



**SAN TEH LTD**  
(Company Registration No. 197901039W)  
(Incorporated in the Republic of Singapore)

## **ANNUAL REPORT 2016**

### **APPENDIX 1**

#### **SUMMARY SHEET FOR RENEWAL OF SHARES PURCHASE MANDATE**

The Singapore Exchange Securities Trading Limited (the “SGX-ST”) assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Appendix. If you are in doubt as to the action that you should take, you should consult your stockbroker or other professional adviser immediately.

##### **(A) Shares Purchased In The Previous Twelve Months**

As at the Latest Practicable Date (as defined below), the Company had not bought back any ordinary shares of the Company (the “Shares”) in the previous twelve months pursuant to the Shares Purchase Mandate obtained at the Annual General Meeting on 29 April 2016.

##### **(B) Renewal Of The Shares Purchase Mandate**

The Ordinary Resolution No. 7, if passed at the Annual General Meeting, will renew the Shares Purchase Mandate approved by the shareholders of the Company from the date of the Annual General Meeting until:

- (i) the date that the next annual general meeting is held by the Company or is required by law to be held;
- (ii) the time when the Shares Purchase Mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; or
- (iii) when the Shares Purchase Mandate has been carried out to its fullest extent as permitted under the Shares Purchase Mandate,

whichever is the earlier.

##### **(C) Rationale For The Shares Purchase Mandate**

Short-term speculation may at times cause the market price of the Company’s Shares to be depressed below the true value of the Company and the Group. The proposed Shares Purchase Mandate will provide the directors with the means to restore investors’ confidence and to protect existing shareholders’ investments in the Company in a depressed share-price situation through judicious Shares purchases to enhance the earnings per Share and/or the net asset value per Share. The Shares purchases will enhance the net asset value per Share if the Shares purchases are made at a price below the net asset value per Share.

The proposed Shares Purchase Mandate will also provide the Company with an expedient and cost-effective mechanism to facilitate the return of surplus cash reserves to the shareholders, as and when the directors are of the view that this would be in the best interests of the Company and shareholders.

The directors will only make a Shares purchase as and when the circumstances permit and only if the directors are of the view that such purchases are in the best interests of the Company and shareholders. The directors will decide whether to purchase Shares only after taking into account, among other things, the market conditions at such time, the Company's financial condition and whether such purchases will cause the Company to become insolvent (i.e. the Company is unable to pay its debts as they become due in the ordinary course of business, or the value of the Company's assets is less than the value of its liabilities including contingent liabilities), and whether such purchases represent the most efficient and cost-effective approach to enhance Share value. Shares purchases will only be made if the directors believe that such purchases are likely to benefit the Company and increase economic value for shareholders. No Shares purchases will be made in circumstances which the directors believe will have or may have a material adverse effect on the financial position of the Company and the Group. The directors will ensure that the Shares purchases, if effected, will not have any effect on the listing of the Company's securities including the Shares listed on the SGX-ST. Rule 723 of the Listing Manual of the SGX-ST requires a listed company to ensure that at least ten per cent. (10%) of equity securities (excluding Treasury Shares, preference shares and convertible equity securities) in a class that is listed is at all times held by the public. The directors shall safeguard the interests of public shareholders before undertaking any Shares purchases. Before exercising the Shares Purchase Mandate, the directors shall at all times take due cognisance of (a) the then shareholding spread of the Company in respect of the number of Shares held by substantial shareholders and by non-substantial shareholders and (b) the volume of trading on the SGX-ST in respect of the Shares immediately before the exercise of any Shares purchase.

As at 30 March 2017 (the "**Latest Practicable Date**"), 95,674,035 Shares (27.973%) of a total of 342,024,763 Shares issued by the Company (excluding Treasury Shares) are held by 3,623 public shareholders. The Company is of the view that there is sufficient number of Shares in issue held by public shareholders which would permit the Company to undertake Shares purchases of up to ten per cent. (10%) of its issued ordinary share capital (excluding Treasury Shares) without affecting the listing status of the Shares on the SGX-ST. The Company will ensure that the Shares purchases will not cause market illiquidity or affect orderly trade.

#### **(D) Financial Impact Of The Proposed Shares Purchases**

1. The purchased Shares shall be cancelled immediately on purchase or acquisition unless held in treasury in accordance with Section 76H of the Companies Act (Cap. 50) of Singapore (the "**Act**"). Section 76H of the Act allows purchased Shares to be:
  - (i) held by the Company; or
  - (ii) dealt with, at any time, in accordance with Section 76K of the Act, as Treasury Shares.

Section 76K of the Act allows the Company to:

- (i) sell the Shares (or any of them) for cash;
- (ii) transfer the Shares (or any of them) for the purposes of or pursuant to any share scheme, whether for employees, directors or other persons;
- (iii) transfer the Shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the Shares (or any of them); or
- (v) sell, transfer or otherwise use the Treasury Shares for such other purposes as may be prescribed by the Minister for Finance.

The aggregate number of Shares held as Treasury Shares shall not at any time exceed ten per cent. (10%) of the total number of Shares at that time. Any Shares in excess of this limit shall be disposed of or cancelled in accordance with Section 76K of the Act within six (6) months.

Any Shares purchase will:

- (i) reduce the amount of the Company's share capital where the Shares were purchased or acquired out of the capital of the Company;
- (ii) reduce the amount of the Company's profits where the Shares were purchased or acquired out of the profits of the Company; or
- (iii) reduce the amount of the Company's share capital and profits proportionately where the Shares were purchased or acquired out of both the capital and the profits of the Company,

by the total amount of the purchase price paid by the Company for the Shares cancelled.

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

- 2. The financial effects on the Company and the Group arising from the proposed purchases of the Company's Shares which may be made pursuant to the proposed Shares Purchase Mandate will depend on, *inter alia*, the aggregate number of Shares purchased and the consideration paid at the relevant time.
- 3. Based on the existing issued and paid-up share capital of the Company (excluding Treasury Shares) as at the Latest Practicable Date of 342,024,763 Shares, the proposed purchases by the Company of up to a maximum of ten per cent. (10%) of its issued share capital (excluding Treasury Shares) under the Shares Purchase Mandate will result in the purchase of 34,202,476 Shares. As at the Latest Practicable Date, the Company has 5,414,000 Treasury Shares.
- 4. An illustration of the impact of Shares purchases by the Company pursuant to the Shares Purchase Mandate on the Group's and the Company's financial position is set out below based on the following assumptions:
  - (a) audited accounts of the Group and the Company as at 31 December 2016;
  - (b) in full exercise of the Shares Purchase Mandate, 34,202,476 Shares were purchased;
  - (c) the maximum price for market and off-market purchases is S\$0.224 respectively, which is five per cent. (5%) above the average closing prices of the Shares over the last five market days preceding the Latest Practicable Date on which transactions in the Shares were recorded on the SGX-ST; and
  - (d) the maximum amount of funds required for the Shares purchases in the aggregate is S\$7,661,355.

Market Purchases and Off-Market Purchases (as the case may be) and held as Treasury Shares or cancelled (as the case may be)

|                                                        | Group<br>before Shares<br>purchase<br>(\$'000) | Group<br>after Shares<br>purchase<br>(\$'000) | Company<br>before Shares<br>purchase<br>(\$'000) | Company<br>after Shares<br>purchase<br>(\$'000) |
|--------------------------------------------------------|------------------------------------------------|-----------------------------------------------|--------------------------------------------------|-------------------------------------------------|
| <b>As at 31 December 2016</b>                          |                                                |                                               |                                                  |                                                 |
| Shareholders' funds                                    | 195,318                                        | 187,657                                       | 224,879                                          | 217,218                                         |
| Net assets value                                       | 195,318                                        | 187,657                                       | 224,879                                          | 217,218                                         |
| Current assets                                         | 82,035                                         | 74,374                                        | 55,753                                           | 48,092                                          |
| Current liabilities                                    | 17,144                                         | 17,144                                        | 465                                              | 465                                             |
| Cash and cash equivalents                              | 43,937                                         | 36,276                                        | 11,110                                           | 3,449                                           |
| Number of Shares ('000)<br>(excluding Treasury Shares) | 342,025                                        | 307,822                                       | 342,025                                          | 307,822                                         |
| <b>Financial Ratios</b>                                |                                                |                                               |                                                  |                                                 |
| Net assets value per Share (S\$)                       | 0.57                                           | 0.61                                          | 0.66                                             | 0.71                                            |
| Loss per Share (cents)                                 | (2.72)                                         | (3.02)                                        | (0.68)                                           | (0.76)                                          |
| Gearing (%)                                            | 0.68                                           | 0.71                                          | 0.00                                             | 0.00                                            |
| Current ratio                                          | 4.79                                           | 4.34                                          | 119.90                                           | 103.42                                          |

5. Shareholders should note that the financial effects set out above are based on the audited financial accounts of the Group and the Company for the financial year ended 31 December 2016 and are for illustration only. The results of the Group and the Company for the financial year ended 31 December 2016 may not be representative of future performance.
6. The Company intends to use its internal sources of funds to finance its purchases of the Shares. The Company does not intend to obtain or incur any borrowings to finance its purchases of the Shares. The directors do not propose to exercise the Shares Purchase Mandate in a manner and to such extent that the working capital requirements of the Group would be materially affected.
7. The Company will take into account both financial and non-financial factors, among other things, the market conditions at such time, the Company's financial condition, the performance of the Shares and whether such Shares purchases would represent the most efficient and cost effective approach to enhance the Share value. Shares purchases will only be made if the Board believes that such purchases are likely to benefit the Company and increase economic value for shareholders.

**(E) Consequences Of Shares Purchases Under The Singapore Code On Take-overs And Mergers**

1. In accordance with The Singapore Code on Take-overs and Mergers (the "**Take-over Code**"), a person will be required to make a general offer for a public company if:
  - (a) he acquires thirty per cent. (30%) or more of the voting rights of the company; or
  - (b) he, together with persons acting in concert with him, already holds between thirty per cent. (30%) and fifty per cent. (50%) of the voting rights of the company, and he, or any person acting in concert with him, increases his voting rights in the company by more than one per cent. (1%) in any six-month period.

2. As at the Latest Practicable Date and before the proposed Shares Purchase Mandate, the substantial shareholders' and directors' interests are as follows:

|                                                         | Direct Interest  |       | Deemed Interest  |        | Total Interest   |        |
|---------------------------------------------------------|------------------|-------|------------------|--------|------------------|--------|
|                                                         | Number of Shares | %     | Number of Shares | %      | Number of Shares | %      |
| <b>Directors</b>                                        |                  |       |                  |        |                  |        |
| Kao Ching Fong nee Pan <sup>(1)</sup>                   | 33,288,476       | 9.733 | 84,427,527       | 24.685 | 117,716,003      | 34.418 |
| Kao Chuan Chi <sup>(2)</sup>                            | –                | –     | 99,821,036       | 29.185 | 99,821,036       | 29.185 |
| Kao Chuan Trong <sup>(3)</sup>                          | –                | –     | 99,070,728       | 28.966 | 99,070,728       | 28.966 |
| Chuang Wen Fu                                           | 6,146,944        | 1.797 | –                | –      | 6,146,944        | 1.797  |
| Gui Kim Young@<br>Gui Kim Gan <sup>(4)</sup>            | 1,100,000        | 0.321 | 1,900,000        | 0.556  | 3,000,000        | 0.877  |
| <b>Holders of 5% or more</b>                            |                  |       |                  |        |                  |        |
| The Estate of Kao Shin Ping,<br>deceased <sup>(5)</sup> | –                | –     | 140,195,691      | 40.990 | 140,195,691      | 40.990 |
| Kao Hsien Yuan <sup>(6)</sup>                           | –                | –     | 96,628,273       | 28.252 | 96,628,273       | 28.252 |
| San Teh Xing Investment<br>Pte. Ltd. <sup>(7)</sup>     | 4,000,000        | 1.170 | 61,838,140       | 18.080 | 65,838,140       | 19.250 |
| Poh Choo Bin                                            | 21,482,164       | 6.281 | –                | –      | 21,482,164       | 6.281  |

NOTES:

- (1) Mrs. Kao Ching Fong nee Pan is deemed to be interested in 84,427,527 (24.685%) Shares comprising the following:
- (a) 18,589,387 (5.435%) Shares held by the Estate of Kao Shin Ping, deceased (the “Estate”) by virtue of her beneficial interest in those Shares;
  - (b) 61,838,140 (18.080%) Shares held by San Teh Xing Investment Pte. Ltd. (“San Teh Xing”) through Raffles Nominees (Pte) Ltd. by virtue of her 25%, direct and indirect, shareholding interest in San Teh Xing; and
  - (c) 4,000,000 (1.170%) Shares held by San Teh Xing by virtue of her 25%, direct and indirect, shareholding interest in San Teh Xing.
- (2) Mr. Kao Chuan Chi is deemed to be interested in 99,821,036 (29.185%) Shares comprising the following:
- (a) 15,393,508 (4.500%) Shares held by him through DBSN Services Pte. Ltd.;
  - (b) 18,589,388 (5.435%) Shares held by the Estate by virtue of his beneficial interest in those Shares;
  - (c) 61,838,140 (18.080%) Shares held by San Teh Xing through Raffles Nominees (Pte) Ltd. by virtue of his 25%, direct and indirect, shareholding interest in San Teh Xing; and
  - (d) 4,000,000 (1.170%) Shares held by San Teh Xing by virtue of his 25%, direct and indirect, shareholding interest in San Teh Xing.
- (3) Mr. Kao Chuan Trong is deemed to be interested in 99,070,728 (28.966%) Shares comprising the following:
- (a) 14,643,200 (4.281%) Shares held by him through DBSN Services Pte. Ltd.;
  - (b) 18,589,388 (5.435%) Shares held by the Estate by virtue of his beneficial interest in those Shares;
  - (c) 61,838,140 (18.080%) Shares held by San Teh Xing through Raffles Nominees (Pte) Ltd. by virtue of his 25%, direct and indirect, shareholding interest in San Teh Xing; and
  - (d) 4,000,000 (1.170%) Shares held by San Teh Xing by virtue of his 25%, direct and indirect, shareholding interest in San Teh Xing.

- (4) Mr. Gui Kim Young @ Gui Kim Gan is deemed to be interested in 1,900,000 (0.556%) Shares comprising the following:
  - (a) 1,300,000 (0.380%) Shares held by him through Phillip Securities Pte. Ltd.; and
  - (b) 600,000 (0.176%) Shares held by Weishi Investment Pte. Ltd. by virtue of his 30% shareholding interest in Weishi Investment Pte. Ltd.
- (5) The Estate is deemed to be interested in 140,195,691 (40.990%) Shares comprising the following:
  - (a) 74,357,551 (21.740%) Shares held by it through Raffles Nominees (Pte) Ltd.;
  - (b) 61,838,140 (18.080%) Shares held by San Teh Xing through Raffles Nominees (Pte) Ltd. by virtue of its 60% direct shareholding interest in San Teh Xing; and
  - (c) 4,000,000 (1.170%) Shares held by San Teh Xing by virtue of its 60% direct shareholding interest in San Teh Xing.
- (6) Ms. Kao Hsien Yuan is deemed to be interested in 96,628,273 (28.252%) Shares comprising the following:
  - (a) 12,200,745 (3.567%) Shares held by her through Raffles Nominees (Pte) Ltd.;
  - (b) 18,589,388 (5.435%) Shares held by the Estate by virtue of her beneficial interest in those Shares;
  - (c) 61,838,140 (18.080%) Shares held by San Teh Xing through Raffles Nominees (Pte) Ltd. by virtue of her 25%, direct and indirect, shareholding interest in San Teh Xing; and
  - (d) 4,000,000 (1.170%) Shares held by San Teh Xing by virtue of her 25%, direct and indirect, shareholding interest in San Teh Xing.
- (7) San Teh Xing is deemed to be interested in 61,838,140 (18.080%) Shares held by it through Raffles Nominees (Pte) Ltd.

As at the Latest Practicable Date, the aggregate shareholdings and voting rights of the Estate, Mrs. Kao Ching Fong nee Pan, Mr. Kao Chuan Trong, Mr. Kao Chuan Chi, Ms. Kao Hsien Yuan and San Teh Xing, who are concert parties (collectively, the “**Concert Parties**”), is above fifty per cent. (50%) at approximately 63.072%. In the event the Company undertakes Shares purchases of up to ten per cent. (10%) of the issued share capital (excluding Treasury Shares) of the Company as permitted by the Shares Purchase Mandate, assuming the total number of Shares held by the Concert Parties remains unchanged, the aggregate shareholdings and voting rights of the Concert Parties will remain above fifty per cent. (50%) at approximately 70.080%. Accordingly, no general offer is required to be made by the Concert Parties pursuant to the Take-Over Code.

## (F) Miscellaneous

1. Any Shares purchases undertaken by the Company shall be at a price of up to but not exceeding the Maximum Price. The Maximum Price is a sum which shall not exceed the sum constituting five per cent. (5%) above the average closing price of the Shares over the period of five (5) trading days in which transactions in the Shares on the SGX-ST were recorded, in the case of a market purchase, before the day on which such purchase is made, and, in the case of an off-market purchase, immediately preceding the date of offer by the Company, as the case may be, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) day period.
2. In making Share purchases, the Company will comply with the requirements of the SGX-ST Listing Manual, in particular, Rule 886 with respect to notification to the SGX-ST of any Shares purchases. Rule 886 is reproduced below:
  - “(1) An issuer must notify the Exchange of any share buy-back as follows:
    - (a) In the case of a market acquisition, by 9.00 am on the market day following the day on which it purchased shares,
    - (b) In the case of an off-market acquisition under an equal access scheme, by 9.00 am on the second market day after the close of acceptances of the offer.
  - (2) Notification must be in the form of Appendix 8.3.1 (or 8.3.2 for an issuer with a dual listing on another stock exchange).”

3. The Company may undertake Shares purchases by way of market and/or off-market acquisitions. In this regard, Shares purchases will be made in accordance with the “Guidelines on Shares Purchases” as set out in Appendix 1 of the Company’s Circular to Shareholders dated 8 September 2000, an updated<sup>1</sup> copy of which is annexed. All information required under the Act and the SGX-ST Listing Manual relating to the Shares Purchase Mandate is contained in the said Guidelines.
4. The SGX-ST Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time or times. However, as a listed company would be considered an “insider” in relation to any proposed purchase or acquisition of its Shares, the Company will undertake not to purchase or acquire Shares pursuant to the proposed Shares Purchase Mandate at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced. In particular, the Company will not purchase or acquire any Shares during the period of two (2) weeks immediately preceding the announcement of the Company’s results for each of the first three (3) quarters of the financial year, and during the period of one (1) month immediately preceding the announcement of the Company’s annual results.

**(G) Directors’ Responsibility Statement**

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

**(H) Directors’ Recommendation**

The directors of the Company are of the opinion that the proposed renewal of the Shares Purchase Mandate is in the best interests of the Company. Accordingly, the directors of the Company recommend that shareholders vote in favour of Ordinary Resolution 7.

**(I) Taxation**

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

**(J) Documents For Inspection**

Copies of the following documents may be inspected at the registered office of the Company at 701 Sims Drive #06-01, LHK Building, Singapore 387383 during normal business hours up to and including the date of the Annual General Meeting:

- (a) the constitution of the Company; and
- (b) the audited financial statements of the Company for the financial year ended 31 December 2016.

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<sup>1</sup> Appendix 1 of the Company’s Circular to shareholders dated 8 September 2000 is updated pursuant to, *inter alia*, amendments made to the SGX-ST Listing Manual and certain amendments made to the Act since the last version of the Appendix 1.

## **GUIDELINES ON SHARES PURCHASES**

### **1. Shareholders' Approval**

- (a) Purchases of Shares by the Company must be approved in advance by the shareholders at a general meeting of the Company, by way of a general mandate.
- (b) A general mandate authorising the purchase of Shares by the Company representing up to ten per cent. (10%) of the Company's issued ordinary share capital (excluding any Shares held as Treasury Shares) will expire on the earlier of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
  - (iii) the time when such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.
- (c) The authority conferred on the directors by the Shares Purchase Mandate to purchase Shares shall be renewed at the next annual general meeting of the Company.
- (d) When seeking shareholders' approval for the renewal of the Shares Purchase Mandate, the Company shall disclose details pertaining to the purchases of Shares made during the previous 12 months, including the total number of Shares purchased, the purchase price per Share or the highest and lowest price for such purchases of Shares, where relevant, and the total consideration paid for such purchases.

### **2. Mode Of Purchase**

Shares purchases can be effected by the Company in either one of the following two ways or both:

- (a) by way of market purchases of Shares, which means a purchase transacted through the SGX-ST's trading system or on another stock exchange on which the Company's equity securities are listed; or
- (b) by way of off-market acquisitions on an equal access scheme in accordance with section 76C of the Act.

### **3. Funding Of Shares Purchases**

- (a) In purchasing the Shares, the Company may only apply funds legally permitted for such purchase in accordance with its constitution, and the relevant laws and regulations enacted or prescribed by the relevant competent authorities in Singapore.
- (b) Any purchase by the Company may be made out of capital or profits that are available for distribution as dividends, so long as the Company is solvent (as defined in Section 76F(4) of the Act).
- (c) The Company may not purchase its Shares on the Official List of the SGX-ST for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the SGX-ST.

#### 4. Trading Restrictions

The number of Shares which can be purchased pursuant to the Shares Purchase Mandate is such number of Shares which represents up to a maximum of ten per cent. (10%) of the issued ordinary shares in the capital of the Company (excluding Treasury Shares) ascertained as at the date of the resolution passed by shareholders authorising the proposed renewal of the Shares Purchase Mandate.

#### 5. Price Restrictions

Any Shares Purchase undertaken by the Company, whether by way of market purchase or off-market purchase, shall be at the price of up to but not exceeding the Maximum Price.

**“Maximum Price”** means the maximum price at which the Shares can be purchased pursuant to the Shares Purchase Mandate, which shall not exceed the sum constituting five per cent. (5%) above the average closing price of the Shares over the period of five (5) trading days in which transactions in the Shares on the SGX-ST were recorded, in the case of a market purchase, before the day on which such purchase is made, and, in the case of an off-market purchase, immediately preceding the date of offer by the Company, as the case may be, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) day period.

#### 6. Off-Market Purchases

- (a) For purchases of Shares made by way of an off-market purchase, the Company shall issue an offer document to all shareholders. The offer document shall contain, *inter alia*, the following information:
  - (i) the terms and conditions of the offer;
  - (ii) the period and procedures for acceptances;
  - (iii) the reasons for the proposed Shares purchase;
  - (iv) the consequences, if any, of Shares purchased by the Company that will arise under the Singapore Code on Take-overs and Mergers or any other applicable take-over rules;
  - (v) whether the purchase of Shares, if made, would have any effect on the listing of the Company's securities on the Official List of the SGX-ST;
  - (vi) details of any purchase of Shares made by the Company in the previous 12 months whether through market purchases or off-market purchases, including the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such purchases of Shares, where relevant, and the total consideration paid for such purchases; and
  - (vii) whether the Shares purchased by the Company will be cancelled or kept as Treasury Shares.
- (b) All offeree shareholders shall be given a reasonable opportunity to accept any offer made by the Company to purchase their Shares under the Shares Purchase Mandate.
- (c) The Company may offer to purchase Shares from time to time under the Shares Purchase Mandate subject to the requirement that the terms of any offer to purchase Shares by the Company shall be *pari passu* in respect of all offeree shareholders save under the following circumstances:
  - (i) where there are differences in consideration attributable to the fact that an offer relates to Shares with different dividend entitlements;

- (ii) where there are differences in consideration attributable to the fact that an offer relates to Shares with different amounts remaining unpaid; and
- (iii) where there are differences in an offer introduced solely to ensure that every shareholder is left with a whole number of Shares in board lots of 100 Shares after the Shares purchases, in the event there are offeree shareholders holding odd numbers of Shares.

## **7. Status Of Purchased Shares**

The purchased Shares shall be cancelled immediately on purchase or acquisition unless held in treasury in accordance with Section 76H of the Act. Section 76H of the Act allows purchased Shares to be:

- (i) held by the Company; or
- (ii) dealt with, at any time, in accordance with Section 76K of the Act, as Treasury Shares.

Section 76K of the Act allows the Company to:

- (i) sell the Shares (or any of them) for cash;
- (ii) transfer the Shares (or any of them) for the purposes of or pursuant to any share scheme, whether for employees, directors or other person;
- (iii) transfer the Shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the Shares (or any of them); or
- (v) sell, transfer or otherwise use the Treasury Shares for such other purposes as may be prescribed by the Minister for Finance.

The aggregate number of Shares held as Treasury Shares shall not at any time exceed ten per cent. (10%) of the total number of Shares at that time. Any Shares in excess of this limit shall be disposed of or cancelled in accordance with Section 76K of the Act within six (6) months.

Any Shares purchase will:

- (i) reduce the amount of the Company's share capital where the Shares were purchased or acquired out of the capital of the Company;
- (ii) reduce the amount of the Company's profits where the Shares were purchased or acquired out of the profits of the Company; or
- (iii) reduce the amount of the Company's share capital and profits proportionately where the Shares were purchased or acquired out of both the capital and the profits of the Company,

by the total amount of the purchase price paid by the Company for the Shares cancelled.

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

**8. Notification To Accounting and Corporate Regulatory Authority (“ACRA”)**

- (a) Within thirty (30) days of the passing of a shareholders’ resolution to approve any purchase of Shares, the Company shall lodge a copy of such resolution with ACRA.
- (b) The Company shall notify ACRA within thirty (30) days of a purchase of Shares. Such notification shall include details of the date of the purchases, the total number of Shares purchased by the Company, the number of Shares cancelled, the number of Shares held as Treasury Shares, the Company’s total number of issued Shares as at the date of the shareholders’ resolution approving the purchase of the Shares and after the purchase of Shares, the amount of consideration paid by the Company for the purchases, whether the Shares were purchased out of profits or the capital of the Company and such other particulars as may be required in the prescribed form.

**9. Notification To The SGX-ST**

- (a) For purchases of Shares made by way of an off-market purchase, the Company shall notify the SGX-ST in respect of any acquisition or purchase of Shares in the relevant form prescribed by the SGX-ST from time to time, not later than 9.00 a.m. on the second trading day after the close of acceptances of an offer, or within such time period that may be prescribed by the SGX-ST from time to time.
- (b) For purchases of Shares made by way of a market purchase, the Company shall notify the SGX-ST in respect of any acquisition or purchase of Shares in the relevant form prescribed by the SGX-ST from time to time, not later than 9.00 a.m. on the trading day following the date of market acquisition by the Company, or within such time period that may be prescribed by the SGX-ST from time to time.

**10. Suspension Of Purchase**

- (a) The Company may not undertake any Shares purchase prior to the announcement of any price-sensitive information by the Company, until such time as the price sensitive information has been publicly announced or disseminated in accordance with the requirements of the Listing Manual.
- (b) The Company will not purchase or acquire any Shares during the period of two (2) weeks immediately preceding the announcement of the Company’s results for each of the first three (3) quarters of the financial year, and during the period of one (1) month immediately preceding the announcement of the Company’s annual results.

