
LETTER TO SHAREHOLDERS



招商局 亚太有限公司

China Merchants Holdings (Pacific) Limited

CHINA MERCHANTS HOLDINGS (PACIFIC) LIMITED

(Incorporated in the Republic of Singapore)

Company Registration No. 198101278D

Directors

Mr Luo Hui Lai (*Executive Chairman & Chief Executive Officer*)

Mr Zheng Hai Jun (*Non-Executive Vice Chairman*)

Mr Jiang Yan Fei (*Vice Chairman, General Manager & Chief Operating Officer*)

Mr Wang Xiu Feng (*Non-Executive Director*)

Dr Lim Heng Kow (*Independent Director*)

Dr Hong Hai (*Independent Director*)

Registered Office

50 Raffles Place

#32-01 Singapore Land Tower

Singapore 048623

6 April 2016

To: The Shareholders of China Merchants Holdings (Pacific) Limited (the “**Company**”)

Dear Sir/Madam

(1) THE ADOPTION OF THE NEW CONSTITUTION; AND

(2) THE AUTHORITY TO ISSUE SHARES UNDER THE CHINA MERCHANTS HOLDINGS (PACIFIC) LIMITED SCRIP DIVIDEND SCHEME.

1. INTRODUCTION

1.1 Summary. We refer to **Resolutions 11** and **12** in the Notice of the Annual General Meeting (“**AGM**”) of the Company convening the AGM to be held on 28 April 2016, which relate to the following proposals respectively:

- (a) the adoption of a new constitution of the Company (the “**New Constitution**”), which will consist of the memorandum and articles of association of the Company which were in force immediately before 3 January 2016 (the “**Existing Constitution**”), and incorporating the amendments as described in paragraphs 2.2 and 2.3 below; and
- (b) the authority to issue new ordinary shares in the capital of the Company for the purposes of, in connection with or where contemplated by, the Scrip Dividend Scheme (as defined in paragraph 2.3(a) below) (“**New Shares**”),

(collectively, the “**Proposals**”). **Resolutions 11** and **12** will be tabled for the approval of the shareholders of the Company (“**Shareholders**”) at the AGM.

1.2 This Letter. The purpose of this Letter is to provide Shareholders with relevant information relating to the Proposals.

1.3 Disclaimer. The Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) takes no responsibility for the accuracy of any statements made, reports contained or opinions expressed in this Letter. Shareholders who are in any doubt as to the action they should take should consult their stockbrokers, bank managers, accountants, solicitors or other professional advisers immediately.

LETTER TO SHAREHOLDERS

2. ADOPTION OF THE NEW CONSTITUTION

2.1 Companies (Amendment) Act 2014. The Companies (Amendment) Act 2014 (No. 36 of 2014) (the “**Amendment Act**”), which was passed by Parliament on 8 October 2014 and took effect in phases on 1 July 2015 and 3 January 2016 respectively, introduced wide-ranging changes to the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”). The changes aim to reduce regulatory burden on companies, provide for greater business flexibility and improve the corporate governance landscape in Singapore. The key changes include the introduction of the multiple proxies regime to enfranchise indirect investors and Central Provident Fund investors, provisions to facilitate the electronic transmission of notices and documents, and the merging of the memorandum and articles of association of a company into one document called the “constitution”.

2.2 Rationale. The directors of the Company (the “**Directors**”) accordingly propose to adopt the New Constitution, which will consist of the Existing Constitution and updated:

- (a) to facilitate implementation of the Scrip Dividend Scheme by the Company;
- (b) to incorporate amendments to take into account the changes to the Companies Act introduced pursuant to the Amendment Act;
- (c) to ensure consistency with the prevailing listing rules of the SGX-ST in compliance with Rule 730(2) of the Listing Manual of the SGX-ST (the “**Listing Manual**”);
- (d) to take into account the personal data protection regime in Singapore; and
- (e) to streamline and rationalise certain other provisions.

At the same time, the existing objects clauses will be replaced with a general provision giving the Company full capacity to carry on or undertake any business or activity, do any act or enter into any transaction.

2.3 Summary of Principal Provisions. The following is a summary of the principal provisions of the New Constitution which are significantly different from the equivalent provisions in the Existing Constitution:

(a) ***Scrip Dividend Scheme***

On 25 February 2016, the Company announced a proposal to introduce a scrip dividend scheme called the “China Merchants Holdings (Pacific) Limited Scrip Dividend Scheme” (the “**Scrip Dividend Scheme**”). When implemented, the Scrip Dividend Scheme will provide Shareholders with greater flexibility in meeting their investment objectives as it will give Shareholders the choice of receiving dividends to which the Scrip Dividend Scheme applies in the form of New Shares (credited as fully paid) and/or cash. This will enable Shareholders to participate in the share capital of the Company without incurring brokerage fees and other related costs. The Directors believe that the Company will benefit from the participation by Shareholders in the Scrip Dividend Scheme as, to the extent that Shareholders elect to receive dividends in the form of New Shares, the issue of New Shares will enlarge the Company’s share capital base and the cash which would otherwise have been paid out in cash dividends may be retained by the Company to strengthen its working capital position and/or fund the growth and expansion of the Company and its subsidiaries (the “**Group**”). Further information about the Scrip Dividend Scheme may be found in the Company’s announcement dated 25 February 2016 entitled “**Proposed Scrip Dividend Scheme**” which is available on the website of the SGX-ST at www.sgx.com.

Shareholders should note that implementation of the Scrip Dividend Scheme by the Company is conditional upon Shareholders approving the adoption of the New Constitution, which includes the insertion of a new article 133 to facilitate scrip dividend payments by the Company.

LETTER TO SHAREHOLDERS

Article 133 is proposed to be inserted to detail how scrip dividend payments are to be implemented, empower the Directors to determine the manner in which scrip dividend payments are to be implemented, and will enable Shareholders to elect to receive New Shares credited as fully paid in lieu of part only or all of the cash amount of any dividend to which the Scrip Dividend Scheme applies, in accordance with the Scrip Dividend Scheme. The text of new article 133 is set out in paragraph 66 of **Appendix A** to this Letter.

(b) **Companies Act**

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

- (i) **Article 1 (Article 2 of Existing Constitution).** Article 1, which is the interpretation section of the New Constitution, includes the following additional/revised provisions:
 - (A) new definitions of “registered address” and “address” to make it clear that these expressions mean, in relation to any Shareholder, his physical address for the service or delivery of notices or documents personally or by post, except where otherwise expressly specified in the New Constitution;
 - (B) revised definition of “in writing” to make it clear that this expression includes any representation or reproduction of words, symbols or other information which may be displayed in a visible form, whether physical or electronic. This would facilitate, for example, a proxy instrument being in either physical or electronic form;
 - (C) a new provision stating that the expressions “Depositor”, “Depository”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them respectively in the Securities and Futures Act, Chapter 289 of Singapore (the “**Securities and Futures Act**”). This follows the migration of the provisions in the Companies Act which relate to the Central Depository System to the Securities and Futures Act pursuant to the Amendment Act;
 - (D) a new provision stating that the expressions “current address”, “electronic communication” and “relevant intermediary” shall have the meanings ascribed to them respectively in the Companies Act. This follows the introduction of new provisions facilitating electronic communication and the multiple proxies regime pursuant to the Amendment Act; and
 - (E) a new provision stating that a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under the New Constitution.
- (ii) **Article 6(B) (new provision).** Article 6(B) is a new provision which provides that new shares may be issued for no consideration. This is in line with the new section 68 of the Companies Act, which clarifies that a company having a share capital may issue shares for which no consideration is payable to the issuing company.
- (iii) **Article 12 (Article 50 of Existing Constitution).** Article 12, which relates to the Company’s power to alter its share capital, contains a new provision which empowers the Company, by ordinary resolution, to convert its share capital or any class of shares from one currency to another currency. This is in line with the new section 73 of the Companies Act, which sets out the procedure for such redenominations. The threshold of approval for the Company to convert one class of shares into another class of shares has also been amended from an ordinary resolution to a special resolution. This is in line with the new section 74A of the Companies Act, which sets out the procedure for such conversions.

LETTER TO SHAREHOLDERS

- (iv) **Article 17A (Article 12 of Existing Constitution).** Article 17A, which relates to the Company's power to charge interest on capital where shares are issued to defray expenses on, *inter alia*, construction works, contains additional provisions to clarify that the Company may not pay interest on treasury shares. This is in line with section 78 of the Companies Act.
- (v) **Article 19 (Article 17 of Existing Constitution).** The requirement to disclose the amount paid on the shares in the share certificate relating to those shares has been removed in article 19, which relates to share certificates. A share certificate need only state, *inter alia*, the number and class of the shares, whether the shares are fully or partly paid up, and the amount (if any) unpaid on the shares. This follows the amendments to section 123(2) of the Companies Act pursuant to the Amendment Act.
- (vi) **Article 56 (Article 60 of Existing Constitution).** Article 56, which relates to the routine business that is transacted at an Annual General Meeting of the Company, substitutes references to "balance sheet" with "financial statements", and the reference to "reports of the Directors" with "Directors' statement", for consistency with the updated terminology in the Companies Act.
- (vii) **Article 64 of Existing Constitution.** Article 64 of the Existing Constitution, which relates to resolutions in writing of Shareholders, has been deleted in the New Constitution as it is not applicable in the context of the Company, which is listed on the SGX-ST. This is in line with section 184A of the Companies Act, as amended pursuant to the Amendment Act.
- (viii) **Article 64(B) (Articles 67 and 72 of Existing Constitution).** Article 64(B), which relates to the method of voting at a general meeting of the Company where mandatory polling is not required, has been revised to, *inter alia*, reduce the threshold for eligibility to demand a poll from 10 per cent. to five per cent. of the total voting rights of all the Shareholders having the right to vote at the meeting. This is in line with section 178 of the Companies Act, as amended pursuant to the Amendment Act.
- (ix) **Articles 68, 74 and 76 (Articles 73, 79(b), 80, 81 and 82 of Existing Constitution).** Article 68, which relates to the manner of voting by Shareholders, contains new provisions which cater to the multiple proxies regime introduced by the Amendment Act. The multiple proxies regime allows "relevant intermediaries", such as banks, capital markets services licence holders which provide custodial services for securities and the Central Provident Fund Board, to appoint more than two proxies to attend, speak and vote at general meetings of the Company. In particular, in the case of a Shareholder who is a "relevant intermediary" and who is represented at a general meeting of the Company by two or more proxies, each proxy shall be entitled to vote on a show of hands. This is in line with the new section 181(1D) of the Companies Act.

In addition, amendments have been made to article 74, which relates to the appointment of proxies, to provide that:

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

LETTER TO SHAREHOLDERS

- (B) the Company shall be entitled and bound to reject an instrument of proxy lodged by a Depositor if he is not shown to have any shares entered against his name in the Depository Register (each as defined in the Securities and Futures Act) as at 72 (previously 48) hours before the time of the relevant general meeting. Consequential changes have also been made to article 68 to make it clear that the number of votes which a Depositor or his proxy can cast on a poll is the number of shares entered against such Depositor's name in the Depository Register as at 72 hours before the time of the relevant general meeting. This is in line with the new section 81SJ(4) of the Securities and Futures Act;
- (C) the Company shall be entitled and bound to accept as the maximum number of votes, which in aggregate the proxy or proxies appointed by a Depositor is or are able to cast on a poll, a number which is the number of shares against the name of that Depositor in the Depository Register as at 72 hours before the time appointed for holding the relevant general meeting. This is in line with section 178(1)(c) of the Companies Act, as amended pursuant to the Amendment Act; and
- (D) the Company shall be entitled and bound, in determining rights to vote and other matters in respect of a completed instrument of proxy, to have regard to the instructions (if any) given by and the notes (if any) set out in the instrument of proxy.

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

- (x) **Article 86 (Article 91 of Existing Constitution).** Article 86, which relates to Directors holding an office of profit and contracting with the Company, has been amended to 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 line with section 156 of the Companies Act, as amended pursuant to the Amendment Act.
- (xi) **Article 96 (Article 100 of Existing Constitution).** Article 96, which relates to the filling of the office vacated by a retiring Director, has been amended to remove the prohibition on the re-election of a retiring Director who attains any retiring age. This is in line with section 74 of the Amendment Act, which removes the age limit for directors of a public company.
- (xii) **Articles 96 and 97 (Article 100 of Existing Constitution).** Article 97, which relates to a resolution for the appointment of two or more persons as Directors, is a new provision which prohibits the appointment of two or more persons as Directors by a single resolution at any general meeting of the Company, unless a resolution that it shall be so moved has first been agreed to by the meeting without any vote being given against it. Consequential amendments have also been made to article 96, which relates to the filling of the office vacated by a retiring Director, which contains an additional prohibition on the deemed re-election of a retiring Director where there is a contravention of article 97. These changes are in line with section 150 of the Companies Act.

LETTER TO SHAREHOLDERS

- (xiii) **Article 100 (Article 103 of Existing Constitution).** Article 100, which relates to the Directors' power to fill casual vacancies and to appoint additional Directors, has been amended to clarify that the Company may also do so by an ordinary resolution. This is in line with the new section 149B of the Companies Act, which provides that unless the constitution of the company otherwise provides, a company may appoint a director by an ordinary resolution passed at a general meeting.
- (xiv) **Article 113 (Article 114 of Existing Constitution).** Article 113, which relates to the general powers of the Directors to manage the Company's business, has been amended to clarify that the business and affairs of the Company is to be managed by, or under the direction of, or additionally, under the supervision of, the Directors. This is in line with section 157A of the Companies Act, as amended pursuant to the Amendment Act.
- (xv) **Articles 122, 141 and 142 (Articles 123, 145 and 146 of Existing Constitution).** Article 142, which relates to the sending of the Company's financial statements and related documents to, *inter alia*, Shareholders, contains additional provisions which provide that such documents may, subject to the listing rules of the SGX-ST, be sent less than 14 days before the date of the general meeting with the agreement of all persons entitled to receive notices of general meetings of the Company. This is in line with the new section 203(2) of the Companies Act, which provides that the requisite financial statements and other related documents may be sent less than 14 days before the date of the general meeting at which they are to be laid if all the persons entitled to receive notice of general meetings of the company so agree. The requirement to send these documents to debenture holders has also been removed. Notwithstanding this proviso, the Company is currently required to comply with Rule 707(2) of the Listing Manual, which provides that an issuer must issue its annual report to shareholders and the SGX-ST at least 14 days before the date of its annual general meeting.
- References to the Company's "profit and loss accounts" and "Directors' report" have also been updated in articles 141 and 142 and substituted with references to "financial statements" and "Directors' statement", as appropriate, for consistency with the updated terminology in the Companies Act.
- Article 122, which relates to the power to authenticate documents, has been amended to include financial statements as part of the list of documents that any Director or the Company Secretary or any person appointed by the Directors for the purpose may authenticate.
- (xvi) **Article 139A (Article 140 of Existing Constitution).** Article 139A, which relates to the minutes of the Company, contains additional provisions which require the Directors to cause minutes to be made in books to be provided for the purpose of all resolutions and proceedings at all meetings of its Chief Executive Officers. This is in line with section 188 of the Companies Act, as amended pursuant to the Amendment Act.
- (xvii) **Article 139B (Article 141 of Existing Constitution).** Article 139B(A), which relates to the compliance by the Company with regards to the registration of charges, the provision of information to the Registrar of Companies and the keeping of various registers, has been updated in line with section 164 of the Companies Act, as amended pursuant to the Amendment Act, as well as the new sections 173 and 173A of the Companies Act.
- (xviii) **Article 139C (Article 142 of Existing Constitution).** Article 139C, which relates to the form of the registers and books to be kept by or on behalf of the Company, has been updated to provide that such records may be kept either in hard copy or electronic form. This is in line with the new sections 395 and 396 of the Companies Act.

LETTER TO SHAREHOLDERS

- (xix) **Articles 145 and 147 (Articles 151, 155 and 156 of Existing Constitution).** Article 145, which relates to the service of notices to Shareholders, contains new provisions to facilitate the electronic transmission of notices and documents following the introduction of simplified procedures for the sending of notices and documents electronically pursuant to the new section 387C of the Companies Act.

Under the new section 387C of the Companies Act, notices and documents may be given, sent or served using electronic communications with the express, implied or deemed consent of the member in accordance with the constitution of the company. There is “express consent” if a shareholder expressly agrees with the company that notices and documents may be given, sent or served on him using electronic communications. There is “deemed consent” if the constitution (A) provides for the use of electronic communications and specifies the mode of electronic communications and (B) specifies that shareholders will be given an opportunity to elect, within a specified period of time, whether to receive electronic or physical copies of such notices and documents, and the shareholder fails to make an election within the specified period of time. There is “implied consent” if the constitution (A) provides for the use of electronic communications and specifies the mode of electronic communications and (B) specifies that shareholders agree to receive such notices or documents by way of electronic communications and do not have a right to elect to receive physical copies of such notices and documents. Certain safeguards for the use of the deemed consent and implied consent regimes are prescribed under the new regulation 89C of the Companies Regulations, Chapter 50, Regulation 1 of Singapore.

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

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

In particular, article 145 provides that:

- (I) notices and documents may be sent to Shareholders using electronic communications either to a Shareholder’s current address (which may be an email address) or by making it available on a website;
- (II) for these purposes, a Shareholder is deemed to have agreed to receive such notice or document by way of electronic communications and shall not have a right to elect to receive a physical copy of such notice or document; and

LETTER TO SHAREHOLDERS

- (III) notwithstanding sub-paragraph (II) above, the Directors may decide to give Shareholders an opportunity to elect to opt out of receiving such notice or document by way of electronic communications, and a Shareholder is deemed to have consented to receive such notice or document by way of electronic communications if he was given such an opportunity but failed to opt out within the specified time.

Article 145(E) additionally provides for when service is effected in the case of notices or documents sent by electronic communications. In particular, where a notice or document is sent by electronic communications to the current address of a Shareholder, it shall be deemed to be served at the time of transmission of the electronic communication by the email server or facility operated by the Company or its service provider to the current address of such Shareholder, unless otherwise provided under the Companies Act and/or other applicable regulations or procedures. Where a notice or document is made available on a website, it shall be deemed to be served on the date on which the notice or document is first made available on the website, unless otherwise provided under the Companies Act and/or other applicable regulations or procedures. Article 145(F) further provides that in the case of service on a website, the Company must give separate notice of the publication of the notice or document on that website and the manner in which the notice or document may be accessed, to Shareholders by (1) sending such notice to them personally or through the post, (2) sending such notice using electronic communications to their current addresses, (3) advertisement in the daily press and/or (4) by way of announcement on the SGX-ST.

Consequential amendments have been made to article 147, which relates to service of notices after the death or bankruptcy of a Shareholder, such that service or delivery can now be made through electronic communications to the relevant person entitled to a share in consequence of the death or bankruptcy of a Shareholder.

Regulations were introduced on 3 January 2016 under the Companies Act (as amended by the Amendment Act) to provide for safeguards for the use of electronic communications under the new section 387C of the Companies Act. These safeguards, in particular, exclude notices or documents relating to rights issues and take-overs from the application of section 387C, and thus are not permitted to be transmitted by electronic means pursuant to section 387C.

As at 30 March 2016, being the latest practicable date prior to the printing of this Letter (the “**Latest Practicable Date**”), the outcome of a public consultation by the SGX-ST on, *inter alia*, whether listed issuers should be allowed to send notices and documents to shareholders electronically under the new regimes permitted under the Companies Act is not yet known. In its consultation, the SGX-ST had also asked for comments on additional safeguards in relation to the new regimes. There is no certainty that the listing rules will be amended to allow electronic transmission of notices and documents under the new regimes. Going forward, for so long as the Company is listed on the SGX-ST, the Company will not make use of the new regimes to transmit notices or documents electronically to Shareholders unless the SGX-ST’s listing rules allow it, and the Company will comply with the SGX-ST’s listing rules on the subject.

- (xx) **Article 152 (Article 162 of Existing Constitution).** Article 152, which relates to the indemnification of Directors and other officers, contains additional provisions to permit the Company, subject to the provisions of and so far as may be permitted by the Companies Act, to indemnify a Director against losses “to be incurred” by him in the execution of his duties. This is in line with the new sections 163A and 163B of the Companies Act, which permit a company to lend, on specified terms, funds to a director for meeting expenditures incurred or to be incurred by him in defending court proceedings or regulatory investigations.

LETTER TO SHAREHOLDERS

(c) ***Listing Manual***

Rule 730(2) of the Listing Manual provides that if an issuer amends its articles of association or other constituent documents, they must be made consistent with all the listing rules prevailing at the time of amendment. The following articles have been updated for consistency with the prevailing listing rules of the SGX-ST, in compliance with Rule 730(2) of the Listing Manual:

- (i) **Article 11(B) (Article 46 of Existing Constitution).** Article 11(B), which relates to the power of the Company to increase its share capital, has been amended to allow the Company by ordinary resolution in a general meeting to give the Directors a general authority to, *inter alia*, issue shares and other instruments convertible into shares. This amendment is in line with Rule 806 of the Listing Manual.
- (ii) **Articles 18 and 21 (Articles 18 and 26 of Existing Constitution).** Article 18, which relates to the allotment of shares, contains additional provisions which provide that the Directors shall allot shares applied for within 10 market days of the closing date. Consequential amendments have been made to article 21, which relates to the entitlement of Shareholders to share certificates, to provide that every Shareholder is entitled to receive share certificates for his shares within 10 market days (previously one month) of the closing date of any application for shares or the date of lodgement of a registrable transfer (as the case may be). These amendments are in line with Rules 731 and 732(3) of the Listing Manual.
- (iii) **Articles 41 and 42 (Articles 23 and 24 of Existing Constitution).** Articles 41 and 42, which relate to the power of the Directors to decline to register a transfer of shares under certain prescribed circumstances, have been amended to provide that the Directors have a time limit of 10 market days (previously one month) to send a notice of the refusal to the transferor and the transferee. This is in line with Rule 733 of the Listing Manual.
- (iv) **Articles 64 and 65 (Articles 67 and 68 of Existing Constitution).** Article 64, which relates to the method of voting at general meetings of the Company, contains additional provisions to clarify that, if required by the listing rules of the SGX-ST, all resolutions at general meetings of the Company shall be voted by poll (unless such requirement is waived by the SGX-ST). Consequential changes have been made to article 65. These changes are in line with Rule 730A(2) of the Listing Manual.
- (v) **Article 65 (Article 68 of Existing Constitution).** Article 65, which relates to the taking of a poll in general meetings of the Company, has been amended to clarify that scrutineers will be appointed, if required by, *inter alia*, the listing rules of the SGX-ST. This is in line with Rule 730A(3) of the Listing Manual.
- (vi) **Articles 93 and 96 (Articles 97 and 100 of Existing Constitution).** Article 93, which relates to the vacation of the office of a Director upon the occurrence of certain events, contains additional provisions to clarify that the office of a Director shall also be vacated if he is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds. Consequential changes have been made to article 96, which contains an additional prohibition on the deemed re-election of a retiring Director where such Director is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds. These changes are in line with paragraph (9)(n) of Appendix 2.2 of the Listing Manual.

LETTER TO SHAREHOLDERS

- (vii) **Article 142A (Article 147 of Existing Constitution).** Article 142A, which sets out the requirement for financial statements and other related documents to be sent to the SGX-ST, has been amended to provide that the Company must supply the SGX-ST with 30 final printed copies (previously four) or such number as the SGX-ST may require from time to time (and one soft copy in such format as the SGX-ST may require) of such documents. This is in line with Rule 743 of the Listing Manual.
- (d) **Objects clauses.** The existing objects clauses contained in the Existing Constitution are proposed to be deleted and substituted with a general provision in article 4(A) of the New Constitution to the effect that, subject to the provisions of the Companies Act and any other written law and the New Constitution, the Company has:
- (i) full capacity to carry on or undertake any business or activity, do any act or enter into any transaction; and
 - (ii) for these purposes, full rights, powers and privileges.
- This is in line with section 23 of the Companies Act, which provides that a company has full capacity to carry on or undertake any business or activity, do any act or enter into any transaction, subject to the law and to the provisions of its constitution.
- By deleting the existing objects clauses (which sets out an extensive list of the activities which the Company has capacity or power to engage in) and taking advantage of the flexibility afforded by section 23 of the Companies Act, the Company will have all the powers of a natural person, with full capacity and ability to carry on or undertake any business or activity, and to enter into any transaction. This will facilitate the Company in adapting to the rapidly changing business environment, and to undertake various business activities and enter into business transactions for the benefit of the Company and its Shareholders. The proposed change will also remove any uncertainty as to whether the Company has the power to act in a particular way or to engage in a particular transaction arising from unduly restrictive provisions in the specific objects clauses.
- Notwithstanding the deletion of the existing objects clauses, the Company will still be required to comply with the Companies Act and the Listing Manual in carrying on its business and undertaking business activities. For example, if required by Chapter 10 of the Listing Manual, the Company will have to obtain Shareholders' approval to enter into a transaction for the acquisition or disposal of assets.
- (e) **Personal data protection regime.** In general, under the Personal Data Protection Act 2012 (No. 26 of 2012), an organisation can only collect, use or disclose the personal data of an individual with the individual's consent, and for a reasonable purpose which the organisation has made known to the individual. The new article 154 specifies, *inter alia*, the purposes for which the Company and/or its agents and service providers would collect, use and disclose personal data of Shareholders and their appointed proxies and/or representatives.
- (f) **General.** The following articles have been deleted or updated, streamlined and rationalised generally (as the case may be):
- (i) **Article 1 (Article 2 of Existing Constitution).** Article 1, which is the interpretation section of the New Constitution, includes revised definitions of:
 - (A) "member" to make it clear that it excludes the situation where the Company is a member by reason of it holding its shares as treasury shares;
 - (B) "Secretary" to include any person appointed by the Directors to perform any of the duties of the secretary and any one of two or more persons appointed to act as joint secretaries; and

LETTER TO SHAREHOLDERS

- (C) “holders” to exclude the Depository or its nominee and the Company in relation to shares held by it as treasury shares, and where the context so requires, be deemed to include reference to Depositors whose names are entered in the Depository Register.
- (ii) **Articles 5 and 128 of Existing Constitution.** Article 5 of the Existing Constitution, which relates to the authorised share capital of the Company, has been deleted as the concept of authorised capital has been abolished. Article 128 of the Existing Constitution, which relates to the share premium account of the Company, has also been deleted as a consequential amendment.
- (iii) **Articles 5A to Article 5G of Existing Constitution.** These articles have been deleted as the Company no longer has any redeemable convertible preference shares in issue.
- (iv) **Article 7 (Article 7 of Existing Constitution).** Article 7, which relates to the issuance of shares, has been amended to remove the prohibition of the issuance of shares at a discount (as the concept of par value has been abolished). The threshold for the requirement of the prior approval of the Company in a general meeting for the issuance of shares (which now refers to the limits in article 11(B) instead of the transfer of a controlling interest in the Company) has also been amended.
- (v) **Article 8(A) (Article 8 of Existing Constitution).** Article 8(A), which relates to preference shares, has been amended to remove references to the total nominal value of issued preference shares and the total nominal value of the issued ordinary shares as the concept of par value has been abolished.
- (vi) **Article 9 (Article 9 of Existing Constitution).** Article 9, which relates to the variation of rights attached to any class of shares, contains additional provisions to clarify that the provisions of article 9 shall apply to the variation or abrogation of the special rights attached to only some 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.
- (vii) **Articles 13(B) and 13(C) (Article 51A of Existing Constitution).** Article 13(B), which relates to the Company’s power to repurchase shares, has been amended to allow the Company to hold any shares purchased or acquired as treasury shares in accordance with the Companies Act. Article 13(C) additionally provides that the Company shall not exercise any right in respect of treasury shares other than as provided by the Companies Act.
- (viii) **Article 17 (Article 11 of Existing Constitution).** Article 17, which relates to the power of the Company to pay commissions and brokerage on any issue of shares, has been amended to remove the limit of commission payable at 10 per cent. of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 per cent. of that price (as the case may be).
- (ix) **Article 19 (Article 17 of Existing Constitution).** Article 19, which relates to the issue of share certificates, contains additional provisions to clarify that no certificate shall be issued representing shares of more than one class. Article 19 has also been amended to provide that facsimile signatures on the share certificates may be reproduced by mechanical, electronic or other method approved by the Directors (previously approved by the auditors of the Company).
- (x) **Article 35 (Article 42 of Existing Constitution).** Article 35, which relates to the Company’s lien over shares which are not fully paid, contains additional provisions to clarify that the Directors may waive any lien which has arisen and may resolve that any share shall for some limited period be exempt wholly or partially from the provisions of article 35.

LETTER TO SHAREHOLDERS

- (xi) **Article 39 (Articles 20 and 21 of Existing Constitution).** Article 39, which relates to the form and execution of the transfer of shares, has been amended to remove references to the redeemable convertible preference shares as these are no longer in issue.
- (xii) **Articles 39A, 70, 78 and 93(e) (Articles 22, 75, 83 and 97(e) of Existing Constitution).** These articles have been updated to substitute references to insane persons and persons of unsound mind with references to persons who are mentally disordered and incapable of managing himself or his affairs, following the enactment of the Mental Health (Care and Treatment) Act, Chapter 178A of Singapore, which repealed and replaced the Mental Disorders and Treatment Act. In particular, article 78 provides a cut-off time of one hour before the commencement of the meeting or adjourned meeting for any intimation in writing about the death or mental disorder of the principal or revocation of the appointment of the proxy to be received by the Company in order for it to invalidate a vote cast by said proxy.
- (xiii) **Article 45 (new provision).** Article 45, which relates to the destruction of documents, is a new provision which entitles the Company to destroy (A) all instruments of transfer after the expiration of six years from the date of registration thereof, (B) all dividend mandates and notifications of change of address at any time after the expiration of six years from the date of recording thereof and (C) all share certificates which have been cancelled at any time after the expiration of six years from the date of the cancellation thereof.
- (xiv) **Article 48 (Article 29 of Existing Constitution).** Article 48, which sets out the rights of persons on the transmission of shares, contains additional provisions to clarify that a person being entitled to a share upon the death or bankruptcy of a Shareholder shall not be entitled to exercise any right conferred by membership in relation to meetings of the Company prior to registration as a Shareholder, except with the authority of the Directors.
- (xv) **Articles 58 and 107 (Articles 65 and 109 of Existing Constitution).** Article 58, which relates to the presiding chairman at a general meeting of the Company, contains additional provisions to (A) provide that the Deputy Chairman of the Board of Directors shall preside as chairman at a general meeting of the Company in the event that the Chairman of the Board of Directors is not present or unwilling to act and (B) empower the Directors to choose one of their number to be chairman of the meeting in the event that neither the Chairman nor the Deputy Chairman of the Board of Directors is present within 15 minutes after the time appointed for holding the meeting and willing to act.

A consequential amendment has also been made to article 107(A), which relates to the Chairman and Deputy Chairman of the Board of Directors, to provide that the Directors can elect two or more Deputy Chairmen of the Board of Directors. Article 107(B), which relates to the absence of the Chairman of the Board of Directors at a meeting of the Directors or of the Company, is a new provision which provides that where there is more than one Deputy Chairman of the Board of Directors, the right to preside at such meeting in the absence of the Chairman of the Board of Directors shall be determined by seniority in length of appointment or otherwise as resolved by the Directors.
- (xvi) **Article 59 (Article 62 of Existing Constitution).** Article 59, which relates to the quorum at general meetings of the Company, has been amended to clarify that (A) no business other than the appointment of a chairman shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business and (B) for the purpose of determining a quorum, a proxy representing more than one Shareholder shall only count as one Shareholder, and where a Shareholder is represented by more than one proxy, such proxies shall count as only one Shareholder.

LETTER TO SHAREHOLDERS

- (xvii) **Article 60 (Article 63 of Existing Constitution).** Article 60, which sets out the steps to take in the event that a quorum is not present at a general meeting of the Company, has been amended to require not less than 10 days' notice to be given if a general meeting is adjourned (being a meeting that is convened otherwise than on the requisition of Shareholders) to a day, time or place other than the same day in the next week with the same time and place of the original meeting.
- (xviii) **Article 61 (Article 66 of Existing Constitution).** Article 61, which relates to the adjournment of general meetings of the Company, has been amended to clarify that general meetings can be adjourned *sine die*, with the time and place for the adjourned meeting to be fixed by the Directors.
- (xix) **Article 63 (new provision).** Article 63, which relates to amendments of resolutions, is a new provision which provides that (A) if the chairman of the meeting shall in good faith rule that an amendment proposed to any resolution under consideration is out of order, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling and (B) no amendments to a special resolution (other than a mere clerical amendment to correct a patent error) may be considered or voted upon in a meeting.
- (xx) **Article 64(B) (Article 67 of Existing Constitution).** Article 64(B), which relates to the method of voting at a general meeting of the Company where mandatory polling is not required, has been amended to provide that not less than two (previously three) Shareholders present in person or by proxy and entitled to vote at the meeting may demand a poll at any such general meeting. In addition, article 64(B) also contains additional provisions to clarify that a demand for a poll made pursuant to article 64(B) may be withdrawn only with the approval of the chairman of the meeting, and that any such demand shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.
- (xxi) **Article 74(C) (new provision).** Article 74(C), which relates to the instructions and notes set out in an instrument of proxy, is a new provision which provides that the Company shall be entitled and bound, in determining rights to vote and other matters in respect of a completed instrument of proxy submitted to it, to have regard to such instructions and notes.
- (xxii) **Articles 75 and 76 (Articles 79 and 81 of Existing Constitution).** Article 75, which relates to the execution and deposit of instruments appointing a proxy, contains additional provisions to facilitate the appointment of a proxy through electronic means online. In particular, it provides that a Shareholder can elect to signify his approval for the appointment of a proxy via electronic communication, through such method and in such manner as may be approved by the Directors, in lieu of the present requirement of signing, or where applicable, the affixation of a corporate Shareholder's common seal.

For the purpose of accommodating the deposit by Shareholders and receipt by the Company of electronic proxy instructions by Shareholders who elect to use the electronic appointment process, article 76, which relates to the deposit of proxies, contains additional provisions which authorise the Directors to prescribe and determine the manner of receipt by the Company of the instrument appointing a proxy through electronic means. Article 76 also contains additional provisions to clarify that an instrument of proxy relating to more than one meeting (including any adjournment thereof) which has been delivered once in accordance with article 76 for the purposes of any meeting shall not be required to be delivered again for the purposes of any subsequent meeting to which it relates.

- (xxiii) **Article 77 (Article 80(c) of Existing Constitution).** Article 77, which relates to the rights of proxies, contains additional provisions which allow a proxy to move any resolution or amendment thereto.

LETTER TO SHAREHOLDERS

- (xxiv) **Article 79 (Article 84 of Existing Constitution).** Article 79, which relates to the rights of corporations acting by representatives, contains additional provisions to clarify that a corporation which is a Shareholder shall (subject to the Companies Act) be deemed to be present in person at a meeting of the Company if its authorised representative is present.
- (xxv) **Article 80 (Article 85 of Existing Constitution).** Article 80, which relates to the number of Directors, has been revised to remove the limit on the maximum number of Directors (previously 15).
- (xxvi) **Articles 87 and 88 (Article 92(a) of Existing Constitution).** Articles 87 and 88, which relate to Directors holding offices in the Company, contain additional provisions which set out the procedures relating to the appointment and revocation of, as well as the powers exercisable by, Directors holding any executive office.
- (xxvii) **Articles 89, 90, 91 and 92 (Articles 93, 94, 95 and 96 of Existing Constitution).** Articles 89, 90, 91 and 92, which set out the provisions relating to Chief Executive Officers, have been amended to replace references to “Managing Director” with “Chief Executive Officer”. In addition, article 90, which relates to the retirement, removal and resignation of the Chief Executive Officer, has also been amended to provide that a Chief Executive Officer who is a Director shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to retirement by rotation, resignation and removal as the other Directors, and such Chief Executive Officer shall no longer automatically cease to be a Chief Executive Officer if he ceases to be a Director.
- (xxviii) **Article 98 (Article 101 of Existing Constitution).** Article 98, which relates to the notice of intention to appoint a Director, has been amended to clarify that such notices have to be lodged at the registered office of the Company not more than 42 clear days before the date appointed for the general meeting of the Company.
- (xxix) **Article 101 (Article 104 of Existing Constitution).** Article 101(D), which relates to the powers of alternate directors, contains additional provisions to clarify that (A) if the principal of an alternate director is for the time being absent from Singapore or temporarily unable to act through ill health or disability, the alternate director’s signature to any resolution in writing of the Directors shall be as effective as the signature of the principal, (B) to such extent as the Directors may from time to time determine in relation to any committee of the Directors, the powers of alternate directors as set out in article 101(D) shall also apply *mutatis mutandis* to any meeting of any such committee of which the alternate director’s principal is a Shareholder and (C) save as expressly set out in the New Constitution, an alternate director shall not have power to act as a Director nor shall he be deemed to be a Director for the purposes of the New Constitution.
- Article 101(E), which relates to dealings of an alternate director with the Company, contains additional provisions to allow an alternate director to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent *mutatis mutandis* as if he were a Director.
- (xxx) **Article 102 (Article 105 of Existing Constitution).** Article 102(A), which relates to meetings of Directors, contains additional provisions to clarify that any Director may waive notice of any Directors’ meetings. In addition, article 102(B), which relates to a meeting of the Directors by means of a conference telephone or similar communications equipment, has been amended such that the place of such meeting shall be deemed to held at the registered office of the Company or such other place agreed upon by the Directors attending the meeting, provided always that at least one of the Directors present at the meeting was at that place for the duration of the meeting.

LETTER TO SHAREHOLDERS

- (xxxix) **Article 105 (Articles 91 and 107 of Existing Constitution).** Article 105, which relates to the voting prohibition for Directors in respect of transactions in which they have any personal material interest, has been amended to provide that such Directors who are debarred from voting in relation to any resolution shall not be counted in the quorum at a board meeting.
- (xxxix) **Article 108 (Article 110 of Existing Constitution).** Article 108, which relates to resolutions in writing of the Directors, has been amended to provide that a resolution in writing signed by a majority of Directors (previously all the Directors for the time being in Singapore and constituting a quorum) shall be as effective as a resolution duly passed at a meeting of the Directors.
- (xxxix) **Article 109 (Article 111 of Existing Constitution).** Article 109, which relates to the power of the Directors to appoint committees, contains additional provisions to allow persons other than Directors to be co-opted to such committees, and for such persons to have voting rights as members of such committees.
- (xxxix) **Article 120 of Existing Constitution.** Article 120 of the Existing Constitution, which relates to the appointment of associate Directors, has been deleted.
- (xxxix) **Article 120 (Article 122 of Existing Constitution).** Article 120, which relates to the affixation of the common seal of the Company, contains additional provisions to clarify that, as regards to any certificates for shares or debentures or other securities of the Company, the Directors may by resolution determine that the signatures of one Director and the Company Secretary or a second Director or some other person appointed by the Directors shall be dispensed with or affixed by some method or system of mechanical signature or other method approved by the Directors.
- (xxxix) **Article 130 (new provision).** Article 130, which relates to the waiver of dividends on any share by any document, is a new provision which provides that such waiver shall be effective only if the document is signed by the relevant person and delivered to the Company and if, or to the extent, the same is accepted as such or acted upon by the Company.
- (xxxix) **Article 131 (Article 133 of Existing Constitution).** Article 131, which relates to unclaimed dividends or other moneys, contains additional provisions to clarify that if the Depository returns any such dividend or moneys to the Company, the relevant Depositor shall not have any right or claim in respect of such dividend or moneys against the Company if a period of six years has elapsed from the date such dividend or other moneys are first payable.
- (xxxix) **Article 137 (new provision).** Article 137, which relates to resolutions declaring dividends on shares of any class, is a new provision which provides that any resolution declaring a dividend on shares of any class may specify that the same be payable to the Shareholders or the Depository Register (as the case may be) at the close of business on a particular date and thereupon the dividend shall be payable to them in accordance with their respective holdings so registered.
- (xxxix) **Article 138 (Articles 138 and 139 of Existing Constitution).** Article 138(A), which relates to the power of the Directors to issue bonus shares and to capitalise reserves with the sanction of an ordinary resolution of the Company, contains additional provisions to allow the Directors, with the sanction of an ordinary resolution of the Company, to issue bonus shares for which no consideration is payable to the Company to existing Shareholders in proportion to their shareholdings. Consequential amendments have been made to article 138(B), which relates to the power of the Directors to give effect to bonus issues and capitalisations, to reflect such power of the Directors to issue bonus shares.

LETTER TO SHAREHOLDERS

- (xi) **Article 139 (new provision).** Article 139, which relates to the power of the Directors to issue free shares and/or to capitalise reserves for share-based incentive plans and Directors' remuneration, is a new provision which allows the Directors to issue shares for which no consideration is payable and/or to capitalise certain moneys of the Company in paying up in full new shares, for the purposes of any share incentive or option scheme or plan implemented by the Company or as part of the remuneration of the non-executive Directors.
- (xli) **Article 145(A) (Article 156 of Existing Constitution).** Article 145(A), which relates to the service of notices, has been amended to clarify that where a notice or other document is served or sent by post (whether by airmail or not), service or delivery shall be deemed to be effected at the time when the cover containing the same is posted (previously, service was deemed effected on the day following that on which the cover containing the same is posted).
- (xlii) **Article 149 (new provision).** Article 149 is a new provision which allows the Directors to present a winding up petition to the court in the name and on behalf of the Company.
- (xlili) **Article 151 (new provision).** Article 151, which relates to the winding up process in relation to Shareholders outside of Singapore, is a new provision which stipulates the procedures for such Shareholders to appoint a householder in Singapore for the service of documents.
- (xliv) **Article 152 (Article 162 of Existing Constitution).** Article 152, which relates to the indemnity of Directors and other officers, removes the reference to "manager" amongst the list of officers who are entitled to be indemnified by the Company.

2.4 Shareholders' approval. The text of the principal provisions in the New Constitution which are significantly different from the equivalent provisions in the Existing Constitution is set out in **Appendix A** to this Letter and the main differences are blacklined. The existing objects clauses contained in the Existing Constitution which are proposed to be deleted and substituted with a general provision in article 4(A) of the New Constitution as described in paragraph 2.3(d) above are set out in **Appendix B** to this Letter. In this regard, **Resolution 11** in relation to the adoption of the New Constitution will be proposed as a special resolution for Shareholders' approval at the AGM.

3. ISSUE OF NEW SHARES PURSUANT TO THE SCRIP DIVIDEND SCHEME

3.1 Rationale. While there is no requirement under the Listing Manual for Shareholders' approval for the implementation of the Scrip Dividend Scheme, the issuance of New Shares under the Scrip Dividend Scheme is subject to the approval of Shareholders under section 161 of the Companies Act. Under the Listing Manual, the authority to issue New Shares under the Scrip Dividend Scheme may be in the form of specific Shareholders' approval in compliance with Rule 805 of the Listing Manual or the Company may otherwise rely on a valid general mandate granted by the Shareholders to the Directors pursuant to Rule 806 of the Listing Manual.

3.2 Shareholders' approval. The Directors propose (in line with section 161 of the Companies Act and Rule 805 of the Listing Manual) to seek specific Shareholders' approval for the authority to issue such number of New Shares as may be required to be issued under the Scrip Dividend Scheme.

In this regard, **Resolution 12** in relation to such authority will be proposed as an ordinary resolution for Shareholders' approval at the AGM and is subject to and contingent upon the passing of the special resolution at the AGM to approve the adoption of the New Constitution. If approved at the AGM, the authority to issue New Shares for the purposes of the Scrip Dividend Scheme will, unless the authority is revoked or varied by the Company in a general meeting, continue in force from the passing of the ordinary resolution relating thereto until the date on which the next Annual General Meeting of the Company is held or required by law to be held.

LETTER TO SHAREHOLDERS

- 3.3 Further information.** As mentioned in paragraph 2.3(a) above, further information about the Scrip Dividend Scheme may be found in the Company's announcement dated 25 February 2016 entitled "**Proposed Scrip Dividend Scheme**" which is available on the website of the SGX-ST at www.sgx.com. The terms and conditions of the Scrip Dividend Scheme are set out in the Scrip Dividend Scheme Statement, a copy of which is set out in **Appendix C** to this Letter and is also available on the website of the SGX-ST at www.sgx.com.

4. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

- 4.1 Directors.** The interests of the Directors in the ordinary shares in the capital of the Company ("**Shares**") and share options granted under the China Merchants Holdings (Pacific) Limited Share Option Scheme 2002 as recorded in the Register of Directors' Shareholdings as at the Latest Practicable Date are set out below:

Director	Direct Interest		Deemed Interest		Number of Shares comprised in outstanding options accepted by Directors as at the Latest Practicable Date
	No. of Shares	%	No. of Shares	%	
Mr Luo Hui Lai	–	–	–	–	–
Mr Zheng Hai Jun	–	–	–	–	–
Mr Jiang Yan Fei	1,617,000	0.09	–	–	–
Mr Wang Xiu Feng	–	–	–	–	–
Dr Lim Heng Kow	–	–	–	–	–
Dr Hong Hai	–	–	–	–	–

- 4.2 Controlling Shareholders.** The interests of the controlling Shareholders in the Shares as recorded in the Register of Substantial Shareholders as at the Latest Practicable Date are set out below:

Controlling Shareholder	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%
Easton Overseas Limited	1,361,619,393	75.88	–	–
Cornerstone Holdings Limited	–	–	1,361,619,393 ⁽¹⁾	75.88
China Merchants Huajian Highway Investment Co., Ltd	–	–	1,361,619,393 ⁽¹⁾	75.88
China Merchants Group Limited	–	–	1,361,619,393 ⁽¹⁾	75.88

Note:

- (1) Cornerstone Holdings Limited, China Merchants Huajian Highway Investment Co., Ltd and China Merchants Group Limited are deemed to be interested in all the Shares held by Easton Overseas Limited.

5. DIRECTORS' RECOMMENDATIONS

- 5.1 Adoption of the New Constitution.** The Directors are of the opinion, for the reasons set out in paragraph 2.2 above, that the proposed adoption of the New Constitution is in the interests of the Company. They accordingly recommend that Shareholders vote in favour of **Resolution 11**, being the special resolution relating to the proposed adoption of the New Constitution at the AGM.

LETTER TO SHAREHOLDERS

- 5.2 Issue of New Shares under the Scrip Dividend Scheme.** The Directors are of the opinion, for the reasons set out in paragraph 3.1 above, that the authority to be given to the Directors to issue New Shares pursuant to the Scrip Dividend Scheme is in the interests of the Company. They accordingly recommend that Shareholders vote in favour of **Resolution 12**, being the ordinary resolution relating to the proposed issue of New Shares under the Scrip Dividend Scheme at the AGM.

6. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Letter and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Letter constitutes full and true disclosure of all material facts about the Proposals and the Group which are relevant to the Proposals, and the Directors are not aware of any facts the omission of which would make any statement in this Letter misleading.

Where information in this Letter has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Letter in its proper form and context.

7. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623, during normal business hours from the date of this Letter up to the date of the AGM:

- (a) the annual report of the Company for the financial year ended 31 December 2015;
- (b) the Existing Constitution; and
- (c) the proposed New Constitution.

Yours faithfully

For and on behalf of

the Board of Directors of

CHINA MERCHANTS HOLDINGS (PACIFIC) LIMITED

Mr Luo Hui Lai

Executive Chairman and Chief Executive Officer

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

Set out below are the principal provisions in the New Constitution which are significantly different from the equivalent provisions in the Existing Constitution, with the main differences blacklined:

1. Article 1

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

"The Act"	The Companies Act, Cap. 50.— or any statutory modification, amendment or re-enactment thereof for the time being in force or any and every other act for the time being in force concerning companies and affecting the Company and any reference to any provision of the Act is to that provision as so modified, amended or re-enacted or contained in any such subsequent Companies Act.
"Writing" and "Written in writing"	Includes printing, lithography, typewriting and any other mode of representing or reproducing words in a visible form. Written or produced by any substitute for writing or partly one and partly another and shall include (except where otherwise expressly specified in this Constitution or the context otherwise requires, and subject to any limitations, conditions or restrictions contained in the Statutes) any representation or reproduction of words, symbols or other information which may be displayed in a visible form, whether in a physical document or in an electronic communication or form or otherwise howsoever.
"account holder"	A person who has an account directly with GDP and not through a depository agent.
"GDP"	The Central Depository (Pte) Limited and, where the context requires, shall include any person specified by it, in a notice given to the Company, as its nominee established by the Singapore Exchange Securities Trading Limited, or any corporation approved by the Minister as a depository company or corporation for the purposes of the Act, which as a bare trustee operates the Central Depository System for the holding and transfer of book-entry securities and, where the context requires, any person notified by the Depository to the Company as being its nominee.
"Depositor"	An account holder or a depository agent but does not include a sub-account holder.

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

“depository-agent”	A member of the company of the Stock Exchange of Singapore Limited, a trust company (registered under the Trust Companies Act, Cap. 336), a banking corporation or merchant bank (approved by the Monetary Authority of Singapore under the Monetary Authority of Singapore Act, Cap. 186) or any other person or body approved by GDP 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 GDP with the depository agent; (b) deposits book-entry securities with GDP on behalf of the sub-account holders; and (c) establishes an account in its name with GDP.
“Depository RegisterMarket Day”	The register of holders maintained by GDP in respect of book-entryA day on which the Stock Exchange is open for trading in securities.
“Director”	Includes any person acting as a Director of the Company and includes any person duly appointed and acting for the time being as an Alternate Director.
“Directors”	The Directors for the time being of the Company or such number of them as have authority to act for the Company.
“Dividend”	Includes bonus.
“Member”	A Member of the Company.
“Monthmonth”	Calendar month.
“Office”	The Registered Officerregistered office of the Company for the time being.
“Paid-Uppaid”	IncludesPaid or credited as paid-up.
“registered address” or “address”	In relation to any member, his physical address for the service or delivery of notices or documents personally or by post, except where otherwise expressly provided in this Constitution.
“Seal”	The Common Seal of the Company or in appropriate cases the Official Seal or duplicate Common Seal.

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

"Statutes"	The Act and every other written law <u>act</u> for the time being in force concerning companies and affecting the Company.
"Secretary"	The Secretary or Secretaries appointed under these Articles and shall include any person entitled to perform the duties of Secretary temporarily.
"Singapore"	The Republic of Singapore.
"sub-account holder Stock Exchange "	A holder of an account maintained with a depository agent. <u>Any stock exchange upon which shares in the Company may be listed.</u>
"The Articles <u>this Constitution</u> "	These Articles of Association or other regulations of the Company for the time being in force <u>This Constitution as from time to time altered.</u>
"The Company"	The abovenamed Company by whatever the name from time to time called.
"Year"	Calendar Year.
"RCPS"	The Redeemable Convertible Preference Shares of \$0.50 each in the Company.

The expressions "Depositor", "Depository", "Depository Agent" and "Depository Register" shall have the meanings ascribed to them respectively in the Securities and Futures Act, Chapter 289.

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

References in this Constitution to "holders" of shares or a class of shares shall:

- (a) exclude the Depository or its nominee (as the case may be) except where otherwise expressly provided in this Constitution or where the term "registered holders" or "registered holder" is used in this Constitution;

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

(b) Except where the context otherwise requires, a reference in these presents to a Member or a holder of any share shall be a reference to a registered holder of shares in the Company, or where such registered holder is GDP, the persons named as Depositors in the Depository Register for such period as the shares in the Company are entered against their respective names in the Depository Register and so requires, be deemed to include references to Depositors whose names are entered in the Depository Register in respect of such amount of the those shares as are entered against their respective names in the Depository Register; and

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

and “holding” and “held” shall be construed accordingly.

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

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

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 ~~number only~~ shall include the plural and vice versa. Words denoting the masculine ~~gender only~~ shall include the feminine ~~gender~~. Words denoting persons shall include corporations.

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

Save ~~Subject~~ as aforesaid, any words or expression used defined in the Act and the Interpretation Act, Cap 3 shall; (if not inconsistent with the subject or context); bear the same meanings in these ~~Articles~~ this Constitution.

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

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

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

2. Article 4(A)

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

- (a) full capacity to carry on or undertake any business or activity, do any act or enter into any transaction; and
- (b) for these purposes, full rights, powers and privileges.

3. Article 6(B)

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

4. Article 7

7. Subject to the ActStatutes and this Constitution, no shares may be issued by the Directors without the prior approval of the Company in General Meeting but subject thereto; and to article 11, and to any special rights attached to any shares for the time being issued, the Directors may allot and issue shares or grant options over or otherwise dispose of the same to such persons on such terms and conditions and for such ~~considerations~~consideration (if any) and at such time and subject or not to the payment of any part of the amount (if any) thereof in cash ~~and with full power to give to any person the call of any shares either at par or at a premium as the Directors may determinethink fit,~~ and any shares may be issued with such preferential, deferred, qualified or special rights, privileges or conditions as the Directors may think fit, and preference shares may be issued which are or at the option of the Company are liable to be redeemed, the terms and manner of redemption being determined by the Directors ~~provided,~~ Provided always that:-

Issue of
Sharesshares

- (a) ~~no shares shall be issued to transfer a controlling interest in the Company without the prior approval of the Members in a General Meeting;~~
- (b) ~~no shares shall be issued at a discount, except in accordance with the Act;~~
- (a) (c) (subject to any direction to the contrary that may be given by the Company in General Meeting) any issue of shares for cash to Membersmembers holding shares of any class shall be offered to such Membersmembers in proportion as nearly as may be to the number of shares of such class then held by them and the provisions of the second sentence of Article 48article 11(A) with such adaptations as are necessary shall apply; and
- (b) any other issue of shares, the aggregate of which would exceed the limits referred to in article 11(B), shall be subject to the approval of the Company in General Meeting.

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

5. Article 8(A)

8. ~~(A) Preference shares may be issued subject to such limitation thereof as may be prescribed by the Stock Exchange. The rights attached to shares issued upon special conditions shall be clearly defined in the Memorandum of Association or these Articles and the rights attaching to shares of a class other than ordinary shares shall be expressed. In the event of preference shares being issued, the total nominal value of issued preference shares shall not at any time exceed the total nominal value of the issued ordinary shares and p~~(A) Preference share~~holders will be deemed to~~shall have the same rights as ordinary shareholders as regards the receiving of notices, reports and balance sheets and the attending of General Meetings of the Company, and preference shareholders shall also 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 proposal to be submitted to the meeting directly affects their rights and privileges or when the dividend on the preference shares is more than six months in arrears.

Rights attached to certain Preference shares

6. Article 9

9. ~~If at any time~~Whenever the share capital of the Company is divided into different classes, ~~the of shares, subject to the provisions of the Statutes, preference capital, other than redeemable preference capital, may be repaid and the special~~ rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) ~~may subject to the provisions of the Act, whether or not the Company is being wound up, be varied or abrogated either with the consent in writing of the holders of three-quarters 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 and to every such Special Resolution the provisions of Section 184 of the Act shall with such adaptations as are necessary apply (but not otherwise) and may be so repaid, 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 these Articles~~this Constitution~~ relating to General Meetings of the Company and to the proceedings thereat shall *mutatis mutandis* apply; ~~but so, except~~ that the necessary quorum shall be two persons at least holding or representing by proxy or ~~by attorney~~at least one ~~one-third~~ of the issued shares of the class and that any holder of shares of the class present in person or by proxy or ~~by attorney~~ may demand a poll: ~~and that every such holder shall on a poll have one vote for every share of the class held by him.~~ Provided always that where the necessary majority for such a Special Resolution is not obtained at ~~the~~such General Meeting, consent in writing if obtained from the holders of ~~three-fourths-quarters~~ of the issued shares of the class concerned within two months of ~~the~~such General Meeting shall be as valid and effectual as a Special Resolution; carried at ~~the~~such General Meeting. The foregoing provisions of this article shall apply to the variation or abrogation of the special rights attached to only some 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.

Variation of rights

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

7. Article 10

10. The special rights conferred upon the holders of the shares of any class issued with preferred or other rights shall, attached to any class of shares having preferential rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class or by these Articles as are in force at the time of such issue, thereof be deemed to be varied by the creation or issue of further shares ranking equally therewith as regards participation in the profits or assets of the Company in some or all respects *pari passu* therewith but in no respect in priority thereto.

Creation or
issue of further
shares with special
rights ranking *pari
passu*

8. Article 11

48-11. (A) Subject to any direction to the contrary that may be given by the Company in General Meeting or except as permitted under the listing rules of the Stock Exchange of Singapore Limited's listing rules, all new shares shall, before issue, be offered to the Members such persons who as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion, as nearly far as the circumstances admit, to the amount number of the existing shares to which they are entitled or hold. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this Article article 11(A).

Issue Offer of
new shares to
Members members

46:11. ——— The (B) Notwithstanding article 11(A), the Company in General Meeting may from time to time by Ordinary Resolution, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully called up or not, increase its capital by the creation of new shares of such amount by Ordinary Resolution in General Meeting give to the Directors a general authority, either unconditionally or subject to such conditions as may be deemed expedient specified in the Ordinary Resolution, to:

Power to increase
capital General
authority

(a) (i) issue shares of the Company ("shares") whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares; and

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

(b) (notwithstanding the authority conferred by the Ordinary Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the Ordinary Resolution was in force,

Provided always that:

(1) the aggregate number of shares to be issued pursuant to the Ordinary Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to the Ordinary Resolution) shall be subject to such limits and manner of calculation as may be prescribed by the Stock Exchange;

(2) in exercising the authority conferred by the Ordinary Resolution, the Company shall comply with the listing rules of the Stock Exchange for the time being in force (unless such compliance is waived by the Stock Exchange) and this Constitution; and

(3) (unless revoked or varied by the Company in General Meeting) the authority conferred by the Ordinary Resolution shall not continue in force beyond the conclusion of the Annual General Meeting of the Company next following the passing of the Ordinary Resolution, or the date by which such Annual General Meeting of the Company is required by law to be held, or the expiration of such other period as may be prescribed by the Statutes (whichever is the earliest).

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

New shares otherwise subject to ~~the provisions of Articles~~ Statutes and this Constitution

9. Article 12

50-~~12.~~ (A) The Company may by Ordinary Resolution:-

- (a) consolidate and divide all or any of its ~~share capital into shares of larger amount than its existing shares;~~
- (b) cancel any shares which, at the date of the passing of the Ordinary Resolution, have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled;

Power to consolidate, ~~cancel~~ sub-divide and subdivide redenominate shares

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

- (c) ~~subdivides~~sub-divide its shares, or any of them into shares of a smaller amount than is fixed by the Memorandum of Association (subject, nevertheless, to the provisions of the Act) ~~provided~~Statutes and this Constitution), Provided always that in such ~~subdivisions~~sub-division the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may, as compared with the others, have any such preferred, deferred or other special rights, or be subject to any such restrictions, as the Company has power to attach to new shares; and
- (d) subject to the provisions of the Statutes, convert its share capital or any class of shares from one currency to another currency.

~~(d) B) The Company may by Special Resolution, subject to the provisions of these Articles and in accordance with the Act~~Statutes, convert anyone class of shares into ~~any other~~another class of shares. Power to convert shares

10. Article 13

~~51-13. (A)~~ The Company may ~~by Special Resolution~~ reduce its share capital, ~~or any capital redemption undistributable reserve fund or share premium account in any manner and with and subject to any incident authorised and consent required by law.~~ Power to reduce capital

~~51A. (B)~~ Subject to and in accordance with the ~~provisions of the Act,~~ the Company in General Meeting may authorise the Directors to purchase or otherwise acquire ~~ordinary shares~~its issued shares on such terms and in such manner as the Company may from time to time think fit and in the manner prescribed. If required by the Act. All shares, any share which is so purchased or acquired by the Company shall be cancelled. The amount of the Company's issued share capital which is diminished on cancellation of the shares purchased shall be transferred to the Company's capital redemption reserve, unless held in treasury in accordance with the Act, be deemed to be cancelled immediately on purchase or acquisition by the Company. On the cancellation of any share as aforesaid, the rights and privileges attached to that share shall expire. In any other instance, the Company may hold or deal with any such share which is so purchased or acquired by it in such manner as may be permitted by, and in accordance with, the Act. Without prejudice to the generality of the foregoing, upon cancellation of any share purchased or otherwise acquired by the Company pursuant to this Constitution, the number of issued shares of the Company shall be diminished by the number of the shares so cancelled, and, where any such cancelled share was purchased or acquired out of the capital of the Company, the amount of share capital of the Company shall be reduced accordingly. Power to repurchase shares

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

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

11. Article 17

~~11-17.~~ The Company may exercise the powers of paying commission conferred by the Act, provided that the rate per cent pay commissions or brokerage on any issue of shares at such rate or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the commission shall not exceed the rate of ten per cent of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten per cent of that price (as the case amount and in such manner as the Directors may be) deem fit. Such commission commissions or brokerage may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful.

Power to pay commission and brokerage

12. Article 17A

~~12-17A.~~ 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 long period, the Company may, subject to the conditions and restrictions mentioned in the Act, pay interest on so much of the share capital (except treasury shares) as is for the time being paid up and may charge the same to capital as part of the cost of the construction or provision.

Power to charge interest on capital

13. Article 18

~~26-18.~~ Nothing in these Articles shall preclude the Directors from recognising a renunciation of Subject to the terms and conditions of any application for shares, the Directors shall allot shares applied for within 10 Market Days of the closing date (or such other period as may be approved by the Stock Exchange) of any such application. The Directors may, at any time after the allotment of any share but before any person has been entered in the Register of Members as the holder or (as the case may be) before that share is entered against the name of a Depositor in the Depository Register, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Directors may think fit to impose.

Allotment of shares

14. Article 19

~~17-19.~~ The Every share certificate of title to shares or debentures in the capital of the Company shall be issued under the Seal in such form as the Directors shall from time to time prescribe and may and shall specify the number and class of shares to which it relates, whether the shares are fully or partly paid up, and the amount (if any) unpaid thereon and shall bear the autographic or facsimile signatures of at least one Director and the Secretary or a second Director or some other person appointed by the Directors, and shall specify the number and class of shares to which it relates and the amounts paid thereon. The facsimile signatures may be reproduced by mechanical, electronic or other means provided the method or system of reproducing signatures has first been approved by the Auditors of the Company Directors. No certificate shall be issued representing shares of more than one class.

Share Certificates certificates

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

15. Article 21

~~18.21.~~ Subject to the payment of all or any part of the stamp duty payable on each share certificate prior to the delivery thereof which the Directors in their absolute discretion may require, ~~every~~Every person whose name is entered as a ~~Member~~member in the Register of Members shall be entitled to receive, within one month after allotment or lodgement of any transfer to 10 Market Days (or such other period as may be approved by the Stock Exchange) of the closing date of any application for shares or, as the case may be, the date of lodgement of a registrable transfer, one certificate for all his shares of any one class or to several certificates in reasonable denominations each for a part of the shares so allotted or transferred. Where such a Member~~member~~ transfers part only of the shares comprised in a certificate or where a Member requires the Company to cancel any certificate or certificates and issue new certificates for the purpose of subdividing his holding in a different manner, the old certificate or certificates shall be cancelled and a new certificate or certificates for the balance of such shares issued in lieu thereof and the Member shall pay all or any part of the stamp duty payable on each share certificate prior to the delivery thereof which the Directors in their absolute discretion may require and such member shall pay a maximum fee not exceeding \$2/- of S\$2 for each such new certificate or such other fee as the Directors may determine from time to time determine having regard to any limitation thereof as may be prescribed by the Stock Exchange.

Entitlement to certificate

16. Article 35

~~42.35.~~ The Company shall have a first and paramount lien and charge on every share (not being a fully paid share) registered in the name of each Member (whether solely or jointly with others) and on the and dividends from time to time declared or payable in respect thereof for all of such shares. Such lien shall be restricted to unpaid calls and instalments due on any such share and interest and expenses thereon but such lien shall only be upon the specific shares in respect of which such calls or instalments moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay in respect of the shares of the Member or deceased Member member or deceased member. The Directors may waive any lien which has arisen and may resolve that any share shall for some limited period be exempt wholly or partially from the provisions of this article.

Company's to have paramount lien

17. Article 39

~~20.39.~~ Subject to the provision of these Articles ~~a~~All transfers of the legal title in shares shall may be effected by written instrument of transfer the registered holders thereof by transfer in writing in the form as approved by any Stock Exchange upon which the Company may be listed for the time being approved by the Stock Exchange or in any other form acceptable to the Directors, or in the case of the RCPS, in such form as the Directors may approve.

Form of Transfer of shares Form and execution of transfer

~~21.~~ ————— The instrument of transfer of any share shall be signed by or on behalf of both the transferor and the transferee and be witnessed, providedProvided always that an instrument of transfer in respect of which the transferee is ~~GD~~the Depository or its nominee (as the case may be) shall be effective although not signed or witnessed by or on behalf of ~~GD~~the Depository or its nominee (as the case may be). The transferor shall remain the holder of the ~~shares~~shares concerned until the name of the transferee is entered in the Register of Members in respect thereof.

Execution

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

18. Article 39A

~~22-39A.~~ No shares shall be in any circumstances be transferred to any infant, bankrupt or person of ~~unsound mind~~ with mental disorder. Person under disability

19. Article 41

~~23-41.~~ (aA) There shall be no restriction on the transfer of fully paid-up shares (except where required by law or the listing rules of ~~any, or bye-laws and rules governing, the~~ Stock Exchange upon which the shares of the Company may be listed) but the Directors may, in their sole 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 ~~(except where such refusal to register contravenes the listing rules of any Stock Exchange upon which the shares of the Company may be listed).~~ Provided always that in the event of the Directors refusing to register a transfer of shares, they shall within ~~one month~~ 10 Market Days beginning with the date on which the application for a transfer of shares was made, serve a notice in writing to the applicant stating the facts which are considered to justify the refusal as required by the ~~Act~~ Statutes. Directors' power to decline to register a transfer

~~24.~~ (B) The Directors may ~~decline in their sole discretion refuse~~ to register any instrument of transfer of shares unless—: Terms of registration of transfers When Directors may refuse to register a transfer

(a) ~~all or any part of the stamp duty payable on each share certificate and such fee not exceeding S\$2/- as the Directors may from time to time require, is paid to the Company in respect thereof;~~

~~(b) the amount of proper duty (if any) with which each instrument of transfer is chargeable under any law for the time being in force relating to stamps is paid;~~

~~(bC)~~ the instrument of transfer is deposited at the Office or at such other place (if any) as the Directors may appoint accompanied by a certificate of payment of stamp duty (if any), the certificates of the shares to which ~~it~~ the transfer relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and, if the instrument of transfer is executed by some other person on his behalf, the authority of the person so to do; and;

~~(ed)~~ the instrument of transfer is in respect of only one class of shares.

20. Article 42

~~23-(b)42.~~ If the Directors refuse to register a transfer of any shares, they shall within ~~one month~~ 10 Market Days after the date on which the transfer was lodged with the Company; send to the transferor and the transferee notice of the refusal as required by the ~~Act~~ Statutes. Notice of refusal to register a transfer

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

21. Article 45

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

Destruction of transfers

- (a) the provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
- (b) nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company in the absence of this article; and
- (c) references herein to the destruction of any document include references to the disposal thereof in any manner.

22. Article 48

29-48. Save as otherwise provided by or in accordance with these Articles~~this Constitution~~, a person becoming entitled to a share in consequence of the death or bankruptcy of a Member~~pursuant to article 46(A) or (B) or article 47~~ (upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share) shall be entitled to the same dividends and other advantages as those to which he would be entitled if he were the registered holder in respect of the share except that he shall not be entitled in respect thereof (except with the authority of the Directors) to exercise any right conferred by membership in relation to Meetingsmeetings of the Company until he shall have been registered as a Membermember in the Register of Members or his name shall have been entered in the Depository Register in respect of the share.

Rights of unregistered executors and trusteesperson on transmission of shares

23. Article 56

60-56. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:

Routine business

- (a) Declaringdeclaring dividends;

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

- (b) ~~Reading, considering~~receiving and adopting the ~~balance sheet, the reports of~~financial statements, the ~~Directors and Auditors,' statement, the Auditor's report~~ and other accounts and documents required to be ~~annexed~~attached to the ~~balance sheet~~financial statements;
- (c) ~~_____~~ appointing or re-appointing Directors to fill vacancies arising at the meeting on retirement whether by rotation or otherwise;
- (d) ~~_____~~ appointing or re-appointing the Auditor;
- (e) ~~_____~~ Appointing Auditors and e) fixing the remuneration of ~~Auditors~~the Auditor or determining the manner in which such remuneration is to be fixed; and
- (d) ~~_____~~ Appointing Directors in place of those retiring by rotation or otherwise and f) _____ fixing the remuneration of the Directors proposed to be paid in respect of their office as such under article 82 and/or article 83(A).

24. Article 58

~~65:58.~~ The Chairman of the ~~Board of Directors, failing whom the Deputy Chairman,~~ shall preside as ~~Chairman~~chairman at ~~every~~a General Meeting. If there be no such Chairman or ~~Deputy Chairman, or if at any Meeting he~~meeting neither be not present within ~~fifteen~~15 minutes after the time appointed for holding the ~~Meeting or be unwilling~~meeting and willing to act, the ~~Members~~Directors present shall choose some ~~Director to be~~ Chairman of the Meeting ~~one of their number (or, if no Director be present or if all the Directors present decline to take the Chair,~~chair, the members present shall choose one of their number ~~present,~~ to be ~~Chairman~~chairman of the meeting.

Chairman of General Meeting

25. Article 59

~~62:59.~~ No business ~~other than the appointment of a chairman~~ shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Save as herein otherwise provided, the quorum at any General Meeting shall be two or more ~~Members~~members present in person or by proxy ~~or by attorney or, in the case of a corporation, by a representative.~~ Provided always that (i) a proxy representing more than one member shall only count as one member for the purpose of determining the quorum; and (ii) where a member is represented by more than one proxy such proxies shall count as only one member for the purpose of determining the quorum.

Quorum

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

26. Article 60

~~63-60.~~ If within half an hour 30 minutes from the time appointed for the ~~Meeting~~ a General Meeting (or such longer interval as the chairman of the meeting may think fit to allow) a quorum is not present, the ~~Meeting~~ meeting, if convened on the requisition of ~~Members~~ members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week ~~(or if that day is a public holiday then to the next business day following that public holiday)~~ at the same time and place, ~~or to or~~ such other day ~~and at such other~~, time ~~and~~ or place as the Directors may determine, ~~and if at such~~ by not less than ten days' notice appoint. At the adjourned ~~Meeting~~ meeting, if a quorum is not present within ~~fifteen~~ 15 minutes from the time appointed for holding the General Meeting, ~~those Members who are~~ any one or more members present in person or by proxy shall be a quorum and may transact the business for which the General Meeting was called.

Adjournment if
quorum not present,
adjournment or
dissolution of
meeting

27. Articles 61 and 62

~~66-61.~~ The ~~Chairman~~ chairman of any General Meeting at which a quorum is present may with the consent of the meeting (and shall if so directed by the ~~Meeting~~ meeting) adjourn the ~~Meeting~~ meeting from time to time ~~(or sine die)~~ and from place to place, but no business shall be transacted at any adjourned ~~Meeting~~ meeting except business which might lawfully have been transacted at the ~~Meeting~~ meeting from which the adjournment took place. ~~When a Meeting~~ Where a meeting is adjourned sine die, the time and place for the adjourned meeting shall be fixed by the Directors. ~~When a meeting is adjourned for thirty~~ 30 days or more or sine die, notice of the adjourned ~~Meeting~~ meeting shall be given as in the case of the original ~~Meeting~~ meeting.

Adjournment
Business at
adjourned
meeting

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

Notice of
adjournment not
required

28. Article 63

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

Amendment of
resolutions

29. Article 64

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

Mandatory polling

~~67.~~ At (B) Subject to article 64(A), at any General Meeting a resolution put to the vote of the ~~Meeting~~ meeting shall be decided on a show of hands unless a poll ~~be~~ is (before or on the declaration of the result of the show of hands) demanded ~~by~~ by:

Method of voting
where mandatory
polling not required

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

- (a) ~~by the Chairmanchairman of the meeting~~ (being a person entitled to vote thereat); or
- (b) ~~by at least three Members~~not less than two members present in person or by proxy ~~or by attorney or in the case of a corporation by a representative and entitled to vote thereat~~at the meeting; or
- (c) ~~by any Member~~a member or ~~Members~~members present in person or by proxy ~~or by attorney or in the case of a corporation by a representative and~~ representing not less than ~~one-tenth~~five per cent. of the total voting rights of all the ~~Members~~members having the right to vote at the ~~Meeting~~meeting; or
- (d) ~~by a Member~~member or ~~Members~~members present in person or by proxy ~~or by attorney or in the case of a corporation by a representative, and~~ holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than ~~one-tenth~~five per cent. of the total sum paid up on all the shares conferring that right;

Provided always that no poll shall be demanded on the election of a ~~Chairman~~chairman of the meeting or on a question of adjournment. ~~72. The A demand for a poll made pursuant to this article 64(B) may be withdrawn only with the approval of the chairman of the meeting, and any such demand shall not prevent the continuance of a~~ ~~the Meeting~~meeting for the transaction of any business; other than the question on which the poll has been demanded. Unless a poll ~~be so~~ is demanded (and the demand is not withdrawn), a declaration by the ~~Chairman~~chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of ~~the~~that fact without proof of the number or proportion of the votes recorded for or against ~~the~~such resolution. A demand for a poll may be withdrawn.

30. Article 65

~~68-65.~~ ~~If~~Where a poll be duly demanded (and the demand be not withdrawn)is taken, it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the ~~Chairman~~chairman of the meeting may direct, and the result of ~~the~~ poll shall be deemed to be the ~~Resolution~~resolution of the ~~Meeting~~meeting at which the poll was demanded~~taken~~. The ~~Chairman~~chairman of the meeting may, and if so requested (and, if required by the listing rules of the Stock Exchange or if so directed by the meeting, shall) appoint scrutineers and may adjourn the ~~Meeting~~meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

Taking a poll

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

31. Article 68

~~73-68.~~ Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company ~~and to article 13(C),~~ each ~~Member~~member entitled to vote may vote in person or by proxy or attorney or in the case of a corporation by a representative. On a show of hands every ~~Member.~~ Every member who is present in person or by attorney or in the case of a corporation by a representative and each proxy shall have one vote and on a poll, every Member who is present in person or by proxy or by attorney or in the case of a corporation by a representative shall ~~proxy shall:~~

Voting rights of Members
How members may vote

(a) ~~on a poll,~~ have one vote for every share which he holds or represents; and

(b) ~~on a show of hands,~~ have one vote, Provided always that:

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

82. — (a) — A Depositor shall only be entitled to attend any General Meeting and to speak and vote thereat if his name appears on the Depository Register forty-eight hours before the General Meeting as a Depositor (“the Relevant Time”). The Company shall then be entitled to deem each such Depositor as holding such number of shares as is entered against such Depositor’s name in the Depository Register as the Relevant Time, according to the records of GDP as supplied by GDP to the Company. For the purpose of determining the number of votes which a member, being a Depositor, or his proxy may cast at any General Meeting on a poll, the reference to shares held or represented shall, in relation to shares of that Depositor, be the number of shares entered against his name in the Depository Register as at 72 hours before the time of the relevant General Meeting as certified by the Depository to the Company.

32. Article 70

70. Where in Singapore or elsewhere a receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any member on the ground (however formulated) of mental disorder, the Directors may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Directors may require, permit such receiver or other person on behalf of such member to vote in person or by proxy at any General Meeting or to exercise any other right conferred by membership in relation to meetings of the Company.

Voting by receivers

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

75. ~~_____ A Member of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorders may vote whether on a show of hands or on a poll by his committee, curator bonis or such other person as properly has the management of his estate and any such committee, curator bonis or other person may vote by proxy or attorney, 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 forty eight hours before the time appointed for holding the Meeting.~~

Voting rights of Members of unsound mind

33. Article 74

80. ~~(a) _____ A Member~~74. (A) Save as otherwise provided in the Act:

Appointment of proxies

~~(a) _____ a member who is not a relevant intermediary may appoint not more than two proxies to attend, speak and vote at the same General Meeting. Where such member's form of proxy appoints more than one proxy, provided that if a Member shall nominate two proxies then the Member shall specify the proportion of his shares the shareholding concerned to be represented by each such proxy, failing which the nomination shall be deemed to be specified in the alternative form of proxy; and~~

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

~~(B) _____ In any case where a member is a Depositor, the Company shall be entitled and bound:~~

Shares entered in Depository Register

~~(a) _____ 79. (b) _____ The Company shall be entitled to reject any instrument of proxy lodged by any that Depositor whose name does not appear on if he is not shown to have any shares entered against his name in the Depository Register forty-eight hours as at 72 hours before the time of the relevant General Meeting at which the proxy is to act as certified by the Depository to the Company; and~~

~~82.(b) Where the Depositor has appointed a proxy, the Company shall be entitled to deem each proxy of a Depositor who is to represent the entire shareholding of the Depositor as representing such number of shares as is entered against such Depositor's name in the Depository Register as the Relevant Time, according to the records of GDP as supplied by GDP to the Company to accept as the maximum number of votes which in aggregate the proxy or proxies appointed by~~

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

that Depositor is or are able to cast on a poll a number which is the number of shares entered against the name of that Depositor in the Depository Register as at 72 hours before the time of the relevant General Meeting as certified by the Depository to the Company, whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Depositor.

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

Notes and instructions

80. (bD) A proxy or representative need not be a Member member of the Company.

Proxy need not be a member

82. (c) Where the Depositor has appointed two proxies and specified the proportion of his shares which each proxy is to represent, the Company shall be entitled to apportion such number of shares as is entered against such Depositor's name in the Depository Register as at the Relevant Time, according to the records of GDP as supplied by GDP to the Company, between the two proxies in the same proportion as specified by the Depositor in appointing the proxies.

82. (d) No instrument appointing a proxy of a Depositor shall be rendered invalid merely be reason of any discrepancy between the Depositor's shareholding as 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 which they are specified to represent, and the shareholding of a Depositor as appears on the Depository Register forty-eight hours before the General Meeting.

34. Article 75

79.75. (aA) An instrument appointing a proxy shall be in writing in any usual or common form or in any other form which the Directors may approve and:-

FormExecution of Proxyproxies

(ia) in the case of an individual, shall be:

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

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

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

- (ii**b**) in the case of a corporation, shall be:
- (i) either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation if the instrument is delivered personally or sent by post; or
 - (ii) authorised by that corporation through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication.

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

79: (eB) The signature on, or authorisation of, such instrument need not be witnessed. Where an instrument appointing a proxy is signed or authorised on behalf of the appointor (~~which shall, for purposes of this paragraph (c), include a Depositor~~) 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 pursuant to ~~Article 81,~~article 76(A), failing which the instrument may be treated as invalid.

Witness and authority

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

- (a) approve the method and manner for an instrument appointing a proxy to be authorised; and
- (b) designate the procedure for authenticating an instrument appointing a proxy.

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

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

35. Article 76

~~81. 76. (A)~~ An instrument appointing a proxy ~~and, where the instrument of proxy is signed on behalf of the appointor (which shall, for the purposes of this Article, include a Depositor) by an attorney, the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power of authority (failing previous registration with the Company), shall be deposited at the Office or such other:~~

Deposit of proxyproxies

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

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

(b) if submitted by electronic communication, must be received through such means as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the Meeting not less than forty-eight meeting,

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

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

Directors may specify means for electronic communications

36. Article 77

80-77. (e) An instrument appointing a proxy shall be deemed to confer authority include the right to demand or join in demanding a poll and to speak at a Meeting and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the Meeting as for the Meeting to which it relates, to move any resolution or amendment thereto and to speak at the meeting.

Rights of proxies

37. Article 78

83-78. A vote given in accordance with the terms of an instrument of proxy (which for the purposes of these Articles shall also include a power of attorney) shall be valid notwithstanding the previouscast by proxy shall not be invalidated by the death or insanitymental disorder of the principal or by the revocation of the appointment of the proxy; or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, providedappointment was made, Provided always that no intimation in writing of such death, insanity,mental disorder or revocation or transfer shall have been received by the Company at the Office (or such other place as may be specified for the deposit of instruments appointing proxies)at least one hour before the commencement of the Meetingmeeting or adjourned Meeting (or meeting or (in the case of a poll beforetaken 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 proxyvote is usedcast.

Intervening death or insanity of principal not to revoke proxymental disorder

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

38. Article 79

~~84-79.~~ Any corporation which is a ~~Member~~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~~meeting of the Company or of any class of ~~Members~~members of the Company and ~~the~~The persons so authorised shall be entitled to exercise the same powers on behalf of ~~the~~such corporation as the corporation ~~would~~could exercise if it were an individual ~~Member of the Company~~member of the Company and ~~such corporation shall for the purposes of this Constitution (but subject to the Act) be deemed to be present in person at any such meeting if a person so authorised is present thereat.~~

Corporations acting by representatives

39. Article 80

~~85-80.~~ Subject to the other provisions of Section 145 of the Act ~~t~~The number of the ~~Directors of the Company~~all of whom shall be natural persons shall not be less than two. All Directors of the Company shall be natural persons, nor unless otherwise determined by a General Meeting more than fifteen (amended on 29 September 1995 by Special Resolution).

Appointment and ~~n~~Number of Directors

40. Article 82

~~88-82.~~ The ordinary remuneration of the Directors shall ~~be determined~~ from time to time by~~be determined by an Ordinary Resolution of the Company in General Meeting and such remuneration,~~ shall not be increased except pursuant to an Ordinary Resolution passed at a General Meeting where notice of the proposed increase shall have been given in the notice convening the General Meeting. Such remuneration shall be divided and shall (unless such resolution otherwise provides) be divisible among the Directors in such proportions and manner as they may agree and in default of, or failing agreement, equally, except that in the latter event any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for ~~the~~a proportion of remuneration related to the period during which he has held office. ~~Such~~ For the avoidance of doubt, the remuneration shall so far as a Director who is not an Executive Director is concerned be by way of a fixed sum and not by way of a commission on or percentage of profits or turnover, subject always to the other provisions of these Articleswhich a Director who holds an executive office receives in respect of services provided for such executive office, shall not require the approval of the Company in General Meeting.

Remuneration of Directors

41. Article 83

~~83.~~ (A) Any Director who is appointed to~~who holds~~ any executive office, or who serves on any committee of the Directors, ~~or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director,~~ may be paid such extra remuneration as the Directors may determine ~~subject however as is hereinafter provided in this Article. Such extra remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by a lump sum or by way of salary or by a percentage of profits (except in the case of a non-executive Director), or by any or all of those modes.~~

Remuneration for work outside scope of ordinary duties

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

(B) The remuneration (including any remuneration under article 83(A) above) in the case of non-executive Directors shall be payable by a fixed sum and shall not at any time be by a commission on or a percentage of the profits or turnover. Salaries payable to Executive Directors may not include a commission on or a percentage of turnover. The remuneration in the case of a Director other than an Executive Director shall be payable by a fixed sum and shall not at any time be by a commission on or percentage of the profits or turnover and no Director whether an Executive Director or otherwise shall be remunerated by a commission on a percentage of turnover.

Payment of remuneration

42. Article 86

91.86. Other than the office of Auditor, a Director may hold any other Director or Chief Executive Officer (or person(s) holding an equivalent position) may be party to or in any way interested in any contract or arrangement or transaction to which the Company is a party or in which the Company is in any way interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary thereof) under the Company or any other company in which the Company is in any way interested and he (or any firm of which he is a member) may act in a professional capacity for the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or any such other company and be remunerated therefor and in any such case as aforesaid (save as otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him thereunder or in consequence thereof. No Director, Chief Executive Officer (or person(s) holding an equivalent position), intending Director or intending Chief Executive Officer (or person(s) holding an equivalent position) shall be disqualified by from his office from contracting or entering into any arrangement or transaction with the Company either as vendor, purchaser or otherwise nor shall such contract or, arrangement or transaction, or any contract or, arrangement or transaction entered into by or on behalf of the Company in which any Director or Chief Executive Officer (or person(s) holding an equivalent position) shall be in any way interested be avoided nor shall any Director or Chief Executive Officer (or person(s) holding an equivalent position) so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or, arrangement or transaction by reason only of such Director or Chief Executive Officer (or person(s) holding an equivalent position) holding that office or of the fiduciary relation thereby established but every Director and Chief Executive Officer (or person(s) holding an equivalent position) shall observe the provisions of Section 156 of the Act Statutes relating to the disclosure of the interests of the Directors and Chief Executive Officer (or person(s) holding an equivalent position) in contracts or proposed contracts with the Company or of any office or property held by a Director and Chief Executive Officer (or person(s) holding an equivalent position) which might create duties or interests in conflict with his duties or interests as a Director. No Director shall as a Director vote in respect of any contract, arrangement or transaction in which he is so interested as aforesaid and if he does so vote his vote shall not be counted but this prohibition as to voting shall not apply to any contract by or on behalf of the Company to give to the Directors or any of them any security by way of any lawful indemnity or to any allotment of shares in or debentures of the Company to any Director or to any contract, arrangement or transaction where the Director is interested merely as a shareholder or a director of another company or both and such prohibition may at any time or times by the Company in General Meeting be suspended

Power of Directors to hold office of profit and to and Chief Executive Officer may contract with the Company

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

~~or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction and any particular contract, arrangement or transaction carried out in contravention of this Article may be ratified by the Company in General Meeting or Chief Executive Officer (or person(s) holding an equivalent position).~~

43. Article 87

~~92. (a) A Director may be or become a director of or hold~~87. (A) The Directors may from time to time appoint one or more of their body to be the holder of any office or place of profit (other than as Auditor) or be otherwise interested in any company in which the Company may be interested as vendor, purchaser, shareholder or otherwise and unless otherwise agreed shall not be accountable for any fees, remuneration or other benefits received by him as a director or officer of or by virtue of his interest in such other company (including, where considered appropriate, any executive office or the office of the Chairman or Deputy Chairman) on such terms and for such period as they may (subject to the provisions of the Statutes) determine and, without prejudice to the terms of any contract entered into in any particular case, may at any time revoke any such appointment.

Holdings of office in other companies Directors may hold offices

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

Cessation of directorship of Chairman or Deputy Chairman

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

Cessation of directorship of Executive Director

44. Article 88

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

Power of Executive Directors

45. Article 89

~~93.89. The Directors may from time to time appoint one or more of their body to be Managing Director or Managing Directors~~Chief Executive Officer or Chief Executive Officers (or other equivalent position) of the Company and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places. Where an appointment is for a fixed term such term shall not exceed five years.

Appointment of Managing Directors Chief Executive Officer

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

46. Article 90

~~94.90.~~ A ~~Managing Director shall not while he continues to hold that office be subject to retirement by rotation and he shall not be taken into account in determining the rotation of retirement of Directors but he shall~~A Chief Executive Officer (or person holding an equivalent position) who is a Director shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to retirement by rotation, resignation and removal as the other Directors of the Company ~~and if he ceases to hold the office of Director from any cause he shall ipso facto and immediately cease to be a Managing Director.~~

~~Managing Director not to be subject to retirement by rotation~~Retirement, removal and resignation of Chief Executive Officer

47. Article 91

~~95.91.~~ The remuneration of a ~~Managing Director~~Chief Executive Officer (or person holding an equivalent position) shall from time to time be fixed by the Directors and may subject to ~~these Articles~~this Constitution be by way of salary or commission or participation in profits or by any or all of these modes but he shall not under any circumstances be remunerated by a commission on or a percentage of turnover.

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

48. Article 92

~~96.92.~~ A ~~Managing Director~~A Chief Executive Officer (or person holding an equivalent position) 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~~Chief Executive Officer (or person holding an equivalent position) for the time being such of the powers exercisable under ~~these Articles~~this Constitution by the Directors as they may think fit and may confer such powers for such time and to be exercised 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.

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

49. Article 93

~~97.93.~~ The office of a Director shall be vacated in any ~~one of the following events, namely:-~~

~~Vacation of~~When office of Director to be vacated

- (a) if he ~~is~~shall become prohibited by law from ~~being acting as a Director by reason of any order made under the Act; or~~
- (b) if he ~~ceases to be a Director by virtue of any of the provisions of the Act~~shall become disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds; or

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

- (c) ~~if he resigns(not being a Director holding any executive office for a fixed term) he shall resign~~ by writing under his hand left at the Office or if he shall in writing offer to resign and the Directors shall resolve to accept such offer; or
- (d) ~~if he becomes a bankrupt, a receiver shall have a bankruptcy order is made against him or if he suspends payments or compounds shall make any arrangement or composition~~ with his creditors generally; or
- (e) ~~if he be found lunatic or becomes of unsound mind~~ becomes mentally disordered and incapable of managing himself or his affairs or if in Singapore or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs; or
- (f) ~~if he be absent from meetings of the Directors for a continuous period of six months without leave from the Directors and the Directors resolve that his office be vacated; or~~
- (g) ~~if he be removed by the Company in General Meeting pursuant to these Articles~~ this Constitution.

50. Article 94

~~98-94.~~ Subject to these Articles and to the provisions of the Act, every Director (except the Managing Director) shall retire from office once every three years and for this purpose, at ~~At~~ each Annual General Meeting one-third of the Directors for the time being; (or, if their number is not a multiple of three, the number nearest to but not less than one-third), selected in accordance with a minimum of one; article 95, shall retire from office and a Director at a Meeting shall retain office until the close of the Meeting whether adjourned or not by rotation (in addition to any Director retiring pursuant to article 100).

Retirement of
Directors by rotation

51. Article 96

~~100-96.~~ The Company at the ~~Meeting~~ meeting at which a Director retires under any provision of ~~these Articles~~ this Constitution may ~~be by~~ Ordinary Resolution fill up the office being vacated office, by electing a person ~~thereto: thereto the retiring Director or some other person eligible for appointment.~~ In default the retiring Director shall be deemed to have been re-elected, ~~unless- except in any of the following cases:~~

Filling vacated office

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

- (a) where at such Meeting~~meeting~~ it is expressly resolved not to fill ~~up such vacated office~~ or a resolution for the re-election of such Director is put to the ~~Meeting~~meeting and lost; or
- (b) where such Director is disqualified under the Act from holding office as a Director or has given notice in writing to the Company that he is unwilling to be re-elected; or
- (c) where such Director ~~has attained any retiring age applicable to him~~is disqualified from acting as a Director~~director in any jurisdiction for reasons other than on technical grounds; or~~
- (d) where the default is due to the moving of a resolution in contravention of the next following article.

The retirement shall not have effect until the conclusion of the meeting except where a resolution is passed to elect some other person in the place of the retiring Director or a resolution for his re-election is put to the meeting and lost and accordingly a retiring Director who is re-elected or deemed to have been re-elected will continue in office without a break.

52. Article 97

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

Resolution for appointment of Directors

53. Article 98

~~101.~~98. No person other than a Director retiring at the ~~Meeting~~meeting shall, unless recommended by the Directors for re-election, be eligible for appointment as a Director at any General Meeting unless not less than ~~eleven~~11 nor more than ~~42~~ clear days (exclusive of the date on which the notice is given) before the ~~day~~date appointed for the ~~Meeting~~meeting there shall have been ~~left~~lodged at the Office notice in writing signed by some ~~Member~~member (other than the person to be proposed) duly qualified to attend and vote at the ~~Meeting~~meeting for which such notice is given of his intention to propose such person for election and ~~also~~or notice in writing duly signed by the ~~nominee~~person to be proposed giving his consent to the nomination and signifying his candidature for the office ~~or the intention of such Member to propose him.~~ Provided always that in the case of a person recommended by the Directors for election not less than nine clear days' notice ~~only~~ shall be necessary and notice of each and every candidate for elections such person shall be served on ~~all Members~~the members at least seven clear days prior to the ~~Meeting~~meeting at which the election is to take place.

Notice of intention to appoint Director

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

54. Article 100

~~103.100.~~ The Directors shall have power at any time and from time to time to The Company may by Ordinary Resolution appoint any person to be a Director either to fill a casual vacancy or as an additional Director but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these Articles. Any Director, Without prejudice thereto the Directors shall have power at any time so to do, but any person so appointed by the Directors shall hold office only until the next Annual General Meeting and He shall then be eligible for re-election, but ~~shall~~ not be taken into account in determining the number of Directors who are to retire by rotation at such ~~Meeting~~meeting.

Directors' power to fill casual vacancies and appoint additional Directors

55. Article 101

~~104.101.~~ (aA) Any Director of the Company may at any time by writing under his hand and deposited at the Office, or delivered at a meeting of the Directors, appoint any person (other than another Director) approved by a majority of his co-Directors to be his Alternate Director of the Company and may at any time remove any such Alternate Director so appointed from office. An Alternate Director so appointed shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company. Such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved. A person shall not act as Alternate Director to more than one Director at the same time and no Director shall act as Alternate Director.

Appointment of
Alternate Directors

(bB) All removals of Alternate Directors shall be by writing under the hand of the Director shall (subject to his giving to the Company an address in Singapore) be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at such meetings at which the Director appointing him is not personally present and generally to perform all functions of his appointor as a Director in his absence concerned (below called "his principal") terminating such appointment and come into effect when deposited at the Office or delivered at a meeting of the Directors.

Removal of Alternate
Directors to be in
writing

(c) — ~~AnC)~~ The appointment of an Alternate Director shall ipso facto cease to be an Alternate Director if his appointor determine on the happening of any event which if he were a Director would cause him to vacate such office or if his principal ceases for any reason to be a Director otherwise than by retiring and being re-elected at the same meeting.

Determination of
appointment of
Alternate Directors

(d) — All appointments and removals of Alternate Directors shall be effected in writing under the hand of the Director making or terminating such appointment left at the Office ~~D)~~ An Alternate Director shall (subject to his giving to the Company an address in Singapore and except when absent from Singapore) be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which his principal is not personally present and generally at such meeting to perform all functions of his principal as a Director and for the purposes of the proceedings

Powers of Alternate
Directors

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

at such meeting the provisions of this Constitution shall apply as if he (instead of his principal) were a Director. If his principal is for the time being absent from Singapore or temporarily unable to act through ill health or disability, his signature to any resolution in writing of the Directors shall be as effective as the signature of his principal. To such extent as the Directors may from time to time determine in relation to any committee of the Directors, the foregoing provisions of this paragraph shall also apply *mutatis mutandis* to any meeting of any such committee of which his principal is a member. An Alternate Director shall not (save as expressly set out in this Constitution) have power to act as a Director nor shall he be deemed to be a Director for the purposes of this Constitution.

(eE) An Alternate Director shall be entitled at Directors' meetings to one vote for the Director whom he represents to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent *mutatis mutandis* as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as Alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his principal as such principal may by notice in writing to the Company from time to time direct.

Alternate Directors may contract with Company

56. Article 102

105.102. (aA) Subject to the provisions of this Constitution The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Subject to the provisions of these Articles questions arising at any meeting shall be determined by a majority of votes and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote except when only two Directors are present and form a quorum or only two Directors are competent to vote on the question: At any time any Director may, and the Secretary on the requisition of a Director shall, summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from Singapore. Any Director may waive notice of any meeting.

Meetings of Directors

(B) Directors may participate in a meeting of the Directors by means of a conference telephone, video conferencing, audio visual, or other or similar communications equipment by means of which all persons participating in the meeting can hear each other, without a Director being in the physical presence of another Director or Directors, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. 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. Such a The Directors participating in any such meeting shall be counted in the quorum for such meeting and subject to there being a requisite quorum in accordance with article 103, all resolutions agreed by the Directors in such meeting shall be deemed to take place where the largest group of Directors present for the purpose of the meeting is assembled or, if there is no such group, where the Chairman of the meeting is present be as effective as a resolution passed at a meeting in person of the Directors duly convened and held. A meeting conducted by means of a conference telephone or similar communications equipment as aforesaid is deemed to be held at the Office or such other place agreed upon by the Directors attending the meeting, Provided always that at least one of the Directors present at the meeting was at that place for the duration of the meeting.

Participation by telephone or video conference

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

57. Article 105

~~107.105.~~ A Director notwithstanding his interest may be counted in the quorum present at any meeting where he or any other Director is appointed to hold any office or place of profit under the Company or where the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or where the Directors resolve to enter into or make any arrangements with him or on his behalf pursuant to these Articles or where the terms of any such appointment or, arrangements as hereinbefore mentioned are considered, and he may vote on any such matter other than in respect of the appointment of or arrangements with himself or the fixing of the terms thereof. 91. No~~A~~ Director shall as a Director~~not~~ vote in respect of any contract or arrangement or transaction in which he is so interested as aforesaid and if he does so vote his vote shall not be counted~~any other proposal whatsoever in which he has any personal material interest, directly or indirectly~~ but this prohibition as to voting shall not apply to any contract by or on behalf of the Company to give to the Directors or any of them any security by way of any lawful indemnity or to any allotment of shares in or debentures of the Company to any Director or to any contract, arrangement or transaction~~any other proposal~~ where the Director is interested merely as a shareholder or a director or both and such prohibition may at any time or times by the Company in General Meeting be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction~~other proposal, and any~~Any particular contract, arrangement or transaction~~other proposal~~ carried out in contravention of this Article~~article 105~~ may be ratified by the Company in General Meeting. A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting.

Relaxation of restrictions on voting. Directors not to vote on transactions in which they have an interest

58. Article 107

~~109.107.~~ (A) The Directors may from time to time elect from their number a Chairman and if desired a Deputy Chairman (or two or more Deputy Chairmen) and determine the period for which he~~each~~ is or they are to hold office. The Deputy Chairman shall perform the duties of the Chairman during the Chairman's absence for any reason. The Chairman and in his absence the Deputy Chairman shall preside as Chairman at meetings of the Directors but if no such~~to hold office. If no~~ Chairman or Deputy Chairman be elected~~shall have been appointed~~ or if at any meeting the~~of the Directors no~~ Chairman and the~~or~~ Deputy Chairman shall be not present within five minutes after the time appointed for holding the same~~meeting, the Directors present shall~~may choose one of their number to be~~Chairman~~chairman of such~~the~~ meeting. Any Director acting as~~Chairman~~chairman of a meeting of the Directors shall in the case of an equality of votes have the Chairman's right to a second or casting vote where applicable.

Chairman of Directors and Deputy Chairman

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

Absence of Chairman

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

59. Article 108

~~110:108.~~ A ~~Resolution~~resolution in writing signed by ~~all the~~majority of Directors for the time being in Singapore and constituting a quorum shall be as effective as a ~~Resolution~~resolution duly passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form, each signed by one or more Directors. The expressions “in writing” and “signed” include approval by any such Director by telefax, telex, cable or telegram or any form of electronic communication approved by the Directors for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors.

Resolutions in writing

60. Article 109

~~111:109.~~ The Directors may delegate any of their powers or discretion to committees consisting of ~~such member~~one or more members of their body ~~as they think fit and (if thought fit) one or more other persons co-opted as hereinafter provided.~~ Any committee so formed shall in the exercise of the powers so delegated conform to any regulations ~~that~~which may ~~from time to time~~ be imposed ~~on them~~ by the Directors. ~~Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee.~~

Power to appoint committees

61. Article 113

~~114:113.~~ The ~~management of the business and affairs of the Company shall be vested in the Directors who (in addition to the powers and authorities by these Articles or otherwise expressly conferred upon them) managed by, or under the direction or supervision of, the Directors. The Directors may exercise all such powers and do all such acts and things as may be exercised or done by of the Company and as are not hereby or by the Act expressly directed or~~Statutes or by this Constitution required to be exercised or done by the Company in General Meeting but subject nevertheless to the provisions of the ~~Act~~Statutes and of ~~these Articles~~this Constitution and to any regulations from time to time made by the Company in General Meeting, provided that no regulations so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made and in particular and without prejudice to the generality of the foregoing the Directors may at their discretion exercise every borrowing power vested in the Company by its Memorandum of Association or permitted by law together with collateral power of hypothecating the assets of the Company including any uncalled or called but unpaid capital; provided that the The Directors shall not carry into effect any proposals for selling or disposing of the whole or substantially the whole of the Company's undertaking or property unless ~~these~~such proposals have been approved by the Company in General Meeting. The general powers given by this article shall not be limited or restricted by any special authority or power given to the Directors by any other article.

General Power

powers of Directors to manage Company's business

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

62. Article 120

~~122.120.~~ (a) The Directors shall provide for the safe custody of the Common Seal, which shall only be used by the authority of the Directors or a committee of Directors authorised by the Directors in that behalf, and ~~every~~Every instrument to which the Seal shall be affixed shall (subject to the provisions of these Articles as to certificates for shares) be affixed in the presence of and ~~be~~ signed by two Directors, or by ~~a~~autographically by one Director and ~~by the Secretary or by a second Director~~ or some other person appointed by the Directors in place of the Secretary for the purposes ~~save that as regards any certificates for shares or debentures or other securities of the Company the Directors may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature or other method approved by the Directors.~~

Seal/Affixing seal

63. Article 122

~~123.122.~~ Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the ~~constitution~~Constitution of the Company and any resolutions passed by the Company or the Directors or any committee, and any books, records, documents ~~and~~, accounts ~~and financial statements~~, relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents ~~or~~, accounts ~~or financial statements~~ are elsewhere than at the Office; the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting, of the Company or of the Directors or any committee which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed, or as the case may be, that any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting. Any authentication or certification made pursuant to this ~~Article~~article may be made by any electronic means approved by the Directors ~~for such purpose~~ from time to time ~~for such purposes~~ incorporating, if the Directors deem necessary, the use of security ~~and/or identification~~ procedures ~~or~~and devices approved by the Directors.

Power to authenticate documents

64. Article 130

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

Waiver of dividends

65. Article 131

~~133.131.~~ The payment by the Directors of any unclaimed dividends or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. All dividends ~~and other moneys payable on or in respect of a share that are unclaimed after being declared~~first becoming payable may be invested or otherwise made use of by the Directors for the benefit of the Company and any dividend ~~or any such moneys~~ unclaimed after a period of six years from the date of ~~declaration of such dividend~~

Unclaimed dividends or other moneys

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

may they are first payable shall be forfeited and if so shall revert to the Company but the Directors may at any time thereafter at their absolute discretion annul any such forfeiture and pay the dividend moneys so forfeited to the person entitled thereto prior to the forfeiture. If the Depository returns any such dividend or moneys to the Company, the relevant Depositor shall not have any right or claim in respect of such dividend or moneys against the Company if a period of six years has elapsed from the date such dividend or other moneys are first payable.

66. Article 133

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

Scrip dividend scheme

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

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

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

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

Ranking of shares

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

Record date

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

Eligibility

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

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

Disapplication

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

Fractional entitlements

67. Article 137

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

Resolution declaring dividends

68. Article 138

138. (A) The Company may, upon the recommendation of the Directors, by Ordinary Resolution resolve that it is desirable to
The Directors may, with the sanction of an Ordinary Resolution of the Company, including any Ordinary Resolution passed pursuant to article 11(B):

Power to issue free bonus shares and/or to capitalise profits reserves

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

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

(ii) (in the case of an Ordinary Resolution passed pursuant to article 11(B)) such other date as may be determined by the Directors,

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

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

(b) capitalise any sum for the time being standing to the credit of any of the Company's reserve accounts (including share premium account and any capital redemption reserve funds) or other undistributable reserve or any sum standing to the credit of profit and loss account or otherwise available for distribution (provided that such sum shall not be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend and accordingly that the Directors be authorised and directed to appropriate the sum resolved to be capitalised to the Members holding shares in the Company in the proportions in which such sum would have been divisible amongst them had the same been applied or have been applicable in paying dividends and to apply the payment or provision of any dividend on any shares entitled to cumulative or non-cumulative preferential dividends) by appropriating such sum to the persons registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register at the close of business on:

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

(ii) (in the case of an Ordinary Resolution passed pursuant to article 11(B)) such other date as may be determined by the Directors,

in proportion to their then holdings of shares and applying such sum on their behalf either in or towards paying up the amounts (if any) for the time being unpaid on any shares held by such Membersmembers respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such sum, such shares or debentures to be allotted and distributed and new shares (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, new shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid up to and amongst such Membersthem as bonus shares in the proportion aforesaid or partly in one way and partly in the other; provided that a share premium account and a capital redemption reserve fund may only be applied hereunder in the paying up of unissued shares to be issued to Membersmembers as fully paid shares.

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

~~139. — Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the sum resolved to be capitalised thereby and all allotments and issues of fully paid shares or debentures (if any) and generally shall do all acts and things required (B) The Directors may do all acts and things considered necessary or expedient to give effect thereto to any such bonus issue and/or capitalisation under article 138(A), with full power to the Directors to make such provision by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions and also to 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 members interested into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon any such bonus issue or capitalisation or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the sum resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares and matters incidental thereto and any agreement made under such authority shall be effective and binding on all such Members concerned.~~

Implementation of resolution to capitalise profitsPower of Directors to give effect to bonus issues and capitalisations

69. Article 139

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

Power to issue free shares and/or to capitalise reserves for share-based incentive plans and Directors' remuneration

- ~~(a) be held by or for the benefit of participants of any share incentive or option scheme or plan implemented by the Company and approved by shareholders in General Meeting and on such terms as the Directors shall think fit; or~~
- ~~(b) be held by or for the benefit of non-Executive Directors as part of their remuneration under article 82 and/or article 83(A) approved by shareholders in General Meeting in such manner and on such terms as the Directors shall think fit.~~

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

70. Article 139A

~~140.139A.~~ The Directors shall cause minutes to be made in books to be provided for the purpose—;

Minutes

- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors; and

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

- (c) of all ~~Resolutions~~resolutions and proceedings at all ~~Meetings~~meetings of the Company and of any class of ~~Members~~members, of the Directors and committees of Directors, and of its Chief Executive Officers (if any).

71. Article 139B

~~141-139B.~~ (aA) The Directors shall duly comply with the provisions of the Act and in particular the provisions in regard to registration of charges created by or affecting property of the Company, in regard to providing information to the Registrar of Companies appointed under the Act in relation to its Directors, Chief Executive Officers, Secretaries and Auditors, in regard to keeping a Register of Directors and Secretaries, a Register of Members, a Register of Substantial Shareholders, a Register of Holders of Debentures of the Company, a Register of Mortgages and Charges and a Register of Directors' and Chief Executive Officers' Share and Debenture Holdings and in regard to the production and furnishing of copies of such Registers and of any Register of Holders of Debentures of the Company.

Keeping of registers, etc.

(bB) The Company shall not be obliged to enter the name and particulars of any Depositor in its Register of Members, and the provisions in ~~these Articles~~this Constitution relating to the transfer, transmission or certification of shares shall not apply to any transaction affecting book-entry securities.

72. Article 139C

~~142-139C.~~ Any register, index, minute book, book of accounts or other book required by ~~these Articles~~the provisions in this Constitution or by the Act to be kept by or on behalf of the Company may, subject to and in accordance with the Act, be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used in hard copy form or in 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 form, 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 adequate precautions for ensuring the proper maintenance and authenticity of such records, guarding against falsification and for facilitating the discovery any falsifications.

Form of registers, etc.

73. Article 141

~~145-141.~~ In accordance with the provisions of the Act, the Directors shall cause to be prepared and to be laid before the Company in ~~general meeting~~General Meeting such ~~profit and loss accounts~~financial statements, balance sheets, ~~group accounts (if any) and reports,~~ statements and other documents as may be necessary. The interval between the close of a financial year of the Company and the ~~issue of accounts relating thereto~~date of the Company's Annual General Meeting shall not exceed four months (or such other period as may be permitted by the Act).

Presentation of accountsfinancial statements

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

74. Article 142

~~146.142.~~ A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by the Act to be annexed thereto) together with a copy of every report of the Auditors relating thereto and of the Directors' A copy of the financial statements and, if required, the balance sheet (including every document required by law to be attached thereto), which is duly audited and which is to be laid before the Company in General Meeting accompanied by a copy of the Auditor's report thereon, shall not less than ~~fourteen~~ 14 days before the date of the Meeting be sent to every Member of, and every holder of debentures (if any) of, ~~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 Act or of these Articles: provided that this Article Statutes or of this Constitution; Provided always that:

Copies of
accountsfinancial
statements

- (a) these documents may, subject to the listing rules of the Stock Exchange, be sent less than 14 days before the date of the meeting if all persons entitled to receive notices of meetings from the Company so agree; and
- (b) this article 142 shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of the any joint holders of a share in the Company or the several persons entitled thereto in consequence of the death or bankruptcy of the holder or otherwise to any person of whose address the Company is not aware, but any Membermember 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.

75. Article 142A

~~147.142A.~~ Four30 final printed copies (and one soft copy in such format as the Stock Exchange may require) of each such document as is referred to in the preceding Articlearticle or such other number as may be required by the Stock Exchange upon which the Company may be listed shall be forwarded to suchthe Stock Exchange at the same time as such documents are sent to members of the MembersCompany.

AccountsFinancial
statements to Stock
Exchange

76. Article 145

~~151.145.~~ (A) Any notice or document (including a share certificate) may be served on or delivered to any member by the Company on any Member either personally or by sending it through the post in a prepaid letter or wrapper cover addressed to such Membermember at his registered address within Singapore appearing in the Register of Members or (as the case may be) the Depository Register, or (if he has no registered address within Singapore) to the address, if any, within Singapore supplied by him to the Company or (as the case may be) supplied by him to the Depository as his address for the service of notices, or by delivering it to such address as aforesaid. Where a notice or other document is served or sent by post (whether by airmail or not), service or delivery shall be deemed to be effected at the time when the cover containing the same is posted, and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed, stamped and posted.

Service of notices

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

156. (B) Any notice or other document if sent by post and whether by airmail or not shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted; and in proving such service by post it shall be sufficient to prove that the letter or wrapper containing the same was properly addressed and put into the Post Office as a prepaid letter or wrapper. <u>Without prejudice to the provisions of article 145(A), but subject otherwise to the Act and any regulations made thereunder and (where applicable) the listing rules of the Stock Exchange relating to electronic communications, any notice or document (including, without limitation, any accounts, balance-sheet, financial statements or report) which is required or permitted to be given, sent or served under the Act or under this Constitution by the Company, or by the Directors, to a member may be given, sent or served using electronic communications:</u>	<u>When service effected</u> <u>Electronic communications</u>
(a) _____ to the current address of that person; or	
(b) _____ by making it available on a website prescribed by the Company from time to time,	
<u>in accordance with the provisions of this Constitution, the Act and/or any other applicable regulations or procedures.</u>	
_____ (C) _____ For the purposes of article 145(B) above, a member shall be deemed to have agreed to receive such notice or document by way of such electronic communications and shall not have a right to elect to receive a physical copy of such notice or document.	<u>Implied consent</u>
_____ (D) _____ Notwithstanding article 145(C) above, the Directors may, at their discretion, at any time give a member an opportunity to elect within a specified period of time whether to receive such notice or document by way of electronic communications or as a physical copy, and a member shall be deemed to have consented to receive such notice or document by way of electronic communications if he was given such an opportunity and he failed to make an election within the specified time, and he shall not in such an event have a right to receive a physical copy of such notice or document.	<u>Deemed consent</u>
_____ (E) _____ Where a notice or document is given, sent or served by electronic communications:	<u>When notice given by electronic communications</u> <u>deemed served</u>
(a) _____ to the current address of a person pursuant to article 145(B)(a), it shall be deemed to have been duly given, sent or served at the time of transmission of the electronic communication by the email server or facility operated by the Company or its service provider to the current address of such person (notwithstanding any delayed receipt, non-delivery or "returned mail" reply message or any other error message indicating that the electronic communication was delayed or not successfully sent), unless otherwise provided under the Act and/or any other applicable regulations or procedures; and	

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

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

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

Notice to be given of service on website

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

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

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

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

77. Article 147

~~155-147.~~ A person entitled to a share in consequence of the death or bankruptcy of a ~~Member or otherwise member~~ upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also to the Company or (as the case may be) the Depository an address within Singapore for the service of ~~notice~~ notices, shall be entitled to have served upon or delivered to him at such address any notice or document to which the ~~Member member~~ but for his death or bankruptcy ~~or otherwise would be have been~~ entitled, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid any notice or document delivered or sent by post to or left at the ~~registered address of any Member member~~ or given, sent or served to any member using electronic communications in pursuance of ~~these Articles~~ this Constitution shall, (notwithstanding that such ~~Member member~~ be then dead or bankrupt or ~~otherwise not entitled to such share in liquidation~~, and whether or not the Company shall have notice of the same) 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 as sole or 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.-~~

Service of notices after the death, bankruptcy, etc. on a Member

78. Article 149

149. 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.

Power to present winding up petition

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

79. Article 151

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

Member outside Singapore

80. Article 152

162:152. Subject to the provisions of the Act and so far as may be permitted by the Statutes, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred or to be incurred by him in the execution and discharge of his duties or in relation thereto and in particular and without prejudice to the generality of the foregoing, no Director, Manager, Secretary or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or left or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own negligence, wilful default, breach of duty or breach of trust.

Indemnity of Directors and officers

81. Article 154

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

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

Personal data of members

APPENDIX A

COMPARISON OF MAIN DIFFERENCES IN THE NEW CONSTITUTION

- (b) internal analysis and/or market research by the Company (or its agents or service providers);
- (c) investor relations communications by the Company (or its agents or service providers);
- (d) administration by the Company (or its agents or service providers) of that member's holding of shares in the Company;
- (e) implementation and administration of any service provided by the Company (or its agents or service providers) to its members to receive notices of meetings, annual reports and other shareholder communications and/or for proxy appointment, whether by electronic means or otherwise;
- (f) processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for any General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to any General Meeting (including any adjournment thereof);
- (g) implementation and administration of, and compliance with, any provision of this Constitution;
- (h) compliance with any applicable laws, listing rules, take-over rules, regulations and/or guidelines; and
- (i) purposes which are reasonably related to any of the above purpose.

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

Personal data of
proxies and/or
representatives

APPENDIX B

THE EXISTING OBJECTS CLAUSES

The existing objects clauses in the Existing Constitution which are proposed to be deleted and substituted with a general provision in article 4(A) of the New Constitution are set out below:

3. The objects for which the Company is established are all or any of the following, it being intended that the objects or all or any objects specified in each paragraph of this clause shall except where otherwise expressed in such paragraph be in no way limited or restricted by reference to or inference from the terms or any other paragraph or group of paragraphs and shall be capable of being pursued as an independent object and either alone or in conjunction with all or any one or more of the other objects specified in the same or in any other paragraph or groups of paragraphs and the discontinuance or abandonment of all or any of the business or objects hereinafter referred to shall not prevent the Company from carrying on any other business authorised to be carried on by the Company and it is hereby expressly declared that in the interpretation of this clause the meaning of any of the Company's objects shall not be restricted by reference to any other object or by the juxtaposition of two or more of them and that in the event of any ambiguity this clause shall be construed in such a way as to widen and not to restrict the powers of the Company as if each of the said paragraphs defined the objects of a separate, distinct and independent company:-
- Objects
- (a) To carry on the business of a holding company, and without prejudice to the generality of the foregoing and for the generality of the purpose,
- (i) To acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.
- To acquire and hold investments
- (ii) To acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations, or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.
- Methods of acquiring investments
- (iii) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares stock obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultant services for or in relation to any company in which the Company is interested upon such terms as may be thought fit.
- To exercise rights incident to ownership of investments

APPENDIX B

THE EXISTING OBJECTS CLAUSES

- | | | |
|-----|--|---|
| (b) | To develop and turn to account, any land acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving building and by planting, paving, draining, farming cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others. | To develop land |
| (c) | To purchase or otherwise acquire, for investment, lands, houses, theatres, buildings, plantations and immovable property of any description or any interest therein. | To purchase land, etc |
| (d) | <p>(i) To carry on all or any of the businesses of proprietors of flats, maisonettes, apartments, dwelling-houses, shops, offices and clubs, and for these purposes, to purchase, take on lease, or otherwise acquire and hold any lands or buildings of any tenure or description wherever situate, or rights or interests thereon or connected therewith; to prepare building sites, and to construct, reconstruct, pull down, alter, improve, decorate, furnish and maintain flats, maisonettes, apartments, dwelling-houses, shops, offices, clubs building, works and conveniences of all kinds, to lay out roads and pleasure gardens and recreation grounds; to plant drain or otherwise improve the land or any part thereof.</p> <p>(ii) To manage, or let the same or any part thereof for any period, whether belonging to the Company or not, and at such rent and on such conditions as the Company shall think fit; to collect rents and income, and to supply to tenants and occupiers and others, light, heat, refreshments, attendants, messengers, waiting-rooms, reading-rooms, meeting-rooms, lavatories, bathhouses, laundry conveniences, electric conveniences, garages, recreation facilities and other advantages which from time to time the Company shall consider desirable, or to provide for such management, letting and advantages as aforesaid by employing any person; firm or company to carry out or supply the same on such terms as the Company may think fit.</p> | To carry on the business of flat proprietors, etc |
| (e) | To purchase, take on lease or in exchange, hire or otherwise acquire, any real or personal property, licences, rights or privileges which the Company may think necessary or convenient for the purposes of its business and to construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company. | To purchase other business |
| (f) | To purchase or otherwise acquire, issue, re-issue, sell, place and deal in shares, stocks, bonds, debentures and securities of all kinds. | To purchase, to sell, to deal in shares |
| (g) | To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of the Company. | Sale of undertaking |

APPENDIX B

THE EXISTING OBJECTS CLAUSES

- | | | |
|-----|---|------------------------------|
| (h) | To carry on the business of forwarding agents, general agents, warehousemen, proprietors of warehouses, owners or charterers of aircraft, ships or other vessels, motor, or other vehicles, agents for operators of air, sea, land or in land water-way carriage undertakings, road transport owners and hirers. | General merchants |
| (i) | To carry on the business of wholesale, retail, manufacturers, importers and exporters, general traders of pharmaceutical products, medicine, drugs, perfumery, cosmetics, toilet preparations of all description and kinds whether traditional or otherwise. | Pharmaceutical products, etc |
| (j) | To carry on the business of chemists, druggists and the dispensing of medicines whether traditional or otherwise, manufacturing chemists, oil and colour men, dye makers, importers and manufacturers of and dealers in chemical industrial, and other preparations and articles, compounds, cements, oil, paints, pigments and varnish, dyeware, paint and colour grinders, makers of and dealers in proprietary, articles of all kinds and of electrical, chemical photographic, motor and scientific apparatus and materials. | Chemists etc |
| (k) | To carry on all or any of the businesses of importers, exporters, general traders, and to buy, sell, import, export, prepare for market, and deal in goods and merchandise of all descriptions both wholesale and retail and to transact every kind of agency business and to undertake the business of manufacturers' or distributors' representatives. | To import, export, etc |
| (l) | To carry on the business of wholesale, retail, manufacturers, importers and exporters, general traders, agents, licensees, franchisee of food products and other consummables. | Food products, etc |
| (m) | To establish and carry on all or any of the businesses of general merchants, importers, exporters, storers, store-keepers, removers and packers, dealers (either by wholesale or retail) in manufactured goods and articles, machinery, materials, commodities, stores general merchandise, ores, metals, mineral substances and agricultural vegetables and general produce of all kinds and to import, export, buy, prepare, manufacture, render marketable, sell, barter, exchange, pledge, charge, make advances on and otherwise deal in or with or turn to account by wholesale or retail, goods, machinery, materials, commodities, stores, general merchandise, ores, metals, mineral substances and produce of all kinds. | General merchandise |
| (n) | To carry on the business of stationers, printers lithographers, stereotypers, electrotipers, photographic printers, photo-lithographers, engravers, die-sinkers, envelope manufacturers, book-binders, account book manufacturers, machine makers, numerical printers, paper makers, paper bag and account book makers, box makers, cardboard manufacturers, type founders, photographers, manufacturers of and dealers in playing, visiting, railway, festive, complimentary and fancy cards and valentines, dealers in parchment, dealers in stamps, agents for the payment of stamp and other duties, advertising agents, designers, draughtsmen, ink manufacturers, booksellers, publishers, paper manufacturers, and dealers in the materials used in the manufacture of paper, engineers, cabinet makers, and dealers in or manufacturers of any other articles or things of a character similar or analogous to the foregoing, or any of them, or connected therewith. | Stationers, etc |

APPENDIX B

THE EXISTING OBJECTS CLAUSES

- | | | |
|-----|---|--|
| (o) | To buy, sell (both to persons residing on the Company's premises and to non-residents), import, produce, manufacture or otherwise deal in food and food products, meat, groceries, fruits, confectionery, wine, spirit, beer and alcoholic beverages, tobacco, druggist supplies, beverages, linen, furniture and furnishings and other articles required in the said businesses. | To buy or sell commodities |
| (p) | To carry on the business of advertising contractors and agents, and any other business which may be usefully carried on in connection with such business, and to acquire and undertake the whole or any part of the business, property and liabilities of any person firm or company carrying on business as such contractors or agents, or any other business which may be usefully carried on in connection therewith, and to carry on the business of manufacturers of all kinds of apparatus appliances, plant and material employed by advertising contractors in their business, and to sell, dispose of, and use the same for the purposes of the business of the Company. | Advertising contractors |
| (q) | To carry on the business of makers and repairers of and dealers (by wholesale or retail) in proprietary articles, apparatus and goods of all kinds and electrical, mechanical, industrial, optical, photographic and scientific apparatus, appliances, utensils and materials of all descriptions. | Apparatus and utensils |
| (r) | To purchase, charter, hire, build, make, assemble, improve, complete, sell and deal in and with all types of conveyances for use by land, sea and air and the components thereof and to employ, use, hire out and work the same and to carry on the business as common carrier, public conveyors. | Transport vehicles and refrigerating store |
| (s) | To carry on all or any of the business ordinarily carried on by financiers or capitalists except the business of banking. | To carry on business as financiers |
| (t) | To carry on the business and industry of manufacturers, importers, exporters, and general dealers in machinery, tools, equipment and hardware of every description and particularly all such as are requisite for or applicable to all classes of mechanical plant or engineering commercial agricultural and construction work, or for the maintenance and development of such work, and to enter into undertake and carry out all classes of such work including the construction of steam or internal combustion engines, motor-cars, aeroplanes and every class of vehicle and boat; also wireless machines, refrigerators, electric, gas and fuel stoves and washing machines and the respective equipment and appliances in connection with any of the foregoing plant and effects or for the purpose of all or any of the business and undertakings capable of being carried on by this Company or any company in which it may be interested and to manufacture, purchase, acquire and generally deal in all commodities, equipment, utensils, furnishings and effects required by or incidental to or convenient for the use in any such businesses and undertakings. | Machinery and equipment, etc |
| (u) | To adopt such means of making known and advertising the business and products of the Company as may seem expedient. | To advertise product |

APPENDIX B

THE EXISTING OBJECTS CLAUSES

- | | | |
|------|---|---|
| (v) | To remunerate any person or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures, or other securities of the Company, or in or about the organization, formation, or promotion of the Company or the conduct of its business. | To remunerate |
| (w) | To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments. | To accept bills, etc |
| (x) | To carry on business as proprietors and publishers of and dealers in newspapers, journals, magazines, books and other literary works and undertakings. | Newspaper and magazine proprietors |
| (y) | To accept payment for the undertaking or any property or rights sold or otherwise disposed of or dealt with by the Company either in cash or by instalments or otherwise or in shares credited as fully or partly paid up in any company or companies with or without deferred or preferential rights in respect of dividends or payments of capital or otherwise or by means of mortgages or by debentures, debenture stock (perpetual or otherwise) or obligations or securities of any company or companies or partly in one mode and partly in another and generally on such terms as the Company may determine. | To accept payment in shares or debentures |
| (z) | To pay all or any part of the expenses of and preliminary and incidental to the promotion formation establishment and registration of the Company and all commission brokerage discount underwriting and other expenses lawfully payable. | To pay preliminary expenses. |
| (aa) | To acquire by purchase, lease, exchange, hire or otherwise, lands and property of any tenure, or any interest in the same in Singapore. | |
| (bb) | To carry on the business of hotel, restaurant, cafe, tavern, beer-house, refreshment-room, and lodging-house keepers, licensed victuallers, wine, beer and spirit merchants, brewers, malsters, distillers, importers and manufacturers of aerated, mineral and artificial waters and other drinks, purveyors, caterers for public amusements generally, proprietors of motor and other vehicles, garage proprietors, livery-stable keepers, jobmasters, importers and brokers of food, live and dead stock, and colonial and foreign produce of all descriptions, hairdressers, perfumers, chemists, proprietors and managers of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, lockers and safe deposits, telephones and telegraphs, shops, stores, libraries, grounds and places of amusement, recreation, sport, entertainment, and instruction of all kinds, tobacco and cigar merchants, agents for railway, shipping and air-plane companies and carriers, theatrical and opera box office proprietors, entrepreneurs and general agents, and any other business which can be conveniently carried on in connection therewith and to establish and provide all kinds of conveniences and attractions for customers and others. | Hotel, restaurant, etc |

APPENDIX B

THE EXISTING OBJECTS CLAUSES

- | | | |
|------|---|--|
| (cc) | To carry on business as caterers and contractors in all its respective branches, bakers, confectioners, tobacconists, butchers, fishmongers, milk sellers, butter sellers, dairymen, grocers, poulterers, greengrocers, farmers, ice merchants, and ice cream manufacturers, to manufacture, buy sell, refine, prepare, grow, import, export and deal in provisions of all kinds, both wholesale and retail and whether solid or liquid. | Caterers etc |
| (dd) | To carry on business as tourist agents and contractors, transport agents, and to facilitate travelling, and to provide for tourists and travellers, and promote the provision of conveniences of all kinds in the way of through tickets, circular tickets, sleeping cars or berths, reserved places, hotel and lodging accommodation, guides, safe deposits, inquiry bureaus, libraries, lavatories, reading rooms, baggage transport and otherwise. | Tourist agents, etc |
| (ee) | To buy, sell, manufacture, repair, alter, improve, exchange, let out on hire, import, export and deal in all works, plant, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things, capable of being used in any business which this Company is competent to carry on or required by any customers of or persons having dealings with the Company or commonly dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with, render marketable and deal in all products of residual and by-products incidental to or obtained in any of the businesses carried on by the Company. | To buy, sell, etc |
| (ff) | To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights. | To carry on other business |
| (gg) | To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company. | To acquire |
| (hh) | To apply for, purchase, or otherwise acquire any patents, patent rights, copyrights, trade marks, formulae, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company; and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account, the property, rights, or information so acquired. | To purchase patents |
| (ii) | To amalgamate or enter into partnership or into any arrangement for sharing of profits, union of interest, co-operation, joint adventure, reciprocal concession, or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company. | To enter into arrangement for profit sharing |

APPENDIX B

THE EXISTING OBJECTS CLAUSES

- | | | |
|------|---|---|
| (jj) | To take, or otherwise acquire, and hold shares, debentures or other securities of any other company. | To hold shares, debentures of other company |
| (kk) | To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects, or any of them; and to obtain from any such government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain; and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions. | To make arrangements with authorities |
| (ll) | To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or directors or past employees or directors of the Company or its predecessors in business, or the dependants or connections of any such persons; and to grant pensions and allowances, and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object. | To establish trusts to benefit employees |
| (mm) | To promote any other company or companies for the purpose of acquiring or taking over all or any of the property, rights, and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company. | To promote companies |
| (nn) | To purchase, take on lease or in exchange, hire, or otherwise acquire any movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, machinery, plant and stock-in-trade. | To exchange property and rights. |
| (oo) | To construct, improve, maintain, develop, work, manage, carry out or control any buildings, works, factories, mills, roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, water-courses, wharves, warehouses, electric works, shops, stores, and other works, and conveniences which may seem calculated directly or indirectly to advance the Company's interests; and to contribute to, subsidize, or otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carrying out or control thereof. | To manage, control other properties, etc |
| (pp) | To guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company. | To guarantee, give indemnities, etc |
| (qq) | To lend and advance money or give credit to any person or company and on such terms as may be considered expedient, and either with or without security; to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or company, and otherwise to assist any person or company; and to invest and deal with the money of the Company not immediately required in such manner as may from time to time be thought fit. | To lend money |

APPENDIX B

THE EXISTING OBJECTS CLAUSES

(rr)	To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same for the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including it uncalled capital; and to purchase, redeem, or pay off any such securities.	To borrow and mortgage
(ss)	To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase, or otherwise, and to exercise, carry out, and enjoy and charter, licence, power, authority, franchise, concession, right, or privilege, which any Government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid in, and contribute towards carrying the same into effect; and to appropriate any of the Company's shares, debentures, or other securities and assets to defray the necessary costs, charges, and expenses thereof.	To apply etc. licence, franchise
(tt)	To apply for, promote, and obtain any statute, order, regulation, or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Company; and to oppose any bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the Company's interests.	To apply
(uu)	To procure the Company to be registered or recognized in any country or place outside the Republic of Singapore.	To register company
(vv)	To sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of Company.	To sell, etc. or deal with rights of Company
(ww)	To issue and allot fully or partly paid shares in the capital of the Company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Company or any services rendered to the Company.	To issue and allot shares
(xx)	To distribute any of the property of the Company among the members in kind or otherwise but so that no distribution amounting to a reduction of capital shall be made without the sanction required by law.	To distribute any property amongst members
(yy)	To take or hold mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the company, or any money due to the Company from purchasers and others.	To take or hold mortgages etc. of property
(zz)	To undertake and transact all kinds of agency or secretarial business and also to undertake and execute any trusts, the undertaking whereof may seem desirable, and either gratuitously or otherwise.	To undertake agencies

APPENDIX B
THE EXISTING OBJECTS CLAUSES

- | | | |
|-------|---|--|
| (aaa) | To transact any lawful business in aid of the Republic of Singapore in the prosecution of any war or hostilities in which the Republic of Singapore is engaged. | To transact lawful business |
| (bbb) | To carry out all or any of the objects of the Company and do all or any of the above things in any part of the world and either as principal, agent, contractor, or trustee, or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others. | To carry out the objects in any part of the world. |
| (ccc) | To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company. | |

PROVIDED ALWAYS that nothing herein contained shall be deemed to empower the Company to carry on the business of banking.

APPENDIX C

THE SCRIP DIVIDEND SCHEME STATEMENT

CHINA MERCHANTS HOLDINGS (PACIFIC) LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. 198101278D

SCRIP DIVIDEND SCHEME STATEMENT

1. SCRIP DIVIDEND SCHEME STATEMENT

This Scrip Dividend Scheme Statement (this “**Statement**”) contains the terms and conditions of the **China Merchants Holdings (Pacific) Limited Scrip Dividend Scheme** (the “**Scrip Dividend Scheme**”), under which persons registered in the Register of Members of China Merchants Holdings (Pacific) Limited (the “**Company**”) or, as the case may be, the Depository Register (as defined in **paragraph 4.2** below) as the holders of fully paid ordinary shares (“**Shares**”) in the capital of the Company (“**Shareholders**”) may elect to receive fully paid new Shares (“**New Shares**”) in lieu of part only or all of the cash amount of any dividend (including any interim, final, special or other dividend) (“**Dividend**”) which is declared on the Shares held by them.

The Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) assumes no responsibility for the correctness of any statements contained herein.

2. SUMMARY OF THE MAIN FEATURES

The Scrip Dividend Scheme provides Shareholders with the option to elect to receive New Shares in lieu of part only or all of the cash amount of any Qualifying Dividend (as defined in **paragraph 4.2** below) declared on their holding of Shares.

All Shareholders are eligible to participate in the Scrip Dividend Scheme subject to the restrictions on Overseas Shareholders (as defined in **paragraph 4.4** below), as more particularly described in **paragraph 4.4** below, and except for such other Shareholders or class of Shareholders as the directors of the Company (“**Directors**”) may in their absolute discretion decide.

Shareholders may elect to participate in respect of part only or all of their holding of Shares to which each Notice of Election (as defined in **paragraph 4.7** below) relates in respect of any Qualifying Dividend and may also make a permanent election to participate in respect of all of their holding of Shares to which each Notice of Election relates for any Qualifying Dividend and all future Qualifying Dividends. Shareholders should note that they may not make a permanent election to participate in respect of part only of their holdings of Shares to which each Notice of Election relates for any Qualifying Dividend and all future Qualifying Dividends.

Shareholders receiving more than one Notice of Election may elect to participate in respect of their holding of Shares to which one Notice of Election relates and elect not to participate in respect of their holding of Shares to which any other Notice of Election relates. Where a permanent election has been made, Participating Shareholders (as defined in **paragraph 4.5** below) may cancel their participation and withdraw from the Scrip Dividend Scheme at any time, subject to them giving the appropriate notice in accordance with this Statement. The cancellation of a permanent election by a Participating Shareholder would not preclude him from making a fresh permanent election should he wish to do so at a later date.

The Directors may, in their absolute discretion, determine that the Scrip Dividend Scheme will apply to any particular Dividend. An announcement will be made by the Company as soon as practicable following the determination by the Directors that the Scrip Dividend Scheme is to apply to a particular Dividend, and in any event, by no later than the next Market Day (as defined in **paragraph 4.2** below) immediately following the Books Closure Date (as defined in **paragraph 4.2** below) in respect of the particular Dividend. Unless the Directors have determined that the Scrip Dividend Scheme will apply to any particular Dividend, the Dividend concerned will be paid in cash to the Shareholders in the usual way.

APPENDIX C

THE SCRIP DIVIDEND SCHEME STATEMENT

New Shares which are to be allotted and issued under the Scrip Dividend Scheme to Participating Shareholders shall, upon allotment and issue, rank *pari passu* in all respects with the existing Shares then in issue except that the New Shares will not rank for any dividend, right, allotment or other distributions, the record date for which falls before the date of issue of the New Shares, unless the Directors shall otherwise specify.

Participating Shareholders can expect to receive, at or about each Dividend payment date, notification letters setting out, *inter alia*, the number of New Shares allotted to them under the Scrip Dividend Scheme.

Under Singapore laws as at the date of this Statement, there are no brokerage fees or other related costs payable on New Shares allotted under the Scrip Dividend Scheme.

3. HOW TO PARTICIPATE

Participation in the Scrip Dividend Scheme is optional and is not transferable.

A Shareholder wishing to receive New Shares in respect of any Qualifying Dividend or to make a permanent election to receive New Shares in respect of any Qualifying Dividend and all future Qualifying Dividends to which a Notice of Election received by him relates should complete and sign such Notice of Election and return it to the Company at the address indicated on the Notice of Election or, if the Shareholder is a Depositor (as defined in **paragraph 4.2** below), through CDP (as defined in **paragraph 4.2** below). A Shareholder receiving more than one Notice of Election and wishing to receive Shares in respect of part only or all of his entitlement to the Qualifying Dividend in respect of all of his holding of Shares or to make a permanent election to receive Shares in respect of any Qualifying Dividend and all future Qualifying Dividends must complete and sign all Notices of Election received by him and return the completed and signed Notices of Election to the Company and/or CDP, as the case may be.

A Shareholder may only make a permanent election to receive New Shares in respect of all and not only part of his entitlement to future Qualifying Dividends under a Notice of Election. Where a member elects to receive Shares in respect of part only of his entitlement to any Qualifying Dividend to which a Notice of Election relates, permanent election shall not be available.

To be effective in respect of any Qualifying Dividend to which a Notice of Election relates, such duly completed and signed Notice of Election must be received by the Company or (in the case of a Depositor) CDP no later than the date and time to be specified by the Directors in respect of that Qualifying Dividend.

4. TERMS AND CONDITIONS OF THE SCRIP DIVIDEND SCHEME

4.1 **Establishment.** The Scrip Dividend Scheme is established by the Directors.

4.2 **Terms and Conditions.** The following are the terms and conditions (these “**Terms and Conditions**”), which expression shall include any amendment or supplement thereto, of the Scrip Dividend Scheme.

In these Terms and Conditions, in addition to the other defined terms set out in this Statement, the following definitions apply throughout, unless the context otherwise requires or otherwise stated:

“ Books Closure Date ”	: The date to be determined by the Directors for the purpose of determining the entitlements of Shareholders to a Dividend
“ CDP ”	: The Central Depository (Pte) Limited or any successor entity thereto
“ Market Day ”	: A day on which the SGX-ST is open for trading in securities

APPENDIX C

THE SCRIP DIVIDEND SCHEME STATEMENT

“Qualifying Dividend”	: Any Dividend to which the Scrip Dividend Scheme applies (as determined by the Directors)
“SFA”	: The Securities and Futures Act, Chapter 289 of Singapore, as amended from time to time
“S\$” or “cents”	: The lawful currency for the time being of the Republic of Singapore
“per cent.”	: Per centum or percentage

The terms “**Depositor**” and “**Depository Register**” shall have the meanings ascribed to them respectively in the SFA.

Unless the context otherwise requires, words importing the singular shall include the plural and *vice versa*, and words importing a specific gender shall include the other genders (male, female or neuter). References to “**person**” shall include an individual, corporation, company, partnership, firm, trustee, trust, executor, administrator or other legal personal representative, unincorporated association, joint venture, syndicate or other business enterprise, any governmental, administrative or regulatory authority or agency (notwithstanding that “**person**” may be sometimes used herein in conjunction with some of such words), and their respective successors, legal personal representatives and assigns, as the case may be, and pronouns shall have a similarly extended meaning.

Any provision in these Terms and Conditions requiring any notice, form or other document to be completed by a Shareholder may be satisfied by the signing of such notice, form or other document by the Shareholder, or by way of a telephone or electronic communication involving the execution of any act, procedure or routine (electronic or otherwise) designated by the Company to signify the Shareholder’s intention to be bound by such communication. A Shareholder is deemed to have agreed that he shall have no claim whatsoever against the Company for any delay, failure or inaccuracy in the recording, storage, transmission or delivery of data (in each case whether or not within the control of the Company) or for any compensation, loss or damages in connection therewith or in relation thereto.

4.3 **Eligibility.** All Shareholders are eligible to participate in the Scrip Dividend Scheme subject to the restrictions on Overseas Shareholders, as more particularly described in **paragraph 4.4** below, and except that participation in the Scrip Dividend Scheme shall not be available to such Shareholders or class of Shareholders as the Directors may in their absolute discretion determine, and further, shall be subject to the requirement that such participation or receipt of New Shares under the Scrip Dividend Scheme by any Shareholder will not result in a breach of any other restriction on such Shareholder’s holding of New Shares which may be imposed by any law or regulation in force in Singapore or any other relevant jurisdiction, as the case may be, or prescribed by the constitution of the Company.

4.4 **Overseas Shareholders.** For practical reasons and to avoid any violation of the securities laws applicable in countries outside Singapore where Shareholders may have their registered addresses, unless otherwise determined by the Directors in their absolute discretion, Shareholders with registered addresses outside Singapore and who have not provided to the Company or where the Shareholder is a Depositor, CDP, in each case at least three Market Days prior to the Books Closure Date (or such other period as the Directors may determine), mailing addresses in Singapore for the service of notices and documents (each such Shareholder, an “**Overseas Shareholder**”) may not participate in the Scrip Dividend Scheme. No Overseas Shareholder shall have any claim whatsoever against the Company, the Company’s share registrar, CDP or any of their respective agents in connection therewith.

APPENDIX C

THE SCRIP DIVIDEND SCHEME STATEMENT

Overseas Shareholders who may not participate in the Scrip Dividend Scheme and who receive or come to have in their possession this Statement, a Notice of Election and/or any other document in connection with the Scrip Dividend Scheme may not treat the same as an invitation or offer of any securities to them. Overseas Shareholders are advised to inform themselves of, and to observe, any prohibitions and restrictions, and to comply with any applicable laws and regulations relating to the Scrip Dividend Scheme as may be applicable to them.

Overseas Shareholders who wish to be eligible to participate in the Scrip Dividend Scheme should provide a mailing address in Singapore for the service of notices and documents to the Company c/o the Company's share registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, or, if the Overseas Shareholder is a Depositor, to CDP at The Central Depository (Pte) Limited, 11 North Buona Vista Drive, #06-07 The Metropolis Tower 2, Singapore 138589, in each case at least three Market Days prior to the Books Closure Date (or such other period as the Directors may determine). Such Overseas Shareholders should note that all correspondence, notices and documents will be sent to their last registered mailing address in Singapore maintained with the Company or, in the case of such Overseas Shareholders who are Depositors, their last registered mailing address in Singapore maintained with CDP.

- 4.5 **Level of Participation.** Participation in the Scrip Dividend Scheme is optional and is not transferable.

A Shareholder may elect to participate in the Scrip Dividend Scheme (the "**Participating Shareholder**") in respect of part only or all of his holding of Shares as at each Books Closure Date to which each Notice of Election (as defined in **paragraph 4.7** below) received by him relates for a Qualifying Dividend (the "**Participating Shares**").

- 4.6 **Permanent Election.** Any permanent election to participate in the Scrip Dividend Scheme is personal to the Participating Shareholder.

A Shareholder may make a permanent election in the manner set out below for participation in respect of any Qualifying Dividend and all future Qualifying Dividends. Where a permanent election in respect of all his holding of Shares to which a Notice of Election relates has been made, then unless and until a notice of cancellation (in such form as the Directors may approve) (the "**Notice of Cancellation**") in relation to such Notice of Election is received by the Company or CDP (as the case may be) as provided in **paragraph 4.13** below or until such permanent election becomes ineffective as provided in these Terms and Conditions, the permanent election shall be effective for all future Qualifying Dividends in respect of such Notice of Election. A notice of cancellation of participation in the Scrip Dividend Scheme in any other form will not be accepted by the Company or CDP (as the case may be).

- 4.7 **Notice of Election to Participate.** The Company will, in its absolute discretion, send to each eligible Shareholder one or more notices of election (in such form and through such medium as the Directors may approve) (the "**Notice of Election**"), unless a permanent election to participate in the Scrip Dividend Scheme has already been made.

To be effective in respect of any Qualifying Dividend (unless a permanent election has already been made), a Notice of Election, duly signed and completed in full, must be received by the Company or, in the case of a Notice of Election being submitted by a Shareholder who is a Depositor, by CDP, by the date and time to be specified by the Directors in respect of that Qualifying Dividend, and in the manner described in the Notice of Election. A Shareholder receiving two or more Notices of Election and wishing to receive New Shares in respect of all of his entitlement to the Qualifying Dividend in respect of all his holding of Shares must complete and sign all the Notices of Election received by him and return the completed and signed Notices of Election to the Company and/or CDP (as the case may be). A notice of election to participate in the Scrip Dividend Scheme in any other form will not be accepted by the Company or CDP (as the case may be).

APPENDIX C

THE SCRIP DIVIDEND SCHEME STATEMENT

If a Notice of Election in relation to a permanent election is received after the date and time specified by the Directors for any particular Qualifying Dividend, the Notice of Election shall not, unless otherwise determined by the Directors in their absolute discretion, be effective for that Qualifying Dividend or for any future Qualifying Dividends in respect of such Notice of Election. A Notice of Election (other than in relation to a permanent election) in respect of any Qualifying Dividend shall not, upon its receipt by the Company or CDP (as the case may be), be withdrawn or cancelled.

A permanent election made in the Notice of Election will remain in force until cancelled in the manner provided in **paragraph 4.13** below or until it becomes ineffective as provided in these Terms and Conditions. A Shareholder receiving more than one Notice of Election and wishing to make a permanent election in respect of all his holding of Shares must complete and sign all Notices of Election received by him and return the completed and signed Notices of Election to the Company and/or CDP (as the case may be).

The Company is under no obligation whatsoever to correct invalid Notices of Election on behalf of any Shareholder or to provide any reason for rejecting any Notice of Election.

By electing to participate in the Scrip Dividend Scheme, the Participating Shareholder unconditionally:

- (a) warrants to the Company that he has the legal right and full power and authority to participate in the Scrip Dividend Scheme and that his participation in the Scrip Dividend Scheme will not result in a breach of any law or regulation by which he is bound;
- (b) acknowledges that the Company may at any time determine that the Participating Shareholder's Notice of Election or any Notice of Cancellation or other form in connection with the Scrip Dividend Scheme (collectively, the "**Forms**" and each, a "**Form**") is valid, even if the relevant Form or part thereof is incomplete, illegible, contains errors or is otherwise defective;
- (c) acknowledges that the Company may reject any Form without furnishing any reasons;
- (d) acknowledges that the Company has not provided the Participating Shareholder with investment or other advice and that it does not have any obligation to provide any advice in connection with the Scrip Dividend Scheme; and
- (e) agrees to these Terms and Conditions and agrees not to do any act or thing which would be contrary to the intention or purpose of the Scrip Dividend Scheme,

in each case, at all times until termination of the Scrip Dividend Scheme or of the Participating Shareholder's participation in the Scrip Dividend Scheme.

4.8 Extent of Application of Scrip Dividend Scheme to each Dividend. The Directors may, in their absolute discretion, in respect of any Dividend, determine whether the Scrip Dividend Scheme shall apply to such Dividend. If, in their absolute discretion, the Directors have not determined that the Scrip Dividend Scheme is to apply to a Dividend, such Dividend shall be paid in cash to Shareholders in the usual way, notwithstanding their elections under the Scrip Dividend Scheme.

4.9 Share Entitlement. By electing to participate in the Scrip Dividend Scheme in respect of any Notice of Election received by him, a Participating Shareholder elects in respect of any Qualifying Dividend to which such Notice of Election relates, to receive New Shares in lieu of the cash amount of the Qualifying Dividend.

APPENDIX C

THE SCRIP DIVIDEND SCHEME STATEMENT

In respect of any Qualifying Dividend, the number of New Shares to be allotted and issued to a Participating Shareholder electing to receive New Shares in respect of a Notice of Election shall be calculated in accordance with the following formula:

$$N = \frac{(S \times D)}{V}$$

Where:

- N : is the number of New Shares to be allotted and issued as fully paid to the Participating Shareholder in respect of such Notice of Election;
- S : is the number of Participating Shares held by the Participating Shareholder as at the Books Closure Date to which such Notice of Election relates;
- D : is the amount of the Qualifying Dividend to which such Notice of Election relates, expressed in S\$ or cents and fractions of a cent per Participating Share;
- (S x D) : is the numerator, rounded to the nearest two decimal places; and
- V : is the issue price of a New Share, which shall, for the purpose of calculating the number of New Shares to be allotted and issued as fully paid to a Participating Shareholder pursuant to the Scrip Dividend Scheme, be an amount in S\$ determined by the Company (the “**Relevant Amount**”), which shall not be set at more than a 10 per cent. discount (or such other discount as may be permitted by the SGX-ST) to, nor shall it exceed, the average of the volume weighted average prices of a Share on the SGX-ST for each of the Market Days during the period commencing on the day on which the Shares are first quoted ex-dividend on the SGX-ST after the announcement of the Qualifying Dividend and ending on the Books Closure Date in respect of such Qualifying Dividend (the “**Price Determination Period**”). In the event that there is no trading in the Shares during the Price Determination Period, the Relevant Amount shall not exceed the average of the volume weighted average prices of a Share on the SGX-ST for each of the Market Days during a period (to be determined by the Directors) prior to the announcement of the Qualifying Dividend.

The Directors shall, in their absolute discretion, make such provisions as they deem fit where the number of New Shares calculated in accordance with the above formula becomes attributable in fractions, including provisions whereby fractional entitlements are rounded down to the nearest whole number or otherwise dealt with in such manner as they may deem fit in the interests of the Company.

Shareholders who elect to receive New Shares in lieu of cash for any Qualifying Dividend should take note that they may receive odd lots under the formula set out above.

- 4.10 **Terms of Allotment.** All New Shares allotted to Participating Shareholders under the Scrip Dividend Scheme will be allotted as fully paid. All such New Shares shall, upon allotment and issue, rank *pari passu* in all respects with all existing Shares then in issue except that the New Shares will not rank for any dividend, right, allotment or other distributions, the record date for which falls before the date of issue of the New Shares, unless the Directors shall otherwise specify.

Participating Shareholders who are Depositors will have the New Shares credited to their securities accounts maintained with CDP. In other cases, certificates for the Shares will be despatched to Participating Shareholders, at their risk, at their registered mailing addresses in Singapore.

APPENDIX C

THE SCRIP DIVIDEND SCHEME STATEMENT

- 4.11 **Notification Letters to Participating Shareholders.** The payment date of a Qualifying Dividend will be a date (the “**Payment Date**”) to be determined by the Directors which is not less than 30 Market Days but not more than 35 Market Days after the Books Closure Date for that Qualifying Dividend, or such other date which is acceptable to the SGX-ST. The Company or if the Participating Shareholder is a Depositor, CDP, will send to each Participating Shareholder on or about each Payment Date for that Qualifying Dividend, or such other date as the Directors may decide, a notification letter detailing, *inter alia*:
- (a) the number of Participating Shares held by the Participating Shareholder in respect of which the Participating Shareholder has elected to participate in the Scrip Dividend Scheme; and
 - (b) the number of New Shares to be allotted to the Participating Shareholder under the Scrip Dividend Scheme.
- 4.12 **Cost to Participants.** Under Singapore laws as at the date of this Statement, there are no brokerage fees or other related costs payable on the New Shares allotted under the Scrip Dividend Scheme.
- 4.13 **Cancellation of Participation.** A Participating Shareholder may at any time cancel his permanent election to participate in the Scrip Dividend Scheme in relation to any Notice of Election by completing and returning to the Company or CDP (as the case may be), a Notice of Cancellation in such form as the Directors may approve in relation to such Notice of Election (a notice of cancellation of participation in the Scrip Dividend Scheme in any other form will not be accepted by the Company or CDP (as the case may be)). To be effective in respect of any Qualifying Dividend, the Notice of Cancellation must be received by the Company or CDP (as the case may be) by the date and time to be specified by the Directors for that Qualifying Dividend, failing which the Notice of Cancellation will not be effective for that Qualifying Dividend but will be effective for all future Qualifying Dividends in respect of such Notice of Election. A Participating Shareholder should take note that a Notice of Cancellation which may be issued by the Company as part of the Forms for any Qualifying Dividend will not be effective for the Qualifying Dividend and all future Qualifying Dividends if received by the Company or CDP (as the case may be) after the date and time to be specified by the Directors in the Notice of Cancellation.

If a Participating Shareholder gives notice to the Company or, if the Participating Shareholder is a Depositor, to CDP, of a change of his registered mailing address to an address outside Singapore, he shall thereupon be considered an Overseas Shareholder and shall not be eligible to participate in the Scrip Dividend Scheme, notwithstanding any permanent election to participate in the Scrip Dividend Scheme, unless he provides a mailing address in Singapore for the service of notices and documents by notifying the Company or, if he is a Depositor, CDP, in each case at least three Market Days prior to the Books Closure Date (or such other period as the Directors may determine). If such Participating Shareholder fails to provide a mailing address in Singapore as aforesaid, any permanent election to participate in the Scrip Dividend Scheme made by him shall be deemed to have been cancelled and the Company shall be authorised and entitled to make arrangements with CDP to cancel such permanent election.

If a Participating Shareholder who is an individual dies, any permanent election to participate in the Scrip Dividend Scheme by that Participating Shareholder will cease upon receipt by the Company or, if the Participating Shareholder is a Depositor, by CDP of, *inter alia*, a Notice of Cancellation and notice of the death supported by such documentary evidence thereof acceptable to the Company or CDP (as the case may be), and together with such other documentation as may be required by the Company or CDP (as the case may be), or at such later date as the Directors in their absolute discretion, upon request from the legal personal representative(s) of the deceased Participating Shareholder, may determine. If the legal personal representative(s) of the deceased Participating Shareholder wish(es) to participate in the Scrip Dividend Scheme in respect of any Qualifying Dividend or in respect of all future Qualifying Dividends in relation to the Shares forming part of the estate of the deceased Participating Shareholder, the relevant Notice(s) of Election must be submitted by such legal personal representative(s) in accordance with these Terms and Conditions and together with such other documentation as may be required by the Company or CDP (as the case may be).

APPENDIX C

THE SCRIP DIVIDEND SCHEME STATEMENT

If a Participating Shareholder becomes bankrupt or, in the case where the Participating Shareholder is a company, is wound up, any permanent election to participate in the Scrip Dividend Scheme by that Participating Shareholder will cease upon receipt by the Company or, if the Participating Shareholder is a Depositor, by CDP of, *inter alia*, a Notice of Cancellation and notice of the bankruptcy or the winding up (as the case may be), supported by such documentary evidence thereof acceptable to the Company or CDP (as the case may be), and together with such other documentation as may be required by the Company or CDP (as the case may be).

- 4.14 **Cancellation of Application of the Scrip Dividend Scheme.** Notwithstanding any provision in these Terms and Conditions, if at any time after the Directors have determined that the Scrip Dividend Scheme shall apply to any particular Dividend and before the allotment and issue of New Shares in respect of the Dividend, the Directors shall consider that by reason of any event or circumstance (whether arising before or after such determination) or by reason of any matter whatsoever it is no longer expedient or appropriate to implement the Scrip Dividend Scheme in respect of the Dividend, the Directors may, in their absolute discretion and as they may deem fit and without assigning any reason therefor, cancel the application of the Scrip Dividend Scheme to the Dividend. In the event of a cancellation, the Dividend shall be paid in cash to Shareholders in the usual way.

- 4.15 **Modification and Termination of the Scrip Dividend Scheme.** The Scrip Dividend Scheme may be modified or terminated at any time and in any manner by the Directors as they deem fit. Such modification or termination shall be announced by the Company.

In the case of a modification, the Scrip Dividend Scheme will continue as modified in relation to each Participating Shareholder who has made a permanent election under the Scrip Dividend Scheme unless and until (a) the Company or, if the Participating Shareholder is a Depositor, CDP, receives from the Participating Shareholder a Notice of Cancellation in respect of a Notice of Election submitted by such Participating Shareholder, or (b) the Participating Shareholder's permanent election otherwise ceases to have effect as provided in **paragraph 4.13** above, whichever is the earlier.

- 4.16 **General Administration of the Scrip Dividend Scheme.** The Directors may implement the Scrip Dividend Scheme in any manner they deem fit. The Directors have the power and full discretion to:

- (a) determine procedures, rules and regulations for administration of the Scrip Dividend Scheme consistent with these Terms and Conditions;
- (b) settle in such manner as they deem fit any difficulty, anomaly or dispute (including relating to the interpretation of any provision, regulation or procedure or as to any rights under the Scrip Dividend Scheme) which may arise in connection with the Scrip Dividend Scheme, whether generally or in relation to any Participating Shareholder or any Shares, and the determination of the Directors will be conclusive and binding on all Shareholders and other persons to whom the determination relates;
- (c) delegate to any one or more persons, for such period and on such conditions as the Directors may determine, the exercise of any of their powers or discretions under or in respect of the Scrip Dividend Scheme, and references to a decision, opinion or determination of the Directors include a reference to the decision, opinion or determination of the person or persons to whom the Directors have delegated their authority for the purposes of administering the Scrip Dividend Scheme; and
- (d) waive strict compliance by the Company or any Shareholder with any of these Terms and Conditions.

- 4.17 **Governing Law and Jurisdiction.** This Statement, the Scrip Dividend Scheme and these Terms and Conditions shall be governed by, and construed in accordance with, the laws of Singapore and each Shareholder submits to the exclusive jurisdiction of the Singapore courts.

APPENDIX C

THE SCRIP DIVIDEND SCHEME STATEMENT

- 4.18 **Exclusion of Third Party Rights.** A person who is not a party to these Terms and Conditions has no right under the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore, to enforce any of these Terms and Conditions against the Company.
- 4.19 **Notices and Statements.** Unless otherwise provided in these Terms and Conditions, any notices, documents and statements required to be given by the Company to a Shareholder under the Scrip Dividend Scheme shall be given in accordance with the applicable provisions of the constitution of the Company.
- 4.20 **Collection, Use and Disclosure of Personal Data.** For the purposes of implementing and administering the Scrip Dividend Scheme, responding to instructions or enquiries made or purportedly made by a Shareholder, and enforcing rights or fulfilling obligations under any applicable laws, listing rules, regulations or guidelines or these Terms and Conditions, the Company and/or CDP will collect, use and disclose the personal data of Shareholders who are individuals, as contained in each submitted Notice of Election or other Form, or which is otherwise collected from Shareholders (or their authorised representatives) and public sources. Each Shareholder consents to the collection, use and disclosure of his personal data for all such purposes, including disclosure of data to related corporations of the Company, CDP and/or third parties who provide services to the Company and/or CDP, and to the collection, use and further disclosure by such parties for such purposes.

5. LISTING OF NEW SHARES ON THE SGX-ST

The Company shall make the necessary application(s) for the listing of the New Shares to be issued for the purposes of, in connection with or where contemplated by the Scrip Dividend Scheme on the Official List of the SGX-ST, and for the listing and quotation of such New Shares on the Mainboard of the SGX-ST. Any approval of the SGX-ST for the listing of such New Shares is not to be taken as an indication of the merits of the Scrip Dividend Scheme, the Shares, the New Shares, the Company or its subsidiaries.

6. OBLIGATION TO EXTEND TAKE-OVER OFFER

The attention of Shareholders is drawn to Rule 14 of the Singapore Code on Take-overs and Mergers (the “**Code**”). In particular, a Shareholder should note that pursuant to Rule 14.1 of the Code, he may be under an obligation to extend a take-over offer for the Company if:

- (a) he, by participating in the Scrip Dividend Scheme in relation to any Qualifying Dividend, acquires, whether by a series of transactions over a period of time or not, Shares which (taken together with Shares held or acquired by persons acting in concert with him) carry 30 per cent. or more of the voting rights of the Company; or
- (b) he, together with persons acting in concert with him, holds not less than 30 per cent. but not more than 50 per cent. of the voting rights of the Company, and he or any person acting in concert with him, by participating in the Scrip Dividend Scheme in relation to any Qualifying Dividend, acquires in any period of six months additional Shares carrying more than one per cent. of the voting rights of the Company.

The statements above do not purport to be a comprehensive or exhaustive description of all the relevant provisions of, or all implications that may arise under, the Code. Shareholders who are in doubt as to whether they would incur any obligation to make a take-over offer under the Code as a result of any acquisition of New Shares through their participation in the Scrip Dividend Scheme are advised to consult their professional advisers and/or the Securities Industry Council of Singapore at the earliest opportunity.

APPENDIX C

THE SCRIP DIVIDEND SCHEME STATEMENT

7. TAXATION

The Company takes no responsibility for the taxation liabilities of Participating Shareholders or the tax consequences of any election made by Shareholders. As individual circumstances and laws vary considerably, specific taxation advice should be obtained by Shareholders if they are in any doubt or if they otherwise require.

The Company takes no responsibility for the correctness or accuracy of any information as to taxation liability set out in this Statement.

As a general indication, however, it is understood that as at the date of this Statement, under tax legislation in Singapore, there is no tax advantage to be gained by reason of having elected to participate in the Scrip Dividend Scheme.

8. OTHER ITEMS

The New Shares are offered on the Terms and Conditions set out in this Statement and on the applicable provisions of the constitution of the Company. There are no other terms other than those implied by law or set out in publicly registered documents.

Where required, the Company will deduct all income tax to be deducted from the Qualifying Dividends in accordance with applicable law.

9. ENQUIRIES

Enquiries about any aspect of the Scrip Dividend Scheme should be directed to the Company c/o the Company's share registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at the following address:

Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

10. LIABILITY OF THE COMPANY

Notwithstanding anything in this Statement or in any of the documents to be issued by the Company or CDP in connection with the Scrip Dividend Scheme, neither the Company nor any officer, agent or representative of the Company shall under any circumstances whatsoever be liable or responsible to any Shareholder or Participating Shareholder for any liability, loss, damage, cost or expense (collectively, "**Loss**") or alleged Loss in connection with or as a result, directly or indirectly, of the establishment or operation of the Scrip Dividend Scheme or his participation in the Scrip Dividend Scheme or in relation to any matter whatsoever in connection with the Scrip Dividend Scheme, including without limitation any delay in allotting or issuing any New Shares or applying for their listing. No representation or warranty is given in respect of any Shares, any New Shares, the Company or its subsidiaries or associated companies, or that listing approval for the New Shares will be obtained.