

GOLDEN AGRI-RESOURCES LTD

(Incorporated in the Republic of Mauritius)
(Company No. 17099/2833)

APPENDICES TO THE NOTICE OF ANNUAL MEETING OF GOLDEN AGRI-RESOURCES LTD DATED 3 APRIL 2019

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APPENDICES TO THE NOTICE OF ANNUAL MEETING OF GOLDEN AGRI-RESOURCES LTD (THE "COMPANY" OR "GAR") DATED 3 APRIL 2019

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

If you have sold all your shares in the capital of Golden Agri-Resources Ltd, you should immediately hand these Appendices and the enclosed Notice of Annual Meeting and Proxy Form to the purchaser or to the stockbroker or agent through whom you effected the sale for transmission to the purchaser.

Note: ***The Singapore Exchange Securities Trading Limited ("SGX-ST") assumes no responsibility for the correctness of any statements made, reports contained or opinions expressed in these Appendices.***

APPENDIX 1 – PROPOSED RENEWAL OF SHARE PURCHASE MANDATE

1. INTRODUCTION

At the previous Annual Meeting ("**AM**") of the Company held on 23 April 2018 (the "**Latest Shareholders' Approval**"), shareholders of the Company ("**Shareholders**") approved a general mandate authorising the directors of the Company ("**Directors**") to make purchases or otherwise acquire ordinary shares in the capital of the Company ("**Shares**") representing up to a maximum of ten per cent. of the issued ordinary share capital (excluding treasury shares and subsidiary holdings) of the Company as at the date on which the resolution authorising the same was passed, at a price of up to but not exceeding the Maximum Price (as defined below) (the "**Share Purchase Mandate**"). The Share Purchase Mandate will expire on the date of the forthcoming AM of the Company to be held on 24 April 2019 ("**2019 AM**").

The Directors propose to seek the approval of Shareholders for the renewal of the Share Purchase Mandate, under the same terms and conditions, at the 2019 AM. If the proposed resolution for the renewal of the Share Purchase Mandate is approved at the 2019 AM, the renewed Share Purchase Mandate shall, unless revoked or varied by the Company in members' meeting, continue in force until the date on which the next AM is held or is required by law to be held, whichever is the earlier.

The purpose of this Appendix 1 is to provide information relating to and to explain the rationale for the proposed renewal of the Share Purchase Mandate at the 2019 AM.

2. RATIONALE

The renewal of the Share Purchase Mandate will provide the Company with the ability to undertake purchases of its issued Shares, at any time and from time to time while the renewed authority is in force, but only if and when circumstances permit subject to market conditions. Such flexibility will:

(a) allow the Directors greater flexibility over the Company's share capital structure with a view to enhancing the earnings and/or the value of the Company; and

(b) provide the Company with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements, in an expedient and cost-efficient manner.

While the Share Purchase Mandate would authorise a purchase or acquisition of Shares up to the said ten per cent. limit described in paragraph 4 below, Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Purchase Mandate may not be carried out to the full ten per cent. limit as authorised and no purchases or acquisition of Shares will be made in circumstances which would have or may have a material adverse effect on the financial position of the Company.

3. THE COMPANIES ACT 2001 OF MAURITIUS (THE "MAURITIUS COMPANIES ACT")

Under section 69(2) of the Mauritius Companies Act, the Company shall not offer or agree to purchase or otherwise acquire its Shares unless:

(a) the board of directors ("**Board**") is satisfied that-

(i) the acquisition is in the best interests of the Company;

(ii) the terms of the offer or agreement and the consideration to be paid for the Shares are fair and reasonable to the Company;

(iii) in any case where the offer is not made to, or the agreement is not entered into with, all Shareholders, the offer or the agreement, as the case may be, is fair to those Shareholders to whom the offer is not made, or with whom no agreement is entered into;

(iv) Shareholders to whom the offer is made have available to them any information which is material to an assessment of the value of the Shares; and

(v) the Company shall immediately after the acquisition satisfy the solvency test ("**Solvency Test**"); and

(b) the Board has disclosed to Shareholders or otherwise has made available to them all information which is material to the assessment of the value of the Shares.

After determining the funds available as shown in the books of accounts, the Directors shall, before undertaking any purchase of Shares, determine that the Company shall satisfy the Solvency Test immediately after the acquisition. Section 6 of the Mauritius Companies Act states, *inter alia*, that a company shall satisfy the Solvency Test where:

(a) the company is able to pay its debts as they become due in the normal course of business; and

(b) the value of the company's assets is greater than the sum of -

(i) the value of its liabilities; and

(ii) the company's stated capital,

where stated capital pursuant to section 7(2) of the Mauritius Companies Act states, *inter alia*, that it means the total of all amounts received by the company or due and payable to the company in respect of -

(a) the nominal paid up value of the shares; and

(b) the share premiums paid to the company in relation to those shares and required to be transferred to the share premium account under section 48 of the Mauritius Companies Act.

4. AUTHORITY AND LIMITS OF SHARE PURCHASE MANDATE

The authority and limits placed on purchases of Shares by the Company under the Share Purchase Mandate are summarised below:

Maximum number of Shares

The total number of Shares that may be purchased shall not be more than ten per cent. of the issued ordinary share capital (excluding treasury shares and subsidiary holdings) of the Company as at the date on which the resolution authorising the same is passed (the "**Approval Date**").

For illustrative purposes only, based on the existing stated capital of the Company of US$2,140,178,246.55 comprising 12,734,756,156 Shares of US$0.025 each (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date (as defined below), and assuming that no further Shares are issued or repurchased on or prior to the 2019 AM, not more than 1,273,475,615 Shares (representing ten per cent. of the Shares in issue (excluding treasury shares and subsidiary holdings) as at the Approval Date) may be purchased or acquired by the Company pursuant to the Share Purchase Mandate.

Duration of authority

Purchases of Shares may be made, at any time and from time to time, from the Approval Date up to the earlier of:

(a) the date on which the next AM of the Company is held or required by law to be held; or

(b) the date on which the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or

(c) the date on which the authority contained in the Share Purchase Mandate is varied or revoked.

Manner of purchase

Purchases of Shares may be made by way of:

(a) market purchases ("**Market Purchases**") effected on the SGX-ST's Central Limit Order Book trading system; and/or

(b) off-market purchases ("**Off-Market Purchases**") effected in accordance with an equal access scheme.

The Directors may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the Mauritius Companies Act, the Constitution of the Company ("**Constitution**"), the Companies Act, Cap. 50 of Singapore ("**Singapore Act**") and the listing rules of the SGX-ST ("**Listing Rules**") as they consider fit in the interests of the Company in connection with or in relation to an equal access scheme or schemes as defined in the Singapore Act. Under the Singapore Act, an equal access scheme must, however, satisfy all the following conditions:

(1) offers for the purchase or acquisition of issued Shares shall be made to every person who holds issued Shares to purchase or acquire the same percentage of their issued Shares;

(2) all those persons shall be given a reasonable opportunity to accept the offers made; and

(3) the terms of all the offers are the same, except that there shall be disregarded:

    (i) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;

(ii) (if applicable) differences in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid; and

(iii) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

The Listing Rules provide that in addition to furnishing at least the information as stipulated in (cc) to (gg) below as well as the information required under the Singapore Act when obtaining Shareholders' approval when making an Off-Market Purchase, the Company must issue an offer document to all Shareholders containing at least the following information:

(aa) the terms and conditions of the offer;

(bb) the period and procedures for acceptances;

(cc) the reasons for the proposed share buy-back;

(dd) the consequences, if any, of Share purchases by the Company that will arise under the Singapore Code on Take-overs and Mergers (the "**Take-over Code**") or other applicable takeover rules;

(ee) whether the Share buy-back, if made, would have any effect on the listing of the Shares on the SGX-ST;

(ff) details of any Share buy-back made by the Company in the previous 12 months (whether by way of Market Purchases or Off-Market Purchases), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and

(gg) whether shares purchased by the Company will be cancelled or kept as treasury shares.

Maximum purchase price

The purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) to be paid for a Share will be determined by the Directors.

However, the purchase price to be paid for the Shares must not exceed:

(a) in the case of a Market Purchase, 105% of the Average Closing Price; and

(b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Highest Last Dealt Price,

(the "**Maximum Price**") in either case, excluding related expenses of the purchase.

For the above purposes:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last 5 market days on which transactions in the Shares were recorded, preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant 5-day period;

"**Highest Last Dealt Price**" means the highest price transacted for a Share as recorded on the market day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; and

"**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

5. NO SHARES PURCHASED IN THE PREVIOUS 12 MONTHS

The Company did not buy back any Shares in the last 12 months immediately preceding 27 February 2019, being the latest practicable date prior to the printing of this Appendix 1 ("**Latest Practicable Date**").

6. STATUS OF PURCHASED SHARES

A Share purchased by the Company is deemed cancelled immediately on purchase (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a treasury share. Accordingly, the nominal issued share capital and share premium account shall be decreased by the number of Shares purchased and which are not held as treasury shares.

At the time of each purchase of Shares by the Company, the Directors will decide whether the Shares purchased will be cancelled or kept as treasury shares, or partly cancelled and partly kept as treasury shares, depending on the needs of the Company and as the Directors deem fit in the interests of the Company at that time.

7. TREASURY SHARES

Shares purchased by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Mauritius Companies Act, are summarised below:

7.1 Maximum Holdings

The number of Shares held as treasury shares cannot at any time exceed 15% of the total number of issued Shares.

7.2 Voting and Other Rights

The rights and obligations attaching to a Share that the Company holds in itself shall not be exercised by or against the Company while it holds the Share.

Without limiting the above, while the Company holds a Share in itself, the Company shall not:

(a) exercise any voting rights attaching to the Share; or

(b) make or receive any distribution authorised or payable in respect of the Share.

7.3 Disposal and Cancellation

Where Shares are held as treasury shares, the Company may at any time:

(a) cancel the treasury shares; or

(b) otherwise use the treasury shares for such other purposes as may be permitted by or in accordance with the Mauritius Companies Act.

Under the Listing Rules, the Company must immediately announce any sale, transfer, cancellation and/or use of treasury shares, and stating such details as required.

8. SOURCES OF FUNDS

In purchasing Shares, the Company may only apply funds legally available for such purchase in accordance with the Constitution and the applicable laws. The Company shall not purchase its Shares for a consideration other than cash, or in the case of Market Purchases, for settlement otherwise than in accordance with the trading rules of the SGX-ST. The Mauritius Companies Act does not permit the Company to make any payment in whatever form to purchase its own Shares where there are reasonable grounds for believing that the Company is, or would after the payment, be unable to satisfy the Solvency Test.

The Company may use internal sources of funds and borrowings to finance purchases of its Shares. The Company may exercise the powers under the Share Purchase Mandate, provided the Directors are of the view that such Share purchases will benefit the Company.

9. FINANCIAL IMPACT

Under the Mauritius Companies Act, the Company shall not make any payment in whatever form to purchase its Shares where there are reasonable grounds for believing that the Company is, or would after the payment, be unable to satisfy the Solvency Test.

Where the consideration paid by the Company for the purchase of Shares is made out of profits, such consideration (excluding related brokerage, goods and services tax, stamp duties and clearance fees) will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

Based on the Company's existing number of Shares in issue (excluding treasury shares and subsidiary holdings) of 12,734,756,156 Shares as at the Latest Practicable Date, the exercise in full of the Share Purchase Mandate would result in the purchase of up to 1,273,475,615 Shares. The Directors do not propose to exercise the proposed Share Purchase Mandate to such an extent as would have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

It is not possible for the Company to realistically calculate or quantify the impact of purchases that may be made pursuant to the proposed Share Purchase Mandate on the NTA (as defined below) and earnings per Share as the resultant effect would depend on factors such as the aggregate number of Shares purchased and the purchase prices paid at the relevant time.

Purely for illustration purposes (on the basis of 12,734,756,156 Shares in issue (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date and assuming no further Shares are issued or repurchased on or prior to the 2019 AM), based on the financial statements of the Group and the Company for the financial year ended 31 December 2018, and having regard to the amount of the Company's total capital and reserves of approximately US$3,565,730,000 as at that date, the total amount of funds required to purchase 127,347,561 Shares representing 1% of its total number of Shares in issue (excluding treasury shares and subsidiary holdings) by way of Market Purchases at the maximum purchase price of S$0.289 (equivalent to US$0.214) for each Share (being the price equivalent to 105% of the Average Closing Price preceding the Latest Practicable Date), would be approximately US$27,252,000 and the total amount of funds required to purchase 127,347,561 Shares representing 1% of its total number of Shares in issue (excluding treasury shares and subsidiary holdings) by way of an Off-Market Purchase at the maximum purchase price of S$0.342 (equivalent to US$0.253) for each Share (being the price equivalent to 120% of the Highest Last Dealt Price preceding the Latest Practicable Date), would be approximately US$32,219,000. Assuming that Share purchases are made to the extent aforesaid and that such Share purchases are financed by internal sources of funds and borrowings, the impact of such purchases on the financial positions of the Group and the Company is illustrated below.

Market Purchase

	Group		Company	
	Before Share Purchase US$'000	After Share Purchase US$'000	Before Share Purchase US$'000	After Share Purchase US$'000
As at 31 December 2018				
Equity attributable to owners of the Company	4,168,644	4,141,392	3,565,730	3,538,478
NTA	3,976,537	3,949,285	3,565,730	3,538,478
Current assets	2,885,498	2,858,246	99	99
Current liabilities	2,490,902	2,490,902	40,789	40,789
Working capital	394,596	367,344	(40,690)	(40,690)
Total liabilities	4,235,500	4,235,500	40,789	40,789
(Loss)/Profit attributable to owners of the Company	(1,772)	(2,337)	1,355,311	1,354,746
Number of Shares (excluding treasury shares and subsidiary holdings) ('000)	12,734,756*	12,607,409*	12,734,756*	12,607,409*
Financial ratios				
NTA per Share (US$)	0.3123	0.3133	0.2800	0.2807
(Loss)/Earnings per Share (US$)	(0.0001)	(0.0002)	0.1064	0.1075
Gearing (%)	101.60	102.27	1.14	1.15
Current ratio (times)	1.16	1.15	0.002	0.002

Notes:

(1) Net tangible assets ("**NTA**") equals total equity attributable to owners of the Company less intangible assets.

(2) Gearing equals total liabilities divided by total equity attributable to owners of the Company.

(3) Current ratio equals current assets divided by current liabilities.

(4) (Loss)/Earnings per share equals (loss)/profit attributable to owners of the Company divided by number of Shares in issue (excluding treasury shares and subsidiary holdings) as at 31 December 2018.

* Assuming 127,347,561 Shares (representing 1% of 12,734,756,156 Shares in issue (excluding treasury shares and subsidiary holdings)) are purchased and cancelled out of capital immediately on purchase, the number of Shares after the purchase would reduce from 12,734,756,156 to 12,607,408,595.

As illustrated above, the purchase of Shares will have the effect of reducing the NTA of the Company and the NTA and working capital of the Group by the dollar value of the Shares purchased. The consolidated NTA per Share as at 31 December 2018 will however, increase from US$0.3123 to US$0.3133 after taking into account the reduction in the number of issued Shares.

Assuming that the purchase of Shares had taken place on 1 January 2018, the consolidated loss per Share of the Group for the financial year ended 31 December 2018 would increase from US$0.0001 to US$0.0002 after taking into account the reduction in the number of issued Shares.

Off-Market Purchase

	Group		Company	
	Before Share Purchase US$'000	After Share Purchase US$'000	Before Share Purchase US$'000	After Share Purchase US$'000
As at 31 December 2018				
Equity attributable to owners of the Company	4,168,644	4,136,425	3,565,730	3,533,511
NTA	3,976,537	3,944,318	3,565,730	3,533,511
Current assets	2,885,498	2,853,279	99	99
Current liabilities	2,490,902	2,490,902	40,789	40,789
Working capital	394,596	362,377	(40,690)	(40,690)
Total liabilities	4,235,500	4,235,500	40,789	40,789
(Loss)/Profit attributable to owners of the Company	(1,772)	(2,441)	1,355,311	1,354,642
Number of Shares (excluding treasury shares and subsidiary holdings) ('000)	12,734,756*	12,607,409*	12,734,756*	12,607,409*
Financial ratios				
NTA per Share (US$)	0.3123	0.3129	0.2800	0.2803
(Loss)/Earnings per Share (US$)	(0.0001)	(0.0002)	0.1064	0.1075
Gearing (%)	101.60	102.40	1.14	1.15
Current ratio (times)	1.16	1.15	0.002	0.002

Notes:

(1) NTA equals total equity attributable to owners of the Company less intangible assets.

(2) Gearing equals total liabilities divided by total equity attributable to owners of the Company.

(3) Current ratio equals current assets divided by current liabilities.

(4) (Loss)/Earnings per share equals (loss)/profit attributable to owners of the Company divided by number of Shares in issue (excluding treasury shares and subsidiary holdings) as at 31 December 2018.

* Assuming 127,347,561 Shares (representing 1% of 12,734,756,156 Shares in issue (excluding treasury shares and subsidiary holdings)) are purchased and cancelled out of capital immediately on purchase, the number of Shares after the purchase would reduce from 12,734,756,156 to 12,607,408,595.

As illustrated above, the purchase of Shares will have the effect of reducing the NTA of the Company and the working capital and the NTA of the Group by the dollar value of the Shares purchased. The consolidated NTA per Share as at 31 December 2018 will however, increase from US$0.3123 to US$0.3129 after taking into account the reduction in the number of issued Shares.

Assuming that the purchase of Shares had taken place on 1 January 2018, the consolidated loss per Share of the Group for the financial year ended 31 December 2018 would increase from US$0.0001 to US$0.0002 after taking into account the reduction in the number of issued Shares.

10. TAKE-OVER CODE IMPLICATIONS ARISING FROM PURCHASE OF SHARES

If as a result of any purchase by the Company of its Shares, a Shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of the Take-over Code. If such increase results in a change in control, or as a result of such increase a Shareholder or group of Shareholders acting in concert obtain or consolidate control, it may in certain circumstances give rise to an obligation on the part of such Shareholders to make a take-over offer under Rule 14 of the Take-over Code.

The circumstances under which Shareholders, including Directors and persons acting in concert with them respectively will incur an obligation to make a take-over offer under Rule 14 after a purchase of Shares by the Company are set out in Rule 14 and Appendix 2 of the Take-over Code.

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, any person or any person who, together with persons acting in concert with him will incur an obligation to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring Shares, the voting rights of such person and his concert parties would increase to 30% or more, or if the voting rights of such person and his concert parties fall between 30% and 50% of the Company's voting rights, the voting rights of such person and his concert parties would increase by more than 1% in any period of 6 months.

Under the Take-over Code, persons acting in concert comprise, *inter alia*, individuals or companies who, pursuant to an agreement or understanding (whether formal or informal) co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company. Unless the contrary is established, the following persons will be presumed to be acting in concert: (i) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts) and (ii) a company, its parent, subsidiaries and fellow subsidiaries, and their associated companies, and companies of which such companies are associated companies, all with one another. For this purpose, a company is an associated company of another company if the second company owns or controls at least 20% but not more than 50% of the voting rights of the first-mentioned company.

Under Appendix 2 of the Take-over Code, a Shareholder and persons acting in concert with him will incur an obligation to make a take-over offer after a Share purchase by the Company if, *inter alia*, their voting rights increase to 30% or more as a result of a Share purchase by the Company, or if they already hold between 30% and 50% of the Company's voting rights and as a result of a Share purchase by the Company their voting rights increase by more than 1% in any period of 6 months.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of 6 months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Purchase Mandate.

The interests of the Directors and substantial Shareholders of the Company in the Shares, if any, are disclosed in paragraph 14 below.

Pursuant to the Constitution, there are no restrictions on foreign shareholding limits.

The Directors are not aware of any facts or factors which suggest or imply that any particular person(s) and/or Shareholder(s) are, or may be regarded as, parties acting in concert such that their respective interests in voting Shares in the capital of the Company should or ought to be consolidated, and consequences under the Take-over Code would ensue as a result of a purchase of Shares by the Company pursuant to the Share Purchase Mandate.

Shareholders who are in doubt as to whether they would incur any obligation to make a take-over offer as a result of any purchase of Shares by the Company pursuant to the Share Purchase Mandate are advised to consult their professional advisers and/or The Securities Industry Council before they acquire any Shares in the Company during the period when the Share Purchase Mandate is in force.

11. TAX

Shareholders who are in doubt as to their respective tax positions or the tax implications of Share purchases by the Company, or who may be subject to tax whether in or outside Singapore, should consult their own professional advisers.

12. LISTING STATUS ON SGX-ST/LISTING RULES

The Directors will use their best endeavours to ensure that the Company does not effect a purchase of Shares which would result in the number of Shares remaining in the hands of the public falling to such a level as to cause market illiquidity or adversely affect the listing status of the Company.

The Listing Rules provide that a listed company shall ensure that at least 10% of a class of its listed securities are held by the public. As there is, as at the Latest Practicable Date, a public float of approximately 37.59% in the issued Shares, the Company is of the view that there is, at the present, a sufficient number of the Shares in public hands that would permit the Company to potentially undertake purchases of its Shares through Market Purchases up to the full 10% limit pursuant to the Share Purchase Mandate without affecting adversely the listing status of the Shares on the SGX-ST. Additionally, the Company will consider investor interests when maintaining a liquid market in its securities, and will ensure that there is a sufficient float for an orderly market in its securities when purchasing its issued Shares.

The Listing Rules specify that a listed company will notify the SGX-ST of any share purchases effected by Market Purchases not later than 9.00 am on the market day, i.e. a day on which the SGX-ST is open for securities trading ("**Trading Day**"), following the day on which the share purchases by way of Market Purchases were made, and in the case of Off-Market Purchases under an equal access scheme, not later than 9.00 am on the second Trading Day after the close of acceptances of the offer. The notification of such share purchases to the SGX-ST shall be in such form and shall include such details as the SGX-ST may prescribe.

13. DIRECTORS' RECOMMENDATION

For the reasons set out in paragraph 2 above, the Directors are of the opinion that the renewal of the Share Purchase Mandate is in the interests of the Company and accordingly recommend that Shareholders vote in favour of the ordinary resolution relating to the renewal of the Share Purchase Mandate to be proposed at the 2019 AM as set out in the Notice of AM dated 3 April 2019.

14. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of the Directors and substantial Shareholders in the Shares as recorded in the Register of Directors' Interests and the Register of Substantial Shareholders as at the Latest Practicable Date before and (assuming the Company purchases the maximum amount of 10% of its total number of Shares in issue (excluding treasury shares and subsidiary holdings) and there is no change in the number of Shares held by the Directors and substantial Shareholders (direct and deemed interest)) after the purchase by the Company of 10% of its total number of Shares in issue (excluding treasury shares and subsidiary holdings) pursuant to the Share Purchase Mandate were/will be as follows:

Interests of Directors

	BEFORE SHARE PURCHASE				AFTER SHARE PURCHASE			
	Direct Interest		Deemed Interest		Direct Interest		Deemed Interest	
Name	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
Lew Syn Pau	1,000,000	n.m. (1)	-	-	1,000,000	n.m. (1)	-	-

Note:

(1) n.m. – not meaningful. Percentage of shareholdings less than 0.01%.

Interests of Substantial Shareholders

	BEFORE SHARE PURCHASE				AFTER SHARE PURCHASE			
	Direct Interest (1)		Deemed Interest (1)		Direct Interest		Deemed Interest	
Name	No. of shares	%	No. of shares	%	No. of shares	%	No. of shares	%
Ascent Wealth Investment Limited ("Ascent")	750,000,000	5.89	-	-	750,000,000	6.54	-	-
Massingham International Ltd ("Massingham")	2,332,197,897	18.31	-	-	2,332,197,897	20.35	-	-
Golden Moment Limited ("Golden Moment")	3,070,000,000	24.11	-	-	3,070,000,000	26.79	-	-
Flambo International Limited ("Flambo") (2)	260,000,000	2.04	6,152,197,897	48.31	260,000,000	2.27	6,152,197,897	53.68
The Widjaja Family Master Trust (2) ("WFMT(2)") (3)	-	-	6,412,197,897	50.35	-	-	6,412,197,897	55.95
Silchester International Investors LLP ("SII") (4)	-	-	1,529,796,300	12.01	-	-	1,529,796,300	13.35

Notes:

(1) Percentage calculated based on 12,734,756,156 issued Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date.

(2) The deemed interest of Flambo arises from its interest in 750,000,000 Shares, 2,332,197,897 Shares and 3,070,000,000 Shares held by its wholly-owned subsidiaries, Ascent, Massingham and Golden Moment respectively in the Company.

(3) The deemed interest of WFMT(2) arises from its interest in 750,000,000 Shares held by Ascent, 2,332,197,897 Shares held by Massingham, 3,070,000,000 Shares held by Golden Moment and 260,000,000 Shares held by Flambo in the Company.

(4) The deemed interest of SII, based on the last notification to the Company on 8 August 2018, arises from its acting as the fully discretionary investment manager for a number of commingled funds.

15. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix 1 and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix 1 constitutes full and true disclosure of all material facts about the proposed renewal of the Share Purchase Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix 1 misleading. Where information in this Appendix 1 has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix 1 in its proper form and context.

16. SUSPENSION OF PURCHASES

The Company may not purchase Shares after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information has been publicly announced.

In particular, the Company may not purchase its Shares on the SGX-ST during the period commencing (i) 2 weeks before the announcement of the Company's first, second and third quarter results, and (ii) 1 month before the announcement of the Company's full year results, and ending on the date of announcement of the relevant results.

APPENDIX 2 -
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS

1. INTRODUCTION

1.1 Chapter 9 of the Listing Manual of the SGX-ST (the "Listing Manual")

Chapter 9 of the Listing Manual ("**Chapter 9**") applies to transactions between a party that is an entity at risk and a counter party that is an interested person. The objective of Chapter 9 (as stated in Rule 901 of the Listing Manual) is to guard against the risk that interested persons could influence a listed company, its subsidiaries or controlled associated companies to enter into transactions with interested persons that may adversely affect the interests of the listed company or its shareholders.

1.2 Main terms used in Chapter 9

An "**entity at risk**" means

1.2.1 the listed company;

1.2.2 a subsidiary of the listed company that is not listed on SGX-ST or an approved exchange; or

1.2.3 an associated company of the listed company that is not listed on SGX-ST or an approved exchange, provided that the listed company and its subsidiaries (the "**listed group**"), or the listed group and its interested person(s), has control over the associated company.

An "**interested person**" means a director, chief executive officer or controlling shareholder of the listed company or an associate of such a director, chief executive officer or controlling shareholder.

A "**controlling shareholder**" means a person who holds directly or indirectly 15% or more of the total number of issued shares excluding treasury shares and subsidiary holdings in the company; or who in fact exercises control over the company.

An "**associate**" in relation to an interested person who is a director, chief executive officer or controlling shareholder (being an individual), means:

(i) his immediate family member (that is, the spouse, child, adopted child, step-child, sibling or parent) of such a director, chief executive officer or controlling shareholder;

(ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and

(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more

and, in relation to a controlling shareholder (being a company), an "associate" means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more.

An "**approved exchange**" means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles in Chapter 9.

An "**interested person transaction**" means a transaction between an entity at risk and an interested person.

1.3 Materiality thresholds, announcement requirements, and shareholders' approval

Except for certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company or its shareholders at risk to its interested person and are hence excluded from the ambit of Chapter 9, immediate announcement, or, immediate announcement and shareholders' approval would be required in respect of transactions with interested persons if certain financial thresholds (which are based on the value of the transaction as compared with the listed group's latest audited net tangible assets ("**NTA**"))[(1)] are reached or exceeded.

In particular, shareholders' approval is required for an interested person transaction of a value equal to, or exceeding:

1.3.1 5% of the listed group's latest audited NTA[(2)]; or

1.3.2 5% of the listed group's latest audited NTA, when aggregated with the values of other transactions entered into with the same interested person and/or its associates during the same financial year.

1.4 Shareholders' general mandate

Chapter 9 allows a listed company to seek a mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations, which may be carried out with the listed company's interested persons, but not for the purchase or sale of assets, undertakings or businesses.

2. PROPOSED RENEWAL OF SHAREHOLDERS' IPT MANDATE FOR INTERESTED PERSON TRANSACTIONS

2.1 Existing Shareholders' IPT Mandate

On 30 June 2000, the Company obtained approval from shareholders of the Company ("**Shareholders**") for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations, which may be carried out with the specific classes of person who are considered to be "interested persons" for the purposes of the then Chapter 9A of the previous Listing Manual (the "**IPT Mandate**"). Particulars of the IPT Mandate were set out in the Company's Circular dated 14 June 2000.

The IPT Mandate was renewed and approved with modifications by Shareholders at the Annual Meeting of the Company ("**AM**") held on 27 May 2003 ("**Revised IPT Mandate**"). Additional review procedures adopted since the IPT Mandate were formalized in the Revised IPT Mandate which was renewed at the AM held on 9 April 2009 ("**Shareholders' IPT Mandate**"). The latest renewal of the Shareholders' IPT Mandate was obtained at the AM held on 23 April 2018 (the "**Latest Shareholders' Approval**").

The Company is seeking to renew the Shareholders' IPT Mandate at the forthcoming AM ("**2019 AM**"). The rationale of the Shareholders' IPT Mandate, the scope of the Shareholders' IPT Mandate, the benefit to Shareholders, the classes of Interested Persons, the particulars of the Interested Person Transactions and the review procedures for Interested Person Transactions in respect of which the Shareholders' IPT Mandate is sought to be renewed remain unchanged from the Latest Shareholders' Approval.

The scope of the Shareholders' IPT Mandate is set out in the following paragraph 3.

Notes:

(1) Based on the latest audited consolidated financial statements of the Company and its subsidiaries (the "**Group**") for the financial year ended 31 December 2018, the Group's latest audited NTA attributable to the equity owners of the Company was US$3,976,537,000.

(2) In relation to the Company, for the purposes of Chapter 9, in the current financial year and until such time that the audited consolidated financial statements of the Group for the year ending 31 December 2019 are published by the Company, 5% of the Group's latest audited NTA would be US$198,826,850.

3. THE SHAREHOLDERS' IPT MANDATE

3.1 Scope of the Shareholders' IPT Mandate

The Shareholders' IPT Mandate will cover a wide range of transactions arising in the normal course of business operations of the Company, its subsidiaries that are not listed on SGX-ST or an approved exchange, and its associated companies that are not listed on SGX-ST or an approved exchange, provided that the Company and its subsidiaries (the "**Group**"), or the Group and its interested person(s), has control over the associated company ("**GAR Group**"), that are entered into with certain classes of interested persons.

The Shareholders' IPT Mandate will not cover any transaction with Interested Persons (as defined below) which has a value below S$100,000 as the threshold and aggregation requirements contained in Chapter 9 of the Listing Manual would not apply to such transactions.

Transactions with interested persons which do not fall within the ambit of the Shareholders' IPT Mandate shall be subject to the relevant provisions of Chapter 9 and/or other applicable provisions of the Listing Manual and/or any applicable law. Transactions conducted under the Shareholders' IPT Mandate are not separately subject to Rules 905 and 906 of Chapter 9 of the Listing Manual pertaining to threshold and aggregation requirements.

3.2 Duration of the Shareholders' IPT Mandate

The Shareholders' IPT Mandate will take effect from the date of the passing of the ordinary resolution relating thereto at the 2019 AM and will continue in force until the next AM of the Company. Approval from Shareholders will be sought for the renewal of the Shareholders' IPT Mandate at the next AM and at each subsequent AM of the Company, subject to satisfactory review by the Audit Committee of its continued application to the interested person transactions.

3.3 Categories of Interested Person Transactions

The types of transactions with the classes of interested persons specified in paragraph 3.4 below ("**Interested Persons**") to which the Shareholders' IPT Mandate applies ("**Interested Person Transactions**") are broadly categorised as follows:

(1) <u>General Transactions</u>

These transactions comprise:

(a) the placement of deposits with and the borrowing of loans from financial institutions in which the Interested Persons have an interest;

(b) the receipt of advances from companies in which the Interested Persons have an interest;

(c) the entering into of trading transactions (including palm oil products) with trading companies in which the Interested Persons have an interest;

(d) the provision of credit support (such as securities, guarantees, indemnities, letters of comfort or other similar support) by the Company to, and on commercial terms required by, third party lenders, those subsidiaries which are also Interested Persons (for instance, because they are associates of the controlling shareholders) where some corporate benefit, as determined by the Directors of the Company (other than the Interested Directors as stated below and Directors with either direct or indirect interest in the transaction(s)) on a case to case basis, are derived from such support;

(e) the provision of management and e-commerce services in relation with the GAR Group's businesses from or to Interested Persons at arm's length and on commercial terms;

(f) the supply of plant, equipment and spare parts in relation to the GAR Group's businesses from or to Interested Persons at arm's length and on commercial terms;

(g) the supply of paper products and materials for the GAR Group's businesses from Interested Persons at arm's length and on commercial terms;

(h) the provision of office premises, storage and trading facilities, transport and logistics services, infrastructure facilities and services or construction, engineering and project management services for the GAR Group's businesses from or to Interested Persons at arm's length and on commercial terms; and

(i) the provision of factoring or capital leasing facilities or insurance cover for the GAR Group's businesses or enter into securities transactions (including underwriting) from Interested Persons at arm's length and on commercial terms.

The GAR Group will benefit from having access to competitive pricing from the different companies in the different business sectors and industries which the Interested Persons operate, in addition to dealing and transacting with unrelated third parties customers and/or suppliers of products and/or services.

(2) Treasury Transactions

These are transactions where the GAR Group:

(1) borrows funds from any Interested Person on a short-term or medium-term basis;

(2) lend funds to any Interested Person on a short-term or medium-term basis;

(3) enters into any interest rate or currency swap or other derivative transactions for hedging purposes with any Interested Person; or

(4) subscribes for debt securities issued by any Interested Person, issues debt securities to any Interested Person or buys from or sells to any Interested Person any debt securities.

The GAR Group can benefit from competitive rates or quotes from Interested Persons and third party financial institutions in an expedient manner. By transacting directly with an Interested Person, the Company may obtain better yields through the elimination of margins which third party intermediaries might ordinarily be expected to earn.

3.4 Classes of Interested Persons

The Shareholders' IPT Mandate will apply to transactions falling within the categories described in paragraph 3.3 above that are carried out with the following classes of Interested Persons:

(a) certain members of the Widjaja family (collectively, the "**Widjaja Family**") who are or may from time to time be or become beneficiaries of the Widjaja Family Master Trust (2) ("**WFMT(2)**"), one of the deemed substantial shareholders of the Company;

(b) Flambo International Limited ("**Flambo**");

(c) WFMT(2), which holds 100% of Flambo; and

(d) their respective associates.

3.5 Review Processes and Procedures

The Company has in place an internal control system to ensure that transactions with interested persons (including, but not limited to transactions described in paragraph 3.3 above with the Interested Persons referred to in paragraph 3.4 above) are made on commercial terms, and are not prejudicial to the interests of the Company and the Shareholders. In particular:

(a) General Transactions

(i) each transaction with an Interested Person will have to be approved by the directors of the relevant member of the GAR Group which is a party to the transaction;

(ii) the terms of each proposed transaction with an Interested Person shall not be less favourable to the relevant member of the GAR Group than the terms offered by or to other unrelated parties, giving due consideration to all circumstances of the transaction, provided that where the GAR Group proposes to enter into a placement transaction as described in paragraph 3.3(1)(a) above, the Review Processes and Procedures described in paragraph 3.5(b) below in relation to "Placements" shall apply, and provided that where the GAR Group proposes to enter into a "receipt of advances" transaction as described in paragraph 3.3(1)(b) above that are of a treasury nature, the Review Processes and Procedures described in paragraph 3.5(b) below in relation to "Borrowings" shall apply;

(iii) in addition, in relation to the provision of credit support, the Directors of the Company (other than the Interested Directors as stated below and Directors with either direct or indirect interest in the transaction(s)) when considering whether the Company should provide credit support to its Interested Persons pursuant to the authority granted under the Shareholders' IPT Mandate, will only undertake such transactions when they are of the view that it is in the best interests of the GAR Group to do so; and

(iv) in relation to the provision of management services from or to Interested Persons, the Audit Committee of the Company will satisfy itself, by the replacement cost computed in the manner agreed with such Interested Person and that such manner of computation are consistent and comparable with those offered by other unrelated third parties as well as any other relevant factors, when considering whether the actual cost incurred are on commercial terms and on arm's length basis.

(b) Treasury Transactions

Borrowings. The GAR Group will only borrow funds from an Interested Person if the interest rate quoted by the Interested Person is not more than the lowest rate quoted by the GAR Group's principal bankers for loans of an equivalent amount and tenure. Quotations of rates will be procured from at least two of the GAR Group's principal bankers (other than bankers which are Interested Persons) each time that funds are proposed to be borrowed from an Interested Person.

Placements. The GAR Group will only place funds with an Interested Person if the interest rate quoted by the Interested Person is not less than the highest of the rates quoted by the GAR Group's principal bankers (other than bankers which are Interested Persons) for deposits of an equivalent amount and tenure. Quotations of rates will be procured from at least two of the GAR Group's principal bankers (other than bankers which are Interested Persons) each time that funds are proposed to be placed with an Interested Person.

In addition to the interest rate factor as described above, the GAR Group will, as far as is possible, place funds with Interested Persons with good credit rating as determined by an international credit rating agency. In the absence of such credit rating, the senior management of the relevant company in the GAR Group (with no interest, direct or indirect, in the transaction) when determining whether or not to make such placement, will take into consideration factors including, but not limited to, operational requirements and risks, location of operations, country of incorporation of the relevant company in the GAR Group, the Interested Person's willingness to transact with the GAR Group, and other pertinent factors.

Derivatives Transactions. The GAR Group will only enter into an interest rate or currency swap or other derivative transaction with an Interested Person if the terms offered by the Interested Person are no less favourable to the GAR Group than those offered by the GAR Group's principal bankers (other than bankers which are Interested Persons), which will be procured from at least two of the GAR Group's principal bankers (other than bankers which are Interested Persons) each time that such a transaction is proposed to be entered into with an Interested Person.

Debt Securities. The GAR Group will only subscribe for debt securities issued by Interested Persons if the price(s) at which such debt securities are to be subscribed by the members of the GAR Group are not higher than the price(s) at which such debt securities are subscribed by third parties. Any issue/sale of debt securities held by the GAR Group to Interested Persons will be at price(s) and terms no less favourable than those offered by the GAR Group to unrelated third party purchasers.

In addition, the GAR Group will, as far as is possible, subscribe for debt securities issued by Interested Persons with good credit rating as determined by an international credit rating agency. In the absence of such credit rating, the senior management of the relevant company in the GAR Group (with no interest, direct or indirect, in the transaction), when determining whether or not to make such subscription, will take into consideration factors including, but not limited to, operational requirements and risks, location of operations, country of incorporation of the relevant company in the GAR Group, the corporate benefit to the GAR Group, and other pertinent factors.

In the event that there are no other third party subscribers or purchasers for these debt securities, the Audit Committee of the Company will satisfy itself that the terms of the subscription or the purchase of the debt securities, as the case may be, are on commercial terms and on arm's length basis, and will have regard for all relevant factors (including but not limited to economic factors and corporate benefit to the GAR Group) to assist in its evaluation.

In addition, the Company will monitor the treasury transactions entered into with Interested Persons as follows:

(i) any placement of funds with or acquisition of debt securities issued by an Interested Person shall require the prior approval of the Audit Committee where the aggregate value of funds placed with, and debt securities acquired which are issued by, the same Interested Person (as such term is construed under Chapter 9) immediately prior to, or will as a result of such placement or acquisition, exceeds or will exceed (as the case may be) the audited consolidated total equity attributable to owners of the Company (based on the latest audited financial statements); and

(ii) any interest rate or currency swap or other derivative transaction with any Interested Person shall require the prior approval of the Audit Committee where the aggregate notional amount of such transactions with the same Interested Person (as such term is construed under Chapter 9) immediately prior to, or will as a result of such transaction, exceeds or will exceed (as the case may be) the audited consolidated total equity attributable to owners of the Company (based on the latest audited financial statements).

Code of practice

The following practices shall apply to the review/approval procedures for all transactions that are carried out with Interested Persons:

(1) The Board and the Audit Committee of the Company shall have overall responsibility for determination of the review procedures established to monitor, review and approve transactions with Interested Persons, with the authority to sub-delegate to individuals or committees within the Company and/or the GAR Group as they deem appropriate, including but not limited to the Internal Audit Department of the Company.

(2) The Group's annual internal audit shall incorporate a review of all Interested Persons and Interested Person Transactions entered into pursuant to the Shareholders' IPT Mandate to ensure that the review procedures and guidelines for such transactions have been adhered to. The internal auditor shall report directly to the Audit Committee on all of its findings from the review of the Interested Person Transactions.

(3) The Company shall announce the aggregate value of transactions conducted pursuant to the Shareholders' IPT Mandate for the financial periods in which the Company is required to report pursuant to Rule 705 of the Listing Manual.

(4) The Audit Committee shall, when it deems necessary, have the right to require the appointment of auditors or any independent professionals to review all matters relating to the Shareholders' IPT Mandate.

(5) All the members of the Audit Committee shall be non-executive Directors who do not hold any executive directorships or equity interests in the Interested Persons directly or indirectly. In the event that a director of the relevant member of the GAR Group or a member of the Audit Committee holds directorship or equity interest in the Interested Persons, or is interested in a transaction with an Interested Person, he or she shall abstain from reviewing/approving that particular transaction.

(6) The Board will also ensure that all disclosure, approval and other requirements on interested person transactions, including those required by prevailing legislation, the Listing Manual and accounting standards, are complied with.

(7) The Company shall maintain a register to record all interested person transactions comprising a comprehensive record of all categories of interested persons and interested person transactions entered into by the Group, with details on the nature of the transaction and the amount of and detailed calculation for the fees and charges given.

(8) Periodic Review

i. The Company's Audit Committee will carry out reviews of all interested person transactions on at least a quarterly basis to (i) ensure that the established guidelines and review procedures for the interested person transactions have been complied with and the relevant approvals have been obtained; and (ii) determine if such guidelines and review procedures are adequate and/or commercially practicable in ensuring that the interested person transactions are conducted on normal commercial terms, are in the interest of the Company and are not prejudicial to the interests of the Company and its minority Shareholders.

ii. If, during these reviews, the Audit Committee is of the view that the above guidelines and review procedures have become inappropriate or have become insufficient to ensure that the interested person transactions will be conducted on normal commercial terms, are in the interest of the Company and are not prejudicial to the interests of the Company and its minority Shareholders, the Company will seek a fresh mandate from the Shareholders based on new guidelines and review procedures for transactions with the GAR Group. During the period after the expiry of the current mandate and prior to obtaining a fresh mandate from Shareholders, all transactions with the GAR Group will be subject to a prior review and approval of the Audit Committee.

4. RATIONALE AND BENEFIT

The GAR Group, together with the specific classes of Interested Persons named in paragraph 3.4 above, operate multiple businesses in several countries. These businesses include palm oil production, paper production, food production, property transaction and investments, banking, insurance and finance. The Company, as holding company and headquarters of the GAR Group, plans and ensures that any Interested Person Transactions are applied to benefit and complement the activities of the GAR Group as a whole. To this end, in each year, several Interested Person Transactions may arise.

The Shareholders' IPT Mandate will benefit the Company by facilitating entry by members of the GAR Group into the transactions described in paragraph 3.3 above with the specified classes of Interested Persons above in the normal course of the Group's business on commercial terms, in a timely fashion, and eliminate the need for the Company on each occasion, pursuant to the financial limits imposed under Chapter 9 of the Listing Manual, to announce and to convene separate members meetings to seek Shareholders' approval as and when potential transactions with the specified classes of Interested Persons arise, thereby reducing substantially the administrative time, inconvenience and costs associated with the convening of such meetings without compromising the corporate objectives and adversely affecting the business opportunities available to the Group.

In view of the time-sensitive and recurrent nature of commercial transactions, the obtaining of such Shareholders' IPT Mandate seeks to allow such transactions provided that they are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders. The Shareholders' IPT Mandate will also benefit the GAR Group in that it will have access to competitive pricing from the different companies in the different business sectors and industries where the Interested Persons operate.

5. DISCLOSURE IN ANNUAL REPORT AND ANNOUNCEMENT OF RESULTS

Disclosure will be made, within the time frame and format as may be specified from time to time in the Listing Manual, in the Company's Annual Report and Announcement of Results of the aggregate value of transactions in excess of S$100,000 conducted pursuant to the Shareholders' IPT Mandate during the financial year (or financial period, as the case may be) to which the Annual Report or Announcement of Results relate, for so long as the Shareholders' IPT Mandate continues in force.

6. AUDIT COMMITTEE'S STATEMENT

The Audit Committee of the Company having considered the scope, rationale and benefit for compliance and review procedures of the Shareholders' IPT Mandate, confirms that (i) the methods and procedures for determining transaction prices of Interested Person Transactions as set out in paragraph 3.5 above, have not changed since the Latest Shareholders' Approval; and (ii) the methods and procedures in (i) above are sufficient to ensure that such Interested Person Transactions will be carried out on normal commercial terms which are not prejudicial to the interests of the Company and its minority Shareholders.

However, should the Audit Committee subsequently no longer be of this view, the Company will revert to Shareholders for a fresh mandate based on new guidelines and/or review procedures.

7. DIRECTORS' RECOMMENDATION

The Directors of the Company (other than the Interested Directors as stated below and Directors with either direct or indirect interest in the transaction(s)) have considered the scope, rationale and benefit for compliance and review procedures of the Shareholders' IPT Mandate and the statement of the Audit Committee in respect thereof, and believe that the renewal of the Shareholders' IPT Mandate is in the interests of the Shareholders. Accordingly, they recommend that Shareholders vote in favour of the ordinary resolution relating to the Shareholders' IPT Mandate as set out in the Notice of AM dated 3 April 2019.

The Interested Directors, being Mr Franky Oesman Widjaja and Mr Muktar Widjaja, have abstained from making any recommendation on the renewal of the Shareholders' IPT Mandate. The same Interested Directors have undertaken to ensure that their associates will abstain from voting on the said resolution at the 2019 AM. Ascent Wealth Investment Limited ("**Ascent**"), Massingham International Ltd ("**Massingham**") and Golden Moment Limited ("**Golden Moment**"), associates of the Widjaja Family, holding shares in the Company which are Interested Persons, together with their associates, and Flambo and its associates will abstain from voting on the ordinary resolution on the Shareholders' IPT Mandate at the 2019 AM, and the Company will disregard any votes cast by them in respect thereof.

In the event the compliance and review procedures of the Shareholders' IPT Mandate become inappropriate, the Company will seek the approval of Shareholders in members' meeting for a fresh mandate based on new guidelines and/or review procedures.

8. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

8.1 Interests of Directors

The interests of the Directors, in the ordinary shares of par value US$0.025 each in the capital of the Company ("**Shares**") as recorded in the Register of Directors' Interests as at 27 February 2019 being the latest practicable date ("**Latest Practicable Date**") prior to the printing of this Appendix 2 are set out below:

	Direct Interest		Deemed Interest		Total Interest	
Name	**No. of Shares**	**%**	**No. of Shares**	**%**	**No. of Shares**	**%**
Lew Syn Pau	1,000,000	n.m. (1)	-	-	1,000,000	n.m. (1)

Note:

(1) n.m. – not meaningful. Percentage of shareholdings less than 0.01%.

8.2 Interests of Substantial Shareholders

The interests of the substantial Shareholders in the Shares, as recorded in the Register of Substantial Shareholders as at the Latest Practicable Date, are set out below:

	Direct Interest (1)		Deemed Interest (1)		Total Interest (1)	
Name	**No. of Shares**	**%**	**No. of Shares**	**%**	**No. of Shares**	**%**
Ascent	750,000,000	5.89	-	-	750,000,000	5.89
Massingham	2,332,197,897	18.31	-	-	2,332,197,897	18.31
Golden Moment	3,070,000,000	24.11	-	-	3,070,000,000	24.11
Flambo (2)	260,000,000	2.04	6,152,197,897	48.31	6,412,197,897	50.35
WFMT(2) (3)	-	-	6,412,197,897	50.35	6,412,197,897	50.35
Silchester International Investors LLP ("SII") (4)	-	-	1,529,796,300	12.01	1,529,796,300	12.01

Notes:

(1) Percentage calculated based on 12,734,756,156 issued Shares (excluding treasury shares and subsidiary holdings) as at the Latest Practicable Date.

(2) The deemed interest of Flambo arises from its interest in 750,000,000 Shares, 2,332,197,897 Shares and 3,070,000,000 Shares held by its wholly-owned subsidiaries, Ascent, Massingham and Golden Moment respectively in the Company.

(3) The deemed interest of WFMT(2) arises from its interest in 750,000,000 Shares held by Ascent, 2,332,197,897 Shares held by Massingham, 3,070,000,000 Shares held by Golden Moment and 260,000,000 Shares held by Flambo in the Company.

(4) The deemed interest of SII, based on the last notification to the Company on 8 August 2018, arises from its acting as the fully discretionary investment manager for a number of commingled funds.

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix 2 and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix 2 constitutes full and true disclosure of all material facts about the proposed renewal of the Shareholders' IPT Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix 2 misleading. Where information in this Appendix 2 has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix 2 in its proper form and context.