

CIRCULAR DATED 9 SEPTEMBER 2016

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

If you are in any doubt about the contents of this Circular (as defined herein) or the action that you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of San Teh Ltd (the “**Company**”), you should immediately forward this Circular, the Notice of Extraordinary General Meeting and the attached Proxy Form immediately to the purchaser or transferee or to the bank, stockbroker or other agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the contents of this Circular, including the correctness of any of the statements made, reports contained or opinions expressed in this Circular.



SAN TEH LTD

(Incorporated in the Republic of Singapore)
(Company Registration Number: 197901039W)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO:

**THE PROPOSED CHANGE OF AUDITORS FROM MESSRS ERNST & YOUNG LLP TO
MESSRS RSM CHIO LIM LLP**

IMPORTANT DATES AND TIMES:

Last date and time for lodgement of Proxy Form	:	24 September 2016 at 2.00 p.m.
Date and time of Extraordinary General Meeting	:	26 September 2016 at 2.00 p.m.
Place of Extraordinary General Meeting	:	Village Hotel Katong, Saffron Ballroom, Level 4, 25 Marine Parade, Singapore 449536

CONTENTS

	PAGE
DEFINITIONS	3
LETTER TO SHAREHOLDERS	
1. INTRODUCTION	5
2. PROPOSED CHANGE OF AUDITORS FROM MESSRS ERNST & YOUNG LLP TO MESSRS RSM CHIO LIM LLP	5
3. ABOUT RSM CHIO LIM LLP	7
4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS	7
5. AUDIT COMMITTEE'S RECOMMENDATION	8
6. DIRECTORS' RECOMMENDATION	8
7. EXTRAORDINARY GENERAL MEETING	8
8. DIRECTORS' RESPONSIBILITY STATEMENT	8
9. ACTION TO BE TAKEN BY SHAREHOLDERS	8
10. DOCUMENTS AVAILABLE FOR INSPECTION	8
NOTICE OF EXTRAORDINARY GENERAL MEETING	10
PROXY FORM	

DEFINITIONS

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

“ACRA”	:	Accounting and Corporate Regulatory Authority
“Act”	:	The Companies Act, Chapter 50, of Singapore, as amended or modified from time to time or re-enactment thereof for the time being in force
“Audit Committee”	:	The audit committee of the Company, as at the date of this Circular
“Auditors”	:	The auditors of the Company for the time being
“Board of Directors”	:	The board of directors of the Company, as at the date of this Circular
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders dated 9 September 2016 in relation to the Proposed Change of Auditors
“Company”	:	San Teh Ltd
“Directors”	:	The directors of the Company, as at the date of this Circular
“EGM”	:	The extraordinary general meeting of the Company to be held at Village Hotel Katong, Saffron Ballroom, Level 4, 25 Marine Parade, Singapore 449536, on 26 September 2016 at 2.00 p.m., notice of which is set out on page 10 of this Circular
“EY”	:	Messrs Ernst & Young LLP
“FY”	:	Financial year ended or ending on 31 December
“Group”	:	The Company and its subsidiaries collectively
“Listing Manual”	:	The Listing Manual of the SGX-ST, as the same may be amended, varied or supplemented from time to time
“Proposed Change of Auditors”	:	The proposed change of Auditors of the Company from Messrs Ernst & Young LLP to Messrs RSM Chio Lim LLP
“PRC”	:	The People’s Republic of China
“RSM”	:	Messrs RSM Chio Lim LLP
“Securities Account”	:	The securities account maintained by a Depositor with CDP (but does not include a securities sub-account)
“SFA”	:	The Securities and Futures Act (Chapter 289) of Singapore, as amended or modified from time to time
“SFRS”	:	Singapore Financial Reporting Standards
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shares”	:	Ordinary shares in the share capital of the Company

DEFINITIONS

“Shareholders”	:	The registered holders of Shares in the Register of Members of the Company, except where the registered holder is the CDP, the term “Shareholders” shall, in relation to such Shares and where the context so admits, mean the Depositors whose Securities Accounts are credited with those Shares
“Substantial Shareholder”	:	A person who has an interest in not less than five per cent. (5%) of all the issued voting Shares
“Shares”	:	Ordinary shares in the capital of the Company

The term “associate”, “associated company” and “subsidiary” shall have the meanings ascribed to them respectively in the Fourth Schedule of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 and the Act.

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

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

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

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

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

LETTER TO SHAREHOLDERS

SAN TEH LTD

(Incorporated in the Republic of Singapore)
(Company Registration Number: 197901039W)

Board of Directors:

Kao Chuan Chi, Executive Chairman and CEO
Kao Chuan Trong, Executive Director and MD
Kao Ching Fong Nee Pan, Executive Director
Gui Kim Young @ Gui Kim Gan, Non-Executive and Independent Director
Chuang Wen Fu, Non-Executive and Independent Director
Ko Chuan Aun, Non-Executive and Independent Director

Registered Office:

701 Sims Drive #06-01
LHK Building
Singapore 387383

9 September 2016

To: The Shareholders of San Teh Ltd

Dear Sir/Madam,

PROPOSED CHANGE OF AUDITORS FROM MESSRS ERNST & YOUNG LLP TO MESSRS RSM CHIO LIM LLP

1. INTRODUCTION

The board of directors of the Company (the “**Board of Directors**”) is proposing to convene an extraordinary general meeting (the “**EGM**”) to seek approval from the shareholders of the Company (the “**Shareholders**”) for the proposed change of auditors of the Company, the rationale for which is set out in detail in paragraph 2 below (the “**Proposed Change of Auditors**”).

The purpose of this Circular is to provide Shareholders with information pertaining to the Proposed Change of Auditors, and to seek Shareholders’ approval in respect of the same at the EGM to be held on 26 September 2016 at 2.00 p.m. at Village Hotel Katong, Saffron Ballroom, Level 4, 25 Marine Parade, Singapore 449536, the notice of which is set out on page 10 of this Circular.

2. PROPOSED CHANGE OF AUDITORS FROM MESSRS ERNST & YOUNG LLP TO MESSRS RSM CHIO LIM LLP

2.1 Background and Rationale

The Company has been listed on the Mainboard of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) since 1993. The Company has engaged the services of Messrs Ernst & Young LLP (“**EY**”) as Auditors since the financial year ended 31 December 2010.

As part of the Board of Directors’ efforts to reduce costs and expenses in a challenging business climate, the Board of Directors proposes a change of auditors and requested for EY to resign as Auditors. On 12 July 2016, EY agreed to provide the Group with its resignation.

Pursuant to EY’s resignation on 12 July 2016, the Company intends to appoint Messrs RSM Chio Lim LLP (“**RSM**”) as Auditors in place of EY.

LETTER TO SHAREHOLDERS

The Company invited various audit firms in Singapore to propose their audit fees and had obtained comparative fee proposals. The Board of Directors considered the fee proposals from the various audit firms, and various other factors, including the adequacy of resources, the experience of the audit firm and the audit engagement partner, the number and experience of supervisory and professional staff and the audit firm's other audit engagements and the size and complexity of the Group's operations. In assessing the various audit firms, the Board of Directors did not consider the Audit Quality Indicators Disclosure Framework.

Taking into consideration that, *inter alia*, (i) the Proposed Change of Auditors is estimated to result in cost savings of approximately S\$53,300; (ii) the adequacy of resources of RSM in both Singapore and the PRC; and (iii) as at the date of their proposal, RSM is serving 44 other listed companies, the Board of Directors is of the view that RSM is the most cost-effective and appropriate candidate and that (i) RSM would be able to meet the overall audit requirements of the Group; and (ii) the appointment of RSM as auditors would be in compliance with Rules 712 and 715 of the Listing Manual. The Board of Directors is thus recommending that RSM be appointed as the new Auditors.

In connection with the above, the Group decided to change auditors and EY agreed to provide the Group with its resignation. EY has, in their letter dated 12 July 2016, given notice to the Directors of their resignation as Auditors of the Company.

RSM had, on 14 July 2016, given its written consent to be appointed as Auditors.

In this regard, the Company has considered the relevant experience and profile of the clientele of RSM and the audit partner-in-charge. The Audit Committee has also made enquiries on whether the audit partner-in-charge has been subject to the Practice Monitoring Programme ("PMP") and understands that the audit partner-in-charge has not yet been selected for PMP review. Further, the scope of the audit will remain the same. The Proposed Change of Auditors is subject to the approval of the Shareholders at the EGM and the consent from ACRA for EY's resignation as Auditors of the Company.

Pursuant to Section 205AB(5) of the Act, the resignation of EY will take effect upon the later of (a) the day (if any) specified for the purpose in the notice of resignation of EY; (b) the day on which ACRA notifies EY and the Company of ACRA's consent to the resignation; or (c) the day (if any) fixed by ACRA. As ACRA has issued its consent to EY's resignation on 11 July 2016, the appointment of RSM as Auditors of the Company will be effective upon the approval of the Shareholders at the EGM for the Proposed Change of Auditors and RSM will hold office until the conclusion of the next annual general meeting.

2.2 Requirements under Rule 712 of the Listing Manual

Mr. Adrian Tan Khai-Chung is the proposed audit partner-in-charge for the Company upon RSM's formal appointment. The Board of Directors has considered and is satisfied with the adequacy of the resources and experience of RSM and the persons to be assigned to the audit of the accounts of the Company, the number and experience of supervisory and professional staff who will be assigned to the audit of the accounts and its proposed audit arrangements for the Company, and is of the opinion that RSM will be able to meet the audit requirements of the Company and that Rule 712 of the Listing Manual has been complied with and/or will be complied with upon obtaining Shareholders' approval for the Proposed Change of Auditors.

2.3 Requirements under Rule 715 of the Listing Manual

The Board of Directors confirms that pursuant to the Proposed Change of Auditors, RSM and its affiliated/network firm in the PRC would be engaged to audit (i) its accounts and (ii) the accounts of its significant PRC incorporated subsidiaries and associated companies respectively. Accordingly, Rule 715 of the Listing Manual has been complied with and/or will be complied with upon obtaining Shareholders' approval for the Proposed Change of Auditors.

LETTER TO SHAREHOLDERS

2.4 Requirements under Rule 1203(5) of the Listing Manual

For the purposes of Rule 1203(5) of the Listing Manual:

- (a) EY has confirmed, by way of its letter dated 14 July 2016, that it is not aware of any professional reasons why RSM, being the new Auditors, should not accept the appointment as Auditors;
- (b) the Board of Directors confirms that there were no disagreements with EY on accounting treatments within the last 12 months from the date of this Circular;
- (c) the Board of Directors confirms that the Company is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders;
- (d) as mentioned in paragraph 2.1 above, the Board of Directors requested for EY to resign as the Board of Directors is of the view that a change of auditors should take place to reduce the costs and expenses of the Company and its subsidiaries, and, EY agreed to provide the Group with its resignation; and
- (e) as mentioned in paragraphs 2.2 and 2.3 above, the Board of Directors confirms that it has complied with Rules 712 and 715 in relation to the Proposed Change of Auditors.

3. ABOUT RSM CHIO LIM LLP

RSM Chio Lim LLP is part of the international RSM network of independent public accounting firms providing assurance, tax and business advisory services. The international RSM network has over 760 offices worldwide and global staff strength of 38,300. It is the sixth largest global provider of audit, tax and accounting services.

With a total staff strength of over 60 partners/directors and over 950 staff in Singapore, RSM Chio Lim LLP is ranked the largest accounting and business advisory group outside the big four accounting firms in Singapore. It is also registered with the Public Company Accounting Oversight Board (PCAOB).

The engagement partner-in-charge will be Mr. Adrian Tan Khai-Chung. Mr. Tan is a practising member of the Institute of Singapore Chartered Accountants (“ISCA”) and a public accountant registered with ACRA. He has approximately 18 years of experience prior to joining RSM Chio Lim LLP in 2014. Over the years, he has served a wide range of organisations in diverse industries, including large government-linked corporations, large hotels and property developers, oil and gas companies, large Singapore charities, as well as entities in the manufacturing, food and beverage and retail sectors. He is also the practice leader for the firm’s China Practice.

Singapore Standard on Quality Control (SSQC) 1, “Quality Control for Firms that Perform Audits and Reviews of Financial Statements and Other Assurance and Related Services Engagements” requires engagement quality control review for all audits of listed entities. As such, Mr. Teo Cheow Tong will be the engagement quality control partner. Mr. Teo is a practising member of ISCA and public accountant registered with ACRA. He has more than 31 years of experience in providing audit and assurance services to companies in the manufacturing, trading, construction and engineering, oil and gas as well as finance sectors. He was a member of the Accounting Standards Committee of ISCA from June 2007 to April 2010.

4. DIRECTORS’ AND SUBSTANTIAL SHAREHOLDERS’ INTERESTS

Save for their respective interests in the Company, none of the Directors or Substantial Shareholders have any direct or indirect interest in the Proposed Change of Auditors.

LETTER TO SHAREHOLDERS

5. AUDIT COMMITTEE'S RECOMMENDATION

The Audit Committee has reviewed the Proposed Change of Auditors and has recommended the appointment of RSM to the Board of Directors for their approval, after taking into consideration the suitability of RSM and compliance with the requirements of the Listing Manual. In assessing the various audit firms, the Audit Committee did not adopt the Audit Quality Indicators Disclosure Framework.

6. DIRECTORS' RECOMMENDATION

The Board of Directors, having considered the rationale and benefit of the Proposed Change of Auditors, is of the opinion that the Proposed Change of Auditors is in the best interests of the Company. Accordingly, the Directors recommend that the Shareholders vote in favour of the resolution relating to the Proposed Change of Auditors to be proposed at the EGM.

7. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on page 10 of this Circular, will be held at Village Hotel Katong, Saffron Ballroom, Level 4, 25 Marine Parade, Singapore 449536 on 26 September 2016 at 2.00 p.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing (with or without any modification) the resolution set out in the notice of EGM.

8. DIRECTORS' RESPONSIBILITY STATEMENT

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

9. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote at the EGM on their behalf will find attached to this Circular a Proxy Form which they are requested to complete, sign and return in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at 701 Sims Drive, #06-01, LHK Building, Singapore 387383, not less than 48 hours before the time fixed for the EGM.

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

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 701 Sims Drive #06-01, LHK Building, Singapore 387383, during normal business hours from the date of this Circular up to and including the time and date of the EGM:

- (a) the Constitution of the Company;
- (b) the notice of resignation as Auditors from EY dated 12 July 2016;
- (c) the professional clearance letter from EY to RSM dated 14 July 2016;

LETTER TO SHAREHOLDERS

- (d) the letter of consent to act as Auditors from RSM dated 14 July 2016; and
- (e) the annual report of the Company for FY2015.

Yours faithfully
For and on behalf of the Board of Directors of
San Teh Ltd

Lim Wee Tziang
Company Secretary

NOTICE OF EXTRAORDINARY GENERAL MEETING

SAN TEH LTD

(Incorporated in the Republic of Singapore)
(Company Registration Number: 197901039W)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of San Teh Ltd (the “**Company**”) will be held at Village Hotel Katong, Saffron Ballroom, Level 4, 25 Marine Parade, Singapore 449536 on 26 September 2016 at 2.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolution:

ORDINARY RESOLUTION: PROPOSED CHANGE OF AUDITORS

That:

Messrs RSM Chio Lim LLP (“**RSM**”) be hereby appointed as the Auditors of the Company in place of Messrs Ernst & Young LLP (“**EY**”) to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms to be agreed between the Directors and RSM (the “**Proposed Change of Auditors**”).

The Directors and each of them be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Change of Auditors and/or this Resolution.

(See Explanatory Notes to Shareholders)

BY ORDER OF THE BOARD

Lim Wee Tziang
Company Secretary

9 September 2016
Singapore

Explanatory Notes to Shareholders:

- (a) EY has confirmed that it is not aware of any professional reasons why RSM, being the new Auditors, should not accept appointment as Auditors;
- (b) the Board of Directors confirms that there were no disagreements with EY on accounting treatments within the last 12 months from the date of the Circular;
- (c) the Board of Directors confirms that the Company is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders;
- (d) the Board of Directors requested for EY to resign because the Board of Directors is of the view that a change of auditors should take place to reduce the costs and expenses of the Company and its subsidiaries, and, EY agreed to provide the Group with its resignation; and
- (e) the Board of Directors confirms that it has complied with Rules 712 and 715 in relation to the Proposed Change of Auditors.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (1) A member of the Company (except the relevant intermediary mentioned in Note 2 below) entitled to vote at the above Meeting is entitled to appoint one or two proxies to attend in his stead. Such proxy need not be a member of the Company and, where there are two proxies, the number of shares to be represented by each proxy must be stated.
- (2) A member of the Company who is a relevant intermediary (as defined in Section 181(1C) of the Companies Act, Cap. 50) and who is entitled to attend and vote at the above Meeting may appoint more than two proxies to attend and vote on his behalf, but each proxy must be appointed to exercise the rights attached to the respective share or on shares held by the member (which number and class of shares shall be specified). In such an event, the relevant intermediary shall submit a list of its proxies together with the information required in this proxy form to the Company.
- (3) The instrument or form appointing a proxy must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a body corporate, signed by an attorney duly authorised, or by a duly authorised officer on behalf of the corporation, or the common seal must be affixed thereto.
- (4) The instrument or form appointing a proxy, duly executed, must be deposited at the Company's registered office not less than 48 hours before the time for holding of the above Meeting.

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SAN TEH LTD

(Incorporated in the Republic of Singapore)
(Company Registration Number: 197901039W)

IMPORTANT

1. For investors who have used their CPF monies to buy shares of San Teh Ltd, this Circular is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

EXTRAORDINARY GENERAL MEETING PROXY FORM

I/We, _____ (name)

of _____ (address)
being a member/members of San Teh Ltd (the “**Company**”), hereby appoint:

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

and/or (delete as appropriate)

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

as my/our* proxy/proxies* to attend and vote for me/us* on my/our* behalf, at the Extraordinary General Meeting of the Company, to be held at Village Hotel Katong, Saffron Ballroom, Level 4, 25 Marine Parade, Singapore 449536 on 26 September 2016 at 2.00 p.m. and at any adjournment thereof. I/We* direct my/our* proxy/proxies* to vote for or against the Ordinary Resolution to be proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies* will vote or abstain from voting at his/her* discretion, as he/she* will on any other matter arising at the Meeting.

Ordinary Resolution	For	Against
To approve the change of auditors from Messrs Ernst & Young LLP to Messrs RSM Chio Lim LLP		

Dated this _____ day of _____ 2016

Total Number of Shares Held	
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Signature(s) of Shareholder(s)/
Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF CAREFULLY BEFORE COMPLETING THIS FORM

* Delete as appropriate



Notes:

1. A member (except the relevant intermediary mentioned under Note 3 below) entitled to attend and vote at the Meeting is entitled to appoint one or two proxies to attend and vote in his stead. He should indicate clearly how he would like the proxy to vote. If this proxy form is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.
2. Where a member appoints more than one proxy, the appointments shall be deemed to be alternative unless he specifies the proportion of his holding (expressed as a percentage of the whole) to be represented by each proxy.
3. A member of the Company who is a relevant intermediary (as defined in Section 181(1C) of the Companies Act, Cap. 50) and who is entitled to attend and vote at the above Meeting may appoint more than two proxies to attend and vote on its behalf, but each proxy must be appointed to exercise the rights attached to the respective share or shares held by the member (which number and class of shares shall be specified). In such an event, the relevant intermediary shall submit a list of its proxies together with the information required in this proxy form to the Company.
4. If a shareholder submits a proxy form and subsequently attends the meeting in person and votes, the appointment of the proxy will be revoked, and in such event, the Company reserves the right to refuse and admit any person or persons appointed under the instrument of proxy to the meeting.
5. A proxy need not be a member of the Company.
6. Please insert the total number of shares held by you. If you have shares entered against your name on the Depository Register, you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.
7. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 701 SIMS DRIVE #06-01 LHK BUILDING, SINGAPORE 387383 not less than 48 hours before the time set for the Meeting.
8. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
9. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

GENERAL:

The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of shares entered on the Depository Register, the Company may reject a Proxy Form if the member, being the appointor, is not shown to have shares entered against his name on the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY:

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

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