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**The Company Secretary
Yeo Hiap Seng Limited**
(Company Registration No.: 195500138Z)

3 Senoko Way, Singapore 758057
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creb
Tel: (65) 63278398

YEO HIAP SENG LIMITED

ANNUAL REPORT 2015



YEO HIAP SENG LIMITED
ANNUAL REPORT 2015



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YHS
YEO HIAP SENG LIMITED
(Registration No: 195500138Z)
(Incorporated in Singapore)

31 March 2016

Dear Shareholder

As part of our ongoing green initiatives to save the Earth, we are providing you a copy of the Annual Report (“AR”) of Yeo Hiap Seng Limited (the “Company”) for the financial year ended 31 December 2015, in digital format in the enclosed CD-ROM.

We are mindful that some shareholders may prefer to receive a printed copy of the AR. Shareholders may request by completing the Request Form and returning it to us, no later than 19 April 2016.

Yours faithfully
For and on behalf of
Yeo Hiap Seng Limited

Joanne Lim Swee Lee
Sau Ean Nee
Company Secretaries



REQUEST FORM

TO: YEO HIAP SENG LIMITED

N.B. We regret that we will not be able to process any incomplete or improperly completed request.

Please send me/us a printed copy of the Annual Report 2015.

Name(s) of Shareholder(s) : _____

NRIC/Passport Number(s) : _____

Address : _____

Signature(s) : _____ Date : _____



Glue all sides. Do not staple or spot seal.

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**THE COMPANY SECRETARY
YEO HIAP SENG LIMITED**
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LETTER TO SHAREHOLDERS

YHS

YEO HIAP SENG LIMITED

(Registration No: 195500138Z)

(Incorporated in Singapore)

Registered Office: 3 Senoko Way, Singapore 758057

31 March 2016

To: The Shareholders of Yeo Hiap Seng Limited
("Shareholders")

Dear Sir/Madam

NOTICE OF SIXTIETH ANNUAL GENERAL MEETING

1. INTRODUCTION

1.1 Summary. We refer to the Notice of Sixtieth Annual General Meeting of the Company ("60th AGM"), in respect of which Ordinary Resolution 12 ("**Resolution 12**") will be proposed at the 60th AGM for the renewal of the Company's share purchase mandate (the "**Share Purchase Mandate**"), and Special Resolution 15 ("**Resolution 15**") will be proposed at the 60th AGM for the adoption of the new constitution of the Company ("**New Constitution**").

1.2 This letter. The purpose of this letter is to provide Shareholders with information relating to the above proposals.

2. THE RENEWAL OF THE SHARE PURCHASE MANDATE

2.1 Background. At the 59th Annual General Meeting of the Company (the "**59th AGM**") held on 24 April 2015, Shareholders had approved the renewal of the Share Purchase Mandate (the "**Mandate 2015**"). The authority contained in the Mandate 2015 approved at the 59th AGM was expressed to continue in force until the next Annual General Meeting of the Company and, as such, would be expiring on 22 April 2016, being the date of the forthcoming 60th AGM. The authority and limitations of the Mandate 2015 were set out in the Company's letter to Shareholders dated 7 April 2015 and the ordinary resolution relating to the Mandate 2015 in the notice of the 59th AGM dated 7 April 2015, respectively.

Although the Company has not undertaken any purchases or acquisitions of ordinary shares ("**Shares**") in its issued share capital pursuant to the authority conferred by the Mandate 2015, it is proposed nonetheless that such authority be renewed. Accordingly, the proposal for the renewal of the Share Purchase Mandate will be tabled for Shareholders' approval at the 60th AGM as Resolution 12.

LETTER TO SHAREHOLDERS

2.2 Rationale for the Share Purchase Mandate. The Share Purchase Mandate will give the Company the flexibility to undertake purchases or acquisitions of its Shares at any time, subject to market conditions, during the period that the Share Purchase Mandate is in force. Share purchases or acquisitions allow the Company greater flexibility over its share capital structure with a view to improving, *inter alia*, its return on equity. The Shares which are purchased or acquired may be held as treasury shares which may be used for prescribed purposes such as selling treasury shares for cash, transferring them as consideration for the acquisition of assets or transferring them pursuant to any share scheme for employees, directors or other persons. The use of treasury shares in lieu of issuing new Shares would also mitigate the dilution impact on Shareholders.

It should be noted that the purchase or acquisition of Shares pursuant to the Share Purchase Mandate will only be undertaken if it can benefit the Company and Shareholders. No purchase or acquisition of Shares will be made in circumstances which would or might have a material adverse effect on the financial position of the Company and its subsidiaries (collectively, the “**Group**”) and/or affect the listing status of the Company on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”).

2.3 Authority and Limits of the Share Purchase Mandate. Any purchase or acquisition by the Company of its Shares has to be made in accordance with, and in the manner prescribed by, the Companies Act, Cap. 50 (the “**Companies Act**”), the Listing Manual of the SGX-ST (the “**Listing Manual**”) and such other laws and regulations as may, for the time being, be applicable. The authority and limits placed on the Share Purchase Mandate for which renewal is sought are summarised below.

2.3.1 Maximum Number of Shares

The total number of Shares which may be purchased or acquired by the Company pursuant to the Share Purchase Mandate is limited to that number of issued Shares representing not more than 10% of the issued Shares (excluding treasury shares) as at the date on which the renewal of the Share Purchase Mandate is approved, being the date of the 60th AGM. Under the Companies Act, any Shares which are held as treasury shares shall be disregarded for the purposes of computing the 10% limit. As at 8 March 2016 (the “**Latest Practicable Date**”), no Shares were held as treasury shares.

Purely for illustrative purposes, on the basis of 575,981,116 issued Shares as at the Latest Practicable Date and assuming that (a) no further Shares are issued, and (b) no Shares are held as treasury shares, not more than 57,598,111 Shares (representing 10% of the issued Shares as at that date) may be purchased or acquired by the Company pursuant to the Share Purchase Mandate.

2.3.2 Duration of Authority

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the date of the 60th AGM, at which the Share Purchase Mandate is approved, up to:

LETTER TO SHAREHOLDERS

- (a) the date on which the next Annual General Meeting of the Company is held or required by law to be held;
- (b) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied; and
- (c) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated,

whichever is the earliest.

2.3.3 Manner of Purchase or Acquisition of Shares

Purchases or acquisitions of Shares may be made by way of:

- (a) market purchases ("**Market Purchases**"); and/or
- (b) off-market purchases ("**Off-Market Purchases**").

Market Purchases refer to purchases or acquisitions of Shares by the Company effected on the SGX-ST or, as the case may be, other stock exchange for the time being on which the Shares may be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose.

Off-Market Purchases refer to purchases or acquisitions of Shares by the Company made under an equal access scheme or schemes for the purchase or acquisition of Shares from Shareholders. The Directors may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the Listing Manual and the Companies Act as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. Under the Companies Act, an Off-Market Purchase must, however, satisfy all the following conditions:

- (1) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (2) all of those persons shall be given a reasonable opportunity to accept the offers made; and
- (3) the terms of all the offers shall be the same, except that there shall be disregarded:
 - (aa) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements; and
 - (bb) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

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Additionally, the Listing Manual provides that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which must contain, *inter alia*:

- (A) the terms and conditions of the offer;
- (B) the period and procedures for acceptances;
- (C) the reasons for the proposed Share purchases;
- (D) 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 take-over rules;
- (E) whether the Share purchases, if made, would have any effect on the listing of the Shares on the SGX-ST;
- (F) details of any Share purchases made by the Company in the previous 12 months (whether 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
- (G) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

2.3.4 Purchase Price

The purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) to be paid for a Share will be determined by the Directors. However, the maximum purchase price (the “**Maximum Price**”) to be paid for the Shares as determined by the Directors must not exceed:

- (a) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (b) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares,

in either case, excluding related expenses of the purchase or acquisition. For the foregoing purposes:

“**Average Closing Price**” means the average of the closing market prices of the Shares over the last five Market Days on which the Shares were transacted on the SGX-ST or (as the case may be) such other stock exchange on which the Shares are listed and quoted (“**Other Exchange**”), before the date of the Market Purchase, or (as the case may be) the date of the making of the offer pursuant to an Off-Market Purchase, as deemed to be adjusted for any corporate action that occurs after the relevant five-day period;

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“**date of the making of the offer**” means the date on which the Company makes an offer for the purchase or acquisition 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; and

“**Market Day**” means a day on which the SGX-ST (or, as the case may be, Other Exchange) is open for trading in securities.

- 2.4 Status of Purchased or Acquired Shares.** Under current law, the Shares purchased or acquired by the Company shall be deemed cancelled immediately on purchase or acquisition, and all rights and privileges attached to those Shares will expire on cancellation, unless such Shares are held by the Company as treasury shares. The total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company which are cancelled and are not held as treasury shares.
- 2.5 Treasury Shares.** Under the Companies Act, the Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act are summarised below.

2.5.1 Maximum Holdings

The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares.

2.5.2 Voting and Other Rights

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights. In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. A subdivision or consolidation of any treasury share into treasury shares of a greater or smaller number is also allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

2.5.3 Disposal and Cancellation

Where Shares are held as treasury shares, the Company may at any time but subject always to the Take-over Code:

- (a) sell the treasury shares for cash;
- (b) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for employees, directors or other persons;

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- (c) transfer the treasury shares as consideration for the acquisition of shares in, or assets of, another company or assets of a person;
- (d) cancel the treasury shares; or
- (e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

Under the Listing Manual, immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares (in each case, the “**usage**”). Such announcement must include details such as the date of the usage, the purpose of the usage, the number of treasury shares of the usage, the number of treasury shares before and after the usage, the percentage of the number of treasury shares of the usage against the total number of issued shares (of the same class as the treasury shares) which are listed on the SGX-ST before and after the usage, and the value of the treasury shares if the usage is a sale, transfer, or cancellation.

2.6 Source of Funds. In purchasing or acquiring Shares pursuant to the Share Purchase Mandate, the Company may only apply funds legally available for such purchase or acquisition in accordance with its Constitution and applicable laws. Under the Companies Act, any payment made by the Company in consideration of the purchase or acquisition of its Shares may be made out of the Company’s capital and/or profits so long as the Company is solvent. The Company intends to use internal sources of funds, external borrowings, or a combination of internal resources and external borrowings, to finance purchases or acquisitions of its Shares. The Directors do not propose to exercise the Share Purchase Mandate to such extent that it would materially affect the working capital requirements, financial flexibility or investment ability of the Group.

2.7 Financial Effects. The financial effects on the Group and the Company arising from purchases or acquisitions of Shares which may be made pursuant to the Share Purchase Mandate will depend on, *inter alia*, whether the Shares are purchased or acquired out of capital and/or profits of the Company, the aggregate number of Shares purchased or acquired, and the consideration paid at the relevant time. The financial effects on the Group and the Company based on the audited financial statements of the Group and the Company for the financial year ended 31 December 2015 are based on the assumptions as hereafter set out.

2.7.1 Purchase or Acquisition out of Capital and/or Profits

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company’s capital and/or profits so long as the Company is solvent. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

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2.7.2 Maximum Price paid for Shares Purchased or Acquired

Based on 575,981,116 issued Shares (excluding any Shares held as treasury shares) as at the Latest Practicable Date, the exercise in full of the Share Purchase Mandate, on the Latest Practicable Date, will result in the purchase or acquisition by the Company of 57,598,111 Shares, representing 10% of the issued Shares (excluding treasury shares). Assuming that the Company purchases or acquires the 57,598,111 Shares at the Maximum Price, the maximum amount of funds required is approximately:

- (a) in the case of Market Purchases of Shares, \$79.72 million based on \$1.384 for each Share (being the price equivalent to 105% of the Average Closing Price of the Shares traded on the SGX-ST for the five consecutive Market Days immediately preceding the Latest Practicable Date); and
- (b) in the case of Off-Market Purchases of Shares, \$91.12 million based on \$1.582 for each Share (being the price equivalent to 120% of the Average Closing Price of the Shares traded on the SGX-ST for the five consecutive Market Days immediately preceding the Latest Practicable Date).

For illustrative purposes only, on the basis of the assumptions set out above as well as the following:

- (1) the Share Purchase Mandate had been effective on 1 January 2015;
- (2) the purchase or acquisition of Shares took place at the beginning of the financial year on 1 January 2015;
- (3) the Share purchases or acquisitions were funded entirely by external borrowings; and
- (4) the purchase or acquisition of Shares was made fully out of capital and held as treasury shares,

the financial effects on the audited financial statements of the Group and the Company for the financial year ended 31 December 2015 would have been as hereafter set out.

LETTER TO SHAREHOLDERS

MARKET PURCHASE

| | GROUP | | COMPANY | |
|---|-----------------------------|----------------------------|-----------------------------|----------------------------|
| | Before Share Purchase | After Share Purchase | Before Share Purchase | After Share Purchase |
| As at 31 December 2015 | S\$'000 | S\$'000 | S\$'000 | S\$'000 |
| Share Capital | 221,990 | 221,990 | 221,990 | 221,990 |
| Treasury Shares | – | (79,716) | – | (79,716) |
| Capital Reserve | 6,066 | 6,066 | – | – |
| Other Reserves | 7,106 | 7,106 | 2,090 | 2,090 |
| Retained Profits | 363,082 | 361,121 | 286,277 | 284,316 |
| Equity Attributable to Equity Holders of the Company | 598,244 | 516,567 | 510,357 | 428,680 |
| Total Equity | 598,244 | 516,567 | 510,357 | 428,680 |
| Current Assets | 253,798 | 251,837 | 134,221 | 132,260 |
| Current Liabilities | 84,376 | 164,092 | 163,129 | 242,845 |
| Borrowings | – | 79,716 | – | 79,716 |
| Cash and Cash Equivalents | 112,121 | 110,160 | 57,860 | 55,899 |
| NTA ⁽¹⁾ | 598,244 | 516,567 | 510,357 | 428,680 |
| Net Profit After Tax ⁽²⁾ | 36,826 | 34,865 | 28,102 | 26,141 |
| Profit attributable to Equity Holders of the Company ⁽²⁾ | 36,826 | 34,865 | 28,102 | 26,141 |
| Number of Shares ('000) | 575,981 | 518,383 ⁽³⁾ | 575,981 | 518,383 ⁽³⁾ |
| Financial Ratios | | | | |
| NTA per Share (cents) | 103.87 | 99.65 | 88.61 | 82.70 |
| Gearing (%) ⁽⁴⁾ (Net D/E) | N/A | N/A | N/A | 5.56 |
| Current Ratio (times) ⁽⁵⁾ | 3.01 | 1.53 | 0.82 | 0.54 |
| EPS (cents) ⁽²⁾ | 6.39 | 6.73 | 4.88 | 5.04 |

LETTER TO SHAREHOLDERS

OFF-MARKET PURCHASE

| | GROUP | | COMPANY | |
|---|-----------------------------|----------------------------|-----------------------------|----------------------------|
| | Before Share Purchase | After Share Purchase | Before Share Purchase | After Share Purchase |
| | S\$'000 | S\$'000 | S\$'000 | S\$'000 |
| As at 31 December 2015 | | | | |
| Share Capital | 221,990 | 221,990 | 221,990 | 221,990 |
| Treasury Shares | – | (91,120) | – | (91,120) |
| Capital Reserve | 6,066 | 6,066 | – | – |
| Other Reserves | 7,106 | 7,106 | 2,090 | 2,090 |
| Retained Profits | 363,082 | 360,840 | 286,277 | 284,035 |
| Equity Attributable to Equity Holders of the Company | 598,244 | 504,882 | 510,357 | 416,995 |
| Total Equity | 598,244 | 504,882 | 510,357 | 416,995 |
| Current Assets | 253,798 | 251,556 | 134,221 | 131,979 |
| Current Liabilities | 84,376 | 175,496 | 163,129 | 254,249 |
| Borrowings | – | 91,120 | – | 91,120 |
| Cash and Cash Equivalents | 112,121 | 109,879 | 57,860 | 55,618 |
| NTA ⁽¹⁾ | 598,244 | 504,882 | 510,357 | 416,995 |
| Net Profit After Tax ⁽²⁾ | 36,826 | 34,584 | 28,102 | 25,860 |
| Profit attributable to Equity Holders of the Company ⁽²⁾ | 36,826 | 34,584 | 28,102 | 25,860 |
| Number of Shares ('000) | 575,981 | 518,383 ⁽³⁾ | 575,981 | 518,383 ⁽³⁾ |

Financial Ratios

| | | | | |
|--------------------------------------|--------|-------|-------|-------|
| NTA per Share (cents) | 103.87 | 97.40 | 88.61 | 80.44 |
| Gearing (%) ⁽⁴⁾ (Net D/E) | N/A | N/A | N/A | 8.51 |
| Current Ratio (times) ⁽⁵⁾ | 3.01 | 1.43 | 0.82 | 0.52 |
| EPS (cents) ⁽²⁾ | 6.39 | 6.67 | 4.88 | 4.99 |

Notes to the foregoing tables:

- (1) NTA equals to Total Equity less Intangible Assets.
- (2) Exclude Discontinuing operations.
- (3) Exclude 57,598,111 Shares that are held as treasury shares.
- (4) Gearing is defined as Borrowings (net of cash) divided by Equity Attributable to Equity Holders of the Company. Where cash exceeds borrowings, there is no gearing.
- (5) Current Ratio equals Current Assets divided by Current Liabilities.

LETTER TO SHAREHOLDERS

SHAREHOLDERS SHOULD NOTE THAT THE FOREGOING FINANCIAL EFFECTS ARE BASED ON THE AUDITED FINANCIAL STATEMENTS OF THE GROUP AND THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015 AND ARE FOR ILLUSTRATION ONLY. THE RESULTS OF THE GROUP AND THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015 MAY NOT BE REPRESENTATIVE OF FUTURE PERFORMANCE.

It should be noted that the Company may not necessarily purchase or acquire or be able to purchase or acquire issued Shares pursuant to the Share Purchase Mandate to the full extent mandated. In addition, the Company may cancel or hold in treasury all or part of the Shares purchased or acquired. The Company will take into account both financial and non-financial factors (for example, stock market conditions and the performance of the Shares) in assessing the relative impact of a share purchase before execution.

- 2.8 Taxation.** Shareholders who are in doubt as to their respective tax positions or any tax implications, or who may be subject to tax in a jurisdiction outside Singapore, should consult their own professional advisers.
- 2.9 Listing Status of the Shares.** The Listing Manual requires a listed company to ensure that at least 10% of the total number of its issued shares (excluding treasury shares, preference shares and convertible equity securities) in a class that is listed is held by public shareholders at all times. As at the Latest Practicable Date, approximately 21.03% of the issued Shares are held by public shareholders. The Company is of the view that as of that date, the number of Shares held in public hands 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 adversely affecting the listing status of the Shares on the SGX-ST. 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 Shares.
- 2.10 Listing Rules.** The Listing Manual restricts a listed company from purchasing shares by way of market purchases at a price per share which is more than 5% above the “average closing price”, being the average of the closing market prices of the shares over the last five Market Days on which transactions in the shares were recorded, before the day on which the purchases were made, as deemed to be adjusted for any corporate action that occurs after the relevant five-day period. The Maximum Price for a Share in relation to Market Purchases referred to in Paragraph 2.3 above complies with this requirement. Although the Listing Manual does not prescribe a maximum price in relation to purchases of shares by way of off-market purchases, the Company has set a cap of 20% above the average closing price of a Share as the Maximum Price for a Share to be purchased or acquired by way of an Off-Market Purchase.

While the Listing Manual does not expressly prohibit any purchase or acquisition of shares by a listed company during any particular time or times, because the listed company would be regarded as an “insider” in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Purchase Mandate at any time after any

LETTER TO SHAREHOLDERS

matter or development of a price sensitive nature has occurred or has been the subject of consideration and/or a decision of the Board until such price sensitive information has been publicly announced. In particular, in line with the Company's internal guide on securities dealings, the Company will not purchase or acquire any Shares through Market Purchases during the two weeks immediately preceding, and up to the time of the announcement of, the Company's results for each of the first three quarters of its financial year and during the one month preceding, and up to the time of announcement of, the Company's results for the full financial year.

2.11 Reporting Requirements. The Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (a) in the case of a market purchase, on the Market Day following the day of purchase or acquisition of any of its shares, and (b) in the case of an off-market purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer. Such announcement (which must be in the form prescribed by the Listing Manual) must include details such as the date of the purchase, the total number of shares purchased, the purchase price per share or the highest and lowest prices paid for such shares, as applicable, and the total consideration (including stamp duties and clearing charges) paid or payable for the shares.

2.12 Take-over Implications. Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below.

2.12.1 Obligation to make a Take-over Offer

If, as a result of any purchase or acquisition by the Company of its Shares, the proportionate interest in the voting capital of the Company of a Shareholder and persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. Consequently, a Shareholder or a group of Shareholders acting in concert with a Director could obtain or consolidate effective control of the Company and become obliged to make an offer under Rule 14 of the Take-over Code.

2.12.2 Persons Acting in Concert

Under the Take-over Code, persons acting in concert comprise 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 Take-over Code presumes, *inter alia*, the following individuals and companies to be persons acting in concert with each other:

- (a) the following companies:
 - (i) a company;
 - (ii) the parent company of (i);

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- (iii) the subsidiaries of (i);
 - (iv) the fellow subsidiaries of (i);
 - (v) the associated companies of any of (i), (ii), (iii) or (iv);
 - (vi) companies whose associated companies include any of (i), (ii), (iii), (iv) or (v); and
 - (vii) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights; and
- (b) 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).

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 of the Take-over Code after a purchase or acquisition of Shares by the Company are set out in Appendix 2 of the Take-over Code.

2.12.3 Effect of Rule 14 and Appendix 2

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, Directors and persons acting in concert with them 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 Directors and their concert parties would increase to 30% or more, or, in the event that such Directors and their concert parties hold between 30% and 50% of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than 1% in any period of six months. In calculating the percentages of voting rights of such Directors and their concert parties, treasury shares shall be excluded.

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 six months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Purchase Mandate.

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The interests, if any, of the Directors and Substantial Shareholders as at the Latest Practicable Date are disclosed in Paragraph 4 below. As at the Latest Practicable Date, Far East Organisation Pte. Ltd. together with persons acting in concert with it have an aggregate interest in 454,867,654 Shares, representing approximately 78.97% of the issued Shares. As Far East Organisation Pte. Ltd. and any Directors presumed to be acting in concert with it collectively already hold more than 50% of the issued Shares, purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate will not result in the Directors (or any of them) and/or Far East Organisation Pte. Ltd., including persons acting in concert with it and/or them, incurring an obligation to make a mandatory take-over offer under Rule 14 read with Appendix 2 of the Take-over Code.

Save as disclosed above, 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 issued 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 or acquisition of Shares by the Company pursuant to the Share Purchase Mandate.

SHAREHOLDERS WHO ARE IN DOUBT AS TO THEIR OBLIGATIONS, IF ANY, TO MAKE A MANDATORY TAKE-OVER OFFER UNDER THE TAKE-OVER CODE AS A RESULT OF ANY PURCHASE OR ACQUISITION OF SHARES BY THE COMPANY SHOULD CONSULT THE SECURITIES INDUSTRY COUNCIL AND/OR THEIR PROFESSIONAL ADVISERS AT THE EARLIEST OPPORTUNITY.

3. THE ADOPTION OF THE NEW CONSTITUTION

3.1 Background. The Companies (Amendment) Act 2014 (the “**Amendment Act**”), which was passed in 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. The changes are aimed at reducing the regulatory burden on companies, providing greater business flexibility and improving the corporate governance landscape in Singapore. The key changes include the introduction of a multiple proxies regime to enfranchise indirect investors and CPF investors, the simplification of the procedures for a company’s use of electronic transmission to serve notices and documents on members, and the merger of the memorandum and articles of association of a company into a single document called the “constitution”.

3.2 Rationale for the New Constitution. Pursuant to new section 4(13) of the Companies Act (as amended by the Amendment Act), the Memorandum and Articles of Association of the Company that were in force immediately before 3 January 2016 are collectively deemed to constitute, and have effect as, the Constitution of the Company with effect from 3 January 2016 (the “**Existing Constitution**”). Instead of making alterations throughout the Existing Constitution in order to update and streamline its provisions generally and to be in line with the changes to the regulatory framework, the Company is proposing to adopt the New Constitution in place of the Existing Constitution.

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At the same time, the existing objects clauses in the Existing Constitution are proposed to be deleted and replaced by a general provision in the New Constitution giving the Company full capacity to carry on or undertake any business or activity, and do any act or enter into any transactions. The New Constitution contains updated provisions, *inter alia*, (a) that take into account the changes to the Companies Act introduced pursuant to the Amendment Act, and (b) that are consistent with the listing rules of the SGX-ST prevailing as at the Latest Practicable Date, in compliance with Rule 730(2) of the Listing Manual. The New Constitution also includes provisions to address the personal data protection regime in Singapore.

In this regard, Resolution 15 in relation to the proposed adoption of the New Constitution will be proposed as a Special Resolution for Shareholders' approval at the 60th AGM.

3.3 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, or which have been included in the New Constitution as new provisions. Numbered articles referred to in the following summary pertain to relevant provisions of the New Constitution, unless otherwise stated.

3.3.1 Companies Act

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

- (a) **Article 1 (Article 2 of the Existing Constitution).** Article 1, which is the interpretation section of the New Constitution, includes the following new and/or updated provisions:
- (i) an updated 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;
 - (ii) 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;
 - (iii) 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, Cap. 289 (the "SFA"). This follows the migration of the provisions in the Companies Act which relate to the Central Depository System to the SFA pursuant to the Amendment Act; and

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- (iv) 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.
- (b) **Article 6(B).** Article 6(B) is a new provision which provides that new shares may be issued for no consideration. This is in line with 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.
- (c) **Article 12 (Article 49 of the Existing Constitution).** Article 12, which relates to the Company’s power to alter its share capital, has new provisions which:
 - (i) empower 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 new section 73 of the Companies Act, which sets out the procedure for such re-denominations; and
 - (ii) empower the Company, by Special Resolution, to convert one class of shares into another class of shares. This is in line with new section 74A of the Companies Act, which sets out the procedure for such conversions.
- (d) **Article 19 (Article 13(1) of the Existing Constitution).** Article 19 provides that 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 is in line with section 123 of the Companies Act (as amended pursuant to the Amendment Act) which no longer requires the amount paid on the shares to be stated in the share certificate relating to those shares.
- (e) **Article 56 (Article 64 of the Existing Constitution).** Article 56, which relates to the routine business that is transacted at an Annual General Meeting, include updates which:
 - (i) substitute the references to “balance-sheet” and other accounts and documents required to be annexed thereto with “financial statements”, and references to the “reports of the Directors and the Auditors” with “Directors’ statement and the Auditors’ report”, respectively, for consistency with the updated terminology in the Companies Act;
 - (ii) clarify that the routine business items include the appointment of new Directors, in addition to the re-appointment of Directors retiring by rotation or otherwise at the Annual General Meeting; and

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- (iii) clarify the types of Directors' remuneration which will be subject to approval at the Annual General Meeting as routine business.
- (f) **Article 64(B) (Article 69 of the Existing Constitution).** Article 64(B), which relates to the method of voting at a General Meeting where mandatory polling is not required, contains a reduced threshold for the eligibility to demand a poll of 5% of the total voting rights of all the members having the right to vote at the meeting (previously 10% of the total number of paid up shares, excluding treasury shares), and introduces another threshold for the eligibility to demand a poll, being 5% of the total sum paid up on all the shares held by the members conferring a right to vote at the meeting. These thresholds are in line with section 178 of the Companies Act, as amended pursuant to the Amendment Act.
- (g) **Articles 68, 74 and 76(A) (Articles 74(1), 77 and 79 of the Existing Constitution).** Articles 68, 74 and 76(A), which relate to the voting rights of Shareholders, contain 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. In particular:
 - (i) article 68 provides that in the case of a Shareholder who is a "relevant intermediary" and who is represented at a General Meeting by two or more proxies, each proxy shall be entitled to vote on a show of hands. This is in line with new section 181(1D) of the Companies Act;
 - (ii) article 74(A) provides that 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, but 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 new section 181(1C) of the Companies Act;
 - (iii) article 74(B) provides that the Company will 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 as at 72 (previously 48) hours before the time of the relevant General Meeting. Consequential changes have also been made in articles 68 and 74(B) 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 his name in the Depository Register as at 72 hours before the time of the relevant General Meeting. This is in line with new section 81SJ(4) of the SFA; and

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- (iv) article 76(A) provides that the cut-off time for the deposit of proxies will be 72 (previously 48) hours before the time appointed for holding the General Meeting. This is in line with section 178(1)(c) of the Companies Act, as amended pursuant to the Amendment Act.
- (h) **Article 96 (Article 99(d) of the Existing Constitution).** Article 96, which relates to the filling of vacated office by a Director in default circumstances except in certain cases, omits the event of a Director attaining any applicable retirement age as an exception to a deemed re-election to office. This follows the repeal of section 153 of the Companies Act, pursuant to the Amendment Act, thereby removing the 70-year age limit for directors of public companies and subsidiaries of public companies.
- (i) **Article 100 (Article 103 of the Existing Constitution).** Article 100, which relates to the Directors' power to fill casual vacancies and to appoint additional Directors, provides that the Company may also do so by Ordinary Resolution. This is in line with new section 149B of the Companies Act, which provides that unless the constitution otherwise provides, a company may appoint a director by ordinary resolution passed at a General Meeting.
- (j) **Article 113 (Article 91 of the Existing Constitution).** Article 113, which relates to the general powers of the Directors to manage the Company's business, clarifies that the business and affairs of the Company are to be managed by, or under the direction of or the supervision of, the Directors. This is in line with section 157A of the Companies Act, as amended pursuant to the Amendment Act.
- (k) **Articles 122, 141 and 142 (Articles 119, 135 and 136 of the Existing Constitution).** Article 142, which relates to the sending of the Company's financial statements and related documents to Shareholders, additionally provides 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. This is in line with 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. 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 at least 14 days before the date of its annual general meeting. The requirement (in Article 136 of the Existing Constitution) to send these documents to debenture holders has been removed in Article 142. The references to the "financial statements" and the "Directors' statement", as appropriate, in article 122 (relating to the authentication of company documents), article 141 (relating to the presentation of the annual financial statements) and article 142, instead of "profit and loss account" and "Directors' report", are consistent with the updated terminology in the Companies Act.

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- (l) **Article 145 (Article 140 of the Existing Constitution).** Article 145, which relates to the service of notices to Shareholders, has 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 new section 387C of the Companies Act.

Under new section 387C, 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 new regulation 89C of the Companies Regulations.

New section 387C 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 (“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.

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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 (this is the implied consent regime permitted under new section 387C); and
- (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 (this is the deemed consent regime permitted under new section 387C).

Article 145 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 made available on a website, it is deemed 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 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 separate notice to them personally or through the post, (2) sending such separate notice to their current addresses (which may be email addresses), (3) advertisement in the daily press, and/or (4) announcement on the SGX-ST.

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 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.

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As at 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 known yet. 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.

- (m) **Article 152 (Article 145 of the Existing Constitution).** Article 152, which relates to Directors' indemnification, has been expanded 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 new sections 163A and 163B of the Companies Act, which permit a company to lend, on specified terms, funds to a director for meeting expenditure incurred or to be incurred by him in defending court proceedings or regulatory investigations.

3.3.2 Objects Clauses

The existing objects clauses contained in the Existing Constitution are proposed to be deleted and substituted with a general provision in the New Constitution to the effect that, subject to the provisions of the Companies Act and any other written law and its constitution, the Company has:

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

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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 (governing acquisitions and realisations), the Company will have to obtain Shareholders' approval to enter into a transaction for the acquisition or disposal of assets. Also, if required by Rule 104 of the Listing Manual, a change in the principal business of the Company will be subject to the SGX-ST's approval if in the SGX-ST's opinion, the integrity of the market may be adversely affected, or it is in the interests of the public to do so.

3.3.3 Listing Manual

Rule 730(2) of the Listing Manual provides that if an issuer amends its articles or other constituent documents, they must be made consistent with all the listing rules prevailing at the time of amendment.

The following articles include updated provisions that are consistent with the listing rules of the SGX-ST prevailing as at the Latest Practicable Date, in compliance with Rule 730(2) of the Listing Manual:

- (a) **Article 6(A).** Article 6(A) is a new provision which provides that the rights attaching to shares of a class other than ordinary shares must be expressed in the Constitution. This is in line with paragraph 1(b) of Appendix 2.2 of the Listing Manual.
- (b) **Articles 64, 65, 66 and 67 (Articles 69, 70(1), 70(2), and 71 of the Existing Constitution).**
 - (i) Article 64, which relates to the method of voting at General Meetings, contains provisions to make it clear that, if required by the listing rules of the SGX-ST, all resolutions at General Meetings shall be voted by poll (unless such requirement is waived by the SGX-ST). This is in line with Rule 730A(2) of the Listing Manual, which took effect on 1 August 2015.
 - (ii) Articles 65, 66 and 67, which relate to conduct of the poll and incidental matters, make it clear that scrutineers will be appointed, if so required by the listing rules of the SGX-ST. This is in line with Rule 730A(3) of the Listing Manual, which took effect on 1 August 2015.

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- (c) **Articles 93, 96, 105 and 106 (Articles 85, 99, 114 and 107 of the Existing Constitution).**
- (i) Article 93, which relates to the vacation of office of a Director in certain events, additionally provides that a Director shall cease to hold office if he is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds. Correspondingly, article 96, which relates to the filling of vacated office by a Director in default circumstances except in certain cases, provides that a retiring Director is deemed to be re-elected in certain default circumstances except where he is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds. This is in line with paragraph 9(n) of Appendix 2.2 of the Listing Manual.
 - (ii) Article 105, which relates to conflict of interest situations, provides that a Director shall not vote in respect of any transaction, arrangement or proposal in which he has, directly or indirectly, any personal material interest. This is in line with paragraph 9(e) of Appendix 2.2 of the Listing Manual.
 - (iii) Article 106, which relates to proceedings of the Directors, stipulates that where the number of Directors is reduced below the minimum number fixed by or pursuant to the Constitution, the continuing Director(s) may act for the purpose of filling up such vacancies or calling General Meetings, but not for any other purpose except in the case of an emergency. This is in line with paragraph 9(k) of Appendix 2.2 of the Listing Manual.

3.3.4 Personal Data

In general, under the Personal Data Protection Act 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. 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 or representatives.

3.3.5 General

A number of provisions in the Existing Constitution have been updated, streamlined and rationalised generally in the New Constitution. They include the following:

- (a) **Articles 52 and 60 (Articles 57 and 66 of the Existing Constitution).** These articles, which relate to General Meetings, have been updated and rationalised. Article 52, which relates to the time-frame for holding Annual General Meetings, clarifies that such meetings must be held once

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every calendar year and at intervals of not more than 15 months, unless otherwise permitted under the Companies Act. Article 60, which deals with adjournment of a General Meeting, clarifies that where the meeting is adjourned for lack of a quorum, 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 such other day, time or place as the Directors may by not less than ten days' notice appoint, and at the adjourned meeting any one or more members present in person or by proxy will constitute a quorum.

- (b) **Articles 70, 78 and 93(e) (Articles 75(1), 81 and 85(b) of the Existing Constitution).** These articles have been updated to substitute the 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, which repealed and replaced the Mental Disorders and Treatment Act.
- (c) **Articles 75 and 76 (Articles 78(1) and 79 of the Existing Constitution).** Article 75, which relates to the appointment of proxies, has 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 the 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) has provisions which authorise the Directors to prescribe and determine the manner of receipt by the Company of the instrument appointing a proxy through digital means.
- (d) **Article 87 (Article 86 of the Existing Constitution).** Article 87 expands and extends Article 86 of the Existing Constitution with respect to, in particular, the appointment of Directors to executive office in the Company, including that of the office of Chairman or Deputy Chairman.
- (e) **Article 120 (Article 120(1) of the Existing Constitution).** Article 120, which relates to the affixation of the common seal of the Company, additionally provides that the Directors may determine that the signatures referred to in article 120 be dispensed with. Article 120 also provides that the Directors may determine that such signatures be affixed by, additionally, some other method approved by the Directors.

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- (f) **Article 133 (Article 122A of the Existing Constitution).** Article 133, which relates to the payment of dividends in scrip, expands the equivalent provisions of Article 122A of the Existing Constitution to (*inter alia*) allow the implementation of a scrip dividend scheme for holders of any particular class of shares of the Company, and not only for holders of ordinary shares.
- (g) **Article 139 (Article 129 of the Existing Constitution).** Article 139, extends the power to issue free shares and/or to capitalise reserves, to allow them to be applied for the benefit of non-executive Directors as part of their Directors' remuneration. This would enable the Company, if it so desires, to remunerate its non-executive Directors (subject to the requisite Shareholders' approval being obtained) by way of Directors' fees in the form of shares, or in a combination of cash and shares.
- (h) **Articles 130, 131 and 132 of the Existing Constitution.** These provisions in the Existing Constitution, which relate principally to the keeping of statutory registers and minute books, are not replicated in the New Constitution as such requirements are obligatory on the part of the Company and its relevant officers, pursuant to the Companies Act and thus need not be restated in the Constitution.

3.4 Appendices A and B. The objects clauses in the Existing Constitution which are proposed to be deleted and replaced by a general provision in the New Constitution are set out in **Appendix A** of this letter. The text of the principal provisions in the New Constitution which are significantly different from the equivalent provisions in the Existing Constitution, or which have been included in the New Constitution as new provisions, is set out in **Appendix B** of this letter and the main differences are blacklined. A copy of the proposed New Constitution is available for inspection at the registered office of the Company during normal business hours from the date of this letter up to the date of the 60th AGM. The proposed adoption of the New Constitution is subject to Shareholders' approval.

4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

4.1 Interests of Directors. As at the Latest Practicable Date, based on the Company's Register of Directors' Shareholdings, none of the Directors has any interest, direct or indirect, in the issued Shares.

4.2 Interests of Substantial Shareholders. As at the Latest Practicable Date, the interests of the Substantial Shareholders in issued Shares of the Company, based on the Company's Register of Substantial Shareholders, were as follows:

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| Substantial Shareholders | Direct Interest | | Deemed Interest | | Total Interest | |
|--|-----------------|-------|-----------------|-------|----------------|-------|
| | No. of Shares | % | No. of Shares | % | No. of Shares | % |
| Far East Organisation Pte. Ltd. (“FEO”) | 309,973,933 | 53.99 | – | – | 309,973,933 | 53.99 |
| Far East Hospitality Services Pte Ltd (“FEHS”) ⁽¹⁾ | 63,888,889 | 11.13 | – | – | 63,888,889 | 11.13 |
| Philip Ng Chee Tat (“PN”) ⁽²⁾ | – | – | 63,888,889 | 11.13 | 63,888,889 | 11.13 |
| Transurban Properties Pte. Ltd. (“TPPL”) | 56,342,854 | 9.81 | – | – | 56,342,854 | 9.81 |
| Glory Realty Co. Private Ltd. (“Glory”) ⁽³⁾ | – | – | 56,342,854 | 9.81 | 56,342,854 | 9.81 |
| Madam Tan Kim Choo @ Teng Kim Choo (“Madam Tan”) ⁽⁴⁾ | – | – | 398,524,800 | 69.41 | 398,524,800 | 69.41 |
| The Estate of Mr. Ng Teng Fong (Deceased) (the “Estate”) ⁽⁵⁾ | – | – | 390,978,765 | 68.10 | 390,978,765 | 68.10 |
| PepsiCo, Inc. (“PepsiCo”) ⁽⁶⁾ | – | – | – | – | – | – |
| The Concentrate Manufacturing Company of Ireland (“CMCI”) ⁽⁶⁾ | – | – | – | – | – | – |

Notes:

- (1) FEHS is now known as Far East Spring Pte. Ltd.
- (2) PN, through his interest in FEHS, is deemed to have an interest in FEHS’s shareholding in the Company.
- (3) Glory, through its interest in TPPL, is deemed to have an interest in TPPL’s shareholding in the Company.
- (4) Madam Tan’s deemed interest in shares in the Company include her interests through FEO, FEHS and Sino Land Company Limited (“Sino Land”).
- (5) The Estate’s deemed interest in shares in the Company include its interests through FEO, Glory and Sino Land.
- (6) (i) Pursuant to undertakings dated 1 July 2011 executed by Jelco Properties Pte Ltd (“Jelco”) and FEO in favour of PepsiCo and CMCI (in consideration of PepsiCo and CMCI entering into exclusive bottling appointments with the Company effective as of 1 July 2011) whereby Jelco and FEO agreed to provide PepsiCo and CMCI with preferential rights, in the event, *inter alia*, that Jelco and FEO cease collectively to own 51% of the capital of the Company for the time being, to acquire from Jelco and FEO shares in the Company to be transferred, upon the respective terms of such undertakings.
(ii) As at the Latest Practicable Date, the above preferential rights have not been exercised.

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5. DIRECTORS' RECOMMENDATIONS

5.1 Renewal of the Share Purchase Mandate. The Directors are of the view, for the reasons set out in Paragraph 2.2 above, that the renewal of the Share Purchase Mandate 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 renewal of the Share Purchase Mandate, at the forthcoming 60th AGM.

5.2 Adoption of the New Constitution. The Directors are of the view, for the reasons set out in Paragraph 3.2 above, that the adoption of the New Constitution is in the interests of the Company. They accordingly recommend that Shareholders vote in favour of Resolution 15, being the Special Resolution relating to the adoption of the New Constitution, at the forthcoming 60th AGM.

6. RESPONSIBILITY STATEMENT

6.1 Directors' responsibility. The Directors collectively and individually accept full responsibility for the accuracy of the information given in this letter and confirm, after having made 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 to renew the Share Purchase Mandate and to adopt the New Constitution at the 60th AGM (collectively, the "**Proposals**"), and about the Company and its subsidiaries 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.

6.2 Disclaimer. The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed in this letter. Shareholders who are in any doubt as to the action they should take should consult their stockbrokers or other professional advisers immediately.

Yours faithfully

For and on behalf of the Board of Directors of

YEO HIAP SENG LIMITED

Koh Boon Hwee
Chairman

APPENDIX A

THE EXISTING OBJECTS CLAUSES

The objects clauses in the Existing Constitution which are proposed to be deleted and replaced with a general provision in the New Constitution are set out below.

3. The objects for which the Company is established are:-
- (a) To carry the business of producers and canners of sauce, to plant, grow, cultivate soya beans for the purpose of fermentation, preservation, canning and bottling of sauce and such other produce or by-products deriving from soya beans for the market.
 - (b) To plant, grow and cultivate, manufacture, treat, cure, can and prepare for market raw and ripe pineapples, rubber, coffee, tapioca, and all other local produce.
 - (c) To carry on the business of planters, producers, canners, traders and all matters connected therewith and any business ancillary or incidental thereto and to develop the resources of and turn to account any lands and any rights on or connected with any lands belonging to or in which the Company is interested to build factories and to acquire lands and/or estates in Singapore, Malaya and elsewhere on all or any part of which soya bean, pineapple or rubber has been planted or which are suitable for the cultivation of soya beans, pineapples, rubber, cereals, local produce, etc.
 - (d) To carry on the business of general importers and exporters, manufacturers' agents and general merchants and commission agents, and to buy, sell, barter, exchange or otherwise deal in rubber, tin, pepper, jelutong, gutta-percha and other produce, canvas, rope, cloth, piece goods, soft goods, crockery, cutlery, glassware, earthenware, hardware, machinery, provisions, liquors, tobacco, cigars, cigarettes, and goods wares merchandise and manufactured goods and articles of all kinds and descriptions.
 - (e) To purchase or sell, take on lease, let on lease, hire or otherwise acquire, or dispose of any mine, mining rights and metalliferous land, and any interest therein, and to explore, work, exercise and develop the same.
 - (f) To search for, crush, win, get, quarry, melt, calcine, refine, dress, amalgamate, and prepare for market, ores, metals and mineral substances of all kinds, including tin, coal, clay, and brick earth, and generally to carry on the business of mining in all its branches.
 - (g) To cultivate rice and other grains, rubber, tea, coffee, sugar, gambier, cutch, coconut palms, oil palms, nutmegs, cinnamon, bananas, mangosteens, durians, potatoes, and all other fruits, root crops and spices, and to carry on the work business of cultivators, winners, buyers and sellers of rubber and every kind of vegetable or other produce of the soil, and to prepare, manufacture and render marketable any such produce; and to sell, dispose of, and in any way deal in any such produce in any state.

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- (h) To own, carry on and run the business of timber merchants, timber growers, and saw-mill proprietors, and to buy, sell, grow, manipulate, import, export, and deal in timber and wood of all kinds in the manufacture of which timber or wood is used and also the business of foresters, charcoal burners, and charcoal dealers.
- (i) To purchase, charter, take in exchange, or otherwise acquire and hold ships, vessels and craft of any kinds or interests therein and to maintain, repair, improve, alter, sell, exchange or let out to hire or charter or otherwise deal with and dispose of any ships or vessels aforesaid.
- (j) To carry on all or any of the businesses of ship-owners, managers of shipping property, omnibus owners or managers, passenger or freight contractors, carriers by land and sea, barge owners, lightermen, forwarding agents, ice merchants, refrigerating, store-keepers, warehousemen, wharfingers and general traders.
- (k) To enter into any arrangements with any government or authorities, 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.
- (l) To apply for, or join in applying for purchase or by other means acquire and protect prolong and renew, whether in the Far East, or elsewhere, any patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (m) To construct, purchase, take or lease, hire or otherwise acquire and hold for any estate or interest and to sell, let or deal with any lands, buildings, rights and any real and personal property of any kind.
- (n) To borrow and raise money for the Company's business in such manner as the Company shall think fit, and in particular by mortgage and charge of the undertaking and all or any of the real and personal property, present or future and all or any of the uncalled capital for the time being of the Company, and the issue at par or at a premium or discount of debentures.
- (o) To issue and deposit any securities which the Company has power to issue by way of security for the performance of any contracts or obligations of the Company.
- (p) To guarantee the debts and contracts of customers and others, and to make advances to customers and others with or without security, and upon such terms as the Company may approve.

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- (q) To draw, accept, endorse and execute, negotiate, purchase, lend money upon, discount, hold and dispose of Promissory Notes, Bills of Exchange, and other negotiable instruments.
- (r) To issue any shares of the Company at par or at a premium or as fully or in part paid up, and to invest, lend and deal with the moneys of the Company not immediately required upon or without security and in such manner as may from time to time be determined.
- (s) To pay for any property or rights to be acquired by the Company either in cash or shares with or without preferred or deferred rights or by any securities which the Company has power to issue, and generally on such terms as the Company may determine.
- (t) To grant pensions, allowances, gratuities and bonuses to employees or ex-employees of the Company or the dependants of such person or any other persons.
- (u) To subscribe or contribute to any charitable benevolent or other useful object of a public character.
- (v) To sell or dispose of the whole or any part of the undertaking and property of the Company for such consideration as the Company may think fit and in particular for shares debentures or securities of any other Company.
- (w) To promote or concur in promoting any other Company for the purpose of acquiring and taking over all or any of the undertaking, assets, and liabilities of or the carrying on of any business within the objects of this Company or may appear likely to advance directly or indirectly the objects or interests of this Company, and to acquire and hold and to place or guarantee the placing of any shares or securities issued by any such Company.
- (x) To enter into partnership or any agreement for sharing profits, union of interest or co-operation with any Company or person, carrying on or proposing to carry on business within the objects of the Company.
- (y) To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person or Company carrying on any business which this Company is authorised to carry on.
- (z) To amalgamate with any other Company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for shares or otherwise) of the undertaking, subject to the liabilities of this or any such Company aforesaid with or without winding up, or by sale or purchase (for shares or otherwise) of all shares of this or any such other Company as aforesaid, or by partnership or any arrangement of the nature of partnership or in any other manner.

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- (aa) To appoint from time to time either with full or restricted powers of sub-delegation and either with or without remuneration, agents, attorneys, local or managing directors or any person or corporation under Power of Attorney or otherwise within or outside the Colony of Singapore and the Federation of Malaya, for the purpose of carrying out and completing all or any of the objects of the Company mentioned in this MEMORANDUM OF ASSOCIATION and of arranging, conducting or managing the business or businesses of the Company or any matter or concern whatsoever in which the Company is now or from time to time be or become or be about to become interested or concerned with the same or more limited powers of appointment to any person or persons Company or Corporation and from time to time to revoke and cancel all or any such appointments or delegations and to remove any person or corporations appointed thereunder.
- (bb) To do all or any of the above things in any part of the world, either alone or in conjunction with others, and either by or through agents or otherwise, and to do all such other things as are incidental or conducive to the attainment of the above objects.
- (cc) To carry on any other business (whether manufacturing mercantile or otherwise and whether similar to any of the abovementioned business or not) which may seem to the Company capable of being conveniently carried on in connection with the abovementioned business or any of them or calculated directly or indirectly to enhance the value of or render profitable or more profitable any of the Company's business property or rights.

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THE PRINCIPAL PROVISIONS IN THE NEW CONSTITUTION WHICH ARE SIGNIFICANTLY DIFFERENT FROM THE EQUIVALENT PROVISIONS IN THE EXISTING CONSTITUTION

Set out below are the principal provisions in the New Constitution which are significantly different from the equivalent provisions in the Existing Constitution, or which have been included in the New Constitution as new provisions, with the main differences blacklined.

1. Article 1

21. ~~In these Articles the words standing this Constitution (if not inconsistent with the subject or context) the words and expressions 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, if not inconsistent with the subject or context.~~

Interpretation Clause:

WORDS

MEANINGS

Definitions:

~~“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 Chapter 50.~~

~~“in writing” and “written”~~

~~Includes printing, lithography, typewriting and any other mode of representing or reproducing 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.~~

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| | |
|---|---|
| <u>“market day Market Day”</u> | A day on which the <u>Singapore Stock Exchange Securities Trading Limited</u> is open for trading in securities. |
| “month” | Calendar month. |
| “Office” | The registered office of <u>the Company</u> for the time being of the Company. |
| “paid-up” | Includes <u>Paid or</u> credited as paid-up. |
| <u>“registered address” or “address”</u> | <u>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.</u> |
| “Seal” | The Common Seal of the Company. |
| <u>“Statutes”</u> | <u>The Act and every other act for the time being in force concerning companies and affecting the Company.</u> |
| <u>“Stock Exchange”</u> | <u>Any stock exchange upon which shares in the Company may be listed.</u> |
| <u>“these Articles 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> |
| <u>“the Company”</u> | The abovenamed Company by whatever name from time to time called. |
| “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. |
| <u>“the Directors”</u> | The Directors for the time being of the Company. |
| “dividend” | Includes bonus. |
| <u>“Secretary”</u> | Includes any person appointed to perform the duties of Secretary temporarily. |
| <u>“Singapore”</u> | The Republic of Singapore. |

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“year” Calendar-year:

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 “Depositor”, “Depository”, “Depository Register”, “current address”, “electronic communication”, “relevant intermediary” and “treasury shares” shall have the meanings ascribed to them respectively in the Act.

References in these Articles~~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 these Articles~~this Constitution~~ or where the ~~term~~ “registered holders” or “registered holder” is used in these Articles~~this Constitution~~;
- (b) where the context so requires, be deemed to include references to Depositors whose names are entered in the Depository Register in respect of those shares; and
- (c) except where otherwise expressly provided in these Articles~~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 these Articles~~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.

References in these Articles to “Singapore Exchange Securities Trading Limited” shall include any successor entity or body thereof for the time being.

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.

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Words ~~importing~~denoting the singular number ~~only~~ shall include the plural number, and vice versa. Words ~~importing~~denoting the masculine gender ~~only~~ shall include the feminine gender. Words ~~importing~~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.

Subject as aforesaid, any words or ~~expressions~~ expression defined in the Act ~~and the Interpretation Act, Cap. 1 shall, except where shall (if not inconsistent with the subject or context forbids,)~~ bear the same meanings in the ~~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 ~~these Articles~~this Constitution.

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

2. Article 6

6. (A) The rights attaching to shares of a class other than ordinary shares shall be expressed in this Constitution.

Shares of a class other than ordinary shares

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

Issue of shares for no consideration

3. Article 12

4912. (A) The Company may by Ordinary Resolution:

(a) consolidate and divide all or any of its shares;

Power to consolidate, sub-divide and redenominate shares:

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- (b) ~~sub-divide its shares, or any of them (subject, nevertheless, to the provisions of the Act~~Statutes and this Constitution), 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 may have such deferred rights,~~ or be subject to any such restrictions, as the Company has power to attach to new shares; and
- (c) subject to the provisions of the Statutes, convert its share capital or any class of shares from one currency to another currency.

Power to sub-divide shares:

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

Power to convert shares:

4. Article 19

~~1319. (1) The~~Every share certificate of title to shares 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 two Directors, or one Director and the Secretary or a second Director or some other person appointed by the Directors in place of the Secretary for the purpose, and shall specify the number and class of shares to which it relates and the amount paid and amount (if any) unpaid thereon. The facsimile signatures may be reproduced by mechanical, electronic or other meansmethod approved by the Directors. No certificate shall be issued representing shares of more than one class.

Share certificates:

5. Article 52

~~5752. An~~Save as otherwise permitted under the Act, an Annual General Meeting of the Company shall (subject to the provisions of the Act)~~shall~~ be held once in every year, at such time (within a period of not more than ~~fifteen~~15 months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors.

Annual General Meetings: general meeting and extraordinary general meeting

58: All other General Meetings ~~other than Annual General Meetings~~ shall be called Extraordinary General Meetings.

Extraordinary General Meetings:

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6. Article 56

~~6456.~~ Ordinary~~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) declaring dividends;
- (b) ~~reading, considering~~receiving and adopting the balance sheet, the reports of financial statements, the Directors and Auditors' statement, the Auditors' report and other accounts and documents required to be annexed~~attached~~ to the ~~balance sheet~~financial statements;
- (~~dc~~) ~~electing~~appointing or re-appointing Directors ~~in the place of those retiring to fill vacancies arising at the meeting on retirement whether~~ by rotation or otherwise;
- (~~ed~~) ~~appointing or re-appointing~~ Auditors;
- (e) fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed; and
- (~~ef~~) 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).

~~All other business to be transacted at any General Meeting shall be deemed to be special business.~~

7. Article 60

~~6660.~~ If within ~~half an hour~~30 minutes from the time appointed for the ~~holding of 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, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (or if that day is a public holiday then to the next business day following that public holiday) at the same time and place; and if at such adjourned meeting a quorum is not present ~~within half an hour from the time appointed for holding the meeting the~~ or such other day, time or place as the Directors may by not less than ten days' notice appoint. ~~At the adjourned meeting any one or more members present in person or by proxy or by attorney or in the case of a corporation by a representative shall be a quorum.~~

If quorum
not present,
adjournment
or dissolution
of meeting
adjourned or
dissolved.

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8. Articles 64, 65, 66 and 67

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

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

How resolutions decided: Method of voting where mandatory polling not required

- (a) ~~the Chairmanchairman~~ of the meeting; or
- (b) ~~at least~~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 at the meeting; or
- (c) a member present in person or by proxy and representing not less than five per cent. of the total voting rights of all the members having the right to vote at the meeting; or
- (ed) ~~a member or members present in person or by proxy or by attorney or in the case of a corporation by a representative and holding at least ten per cent. of the total number of paid-up shares of the Company (excluding treasury shares) and holding shares conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than five per cent. of the total sum paid up on all the shares conferring that right.~~

~~Unless a poll is so demanded (and the demand not withdrawn) 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 the meeting for the transaction of any business other than the question on which the poll has been demanded. Unless a poll is demanded, a declaration by the Chairmanchairman of the meeting that a resolution has been carried, or has been carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Company minute book, shall be conclusive evidence thereof of that fact without proof of the number or proportion of the votes recorded in favour or against such resolution. A demand for a poll may be withdrawn.~~

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7065. (1) ~~If~~Where a poll is demanded ~~(and the demand is not withdrawn)~~taken, it shall be taken at such time and place and in such manner (including the use of ballot or voting papers) as the ~~Chairman shall~~chairman of the meeting may direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded~~taken~~. The ~~Chairman may~~(and~~chairman of the meeting may~~ 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 to some place and time fixed by him for the purpose of declaring the result of the poll.

Poll to be taken as Chairman shall direct; Taking a poll

7066. (2) ~~No~~A poll shall be demanded on the election~~choice~~ of a ~~Chairman of a meeting,~~chairman or on any question of adjournment shall be taken immediately. A poll on any other question shall be taken either immediately or at such subsequent time (not being more than 30 days from the date of the meeting) and place as the chairman may direct. No notice need be given of a poll not taken immediately.

NoTiming for taking a poll in certain cases.

(3) ~~The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question on which a poll has been demanded.~~

Business to be continued if poll demanded.

7167. In the case of an equality of votes ~~either, whether on a poll or on a show of hands or at a poll,~~ the ~~Chairman~~chairman of any~~the~~ meeting at which the poll or show of hands takes place shall be entitled to a further ~~or~~-casting vote.

Chairman to have casting Casting vote; of chairman

9. Article 68

7468. (1) 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 these ~~Articles~~article 13(C), each member entitled to vote at a ~~General Meeting may~~ vote in person or by proxy ~~or by attorney or in the case of a corporation by a representative. On a show of hands every. Every~~ member who is present in person or by proxy ~~or by attorney or in the case of a corporation by a representative shall~~;

Votes of members: How members may vote

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

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- (b) on a show of hands, have one vote ~~(provided, 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~~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 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 have one vote for every share which he holds or represents.; 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.

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 ~~forty-eight~~72 hours before the time of the relevant General Meeting as certified by the Depository to the Company.

10. Article 70

~~7570. (1) If any member becomes lunatic or be found to be of unsound mind, he may vote by his committee or other legal curator, and such committee or other legal curator may give his or their votes either personally or by proxy. Provided that 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 of the authority of the person claiming to vote shall have been deposited at, 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 Office not less than forty-eight hours before the time appointed for holding the meeting.~~Company.

Vote of
lunatic
member.
Voting by
receivers

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11. Article 74

~~7774.~~ (1A) Save as otherwise provided in the Act:

Appointment
of proxies

- (a) Aa 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, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the 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) ~~provided that if the~~In any case where a member is a Depositor, the Company shall be entitled and bound:

Right to
appoint
proxy;
Shares
entered in
Depository
Register

- (a) ~~to reject any instrument of proxy lodged if the~~by that Depositor ~~if he is~~ not shown to have any shares entered against his name in the Depository Register as at ~~forty-eight~~72 hours before the time of the relevant General Meeting as certified by the Depository to the Company; and

- (b) to accept as the maximum number of votes which in aggregate the proxy or proxies appointed by ~~the~~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 ~~forty-eight~~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.

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(2C) 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:

(3) ~~Where a member appoints more than one proxy, he shall specify in the instrument of proxy the proportion of his shareholding to be represented by each proxy.~~

Proportion of shareholdings to be represented by proxies:

(4D) A proxy need not be a member of the Company.

Proxy need not be a member:

12. Article 75

~~7875.~~ (1A) ~~The~~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:

How instrument to be executed: Execution of proxies

- (a) in the case of an individual, shall be:
 - (i) ~~signed by the appointor or his attorney duly authorised in writing; and 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
- (b) in the case of a corporation, shall be:
 - (i) either given under its common seal; or signed by 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.

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(B) The signature on, or authorisation of, such instrument need not be witnessed. Where an instrument of ~~appointing a~~ proxy is signed or authorised on behalf of the appointor by an attorney, the letter or power of attorney ~~evidencing the authority of any such attorney or a duly certified copy thereof must (if not previously registered failing previous registration with the Company) be lodged with the instrument of proxy pursuant to Article 79~~ article 76(A), failing which the instrument may be treated as invalid. ~~Where an instrument of proxy is signed by an officer on behalf of a corporation, the Directors may, but shall not be bound to, require evidence of the authority of such officer.~~

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.

13. Article 76

~~79~~76. (A) ~~The~~An instrument appointing a proxy shall:

- (a) if sent personally or by post, must be left at the Office or such other place (if any) as is specified for the place or one of such places (if any) as may 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
- (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.

Deposit of instruments: proxies

APPENDIX B

~~at least forty-eight and in either case, not less than 72 hours before the time appointed for the holding of the meeting or adjourned meeting or (or in the case of a poll before the time appointed taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll) for at which it is to be used, and in default shall not be treated as valid.~~

78. ~~(3) An~~ 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. Unless the contrary is stated thereon, an instrument of proxy shall be valid as well for any adjournment of the meeting as for the meeting to which it relates.

Instruments relating to more than one meeting.

(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

14. Article 78

~~8178. 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 cast by proxy shall not be invalidated by the previous death or insanity mental 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, provided appointment 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 meeting or adjourned meeting (or (in the case of a poll before taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll) at which the proxy vote is used cast.~~

Intervening death or insanity of principal not to revoke proxy mental disorder

APPENDIX B

15. Article 87

8987. (A) The Directors may from time to time appoint one or more of their body to be the holder of any executive office (including, where considered appropriate, the office of 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.

Directors may hold executive 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 the office of Managing Director shall automatically determine if he ceases from any cause to be a Director but without prejudice to any claim for damages for breach of any contract of service between him and the Company. ~~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 the 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.~~

Determination of appointment: Cessation of directorship of Executive Director

16. Article 93

8593. ~~Subject as herein otherwise provided and to the terms of any subsisting agreement, the~~ The office of a Director shall be vacated in any of the following events, namely:

Office/When office of Director to be vacated in certain circumstances.

- (ca) ~~if he ceases to be~~ shall become prohibited by law from acting as a Director ~~under the provisions of the Act; or~~
- (db) ~~if he is convicted of any seizable offence~~ shall become disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds; or
- (ec) ~~if (not being a Director holding any executive office for a fixed term as Director or Managing Director) he resigns) he shall resign~~ by notice in writing given tounder his hand left at the CompanyOffice or if he offers ~~shall~~ in writing offer to resign and the Directors ~~shall~~ resolve to accept such offer; or

APPENDIX B

- (ad) if he ~~has~~ shall have a bankruptcy order made against him or if he ~~suspends payments or compounds~~ shall make any arrangement or composition with his creditors generally; or
- (be) if he becomes ~~of unsound mind or a person who is liable to be dealt with in any way under the law relating to mental disorders~~ 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 is removed by the Company in General Meeting pursuant to ~~these Articles~~ this Constitution.

17. Article 96

9996. The Company at the meeting at which ~~any~~ a Director ~~so-retires may~~ under any provision of this Constitution may by Ordinary Resolution fill the office being vacated by electing 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:

How Filling
vacated office
to be filled.

- (a) ~~where at that~~ such meeting it is expressly resolved not to fill ~~the vacated~~ such office; or a resolution for the re-election of such Director is put to the 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 is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds; or~~
- (ed) where the default is due to the moving of a resolution in contravention of ~~Article 101; or~~ the next following article.
- (d) ~~such Director has attained any retiring age applicable to him as Director.~~

APPENDIX B

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.

18. Article 100

~~100~~100. The Directors shall have power from time to time and at any time to Company may by Ordinary Resolution appoint any person to be a Director either to fill a casual vacancy occurring in the Board of Directors or as an additional Director. Any~~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 of the Company, 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.~~

Directors may power to fill casual vacancies and appoint additional Directors:

19. Article 105

~~105~~105. A Director shall not vote in respect of any contract or arrangement or any other proposal whatsoever in which he has any personal material interest, and if he should do so his vote shall not be counted, but notwithstanding his interest, a Director may directly or indirectly. A Director shall not be counted in the quorum present at any meeting of the Directors. The prohibition as to voting shall not apply to in relation to any resolution on which he is debarred from voting.

Restriction on voting: Directors not to vote on transactions in which they have an interest

- (a) ~~any arrangement for giving any Director any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company; or~~
- (b) ~~any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which the Director himself has assumed responsibilities in whole or in part under a guarantee or indemnity or by the deposit of a security; or~~
- (c) ~~any contract by a Director to subscribe for or underwrite shares or debentures of the Company in the event of a public issue or offer for sale of the Company's shares or debentures; or~~

APPENDIX B

- (d) ~~any contract or arrangement with any corporation in which he is interested only as an officer of the corporation or as the holder of shares or other securities;~~

~~and such prohibitions 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 transaction, and any particular transaction carried out in contravention of this Article may be ratified by the Company in General Meeting;~~

20. Article 106

~~107-106.~~ The continuing Directors may act at ~~any time~~ notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be reduced in number to less than two it shall be lawful for them to act as Directors ~~vacancies, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with this Constitution the continuing Directors or Director may act for the purposes~~ purpose of filling up such vacancies in their body, or of summoning a General Meeting of the Company Meetings, but not for any other purpose (except in an emergency). If there ~~are~~ be no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.

Continuing Directors may act to fill Proceedings in case of vacancies or summon meetings.

21. Article 113

~~91-113.~~ The business and affairs of the Company shall be managed by, or under the direction or supervision of, the Directors. The Directors may exercise all such powers of the Company as are not by the Act Statutes or by ~~these Articles~~ this Constitution required to be exercised 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. Provided that the Directors shall not carry into effect any proposal~~ proposals for the ~~sale~~ selling or disposal disposing of the whole or substantially the whole of the Company's undertaking or property ~~unless the proposal has 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 B

22. Article 120

120. Every instrument to which the Seal shall be affixed shall be signed autographically by one Director and the Secretary or by a second Director or some other person appointed by the Directors 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.

Affixing seal

23. Article 122

~~119~~122.(1) Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors or any committee, and any books, records, documents ~~and~~ accounts 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.

Power to authenticate documents:

(2) Any authentication or certification made pursuant to ~~Article 119(1)~~ this article may be made by any electronic means approved by the Directors for such purpose from time to time ~~for such purpose~~ incorporating, if the Directors deem necessary, the use of security and/or identification procedures ~~or~~ and devices approved by the Directors.

Authentication by electronic means:

APPENDIX B

24. Article 133

~~122A~~133.(aA) 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 ordinary share capital of the Company, the Directors may further resolve that members entitled to such dividend be entitled to elect to receive an allotment of ordinary 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

- (ia) the basis of any such allotment shall be determined by the Directors;
- (iib) the Directors shall determine the manner in which members shall be entitled to elect to receive an allotment of ordinary 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 122A~~article 133;
- (iic) 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, 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 B

(ivd) 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 ~~ordinary~~the shares of the relevant class in respect whereof the share election has been duly exercised (the “elected ~~ordinary shares~~”) and, in lieu and in satisfaction thereof ~~ordinary~~, shares of the relevant class shall be allotted and credited as fully paid to the holders of the elected ~~ordinary shares~~ on the basis of allotment determined as aforesaid ~~and for~~. For such purpose and (notwithstanding the provisions of ~~Article 128~~;article 138), the Directors shall (1i) capitalise and apply out of the amount standing to the credit of any of the Company’s reserve accounts or any ~~sum~~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 ~~ordinary shares~~ for allotment and distribution to and among the holders of the elected ~~ordinary shares~~ on such basis, or (2ii) apply the sum which would otherwise have been payable in cash to the holders of the elected ~~ordinary shares~~ towards payment of the appropriate number of ~~ordinary shares~~ of the relevant class for allotment and distribution to and among the holders of the elected ~~ordinary shares~~ on such basis.

(bB)(†) ~~The ordinary shares of the relevant class allotted pursuant to the provisions of paragraph (a) of this Article 122A~~article 133(A) shall rank *pari passu* in all respects with the ~~ordinary 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

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- (ii) ~~The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (a) of this Article 122A, with full power to make such provisions as they think fit in the case of fractional entitlements to shares (including, notwithstanding any provision to the contrary in these Articles, provisions whereby, in whole or in part, fractional entitlements are disregarded or rounded up or down, or whereby the benefit of fractional entitlements accrues to the Company rather than the members.~~

(eC) ~~The Directors may, on any occasion when they resolve as provided in paragraph (a) of this Article 122A~~ Article 133(A), determine that rights of election under that article shall not be made available to the persons who are registered as holders of ordinary shares in the Register of Members or (as the case may be) in the Depository Register, or in respect of ordinary 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 ~~this Article 122A~~ Article 133 shall be read and construed subject to such determination.

Record date

(eD) ~~The Directors may, on any occasion when they resolve as provided in paragraph (a) of this Article 122A~~ Article 133(A), further determine that no allotment of shares or rights of election for shares under ~~that paragraph~~ 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 ~~entitlements~~ entitlement of the members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared.

Eligibility

(eE) ~~Notwithstanding the foregoing provisions of this Article 122A~~ Article, if at any time after the Directors' resolution to apply the provisions of ~~paragraph (a) of this Article 122A~~ Article 133(A) in relation to any dividend but prior to the allotment of ordinary shares pursuant thereto, the Directors shall consider that by reason of any event or ~~circumstances~~ circumstance (whether arising before or after such resolution) or by reason of any matter whatsoever it is no longer expedient or appropriate to implement that proposal, the Directors may at their ~~absolute~~ discretion and as they deem fit in the interest of the Company ~~and without assigning any reason therefor~~, cancel the proposed application of ~~paragraph (a) of this Article 122A~~ Article 133(A).

Disapplication

APPENDIX B

(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

25. Article 139

~~129~~139. In addition and without prejudice to the powers provided for by ~~Article 128~~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 profits and reserves for employee 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 the Company's 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.

26. Article 141

~~135~~141. ~~The Directors shall from time to time 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 such ~~profit and loss accounts~~ financial statements, balance sheets, ~~group accounts (if any) and reports, statements and other documents~~ as may be necessary. ~~Whenever so required, the~~The interval between the close of a financial year of the Company and the 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 accounts: financial statements

APPENDIX B

27. Article 142

~~136~~142. A copy of ~~every~~ the financial statements and, if required, the balance sheet (including every document required by law to be attached thereto), which is duly audited and profit and loss account which is to be laid before the Company in General Meeting (including every document required by law to be annexed thereto) together with ~~accompanied~~ by a copy of the Auditors' report relating thereto and of the Directors' 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 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 ~~Statutes~~ or of these ~~Articles~~ this Constitution; Provided ~~always~~ that this Article;

Copies of
accounts:
financial
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 more than one of any joint holders or to any person of whose address the Company is not aware or to more than one of joint holders of any shares or debentures, but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application to the Office. Copies of each such document as is referred to in this Article in such number as may be required by any stock exchange upon which the shares in the Company may be listed shall be forwarded to such stock exchange at the same time.~~

28. Article 145

~~140~~145. ~~(1A)~~ Any notice or document (including a share certificate) may be served on or delivered to any member by the Company either personally or by sending it through the post in a prepaid ~~letter~~ cover addressed to such member at his registered address ~~entered~~ 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, 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 B

(2B) ~~Without prejudice to the provisions of Article 140(1) 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 limitationslimitation, any accounts, balance-sheet, financial statements or report) which is required or permitted to be given, sent or served under the Act or under these Articlesthis Constitution~~ by the Company, or by the Directors, to a member ~~or an officer or Auditor of the Company~~ may be given, sent or served using electronic communications;

Electronic communications:

- (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.

~~in accordance with the provisions of, or as otherwise provided by this Constitution, the Act and/or any other applicable regulations or procedures. Such notice or document shall be deemed to have been duly given, sent or served upon transmission of the electronic communication to the current address of such person or as otherwise provided under the Act and/or any other applicable regulations or procedures.~~

(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.

Implied consent

(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.

Deemed consent

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(E) Where a notice or document is given, sent or served by electronic communications:

When notice given by electronic communications deemed served

- (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
- (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, or 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:

- (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.

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29. Article 152

~~145152.~~ Subject to the provisions of the Act, ~~the Directors, Auditors, Secretary and other officers for the time being of the Company, and any trustees for the time being acting in relation to any of the affairs 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 out of the assets of by the Company from and against all actions, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or omitted in or about the execution of their duty in their respective offices or trusts, nor answerable expenses and liabilities incurred or to be incurred by him in the execution and discharge of his duties or in relation thereto. Without prejudice to the generality of the foregoing, no Director, Secretary or other officer of the Company shall be liable for the acts, receipts, neglects, or defaults; of any other Director or officer or trustee or for joining in any receipt or other act for the sake of conformity, or for the solvency or honesty of any bankers or other persons with whom any moneys, or effects belonging to the Company may be lodged or deposited for safe custody or for any 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 other loss or damage due to any such cause as aforesaid or 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 may shall happen in or about the execution of the duties of his office or trust; in relation thereto unless the same shall happen through the his own negligence, wilful neglect or default or, breach of duty or breach of trust of such officer, or trustee.~~ Indemnity:

30. 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: Personal data of members

- (a) implementation and administration of any corporate action by the Company (or its agents or service providers);
- (b) internal analysis and/or market research by the Company (or its agents or service providers);

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- (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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixtieth Annual General Meeting of the Company will be held at The Auditorium, Yeo Hiap Seng Limited, 3 Senoko Way, Singapore 758057 on Friday, 22 April 2016, at 4.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2015 and the report of the Auditors. **Ordinary Resolution 1**

2. To declare a first and final one-tier tax exempt dividend of \$0.02 per ordinary share for the financial year ended 31 December 2015. **Ordinary Resolution 2**

3. To approve the payment of \$1,090,926 as Directors' fees for the financial year ended 31 December 2015. (2014: \$953,000) **Ordinary Resolution 3**

4. (i) To re-elect the following Directors:
 - (a) Dato' Mohamed Nizam bin Abdul Razak; **Ordinary Resolution 4**
 - (b) Encik Razman Hafidz bin Abu Zarim; and **Ordinary Resolution 5**
 - (c) Dr. Tan Chin Nam, **Ordinary Resolution 6**

each of whom retires by rotation pursuant to Articles 97 and 98 of the Constitution of the Company.

- (ii) To re-appoint the following Directors:
 - (a) Mr. Ngiam Tong Dow; **Ordinary Resolution 7**
 - (b) Dato' N. Sadasivan a/l N.N. Pillay; and **Ordinary Resolution 8**
 - (c) Mr. S. Chandra Das, **Ordinary Resolution 9**

each of whom is over 70 years of age and retires under the respective resolutions passed at last year's Annual General Meeting pursuant to Section 153(6) of the Companies Act, Cap. 50 (which was then in force), as Directors of the Company.

5. To re-appoint KPMG LLP as Auditors and to authorise the Directors to fix their remuneration. **Ordinary Resolution 10**

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, of which Resolutions 11 to 14 will be proposed as Ordinary Resolutions and Resolution 15 will be proposed as a Special Resolution:

6. That authority be and is hereby given to the Directors of the Company to: **Ordinary Resolution 11**

- (i) (a) issue shares of the Company (“shares”) whether by way of rights, bonus or otherwise; and/or
- (b) 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 or exchangeable into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

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

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50 per cent. of the total number of issued shares excluding treasury shares (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company shall not exceed 20 per cent. of the total number of issued shares excluding treasury shares (as calculated in accordance with sub-paragraph (2) below);

NOTICE OF ANNUAL GENERAL MEETING

- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (“SGX-ST”)) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares excluding treasury shares shall be calculated based on the total number of issued shares excluding treasury shares of the Company at the time that this Resolution is passed after adjusting for:
- (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in General Meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

7. That:

Ordinary Resolution 12

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Cap. 50 (the “Companies Act”), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares of the Company (“Shares”) not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

NOTICE OF ANNUAL GENERAL MEETING

- (i) market purchase(s) on the Singapore Exchange Securities Trading Limited (“SGX-ST”) and/or any other stock exchange on which the Shares may for the time being be listed and quoted (“Other Exchange”); and/or
- (ii) off-market purchase(s) (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, Other Exchange as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “Share Purchase Mandate”);

- (b) unless varied or revoked by the Company in General Meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
 - (i) the date on which the next Annual General Meeting of the Company is held;
 - (ii) the date by which the next Annual General Meeting of the Company is required by law to be held; and
 - (iii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

NOTICE OF ANNUAL GENERAL MEETING

(c) in this Resolution:

“Maximum Limit” means that number of Shares representing 10% of the issued Shares (excluding any Shares held as treasury shares) as at the date of the passing of this Resolution;

“Maximum Price” in relation to a Share to be purchased, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase of a Share, 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase of a Share, 120% of the Average Closing Price,

where:

“Average Closing Price” means the average of the closing market prices of the Shares over the last five Market Days on which the Shares were transacted on the SGX-ST or, as the case may be, Other Exchange, before the date of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to an Off-Market Purchase, as deemed to be adjusted for any corporate action that occurs after the relevant five-day period;

“date of the making of the offer” means the date on which the Company makes an offer for the purchase or acquisition 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; and

“Market Day” means a day on which the SGX-ST (or, as the case may be, Other Exchange) is open for trading in securities; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.
8. That the Directors be and are hereby authorised to grant options and/or awards in accordance with the provisions of the YHS Share Incentive Plan (the "Plan") and allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of options under the Plan and/or such number of fully paid shares in the Company as may be required to be issued pursuant to the vesting of awards under the Plan, provided that the aggregate number of new shares to be issued pursuant to options granted (or to be granted) under the Plan and the vesting of awards granted (or to be granted) under the Plan shall not exceed 10% of the total number of issued shares excluding treasury shares of the Company from time to time. **Ordinary Resolution 13**
9. That pursuant to Section 161 of the Companies Act, Cap. 50, authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of shares in the Company as may be required to be allotted and issued pursuant to the Yeo Hiap Seng Limited Scrip Dividend Scheme. **Ordinary Resolution 14**
10. That the regulations contained in the new Constitution submitted to this Meeting and, for the purpose of identification, subscribed to by a Company Secretary, be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the existing Constitution. **Special Resolution 15**

BY ORDER OF THE BOARD

Joanne Lim Swee Lee
Sau Eau Nee
Company Secretaries

Singapore, 31 March 2016

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the 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.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Cap. 50.

2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy must be deposited at the office of the Company's share registrar, B.A.C.S. Private Limited, 8 Robinson Road, #03-00 ASO Building, Singapore 048544 not less than 48 hours before the meeting.

Personal Data Privacy:

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

NOTICE OF ANNUAL GENERAL MEETING

Notice of Books Closure

Notice is hereby given that the Share Transfer Books and Register of Members of the Company will be closed on 6 May 2016 for the purposes of determining shareholders' entitlements to the proposed first and final dividend.

Duly completed and stamped transfers of the ordinary shares of the Company ("Shares") received by the Company's Share Registrar, B.A.C.S. Private Limited at 8 Robinson Road #03-00 ASO Building, Singapore 048544 up to 5.00 p.m. on 5 May 2016 will be registered before shareholders' entitlements to the first and final dividend are determined.

Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with Shares as at 5.00 p.m. on 5 May 2016 will rank for the proposed first and final dividend.

Subject to shareholders' approval at the Sixtieth Annual General Meeting to be held on 22 April 2016, the payment of the first and final dividend of 2 cents per Share will be made on 18 May 2016.

Additional information relating to items of Ordinary and Special Business:

Ordinary Resolution 4 – Subject to his re-election, Dato' Mohamed Nizam bin Abdul Razak, who is an independent Director, will continue to serve as a member of the Nominating Committee.

Ordinary Resolution 5 – Subject to his re-election, Encik Razman Hafidz bin Abu Zarim, who is an independent Director, will continue to serve as a member of the Remuneration Committee.

Ordinary Resolution 6 – Subject to his re-election, Dr. Tan Chin Nam, who is an independent Director, will continue to serve as a member of the Audit & Risk Committee.

Ordinary Resolution 7 – Subject to his re-appointment, Mr. Ngiam Tong Dow, who is an independent Director, will continue to serve as chairman of the Remuneration Committee and a member of the Nominating Committee.

Ordinary Resolution 8 – Subject to his re-appointment, Dato' N. Sadasivan a/l N.N. Pillay, who is an independent Director, will continue to serve as a member of the Audit & Risk Committee.

Ordinary Resolution 9 – Subject to his re-appointment, Mr. S. Chandra Das, who is an independent Director, will continue to serve as chairman of the Nominating Committee and a member of the Audit & Risk Committee, the Remuneration Committee and the Executive Committee and as the Company's Deputy Chairman and Lead Independent Director.

Ordinary Resolution 4 to Resolution 9 – Please refer to "Profile of the Board of Directors & Management" section and the "Board Independence" section in the Report on Corporate Governance in the Annual Report 2015 for more information on the Directors seeking re-election/re-appointment at the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

Ordinary Resolution 7 to Resolution 9 – If passed, will approve and authorise the continuation of the relevant Director in office, as a Director of the Company, from the date of this Annual General Meeting onwards without limitation in tenure save for prevailing applicable laws, listing rules and/or regulations, including the Company's Constitution. This is consequent upon the repeal of Section 153 of the Companies Act, Cap. 50, with effect from 3 January 2016. The respective resolutions passed pursuant to Section 153(6) at last year's Annual General Meeting (as Section 153 was then still in force) could only permit the re-appointment of the relevant Director, being over 70 years of age, to hold office as a Director of the Company, only until this Annual General Meeting.

Ordinary Resolution 11 – If passed, will authorise the Directors from the date of this Annual General Meeting up to the next Annual General Meeting, to issue shares in the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, for such purposes as they consider would be in the interests of the Company, up to a number not exceeding 50 per cent. of the issued shares excluding treasury shares, of which up to 20 per cent. may be issued other than on a *pro rata* basis to shareholders. The aggregate number of shares which may be issued shall be calculated based on the total number of issued shares excluding treasury shares of the Company at the time that the Ordinary Resolution is passed, after adjusting for the conversion or exercise of any convertible securities and share options or vesting of share awards that have been issued or granted (provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual) and which are outstanding or subsisting at the time that the Ordinary Resolution is passed, and any subsequent bonus issue, consolidation or subdivision of shares.

Ordinary Resolution 12 – If passed, will empower the Directors to exercise the power of the Company to purchase or acquire its issued ordinary shares, until the date of the next Annual General Meeting. The Company intends to use internal sources of funds, external borrowings, or a combination of internal resources and external borrowings, to finance purchases or acquisitions of its shares. The amount of financing required for the Company to purchase or acquire its shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice as these will depend on, *inter alia*, whether the shares are purchased or acquired out of capital and/or profits of the Company, the aggregate number of shares purchased or acquired, and the consideration paid at the relevant time. Purely for illustrative purposes only, the financial effects of an assumed purchase or acquisition by the Company of 57,598,111 shares on 8 March 2016 representing approximately 10% of the issued shares (excluding treasury shares) as at that date, at a purchase price equivalent to the Maximum Price per share, in the case of a market purchase and an off-market purchase respectively, based on the audited financial statements of the Group and the Company for the financial year ended 31 December 2015 and certain assumptions, are set out in Paragraph 2.7 of the Company's letter to shareholders dated 31 March 2016.

Ordinary Resolution 13 – If passed, will empower the Directors to grant options and/or awards under the YHS Share Incentive Plan, and to allot and issue shares pursuant to the exercise of options and/or the vesting of awards granted pursuant to this Plan provided that the aggregate number of new shares to be issued pursuant to this Plan does not exceed 10% of the total number of issued shares excluding treasury shares of the Company from issue to time.

NOTICE OF ANNUAL GENERAL MEETING

Ordinary Resolution 14 – If passed, will authorise the Directors to issue shares in the Company pursuant to the Yeo Hiap Seng Limited Scrip Dividend Scheme to participating shareholders who, in respect of a qualifying dividend, have elected to receive scrip in lieu of the cash amount of that qualifying dividend.

Special Resolution 15 – If passed, is to adopt a new Constitution in substitution for, and replacement of, the Company's existing Constitution. The new Constitution contains regulations that take into account the wide-ranging changes to the Companies Act, Cap. 50, introduced by the Companies (Amendment) Act 2014 and other updates to the regulatory framework. Please refer to the Company's letter to shareholders dated 31 March 2016 for more details.

Yeo Hiap Seng Limited will provide a complimentary shuttle bus service from Sembawang MRT Station for shareholders attending its 60th Annual General Meeting ("60th AGM") on Friday, 22 April 2016.

The shuttle bus will be parked at the bus stop of Sembawang MRT Station. Please look out for this sign "YHS 60th AGM" on the bus. The pick-up times will be at 3.00 p.m. and 3.30 p.m. Return trips will be from 5.15 p.m. to 5.30 p.m. after the 60th AGM.



**PROXY FORM
ANNUAL GENERAL MEETING**

YEO HIAP SENG LIMITED

(Registration No: 195500138Z)
(Incorporated in Singapore)

IMPORTANT

1. Relevant intermediaries as defined in Section 181 of the Companies Act, Cap. 50, may appoint more than two proxies to attend, speak and vote at the Annual General Meeting.
2. For CPF/SRS investors who have used their CPF/SRS monies to buy Yeo Hiap Seng Limited shares, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 31 March 2016.

I/We (Name) _____ (NRIC/Passport/UEN No.) _____

of (Address) _____

being a member/members of Yeo Hiap Seng Limited (the “Company”) hereby appoint:

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

and/or (delete as appropriate)

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

or failing him/her, the Chairman of the Meeting, as my/our proxy/proxies to attend, speak and vote for me/us on my/our behalf at the Sixtieth Annual General Meeting of the Company to be held at The Auditorium, Yeo Hiap Seng Limited, 3 Senoko Way, Singapore 758057 on Friday, 22 April 2016 at 4.00 p.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolutions to be proposed at the Meeting (of which Resolution Nos. 1 to 14 (inclusive) will be proposed as Ordinary Resolutions and Resolution No. 15 will be proposed as a Special Resolution) as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the Meeting.

| Ordinary Business | | No. of Votes For * | No. of Votes Against * |
|------------------------|--|--------------------|------------------------|
| Ordinary Resolution 1 | Adoption of Directors’ Statement, Audited Financial Statements and Auditors’ Report | | |
| Ordinary Resolution 2 | Declaration of first and final dividend | | |
| Ordinary Resolution 3 | Approval of Directors’ fees | | |
| Ordinary Resolution 4 | Re-election of Dato’ Mohamed Nizam bin Abdul Razak as Director | | |
| Ordinary Resolution 5 | Re-election of Encik Razman Hafidz bin Abu Zarim as Director | | |
| Ordinary Resolution 6 | Re-election of Dr. Tan Chin Nam as Director | | |
| Ordinary Resolution 7 | Re-appointment of Mr. Ngiam Tong Dow as Director | | |
| Ordinary Resolution 8 | Re-appointment of Dato’ N. Sadasivan a/l N.N. Pillay as Director | | |
| Ordinary Resolution 9 | Re-appointment of Mr. S. Chandra Das as Director | | |
| Ordinary Resolution 10 | Re-appointment of KPMG LLP as Auditors and authority for the Directors to fix their remuneration | | |
| Special Business | | | |
| Ordinary Resolution 11 | Approval of Share Issue Mandate | | |
| Ordinary Resolution 12 | Approval of Renewal of Share Purchase Mandate | | |
| Ordinary Resolution 13 | Approval of Issue of Shares pursuant to the YHS Share Incentive Plan | | |
| Ordinary Resolution 14 | Approval of Issue of Shares pursuant to the Yeo Hiap Seng Limited Scrip Dividend Scheme | | |
| Special Resolution 15 | Adoption of new Constitution | | |

* Voting will be conducted by poll. If you wish to exercise all your votes “For” or “Against”, please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2016.

| | |
|------------------------------------|--|
| Total number of Shares held | |
|------------------------------------|--|

Signature(s) of Member(s)/Common Seal

IMPORTANT: PLEASE READ NOTES TO PROXY FORM



Glue all sides. Do not staple or spot seal.

Fold along this line (2)

**BUSINESS REPLY SERVICE
PERMIT NO. 09180**



**THE SHARE REGISTRAR
YEO HIAP SENG LIMITED**

c/o B.A.C.S. Private Limited
8 Robinson Road
#03-00 ASO Building
Singapore 048544

Postage will be
paid by
addressee.
For posting in
Singapore only.

Fold along this line (1)

Notes:

- (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
 - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the 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.
- "Relevant intermediary"** has the meaning ascribed to it in Section 181 of the Companies Act, Cap. 50.
- A proxy need not be a member of the Company.
 - Completion and return of this instrument appointing a proxy or proxies shall not preclude a member from attending, speaking and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the Meeting.
 - A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares

entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.

- The instrument appointing a proxy or proxies must be deposited at the office of the Company's share registrar, B.A.C.S. Private Limited, 8 Robinson Road, #03-00 ASO Building, Singapore 048544 not less than 48 hours before the time set for the Meeting.
- The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney.
- Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy or proxies, failing which the instrument may be treated as invalid.

General

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