms operate or changes in their advertising prices or other terms could make the maintenance and promotion of the Group's products and services and its brand more expensive or more difficult. If the Group is unable to market and promote its branding in the New Business on third party platforms effectively, the Group's New Business could be materially and adversely affected.

The Group may in the future be, the target of incomplete, inaccurate, and misleading or false statements about the Group, its business, and its products and services that could damage its brand and materially deter people from adopting its services. Negative publicity about the Group or the management, including about the Group's product quality and reliability, changes to its products and services, privacy and security practices, litigation, regulatory enforcement, and other actions, as well as the actions of the Group's customers and other users of its services, even if inaccurate, could cause a loss of confidence in the Group. The Group's ability to respond to negative statements about it may be limited by legal prohibitions on permissible public communications by it.

(aa) The Group may fail to keep pace with technological changes in the rapidly evolving optronics, high-end equipment and services and renewable energy industries.

The technologies used in the optronics, high-end equipment and services and renewable energy industries are evolving rapidly, and in order to maintain the Groups' competitiveness and expand the business, the Group must be able to respond to these technological changes. Any delay to update technologies swiftly and regularly may possibly render the Group's operations less competitive. Failure to respond to current and future technological changes in the renewable energy industry in an effective and timely manner may have a material adverse effect on the Group's business, financial condition or results of operations.

2.8 Future Plans and Prospects

The Group will continue with its Current Core Business. The entry into the New Business is intended to be a diversification of the Group's Current Core Business as part of the corporate strategy of the Group to provide Shareholders with diversified returns and long term growth. The Proposed Diversification of Core Business will offer new business opportunities and provide the Group with new revenue streams so as to enhance Shareholders' value for the Company.

2.9 Financing

The Group plans to finance the New Business using internal sources of funds or financial institution borrowings and facilities or a combination of both. The Company had announced on 11 October 2017 that it had entered into a sale and purchase agreement with A Yong Pte. Ltd. to dispose of its industrial property at 5 Second Chin Bee Road for S\$7.8 million (the "**Disposal**"). The Company intends to use the net proceeds of the Disposal to provide for, *inter alia*, working capital for the Group and other business opportunities relating to the New Business as and when they arise.

2.10 Financial Effects of the Proposed Diversification of Core Business

The New Business, being at an early stage of development, is not expected to have a significant impact on the Group's net tangible asset per Share and earnings per Share for the financial year ending 31 August 2019 ("**FY2019**").

Should there be any material impact on the Group's net tangible asset per Share and earnings per Share for FY2019, the Company will make the necessary announcements at the appropriate time.

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3. THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

3.1 Background and Rationale of the New Constitution

The Amendment Act was collectively enacted in 2014 and 2017 respectively, and introduced wide-ranging changes to the Companies Act with the aim of reducing the regulatory burden on companies, providing greater business flexibility and improving the corporate governance landscape in Singapore. Collectively, the key changes include the introduction of the multiple proxies regime to allow indirect investors and CPF investors to attend and vote at shareholders' meetings as proxies, provisions to facilitate the electronic transmission of notices and documents, and the merging of the memorandum and articles of association of a company into a single document called the "constitution".

By operation of law, the memorandum and articles of association of the Company which were in force immediately before 27 December 2006 are now referred to as the constitution of the company (the "**Existing Constitution**").

The Company is accordingly proposing to adopt the New Constitution, which will consist of the Existing Constitution, and incorporate amendments to take into account the changes to the Companies Act introduced pursuant to the Amendment Act. The New Constitution also contains updated provisions which are consistent with the listing rules of the SGX-ST prevailing as at the Latest Practicable Date, in compliance with Rule 730(2) of the Listing Manual. In addition, the Company is taking this opportunity to include provisions in the New Constitution to address the personal data protection regime in Singapore, and also to streamline and rationalize certain other provisions.

3.2 Summary of the Principal Provisions pertaining to the Proposed Adoption of New Constitution

A summary of the key differences between the New Constitution and the Existing Constitution are set out below, and should be read in conjunction with the New Constitution. For Shareholders' ease of reference, Appendix I sets out a comparison of the New Constitution against the Existing Constitution, presented as a blackline version.

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

3.3 Changes due to amendments to the Companies Act

The following Regulations include provisions which are in line with the Companies Act, as amended pursuant to the Amendment Act. In line with the wording of Section 35 of the Companies Act, all references to "Article" or "Articles" within the New Constitution have been amended to "Regulation" or "Regulations".

- (a) Regulation 1(1), which is the interpretation section of the New Constitution includes the following additional or revised provisions:
- (i) a new definition of "Chief Executive Officer or Managing Director" to mean the Chief Executive Officer or Managing Director of the Company or any other equivalent appointment howsoever described;
 - (ii) a new definition of "Constitution" to align the terminology used in the New Constitution with the Companies Act, as amended by the Amendment Act;
 - (iii) new definitions of "registered address" and "address" to make it clear that these expressions mean, in relation to any Shareholder, his physical address for the service or delivery of notices or documents personally or by post, except where otherwise expressly specified;

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- (iv) a new definition of “Regulations” as the regulations of the Company contained in the New Constitution for the time being in force. This effectively replaces the provision in the Existing Constitution which defines “Articles”. This ensures consistency with the new terminology used in the Companies Act, as amended by the Amendment Act;
 - (v) 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. This follows the migration of the provisions in the Companies Act which relate to the Central Depository System to the Securities and Futures Act pursuant to the Amendment Act;
 - (vi) a new provision stating that the expressions “current address”, “electronic communication”, “relevant intermediary” and “treasury shares” 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
 - (vii) revised provision stating that the expression “writing” includes any representation or reproduction of words, symbols or other information which may be displayed in a visible form, whether physical or electronic. This would facilitate, for example, a proxy instrument being in either physical or electronic form
- (b) Regulation 2 of the New Constitution (New Regulation)
- This has been newly inserted and provides, *inter alia*, that subject to the Constitution, relevant laws and regulations, the Company has full capacity and has full powers to carry on or undertake any business or activity, do any act or enter into any transaction. This provision is in line with Section 23 of the 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.
- (c) Regulation 5(E) of the New Constitution (New Regulation)
- This is a new provision which relates to the issuance of shares for no consideration which clarifies that a company having a share capital may issue shares for which no consideration is payable to the issuing company. This is in line with new Section 68 of the Companies Act.
- (d) Regulation 10 of the New Constitution (Article 10 of the Existing Constitution)
- Regulation 10, which relates to the Company’s power to alter its share capital, has new provisions which empower the Company, by ordinary resolution, to convert its share capital or any class of shares from one currency to another currency (which is in line with new Section 73 of the Companies Act, and which sets out the procedure for such redenominations). Regulation 10 also has new provisions that 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. The purpose behind such conversion of shares is not to create a dual class structure where certain shares have higher voting rights than others. Instead, such conversion of shares may take place, for example, in the issuance of convertible preference shares for fund raising purposes.
- (e) Regulation 11 of the New Constitution (Article 11 of the Existing Constitution)
- Regulation 11 which relates to the power to reduce share capital has been clarified to provide that the Company may by special resolution reduce its share capital and any other undistributable reserves in any manner subject to any requirement, authorisation and consent required by law. This is in line with Section 78C of the Companies Act.

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(f) Regulation 46 of the New Constitution (Article 46 of the Existing Constitution)

Regulation 46, which relates to when a Company should hold an Annual General Meeting, was amended to include that an Annual General Meeting should be held at the end of each financial year in accordance with the requirements of the Act and the Listing Manual. This qualification was introduced in anticipation of the new Section 175(1) of the Act, where an annual general meeting shall be held once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting, and such new Section 175(1) of the Act will be implemented from early 2018. The current proposed changes state that an Annual General Meeting has to be held four months after the end of each financial year (for public companies). Following the wording of the amended Regulation 48, the Directors will have the flexibility to determine when an Annual General Meeting is held, provided it complies with any changes to the Act. If the Annual General Meeting for whatever reason cannot be held within 4 months from financial year end of the Company pursuant to the requirements of the Rule 707(1) of the Listing Manual, the Company can apply to SGX-ST for an extension, to the extent that it continues to comply with the requirement of holding its upcoming Annual General Meeting within 15 months from its previous general meeting. Summarily, this would mean that the Directors can apply for an extension from SGX-ST, so long as it complies with the Act or the Listing Manual.

Notwithstanding this proviso, the Company is currently required to comply with Rule 730A(1) of the Listing Manual, which requires issuers to hold their General Meetings in Singapore (unless restricted by the relevant laws and regulations in the jurisdiction of their incorporation) in order to promote more active participation and engagement of shareholders.

(g) Regulations 58(c) and 58(d) of the New Constitution (Articles 58(c) and 58(d) of the Existing Constitution)

Regulations 58(c) and 58(d), which relate 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 Shareholders having the right to vote at the meeting. This is in line with Section 178 of the Act, as amended pursuant to the Amendment Act.

(h) Regulations 62, 62A, 63, 68(A), 70 and 73 of the New Constitution (Articles 62, 63, 68(A), 70 and 73 of the Existing Constitution and a new regulation)

These provisions relate to the voting rights of Shareholders and the appointment of proxies, and the new provisions cater to the multiple proxies regime introduced by the Amendment Act. The multiple proxies regime allows Relevant Intermediaries, such as banks, capital markets services license 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.

Regulation 62 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 the new Section 181(1D) of the Act.

Regulation 62A provides that save as otherwise provided in the 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 the new Section 181(1C) of the Act.

CIRCULAR TO SHAREHOLDERS

Regulation 68(A) provides that the Company will be entitled and bound to reject an instrument of proxy lodged by a Depositor if he is not shown to have any shares entered against his name in the Depository Register as at seventy-two (72) (previously forty-eight (48)) hours before the time of the relevant general meeting. Consequential changes have also been made to make 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 seventy-two (72) hours before the time of the relevant general meeting. This is in line with new Section 81SJ(4) of the Securities and Futures Act.

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 Regulation 70. This is in line with Section 178(1)(c) of the Act, as amended pursuant to the Amendment Act.

Regulation 73 was amended to allow an instrument appointing a proxy to be submitted by electronic communication through such method and in such manner as may be approved by the Directors. In addition, Regulation 73 was clarified to authorise Directors to approve such methods and manners to be authorised and to designate the procedure for authenticating an instrument appointing a proxy. These provisions pertaining to the appointment of proxy are subject to the Listing Rules and any additional safeguards or restrictions which might be prescribed under the Listing Rules, and are in line with the electronic communications regime in conjunction with the multiple proxies regime as introduced by the Amendment Act.

(i) Regulation 81A of the New Constitution (New Regulation)

This relates to the disclosure requirements imposed on Directors and Chief Executive Officers, and was newly inserted to allow the Chief Executive Officer (in addition to the Directors) to contract with the Company provided that the Chief Executive Officer makes disclosure by way of a written notice to the Company containing details on the nature, character and extent of his interest in the transaction or proposed transaction. This is in line with the new Section 156 of the Act, as amended pursuant to the Amendment Act.

(j) Regulation 109 of the New Constitution (Article 109 of the Existing Constitution)

This relates to the general powers of the Directors to manage the Company's business, and has been amended to clarify that the business and affairs of the Company is to be managed by, or under the direction of or, additionally, under the supervision of the Directors. This is in line with Section 157A of the Act, as amended pursuant to the Amendment Act.

(k) Regulations 120 and 120A of the New Constitution (Article 120 of the Existing Constitution and New Regulation)

Regulation 120A, which relates to the form of registers, was newly inserted to provide that the Company shall adequately record for future references the information required to be contained in any company records. This update is in line with the new Section 395 of the Act. Regulation 120 was clarified to provide that the records may be kept in hard copy form or in electronic form and where the records of the Company are kept otherwise than in hard copy, the Directors shall take reasonable precautions for ensuring the proper maintenance and authenticity of such records, in line with the new Section 396 of the Act.

(l) Regulation 140 of the New Constitution (Article 140 of the Existing Constitution)

Regulation 140, which relates to the service of notices to Members, has new provisions to facilitate the electronic transmission of notices and documents following the introduction of simplified procedures for the sending of notices and documents electronically pursuant to new Section 387C of the Act. Companies can, subject to certain statutory safeguards, make use of these simplified procedures where a Shareholder has given express, implied or deemed consent for the company to do so 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. The Company regards express consent as being given where a Shareholder gives notice in writing to the Company that he consents to having notices and documents transmitted to him via electronic communications.

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Section 387C (2) of the Act provides that a Shareholder has given implied consent (“**Implied Consent**”) where the constitution of a company:

- (i) provides for the use of electronic communications;
- (ii) specifies the manner in which electronic communications is to be used; and
- (iii) provides that the member shall agree 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.

Section 387C (3) of the Act further explains that a Shareholder has given deemed consent (“**Deemed Consent**”) where:

- (i) the constitution of the Company provides for the use of electronic communications;
- (ii) the constitution of the Company specifies the manner in which electronic communications is to be used;
- (iii) the constitution of the Company specifies that the member will be given an opportunity to elect within a specified period of time (“**the specified time**”), whether to receive such notice or document by way of electronic communications or as a physical copy; and
- (iv) the member was given an opportunity to elect whether to receive such notice or document by way of such electronic communications or as a physical copy, and he failed to make an election within the specified time.

Regulation 140(B) provides that notices and documents may be sent to Members using electronic communications either to a Shareholder’s current address (which may be an email address) or by making it available on a website where such Shareholder expressly consents to receiving notices and documents in this manner.

Regulation 140(C) provides that in relation to Implied Consent, a Shareholder who has not given express consent may nonetheless be implied 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, unless otherwise provided under relevant laws and regulations. This is in line with the provisions of Section 387C(2) of the Act, on when Implied Consent is considered to have been given by a Shareholder, as discussed above.

Regulation 140(D) provides that in relation to Deemed Consent, notwithstanding subparagraph (B) above, the Directors may decide to give Members 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, unless otherwise provided under relevant laws and regulations. This is in line with the provisions of Section 387C (3) of the Act, on when Deemed Consent is considered to have been given by a Shareholder, as discussed above.

Regulation 140(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 relevant laws and regulations. The aforementioned amendments will enable greater efficiency and cost savings in the transmission of documents from the Company to the Members. For the avoidance of doubt, Regulation 140(E) is subject to the Listing Rules and any additional safeguards or restrictions which might be prescribed under the Listing Rules from time to time.

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Regulation 140(F) provides for certain safeguards for the use of Deemed Consent and Implied Consent regimes, as provided for under the Act. Where a notice or document is made available on a website, the Company shall give separate notice to the member of the publication of such notice or document on the website through one or more other means, including by way of advertisement in the daily press and/or by way of announcement on the SGX-ST. This is in line with Regulation 89C of the Companies Regulations made pursuant to Section 411 of the Act. For the avoidance of doubt, Regulation 140(F) is subject to the Listing Rules and any additional safeguards or restrictions which might be prescribed under the Listing Rules from time to time.

Under new Section 387C of the Act, regulations may be made to exclude any notice or document or any class of notices or documents from the application of Section 387C, to provide for safeguards for the use of electronic communications under Section 387C, and to provide that a Shareholder who is deemed to have consented to receive notices or documents by way of electronic communications may make a fresh election to receive such notice or document as a physical copy and the manner in which the fresh election may be made.

However, under Regulation 89D of the Companies Regulations and the new Rule 1207 of the Listing Manual:

- (i) forms or acceptance letters that shareholders may be required to complete;
- (ii) notice of meetings, excluding circulars or letters referred in that notice;
- (iii) notices or documents relating to take-over offers and rights issues; and
- (iv) notices under Rules 1208 and 1209 of the Listing Manual, cannot be transmitted by electronic means and accordingly, will be sent to eligible Shareholders by post.

The Company's current practice is to send physical copies of its annual reports to each Shareholder. In future, if the Company decides to send notices and documents by way of electronic communications, it shall do so in compliance with the abovementioned laws and regulations.

- (m) Regulations 137, 138, 140(B) of the New Constitution (Articles 137, 138, 140(B) of the Existing Constitution)

Regulation 137, which relates to the sending of the Company's financial statements and related documents to Shareholders, has been amended to provide that such documents may 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, subject to the listing rules of any stock exchange. This is in line with the new Section 203(2) of the Act, which provides that the requisite financial statements and other related documents may be sent less than 14 days before the date of the General Meeting at which they are to be laid if all the persons entitled to receive notice of general meetings of the company so agree. Notwithstanding this proviso, the Company is currently required to comply with Rule 707(2) of the Listing Manual, which provides that an issuer must issue its annual report to Shareholders and the SGX-ST at least 14 days before the date of its annual general meeting.

Regulation 138 was also newly added to require that financial statements laid before a company at its General Meeting must be accompanied by a statement signed on behalf of the Directors by two Directors of the Company containing the information set out in the Twelfth Schedule of the Act. This is in line with Section 201(16) of the Act.

Regulation 140(B), which relates to any notice of document (including, *inter alia*, financial statements) that is required to be sent or served under the Act or under the Constitution to a Member, was also introduced in light of the new procedures for the sending of notices and documents electronically pursuant to the new Section 387C of the Act.

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The references to “profit and loss accounts” that appear in the Existing Constitution have been updated/substituted in their entirety with references to “financial statements”, as appropriate, for consistency with the updated terminology in the Act.

(n) Regulation 147 of the New Constitution (Article 147 of the Existing Constitution)

Regulation 147, which relates to Directors’ indemnification, has been expanded to permit the Company, subject to the provisions of and so far as may be permitted relevant laws and regulations, to indemnify a Director, Chief Executive Officer, Auditor, Secretary or other officer of the Company 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 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. This is also in line with Rule 915 of the Listing Manual.

As per the wording in Regulation 147, the indemnification applies only where any such costs, charges, losses, expenses and liabilities incurred or to be incurred by him in the execution and discharge of his duties or in relation thereto including any liability by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court.

(o) Objects clauses

The existing objects clauses contained in the Existing Constitution are proposed to be deleted their entirety and substituted with a general provision in the New Constitution to the effect that, subject to the provisions of the Act or any other written law and the New Constitution, the Company has full capacity to carry on or undertake any business or activity, do any act or enter into any transaction and full rights, powers and privileges for these purposes.

This is in line with Section 23 of the 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 of the Act, 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.

3.4 Amendments for consistency with the 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 listing rules prevailing at the time of amendment. The New Constitution contains updated Regulations which are consistent with the listing rules of the SGX-ST prevailing as at the Latest Practicable Date, in compliance with Rule 730 of the Catalist Rules.

(a) Regulation 8 of the New Constitution (Article 8 of the Existing Constitution)

Regulation 8, which relates to the rights of preference shareholders, has been updated to clarify that the total number of issued preference shares of the Company shall not exceed the total number of issued ordinary shares of the Company. This change is in line with paragraph (1)(a) of Appendix 4(c) of the Catalist Rules.

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(b) Regulation 46 of the New Constitution (Article 46 of the Existing Constitution)

Regulation 46 has been updated to reflect that General Meetings of the Company shall be held in Singapore, unless prohibited by relevant laws and regulations in the jurisdiction of its incorporation. This is in line with Rule 730A(1) of the Catalist Rules, which requires issuers to hold their general meetings in Singapore (unless restricted by the relevant laws and regulations in the jurisdiction of their incorporation) in order to promote more active participation and engagement of shareholders.

(c) Regulation 58 of the New Constitution (Article 58 of the Existing Constitution)

Regulation 58, which relates to the method of voting at general meetings, has new provisions to make it clear that if required by the listing rules of the SGX-ST, all resolutions at General Meetings shall be voted by poll (unless such requirement is waived by the SGX-ST). These changes are in line with Rule 730A of the Catalist Rules.

(d) Regulation 73 of the New Constitution (Article 73 of the Existing Constitution)

Regulation 73 is a provision which relates to, among others, the deposit of instruments appointing proxies with the Company. It is amended to provide that a Shareholder who has deposited an instrument appointing a proxy to vote on his behalf at a general meeting shall not be precluded from attending and voting in person at that general meeting and any such appointment of proxy shall be deemed to be revoked upon the attendance of the Shareholder appointing the proxy or proxies at the relevant general meeting. This is in line with paragraph 3.3 of Practice Note 7E of the Catalist Rules.

3.5 Personal Data Protection Act 2012

In general, under the Personal Data Protection Act 2012 (No. 26 of 2012) (“**PDPA**”), 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. Regulation 148 in the New Constitution set out, inter alia, the purposes for which the Company and/or its agents and service providers can collect, use and disclose personal data of Members and their appointed proxies or representatives in the New Constitution. These Regulations allow the Company to fulfil the requirements of the PDPA and allow it to use the personal data of the Members for the purposes stated in the Regulations, as required in the Company’s operations. Given the Company’s changing Members due to its listed status, the ability to automatically bind the Members to these uses of their personal data through the New Constitution is highly beneficial for the Company, and the inclusion of these provisions in the New Constitution would also enable Members to be informed and aware of the purposes for which their personal data may be used.

3.6 General amendments to the Existing Constitution

Summarily, the following Regulations have been updated, streamlined and rationalised generally:

(a) Regulation 1 of the New Constitution (Article 1 of the Existing Constitution)

A new definition of “Member” has been inserted to include a Depositor in respect of the number of shares that stand in credit against his name in the Depository Register (where relevant), person, whose name appears on the Register as a shareholder but shall exclude the Company where it is a member by virtue of holding treasury shares.

(b) Regulation 9(A) of the New Constitution (Article 9(A) of the Existing Constitution)

Regulation 9(A) has been amended to state that the Company will forward a copy of any such consent pertaining to the variation of rights or Resolution to the Registrar of the Companies. This is in line with Section 186 of the Act.

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- (c) Regulation 12(A) of the New Constitution (Article 12(A) of the Existing Constitution)
Regulation 12(A), which relates to the issue of share certificates, has been amended to include that share certificates issued under the Seal must state, *inter alia*, whether the shares are fully or partly paid up, and the amount (if any) unpaid on the shares thereon. This is consistent with terminology used in Section 123(2) of the Act.
- (d) Regulation 53 of the New Constitution (Article 53 of the Existing Constitution)
Regulation 53 clarifies that the law of survivorship applies to Members who are joint holders of shares for the purposes of a quorum, joint holders of any share shall be treated as one Member.
- (e) Regulation 56 of the New Constitution (Article 53 of the Existing Constitution)
Regulation 56 was amended to provide the Directors with the power to request for shareholders to refrain from the taking of photographs/videos/audio recordings at general meetings of the Company or other shareholder events.
- (f) Regulation 60 of the New Constitution (Article 53 of the Existing Constitution)
Regulation 60, which relates to the casting vote of the chairman in the case of an equality of votes, was also amended to clarify that the chairman's casting vote is in addition to the votes to which he may be entitled as a Member or as a proxy of a Member.
- (g) Regulation 91 of the New Constitution (Article 91 of the Existing Constitution)
Regulation 91(d), which states that a retiring Director would not be deemed to be re-elected where such Director has attained any retiring age applicable to him as Director, has been removed as Section 153 of the Act on "Age limit for directors" was repealed.
- (h) Regulations 131(A) and 131(B) of the New Constitution (New Regulations)
This relates to a scrip dividend scheme. This will enable the Company, if it so desires, to declare dividends either wholly in cash or in combination of cash and shares or wholly in shares.
- (i) Regulation 134(C) of the New Constitution (Article 134(C) of the Existing Constitution)
Regulation 134(C) relates to the Directors' power to issue free shares and/or to capitalise reserves for share-based incentive plans, and is amended to empower the Directors to do the same for the benefit of non-executive Directors as part of their Directors' remuneration. This will enable the Company, if it so desires, to remunerate its non-executive Directors by way of Directors' fees in the form of shares, or in a combination of cash and shares.
- (j) Regulation 138 of the New Constitution (Article 138 of the Existing Constitution)
Regulation 138 has been amended to clarify that the Company would appoint an auditor who will carry out his duties regulated in accordance with the provisions of the Act. This was added as the Company's Existing Constitution does not have an express provision relating to the appointment of auditors, which is mandatory pursuant to the Section 205(1) of the Act.
- (k) Regulation 145 of the New Constitution (Article 145 of the Existing Constitution)
Regulation 145, which relates to the winding up of the Company, has been amended to provide for different scenarios if the assets available for distribution among the Members as such shall be insufficient or more than sufficient, to repay the whole of the paid-up capital at the commencement of the winding up.

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(l) References to “insane persons” and “persons of unsound mind”

References to “insane persons” and “persons of unsound mind” have been substituted in the New Constitution with references to “persons who are mentally disordered” and “incapable of managing himself or his affairs”, following the enactment of the Mental Health (Care and Treatment) Act, Chapter 178 which repealed and replaced the Mental Disorders and Treatment Act.

3.7 APPENDIX I

Appendix I sets out a comparison of the New Constitution against the Existing Constitution, with additions underlined and any deletions marked with a strikethrough. The Proposed Adoption of the New Constitution is subject to Shareholders’ approval at the EGM to be convened.

4. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages 33 to 35 of this Circular, will be held at 81 Choa Chu Kang Way, Warren Golf & Country Club, Singapore 688263, Conference Room 1 & 2 (Level 2) at 10.30 a.m. for the purpose of considering and, if thought fit, resolving to pass, with or without modifications, the resolution set out in the Notice of EGM.

5. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend on their behalf are requested to complete, sign and return the Proxy Form attached to this Circular in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the registered office of the Company not less than 48 hours before the time fixed for the EGM. The completion and lodgment of the Proxy Form by a Shareholder will not prevent him or her from attending and voting at the EGM in person if he or she so wishes.

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his or her name appears on the Depository Register as at 72 hours before the EGM.

6. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of the Directors and Substantial Shareholders (both direct and deemed) in the Shares as at the Latest Practicable Date are as follows:

| | <u>Direct Interest</u> | | <u>Deemed Interest</u> | | <u>Total Interest</u> | |
|--|-------------------------|--------------------------|-------------------------|--------------------------|-------------------------|--------------------------|
| | <u>Number of Shares</u> | <u>(%)⁽¹⁾</u> | <u>Number of Shares</u> | <u>(%)⁽¹⁾</u> | <u>Number of Shares</u> | <u>(%)⁽¹⁾</u> |
| Directors | | | | | | |
| Sin Kwong Wah, Andrew ⁽²⁾ | 84,507,000 | 13.9 | 77,944,000 | 12.8 | 162,451,000 | 26.7 |
| Masayoshi Taira ⁽³⁾ | – | – | 63,009,290 | 10.3 | 63,009,290 | 10.3 |
| Pek Ee Perh, Thomas | 16,454,500 | 2.7 | – | – | 16,454,500 | 2.7 |
| Wee Piew | – | – | – | – | – | – |
| Lim Thean Ee | 100,000 | 0.0 | – | – | 100,000 | 0.0 |
| Substantial Shareholders (other than Directors) | | | | | | |
| Miyoshi Industry Co., Ltd | 63,009,290 | 10.3 | – | – | 63,009,290 | 10.3 |
| Pek Yee Chew ⁽⁴⁾ | 31,269,000 | 5.1 | 131,182,000 | 21.6 | 162,451,000 | 26.7 |

Notes: -

- (1) Based on the issued share capital of the Company of 609,029,490 Shares as at the Latest Practicable Date.
- (2) Mr. Sin Kwong Wah, Andrew is deemed to have an interest in the 45,175,000 Shares held by DBS Nominees Pte Ltd, 31,269,000 Shares held by his spouse, Mdm. Pek Yee Chew and 1,500,000 Shares held by his daughter, Ms. Sin Shi Min Andrea.

CIRCULAR TO SHAREHOLDERS

- (3) Mr. Masayoshi Taira is deemed to have an interest in the 63,009,290 Shares held by Miyoshi Industry Co., Ltd.
- (4) Mdm. Pek Yee Chew is deemed to have an interest in the Shares held or deemed to be held by her spouse, Mr. Sin Kwong Wah, Andrew and 1,500,000 Shares held by her daughter, Ms. Sin Shi Min Andrea.

7. DIRECTORS' RECOMMENDATION

The Directors having fully considered, *inter alia*, the terms and rationale of Proposed Resolutions as set out in this Circular, are of the opinion that the same are in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of the ordinary resolution in respect of the Proposed Resolutions at the EGM.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Resolutions, the Company and its Subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular 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 Circular in its proper form and context.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company at 5 Second Chin Bee Road, Singapore 618772, during normal business hours from the date hereof up to and including the date of the EGM:

- (a) the constitution of the Company; and
- (b) the annual report of the Company for FY2018.

Yours faithfully

for and on behalf of the Board of
Miyoshi Limited

Sin Kwong Wah, Andrew
Chief Executive Officer and Executive Director
6 December 2018

APPENDIX I

**THE COMPANIES ACT, CAP. 50
SINGAPORE**

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MIYOSHI PRECISION LIMITED

1. ~~The name of the Company is "MIYOSHI PRECISION LIMITED".~~
2. ~~The registered office of the Company will be situate in the Republic of Singapore.~~
3. ~~The objects for which the Company is established are:-~~
 - (1) ~~To carry on the business of designers and manufacturers of precision metal molds, high grade precision plastic molds, precision pressed parts for audio, video and office equipment, assembly of car stereo parts, injection molding and test manufacturing of metal plastics.~~
 - (2) ~~To establish and carry on the business of purchasers, importers, exporters and dealers of metal components and assembled semi finished products.~~
 - (3) ~~To carry out researchers, and developments, investigations and experimental works of every description in relation to the fields of electronics and high technology.~~
 - (4) ~~To develop software relating to metal and plastic molds making free use of Cad/Cam.~~
 - (5) ~~To carry on any other business which may seem to the company capable of being conveniently carried out in connection with or by way of extension of any business of the company of any of its objects, of which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account any property, real or personal, belonging to the company, or in which the company may be interested.~~
 - (6) ~~To carry on business as business consultants, market research consultants, business transfer agents, and to act as intermediaries in the introduction of sellers, purchasers, partners and employees.~~
 - (7) ~~To carry on business as auctioneers, house agents, land and estate agents, appraisers, valuers, brokers, commission agents, surveyors and general agents, and to purchase or otherwise acquire, and to sell, let, or otherwise dispose of and deal in, real and personal property of every description.~~

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- ~~(40) To carry on the trade or business of builders and contractors for construction work of any kind and for the demolition of any structure.~~
- ~~(41) To purchase or otherwise acquire or to carry on the manufacture of bricks, stone or other building material of any kind whatsoever and all implements, machinery, bulldozers, tractors, cranes, transport vehicles, scaffolding and all things used by builders and contractors.~~
- ~~(42) To carry on the business as proprietors of restaurants, hotels, refreshment and tea rooms, cafes and milk and snack bars, tavern, beer house, and lodging housekeepers, licensed victuallers, wine, beer and spirit merchants, brewers, maltsters, distillers, importers and manufacturers of aerated, mineral and artificial waters and other drinks, and as caterers and contractors in all their respective branches.~~
- ~~(43) To carry on the business of insurance brokers and agents, and underwriting agents in all classes of insurance and as insurance advisers, pensions advisers, and consultant assessors, valuers, surveyors and average adjusters and mortgage brokers, and to undertake the provisions of hire purchase and credit sale finance and to act as factors.~~
- ~~(44) To carry on the business of consultants and advisers on problems relating to the administration and organisation of industry and business and the training of personnel for industry and business and to advise upon the means and methods for extending, developing and improving all types of businesses or industries and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and/or relating to the rendering of services.~~
- ~~(45) To engage in research into all problems relating to personnel and industrial and business management and distribution, marketing and selling, to collect, prepare and distribute information and statistics relating to any type of business or industry and to promote or propose such methods, procedures and measures as may be considered desirable or beneficial for all or any of the Company's objects.~~
- ~~(46) To carry on the business of advertising contractors and agents; to acquire and dispose of advertising time, space or opportunities in any media; to undertake advertising and promotional campaigns of every nature, to acquire and provide promotional requisities of every kind and description, and to carry on any other business which may be usefully carried on in connection with such business, and to acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on business as such contractors or agents, or any other business which may be usefully carried on in connection therewith.~~
- ~~(47) To undertake and carry on all or any of the trades and businesses of shippers, ship owners, ship brokers, and insurance brokers, underwriters, ship managers, crew managers and agents, tug owners, loading brokers, freight contractors, and general~~
~~iti Cil+i: /i J-~~
- ~~(49) To undertake and carry on the office or offices and duties of trustee, custodian trustee, executor, administrator, liquidator, receiver, attorney or nominee of, or for, any person, company, corporation, association, scheme, trust fund, government, state, municipal or other body politic or corporate.~~

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- ~~(51) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or Company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.~~
- ~~(52) To apply for, purchase, or otherwise acquire any patents, patent rights, copyrights, trade marks, formulae, licences, 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 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.~~
- ~~(53) To amalgamate or enter into partnership or into any arrangement for sharing of profits, union of interests, co-operation, joint venture, reciprocal concession, or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.~~
- ~~(54) To take, or otherwise acquire, and hold, shares, debentures, or other securities of any other company.~~
- ~~(55) To enter into any arrangements with any government or authority, supreme, municipal, local, or otherwise, that may seem conducive to the Company's objects, or any of them; and to obtain from any such government or authority any rights, privileges, and concessions which the Company may think desirable to obtain; and to carry out, exercise, and comply with any such arrangements, rights, privileges, and concessions.~~
- ~~(56) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or directors or past employees or directors of the Company or of its predecessors in business, or the dependants or connections of any such persons; and to grant pensions and allowances, and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general, or useful object.~~
- ~~(57) To promote any other company or companies for the purposes of acquiring or taking over all or any of the property, rights, and liabilities of the company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.~~
- ~~(58) To purchase, take on lease or in exchange, hire, or otherwise acquire any movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, machinery, plant and stock in trade.~~
- ~~(59) To construct, improve, maintain, develop, work, manage, carry out, or control any buildings, works, factories, mills, roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, warehouses, electric works, shops, stores and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interest; and to contribute to, subsidise, or otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carrying out, or control thereof.~~

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- ~~(61) To invest and deal with the money of the Company not immediately required in such manner as may from time to time be thought fit.~~
- ~~(62) To lend and advance money or give credit to any person or company; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company; to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or Company; and otherwise to assist any person or company.~~
- ~~(63) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital; and to purchase, redeem, or pay off any such securities.~~
- ~~(64) To remunerate any person or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures, or other securities of the Company, or in or about the organisation, formation, or promotion of the Company or the conduct of its business.~~
- ~~(65) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments.~~
- ~~(66) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of the Company.~~
- ~~(67) To adopt such means of making known and advertising the business and products of the Company as may seem expedient.~~
- ~~(68) To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase, or otherwise, and to exercise, carry out, and enjoy any charter, licence, power, authority, franchise, concession, right or privilege, which any government or authority, or any corporation or other public body may be empowered to grant; and to pay for, aid in, and contribute towards carrying the same into effect; and to appropriate any of the Company's shares, debentures, or other securities and assets to defray the necessary cost, charges, and expenses thereof.~~
- ~~(69) To apply for, promote, and obtain any statute, order, regulation, or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Company; and to oppose any bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the Company's interests.~~
- ~~(70) To make donations for patriotic or for charitable purposes.~~
- ~~(71) To transact any lawful business in aid of Singapore in the prosecution of any war or hostilities in which Singapore is engaged.~~
- ~~(72) To procure the Company to be registered or recognised in any country or place outside Singapore.~~
- ~~(73) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property or rights of the Company.~~

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- ~~(75) To issue and allot fully and partly paid shares in the capital of the Company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Company or any services rendered to the Company.~~
- ~~(76) To distribute any of the property of the Company among the members in kind or otherwise but so that no distribution amounting to a reduction of capital shall be made without the sanction required by law.~~
- ~~(77) To take or hold mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others.~~
- ~~(78) To carry out all or any of the objects of the Company and do all or any of the above things in any part of the world and either as principal, agent, contractor, or trustee, or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others.~~
- ~~(79)(39) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.~~

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 partnership or other body of persons, whether incorporated or not incorporated, whether domiciled in Singapore or elsewhere. None of the sub-clauses 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 or 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, acquired, dealt with or performed does not fall within the objects of the first sub-clause of this clause.

~~4. The liability of the member is limited.~~

AMENDED BY SPECIAL RESOLUTION PASSED ON 27 DECEMBER 2006

~~of _____ of _____ of _____~~

4 _____ shares in the original or any increased capital may be divided into several classes, and there The
may be attached thereto respectively any preferential, deferred or other special rights privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

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We, the several persons whose names, addresses and descriptions are hereunto subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

| Names, Addresses and Description of Subscriber | Number of share taken by each subscriber |
|---|---|
|---|---|

| | |
|--|-----|
| HIDEO SAKURAI 806 Katakura-cho, Kanagawa-ku Yokohama City, Kanagawa Prefecture Japan Businessman | One |
|--|-----|

Dated this 9 day of December 1987.

Witness to the above signature:

RON FON SIANG GUAN
Approved Company Auditor
6 Battery Road #32-00
Standard Chartered Bank Building
Singapore 0104

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~~We, the several persons whose names, addresses and descriptions are hereunto subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.~~

| Names, Addresses and Description of Subscriber | Number of share taken by each subscriber |
|---|---|
|---|---|

| | |
|---|-----|
| REGINALD JOHN FRANK 8 Belmont Road Singapore 1026 | One |
|---|-----|

Accountant

Dated this 14 day of December 1987.

Witness to the above signature:

CHARLES EDWARD WILSON
Approved Company Auditor
6 Battery Road #32-00
Standard Chartered Bank Building
Singapore 0104

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**THE COMPANIES ACT, CAP. 50
SINGAPORE**

PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION/CONSTITUTION

OF

MIYOSHI PRECISION LIMITED

~~(Adopted by Special Resolution passed on 27 December 2006)~~

PRELIMINARY

- A. The name of the Company is MIYOSHI PRECISION LIMITED.
- B. The registered office of the Company will be situated in the Republic of Singapore.
- C. The liability of the Members is limited.
- D. The share capital of the Company is in Singapore dollars.

1. In ~~these Articles~~ this Constitution (if not inconsistent with the subject or context) the words and expressions set out in the first column below shall bear the meanings set opposite to them respectively.

| | |
|-----------------------------|---|
| "the Act" | The Companies Act, Chapter 50, or any statutory modification, amendment or re-enactment thereof for the time being in force or any and every other act for the time being in force concerning companies and affecting the Company and any reference to any provision as so modified, amended or re-enacted or contained in any such subsequent Companies Act. |
| "these Articles" | These Articles of Association as from time to time amended. |
| "book-entry securities" | Listed securities: (a) documents of title to which are deposited by a Depositor with the CDP and are registered in the name of the CDP or its nominee; and (b) which are transferable by way of book-entry in the Depository Register and not by way of an instrument of transfer. |
| "CDP" | The Central Depository (Pte) Limited established by the Designated Stock Exchange or any other corporation appointed by the Minister as a depository company or corporation for purposes of the Act, which as bare trustee operates the Central Depository System for the holding and transfer of book-entry securities. |

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| Chairman" | The chairman of the Directors or the chairman of the General Meeting as the case may be. |
| "Chief Executive Officer or Managing Director" | <u>The chief executive officer or managing director of the Company (or any other equivalent appointment, howsoever described).</u> |
| "Constitution" | <u>This Constitution of the Company for the time being in force.</u> |
| "Company" | The abovenamed Company by whatever name from time to time called. |
| "Depositor" | A Depository Agent or a Direct Account Holder to the balance of whose Securities Account any shares are credited, but excluding a Sub-Account Holder <u>Shall have the meaning ascribed to it in the Securities and Futures Act (Cap.289).</u> |
| "Depository" | <u>Shall have the meaning ascribed to it in the Securities and Futures Act (Cap.289)</u> |
| "Depository Agent" | <u>Shall have the meaning ascribed to it in the Securities and Futures Act (Cap.289)</u> A member company of the Singapore Exchange Securities Trading Limited, a trust company (registered under the Trust Companies Act, Chapter 336), a banking corporation or merchant bank (approved by the Monetary Authority of Singapore under the Monetary Authority of Singapore Act, Chapter 186), or any other person or body approved by CDP who or which: (a) performs services as a depository agent for Sub-Account Holders in accordance with the terms of a depository agent agreement entered into between CDP and the Depository Agent; deposits book entry securities with CDP on behalf of the Sub-Account Holders; and |
| "Depository Register" | <u>Shall have the meaning ascribed to it in the Securities and Futures Act (Cap.289)</u> A register maintained by CDP in respect of book entry securities. |
| "Designated Stock Exchange" | The Singapore Exchange Securities Trading Limited for so long as the shares of the Company are listed and quoted on the <u>Singapore Exchange Securities Trading Limited Catalyst Board</u> or such other stock exchange in respect of which the shares of the Company are listed or quoted. |
| "Direct Account Holder" | A person who has a securities account directly with CDP and not through a Depository Agent. |
| "Director" | Includes any person acting as director of the Company and includes any person duly appointed and acting for the time being as an alternate Director. |
| "Directors" | The directors of the Company for the time being, as a body or as a quorum present at a meeting of the directors. |

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| "Dividend" | Includes bonus and payment by way of bonus. |
| "General Meeting" | A general meeting of the Company. |
| "in writing" | Written or produced by any substitute for writing or partly one and partly the other <u>shall include printing and lithography and any other mode or modes of representing or reproducing words, symbols or other information which may be displayed in a visible form, whether in a physical document or in an electronic communication or form or otherwise howsoever.</u> |
| "market day" | A day on which the Designated Stock Exchange is open for trading in securities. |
| "Managing Director" | Any person appointed by the Directors to be managing director or executive chairman of the Company, and the expression "Managing Director" shall include any equivalent appointment(s) howsoever described. |
| "Member" | <u>"Member" means (a) Where the Depository or its nominee (as the case may be) is named in the Register as the holder of shares, a Depositor in respect of the number of shares that stand in credit against his name in the Depository Register; and (b) in any other case, a person whose name appears on the Register as a shareholder, but shall exclude the Company where it is a member by reason of its holding of its shares as treasury shares.</u> A member of the Company, save that references in these Articles to a "Member" or "Members" shall where the Act requires, exclude the Company where it is a member by reason of its holding of its shares as treasury shares. |
| "month" | Calendar month. |
| "Office" | The registered office of the Company for the time being. |
| "Ordinary Resolution" | Shall have the meaning ascribed to it in the Act. |
| "paid" | Paid or credited as paid. |
| "Register of Members" | The Company's register of Members <u>to be kept pursuant to the Act.</u> |
| "Seal" | The common seal of the Company. |

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| | |
|---------------------------------|--|
| "Secretary" | Any person appointed by the Directors to perform any of the duties of the Secretary or where two or more persons are appointed to act as Joint Secretaries any one of those persons. |
| "Securities Account" | The securities account maintained by a Depositor with CDP. |
| "shares" | Shares in the capital of the Company. |
| "Special Resolution" | Shall have the meaning ascribed to it in the Act. |
| "Statutes" | The Act and every other written law for the time being in force concerning companies and affecting the Company. |
| "Sub Account Holder" | The holder of an account maintained with a Depository Agent. |
| "treasury shares" | Shall have the meaning ascribed to it in the Act. |
| "year" | Calendar year. |

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

References in ~~these Articles~~ this Constitution to "holder" or "holders" of shares or a class of shares shall be taken to mean a person named with respect to such shares in the Register and shall:

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

and "holding" and "held" shall be construed accordingly.

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

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

Subject as aforesaid, any words or expression defined in the Act or the Interpretation Act, Chapter 1 shall (if not inconsistent with the subject or context) bear the same meanings in ~~these Articles~~ this Constitution.

A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is

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expressed to be required under ~~any provision of these Articles~~ this Constitution.

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

2. Subject to the provisions of the Act and any other written law and these presents, the Company has full capacity to carry on or undertake any business or activity, do any act or enter into any transaction, and for the purposes of the foregoing, has full rights, powers and privileges.

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ISSUE OF SHARES

3. (A) Subject to the Statutes and ~~these Articles~~ this Constitution, no shares may be issued by the Directors without the prior approval of the Company in General Meeting pursuant to Section 161 of the Act, but subject thereto and the terms of such approval, and to ~~Article-Regulation 5~~, and to any special rights attached to any shares for the time being issued, the Directors may allot and issue shares or grant options over or otherwise dispose of the same to such persons on such terms and conditions and for such consideration and at such time and whether or not subject to the payment of any part of the amount thereof in cash or otherwise as the Directors may think fit, and any shares may, subject to compliance with Sections 70 and 75 of the Act, be issued with such preferential, deferred, qualified or special rights, privileges, conditions or restrictions, whether as regards Dividend, return of capital, participation in surplus assets and profits, voting, conversion or otherwise, as the Directors may think fit, and preference shares may be issued which are or at the option of the Company are liable to be redeemed, the terms and manner of redemption being determined by the Directors in accordance with the Act, Provided Always that no options shall be granted over unissued shares except in accordance with the Act and the Designated Stock Exchange's listing rules.

(B) The Directors may, at any time after the allotment of any share but before any person has been entered in the Register of Members or the Depository Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon such terms and subject to such conditions as the Directors may think fit to impose.

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

4. 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.

5. (A) Subject to any direction to the contrary that may be given by the Company in General Meeting or except as permitted by the rules of the Designated Stock Exchange, all new shares shall before issue be offered to such persons who as at the date (as determined by the Directors) of the offer are entitled to receive notices from the Company of General Meetings in proportion, as far as the circumstances admit, to the number of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this ~~Article-Regulation 5~~(A).

(B) Notwithstanding ~~Article-Regulation 5~~(A) above, the Company may by Ordinary Resolution in General Meeting give to the Directors a general authority, either unconditionally or subject to such conditions as may be specified in the Ordinary Resolution, to:

- (a) (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares; and
- (b) (notwithstanding the authority conferred by the Ordinary Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the Ordinary Resolution was in force,

Provided that:

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- (1) the aggregate number of shares to be issued pursuant to the Ordinary Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to the Ordinary Resolution) shall be subject to such limits and manner of calculation as may be prescribed by the Designated Stock Exchange;
- (2) in exercising the authority conferred by the Ordinary Resolution, the Company shall comply with the provisions of the listing rules of the Designated Stock Exchange for the time being in force (unless such compliance is waived by the Designated Stock Exchange) and ~~these Articles~~ this Constitution; and
- (3) (unless revoked or varied by the Company in General Meeting) the authority conferred by the Ordinary Resolution shall not continue in force beyond the conclusion of the next Annual General Meeting of the Company following the passing of the Ordinary Resolution, or the date by which such Annual General Meeting of the Company is required by law to be held, or the expiration of such other period as may be prescribed by the Statutes (whichever is the earliest);
- (4) the rights attaching to shares of a class other than ordinary shares shall be expressed in the resolution creating the same;
- (5) where the capital of the Company consists of shares of different monetary denominations, the voting rights shall be prescribed in such manner that a unit of capital in each class when reduced to a common denominator, shall carry the same voting power when such right is exercisable.

(C) The Company may, notwithstanding ~~Articles-Regulations 5(A) and 5(B)~~ above, authorise the Directors not to offer new shares to Members to whom by reason of foreign securities laws, such offers may not be made without registration of the shares or a prospectus or other document, but to sell the entitlements to the new shares on behalf of such Members on such terms and conditions as the Company may direct.

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

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

6. The Company may pay commissions or brokerage to any person in connection with any subscription, agreement to subscribe, whether absolutely or conditionally, or procurement or agreement to procure subscriptions, whether absolute or conditional, for any shares in the capital of the Company or options therefor. The Company may pay commissions or brokerage on any issue of shares at such rate or amount and in such manner as the Directors may deem fit. Such commissions or brokerage may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The requirements of the Statutes shall be observed, so far as applicable.

7. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of that share capital as is for the time being paid up for the period and charge the same to capital as part of the cost of the construction of the works or buildings or the provision of the plant, subject to the conditions and restrictions mentioned in the Act.

8. (A) Preference shares may be issued subject to such limitation thereof as may be prescribed by the Designated Stock Exchange. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving of notices, reports and balance sheets and attending General Meetings and preference shareholders shall also have the right to vote at any General Meeting convened for the purpose of reducing capital or winding-up or sanctioning a sale of the undertaking of the Company or where the proposal to be submitted to the General Meeting directly affects their rights and privileges or when the Dividend on the preference shares is more than six months in arrear. The total number of issued preference shares shall not be at any time exceed the total number of issued ordinary shares.

(B) The Company has power to issue further preference capital ranking equally with, or in

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priority to, preference shares already issued and the rights conferred upon the holders of preference shares shall not, unless otherwise expressly provided by the conditions of issue of such shares, be deemed to be altered by the creation or issue of such further preference capital ranking equally with or in priority thereto.

VARIATION OF RIGHTS

9. (A) Whenever the share capital of the Company is divided into different classes of shares, the variation or abrogation of the special rights attached to any class must be expressed and may, subject to the provisions of the Act or the Statutes, be made either with the consent in writing of the holders of three-quarters of the total number of the issued shares of the class or with the sanction of a Special Resolution passed at a separate General Meeting of the holders of the shares of the class (but not otherwise) and may be so made either whilst the Company is a going concern or during or in contemplation of a winding-up. The Directors shall comply with the provisions of Section 186 of the Act as to forwarding a copy of any such consent or Resolution to the Registrar of the Companies. To every such separate General Meeting, all the provisions of this Constitution these Articles relating to General Meetings and to the proceedings thereat shall *mutatis mutandis* apply, except that the necessary quorum shall be two or more persons holding at least one-third of the total number of the issued shares of the class present in person or by proxy or attorney and that any holder of shares of the class present in person or by proxy or attorney may demand a poll and that every such holder shall on a poll have one vote for every share of the class held by him ~~where the class is a class of equity shares within the meaning of Section 64(1) of the Act or at least one vote for every share of the class where the class is a class of preference shares within the meaning of Section 180(2) of the Act, subject to compliance with the provisions of the Designated Stock Exchange listing rules for the time being in force (unless such compliance is waived by the Designated Stock Exchange), and~~ Provided Always that where the necessary majority for such a Special Resolution is not obtained at such General Meeting, the consent in writing, if obtained from the holders of three-quarters of the total number of the issued shares of the class concerned within two months of such General Meeting, shall be as valid and effectual as a Special Resolution carried at such General Meeting.

(B) The provisions in ~~Article Regulation 9(A)~~ shall *mutatis mutandis* apply to any repayment of preference capital (other than redeemable preference capital) and any variation or abrogation of the rights attached to preference shares or any class thereof.

(C) 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 creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects *paripassu* therewith but in no respect in priority thereto.

ALTERATION OF SHARE CAPITAL

10. The Company may from time to time by Ordinary Resolution alter its share capital in the manner permitted by the Act including without limitation:

- (a) consolidate and divide all or any of its share capital;
- (b) sub-divide its shares, or any of them (subject to the provisions of the Statutes), Provided Always that in such sub-division, the proportion between the amount paid and the amount (if any) unpaid on each sub-divided share shall be the same as on the original share from which it was derived;
- (c) subject to the provisions of the Statutes and ~~these Articles~~ this Constitution, convert or exchange any class of shares into or for any other class of shares; ~~and/or~~
- ~~(d)~~ cancel the number of shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person or which have been forfeited, and diminish the amount of its share capital by the number of the shares so cancelled subject to the provisions of this Constitution and the Act, convert its share capital or any class of shares from one currency to another currency; and/or
- ~~(d)~~
- (e) subject to the provisions of this Constitution and the Act, convert its share capital or any class of shares from one currency to another currency

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11. (A) The Company may reduce its share capital or any other undistributable reserve in any manner permitted, ~~and with, and subject to, any incident authorised, and consent or confirmation required, by law a special resolution.~~

(B) The Company may purchase or otherwise acquire its issued shares subject to and in accordance with the provisions of the Statutes and any applicable rules of the Designated Stock Exchange hereafter (the "Relevant Laws"), on such terms and subject to such conditions as the Company may in General Meeting prescribe in accordance with the Relevant Laws. Any shares purchased or acquired by the Company as aforesaid shall, 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 Relevant Laws. Without prejudice to the generality of the foregoing, upon cancellation of any share purchased or otherwise acquired by the Company pursuant to ~~this Constitution these Articles~~ and the Statutes, the number of issued shares of the Company shall be diminished by the number of 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.

SHARE CERTIFICATES

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

(B) The provisions in this ~~Article-Regulation~~ and in ~~Articles-Regulations~~ 13 to 16 (so far as they are applicable) shall not apply to the transfer of book-entry securities.

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

(B) In the case of a share held jointly by several persons, the Company shall not be bound to issue more than one certificate therefor and delivery of a certificate to any one of the joint holders shall be sufficient delivery to all.

14. Every person whose name is entered as a Member in the Register of Members shall (in the case of a transfer of shares) be entitled, within ten market days (or such other period as the Directors may determine having regard to any limitation thereof as may be prescribed by the Designated Stock Exchange from time to time) after the closing date of any application for shares or (as the case may be) the date of lodgement of a registrable transfer, to one certificate for all his shares of any one class or to several certificates in reasonable denominations each for a part of the shares so allotted or transferred.

15. (A) Where a Member transfers part only of the shares comprised in a certificate or where a Member requires the Company to cancel any certificate or certificates and issue new certificates for the purpose of sub-dividing his holding in a different manner, the old certificate or certificates shall be cancelled and a new certificate or certificates for the balance of such shares (in the case of transfer) and the whole of such shares (in the case of sub-division) shall be issued in lieu thereof and the Member shall pay prior to the issue of the new certificate or certificates (in the case of sub-division) a maximum fee of S\$2.00 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by the Designated Stock Exchange from time to time) for each new certificate. Where some only of the shares comprised in a share certificate are transferred, the new certificate for the balance of such shares shall be issued in lieu thereof without charge.

(B) Any two or more certificates representing shares of any one class held by any Member may at his request be cancelled and a single new certificate for such shares issued in lieu thereof without charge.

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16. Subject to the provisions of the Statutes, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a written indemnity (if required) being given by the shareholder, transferee, person entitled, purchaser, member firm or member company of the Designated Stock Exchange or on behalf of its or their client or clients as the Directors shall require, and (in case of defacement or wearing out) on delivery up of the old certificate, and in any case on payment of such sum not exceeding S\$2.00 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by the Designated Stock Exchange from time to time) as the Directors may from time to time require. In the case of destruction, loss or theft, a shareholder or person entitled to, and to whom such renewed certificate is given shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction, loss or theft. Any duplicate certificate issued on or after 30 January 2006 in respect of a share certificate issued before that date shall state, in place of the historical nominal value of the shares, the amount paid on the shares and the amount (if any) unpaid on the shares.

CALLS ON SHARES

17. The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their shares but subject always to the terms of issue of such shares. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be made payable by instalments.

18. Each Member shall (subject to receiving at least 14 days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. A call may be revoked or postponed as the Directors may determine.

19. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate (not exceeding 10 per cent. per annum) as the Directors may determine but the Directors shall be at liberty in any case or cases to waive payment of such interest in whole or in part.

20. Any sum which by the terms of issue of a share becomes payable upon allotment or at any fixed date shall for all the purposes of this Constitution ~~these Articles~~ be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable. In the case of non-payment, all the relevant provisions of ~~these Articles~~ this Constitution as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

21. The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid and the times of payment.

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

FORFEITURE AND LIEN

23. If a Member fails to pay in full or any part of any call or instalment of a call on the due date for payment thereof, the Directors may at any time thereafter serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued thereon and any expenses incurred by the Company by reason of such non-payment.

24. The notice shall name a further day (not being less than 14 days from the date of service of the notice) on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non-payment in accordance therewith the shares on which the call has been made will be liable to be made forfeit.

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25. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof has been made, be made forfeit by a resolution of the Directors to that effect. Such forfeiture shall include all Dividends declared in respect of the forfeit share and not actually paid before forfeiture. The Directors may accept a surrender of any share liable to be made forfeit hereunder.

26. A share so made forfeit or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto or to any other person upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposal, the forfeiture or surrender may be cancelled on such terms as the Directors shall think fit. The Directors may, if necessary, authorise some person to transfer a share so made forfeit or surrendered to any such other person as aforesaid.

27. A Member whose shares have been made forfeit or surrendered shall cease to be a Member in respect of such shares but shall notwithstanding the forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were presently payable by him to the Company in respect of such shares with interest thereon at eight per cent. per annum (or such lower rate as the Directors may determine) from the date of forfeiture or surrender until payment and the Directors may at their absolute discretion enforce payment without any allowance for the value of such shares at that time of forfeiture or surrender or waive payment in whole or in part.

28. The Company shall have a first and paramount lien on every share (not being a fully paid share) and Dividends from time to time declared in respect of such share. Such lien shall be restricted to unpaid calls and instalments upon the specific share in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay in respect of the shares of the Member or deceased Member. The Directors may waive any lien which has arisen and may resolve that any share shall for some limited period be exempt wholly or partially from the provisions of this ~~Article~~ Regulation 28.

29. The Company may sell in such manner as the Directors think fit any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable and until the expiration of 14 days after a notice in writing stating and demanding payment of the sum presently payable and giving notice of intention to sell in default shall have been given to the holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.

30. The net proceeds of such sale after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the unpaid calls, accrued interest and expenses ~~debts or liabilities~~ and any residue shall be paid to the person ~~entitled to the shares at the time of the sale~~ whose shares have been forfeited or surrendered, or to his executors, administrators or ~~assigns~~ assignees, as he may direct. For the purpose of giving effect to any such sale, the Directors may authorise some person to transfer the shares sold to the purchaser.

31. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly made forfeit or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Such declaration and the receipt by the Company of the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together (where the same shall be required) with the share certificate delivered to a purchaser (or where the purchaser is a Depositor, to CDP or its nominee (as the case may be)) or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share, or where such person is a Depositor, the Company shall procure that his name be entered in the Depository Register in respect of the share so sold, re-allotted or disposed of. Such person shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings relating to the forfeiture, surrender, sale, re-allotment or disposal of the share. In the event of a forfeiture of shares or a sale of shares to satisfy the Company's lien thereon the Member or other person who prior to such forfeiture or sale was entitled thereto shall be bound to deliver and shall forthwith deliver to the Company the certificate or certificates held by him for the shares so forfeited or sold.

TRANSFER OF SHARES

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32. All transfers of shares shall be effected by written instruments of transfer in the form for the time being approved by the Directors and the Designated Stock Exchange. An instrument of transfer of any share shall be signed by or on behalf of both the transferor and the transferee and be witnessed, Provided Always that an instrument of transfer in respect of which the transferee is CDP shall be effective although not signed or witnessed by or on behalf of CDP or its nominee (as the case may be). The transferor shall be deemed to remain the holder of the shares concerned until the name of the transferee is entered in the Register of Members in respect thereof.

33. The Registers of Members and of Transfers may be closed at such times and for such periods as the Directors may from time to time determine, Provided Always that such Registers shall not be closed for more than 30 days in any year, and that the Company shall give prior notice of each such closure, as may be required, to the Designated Stock Exchange, stating the period and purpose or purposes for which such closure is made.

34. (A) ~~There~~ Save as provided by this Constitution, there shall be no restriction on the transfer of fully paid up shares (except where required by law or by the rules, bye-laws or listing rules of the Designated Stock Exchange) but the Directors may in their discretion decline to register any transfer of shares upon which the Company has a lien, and in the case of shares not fully paid up, may refuse to register a transfer to a transferee of whom they do not approve, Provided Always that in the event of the Directors refusing to register a transfer of shares, the Company shall within 10 market days (or such period as the Directors may determine having regard to any limitation thereof as may be prescribed by the Designated Stock Exchange from time to time) ~~after beginning with~~ the date on which the application for a transfer of shares was made, serve a notice in writing to the applicant stating the facts which are considered to justify the refusal as required by the Statutes.

(B) The Directors may in their sole discretion decline to register any instrument of transfer unless:

- (a) such fee not exceeding S\$2.00 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by the Designated Stock Exchange from time to time) as the Directors may from time to time require is paid to the Company in respect thereof;
- (b) the amount of proper duty (if any) with within each instrument of transfer is chargeable under any law for the timing being in force, is paid.
- (c) the instrument of transfer is deposited at the Office or at such other place (if any) as the Directors may appoint accompanied by a certificate of payment of stamp duty (if stamp duty is payable on such instrument of transfer in accordance with any law for the time being in force relating to stamp duty) the certificates of the shares to which the transfer relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and, if the instrument of transfer is executed by some other person on his behalf, the authority of the person so to do; and
- (d) the instrument of transfer is in respect of only one class of shares.

35. All instruments of transfer which are registered may be retained by the Company but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same except in the case of fraud.

36. 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:

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- (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~~Regulation; and
- (c) references herein to the destruction of any document include references to the disposal thereof in any manner.

TRANSMISSION OF SHARES

37. (A) In case of the death of a Member whose name is registered in the Register of Members, the survivors or survivor where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only person(s) recognized by the Company as having any title to his interest in the shares.

(B) In the case of the death of a Member who is a Depositor, the survivors or survivor, where the deceased is a joint holder, and the executors or administrators of the deceased, where he was a sole or only surviving holder and where such executors or administrators are entered into the Depository Register in respect of any shares of the deceased Member, shall be the only person(s) recognised by the Company as having any title to his interest in the shares.

(C) Nothing in this ~~Article~~Regulation shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share held by him.

38. Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may (subject as hereinafter provided) upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, elect either to be registered himself as holder of the share or to have another person nominated by him registered as the transferee thereof. If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he elects to have another person registered, he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of ~~these Articles~~this Constitution relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by such Member.

39. Save as otherwise provided by or in accordance with ~~these Articles~~this Constitution, a person becoming entitled to a share in consequence of the death or bankruptcy of a Member (upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share) shall be entitled to the same Dividends and other advantages as those to which he would be entitled if he were the registered holder of the share except that he shall not be entitled in respect thereof (except with the authority of the Directors) to exercise any right conferred by membership in relation to General Meetings until he shall have been registered as a Member in respect of the share.

40. There shall be paid to the Company in respect of the registration of any probate or letters of administration or certificate of death or stop notice or power of attorney or other document relating to or affecting the title to any shares or otherwise for making any entry in the Register of Members affecting the title to any shares such fee not exceeding S\$2.00 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by the Designated Stock Exchange from time to time) as the Directors may from time to time require

CENTRAL DEPOSITORY SYSTEM

41. A reference to a Member shall be a reference to a registered holder of shares in the Company, or where such registered holder is CDP, the Depositors on behalf of whom CDP holds the shares, Provided Always that:

- (a) a Depositor shall only be entitled to attend any General Meeting and to speak and vote thereat if his name appears on the Depository Register maintained by CDP ~~48-72~~ hours before the General Meeting as a Depositor on whose behalf CDP holds shares in the

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Company, the Company being entitled to deem each such Depositor, or each proxy of a Depositor who is to represent the entire balance standing to the Securities Account of the Depositor, to represent such number of shares as is actually credited to the Securities Account of the Depositor as at such time, according to the records of CDP as supplied by CDP to the Company, and where a Depositor has apportioned the balance standing to his Securities Account between two proxies, to apportion the said number of shares between the two proxies in the same proportion as previously specified by the Depositor in appointing the proxies; and accordingly no instrument appointing a proxy of a Depositor shall be rendered invalid merely by reason of any discrepancy between the proportion of Depositor's shareholding specified in the instrument of proxy, or where the balance standing to a Depositor's Securities Account has been apportioned between two proxies the aggregate of the proportions of the Depositor's shareholding they are specified to represent, and the true balance standing to the Securities Account of a Depositor as at the time of the General Meeting, if the instrument is dealt with in such manner as is provided above;

- (b) the payment by the Company to CDP of any Dividend payable to a Depositor shall to the extent of the payment discharge the Company from any further liability in respect of the payment;
- (c) the delivery by the Company to CDP of provisional allotments or share certificates in respect of the aggregate entitlements of Depositors to new shares offered by way of rights issue or other preferential offering or bonus issue shall to the extent of the delivery discharge the Company from any further liability to each such Depositor in respect of his individual entitlement; and
- (d) the provisions in ~~these Articles~~ this Constitution relating to the transfers, transmissions or certification of shares shall not apply to the transfer of book-entry securities (as defined in the Statutes).

EXCLUSION OF EQUITIES

42. Except as required by the Statutes or law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by ~~these Articles~~ this Constitution or by the Statutes or law otherwise provided) any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder and nothing in ~~these Articles~~ this Constitution contained relating to CDP or to Depositors or in any depository agreement made by the Company with any common depository for shares shall in any circumstances be deemed to limit, restrict or qualify the above.

STOCK

43. The Company may from time to time by Ordinary Resolution convert any paid-up shares into stock and may from time to time by like resolution reconvert any stock into paid-up shares.

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

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

GENERAL MEETINGS

46. An Annual General Meeting shall be held once in every year, in accordance with the requirements of the Act and the listing rules of the Designated Stock Exchange, at such time (within a

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period of not more than 15 months after the holding of the last preceding Annual General Meeting) and place in Singapore or other such jurisdiction permitted by law as may be determined by the Directors. All other General Meetings shall be called Extraordinary General Meetings. The interval between the close of a financial year of the Company and the date of the Company's Annual General Meeting shall not exceed four months (or such period as may be prescribed by the Designated Stock Exchange or permitted by the Act from time to time).

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

NOTICE OF GENERAL MEETINGS

48. Any Extraordinary General Meeting at which it is proposed to pass a Special Resolution or (save as provided by the Statutes) a resolution of which special notice has been given to the Company, shall be called by at least 21 days' notice in writing and an Annual General Meeting or any other Extraordinary General Meeting, by at least 14 days' notice. The period of notice shall in each case be exclusive of the day on which it is served or deemed to be served and of the day on which the General Meeting is to be held and shall be given in the manner hereinafter mentioned to all Members other than such as are not under the provisions of ~~these Articles~~ this Constitution and the Act entitled to receive such notices from the Company, Provided Always that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed:

- (a) in the case of an Annual General Meeting by all the Members entitled to attend and vote thereat; and
- (b) in the case of an Extraordinary General Meeting by a majority in number of the Members having a right to attend and vote thereat, being a majority together holding not less than 95 per cent. of the total voting rights of all the Members having a right to vote thereat;

Provided Always also that the accidental omission to give notice to or the non-receipt of notice by any person entitled thereto shall not invalidate the proceedings at any General Meeting. So long as the shares are listed on the Designated Stock Exchange, at least 14 days' notice of any General Meeting shall be given by advertisement in the daily press and in writing to the Designated Stock Exchange, Provided Always that in the case of any Extraordinary General Meeting at which it is proposed to pass a Special Resolution, at least 21 days' notice in writing of such Extraordinary General Meeting shall be given to the Designated Stock Exchange.

49. (A) Every notice calling a General Meeting shall specify the place and the day and hour of the General Meeting, and there shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a Member.

(B) In the case of an Annual General Meeting, the notice shall also specify the meeting as such.

(C) In the case of any General Meeting at which business other than routine business ("special business") is to be transacted, the notice shall specify the general nature of such business, and if any resolution is to be proposed as a Special Resolution, the notice shall contain a statement to that effect.

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

- (a) declaring Dividends;
- (b) receiving and adopting the ~~accounts~~ financial statements, the Directors' statements, the reports of the Directors and Auditors and other documents required to be attached or annexed to the accounts financial statements;
- (c) appointing or re-appointing Directors to fill vacancies arising at the meeting on retirement whether by rotation or otherwise;
- (d) re-appointing the retiring Auditors (unless they were last appointed otherwise than by the Company in General Meeting);

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- (e) fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed; and
- (f) fixing the Directors' fees.

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

PROCEEDINGS AT GENERAL MEETINGS

52. The Chairman of the Board of Directors, failing whom the Deputy Chairman, shall preside as Chairman at a General Meeting. If there be no such Chairman or Deputy Chairman, or if at any General Meeting neither be present within five minutes after the time appointed for holding the General Meeting and willing to act, the Directors present shall choose one of their number (or, if no Director be present or if all the Directors present decline to take the chair, the Members present shall choose one of their number) to be Chairman.

53. No business other than the appointment of a Chairman shall be transacted at any General Meeting unless a quorum is present at the time when the General Meeting proceeds to business. Save as herein otherwise provided, the quorum at any General Meeting shall be two Members present in person or by proxy, provided that (i) a proxy representing more than one Member shall only count as one Member for purposes of determining if the quorum aforesaid is present; ~~and (ii) where a Member is represented by more than one proxy, such proxies of such Member shall only count as one Member for purposes of determining if the quorum aforesaid is present; and (iii) for the purposes of a quorum, joint holders of any share shall be treated as one Member.~~

54. If within 30 minutes from the time appointed for a General Meeting (or such longer interval as the Chairman may think fit to allow) a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (or if that day is a public MOAN, 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 10 days' notice appoint.

55. The Chairman of any General Meeting at which a quorum is present may with the consent of the Company in the General Meeting (and shall if so directed by the General 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 General Meeting except business which might lawfully have been transacted at the General Meeting from which the adjournment took place. Where a General Meeting is adjourned *sine die*, the time and place for the adjourned General Meeting shall be fixed by the Directors. When a General Meeting is adjourned for 30 days or more or *sine die*, not less than seven days' notice of the adjourned General Meeting shall be given in like manner as in the case of the original General Meeting.

56. 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 General Meeting. If required, the Directors shall have the right to request that shareholders at a General Meeting refrain from the taking of photographs/videos/audio recordings at general meetings of the Company or other shareholder events.

57. If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the Chairman, 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.

58. If required by the listing rules of the Designated Stock Exchange or any other applicable stock exchange, all resolutions at general meetings shall be voted by poll (unless such requirement is waived by such stock exchange). Subject to the foregoing, At at any General Meeting, a resolution put to the vote of the General Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the Chairman of the General Meeting;
- (b) not less than two Members present in person or by proxy and entitled to vote at the

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General Meeting;

- (c) any Member present in person or by proxy, or where such a Member has appointed two proxies any one of such proxies, or any number or combination of such Members or proxies, holding or representing as the case may be not less than ~~40~~5 per cent. of the total voting rights of all the Members having the right to vote at the General Meeting; or
- (d) any Member present in person or by proxy, or where such a Member has appointed two proxies any one of such proxies, or any number or combination of such Members or proxies, holding not less than 10 per cent. of the total number of paid-up shares of the Company (excluding treasury shares),

Provided Always that no poll shall be demanded on the choice of the Chairman or on a question of adjournment. A demand for a poll may be withdrawn only with the approval of the Company at the General Meeting.

59. Unless a poll is required, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded for or against such resolution. If a poll is required, it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman may direct, and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded. The Chairman may (and if so directed by the General Meeting shall) appoint scrutineers and may adjourn the General Meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

60. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the General Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or a casting vote in addition to the vote or votes to which he may be entitled to as a Member or as a proxy of a Member.

61. A poll demanded on any question shall be taken either immediately or at such subsequent time (not being more than 30 days from the date of the General Meeting) and place as the Chairman may direct. No notice need be given of a poll not taken immediately. The demand for a poll shall not prevent the continuance of the General Meeting for the transaction of any business other than the question on which the poll has been demanded.

VOTES OF MEMBERS

62. ~~Subject and without prejudice to any special rights or restrictions as to voting for the time being attached by or in accordance with these Articles to any class of shares, and to Article 4, each Member entitled to vote may vote in person or by proxy. On a show of hands, every Member who is present in person or by proxy shall have one vote (provided that in the case of a Member who is represented by two proxies, only one of the two proxies as determined by that Member or, failing such determination, by the Chairman (or by a person authorised by him) in his sole discretion shall be entitled to vote on a show of hands) and on a poll, every Member who is present in person or by proxy shall have one vote for every share of which he holds or represents. For the purposes of determining the number of votes which a Member, being a Depositor, or his proxy may cast at any General Meeting on a poll, the references to shares held or represented shall, in relation to shares of that Depositor, be the number of shares entered against his name in the Depository Register as at 48 hours before the time of the relevant General Meeting as certified by CDP to the Company. A Member who is bankrupt shall not, while his bankruptcy continues, be entitled to exercise his rights as a Member, or attend, vote or act at any General Meeting. A holder of a share shall be entitled to be present and to vote at any General Meeting in respect of any share or shares upon which all calls due to the Company have been paid. Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company and to Regulation 6, each Member entitled to vote may vote in person or by proxy. Every Member who is present in person or by proxy shall:~~

- i) on a poll, have one vote for every share which he holds or represents (excluding treasury shares) and upon which all calls or other sums due thereon to the Company have been paid; and
- ii) on a show of hands, have one vote, provided always that:

(1) 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

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(2) 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.

62A. Save as otherwise provided in the Act:

- i) A Member who is not a relevant intermediary may appoint not more than two (2) proxies to attend, speak and vote at the same General Meeting. Where such Member's form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy; and
- ii) A Member who is a relevant intermediary may appoint more than two (2) proxies to attend, speak and vote at the same General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Member. Where such Member's form of proxy appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

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

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63. In the case of joint holders of a share, any one of such persons may vote, but if more than one of such persons is present at the meeting, the vote of the senior who tenders a vote, either by a show of hands or on a poll, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members or, as the case may be, the order in which the names appear in the Depository Register in respect of the joint holding.

64. 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 General Meetings.

65. No Member shall be entitled in respect of shares held by him to vote at a General Meeting either personally or by proxy or to exercise any other right conferred by membership in relation to General Meetings if any call or other sum payable by him to the Company in respect of such shares remains unpaid.

66. No objection shall be raised as to the admissibility of any vote except at the General Meeting or adjourned General Meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such General Meeting shall be valid for all purposes. Any such objection shall be referred to the Chairman of the General Meeting whose decision shall be final and conclusive.

67. On a poll, votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

68. (A) A Member shall not be entitled to appoint more than two proxies to attend and vote at the same General Meeting, Provided Always that if the Member is a Depositor, the Company shall be entitled and bound:

- (a) to reject any instrument of proxy lodged if the Depositor, is not shown, to have any shares entered against his name in the Depository Register as at ~~48~~72 hours before the time of the relevant General Meeting as certified by CDP to the Company; and
- (b) to accept as the maximum number of votes which in aggregate the proxy or proxies appointed by the Depositor is or are able to cast on a poll a number which is the number of shares entered against the name of that Depositor in the Depository Register as at ~~48~~72 hours before the time of the relevant General Meeting as certified by CDP to the Company, whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Depositor.

(B) Where a Member appoints more than one proxy, the Member shall specify the proportion of his shares to be represented by each such proxy, failing which the nomination shall be deemed to be alternative.

(C) A proxy need not be a Member.

69. (A) An instrument appointing a proxy for any Member shall be in writing in any usual or common form or in any other form which the Directors may approve and:

- (a) in the case of an individual Member, shall be signed by the Member or his attorney duly authorized in writing; and

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(b) in the case of a Member which is a corporation, shall be either given under its common seal or signed on its behalf by an attorney duly authorised in writing or a duly authorised officer of the corporation.

(B) The signatures on an instrument of proxy need not be witnessed. Where an instrument appointing a proxy is signed on behalf of a Member (which shall, for purposes of this ~~Article~~ Regulation include a Depositor) by an attorney, the letter or power of attorney or a duly certified copy thereof shall (failing previous registration with the Company) be lodged with the instrument of proxy pursuant to the next following ~~Article~~ Regulation, failing which the instrument of proxy may be treated as invalid.

70. An instrument appointing a proxy must be left at such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the General Meeting (or, if no place is so specified, at the Office) not less than ~~48-72~~ hours before the time appointed for the holding of the General Meeting or adjourned General Meeting or (in the case of a poll taken otherwise than at or on the same day as the General Meeting or adjourned General Meeting) for the taking of the poll at which it is to be used, and in default shall not be treated as valid. An instrument appointing a proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the General Meeting as for the General Meeting to which it relates, Provided Always that an instrument of proxy relating to more than one General Meeting (including any adjournment thereof) having once been so delivered for the purposes of any General Meeting shall not be required again to be delivered for the purposes of any subsequent General Meeting to which it relates.

71. An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll, to move any resolution or amendment thereto and to speak at the General Meeting.

71 (A). A proxy shall be entitled to vote on a show of hands on any matter at any General Meeting.

~~71.~~

72. A vote cast by proxy shall not be invalidated by the previous death or ~~insanity-mental disorder~~ of the principal or by the revocation of the appointment of the proxy or of the authority under which the appointment was made provided that no intimation in writing of such death, ~~insanity-mental disorder or~~ revocation shall have been received by the Company at the Office at least one hour before the commencement of the General Meeting or adjourned General Meeting or (in the case of a poll taken otherwise than at or on the same day as the General Meeting or adjourned General Meeting) the time appointed for the taking of the poll at which the vote is cast.

73. Subject to ~~these Articles~~ this Constitution and the Statutes, the Directors may, at their sole discretion, approve and implement, subject to such security measures as may be deemed necessary or expedient, such voting methods to allow Members who are unable to vote in person at any General Meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail or facsimile. The Directors may, in their absolute discretion: (i) approve the method and manner for an instrument appointing a proxy to be authorised; and (ii) 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 the listing rules of the Designated Stock Exchange and this Constitution 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), the applicable Regulations in this Constitution shall apply. A Member who has deposited an instrument appointing any number of proxies to vote on his behalf at a general meeting shall not be precluded from attending and voting in person at that general meeting. Any such appointment of all the proxies concerned shall be deemed to be revoked upon the attendance of the Member appointing the proxy/proxies at the relevant general meeting.

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CORPORATIONS ACTING BY REPRESENTATIVES

74. Any corporation which is a Member may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any General Meeting or meeting of any class of Members. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual Member and such corporation shall for the purposes of ~~these Articles~~ 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.

DIRECTORS

75. Subject as hereinafter provided, the Directors, all of whom shall be natural persons, shall not be less than two.

76. A Director shall not be required to hold any shares of the Company by way of qualification. A Director who is not a Member shall nevertheless be entitled to receive notice of and to attend and speak at General Meetings.

77. The ordinary remuneration of the Directors, which shall from time to time be determined by an Ordinary Resolution of the Company, shall not be increased except pursuant to an Ordinary Resolution passed at a General Meeting where notice of the proposed increase shall have been given in the notice convening the General Meeting and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree, or failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The ordinary remuneration of an executive Director may not include a commission on or a percentage of turnover and the ordinary remuneration of a non-executive Director shall be a fixed sum, and not by a commission on or a percentage of profits or turnover.

78. Any Director who holds any executive office, or who serves on any committee of the Directors, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine, Provided Always that such extra remuneration (in case of an executive Director) shall not be by way of commission on or a percentage of turnover.

79. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Company.

80. The Directors shall have power to pay and agree to pay pensions or other retirement, superannuation, death or disability benefits to (or to any person in respect of) any Director for the time being holding any executive office and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums.

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

81. (B) A Director or Chief Executive Officer who is in any way whether directly or indirectly interested in a transaction or proposed transaction with the Company shall:

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- i) declare the nature of his interest at a meeting of the Directors; or
- ii) send a written notice to the Company containing details on the nature, character and extent of this interest in the transaction or proposed transaction as required under the Act. If the Chief Executive Officer is not a Director, the Directors shall permit the Chief Executive Officer to attend a meeting of the Directors where such attendance is necessary for the Chief Executive Officer to make a declaration for the purposes of complying with this Regulation.

Where a Director or Chief Executive Officer declares an interest or conflict by a written notice referred to in Regulation 81(A)(ii), then pursuant to Section 156 of the Act:-

- iii) the making of the declaration is deemed to form part of the proceedings at the next meeting of the directors after the notice is given; and
- iv) the provisions of Section 188 of the Act (minutes of proceedings) shall apply as if the declaration had been made at that meeting.

The Secretary shall record every declaration under this section in the minutes of the meeting at which it was made and keep records of every written resolution duly signed and returned to the Company under this Regulation

82. (A) The Directors may from time to time appoint one or more of their body to be the Chairman or Deputy Chairman of the Company (whether such appointment is executive or non-executive in nature) or to be the holder of any executive office under the Company or under any other company in which the Company is in any way interested 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.

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

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

83. The Directors may entrust to and confer upon any Directors holding any executive office under the Company or any other company as aforesaid any of the powers exercisable by them as Directors upon such terms and subject to such 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.

CHIEF EXECUTIVE OFFICERS OR MANAGING DIRECTORS

84. The Directors may from time to time appoint one or more of their body to ~~be the office of Chief Executive Officer or Managing Director (or Managing Director's equivalent position)~~ of the Company and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their places. Where such an appointment is for a fixed term such term shall not exceed five years.

85. ~~A Managing Director shall not while he continues to hold that office be subject to retirement by rotation and he shall not be taken into account in determining the rotation of retirement of Directors but he shall, subject to the provisions of any contract between him and the Company, be subject to~~

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~~the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director from any cause he shall ipso facto and immediately cease to be a Managing Director.~~ A Chief Executive Officer or a Managing Director (or person(s) 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, and in the case of a Managing Director, if he ceases to hold the office of Director for any reason, he shall ipso facto and immediately cease to be a Managing Director.

86. The remuneration of a Chief Executive Officer or a Managing Director shall from time to time be fixed by the Directors and may subject to ~~these Articles~~ this Constitution be by way of salary or commission or participation in profits or by any or all these modes but he shall not under any circumstances be remunerated by a commission on or a percentage of turnover.

87. A Chief Executive Officer or a Managing Director shall at all times be subject to the control of the Directors but subject thereto the Directors may from time to time entrust to and confer upon a Chief Executive Officer or a Managing Director for the time being such of the powers exercisable under ~~these Articles~~ this Constitution by the Directors as they may think fit and may confer such powers for such time and to be exercised upon such terms and subject to such conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

APPOINTMENT AND RETIREMENT OF DIRECTORS

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

89. At each Annual General Meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation, Provided Always that no Director holding office as Managing Director shall be subject to retirement by rotation or be taken into account in determining the number of Directors to retire. For the avoidance of doubt, each Director (other than a Director holding office as Managing Director) shall retire at least once every three years.

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

91. The Company at a General Meeting at which a Director retires under any provision of ~~these Articles~~ 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 General Meeting it is expressly resolved not to fill such office or a resolution for the re-election of such Director is put to the General Meeting and lost;
- (b) where such Director is disqualified under the Act from holding office as a Director or has

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given notice in writing to the Company that he is unwilling to be re-elected; or

- (c) where the default is due to the moving of a resolution in contravention of the next following Article; ~~or~~

~~where such Director has attained any retiring age applicable to him as Director.~~

The retirement shall not have effect until the conclusion of the General 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 General Meeting and lost and accordingly a retiring Director who is reelected or deemed to have been re-elected will continue in office without a break.

92. A resolution for the appointment of two or more persons as Directors by a single resolution shall not be moved at any General Meeting unless a resolution that it shall be so moved has first been agreed to by the General Meeting without any vote being given against it, and any resolution moved in contravention of this provision shall be void.

93. No person other than a Director retiring at the General 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 clear days (i.e. exclusive of the date on which the notice is given as well as the date of the General Meeting) and not more than 42 days (inclusive of the date on which the notice is given) before the date appointed for the General Meeting there shall have been lodged at the Office notice in writing signed by some Member (other than the person to be proposed) duly qualified to attend and vote at the General 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 of his consent to the nomination and signifying his candidature for the office, Provided Always that in the case of a person recommended by the Directors for election, not less than nine clear days' notice (i.e. exclusive of the date on which the notice is given as well as the date of the General Meeting) shall be necessary and notice of each and every such person proposed shall be served on the Members at least seven days prior to the General Meeting at which the election is to take place.

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

- (a) if he shall become prohibited or disqualified by the Statutes or any other law from acting as a Director or otherwise disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds;
- (b) if (not being a Director holding any executive office for a fixed term) he shall resign by writing under his hand left at the Office or if he shall in writing offer to resign and the Directors shall resolve to accept such offer;
- (c) if he shall become bankrupt or have a bankruptcy order made against him or shall make any arrangement or composition with his creditors generally;
- (d) if he becomes ~~of unsound mind~~ 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;
- (e) is absent, for more than six months and without leave of the Directors, from meetings of the Directors held during that period; or
- (f) if he is removed by the Company in General Meeting pursuant to this Constitution ~~these Articles~~.

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95. The Company may in accordance with and subject to the provisions of the Statutes, by Ordinary Resolution of which special notice has been given, remove any Director from office (notwithstanding any provision of ~~these Articles~~ this Constitution or of any agreement between the Company and such Director, but without prejudice to any claim he may have for damages for breach of any such agreement) and 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 appointed a Director.

ALTERNATE DIRECTORS

96. (A) Any Director may at any time by writing under his hand and deposited at the Office, or delivered at a meeting of the Directors, appoint any person (other than another Director or a person who has already been appointed alternate for another Director) to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment, unless previously approved by a majority of ~~his co-Directors~~ the Directors, shall have effect only upon and subject to being so approved. A person shall not act as Alternate Director to more than one Director at the same time.

(B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if the Director concerned (below called "his principal") ceases to be a Director.

(C) An alternate Director shall (except when absent from Singapore) be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which his principal is not personally present and generally at such meeting to perform all functions of his principal as a Director, and for the purposes of the proceedings at such meeting the provisions of ~~these Articles~~ 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 committees of the Directors, the foregoing provisions of this paragraph shall also apply *mutatis mutandis* to any meeting of any such committee of which his principal is a member. An alternate Director shall not (save as aforesaid) have any power to act as a Director nor shall he be deemed to be a Director for any other purposes of ~~these Articles~~ this Constitution.

(D) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent *mutatis mutandis* as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his principal as such principal may by notice in writing to the Company from time to time direct, Provided Always that any fees payable to him shall be deducted from his principal's remuneration.

MEETINGS AND PROCEEDINGS OF DIRECTORS

97. Subject to the provisions of ~~these Articles~~ this Constitution, the Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. At any time, any Director may, and the Secretary on the requisition of a Director shall, summon a meeting of 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. Directors may participate in a meeting of the Directors by means of a conference telephone, video conferencing, audio visual, or other similar communications equipment by means of which all persons participating in the meeting can hear one another contemporaneously, without a Director having to be in the physical presence of another Director or Directors, and participation in a meeting pursuant to this ~~Article~~ Regulation shall constitute presence in person at such meeting. The Directors participating in any such meeting in the manner aforesaid shall be counted in the quorum for such meeting and subject to there being a requisite quorum in accordance with ~~Article~~

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98. 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. Such a meeting conducted by means of a conference telephone, video conferencing, audio visual, or other similar communications equipment as aforesaid shall be 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 physically present at the place for the duration of the meeting.

98. The quorum necessary for the transaction of the business of the Directors may be fixed from time to time by the Directors and unless so fixed at any other number, shall be two. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

99. Questions arising at any meeting of the Directors shall be determined by a majority of votes. In case of an equality of votes (except where only two Directors are present and form the quorum or when only two Directors are competent to vote on the question in issue), the Chairman shall have a second or casting vote.

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

101. The continuing Directors may act notwithstanding any vacancies, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with ~~these Articles~~ this Constitution, the continuing Directors or Director may, except in an emergency, act for the purpose of filling up such vacancies or of summoning General Meetings, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two Members may summon a General Meeting for the purpose of appointing Directors.

102. (A) The Directors may elect from their number a Chairman and a Deputy Chairman (or two or more Deputy Chairman) and determine the period for which each is to hold office. If no Chairman or Deputy Chairman shall have been appointed or if at any meeting of the Directors no Chairman or Deputy Chairman shall be present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be the Chairman of the meeting.

(B) If at any time there is more than one Deputy Chairman, the right in the absence of the Chairman to preside at a meeting of the Directors or of the Company shall be determined as between the Deputy Chairmen present (if more than one) by seniority in length of appointment or otherwise as resolved by the Directors.

103. A resolution in writing signed by a majority of the Directors or their alternates (who are not prohibited by ~~these Articles~~ this Constitution from voting on such resolutions) for the time being in Singapore and constituting a quorum shall be as effective as a resolution duly passed at a meeting of the Directors and may consist of several documents in the like form, each signed by one or more of the Directors. The expressions "in writing" and "signed" include approval by any such Director by telefax, telex, cable or telegram or any form of electronic communication approved by the Directors for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors.

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

105. The meetings and proceedings of any such committee consisting of two or more Members

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shall be governed *mutatis mutandis* by the provisions of ~~these Articles~~ ~~this Constitution~~ regulating the meetings and proceedings of the Directors, so far as the same are not superseded by any regulations made by the Directors under the last preceding Article.

106. All acts done by any meeting of Directors, or of any such committee, or by any person acting as a Director or as a member of any such committee, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was defect in the appointment of any of the persons acting as aforesaid, or that any such persons was at the time of his appointment not qualified for appointment or subsequently became disqualified or had vacated office, or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of the committee and had been entitled to vote.

AUDIT COMMITTEE

107. (A) An audit committee shall be appointed by the Directors from among their number (pursuant to a resolution of the Board) and shall be composed of not fewer than three members of whom a majority shall not be:

- (a) executive Directors of the Company or any related corporation;
- (b) a spouse, parent, brother, sister, son or adopted son, or daughter or adopted daughter, of an executive Director of the Company or of any related corporation; or
- (c) any person having a relationship which, in the opinion of the Directors, would interfere with the exercise of independent judgment in carrying out the functions of an audit committee.

(B) The members of an audit committee shall elect a Chairman from among their number who is not an executive Director or employee of the Company or any related corporation.

(C) The audit committee may regulate its own procedure and in particular the calling of meetings, the notice to be given of such meetings, the voting and proceedings thereat, the keeping of minutes and the custody, production and inspection of such minutes.

(D) In this Article, a reference to a Director who is not an executive Director is a reference to a Director who is not an employee of, and does not hold any other office of profit in, the Company or in any related company of the Company in conjunction with his office of director, and his membership of any audit committee, and any reference to an "executive Director" shall be read accordingly.

BORROWING POWERS

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

GENERAL POWERS OF DIRECTORS

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

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

110. The Directors shall not carry into effect any proposals for selling or disposing of the whole or substantially the whole of the Company's undertaking unless such proposals have been approved by the Company in General Meeting and are in accordance with the Act.

111. The Directors may establish any local boards or agencies for managing any of the affairs of the Company, either in Singapore or elsewhere, and may appoint any persons to be members of such local boards, or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any local boards, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

112. The Directors may from time to time and at any time by power of attorney or otherwise appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under ~~these Articles~~ this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

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

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

115. The Directors shall cause minutes to be duly made and entered in books provided for such purpose:

- (a) of all appointments of officers to be engaged in the management of the Company's affairs;
- (b) of the names of the Directors present at all General Meetings, and meetings of the Directors and of any committee of Directors; and
- (c) of all resolutions and proceedings at all General Meetings, and meetings of the Directors and of any committee of Directors.

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Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

SECRETARY

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

THE SEAL

117. (A) The Directors shall provide for the safe custody of the Seal which shall not be used without the authority of the Directors or of a committee authorised by the Directors in that behalf.

(B) The general powers given by this ~~Article~~ Regulation shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

118. Every instrument to which the Seal shall be affixed shall be signed autographically or by facsimile by one Director and the Secretary or by two Directors or some other person appointed by the Directors, save that as regards any certificates for shares or debentures or other securities of the Company, the Directors may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method of mechanical electronic signature or other method approved by the Directors.

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

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

KEEPING OF STATUTORY RECORDS

120. (A) Any register, index, minute book, book of accounts or other book required to be kept by or on behalf of the Company under the Statutes or this Constitution may be kept either by making entries in ~~a bound book~~ hard copy or in electronic form or (subject to reasonable precautions against falsification and for discovery of falsification, and to the provision of proper facilities for inspection to the persons entitled to inspection) by recording in any other permanent manner. The Company shall cause true English translations of all accounts, minute books or other records required to be kept by the Company under the Statutes which are not kept in English to be made from time to time at intervals of not more than seven days, and shall keep the translations with the originals for so long as the originals are required under the Statutes to be kept. The Company shall also keep at the Office certified English translations of all instruments, certificates, contracts or documents not written in English which the Company is required under the Statutes to make available for public inspection. If such records are kept in electronic form, the Directors shall ensure that they are capable of being reproduced in hard copy form and shall provide for the manner in which the records are to be authenticated and verified.

120. (B) The Directors shall cause minutes to be kept in books to be provided for the purpose of all of the following:

(a) of all appointments of officers made by the Directors;

(b) of all the names of the Directors present at each meeting of Directors and of any committee of Directors, and of the name of the Chief Executive Officer Present if the Chief Executive Officer is not a Director but is present for the purposes of

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Regulation 81A:

- (c) of all the names of the Directors present at any committee of Directors;
- (d) of all orders made by the Directors and committees of Directors; and
- (e) of all resolutions and proceedings at all General Meetings and of any class of Members, of the Directors and of committees of Directors

AUTHENTICATION OF DOCUMENTS

121. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors or any committee and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts, and where any books, records, documents or accounts 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-Regulation~~ may be made by any electronic means approved by the Directors from time to time for such purpose incorporating, if the Directors deem necessary, the use of security procedures or devices approved by the Directors.

RESERVES

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

DIVIDENDS

123. The Company may by Ordinary Resolution declare Dividends but no such Dividend shall exceed the amount recommended by the Directors.

124. If and so far as in the opinion of the Directors, the profits of the Company justify such payments, the Directors may, without any sanction as aforesaid in ~~Article-Regulation~~ 123, declare and pay the fixed Dividends on any class of shares carrying a fixed Dividend expressed to be payable on fixed dates on the half-yearly or other dates prescribed for the payment thereof and may also from time to time declare and pay interim Dividends on shares of any class of such amounts and on such dates and in respect of such periods as they think fit.

125. Subject to any rights or restrictions attached to any shares or class of shares and except as otherwise permitted under the Act:

- (a) all Dividends in respect of shares must be paid in proportion to the number of shares held by a Member, but where shares are partly paid, all Dividends must be apportioned and paid proportionately to the amounts paid on the partly paid shares; and
- (b) all Dividends must be apportioned and paid proportionately to the amounts so paid during any portion or portions of the period in respect of which the Dividend is paid.

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For the purposes of this ~~Article~~ Regulation, an amount paid on a share in advance of a call shall be ignored.

126. (A) No Dividend shall be paid otherwise than out of profits available for distribution under the provisions of the Statutes. The payment by the Directors of any unclaimed Dividends or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. All Dividends and other moneys payable on or in respect of a share that remains unclaimed after one year from having been first payable may be invested or otherwise made use of by the Directors for the benefit of the Company, and any Dividend or any such moneys unclaimed after a period of six years from having been first payable shall be forfeited and shall revert to the Company, Provided Always that the Directors may at any time thereafter at their absolute discretion annul any such forfeiture and pay the Dividend or moneys so forfeited to the person entitled thereto prior to the forfeiture. If CDP returns any such Dividend or moneys to the Company, the relevant Depositor shall not have any right or claim in respect of such Dividend or moneys against the Company if a period of six years has elapsed from the date of the declaration of such Dividend or the date on which such other moneys are first payable.

(B) A payment by the Company to CDP of any Dividend or other moneys payable to a Depositor shall, to the extent of the payment made, discharge the Company from any liability to the Depositor in respect of that payment.

127. No Dividend or other moneys payable on or in respect of a share shall bear interest as against the Company.

128. (A) The Directors may retain any Dividend or other moneys payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

(B) The Directors may retain the Dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a Member, or which any person is under those provisions entitled to transfer, until such person shall become a Member in respect of such shares or shall transfer the same.

129. 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 Member (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.

130. The Company may upon the recommendation of the Directors by Ordinary Resolution direct payment of a Dividend in whole or in part by the distribution of specific assets (and in particular of paid-up shares or debentures of any other company) and the Directors shall give effect to such resolution. Where any difficulty arises with regard to such distribution, the Directors may settle the same as they think expedient and in particular, may issue fractional certificates, may fix the value for distribution of such specific assets or any part thereof, may determine that cash payments shall be made to any Member upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

131. Any Dividend or other moneys payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address appearing in the Register of Members or (as the case may be) the Depository Register of the Member or person entitled thereto (or, if two or more persons are registered in the Register of Members or (as the case may be) entered in the Depository Register as joint holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons) or to such person and such address as such Member or person or persons may by writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque or warrant by the banker upon whom

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it is drawn shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

131 (A) Subject to the listing rules of the Designated Stock Exchange, whenever the Directors or the Company in General Meeting have resolved or proposed that a dividend (including an interim, final, special or other dividend) be paid or declared on the ordinary share capital of the Company, the Directors may further resolve that Members entitled to such dividend be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of the dividend as the Directors may think fit. In such case, the following provisions shall apply:

- (a) the basis of any such allotment shall be determined by the Directors;
- (b) the Directors shall determine the manner in which Members shall be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of any dividend in respect of which the Directors shall have passed such a resolution as aforesaid, and the Directors may make such arrangements as to the giving of notice to Members, providing for forms of election for completion by Members (whether in respect of a particular dividend or dividends or generally), determining the procedure for making such elections or revoking the same and the place at which and the latest date and time by which any forms of election or other documents by which elections are made or revoked must be lodged, and otherwise make all such arrangements and do all such things, as the Directors consider necessary or expedient in connection with the provisions of this Regulation 131A(2);
- (c) the right of election may be exercised in respect of the whole of that portion of the dividend in respect of which the right of election has been accorded provided that the Directors may determine, either generally or in any specific case, that such right shall be exercisable in respect of the whole or any part of that portion; and
- ~~(d)~~ the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on the ordinary shares in respect whereof the share election has been duly exercised (the "elected ordinary shares") and in lieu and in satisfaction thereof ordinary shares shall be allotted and credited as fully paid to the holders of the elected ordinary shares on the basis of allotment determined as aforesaid and for such purpose and notwithstanding the provisions of Regulation 134, the Directors may (i) capitalise and apply the amount standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of the financial statement or otherwise for distribution as the Directors may determine, such sums as may be required to pay up in full the appropriate number of ordinary shares for allotment and distribution to and among the holders of the elected ordinary shares on such basis or (ii) apply the sum which would otherwise have been payable in cash to the holders of the elected ordinary shares towards payment of the appropriate number of ordinary shares for allotment and distribution to and among the holder of the elected ordinary shares on such basis.

131 (B) (a) The ordinary shares allotted pursuant to Regulation 131A shall rank paripassu in all respects with the ordinary shares then in issue save only as regards participation in the dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the dividend which is the subject of the election referred to above, unless the Directors shall otherwise specify.

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- (b) The Directors may do all acts and things considered necessary or expedient to give effect to Regulation 131A, with full power to make such provisions as they think fit in the case of shares becoming distributable in fractions (including, notwithstanding any provision to the contrary in this Constitution, provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down, or whereby the benefit of fractional entitlement accrues to the Company rather than to the Members concerned).
- (c) The Directors may on any occasion when they resolve as provided in Regulation 131A determine that rights of election under that regulation shall not be made available to Members who are registered in the Register or (as the case may be) the Depository Register, or in respect of ordinary shares the transfer of which is registered, after such date as the Directors think fit, and in such event the provisions of this Regulation shall be read and construed subject to such determination.
- (d) The Directors may on any occasion when they resolve as provided in Regulation 131A further determine that: (i) no allotment of shares or rights of election for shares under Regulation 131A shall be made available or made to Members whose registered addresses entered in the Register 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; and (ii) no allotment of shares or rights of election for shares under Regulation 131A shall be made available or made to a person, or any persons, if such allotment or rights of election would in the opinion of the Directors cause such person, or such persons, to hold or control voting shares in excess of any shareholding or other limits which may from time to time be prescribed in any Statute, without the approval of the applicable regulatory or other authority as may be necessary.
- (e) Notwithstanding the foregoing provisions of Regulations 131A and 131B, if at any time after the Directors' resolution to apply the provisions of Regulation 131A in relation to any dividend but prior to the allotment of ordinary shares pursuant thereto, the Directors shall consider that by reason of any event or 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 own discretion as they deem fit in the interest of the Company and without assigning any reason therefore, cancel the proposed application of Regulation 131A.

132. If two or more persons are registered in the Register of Members or (as the case may be) the Depository Register as joint holders of any share, or are entitled jointly to a share in consequence of the death or bankruptcy of the holder, any one of them may give effectual receipts for any Dividend or other moneys payable or property distributable on or in respect of the share.

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

BONUS ISSUES AND CAPITALISATION OF PROFITS AND RESERVES

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134. (A) The Directors may, with the sanction of an Ordinary Resolution of the Company (including any Ordinary Resolution passed pursuant to ~~Article~~ Regulation 5(B)):

(a) issue bonus shares for which no consideration is payable to the Company to the persons registered as the holders of shares in the Register of Members or (as the case may be) the Depository Register at the close of business on:

(i) the date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided); or (in the case of an Ordinary Resolution passed pursuant to ~~Article~~ Regulation 5(B)) such other date as may be determined by the Directors,

in proportion to their then holdings of shares; and/or

(b) capitalise any sum standing to the credit of any of the Company's reserve accounts or other undistributable reserve or any sum standing to the credit of profit and loss account by appropriating such sum to the persons registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register at the close of business on:

(i) the date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided); or

(ii) (in the case of an Ordinary Resolution passed pursuant to ~~Article~~ Regulation 5(B)) such other date as may be determined by the Directors,

in proportion to their then holdings of shares and applying such sum on their behalf in paying up in full new shares (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, new shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid up to and amongst them as bonus shares in the proportion aforesaid.

(B) The Directors may do all acts and things considered necessary or expedient to give effect to any such bonus issue and/or capitalisation under this ~~Article~~ Regulation 134, with full power to the Directors to make such provisions as they think fit for any fractional entitlements which would arise on the basis aforesaid (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all the Members interested into an agreement with the Company providing for any such bonus issue and/or capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

(C) In addition and without prejudice to the powers provided for by this ~~Article~~ Regulation 134, the Directors shall have power to issue shares for which no consideration is payable and/or to capitalize 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, 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 Members in General Meeting and on such terms as the Directors shall think fit, or be held by or for the benefit of non-executive Directors as part of their remuneration as 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.

ACCOUNTS FINANCIAL STATEMENTS

135. Accounting records sufficient to show and explain the Company's transactions and otherwise complying with the Statutes, shall be kept at the Office or at such other place as the Directors think

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fit. No Member of the Company or other person shall have any right of inspecting any account or book or document of the Company except as conferred by the Statutes or ordered by a court of competent jurisdiction or authorised by the Directors.

136. The Directors shall from time to time, in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such financial statements, consolidated financial statements(if any) and any reports, statements and other documents as may be necessary~~profit and loss accounts, balance sheets, group accounts~~ (if any) and any reports and documents as may be prescribed by the Act.

137. A copy of such financial statements, consolidated financial statements(if any) and any reports, statements and other documents~~every balance sheet and profit and loss account~~ which is to be laid before the Company in General Meeting (including every document required by law to be comprised therein or attached or annexed thereto) shall not less than 14 days before the date of the General Meeting be sent to every Member of, and every holder of debentures of, the Company and to every other person who is entitled to receive notices of General Meetings from the Company under the provisions of the Statutes or of ~~these Articles~~this Constitution, Provided Always that ~~this Article 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 or holder of debentures to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office~~these documents may, subject to the listing rules of the Designated Stock Exchange or any stock exchange applicable to the Company, be sent less than fourteen (14) days before the date of the meeting if all persons entitled to receive notices of meetings from the Company so agree and this Regulation shall not require a copy of these documents to be sent to more than one (1) or any joint holders or to any person of whose address the Company is not aware, but any Member or holder of debentures to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

AUDITORS

~~437-138.~~ An Auditor shall be appointed and his duties regulated in accordance with the provisions of the Act. Every Auditor of the Company shall have a right of access at all times to the accounting and other records of the Company and shall make his report as required by the Act. Once at least in every year the accounts of the Company shall be examined, and the correctness of the financial statements ascertained by one or more Auditors. The financial statements shall be accompanied by a statement signed on behalf of the Board by two of the Directors or otherwise in accordance with the Act, and the Auditor's report shall be attached to the financial statements, or there shall be inserted at the foot of the financial statements, a reference to such report. 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.

~~438-139.~~ 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 General Meeting which concerns him as Auditor.

NOTICES

~~439-140.~~ (A) Any notice or document (including a share certificate) may be served on or delivered to any Member by the Company either personally or by sending it through the post in a prepaid cover addressed to such Member at his Singapore registered address appearing in the Register of Members or (as the case may be) the Depository Register, or (if he has no registered address within Singapore) to the address, if any, within Singapore supplied by him to the Company, or (as the case may be) CDP as his address for the service of notices, or by delivering it to such address as aforesaid. Where any notice or other document is served or delivered by post, service or delivery shall be deemed to have occurred at the time the envelope or cover containing the same is posted,

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and in proving such service or delivery, it shall be sufficient to prove that such envelope or cover was properly addressed, stamped and posted.

(B) Without prejudice to the provisions of Article—Regulation 140(A)but subject otherwise to the Act and any regulation made thereunder and (where applicable), unless this is allowed under the listing rules of the Designated Stock Exchange relating to electronic communications, any notice of meeting or other document (including without limitations, any financial statements, balance sheet or report) which is required or permitted to be given, sent or served under the Act, Memorandum of Association of the Company or this Constitution or these Articles may be given, sent or served by the Company, or by the Directors, to a Member or an officer or Auditor of the Company, using electronic communications in accordance with the Act and/or any other applicable regulations or procedures. Any notice or document given, sent or served using electronic communication (as the case may be) shall be deemed to have been duly given, sent or served upon transmission of the electronic communication to the current address of such person, by making it available on a website prescribed by the Company from time to time, in such manner as such Member expressly consents to by giving notice in writing to the Company or as otherwise provided under the Act and/or other applicable regulations or procedures.

(C) For the purposes of Regulation 140(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.

(D) Notwithstanding Regulation 140(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 such 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, unless otherwise provided for in these presents and/or any other applicable regulations or procedures.

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

- i) to the current address of a person pursuant to Regulation 140(B), 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
- ii) by making it available on a website pursuant to Regulation 140(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.

~~(E)~~(F) Where a notice or document is given, sent or served to a Member by making it available on a website pursuant to Regulation 140(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:

- i) by sending such separate notice to the Member personally or through the post pursuant to Regulation 140(A); and
- ii) by sending such separate notice to the Member using electronic communications to his current address pursuant to Regulation 140(B);
- iii) by way of advertisement in the daily press; and/or
- iv) by way of announcement on any stock exchange upon which shares in the Company may be listed

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141. Any notice given to one of the joint holders of a share whose name stands first in the Register of Members or (as the case may be) the Depository Register in respect of the share shall be sufficient notice to all the joint holders in their capacity as such. For such purpose, a joint holder having no registered address in Singapore and not having supplied an address within Singapore for the service of notices shall be disregarded.

142. A person entitled to a share in consequence of the death or bankruptcy of a Member upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also to the Company or (as the case may be) CDP an address within Singapore for the service of notices, shall be entitled to have served upon or delivered to him at such address any notice or document to which the Member but for his death or bankruptcy would have been entitled, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid, any notice or document delivered or sent by post to or left at the registered address or given, sent or served by electronic communication to the current address (as the case may be) of any Member in pursuance of ~~these Articles~~ this Constitution shall, notwithstanding that such Member be then dead or bankrupt or in liquidation or otherwise not entitled to such share, and whether or not the Company or (as the case may be) CDP have notice of his death or bankruptcy or liquidation, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member in the Register of Members or, where such Member is a Depositor, entered against his name in the Depository Register as sole or first-named joint holder.

143. A Member who (having no registered address within Singapore) has not supplied to the Company or (as the case may be) CDP an address within Singapore for the service of notices shall not be entitled to receive notices from the Company.

MEMBERS WHOSE WHEREABOUTS ARE UNKNOWN

144. If the Company is unable, for not less than 10 years and despite the exercise of reasonable diligence, to discover the whereabouts of a Member, it may exercise its power under the Statutes to transfer the shares of the Member to the Official Receiver of Singapore for sale by the Official Receiver and credit of the proceeds thereof into the Singapore Companies Liquidation Account, and thereafter any person claiming the shares otherwise than through the Official Receiver shall only be entitled to claim against the said Account or the Singapore Consolidated Fund as the case may be, in accordance with the provisions of the Statutes.

WINDING UP

145. ~~The Directors shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.~~ The Directors shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up. If the Company shall be wound up, and the assets available for distribution among the Members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the Members in proportion to the capital paid up at the commencement of the winding up, on the shares in respect of which they are Members respectively. If in a winding up the assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the Members in proportion to the capital paid up at the commencement of the winding up in respect of which they are Members respectively. This Regulation is to be without prejudice to the rights of the holders or Depositors of shares issued upon special terms and conditions.

146. If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the court) the liquidator may, with the authority of a Special Resolution, divide amongst the Members *in specie* or in kind the whole or any part of the assets of the Company (including any shares in any other company received by the liquidator as consideration for the sale of the whole or part of the Company's assets and whether or not the assets shall consist of property of one kind or shall consist

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of properties of different kinds) and any such division may be otherwise than in accordance with the existing rights of the Members, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members of different classes of Members. The liquidator may, with the like authority, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the contributories as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability. If any division is resolved on otherwise than in accordance with the existing rights of the Members, the Members shall have the same right of dissent and consequential rights as if such resolution were a Special Resolution passed pursuant to Section 306 of the Act.

INDEMNITY

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

PERSONAL DATA

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

- (a) implementation and administration of any corporate action by the Company (or its agents or service providers);
- (a)(b) internal analysis and/or market research by the Company (or its agents or service providers); investor relations communications by the Company (or its agents or service providers)
- (c) implementation and administration of any corporate action by the Company (or its agents or service providers);
- (d) internal analysis and/or market research by the Company (or its agents or service providers);
- (e) investor relations communications by the Company (or its agents or service providers);
- (f) administration by the Company (or its agents or service providers) of that Member's holding of shares in the Company;
- (g) 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

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Member communications and/or for proxy appointment, whether by electronic means or otherwise;

~~(h)~~ 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);

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

~~(b)(i)~~ compliance with any applicable laws, listing rules of the Exchange, takeover rules, regulations and/or guidelines; and

~~(e)(k)~~ purposes which are reasonably related to any of the above purpose

NOTICE OF EXTRAORDINARY GENERAL MEETING

MIYOSHI LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 198703979K)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Miyoshi Limited (the “**Company**”) will be held at 81 Choa Chu Kang Way, Warren Golf & Country Club, Singapore 688263, Conference Room 1 & 2 (Level 2) on 28 December 2018 at 10.30 a.m., (or as soon thereafter following the conclusion of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

All capitalised terms in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular dated 6 December 2018 (the “Circular”) to the Shareholders of the Company.

AS ORDINARY RESOLUTION:

ORDINARY RESOLUTION 1: THE PROPOSED DIVERSIFICATION OF THE CURRENT CORE BUSINESS TO INCLUDE THE NEW BUSINESS

That:

- (a) approval be and is hereby given for the proposed diversification of the Group’s Current Core Business, to include (i) the electric vehicle business, involving the development, manufacturing, assembling and selling of electric vehicles and other infrastructure projects, such as fabrication and installation of charging stations; (ii) the optronics business, involving the provision of electronic solutions with wide applications in homeland security, border control and law enforcements, and the provision of high-performance face-recognition surveillance related products; and (iii) the indoor farm business, through research, production trials and the development of the Group’s high-tech indoor farm factory and domain knowledge of the operating of indoor farming in a clean room environment (collectively, the “New Business”);
- (b) the Company and/or its subsidiaries is/are hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time, any such assets, investments and shares/interests in any entity that is in the New Business on such investment, purchase, acquisition or disposal on such terms and conditions as the Directors of the Company deem fit, and such Directors of the Company be and are hereby authorised to take such steps and exercise such discretion and do all acts or things as they deem desirable, necessary or expedient or give effect to any such investment, purchase, acquisition or disposal;

the Directors of the Company and each of them be and are hereby authorised to enter into all such transactions, arrangements and agreements and approve, execute and deliver all documents and do all deeds and things as may be necessary, expedient, incidental or in the interests of the Company to give effect to the approvals given in this Ordinary Resolution or the transactions contemplated by the Proposed Diversification of Core Business.

AS SPECIAL RESOLUTION

THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

THAT:

- (a) the Regulations contained in the New Constitution of the Company as set out in Appendix I of the Circular to the Shareholders dated 6 December 2018 be and are hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this special resolution.

By Order of the Board
MIYOSHI LIMITED

Sin Kwong Wah, Andrew
Chief Executive Officer and Executive Director
6 December 2018

Notes: -

1. (a) A member (otherwise than a relevant intermediary) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such member appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

(b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of share shall be specified)

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.
2. A proxy need not be a member of the Company.
3. An instrument appointing a proxy must be deposited at the registered office of the Company at 5 Second Chin Bee Road, Singapore 618772, not less than 48 hours before the time for holding the EGM or any adjournment thereof.
4. Where a member appoints two (2) proxies, he shall specify the percentage of his shares to be represented by each proxy and if no percentage is specified, the first named proxy shall be deemed to represent 100 per cent. (100%) of his shareholding and the second named proxy shall be deemed to be an alternate to the first named.

PERSONAL DATA PRIVACY: By submitting an instrument appointing a proxy(ies) and/or representatives to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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PROXY FORM

MIYOSHI LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 198703979K)

IMPORTANT

1. A relevant intermediary may appoint more than two proxies to attend the Annual General Meeting and vote (please see note 2 for the definition of "relevant intermediary").
2. For CPF/SRS investors who have used their CPF/SRS monies to buy Miyoshi Limited shares, this proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 6 December 2018.

PROXY FORM

(Please see notes overleaf before completing this Form)

I/We, _____

of _____

being a member / members of MIYOSHI LIMITED (the "Company"), hereby appoint:

| Name | NRIC/Passport No. | Proportion of Shareholdings | |
|---------|-------------------|-----------------------------|---|
| | | No. of Shares | % |
| Address | | | |

and/or (delete as appropriate)

| Name | NRIC/Passport No. | Proportion of Shareholdings | |
|---------|-------------------|-----------------------------|---|
| | | No. of Shares | % |
| Address | | | |

or failing him/her, the Chairman of the Extraordinary General Meeting ("EGM") of the Company as my/our proxy/proxies to vote for me/us on my/our behalf at the EGM to be held at 81 Choa Chu Kang Way, Warren Golf & Country Club, Singapore 688263, Conference Room 1 & 2 (Level 2) on 28 December 2018 at 10.30 a.m. (or as soon thereafter following the conclusion of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place). I/We direct my/our proxy/proxies to vote for or against the Resolution proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion.

The resolution put to the vote of the EGM shall be decided by way of poll.

| No. | Resolutions relating to: | No. of Votes For* | No. of Votes Against |
|-----|---|-------------------|----------------------|
| 1 | The Proposed Diversification of the Current Core Business to include the New Business | | |
| 2 | Proposed Adoption of the New Constitution | | |

* If you wish to exercise all your votes "For" or "Against", please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2018

| Total number of Shares in: | No. of Shares |
|----------------------------|---------------|
| (a) CDP Register | |
| (b) Register of Members | |

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

*Delete where inapplicable



PROXY FORM

Notes: -

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore, you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
2. (a) A member (otherwise than a relevant intermediary) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such member appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportion of the shareholding (expressed as a percentage of the whole) to be represented by each proxy.

(b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of share shall be specified)

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.

3. A proxy need not be a member of the Company.
4. Completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the EGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the EGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the EGM.
5. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 5 Second Chin Bee Road, Singapore 618772 not less than forty-eight (48) hours before the time appointed for the EGM in accordance with the instructions stated herein.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorised officer. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. A corporation that is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
8. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend the meeting and to vote thereat unless his name appears on the Depository Register seventy-two (72) hours before the time appointed for the meeting.

PERSONAL DATA PRIVACY: By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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