APPENDIX DATED 2 OCTOBER 2025

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

If you have sold or transferred all your issued and fully paid-up ordinary shares in the capital of Thomson Medical Group Limited, you should immediately forward this Appendix to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for onward transmission to the purchaser or transferee.

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

THOMSON MEDICAL GROUP

THOMSON MEDICAL GROUP LIMITED

(Company Registration Number: 199908381D)
(Incorporated in the Republic of Singapore)

APPENDIX TO THE NOTICE OF ANNUAL GENERAL MEETING DATED 2 OCTOBER 2025

IN RELATION TO:

THE PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY

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DEFINITIONS

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

"**2014 Amendment Act**"	:	The Companies (Amendment) Act 2014 which was passed in Parliament on 8 October 2014
"**2017 Amendment Act**"	:	The Companies (Amendment) Act 2017 which was passed in Parliament on 10 March 2017
"**2025 AGM**"	:	The 25th AGM to be held on 31 October 2025 at 3.00 p.m. at voco Orchard Singapore, 581 Orchard Road, Singapore 238883
"**ACRA**"	:	Accounting and Corporate Regulatory Authority of Singapore
"**AGM**"	:	Annual general meeting of the Company
"**Amendment Acts**"	:	Collectively, the 2014 Amendment Act and the 2017 Amendment Act
"**Appendix**"	:	This appendix to the Notice of AGM in relation to the Proposed Adoption of the New Constitution of the Company
"**CDP**" or "**Depository**"	:	The Central Depository (Pte) Limited
"**Companies Act**"	:	The Companies Act 1967, as may be amended or modified from time to time
"**Company**"	:	Thomson Medical Group Limited
"**CPF**"	:	Central Provident Fund
"**Directors**"	:	The directors of the Company for the time being
"**Existing Constitution**"	:	The existing constitution of the Company
"**Latest Practicable Date**"	:	15 September 2025, being the latest practicable date prior to the issue of this Appendix
"**Listing Manual**"	:	The listing manual of the SGX-ST, as may be amended or modified from time to time
"**New Constitution**"	:	The new constitution of the Company as set out in the Annex to this Appendix, which is proposed to replace the Existing Constitution, containing amendments arising from the Amendment Acts and the listing rules of the SGX-ST
"**Notice of AGM**"	:	The notice of AGM dated 2 October 2025

"**Proposed Adoption of the New Constitution**"	:	The proposed adoption of the New Constitution
"**SFA**"	:	The Securities and Futures Act 2001, as may be amended or modified from time to time
"**SGX-ST**"	:	Singapore Exchange Securities Trading Limited
"**Shareholders**"	:	Registered holders for the time being of Shares, except that where the registered holder is CDP, the term "**Shareholders**" shall, in relation to those Shares, mean the Depositors who have shares entered against their names in the Depository Register
"**Shares**"	:	Ordinary shares in the capital of the Company
"**Special Resolution**"	:	The resolution as set out in the Notice of AGM relating to the Proposed Adoption of the New Constitution proposed to be passed by way of special resolution at the 2025 AGM
"**S$**" and "**cents**"	:	Singapore dollars and cents respectively, the lawful currency of the Republic of Singapore
"**%**"	:	Percentage or per centum

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

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

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended, modified, extended, replaced or re-enacted. Any word or term defined under the Act, the Listing Manual or the SFA or any statutory modification thereof, and used in this Appendix shall, where applicable, have the meaning assigned to it under the Act, the Listing Manual or the SFA or any such statutory modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day and dates in this Appendix shall be a reference to Singapore time and dates, unless otherwise stated.

The Company has engaged Messrs Chang See Hiang & Partners as its legal adviser for the corporate action set out in this Circular.

THOMSON MEDICAL GROUP LIMITED

(Company Registration Number: 199908381D)
(Incorporated in the Republic of Singapore)

Board of Directors:

Ng Ser Miang (Chairman, Non-Executive and Independent Director)
Lim Wee Kiat (Executive Vice-Chairman)
Dr Heng Jun Li Melvin (Executive Director and Group Chief Executive Officer)
Wilson Sam (Executive Director and Group Chief Financial Officer)
Ong Pang Liang (Independent Director)
Christina Teo Tze Wei (Independent Director)
June Leong Lai Ling (Independent Director)

Registered office:

101 Thomson Road
#20-04/05 United Square
Singapore 307591

2 October 2025

To: The Shareholders of Thomson Medical Group Limited

Dear Sir/Madam

THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

1. INTRODUCTION

1.1 Notice of AGM

We refer to:

(a) the Notice of AGM of the Company dated 2 October 2025, accompanying the Annual Report 2025, convening the 2025 AGM; and

(b) Special Resolution 9 in relation to the Proposed Adoption of the New Constitution.

1.2 Purpose of this Appendix

The purpose of this Appendix is to provide Shareholders with relevant information relating to, and to seek the approval of the Shareholders for the Proposed Adoption of the New Constitution, which is set out as a Special Resolution in the Notice of AGM, to take into account:

(a) changes to the Act;

(b) changes to the Listing Manual; and

(c) general changes for better clarity.

2. THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

2.1 Background

The Amendment Acts introduced wide-ranging changes to the Act. Amongst others, the changes to the Act aimed to reduce the regulatory burden on companies, provide for greater business flexibility and improve corporate governance for companies.

2.2 **Rationale for the New Constitution**

Pursuant to Section 4(13) of the Act, the Memorandum of Association and Articles of Association of the Company that were in force immediately before 3 January 2016 are collectively deemed to constitute, and have effect as, the Existing Constitution of the Company with effect from 3 January 2016.

Instead of making alterations throughout the Existing Constitution in order to update and streamline its provisions to be in line with the changes to the regulatory framework, the Company is proposing to adopt the New Constitution in place of the Existing Constitution. The New Constitution will contain provisions, *inter alia*, that take into account the changes to the Act introduced pursuant to the Amendment Acts. The New Constitution also contains updated provisions which are consistent with the prevailing listing rules of the SGX-ST, in compliance with Rule 730(2) of the Listing Manual.

2.3 **Material differences between the Existing Constitution and the New Constitution**

The following is a summary of the principal provisions of the New Constitution which are newly inserted or materially different from the equivalent provisions in the Existing Constitution, and should be read in conjunction with the New Constitution which is set out in its entirety in the Annex to this Appendix.

2.4 **Changes incorporating amendments to the Act**

The following Articles have been amended and/or included in line with the Act, as amended pursuant to the Amendment Acts.

(a) **Article 1 (Equivalent: Article 1 of the Existing Constitution)** – Article 1, which is the interpretation section of the New Constitution, is amended to include the following additional provisions:

(i) new definitions for the terms "**Ordinary Resolution**" and "**Special Resolution**" have been added, and these terms shall have the meaning ascribed to them respectively in the Act;

(ii) the definitions of "**Auditor**", "**business day**", "**Day**", "**IRDA**", "**Listing Rules**", "**Managing Director**", "**Month**", "**Securities Exchange**", "**shares**", "**Statutes**", "**sub-account holder**" and "**year**" have been added and consequential amendments made, in line with the updated terminology in the Act.

(iii) the expression "**in writing**" or "**written**" have been amended to clarify that these terms include references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form, whether in a physical document or in an electronic communication or form or otherwise howsoever. This would facilitate, for example, a proxy instrument being filled and submitted in either physical or electronic form.

(b) **Article 12 –** Article 12 which concerns the variation of rights has been inserted to be in line with the Act. This insertion is also in line with the position under Section 186(1) of the Act, as amended pursuant to the 2014 Amendment Act, that a copy of every resolution must, except where otherwise expressly provided by the Act, within fourteen (14) days after the passing or making thereof, be lodged by the Company with the Registrar of Companies, which in the event of any such default, the Company and every officer of the Company who are in default shall be guilty of an offence and shall be liable on conviction to a fine not exceeding S$1,000 and also to a default penalty.

(c) **Article 17 (Equivalent: Article 16 of Existing Constitution) –** Article 17 will be amended to permit a share certificate to be issued without the need to affix the common seal, in line with Section 41C of the Companies Act which was introduced by the Amendment Acts. It will also be amended to include that every share certificate shall specify the number and class of shares to which it relates, whether the shares are fully or partly paid up, and the amount (if any) unpaid on the shares. This follows the amendment to Section 123(2) of the Companies Act pursuant to the Amendment Acts. In addition, Article 17 will be amended to clarify that the share certificate shall bear the autographic, facsimile or electronic signatures of one Director and the Secretary or a second Director or some other person appointed by the Directors, and the facsimile or electronic signatures may be reproduced by mechanical, electronic or other method approved by the Directors.

(d) **Article 62 (Equivalent: Article 57 of Existing Constitution) –** Article 62 has been amended to be in line with the position under Section 76 of the Act, as amended pursuant to the 2014 Amendment Act, that except as otherwise expressly provided by the Act, the Company shall not, whether directly or indirectly, give any financial assistance for the purpose of or in connection with the acquisition or proposed acquisition of any shares in the Company or its holding company (if any).

(e) **Article 65 (Equivalent: Article 60 of Existing Constitution)** – Article 65, which relates to the Company's annual general meeting, now contains provisions which require the Company to hold its annual general meeting within four (4) months after the end of each financial year. These amendments are in line with Section 175 of the Act as amended pursuant to the 2017 Amendment Act, as well as Rule 707(1) of the Listing Manual and paragraph 1(10) of Appendix 2.2 of the Listing Manual.

Further, Article 65 now contains provisions which allows the Company to hold its annual general meetings and extraordinary general meetings either at a physical place in Singapore; or at a physical place in Singapore and using technology that allows a person to participate in a meeting without being physically present at the place of meeting. These amendments are in line with Section 173J of the Act as amended pursuant to the Companies, Business Trusts and Other Bodies (Miscellaneous Amendments) Act 2023, as well as Practice Note 7.5 of the Listing Manual.

(f) **Article 85 (Equivalent: Article 77 of Existing Constitution)** – Article 85 has been amended to clarify that the Company will be entitled not to permit a receiver or other person (by whatever name called) 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 to vote in person or by proxy at any general meeting or to exercise any other right conferred by membership in relation to meetings of the Company if such evidence as the Directors may require of the authority of the person claiming to vote has not been deposited at the Office not less than seventy-two (72) hours before the time appointed for holding the meeting. This is in line with Section 178(1)(c) of the Act, as amended pursuant to the 2014 Amendment Act, and Section 81SJ of the SFA.

(g) **Article 104** – Article 104, which relates to the audit committee, has been inserted to provide that an audit committee shall be appointed by the Directors in accordance with Section 201B of the Act.

(h) **Article 111 (Equivalent: Article 100 of the Existing Constitution)** – Article 111, which relates to the power of Directors to hold an office of profit and to contract with the Company, now contains expanded provisions which extend the obligation of a Director to disclose interests in transactions or proposed transactions with the Company, or any

office or property held which might create duties or interests in conflict with those as Director, to also apply to a Chief Executive Officer (or person(s) holding an equivalent position). This is in alignment with Section 156 of the Act, as amended pursuant to the 2014 Amendment Act.

(i) **Article 130 (Equivalent: Article 119 of the Existing Constitution)** – Article 130 will be amended to permit the Company to execute any document as a deed in accordance with the Companies Act and without affixing the common seal. This is in line with Section 41B of the Companies Act which prescribes the manner in which a company may execute a document as a deed without affixing a common seal.

(j) **Article 147** – Article 147 has been inserted in alignment with Section 205 (as amended by the 2014 Amendment Act and the 2017 Amendment Act), Section 206 (as amended by the 2014 Amendment Act), and Section 207 (as amended by the 2014 Amendment Act and the 2017 Amendment Act) of the Act in relation to the appointment and removal of the Auditors, their remuneration, and their powers and duties as to reports on financial statements.

2.5 **Changes to ensure consistency with the Listing Manual**

The following Articles have been updated and/or included for consistency with the Listing Manual.

(a) **Article 80 –** Article 80, which relates to the appointment of a scrutineer, has been included to provide that at least one scrutineer shall be appointed for each general meeting, in accordance with the Listing Manual, who shall be independent of the persons undertaking the polling process. These amendments are in line with Rule 730A(3) and 730A(4) of the Listing Manual.

(b) **Article 87(7) (Equivalent: Article 79(7) of Existing Constitution)** – In line with Rule 730A(2) of the Listing Manual, Article 87, which relates to the method of voting at general meetings, will be amended to make it clear that where 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.

2.6 **General Changes**

The Articles below have been rationalised and streamlined for better clarity.

(a) **Article 15 (Equivalent: Article 14 of Existing Constitution)** – Article 15 has been amended to clarify that nothing in the Constitution contained relating to the Depository or a clearing house 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 that the person entered in the Register of Members as the registered holder thereof or a person whose name is entered in the Depository Register in respect of that share shall only be recognised by the Company as having an absolute right to the entirety thereof in respect of that share.

(b) **Article 18** – Article 18 has been inserted to clarify that any person whose name is entered in the Register of Members can make a request to cancel any two or more certificates representing shares of any one class that he holds and a single new certificate for such shares will be issued in lieu without charge. This is in line with the prevailing market practice as gleaned from the constitutions of issuers listed on the Securities Exchange.

(c) **Article 25 (Equivalent: Article 22 of Existing Constitution)** has been amended to clarify that a statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited or surrendered or sold or disposed 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.

(d) **Article 28 (Equivalent: Article 25 of Existing Constitution)** has been amended to clarify that fourteen (14) days of notice at least specifying the time or times and place of payment must be given for any calls the Directors may make upon the members in respect of all moneys unpaid on their shares as they think fit.

(e) **Article 43** – Article 43 has been inserted to clarify that no share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind but nothing in the Constitution shall be construed as imposing on the Company any liability in respect of the registration of such transfer if the Company has no actual knowledge of the same, and nothing in this Article shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person. This is in line with the prevailing market practice as gleaned from the constitutions of various issuers listed on the Securities Exchange.

(f) **Article 57 (Equivalent: Article 52 of Existing Constitution)** – Article 57 has been amended to clarify that no conversion of stock shall affect or prejudice any preference or other special privileges attached to the shares held by members.

(g) **Article 70** – Article 70 has been inserted to clarify what constitutes routine business to be transacted at meetings.

(h) **Article 77** – Article 77 has been inserted to clarify that in the event an amendment be proposed to a resolution under consideration which the Chairman of the meeting has, in good faith, ruled out of order, the proceedings on the substantive resolution will not be invalidated by any error in such ruling. Where the resolution proposed is a special resolution, no amendments other than clerical amendments to correct a patent error may be considered or voted upon at the meeting.

(i) **Article 88** – Article 88 has been inserted to clarify that any vote cast by proxy shall not be invalidated by the previous death or insanity 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 or revocation shall have been received by the Company at the Office at least seventy-two (72) hours before the commencement of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which such vote is cast. This is in line with Section 178(1)(c) of the Act, as amended pursuant to the 2014 Amendment Act, and Section 81SJ of the SFA.

(j) **Article 94 (Equivalent: Article 85 of Existing Constitution)** – Article 94 currently provides that the minimum number of Directors shall be two and the maximum number of Directors shall be fifteen. It is proposed that the minimum number of Directors be amended to one. Further, it is proposed that Article 94 be amended to provide that the Company may by ordinary resolution from time to time vary the minimum and/or maximum number of Directors, taking into account that a director may be appointed by ordinary resolution under Section 149B of the Act; or may be removed by ordinary resolution pursuant to Section 152 of the Act.

(k) **Article 95 (Equivalent: Article 86 of Existing Constitution), Article 116 (Equivalent: Article 105 of Existing Constitution) and Article 117 (Equivalent: Article 106 of Existing Constitution)** – Article 95 provides that the Directors may at any time appoint additional Directors. It is proposed that where a Director is so appointed, he shall hold office until the next following annual general meeting, and shall be eligible for re-election. Consequential amendments are proposed to be made to Article 116 and Article 117 where any Directors appointed shall hold office only until the next annual general meeting of the Company, and shall then be eligible for re-election. The changes are proposed after taking into consideration that long tenures of directorship can lead to Directors becoming overly comfortable, less receptive to new ideas, and potentially resistant to change, and board entrenchment may cause Directors to be less responsive to new ideas and innovation. Yearly re-election allows shareholders to actively assess each Director's performance and decide if he/she should continue in his/her role. Further, the prospect of re-election also encourages Directors to actively contribute and demonstrate their value to the Company. Article 95 will also be amended to provide for the situations where (a) any resolution or resolutions for the appointment or re-appointment of the persons eligible for appointment or re-appointment as Directors is or are put to the annual general meeting and lost; and (b) at the end of that meeting, the number of Directors is fewer than the minimum number of Directors required under Article 94 (equivalent: Article 85 of Existing Constitution). Notwithstanding that the proposed amendment to Article 95 may not be a common market practice, it is to comply with Section 145(5) of the Act which provides that despite anything in the Act or in the constitution of a company, or in any agreement with the company, a director of a company must not resign or vacate his/her office unless there is remaining in the company at least one director who is ordinarily resident in Singapore; and any purported resignation or vacation of office in breach of that subsection is invalid.

(l) **Article 105 (Equivalent: Article 95 of Existing Constitution)** – Article 105 has been inserted to clarify that the Directors shall cause a proper register to be kept, in accordance with Section 134 of the Act, of all mortgages and charges specifically affecting the property of the Company and comply with Section 135 of the Act relating to the endorsement of certificate of registration on debentures.

(m) **Article 150 (Equivalent: Article 137 of Existing Constitution)** – Article 150 has been amended to clarify that any notice or document delivered or sent by post to or left at the address or given, sent or served by electronic communication to the current address of any member shall 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, notwithstanding that such member be dead or bankrupt or in liquidation.

3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

3.1 **Interests of Directors.** The interests of the Directors in the Shares, based on information as recorded in the Register of Directors' Shareholdings of the Company as the Latest Practicable Date are as follows:

	Direct Interest		Deemed Interest	
Directors	**Number of Shares**	**% of total issued Shares[1]**	**Number of Shares**	**% of total issued Shares[1]**
Ng Ser Miang	9,000,000	0.04	6,600,000	0.02[2]
Lim Wee Kiat	–	–	–	–
Dr Heng Jun Li Melvin	–	–	–	–
Wilson Sam	–	–	–	–
Ong Pang Liang	15,000,000	0.06	–	–
Christina Teo Tze Wei	–	–	–	–
June Leong Lai Ling	–	–	–	–

Notes:

(1) The total number of Shares issued as at the Latest Practicable Date is 26,441,066,807.

(2) Mr Ng Ser Miang is deemed interested in the Shares registered in the name of his spouse by virtue of Section 4 of the SFA.

3.2 **Interests of Substantial Shareholders.** The interests of the Substantial Shareholders of the Company in the Shares, based on information as recorded in the Register of Substantial Shareholders of the Company, as at the Latest Practicable Date are as follows:

	Direct Interest		Deemed Interest	
Substantial Shareholders	**Number of Shares**	**% of total issued Shares**	**Number of Shares**	**% of total issued Shares**
Bellton International Limited	–	–	586,347,894	2.22[1]
Garville Pte. Ltd.	–	–	111,930,588	0.42[1]
Jovina Investments Limited	–	–	967,311,317	3.66[1]
Meriton Capital Limited	–	–	737,912,594	2.79[1]
Lim Eng Hock	9,826,470,334	37.16	11,506,863,000	43.52[1]

Note:

(1) Mr Lim Eng Hock is deemed interested in the Shares registered in the name of Bellton International Limited, Garville Pte. Ltd., Jovina Investments Limited and Meriton Capital Limited by virtue of Section 4 of the SFA and Shares held through nominees.

4. DIRECTORS' RECOMMENDATIONS

The Directors, having considered the rationale and terms of the Proposed Adoption of the New Constitution, are of the opinion that the Proposed Adoption of the New Constitution is in the interests of the Company. Accordingly, they recommend that Shareholders vote in favour of Special Resolution 9 relating to the Proposed Adoption of the New Constitution to be proposed at the 2025 AGM.

5. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the Proposed Adoption of the New Constitution, and the Company and its subsidiaries, and the Directors 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 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.

6. DOCUMENT AVAILABLE FOR INSPECTION

The Existing Constitution is available for inspection at the registered office of the Company during normal business hours on any weekday (public holidays excluded) from the date of this Appendix up to and including the date of the 2025 AGM.

Yours faithfully
for and on behalf of the Board of Directors of
THOMSON MEDICAL GROUP LIMITED

Mr Ng Ser Miang
Chairman, Non-Executive and Independent Director

THE PROPOSED NEW CONSTITUTION

THE COMPANIES ACT 1967~~(CAP. 50)~~

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

THOMSON MEDICAL GROUP LIMITED

(Adopted by special resolution on _____)

TABLE A

INTERPRETATION

1. **INTERPRETATION CLAUSE.** In this Constitution the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject of context.

WORDS		MEANINGS
Act	...	The Companies Act 1967~~(Cap. 50)~~, as may be amended or modified from time to time.
address or registered address	...	In respect of any Member, his physical address for service or delivery of notices or documents personally or by post, unless expressly provided in this Constitution.
Alternate Director	...	An Alternate Director appointed pursuant to Article 97.
Articles	...	The provisions of this Constitution as originally framed or as altered from time to time by Special~~special~~ Resolution~~resolution~~.
Auditor	...	The auditors for the time being of the Company.
business day	...	A day (other than a Saturday, a Sunday or a gazette public holiday) on which commercial banks are open for business in Singapore.
~~Company~~	...	~~The abovenamed company by whatever name from time to time called.~~
~~Constitution~~	...	~~The constitution of the Company as may be amended from time to time.~~

Chairman	…	The chairman of the Directors or the chairman of the general meeting as the case may be.
Chief Executive Officer	…	Any one or more persons, by whatever name described, who: (a) is in direct employment of, or acting for or by arrangement with, the Company; and (b) is principally responsible for the management and conduct of the business of the Company, or part of the business of the Company, as the case may be.
Company	…	Thomson Medical Group Limited.
Constitution	…	The constitution of the Company as may be amended from time to time.
current address	…	Shall have the meaning ascribed to it under section 387A of the Act.
Day	…	Calendar day.
Depositor	…	An account holder or a Depositorydepository Agentagent but does not include a sub-account holder.
Depository	…	The Central Depository (Pte) Limited or any other corporation approved by Monetary Authority of Singapore (established under the Monetary Authority of Singapore Act 1970(Cap. 186)) as a depository company or corporation for the purposes of the Securities and Futures Act, which operates the Central Depository System for the holding and transfer of book-entry securities.
Depository Agent	…	A member company of the Singapore Exchange, a trust company licensed under the Trust Companies Act 2005(Cap. 336), any merchant bank approved as a financial institution under the Monetary Authority of Singapore Act 1970(Cap. 186) or any other person or body approved by the Depository 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 the Depository and the depository agent; (b) deposits book-entry securities with the Depository on behalf of the sub-account holders; and (c) establishes an account in its name with the Depository.
Depository Register	…	The register of holders maintained by the Depository in respect of book-entry securities (as defined in the Securities and Futures Act).

Directors	…	The Directors for the time being of the Company and includes any person duly appointed and acting for the time being as an Alternate Director.
electronic communication	…	Communication transmitted (whether from one person to another, from one device to another, from a person to a device or from a device to a person): (a) by means of a telecommunication system; or (b) by other means but while in an electronic form, such that it can (where particular conditions are met) be received in legible form or be made legible following receipt in non-legible form.
~~In writing or written~~	…	~~Written or produced by any substitute for writing or partly one and partly the other, and includes (except where otherwise expressly specified in this Constitution or the context otherwise requires, and subject to any limitations, conditions or restrictions contained in the Act) printing, lithography, typewriting and any other mode of representing or reducing words, symbols or other information which may be displayed in visible form, whether in a physical document or in an electronic communication or form or otherwise howsoever.~~
IRDA	…	The Insolvency, Restructuring and Dissolution Act 2018 as amended or modified from time to time.
Listing Rules	…	The listing rules of the Singapore Exchange as set out in the Listing Manual of the Singapore Exchange.
Market Day	…	A day on which the Singapore Exchange is open for securities trading.
Managing Director	…	Has the meaning ascribed to it in Article 102.
Member (and any references to a shareholder)	…	(a) Where the Depository or its nominee (as the case may be) is named in the Depository Register as the holder of shares, a Depositor in respect of the number of shares which stand in credit against his name in the Depository Register as at seventy-two (72) hours (or such time as may be prescribed by the Securities and Futures Act from time to time) before the time of the relevant general meeting of the Company as certified by the Depository to the Company; and (b) in any other case, a person whose name appears on the Register of Members as a member of the Company,

		but shall exclude the Company itself where it is such a member by reason of its holding shares as treasury shares.
Month	...	Calendar month.
Office	...	The registered office for the time being of the Company.
Ordinary Resolution	...	Shall have the meaning ascribed to it in the Act.
Register of Members	...	The register of members of the Company maintained by the Company pursuant to Section 190 of the Act on which the Company shall enter the name of every person who is a registered holder of shares in the Company including the Depository PROVIDED ALWAYS that the Depository shall be deemed not to be a member of the Company.
Registrar	...	The Registrar of Companies appointed under the Act and includes any Deputy or Assistant Registrar of Companies.
relevant intermediary	...	Shall have the meaning ascribed to it under section 181(6) of the Act.
Seal	...	The Common Seal of the Company.
Securities Account	...	The securities account maintained by a Depositor with the Depository but does not include a securities Sub-account.
Securities Exchange	...	The Singapore Exchange Securities Trading Limited for so long as the shares of the Company are listed and quoted on the Singapore Exchange Securities Trading Limited.
Securities and Futures Act	...	The Securities and Futures Act 2001~~(Cap. 289)~~ of Singapore, as may be amended or modified from time to time.
shares	...	The shares in the capital of the Company.
~~Statutes~~	...	~~The Act and every other legislation for the time being in force concerning companies and affecting the Company.~~
Singapore Exchange	...	The Singapore Exchange Securities Trading Limited.
Special Resolution	...	Shall have the meaning ascribed to it in the Act.
Statutes	...	The Act and every other legislation 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 under the Act.
year	…	Calendar year.
S$	…	The lawful currency of the Republic of Singapore.

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

The expressions~~Expressions referring to writing~~ "**in writing**" or "**written**" shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form, whether in a physical document or in an electronic communication or form or otherwise howsoever.

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

Words denoting the singular shall, where applicable, include the plural and *vice versa*. Words denoting the masculine gender only shall, where applicable, include the feminine and/or neuter gender(s). Words denoting persons shall, where applicable, include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes shall, unless the context otherwise requires, bear the same meanings in this Constitution.

References in these Articles to any enactment is a reference to that enactment as for the time being amended or re-enacted.

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

The headnotes are inserted for convenience only and shall not affect the construction hereof.

THE COMPANY

2. **REGISTERED OFFICE.** The Office will be situated in Singapore.

3. **OBJECTS.** Subject to the provisions of the Act and any other written law and the Constitution of the Company, the Company has:

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

   (b) for the purposes of paragraph (a) above, full rights, powers and privileges.

4. **LIABILITY OF MEMBERS.** The liability of the ~~members~~Members is limited.

SHARES

5. **ISSUE OF SHARES.** Subject to these Articles, the shares shall be under the control of the Directors, who may allot and issue the same to such persons on such terms and conditions and at such times as the Directors think fit. The Company may issue shares for which no consideration is payable to the Company.

6. **RESTRICTION ON ISSUE OF SHARE TO TRANSFER A CONTROLLING INTEREST.** No share shall be issued so as to transfer a controlling interest in the Company without the prior approval of the shareholders in a general meeting.

7. **PAYMENT OF EXPENSES IN ISSUE OF SHARES.** Any expenses (including brokerage or commission) incurred directly by the Company in the issue of new shares may be paid out of the proceeds of the issue or the Company's share capital. Such payment shall not be taken as reducing the amount of share capital of the Company.

8. **SPECIAL RIGHTS.** Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by Ordinary~~ordinary~~ Resolution~~resolution~~ determine (or, in the absence of any such determination, as the Directors may determine); PROVIDED ALWAYS THAT the total number of issued preference shares shall not at any time exceed the total number of issued ordinary shares of the Company.

9. **REDEEMABLE PREFERENCE SHARES.** Subject to Section 70 of the Act, any preference shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed. The Company shall also have the power to issue further preference shares ranking equally with or in priority to any preference~~s~~ shares already issued.

10. **RIGHTS OF PREFERENCE SHAREHOLDERS.** Holders of preference shares shall have the same rights as ordinary shareholders as regards receiving notices, reports and financial statements, and attending general meetings of the Company. They shall have the right to vote at any meeting convened for the purpose of reducing the capital or winding up or sanctioning a sale of the undertaking of the Company, or where the proposition to be submitted to the meeting directly affects their rights and privileges, or when the dividends on the preference shares are in arrears more than six (6) months.

11. **MODIFICATION OF RIGHTS OF PREFERENCE SHAREHOLDERS.** The repayment of preference capital other than redeemable preference capital, or any other alteration of preference shareholders' rights, may only be made pursuant to a Special~~special~~ Resolution~~resolution~~ of the preference shareholders concerned; PROVIDED ALWAYS THAT where the necessary majority for such a Special~~special~~ Resolution~~resolution~~ is not obtained at the meeting, consent in writing, if obtained from the holders of three-fourths of the preference shares concerned within two (2) months of the meeting, shall be as valid and effectual as a Special~~special~~ Resolution~~resolution~~ carried at the meeting.

12. **VARIATION OF RIGHTS.** Whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may, subject to the provisions of the Statutes, be varied or abrogated 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 varied or abrogated

either whilst the Company is a going concern or during or in contemplation of a winding-up. To every such separate general meeting, all the provisions of this Constitution relating to general meetings of the Company and to the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum shall be two persons at least holding or representing by proxy at least one third of the total number of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll and that every such holder shall on a poll have one vote for every share of the class held by him where the class is a class of equity shares within the meaning of Section 64(1) of the Act or at least one vote for every share of the class where the class is a class of preference shares within the meaning of Section 180(2) of the Act, PROVIDED always that where the necessary majority for such a Special Resolution is not obtained at such general meeting, 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 (2) months of such general meeting shall be as valid and effectual as a Special Resolution carried at such general meeting. The foregoing provisions of this Article shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the special rights whereof are to be varied. 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 Accounting and Corporate Regulatory Authority of Singapore**.**

~~12.~~13. **RIGHTS NOT VARIED BY ISSUE OF ADDITIONAL SHARES.** The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

~~13.~~14. **COMMISSION ON SUBSCRIPTION.** The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company; PROVIDED ALWAYS THAT such commission shall not exceed ten per cent of the price at which such shares are issued, or an amount equivalent to such percentage, and that the requirements of Section 67 of the Act shall be observed. Subject to the provisions of Section 63 of the Act, such commission may be satisfied by the payment of cash or the allotment of fully paid shares or partly in one way and partly in the other.

~~14.~~15. **NO TRUSTS RECOGNISED.** Except as required by the Statutes or law, no~~No~~ person, other than the Depository, shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be required in any way to recognise (even when having notice thereof) any equitable, contingent future or partial interest in any share or any other rights in respect of any share other than an absolute right to the entirety thereof in the person (other than the Depository or its nominee (as the case may be)) entered in the Register of Members as the registered holder thereof or (as the case may be) a person whose name is entered in the Depository Register in respect of that share ~~the registered holder~~, except only as by these Articles otherwise provided for or as required by the Statutes or law or pursuant to any order of Court.

~~15.~~16. **OFFER OF NEW SHARES.** Subject to any direction to the contrary that may be given by the Company in general meeting or except as permitted under the Singapore Exchange's Listing~~listing~~ Rules~~rules~~, all new shares of whatever kind shall, before issue, be offered to such persons who as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as far as~~as nearly as~~ the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by

notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined. Afterand, after the expiration of the aforesaidthat 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.

16.17. **SHARE CERTIFICATES.** Every share certificate may be issued under the Seal or executed as a deed in accordance with the Act, shall specify the number and class of shares to which it relates, whether the shares are fully or partly paid up and the amount (if any) unpaid thereon and shall bear the autographic, facsimile or electronic signatures of one Director and the Secretary or a second Director or some other person appointed by the Directors. The facsimile or electronic signatures may be reproduced by mechanical, electronic or other method approved by the Directors. Unless otherwise resolved by the Directors, securities will be allotted and certificates issued in the name of and despatched to every person whose name is entered as a Member in the Register of Members within ten (10) market days (or such other period as may be approved by any stock exchange upon which the shares of the Company may be listed) of the final applications closing date for an issue of securities, or as the case may be after the lodgment of any registrable transfer (or such other period as may be approved by the Securities Exchange upon which the shares of the Company may be listed). Every person whose name is entered as a Member in the Register of Members shall be entitled without payment to one certificate under the seal of the Company in respect of each class of shares held by him for all his shares in that class or several certificates in reasonable denominations each for one or more of his shares in any one class upon payment of S$2.00 (or such lesser sum as the Directors shall from time to time determine) for every certificate after the first. Stamp duty payable on such certificate shall be borne by such Member unless otherwise directed by the Directors; PROVIDED ALWAYS THAT in the case of joint holders the Company shall not be bound to issue more than one certificate and delivery of such certificate to any one of them shall be sufficient delivery to all such holders. PROVIDED FURTHER THAT the Company shall not be bound to register more than three persons as the joint holders of any share except in the case of executors or administrators of the estate of a deceased Member.

18. **CANCELLATION OF CERTIFICATES.**

(1) Any two or more certificates representing shares of any one class held by any person whose name is entered in the Register of Members may at his request be cancelled and a single new certificate for such shares issued in lieu without charge.

(2) If any person whose name is entered in the Register of Members shall surrender for cancellation a share certificate representing shares held by him and request the Company to issue in lieu two or more share certificates representing such shares in such proportions as he may specify, the Directors may, if they think fit, comply with such request. Such person shall (unless such fee is waived by the Directors) pay a maximum fee of S$2.00 for each share certificate issued in lieu of a share certificate surrendered for cancellation or such other fee as the Directors may from time to time determine having regard to any limitation thereof as may be prescribed by the Securities Exchange upon which the shares in the Company may be listed.

(3) In the case of shares registered jointly in the names of several persons, any such request may be made by any one of the registered joint holders.

~~17.~~19. **RENEWAL OF CERTIFICATES.** Subject to the provisions of the Act, if any share certificate shall be worn out, defaced, destroyed, lost or stolen, it may be renewed on payment of such fee not exceeding S$2.00 or in the event of the Company being listed on the Singapore Exchange such other sum as may from time to time be prescribed by the Singapore Exchange and on such terms as the Directors think fit, if any, as to evidence and indemnity being given by the shareholder, transferee, person entitled, purchaser, member of the Singapore Exchange or on behalf of its/their client(s) and, in the case of destruction, loss or theft, on payment by the shareholder or person entitled to whom such renewed certificate is given of out-of-pocket all expenses of the Company incidental to the investigations by the Company of the evidence of such destruction or loss, ~~of investigating evidence~~ including the payment of stamp duty on such certificate or in the case of defacement or wearing out, on delivery up of the old certificate.

~~18.~~20. **POWER TO PAY COMMISSION AND BROKERAGE.** 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 in cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may, in addition to, or in lieu of, such commission, in consideration of any person so subscribing or agreeing to subscribe, or of his procuring or agreeing to procure subscriptions, for any shares in the Company, confer on any such person an option call within a specified time for a specified number of shares in the Company at a specified price or on such other terms and conditions as the Directors may deem fit.

~~19.~~21. **POWER TO CHARGE INTEREST ON CAPITAL.** If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may, subject to the conditions and restrictions mentioned in the Act, pay interest on so much of the share capital as is for the time being paid up (except treasury shares) and may charge the same to capital as part of the cost of the construction or provision.

22. **ALL UNISSUED SHARES AT THE DISPOSAL OF THE DIRECTORS.** Subject to the provisions of this Constitution and of the Statutes relating to authority, pre-emption rights and otherwise and of any resolution of the Company in a general meeting passed pursuant thereto, all unissued shares shall be at the disposal of the Directors and they may allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times and on such terms as they think proper.

LIEN

~~20.~~23. **COMPANY TO HAVE LIEN ON SHARES AND DIVIDENDS.** The Company shall have a lien on every share not being a fully-paid share for all monies (whether presently payable or not) called or payable at a fixed time in respect of such share, and for all monies as the Company may be called upon by law to pay in respect of the shares of the ~~member~~Member or deceased ~~member~~Member. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

~~21.~~24. **LIEN MAY BE ENFORCED BY SALE OF SHARES.** The Directors may sell any shares subject to such lien at such time or times and in such manner as they think fit, but no sale shall be made until such time as the moneys in respect of which such lien exists or some part thereof are or is presently payable or a liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until a demand and notice in writing stating the amount due or specifying the liability or

engagement and demanding payment or fulfilment or discharge thereof, and giving notice of intention to sell in default, shall have been served on such Member or the persons (if any) entitled by transmission to the shares, and default in payment, fulfilment or discharge shall have been made by him or them for seven (7) days after such notice.

22.25. **DIRECTORS MAY AUTHORISE TRANSFER AND ENTER PURCHASER'S NAME IN REGISTER.** To give effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser and may enter the purchaser's name in the Register of Members as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited or surrendered or sold or disposed 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 of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together (where the same be required) with the share certificate delivered to a purchaser (or where the purchaser is a Depositor, to the Depository) or allottee thereof shall (subject to the execution of a transfer if the same is required) constitute a good title to the share and the share shall be registered in the name of the person to whom the share is sold, re-allotted or disposed of or, where such person is a Depositor, the Company shall procure that his name be entered in the Depository 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, and the remedy of any person aggrieved by the sale shall be in damages only.

23.26. **APPLICATION OF PROCEEDS OF SALE.** The net proceeds of sale whether of a share forfeited by the Company or of a share over which the Company has a lien, shall be applied in or towards satisfaction of the amount due to the Company, or the liability, as the case may be, and any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs.

24.27. **MEMBER NOT ENTITLED TO PRIVILEGES OF MEMBERSHIP UNTIL ALL CALLS PAID.** No Member shall be entitled to receive any dividend or to exercise any privilege as a Member until he shall have paid all calls for the time being due and payable on every share held by him, whether in his own name or in a Securities Account, and whether alone or jointly with any other person, together with interest and expenses (if any).

CALLS ON SHARES

25.28. **DIRECTORS MAY MAKE CALLS.** The Directors may, subject to the provisions of this Constitution, from time to time make such calls upon the Members in respect of all moneys unpaid on their shares as they think fit; PROVIDED ALWAYS THAT fourteen (14) days' notice at least specifying the time or times and place of payment is given of each call and each Member shall be liable to pay the amount of every call so made upon him to the persons, by the instalments (if any) and at the times and places appointed by the Directors.

~~26.~~29. **WHEN CALL DEEMED TO HAVE BEEN MADE.** A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed and may be made payable by instalments. A call may be revoked or postponed as the Directors may determine.

~~27.~~30. **LIABILITY OF JOINT HOLDERS.** The joint holders of a share shall be jointly and severally liable to pay all calls and instalments in respect thereof.

~~28.~~31. **INTEREST ON UNPAID CALL.** If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the person from whom the same is due shall pay interest on the amount of the call or instalment ~~as~~at such rate as the Directors shall fix from the day appointed for payment thereof to the time of actual payment, but the Directors may waive payment of such interest wholly or in part.

~~29.~~32. **PAYMENTS IN ADVANCE OF CALLS.** Any Member may pay to the Company and the Directors may, if they think fit, receive from any Member willing to advance the same, all or any part of the monies for the time being remaining uncalled on his shares but the monies so paid in advance shall not, whilst carrying interest, confer a right to participate in the profits of the Company.

~~30.~~33. **MONIES PAID IN ADVANCE OF CALLS.** In respect of any monies paid in advance of any call, or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made, the Director may pay or allow such interest as may be agreed between them and such Member, in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up.

~~31.~~34. **SUM PAYABLE ON ALLOTMENT DEEMED TO BE A CALL.** Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, shall, for all purposes of these Articles, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of this Constitution as to payment of interest and expenses, forfeiture and the like, and all the relevant provisions of this Constitution, shall apply as if such sum were a call duly made and notified as hereby provided.

~~32.~~35. **DIFFERENCE IN CALLS.** The Directors may, from time to time, make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls provided that the holders of shares in the same class shall be treated equally in the amount of calls to be paid and in the time of payment of such calls.

TRANSFER OF SHARES

~~33.~~36. **TRANSFER OF SHARES.** The Company must not refuse to register or fail to register or give effect to any registrable transfer in respect of the shares issued by the Company unless: (a) registration of the transfer would result in a contravention of or failure to observe the laws of Singapore or the rules and requirements of the Singapore Exchange; or (b) the transfer is in respect of a partly paid share for which a call has been made and is unpaid. ~~There shall be no restriction on the transfer of fully paid up shares (except where required by law or, where the Company is listed on the Singapore Exchange, the rules, bye-laws or listing rules of the Singapore 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, they shall within 30 days,~~

~~or in the event of the Company being listed on the Singapore Exchange, within ten market days beginning with the day on which the application for such 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 Act.~~

~~34.~~37. **FORM OF TRANSFER.** Every transfer shall be in writing in the form approved by the Directors and in the event of the Company being listed on the Singapore Exchange, in the form approved by the Singapore Exchange. Every instrument of transfer must be in respect of only one class of shares and must be duly stamped in accordance with any applicable law for the time being in force relating to stamp duty and shall be left at the Office (or such other place as may be approved by the Directors from time to time) accompanied by the Certificate of the shares to be transferred and such other evidence (if any) as the Directors may reasonably require to show the right of the transferor to make the transfer.

~~35.~~38. **TRANSFERS TO BE EXECUTED BY BOTH PARTIES.** The instrument of transfer of any share shall be executed by or on behalf of both the transferor and the transferee and be witnessed, PROVIDED ALWAYS THAT the Depository shall not be required to sign, as transferee, any transfer form relating to the transfer of shares to it and PROVIDED FURTHER THAT, at the discretion of the Directors, the signature of any other transferee may be dispensed with. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

~~36.~~39. **TRANSFER FEE.** The Company shall be entitled to charge a fee not exceeding S$2.00 for each instrument of transfer or in the event of the Company being listed on the Singapore Exchange, such other sum as may from time to time be prescribed by the Singapore Exchange on the registration of every transfer.

~~37.~~40. **REGISTRATION OF TRANSFERS.** The Directors may decline to register any transfer unless all the preceding requirements are fully complied with. All instruments of transfer which are registered may be retained by the Company.

~~38.~~41. **REGISTRATION OF TRANSFERS MAY BE SUSPENDED.** The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine; PROVIDED ALWAYS THAT such registration shall not be suspended for more than thirty (30) days in any year.

42. **PAYMENT FOR REGISTRATION OF TRANSFER.** There shall be paid to the Company in respect of the registration of any instrument of transfer or probate or letters of administration or certificate of marriage or 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 as the Directors may from time to time require or prescribe.

43. **NO SHARE SHALL BE TRANSFERRED IN CERTAIN CIRCUMSTANCES.** No share shall in any circumstances be transferred to any infant, bankrupt or person of unsound mind but nothing herein contained shall be construed as imposing on the Company any liability in respect of the registration of such transfer if the Company has no actual knowledge of the same. Nothing in this Article shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

TRANSMISSION OF SHARES

~~39.~~44. **ON DEATH OF MEMBER, SURVIVOR OR EXECUTOR ONLY RECOGNISED.** In the case of the death of a Member the survivor or survivors, where the deceased was a joint holder, and the executors or administrators of the deceased, where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his shares but the Directors may require such evidence as they may deem fit in relation to such title to the shares. However, nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him. All the limitations, restrictions and provisions of 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 person whose name is entered in the Register of Members had not occurred and the notice or transfer were a transfer executed by such a person.

~~40.~~45. **PERSON ENTITLED MAY RECEIVE DIVIDENDS WITHOUT BEING REGISTERED AS A MEMBER, BUT MAY NOT EXERCISE OTHER RIGHTS.** A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notice of or to attend or vote at meetings of the Company or, save as aforesaid, to exercise any of the rights or privileges as a Member unless and until he shall become a Member in respect of the shares.

FORFEITURE OF SHARES

~~41.~~46. **PAYMENT OF CALL WITH INTEREST AND EXPENSES.** If any Member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for the payment thereof, the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment or such part thereof as remains unpaid, together with interest at such rate as the Directors shall determine, and any expenses that may have accrued by reason of such non-payment.

~~42.~~47. **NOTICE REQUIRING PAYMENT TO CONTAIN CERTAIN PARTICULARS.** The notice shall name a further day (not earlier than the expiration of seven (7) days from the date of the service of the notice) on or before which such call or instalment, or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment, are to be paid. It shall also name the place where payment required by the notice is to be made, and shall state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.

~~43.~~48. **ON NON-COMPLIANCE WITH NOTICE SHARES FORFEITED ON RESOLUTION OF DIRECTORS.** 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 the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture notwithstanding that they shall have been declared.

~~44.~~49. **NOTICE OF FORFEITURE TO BE GIVEN AND ENTERED IN REGISTER OF MEMBERS.** When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice

having been given and of the forfeiture with the date thereof, shall forthwith be made in the Register of Members opposite to the shares; but the provisions of this Article are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

~~45.~~50. **DIRECTORS MAY ANNUL FORFEITURE UPON TERMS.** Notwithstanding any such forfeiture as aforesaid the Directors may, at any time before the forfeited share has been otherwise disposed of, annul the forfeiture upon the terms of payment of all calls and interest due thereon and all expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit to impose.

~~46.~~51. **DIRECTORS MAY DISPOSE OF FORFEITED SHARES.** Every share which shall be forfeited shall become the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the person who was before forfeiture 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 the Directors may, if necessary, authorise some person to transfer or effect the transfer of a forfeited share ~~the same~~ to such other person as aforesaid.

~~47.~~52. **FORMER HOLDER OF FORFEITED SHARES LIABLE FOR CALL MADE BEFORE FORFEITURE.** A shareholder whose shares have been forfeited shall, notwithstanding such forfeiture, be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, and interest thereon at 8 per cent, per annum (or such lower rate as the Directors may determine) from the date of forfeiture to the date of payment, in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the shares at the time of forfeiture, without any deduction of allowance for the value of the shares at the time of forfeiture.

~~48.~~53. **CONSEQUENCES OF FORFEITURE.** The forfeiture of a share shall involve the extinction at the time of forfeiture of all interests in and all claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved or as are by the Statues given or imposed in the case of past Members.

~~49.~~54. **TITLE TO FORFEITED SHARE.** A statutory declaration in writing that the declarant is a Director of the Company and that a share has been duly forfeited in pursuance of these Articles and stating the date upon which it was forfeited shall, as against all persons claiming to be entitled to the share adversely to the forfeiture thereof, be conclusive evidence of the facts therein stated, and such declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof, and a certificate of proprietorship of the share ~~under the Seal~~ delivered to the person to whom the same is sold or disposed of, shall constitute a good title to the share, and (subject to the execution of any necessary transfer) such person shall be registered as the holder of the share and shall be discharged from all calls made prior to such sale or disposition, and shall not be bound to see to application of the purchase money (if any) nor shall his title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

CONVERSION OF SHARES INTO STOCK

~~50.~~55. **POWER TO CONVERT INTO STOCK.** The Company may from time to time by Ordinary~~ordinary~~ Resolution~~resolution~~ passed at a general meeting convert any paid up shares into stock and reconvert any stock into paid up shares of any denomination.

~~51.~~56. **TRANSFER OF STOCK.** The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, but the minimum shall not exceed the normal amount of the shares from which the stock arose.

~~52.~~57. **RIGHTS OF STOCKHOLDERS.** The holders of stock shall according to the amount of the stock held by them have the same rights privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage shall be conferred by any such aliquot part of stock which would not if existing in shares have conferred that privilege or advantage, and no such conversion shall affect or prejudice any preference or other special privileges attached to the shares so converted.

~~53.~~58. **INTERPRETATION.** Such of the regulations of the Company as are applicable to paid up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and stockholder".

ALTERATION OF CAPITAL

~~54.~~59. **COMPANY MAY INCREASE ITS CAPITAL.** The Company may from time to time by Ordinary~~ordinary~~ Resolution~~resolution~~ increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

~~55.~~60. **COMPANY MAY ALTER ITS CAPITAL.** The Company may by Ordinary~~ordinary~~ Resolution~~resolution~~:–

(1) consolidate and divide all or any of its share capital;

(2) sub-divide its existing shares, or any of them, subject, nevertheless, to the provisions of the Statutes and so that as between the resulting shares, one or more of such shares may by ~~be~~ the resolution by which such subdivision is effected be given any ~~preference or advantage~~ preferred, deferred or other special rights as regards dividend, capital, voting or otherwise over the others or any other of such shares;

(3) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its capital by the number of the shares so cancelled; or

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

~~56.~~61. **COMPANY MAY REDUCE ITS CAPITAL.** The Company may by Special~~special~~ Resolution~~resolution~~ reduce its share capital in any manner authorised and subject to any conditions prescribed by the Statutes.

~~57.~~62. **SHARE REPURCHASE.** Subject to and in accordance with the provisions of the Act, the Listing~~listing~~ Rules~~rules~~ of the Singapore Exchange, and other written law, the Company may purchase or otherwise acquire ordinary shares, stocks, preference shares, options, debentures, debenture stocks, bonds, obligations, securities, and all other equity, derivative, debt and financial instruments issued by it on such terms as the Company may think fit and in the manner prescribed by the Act. Where ordinary shares or stocks are purchased or acquired by the Company in accordance with the provisions of the Act, the Company may hold the shares or stocks (or any of them) or deal with any of them, at any time.

Any ordinary share which is so purchased or acquired by the Company shall be deemed to be cancelled immediately on purchase or acquisition by the Company unless held in treasury; preference shares that are purchased or acquired by the Company shall be deemed to be cancelled immediately on purchase or acquisition. 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 deal with any such share which is so purchased or acquired by it in such manner as may be permitted by, and in accordance with, the Act. The Company shall comply with the provisions of Section 76 of the Act and not give any financial assistance, whether directly or indirectly, for the purpose of or in connection with the acquisition or proposed acquisition of any shares in the Company or its holding company (if any) unless the same is permitted by law.

~~58.~~63. **TREASURY SHARES.** If the Company has only one class of shares, the aggregate number of shares held as treasury shares shall not at any time exceed 10% of the total number of shares of the Company at that time.

Where the share capital of the Company is divided into shares of different classes, the aggregate number of shares of any class held as treasury shares shall not at any time exceed 10% of the total number of the shares in that class at that time.

In the event of contravention of the above, the Company shall dispose of or cancel the excess shares in the manner provided by the Act.

The Company shall not exercise any rights in respect of the treasury shares, including any right to attend or vote at meetings, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights. Any purported exercise of such a right is void.

No dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up) may be made to the Company in respect of the treasury shares save as specifically provided for in the Act.

MODIFICATION OF CLASS RIGHTS

~~59.~~64. **RIGHTS OF SHAREHOLDERS MAY BE ALTERED.** Subject to the provisions of Section 74 of the Act, all or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares for the time being forming part of the share capital of the Company may from time to time be modified, affected, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special~~special~~ Resolution~~resolution~~ passed at a separate meeting of the Members of that class. To any such separate meeting all the provisions of this Constitution as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum shall be Members of the class holding or representing by proxy one-third of the share capital paid or credited as paid on the issued shares of the class, and every holder of shares of the class in question shall be entitled on a poll to one vote for every share such held by him.

GENERAL MEETINGS

~~60.~~65. **ANNUAL GENERAL MEETINGS.** An annual general meeting shall be held once in every calendar year and in accordance with the requirements of the Act, at such time and place in Singapore as may be determined by the Directors, in any event within four (4) months from the close of the financial year of the Company ~~but so that not~~ and not more than fifteen (15) months shall be allowed to elapse between any two such general meetings. Subject always to applicable Statutes, all general meetings, including extraordinary general meetings shall be held either at a physical place in Singapore or at a physical place in Singapore and using technology that allows a person to participate in a meeting without being physically present at the place of the meeting.

~~61.~~66. **ANNUAL GENERAL AND EXTRAORDINARY GENERAL MEETINGS.** The abovementioned general meetings shall be called annual general meetings. All other general meetings shall be called extraordinary general meetings.

~~62.~~67. **EXTRAORDINARY GENERAL MEETINGS.** The Directors may call an extraordinary general meeting whenever they think fit, and extraordinary general meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 176 of the Act.

~~63.~~68. **NOTICE OF MEETING.** Any general meeting at which it is proposed to pass a Special~~special~~ Resolution~~resolution~~ or a resolution of which special notice has been given to the Company, shall be called by twenty-one (21) days' notice at least (excluding the date of notice and the date of meeting) and any other general meeting by fourteen (14) days' notice at least (excluding the date of notice and the date of meeting), provided that a general meeting notwithstanding that it has been called by a shorter notice than that specified above, shall be deemed to have been duly called if it is so agreed by all the Members entitled to attend and to vote thereat. Every notice calling a general meeting shall specify the place (which shall be in Singapore) and the day and the hour of meeting and be given in manner hereinafter mentioned to such persons as are under the provisions of this Constitution entitled to receive notices of general meetings from the Company. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. In the event of the Company being listed on the Singapore Exchange at least fourteen (14) days' notice of every such meeting shall be given by advertisement in the daily press and in writing to the Singapore Exchange, or in such other manner and for such period as may be prescribed by the provisions of the Act and/or the Listing~~listing~~ Rules~~rules~~ of the Securities Exchange. The accidental omission to give such notice to, or the non-receipt of such notice by, any person who is entitled to receive notices of general meetings from the Company shall not invalidate the proceedings or any resolution passed at any such meeting.

~~64.~~69. **RESOLUTION SIGNED BY ALL MEMBERS AS EFFECTIVE AS IF PASSED AT GENERAL MEETING.** Subject to the Statutes, a resolution in writing signed by all the Members (in accordance with the requirements of the Act) for the time being entitled to receive notice of and attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members. The expressions "**in writing**" and "**signed**" include approval by telefax, telex, cable or telegram or such other electronic communication by any such Member.

PROCEEDINGS AT GENERAL MEETINGS

70. **ROUTINE BUSINESS**. All business deemed routine shall mean and include only business transacted at an annual general meeting of the following classes, that is to say:

(1) declaring dividends;

(2) receiving and adopting the financial statements, and the Directors' statement and the Auditors' report, and any other documents annexed to the financial statements;

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

(4) re-appointing the retiring Auditors (unless they were last appointed otherwise than by the Company in general meeting);

(5) fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed; and

(6) fixing the fees of the Directors proposed to be passed under Article 98.

~~65.~~71. **SPECIAL BUSINESS.** All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the financial statements, the Directors' statement and the Auditors' report, and any other documents annexed to the financial statements, the election of Directors in the place of those retiring and the fixing of the remuneration of the Directors and the appointment and fixing of the remuneration of the Auditors.

~~66.~~72. **NO BUSINESS TO BE TRANSACTED UNLESS QUORUM PRESENT.** No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be two Members personally present or represented by proxy.

~~67.~~73. **IF NO QUORUM MEETING ADJOURNED OR DISSOLVED.** If within half an hour (or such interval as the Chairman may think fit to allow) from the time appointed for the holding of a general meeting 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 the adjourned date is not a business day then the next succeeding business day) at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour (or such interval as the Chairman may think fit to allow) from the time appointed for holding the meeting, if at least one or more Members are present in person or by proxy, there shall be a quorum.

~~68.~~74. **CHAIRMAN OF BOARD TO PRESIDE AT ALL MEETINGS.** The Chairman shall preside as Chairman at every general meeting, in his absence, the Deputy Chairman, and in the absence of both~~Both~~ the Chairman and the Deputy Chairman, the Vice-Chairman shall preside as Chairman at every general meeting. If at any meeting the Chairman, the Deputy Chairman or the Vice-Chairman be not present within fifteen (15) minutes after the time appointed for holding the meeting or be unwilling to act, the Members present shall choose one of the Directors to be Chairman of the meeting, or if no Director be present or if all the Directors present decline to take the chair, one of their number present shall be Chairman.

~~69.~~75. **NOTICE OF ADJOURNED MEETINGS.** The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine, provided always that the place of the adjourned meeting shall be in Singapore. Whenever a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no Member shall be entitled to any notice of any adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

~~70.~~76. **HOW RESOLUTION DECIDED**.

(1) If required by the Listing~~listing~~ Rules~~rules~~ of the Securities Exchange, all resolutions at general meetings shall be voted by poll, including any resolution for the adjournment or election of a Chairman of such general meeting.

(2) Subject to Article 76(1)~~70(1)~~, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or on the declaration of the result of the show of hands a poll is demanded by the Chairman or by any person(s) for the time being entitled to vote at the meeting, and unless a poll is so demanded or is required pursuant to Article 76(1)~~70(1)~~, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, shall be conclusive, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence thereof~~ without proof of the number of proportion of the votes recorded in favour of or against such resolution~~.

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

~~71.~~78. **VOTES COUNTED IN ERROR.** If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting or at any adjournment thereof, and unless it shall in the opinion of the Chairman be of sufficient magnitude to vitiate the result of the voting.

~~72.~~79. **HOW POLL TO BE TAKEN.** A poll on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll taken on any other question shall be taken at such time and place in Singapore, and in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken. The Chairman may (and if required by the Listing~~listing~~ Rules~~rules~~ of the Securities Exchange or if so directed by the meeting shall) appoint scrutineer(s) and may adjourn the meeting to some place in Singapore and time fixed by him for the purpose of declaring the results of the poll. Any business other than that upon which a poll has been taken may be proceeded with at a meeting pending the taking of the poll.

80. **DUTIES OF THE SCRUTINEER.**

(1) The appointed scrutineer(s) shall be independent of the persons undertaking the polling process at the general meeting, and where the appointed scrutineer is interested in any resolution(s) proposed to be passed at the general meeting, it shall refrain from acting as the scrutineer for such resolution(s).

(2) The appointed scrutineer shall exercise the following duties:

(a) ensure that satisfactory procedures of the voting process are in place before the general meeting; and

(b) direct and supervise the count of the votes cast through proxy and in person, and may adjourn the general meeting to some place and time fixed by the Chairman for the purpose of declaring the result of the poll.

VOTES OF MEMBERS

~~73.~~81. **NUMBER OF VOTES.** Subject to any rights or restrictions for the time being attached to any class or classes of shares, at every general meeting, every Member present in person or by proxy or by attorney shall have one vote on a show of hands and on a poll, every Member present in person or by proxy or by attorney shall have one vote for each share which he holds or represents.

~~74.~~82. **VOTING IN ABSENTIA.** Subject to these Articles and the provisions of the Act, 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.

~~75.~~83. **SPLIT VOTES.** On a poll a Member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

~~76.~~84. **VOTES OF JOINT HOLDERS OF SHARES.** In the case of joint holders any one of such persons may vote, but if more than one of such persons be present at a meeting, the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holder; and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members or the Depository Register (as the case may be).

~~77.~~85. **VOTES OF MEMBER WHO IS MENTALLY DISORDERED.** A person who is mentally disordered and incapable of managing himself or his affairs, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis, or other legal curator and such last-mentioned persons may give their votes either personally or by proxy, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than seventy-two (72) hours before the time appointed for holding the meeting.

~~78.~~86. **MEMBERS INDEBTED TO COMPANY IN RESPECT OF SHARES NOT ENTITLED TO VOTE.** No Member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares held by him in the Company, whether in his own name or in a Securities Account, and whether alone or jointly with any other person, have been paid.

~~79.~~87. **APPOINTMENT OF PROXIES.**

(1) A Member shall be entitled to be present and to vote on any question either personally or by proxy, or as proxy for another Member at any general meeting, or upon a poll and to be reckoned in a quorum in respect of any fully paid-up shares and of any shares upon which calls due and payable to the Company shall have been paid. A Member may appoint not more than two proxies to attend and vote at the same general meeting provided that no limit shall be imposed on the number of proxies for relevant intermediaries.

(2) Where the Member appoints more than one proxy to attend and vote at the same general meeting he shall specify on each instrument of proxy the number of shares in respect of which the appointment is made, failing which, the appointment shall be deemed to be in the alternative. Each proxy appointed by a relevant intermediary must be appointed to exercise the rights attached to a different share or shares held by such relevant intermediary (which number and class of shares shall be specified).

(3) No instrument appointing a proxy of a Depositor shall be rendered invalid merely by reason of any discrepancy between the Depositor's shareholding specified in the instrument of proxy, or where the same 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 the Depositor as appears on the Depository Register seventy-two (72) hours before the general meeting.

(4) Shareholders holding shares through relevant intermediaries may attend any general meeting as proxies.

(5) A proxy or representative need not be a Member.

(6) The instrument appointing a proxy shall be deemed to confer authority to demand, join in demanding, and/or vote on, a poll.

(7) Where required by the Listing Rules of the stock exchange and/or any applicable law, and unless waived by the relevant authority or pursuant to applicable law, all resolutions at general meetings shall be voted by poll.~~A proxy shall be entitled to vote on a show of hands on any matter at a general meeting.~~

88. **INVALIDATION OF VOTE CAST BY PROXY.** A vote cast by proxy shall not be invalidated by the previous death or insanity 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 or revocation shall have been received by the Company at the Office at least seventy-two (72) hours before the commencement of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast.

~~80.~~89. **INSTRUMENT APPOINTING A PROXY TO BE LEFT AT THE OFFICE.** The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, (i) if sent personally or by post, shall be deposited at the Office or such other place, if any, as is specified for the purpose in the notice convening the meeting); or (ii) if submitted by electronic communication, shall be sent (and received) through such means as may be specified for that purpose in or by way of note to or in any document accompanying the notice

convening the meeting, in each case not less than seventy-two (72) hours (or such time as may be prescribed by the Directors from time to time) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. The deposit of an instrument appointing a proxy does not preclude a ~~member~~Member concerned from attending and voting in person at the meeting, as well as for any adjournment of the meeting to which it relates. In such an event, the appointment of the proxy or proxies is deemed to be revoked by the ~~member~~Member concerned at the point when the ~~member~~Member attends the meeting.

~~81.~~90. **FORM OF PROXY.** An instrument appointing a proxy or representative shall be in writing in the common form or any other form approved by the Directors and:–

(1) if the instrument of proxy is delivered personally or sent by post, shall be signed by the appointor or by his attorney or where the appointer is a corporation, shall be either under the common seal of the corporation or signed by its attorney or by an authorised officer on behalf of the corporation or in such manner as appropriate under applicable laws; or

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

The Directors may, for the purposes of this Article, designate procedures for authenticating any such instrument, and any such instrument not so authenticated by use of such procedures shall be deemed not to have been received by the Company.

~~82.~~91. **DIRECTORS MAY APPROVE METHOD AND MANNER, AND DESIGNATE PROCEDURE FOR ELECTRONIC PROXIES.** The Directors may in their absolute discretion:–

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

(2) designate the procedure for authenticating an instrument appointing a proxy, as contemplated in Article 90(2)~~81(2)~~ for application to such Members or class of Members as they may determine. Where the Directors do not so approve and designate in relation to a Member (whether of a class or otherwise), Article 90(1)~~81(1)~~ shall apply.

~~83.~~92. **OMISSION TO INCLUDE PROXY FORM.** In the event that forms of proxy are sent to Members of the Company together with any notice of meeting, the accidental omission to include the form of proxy to, or the non-receipt of such form of proxy by any person entitled to receive a notice of meeting shall not invalidate any resolution passed or any proceeding at any such timing.

~~84.~~93. **CORPORATION ACTING BY REPRESENTATIVES AT MEETING.** Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company, save that such person shall not be otherwise entitled to attend the meeting as a Member or proxy or corporate representative of another Member.

DIRECTORS

~~85.~~94. **NUMBER OF AND FIRST DIRECTORS.** All the Directors of the Company shall be natural persons. Until otherwise determined by a general meeting the number of Directors shall not be less than one (1)~~two~~ and shall not be more than fifteen (15). The Company may by Ordinary Resolution from time to time vary the minimum and/or maximum number of Directors.

~~86.~~95. **POWER TO ADD TO DIRECTORS.** The Directors shall have power from time to time and at any time to appoint additional Directors; PROVIDED ALWAYS THAT the total number of Directors shall not exceed the prescribed maximum. A Director so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election~~retire from office at the close of the next annual general meeting, but shall be eligible for re-election~~. If:

(1) (a) any resolution or resolutions for the appointment or re-appointment of the persons eligible for appointment or re-appointment as Directors is or are put to the annual general meeting and lost; and

(b) at the end of that meeting, the number of Directors is fewer than the minimum number of Directors required under Article 94:

(aa) the Director, being a Director who is ordinarily resident in Singapore, who stood for election or re-election and who, among all the Directors who are ordinarily resident in Singapore who stood for election or re-election, received the highest number of votes in favour of his election or re-election; or

(bb) if there are two (2) or more of such Directors (who are ordinarily resident in Singapore) with the same highest number of votes in support of the resolution on his election or re-election,

such Director or each of such Directors, as the case may be, shall be deemed to be elected or re-elected and shall remain in office, but such Director or each of such Directors, as the case may be:

(i) may only act for the purposes of (A) filling vacancies to comply with the Company's obligations under the Statutes and, to the extent practicable, the Listing Rules subject to the appointment of such Directors being approved by way of election, re-election or ratification by shareholders in general meeting, and (B) convening general meetings of the Company; and may only perform such duties as are appropriate to maintain the Company as a going concern and to comply with the Company's legal and regulatory obligations; and

(ii) shall convene a general meeting as soon as reasonably practicable following the annual general meeting of the Company referred to in Article 95(1)(a) for the purposes of appointing Directors as contemplated in Article 95(1)(b)(i) and he shall retire at that meeting if the number of Directors appointed at the general meeting that he has convened is equal to or more than the minimum number of Directors required under Article 94.

(2) If at the end of the general meeting convened under Article 95(1)(b)(ii), the number of Directors is fewer than any minimum number of Directors required under Article 94, the provisions of Article 95(1) shall also apply in respect of such meeting.

~~87.~~96. **DIRECTOR'S SHARE ~~QUALITIFCATION~~QUALIFICATION.** A Director shall not be required to hold any share qualification in the Company and shall be entitled to attend and speak at general meetings.

~~88.~~97. **ALTERNATE DIRECTORS.** Any Director may from time to time and at any time appoint any person (~~not disapproved~~ approved by a majority of the other Directors for the time being and who shall not be a person who is already a Director of the Company and who is not already an Alternate~~alternate~~ Director of the Company) to act as his alternate, and may at any time remove the Alternate~~alternate~~ Director so appointed by him from office. No person may act as an Alternate Director for more than one Director of the Company at the same time. An Alternate~~alternate~~ Director so appointed shall be entitled to receive remuneration from the Company and to receive notices of and attend all meetings of the Directors, and to vote as a Director at any such meeting at which the Director appointing him is not present, and generally in the absence of his appointor to perform all the functions of his appointor as a Director. Any fee paid by the Company to the Alternate~~alternate~~ Director shall be deducted from the remuneration payable to his appointor. All appointments and removals of Alternate~~alternate~~ Directors made by any Director in pursuance of the provisions of this Article shall be in writing under the hand of the Director making the same and left at the office.

~~89.~~98. **DIRECTORS' REMUNERATION.** Fees payable to the Directors shall from time to time be determined by the Company in general meeting and such fees shall not be increased except pursuant to an Ordinary~~ordinary~~ Resolution~~resolution~~ passed at a general meeting where notice of the proposed increase shall have been given in the notice convening the meeting. Unless otherwise directed by the said Ordinary~~ordinary~~ Resolution~~resolution~~, such fees shall be divided among the Directors in such proportions and manner as they may agree and in default of agreement equally, except that if a Director has held office for part only of the period in respect of which such fees are payable, such a Director shall be entitled only to that proportion of the fees as is related to the period during which he has held office. Fees payable to non-executive directors shall be by a fixed sum and not by way of commission on or percentage of profits or turnover. Salaries payable to executive directors may not include a commission on or percentage of turnover. The Directors shall also be paid such travelling, hotel and other expenses as may reasonably be incurred by them in the execution of their duties including any such expenses incurred in connection with their attendance at meetings of Directors. If by arrangement with the other Directors any Director shall perform or render any special duties or services outside his ordinary duties as a Director, the Directors may pay him special remuneration, in addition to his ordinary remuneration, and such special remuneration may be by way of additional salary or otherwise, as may be arranged provided always that such special remuneration, if payable by way of fees to non-executive directors shall be by a fixed sum, and not by a commission on or percentage of profits or turnover, and if payable by way of salaries to executive directors may not include a commission on or percentage of turnover.

~~90.~~99. **DIRECTOR MAY BE INTERESTED IN OTHER COMPANIES.** A Director of the Company may be or become a Director or other officer of, or otherwise be interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such other company unless the Company otherwise directs.

POWERS AND DUTIES OF DIRECTORS

~~91.~~100. **DIRECTOR TO MANAGE COMPANY'S BUSINESS.** The business of the Company shall be managed by or under the direction or the supervision of the Directors, who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company and do so on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Statues or by these Articles required to be exercised or done 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 the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made; PROVIDED ALWAYS THAT any sale or disposal by the Directors of the Company's main undertaking shall be subject to approval by shareholders in general meeting and the Listing~~listing~~ Rules~~rules~~ of the Singapore Exchange.

~~92.~~101. **CHAIRMAN, DEPUTY CHAIRMAN AND VICE-CHAIRMAN.** The Directors may from time to time elect one of their body to be Chairman, another of their body to be Deputy Chairman and another of their body to be Vice-Chairman on such terms as they think fit. Without prejudice to any claim a Director so appointed to any one of these offices may have for damages for breach of any contract of service between him and the Company, his appointment shall be subject to determination ipso facto if he ceases from any cause to be a Director, or if the Directors resolve that his term of office be determined. A Director holding any such office as aforesaid shall receive such remuneration as the Directors may determine but shall not under any circumstances be remunerated by a commission on or percentage of turnover.

~~93.~~102. **MANAGING DIRECTOR.** The Directors may from time to time and at any time appoint one of their body to be Managing Director for a term not exceeding five (5) years upon such terms and at such remuneration (whether by way of salary or commission or participation in profits, or by any or all of these modes or otherwise) as they may think fit, and a Director so appointed shall also, while holding that office, be subject to retirement by rotation and he shall be taken into account in determining the rotation of retirement of Directors or the number of Directors to retire, and he shall, subject to the provisions of any contract between him and the Company, be subject to 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 he shall ipso facto and immediately cease to be Managing Director. The 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 Managing Director (or other equivalent position) for the time being such of the powers exercisable under this Constitution by the Directors as they may think fit and may confer such powers for such time and to be exercised on such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

~~94.~~103. **ATTORNEYS.** The Director may from time to time and at any time by power of attorney appoint any corporation, firm, limited liability partnership or person or 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) 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 delegate all or any of the powers, authorities and discretions vested in him.

104. **AUDIT COMMITTEE.** An audit committee shall be appointed by the Directors in accordance with Section 201B of the Act.

~~95.~~105. **DIRECTORS' BORROWING POWERS.** The Directors may borrow or raise from time to time for the purposes of the Company or secure the payment of such sums as they may think fit, and may secure the repayment or payment of any such sums by mortgage or charge upon or hypothecation of all or any of the property or assets of the Company or by the issue of debentures or otherwise as they may think fit. The Directors shall cause a proper register to be kept, in accordance with Section 134 of the Act, of all mortgages and charges specifically affecting the property of the Company and shall comply with the provisions of Section 135 of the Act.

~~96.~~106. **VACANCIES IN BOARD.** The continuing Directors may act at any time notwithstanding any vacancy in their body; PROVIDED ALWAYS THAT in case the Directors shall at any time be reduced in number to less than the minimum number prescribed by these Articles, it shall be lawful for them to act as Directors for the purpose of filling up vacancies in their body, or of summoning a general meeting of the Company, but not for any other purpose (except in an emergency).

~~97.~~107. **DIRECTORS TO COMPLY WITH THE STATUTES.** The Directors shall duly comply with the provisions of the Statutes, and particularly the provisions as to keeping records of the appointment of any Director, Chief Executive Officer, Secretary or Auditor, registering and keeping copies of mortgages and charges, keeping of the Register of Members, keeping a Register of Directors and entering all necessary particulars therein, and sending a copy thereof or a notification of any changes therein to the Registrar, and sending to the Registrar an annual return, together with the Certificates and particulars required by Section 197 of the Act, notices as to increase of capital, returns of allotments and contracts relating thereto, copies of resolutions and agreements and other particulars connected with the above. The Company may exercise the powers conferred upon it by the Act with regard to the keeping of a branch register, and the Directors may make and vary such regulations in respect of the keeping of such register as they may think fit.

~~98.~~108. **DIRECTORS TO CAUSE MINUTES TO BE MADE.** The Directors shall cause proper minutes to be made of all general meetings of the Company and also of all appointments of officers, and of the proceedings of all meetings of Directors and committees, and of the attendances thereat, and of all the business transacted at such meetings; and any such minute of any meeting, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting shall be conclusive evidence without any further proof of the facts thereon stated.

~~99.~~109. **FORM OF REGISTERS, ETC.** Any register, index, minute book, accounting record or other book required to be kept by the Company under the Statutes may, subject to and in accordance with the Act, be kept in hard copy or electronic form, and arranged in the manner that the Directors think fit. If such records are kept in electronic form, the Directors shall ensure that they are capable of being reproduced in hard copy, and shall provide for the manner in which the records are to be authenticated and verified. In any case where such records are kept otherwise than in hard copy form, the Directors shall

take reasonable precautions for ensuring the proper maintenance and authenticity of such records, guarding against falsification and facilitating the discovery of any falsifications.

110. **CHEQUES, ETC.** 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.

~~100.~~111. **DIRECTORS MAY CONTRACT WITH COMPANY.** A Director or Chief Executive Officer, as the case may be, may contract with and be interested in any contract or proposed contract with the Company and shall not be liable to account for any profit made by him by reason of any such contract; PROVIDED ALWAYS THAT the Director or Chief Executive Officer, as the case may be, (i) declares the nature of his interest in any such contract or transaction be declared at a meeting of the Directors in accordance with the provisions of the Act; or (ii) sends a written notice to the Company containing details on the nature, character and extent of his interest in the transaction or proposed transaction with the Company in accordance with the provisions of the Act. No Director shall vote as a Director in respect of any contract, arrangement, transaction or any other proposal in which he has directly or indirectly a personal material interest including but not limited to remuneration (including pension or other benefits) for himself, although he shall be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to:~~.~~

(1) any arrangement for giving any Director or the Chief Executive Officer (or other equivalent position) (as the case may be) any security or indemnity in respect of money lent by him to, or obligations undertaken by him for the benefit of the Company;

(2) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself or the Chief Executive Officer (or other equivalent position) (as the case may be) has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of security; or

(3) any transaction or proposed transaction by a Director or the Chief Executive Officer (or other equivalent position) (as the case may be) to subscribe for or underwrite shares or debentures of the Company,

Provided that, subject to Chapter 9 of the Listing Manual, these prohibitions may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract arrangement or transaction or any particular proposed contract arrangement or transaction by the Company by Ordinary Resolution.

~~101.~~112. **DIRECTORS MAY HOLD OTHER OFFICE OF PROFIT.** A Director may hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Directors may determine.

~~102.~~113. **DIRECTORS MAY ACT PROFESSIONALLY.** A Director may act by himself or his firm in any professional capacity for the Company (except as Auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

~~103.~~114. **OFFICE OF DIRECTOR VACATED IN CERTAIN CASES.** Subject as herein otherwise provided or to be the terms of any subsisting agreement, the office of a Director shall be vacated :–

(1) if he becomes a bankrupt or if a receiving order is made against him or he makes any arrangement or composition with his creditors;

(2) if he is prohibited from being a Director by reason of any order made under any provision of the Statutes;

(3) if he ceases to be a Director by virtue of any of the provisions of the Statues or this Constitution;

(~~4~~3) if he becomes disqualified from being a Director by virtue of his or her automatic disqualification or removal or the revocation of his or her appointment as a director, as the case may be, under any provision of the Statutes;

(5~~4~~) if he becomes disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds;

(6~~5~~) if he ~~if he~~ becomes mentally disordered and incapable of managing himself or his affairs; or

(7~~6~~) if he resigns his office by notice in writing to the Company.

APPOINTMENT & REMOVAL OF DIRECTORS

~~104.~~115. **NUMBER OF DIRECTORS MAY BE INCREASED OR REDUCED.** The Company may from time to time in general meeting increase or reduce the number of Directors, provided that no person who has been debarred under the Act from acting as a director shall be appointed as Director.

~~105.~~116. **ELECTION OF DIRECTORS.**

(1) An election of Directors shall take place at every annual general meeting of the Company. All Directors ~~except any Director appointed to fill a casual vacancy pursuant to Article 106~~ are subject to retirement ~~by rotation~~ as prescribed in Article 116(2)~~105(2)~~ below. Where provision is made for the Directors to appoint a person as a Director either to fill a casual vacancy, or as an addition to the board, any Director so appointed shall hold office only until the next annual general meeting of the Company, and shall then be eligible for re-election.

(2) At the first annual general meeting of the Company and at the annual general meeting in every subsequent year, all the Directors shall retire from office, but shall be eligible for re-election and an election of Directors shall take place each year. ~~At such annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number rounded up to the nearest one-third shall retire from office at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires.~~

(3) A retiring Director shall be eligible for re-election.

~~(4) The Directors to retire in every year shall be those who have been longest in office since their election or last re-election, as the case may be, but as between persons who were elected or re-elected, as the case may be, as Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.~~

~~106.~~117. **VACANCY TO BE FILLED BY DIRECTORS.** Any vacancy occurring in the Board of Directors may be filled up by the Directors or the Members in the general meeting. A Director so appointed by the Directors shall hold office only until the next following annual general meeting, and shall then be eligible for re-election ~~retire from office at the next following general meeting but shall be eligible for re-election~~.

~~107.~~118. **NOMINATION OF DIRECTORS FOR ELECTION.** No person not being a retiring Director shall be eligible for election to the office of Director at any general meeting unless the Member intending to propose him has, at least eleven (11) clear days before the meeting, left at the Office of the Company a notice in writing duly signed by the nominees, giving his consent to the nomination and signifying his candidature for the office, or the intention of such Member to propose him; PROVIDED ALWAYS THAT in the case of a person recommended by the Directors for election, nine (9) clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board of Directors shall be served on the registered holders of shares at least seven (7) days prior to the meeting at which the election is to take place.

~~108.~~119. **DIRECTOR MAY BE REMOVED BY ORDINARY RESOLUTION.** The Company may by Ordinary~~ordinary~~ Resolution~~resolution~~ remove any Director before the expiration of his period of office, and may, if thought fit, by Ordinary~~ordinary~~ Resolution~~resolution~~ appoint another Director in his stead.

PROCEEDINGS OF DIRECTORS

~~109.~~120. **DIRECTOR MAY CALL MEETING OF DIRECTORS.** A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

~~110.~~121. **MEETINGS OF DIRECTORS.**

(1) The Directors may meet together for the despatch of business adjourn, and otherwise regulate their meetings, as they think fit. The quorum necessary for the transaction of business may be fixed by the Directors, and unless so fixed shall be two. Questions arising at any meeting shall be decided by a simple majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote except when only two Directors are present and form a quorum or only two are competent to vote on the question at issue.

(2) A Director may participate in a meeting of the Directors by conference telephone, video-conferencing or other means of similar communications equipment whereby all persons participating in the meeting are able to hear or be heard by all other participants without a Director being in the physical presence of another Director or Directors, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. Save as herein provided and subject to the provisions of the Act and/or other applicable law, the Directors may participate in a meeting via any form of electronic communication or medium or such other methods as the Directors may deem fit. A Director participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting.

~~111.~~122. **CHAIRMAN OF THE BOARD.** The meetings of Directors shall be presided over by the Chairman and in his absence by the Deputy Chairman or in the absence of both the Chairman and the Deputy Chairman by the Vice-Chairman. If at any meeting the Chairman, the Deputy Chairman and the Vice-Chairman shall not be present within fifteen (15) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.

~~112.~~123. **DIRECTORS MAY DELEGATE THEIR POWERS.** The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

~~113.~~124. **CHAIRMAN OF COMMITTEES.** A committee may elect a chairman of its meetings. If no such chairman is elected, or if at any meeting the chairman is not present within five (5) minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

~~114.~~125. **MEETING OF COMMITTEES.** A committee may meet and adjourn as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes, the chairman shall have a second or casting vote except when only two members are present and form a quorum or only two are competent to vote on the question at issue.

~~115.~~126. **ALL ACTS DONE BY DIRECTORS TO BE VALID.** All acts done bona fide by any meeting of Directors, or by a committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

~~116.~~127. **RESOLUTIONS IN WRITING AND MEETINGS BY CONFERENCE CALLS.**

(1) A resolution in writing signed or approved by letter, telex or facsimile or electronic mail or any form of electronic communication approved by the Directors for such purpose from time to time by a majority of the Directors who are not disqualified from voting thereon pursuant to these Articles or the Act shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted. Any such resolution may be contained in a single document or may consist of several documents all in like form. The signature to any such resolution may be written or printed or in the electronic form which includes electronic and/or digital signatures.

(2) Save as herein provided and subject to the provisions of the Act, the Directors may meet together either in person at any place or by conference telephone, video-conferencing or other means of similar communications equipment by which all persons participating in the meeting are able to hear or be heard by all other participants without the need for physical presence, for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Save as herein provided and subject to the provisions of the Act and/or other applicable law, the Directors may participate in a meeting via any form of electronic communication or medium or such other methods as the Directors may deem fit. The Directors participating in such a meeting shall be counted in the quorum required by a Directors' meeting provided in these Articles and, subject to there being a requisite quorum under these presents, all resolutions agreed by the Directors shall be as effective as resolutions passed at a physical meeting. The meeting of such

meeting signed by the chairman of the meeting shall be conclusive evidence of any resolution of any meeting conducted in the manner as aforesaid. The meeting shall be deemed held at the place determined by the chairman of the meeting.

~~117.~~128. **APPOINTMENT OF SECRETARY.** The Secretary shall, and a Deputy or Assistant Secretary may, be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit, provided that any such person or persons are not debarred under the Act from acting as Secretary. Any secretary or Deputy or Assistant Secretary so appointed may be removed by the Directors, but without prejudice to any claim he or they may have for damages for any breach of contract of service against the Company. The appointment and duties of any secretary or Deputy or Assistant Secretary shall not conflict with the provisions of the Act and in particular Section 171 of the Act.

~~118.~~129. **APPOINTMENT OF SUBSTITUTE.** The Directors may from time to time by resolution appoint a temporary substitute for the Secretary, who shall be deemed to be the Secretary during the term of his appointment.

THE SEAL

~~119.~~130. **THE SEAL ~~TO BE AFFIXED BY AUTHORITY OF RESOLUTION OF BOARD AND IN THE PRESENCE OF TWO DIRECTORS OR ONE DIRECTOR AND THE SECRETARY~~.** 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. Every instrument to which the Seal shall affixed shall be signed autographically or by facsimile by one Director and countersigned by the Secretary or a second Director or some other person appointed by the Directors save that as regards any certificates for shares the Directors may by resolution determine that such signatures shall be dispensed with or affixed by some method of mechanical or electronic signature or other method approved by the Directors. The Company may exercise the powers conferred by Section 41 and Section 124 of the Act with regard to having an official seal for use abroad and a duplicate common seal respectively, and such powers shall be exercised by the Directors. Notwithstanding anything herein, the Company may execute any document described or expressed as a deed in accordance with the Act and without affixing the Seal.

DIVIDENDS AND RESERVE

~~120.~~131. **DISTRIBUTION OF PROFITS.** Subject to any preferential or other special rights for the time being attached to any special class of shares, the profits of the Company which it shall from time to time determine to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively otherwise than in advance of calls.

~~121.~~132. **DECLARATION OF DIVIDENDS.** The Directors may, with the sanction of a general meeting, from time to time declare dividends, but no such dividend shall (except as expressly authorised by the Statutes) be payable except out of the profits of the Company. The Directors may, if they think fit, from time to time declare and pay to the Members such interim dividends as appear to them to be justified by the position of the Company, and may also from time to time if in their opinion such payment is so justified, pay any preferential dividends which by the terms of issue of any shares are made payable on fixed dates. No higher dividend shall be paid than is recommended by the Directors, and the declaration of the Directors as to the amount of the net profits shall be conclusive.

~~122.~~133. **DEDUCTION FROM DIVIDEND.** The Directors may deduct from any dividend payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

~~123.~~134. **PAYMENT OTHERWISE THAN IN CASH.** Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors. Any ~~Shares~~shares allotted as fully paid bonus shares in respect of the treasury shares shall be treated for the purposes of the Act as if they were purchased by the Company at the time they were allotted.

135. **NO INTERESTS PAYABLE.** No dividend or other moneys payable on or in respect of a share shall bear interest as against the Company.

~~124.~~136. **RETENTION OF DIVIDENDS ON SHARES SUBJECT TO LIEN.** The Directors may retain any dividends 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 the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

~~125.~~137. **RETENTION OF DIVIDENDS ON SHARES PENDING TRANSMISSION.** The Directors may retain the dividends payable on 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 under those provisions is entitled to transfer, until such person shall become a Member in respect of such shares or shall duly transfer the same.

~~126.~~138. **SCRIP DIVIDENDS**

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

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

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

lodged, and otherwise make all such arrangements and do all such things, as the Directors consider necessary or expedient in connection with the provisions of this Article;

(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 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 shares of the relevant class in respect of which the share election has been duly exercised (the "**elected shares**") and *in lieu* and in satisfaction thereof shares of the relevant class shall be allotted and credited as fully paid to the holders of the elected shares on the basis of allotment determined as aforesaid and for such purpose and notwithstanding any provision of these Articles to the contrary, the Directors shall be empowered to do all things necessary and convenient for the purpose of implementing the aforesaid, including, without limitation, the making of each necessary allotment of shares and of each necessary appropriation, capitalisation, application, payment and distribution of funds which may be lawfully appropriated, capitalised, applied, paid or distributed for the purpose of the allotment and without prejudice to the generality of the foregoing 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 profit and loss account or otherwise available for distribution as the Directors may determine, such sums as may be required to pay up in full the appropriate number of shares for allotment and distribution to and among the holders of the elected shares on such basis, or (ii) apply the sum which would otherwise have been payable in cash to the holders of the elected shares towards payment of the appropriate number of shares for allotment and distribution to and among the holders of the elected shares on such basis.

Ranking of shares and other actions

(2) (a) The shares of the relevant class allotted pursuant to the provisions of paragraph (1) of this Article shall rank *pari passu* in all respects with the shares of such class then in issue save only as regards participation in the dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the dividend which is the subject of the election referred to above, unless the Directors shall otherwise specify.

(b) The Directors may do all acts and things considered necessary or expedient to give effect to any appropriation, capitalisation, application, payment and distribution of funds pursuant to the provisions of paragraph (1) of this Article, with full power to make such provisions as they may think fit in the case of fractional entitlements to shares (including, notwithstanding any provision to the contrary in these Articles, provisions whereby, in whole or in part, fractional entitlements are disregarded or rounded up or down, or whereby the benefit of fractional entitlements accrues to the Company rather than the Members) and to authorise any person to enter on behalf of the Members

interested into agreement(s) with the Company providing for any such appropriation, capitalisation, application, payment and distribution of funds and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

Record date

(3) The Directors may, on any occasion when they resolve as provided in paragraph (1) of this Article, determine the rights of election under that paragraph shall not be made available to the persons who are registered as holders of shares of the relevant class in the Register of Members or (as the case may be) in the Depository Register, or in respect of shares of the relevant class the transfer of which is registered, after such date as the Directors may fix subject to such exceptions as the Directors think fit and, in such event, the provisions of this Article shall be read and construed subject to such determination.

Cash *in lieu* of shares

(4) The Directors may, on any occasion when they resolve as provided in paragraph (1) of this Article, further determine that no allotment of shares or rights of election for shares under that paragraph shall be made available or made to Members whose registered addresses entered in the Register of Members (or as the case may be) the Depository Register is outside Singapore or to such other Members or class of Members as the Directors may in their sole discretion decide and in such event the only entitlements of the Members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared.

Cancellation

(5) Notwithstanding the foregoing provisions of this Article, if at any time after the Directors' resolution to apply the provisions of paragraph (1) of this Article in relation to any dividend but prior to the allotment of shares pursuant thereto, the Directors shall consider that by reason of any event or circumstance (whether arising before or after such resolution) or by reason of any matter whatsoever it is no longer expedient or appropriate to implement that proposal, the Directors may at their absolute discretion and without assigning any reason therefore, as they deem fit, cancel the proposed application of paragraph (1) of this Article.

~~127.~~139. **DIRECTORS MAY FORM RESERVE FUND AND INVEST.** The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves, which shall at the discretion of the Directors be applicable for meeting contingencies, or for repairing or maintaining any works connected with the business of the Company, or for equalizing dividends, or for distribution by way of special dividend or bonus, or may be applied for such other purposes for which the profits of the Company may lawfully be applied as the Directors may think expedient in the interests of the Company, and pending such application the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company or invest the same in such securities, other than the shares of the Company, as they may select. The Directors may also from time to time carry forward such sums as they may deem expedient in the interests of the Company.

~~128.~~140. **DIVIDEND WARRANTS TO BE POSTED TO MEMBERS.** Every dividend warrant may, unless otherwise directed, be sent by post to the last registered address of the Member entitled thereto, and the receipt of the person, whose name at the date of the declaration of the dividend appears on the Register of Members as the owner of any

share or, in the case of joint holders, of any one of such joint holders, shall be a good discharge to the Company for all payments made in respect of such share. No unpaid dividend or interest shall bear interest as against the Company.

BONUS ISSUES AND CAPITALISATION OF PROFITS AND RESERVES

~~129.~~141. COMPANY MAY CAPITALISE RESERVES AND UNDIVIDED PROFITS.

(1) The Directors may, with the sanction of an Ordinary~~ordinary~~ Resolution~~resolution~~ of the Company (including any Ordinary~~ordinary~~ Resolution~~resolution~~ passed pursuant to Article 59~~54~~):

(a) issue bonus shares for which no consideration is payable to the Company to all 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~~ordinary~~ Resolution~~resolution~~ (or such other date as may be specified therein or determined as therein provided); or

(ii) (in the case of an Ordinary~~ordinary~~ Resolution~~resolution~~ passed pursuant to Article 59~~54~~) 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 all 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~~ordinary~~ Resolution~~resolution~~ (or such other date as may be specified therein or determined as therein provided); or

(ii) (in the case of an Ordinary~~ordinary~~ Resolution~~resolution~~ passed pursuant to Article 59~~54~~) such other date as may be determined by the Directors,

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

The Directors may do all acts and things considered necessary or expedient to give effect to any such bonus issue and/or capitalisation, 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.

(2) In addition and without prejudice to the powers provided for by Article 141(1)~~129(1)~~, the Directors shall have power to issue shares for which no consideration is payable and/or to capitalise any undivided profits or other moneys of the Company not required for the payment or provision of any dividend on any shares entitled to cumulative or non-cumulative preferential dividends (including profits or other moneys carried and standing to any reserve or reserves) and to apply such profits or other moneys in paying up in full new shares, in each case on terms that such shares shall, upon issue, be held by or for the benefit of such person or persons as the Directors may in their absolute discretion deem fit, including (but not limited to) participants of any share incentive or option scheme or plan implemented by the Company and approved by shareholders in general meeting, all in such manner and on such terms as the Directors shall think fit. The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation authorised pursuant to Article 141(2)~~129(2)~~.

FINANCIAL STATEMENTS

~~130.~~142. **FINANCIAL STATEMENTS TO BE KEPT.** The Directors shall cause proper accounting and other records to be kept :–

(1) of the assets and liabilities of the Company;

(2) of all sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditures take place; and

(3) of all sales and purchases by the Company.

The accounting and other records shall be kept at the Office, or at such other place as the Directors shall think fit, and shall always be open to the inspection of the Directors.

~~131.~~143. **INSPECTION BY MEMBERS.** The Directors shall from time to time determine whether in any particular case or class of cases, or generally, and to what extent, and at what times and places in and under what conditions or regulations, the accounting and other records of the Company, or any of them shall be open to the inspection of Members, and no Member (not being a Director) shall have any rights of inspecting any account or book or document of the Company, except as conferred by the Statutes or authorised by the Directors or by a resolution of the Company in general meeting.

~~132.~~144. **FINANCIAL STATEMENTS TO BE LAID BEFORE COMPANY.** Once at least in every year but in any event before the expiry of four (4) months (or such other period as may be prescribed from time to time by the Singapore Exchange, the provisions of the Act and/or any applicable law) from the close of a financial year of the Company, the Directors shall lay before the Company in general meeting financial statements for the period following the preceding financial statements or (in the case of the first account) since the incorporation of the Company, made up to a date not more than four (4) months (or such other period as may be prescribed from time to time by the Singapore Exchange, the provisions of the Act and/or any applicable law) before such meeting. The said financial statements shall be accompanied by such reports and documents and shall contain such particulars as are prescribed by Section 201 of the Act.

~~133.~~145. **COPIES OF FINANCIAL STATEMENTS**. A copy of the financial statements which are to be laid before a general meeting of the Company (including every document required by law to be comprised therein or attached or annexed thereto) shall, not less than fourteen (14) days before the date appointed for holding the meeting, be sent to every Member of the Company and to every other person who is entitled to receive notices of

meetings from the Company under the provisions of the Statutes or of these Articles; provided 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 whose address the Company is not aware, but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office. Notwithstanding anything in this Article, to the extent permitted by the Listing~~listing~~ Rules~~rules~~ of the Securities Exchange, these documents may be sent less than fourteen (14) days before the date of the ~~General Meeting~~general meeting if all persons entitled to receive notices of ~~General Meetings~~general meetings so agree.

AUDIT

~~134.~~146. **FINANCIAL STATEMENTS TO BE AUDITED.** Once at least in every year the financial statements of the Company shall be examined, and the correctness of the financial statements ascertained by one or more Auditor or Auditors, and the provisions of Sections 205, 206, 207, 208 and 209 of the Act and any modification or re-enactment thereof for the time being in force in regard to audit and Auditors shall be observed.

147. **AUDITORS.**

(1) The Members shall at each annual general meeting by Ordinary Resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Directors, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. The Directors may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. Any Auditors appointed by the Directors to fill any casual vacancy under this Article shall hold office until the following annual general meeting and shall then be subject to the appointment by Members under this Article at such remuneration to be determined by the Members pursuant to this Article. The remuneration of the Auditors shall be fixed by, or on the authority of, the Members by Ordinary Resolution at each annual general meeting, except that, at any annual general meeting, the Members may by Ordinary Resolution delegate the fixing of such remuneration to the Directors and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors, subject to Sections 205 and 206 of the Act. The duties of an Auditor shall be regulated in accordance with the provisions of the Act. Every Auditor shall have a right of access at all times to the accounting and other records of the Company under Section 207 of the Act and shall make his report as required by the Act.

(2) 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.

(3) Subject to the provisions of the Act, the Members may, at any general meeting convened and held in accordance with this Constitution, remove the Auditors by Ordinary Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new Auditors in its place for the remainder of the term.

NOTICES

~~135.~~148. **SERVICE OF NOTICES.** A notice or any other document may be served by the Company upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members or, in the case of a Depositor, such address as may be notified by the Depository to the Company for the purpose of the despatch of such notice or document. All notices directed to be given to the Members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the Register of Members, and any notice so given shall be sufficient notice to all the holders of such share. Subject to the requirements of the Act, the Listing~~listing~~ Rules~~rules~~ of the Securities Exchange and/or any other applicable laws, regulations or procedures, and without prejudice to the provisions of this Constitution, a notice of a meeting or other document required or permitted to be given, sent or served under the Act or these Articles to any person (including but not limited to a Member, an officer or the Auditors of the Company) may also be given, sent or served by the Company by way of electronic mail, posting of the notice or document on a specified website, sending of data storage devices including, without limitation, CD-ROMs and USB flash drives to the current address of that person, or such other forms of electronic communications as the Directors deem fit in accordance with the Act and/or any other applicable regulations, laws or procedures provided always that, the Member (i) expressly consents to the service of such notice or document on him by way of such electronic communications; (ii) agrees 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; or (iii) is given 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 the Member, having been given an opportunity to elect whether to receive such notice or document by way of such electronic communications or as a physical copy, failed to make an election within the specified time. The signature to any such notice or document (if any) may be written or printed or in electronic form which includes electronic and/or digital signatures.

~~136.~~149. **SERVICE OF NOTICES AND DOCUMENTS OUTSIDE SINGAPORE.** Notwithstanding Article 148~~135~~, any Member whose registered address is outside Singapore and who has not supplied an address within Singapore for the service of notices and documents shall not be entitled to receive any such notices or documents from the Company.

~~137.~~150. **NOTICES IN CASE OF DEATH OR BANKRUPTCY.** A notice may be given by the Company to the persons entitled to any share in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives or trustees of such deceased or bankrupt Member, at the address (if any) supplied for the purpose by such person as aforesaid, or (until such an address has been supplied) by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred. Save as aforesaid any notice or document delivered or sent by post to or left at the address or given, sent or served by electronic communication to the current address (as the case may be) of any Member in pursuance of this Constitution shall, notwithstanding that such Member be then dead or bankrupt or in liquidation, and whether or not the Company (or as the case may be) the Depository shall 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. A Member who (having no registered address within

Singapore) has not supplied to the Company or (as the case may be) the Depository an address within Singapore for the service of notices shall not be entitled to receive notices from the Company.

~~138.~~151. **WHEN SERVICE DEEMED EFFECTED.** Any notice or other document, if served or sent by post, shall be deemed to have been served or delivered at the time when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter. Where a notice or other document if served or sent by electronic communications:

(1) to the current address of a person pursuant to these Articles, it shall be deemed to have been duly given, sent or served at the time of transmission of the electronic communications by the relevant 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 communications were delayed or not successfully sent), unless otherwise provided under the Act and/or any other applicable laws, regulations or procedures; or

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

WINDING UP

152. **WINDING UP OF COMPANY.** 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 voluntarily, no commission or fee shall be paid to the liquidator unless it shall have been ratified by Members of the Company in a general meeting. The amount of such payment shall be notified to all shareholders at least seven (7) days prior to the meeting at which it is to be considered.

~~139.~~153. **DISTRIBUTION IN SPECIE.** If the Company shall be wound up, the liquidators may, with the sanction of a Special~~special~~ Resolution~~resolution~~, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class of property and may determine how such division shall be carried out as between the Members or different classes of Members, but so that if any division is resolved or otherwise than in accordance with such rights, the Members shall have the same right of dissent and consequential rights as if such resolution were a Special Resolution passed pursuant to Section 178 of the IRDA. A Special Resolution sanctioning a transfer or sale to another company duly passed pursuant to the said Section may in like manner authorise the distribution of any share or other consideration receivable by the liquidators amongst the Members otherwise than in accordance with their existing rights. Any such determination shall be binding upon all the Members subject to the right of dissent and consequential rights conferred by the said Section. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of Members 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.

~~140.~~154. **REMUNERATION OF LIQUIDATOR.** If the Company shall be wound up voluntarily, no commission or fee shall be paid to the liquidator unless it shall have been ratified by Members of the Company in a general meeting. The amount of such payment shall be notified to all shareholders at least seven (7) days prior to the meeting at which it is to be considered.

INDEMNITY

~~141.~~155. **DIRECTORS AND OFFICERS ENTITLED TO INDEMNITY.** Subject to and so far as may be permitted under the Act, every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all expenses, charges, cost, damages, claims, proceedings, losses or liabilities whatsoever which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto except where such loss, damage or misfortune is due to wilful default, negligence, fraud or criminal breach of trust.

DESTRUCTION OF DOCUMENTS

~~142.~~156. **TIME FRAME FOR DESTRUCTION.** The Company shall be entitled to destroy all instruments of transfer which have been registered at any time after the expiration of six (6) years from the date of registration thereof and all dividend mandates and notifications of change of address at any time after the expiration of two (2) years from the date of recording thereof and all certificates which have been cancelled at any time after the expiration of one year from the date of the cancellation thereof and it shall be conclusively presumed in favour of the Company that every entry in the Register 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 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:–

(a) the Company shall adequately record for future reference the information required to be contained in any company records;

(b) the provisions aforesaid shall apply 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 provided that such destruction is not in contravention of any laws or regulations;

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

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

~~143.~~157. **POWER TO AUTHENTICATE DOCUMENTS.** 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 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.

ALTERATION OF ARTICLES

~~144.~~158. **ALTERATION OF ARTICLES.** Where these Articles have been approved by any stock exchange upon which the shares in the Company may be listed, no provisions of this Constitution shall be deleted, amended or added without the prior written approval of such stock exchange which had previously approved these Articles.

PERSONAL DATA

~~145.~~159. **PERSONAL DATA OF MEMBERS, PROXIES AND/OR REPRESENTATIVES.**

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

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

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

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

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

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

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

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

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

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

(2) Any Member who appoints a proxy and/or representative for any general meeting and/or any adjournment thereof is deemed to have warranted that where such Member discloses the personal data of such proxy and/or representative to the Company (or its agents or service providers), that Member has obtained the prior consent of such proxy and/or representative for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy and/or representative for the purposes specified in this Article, and is deemed to have agreed to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of such Member's breach of warranty.