



**CIRCULAR DATED 3 APRIL 2019**

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

This Circular is circulated to the Shareholders of Medtecs International Corporation Limited (the "**Company**") to explain to the Shareholders the rationale for and provide information on the proposed amendments to the Bye-laws of the Company, to be tabled at the Special General Meeting of the Company to be held at Maharajah Suite, Basement 1, Holiday Inn Singapore Orchard City Centre, 11 Cavenagh Road, Singapore 229616, on 26 April 2019 at 4.00 p.m. (or as soon thereafter immediately following the conclusion or adjournment of the AGM to be held at 3.00 p.m. on the same day and at the same place).

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

If you have sold or transferred all your Shares held through CDP, you need not forward this Circular to the purchaser or the transferee as arrangements will be made by CDP for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your Shares which are not deposited with CDP, you should immediately forward this Circular to the purchaser or transferee, or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Circular has been prepared by the Company and its contents have been reviewed by the Sponsor, R&T Corporate Services Pte. Ltd., for compliance with the relevant rules of the Exchange. The Sponsor has not independently verified the contents of this Circular including the accuracy or completeness of any of the figures used, statements, opinions or other information made or disclosed.

This Circular has not been examined or approved by the Exchange. The Sponsor and the Exchange assume no responsibility for the contents of this Circular including the correctness of any of the statements or opinions made or reports contained in this Circular.

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Capitalised terms appearing on the cover of this Circular have the same meanings as defined in the section entitled "**Definitions**".



**MEDTECS INTERNATIONAL CORPORATION LIMITED**

(Incorporated in Bermuda)

(Registration No. 24157)

**CIRCULAR TO SHAREHOLDERS**

**in relation to**

**THE PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY**

**IMPORTANT DATES AND TIMES:**

- Last date and time for lodgement of Proxy Form : 24 April 2019 at 4.00 p.m.
- Date and time of Special General Meeting : 26 April 2019 at 4.00 p.m. (or as soon thereafter immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 3.00 p.m. on the same day and at the same place)
- Place of Special General Meeting : Maharajah Suite, Basement 1, Holiday Inn Singapore Orchard City Centre, 11 Cavenagh Road, Singapore 229616



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## DEFINITIONS

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

“Act”	: The Companies Act 1981 of Bermuda, as may be amended or modified from time to time
“Annual General Meeting”	: The annual general meeting of the Company to be held at Maharajah Suite, Basement 1, Holiday Inn Singapore Orchard City Centre, 11 Cavenagh Road, Singapore 229616 on 26 April 2019 at 3.00 p.m.
“Board”	: The board of directors of the Company
“Bye-laws”	: The Bye-laws of the Company, as amended or modified from time to time
“CDP” or “Depository”	: The Central Depository (Pte) Limited
“CDP Proxy Form”	: A form for a Depositor to nominate a person or persons to be appointed as CDP’s proxy or proxies to attend and vote at the SGM
“Catalist”	: The sponsor-supervised listing platform of the SGX-ST
“Catalist Rules”	: Listing Manual Section B: Rules of Catalist of the SGX-ST, as amended, modified, or supplemented from time to time
“Circular”	: This circular to Shareholders dated 3 April 2019
“Company”	: Medtecs International Corporation Limited
“Directors”	: The directors of the Company as at the date of this Circular
“Group”	: The Company and its subsidiaries
“Latest Practicable Date”	: 25 March 2019, being the latest practicable date prior to the printing of this Circular
“Notice of SGM”	: The notice of SGM as set out on page 19 of this Circular
“Proxy Form”	: The proxy form in respect of the SGM
“SGM” or “Special General Meeting”	: The special general meeting of the Company to be held on 26 April 2019 at 4.00 p.m. (or as soon thereafter immediately following the conclusion or adjournment of the AGM of the Company to be held at 3.00 p.m. on the same day and at the same place)
“SGX-ST” or “Exchange”	: Singapore Exchange Securities Trading Limited

“Shareholders”	:	Registered holders of Shares
“Shares”	:	Ordinary shares of a par value of US\$0.05 each in the capital of the Company
“Singapore Companies Act”	:	Companies Act, Chapter 50 of Singapore, as may be amended or modified from time to time
“Singapore SFA”	:	Securities and Futures Act, Chapter 289 of Singapore, as may be amended or modified from time to time
“Sponsor”	:	R&T Corporate Services Pte. Ltd.
“US\$”	:	United States dollars
“%” and “per cent.”	:	Percentage or per centum

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

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

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act, the Catalist Rules, the Singapore Companies Act, the Singapore SFA, or any statutory or regulatory modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Act, the Catalist Rules, the Singapore Companies Act, the Singapore SFA, or any statutory or regulatory modification thereof, as the case may be, unless otherwise provided.

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

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## LETTER TO SHAREHOLDERS

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### MEDTECS INTERNATIONAL CORPORATION LIMITED

(Incorporated in Bermuda)

#### DIRECTORS:

Clement Yang Ker-Cheng (*Executive Chairman*)  
Xia Junwei (*Deputy Executive Chairman*)  
William Yang Weiyuan (*Executive Director / Chief Executive Officer*)  
Wilfrido Candelaria Rodriguez (*Executive Director / Chief Financial Officer*)  
Lim Tai Toon (*Lead Independent Director*)  
Carol Yang Xiao-Qing (*Independent Director*)  
Lam Kwong Fai (*Independent Director*)  
Lim Yeow Beng (*Independent Director*)

#### REGISTERED OFFICE:

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

3 April 2019

To: The Shareholders of Medtecs International Corporation Limited

Dear Shareholder,

#### 1. INTRODUCTION

- 1.1 The Directors of the Company wish to seek Shareholders' approval by way of a special resolution for the proposed amendments to the Bye-laws at the SGM to be held at Maharajah Suite, Holiday Inn Singapore Orchard City Centre, 11 Cavenagh Road, Singapore 229616, on 26<sup>th</sup> April 2019 at 4.00 p.m. (or as soon thereafter immediately following the conclusion or adjournment of the AGM of the Company to be held at 3.00 p.m. on the same day and at the same place) ("**Proposal**").
- 1.2 The purpose of this Circular is to provide Shareholders with relevant information pertaining to, and to seek their approval at the SGM for, the Proposal to be tabled at the SGM, notice of which is set out on page 19 of this Circular.
- 1.3 The SGX-ST assumes no responsibility for the correctness of any of the statements made, reports contained, or opinions expressed in this Circular.

#### 2. THE PROPOSED AMENDMENTS TO THE BYE-LAWS

- 2.1 On 22 March 2017, SGX-ST announced amendments to the Catalist Rules for the purposes of alignment with certain provisions of the Companies (Amendment) Act 2014 of Singapore. The amendments took effect on 31 March 2017. Among other things, the amendments enable listed companies to use electronic communications to transmit annual reports and other documents to their shareholders, provided that such companies have obtained consent (whether express, deemed or implied), from the relevant shareholders.

- 2.2 The Company is accordingly proposing to amend the Bye-laws to allow for the electronic transmission of documents (including notices, circulars and annual reports) to Shareholders, subject to the applicable laws of Bermuda.
- 2.3 The Bye-laws, as proposed to be altered, contain provisions which are consistent with the listing rules of the SGX-ST prevailing as at the Latest Practicable Date, in compliance with Rule 730 of the Catalist Rules.
- 2.4 The proposed amendments to the Bye-laws, struck through for deletions and underlined for insertions, are set out in full in the Annexure of this Circular and are subject to Shareholders' approval by way of special resolution at the SGM. If approved by the Shareholders, the proposed amendments will become effective immediately after the SGM.
- 2.5 **Summary of Proposed Amendments to the Bye-Laws to ensure compliance with the Catalist Rules**

The following is a summary of the proposed amendments to the Bye-laws which should be read in conjunction with the Annexure of this Circular in its entirety.

2.5.1 Bye-law 2(e)

It is proposed that Bye-law 2(e) be amended to revise the definition of "writing" to make it clear that "writing" includes any expression displayed in electronic form, as set out in the Annexure of this Circular. This would facilitate, for example, a proxy instrument being in either physical or electronic form.

Accordingly, it is also proposed that a definition of "electronic communication" be inserted in the interpretation section, as set out in the Annexure of this Circular.

2.5.2 Bye-law 2(k)

It is proposed that a new Bye-law 2(k) be inserted to provide that any references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and that references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not, as set out in the Annexure of this Circular.

2.5.3 Bye-law 50

It is proposed that Bye-law 50 which provides that the Board shall provide a notice of refusal where it refuses to register any transfer or shares be amended to provide that the notice must be sent out within ten (10) market days after the date on which the transfer was lodged, as set out in the Annexure of this Circular. This is pursuant to Rule 733 of the Catalist Rules.

2.5.4 Bye-law 55



It is proposed that Bye-law 55 be amended to expressly provide that for so long as the shares of the Company are listed on the Designated Stock Exchange, the interval between the close of the Company's financial year and the date of the Company's annual general meeting shall not exceed four (4) months or such other period as may be prescribed or permitted by the Designated Stock Exchange. This is pursuant to paragraph 10 of Appendix 4C of the Catalist Rules.

#### 2.5.5 Bye-law 56

It is proposed that Bye-law 56 be amended to provide that all general meetings shall be held in Singapore, as set out in the Annexure of this Circular. The changes are in line with Rule 730A(1) of the Catalist Rules, which requires all issuers with a primary listing on the SGX-ST to hold their general meetings in Singapore (unless prohibited by relevant laws and regulations in the jurisdiction of their incorporation), in order to promote a more active participation and engagement of the Shareholders. Bye-law 56 is proposed to be further amended to provide that general meetings may be held outside Singapore if so permitted by applicable laws. This additional clarification is in line with Paragraph 2.5 of Practice Note 7E of the Catalist Rules which states that the SGX-ST recognises that there may be circumstances which call for an issuer to hold its general meetings outside Singapore, and that the SGX-ST is prepared to consider these circumstances on a case-by-case basis.

#### 2.5.6 Bye-law 58(1)

It is proposed that Bye-law 58(1) be amended to expressly provide that any general meeting at which it is proposed to pass a special resolution shall be called by twenty-one (21) days' notice in writing at the least, as set out in the Annexure of this Circular. This is pursuant to paragraph 7 of Appendix 4C of the Catalist Rules.

#### 2.5.7 Bye-law 65

It is proposed that Bye-law 65 be amended to provide that if required by the Catalist Rules, all resolutions at general meetings shall be voted by poll (unless such requirement is waived by SGX-ST), as set out in the Annexure of this Circular. The changes are in line with Rule 730A(2) of the Catalist Rules, which requires issuers to conduct the voting of all resolutions put to general meetings by poll, in order to enhance transparency of the voting process and encourage greater shareholder participation.

#### 2.5.8 Bye-law 68

It is proposed that Bye-law 68 be amended to provide that at least one (1) scrutineer will be appointed for each general meeting, in accordance with the Catalist Rules, as set out in the Annexure of this Circular. This amendment is in line with Rule 730A(3) of the Catalist Rules.

#### 2.5.10 Bye-law 86

It is proposed that Bye-law 86 be amended to provide that all directors shall submit

themselves for re-nomination and re-appointment at least once every three (3) years, as set out in the Annexure of this Circular. This amendment is in line with Rule 720(4) of the Catalist Rules.

#### 2.5.11 Bye-law 87

It is proposed that Bye-law 87 be amended to provide that a person who is not a retiring director shall be eligible for election to office of director at any general meeting upon the requisite notice having been given in the prescribed manner, as set out in the Annexure of this Circular. This is pursuant to paragraph 9(g) of Appendix 4C of the Catalist Rules.

#### 2.5.12 Bye-law 88A

It is proposed that a new Bye-law 88A be inserted to expressly provide that where a Director is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds, he must immediately resign from the Board, as set out in the Annexure of this Circular. This is pursuant to paragraph 9(m) of Appendix 4C of the Catalist Rules.

#### 2.5.13 Bye-law 151

It is proposed that Bye-law 151 be amended to shorten the number of days before the general meeting during which the relevant Director's report accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, together with a copy of the Auditors' report must have been made available to the Shareholders, from twenty-one (21) days to fourteen (14) days.

#### 2.5.14 Bye-laws 158, 158A, 159, 160 and 161

It is proposed that a new Bye-law 158A be inserted to provide for the electronic transmission of documents (including notices, circulars and annual reports) following the introduction of simplified procedures for the sending of documents electronically pursuant to Part IV of Chapter 12 of the Catalist Rules (subject to the Act and applicable laws), as set out in the Annexure of this Circular. The Company will comply with the requirements of the Catalist Rules and applicable laws, if and when it decides to transmit notices and documents electronically to its Shareholders.

Corresponding amendments are also proposed to Bye-laws 158, 159, 160 and 161 to facilitate the electronic transmission of documents, as set out in the Annexure to this Circular.

#### 2.5.15 Bye-law 167

It is proposed that Bye-law 167(1) be amended to provide additionally that every chief executive officer is also required to disclose the particulars of the shares beneficially owned by him in the Company at the time of his appointment. In addition, Bye-law 167(1) has been updated to provide that directors and chief executive officers have to

comply with their disclosure obligations under Part VII (Disclosure of Interests) of the Singapore SFA.

It is also proposed that Bye-law 167(2) be simplified to provide that persons with substantial shareholdings in the Company will have to comply with the obligations under Part VII (Disclosure of Interests) of the Singapore SFA.

It is further proposed that Bye-law 167(3) be amended to substitute the reference to Section 92 of the Singapore Companies Act with Section 137F of the Singapore SFA, given the migration of the Singapore Companies Act provision to the Singapore SFA.

#### 2.5.16 Bye-law 168

It is proposed that Bye-law 168 be amended to substitute the reference to Sections 213 and 214 of Singapore Companies Act and the Tenth Schedule to the Singapore Companies Act with Sections 138, 139 and 140 of the Singapore SFA, given the migration of the Singapore Companies Act provisions to the Singapore SFA.

#### 2.5.17 New Bye-law 169

In general, under the Personal Data Protection Act 2012 of Singapore, 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. It is proposed that a new Bye-law 169 be inserted to specify, *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, as set out in the Annexure of this Circular.

## **2. SPECIAL GENERAL MEETING**

The SGM, notice of which is set out on page 19 of this Circular, will be held at Maharajah Suite, Basement 1, Holiday Inn Singapore Orchard City Centre, 11 Cavenagh Road, Singapore 229616, on 26 April 2019 at 4.00 p.m. (or as soon thereafter immediately following the conclusion or adjournment of the AGM of the Company to be held at 3.00 p.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing the special resolution relating to the Proposal.

## **3. ACTION TO BE TAKEN BY SHAREHOLDERS**

Shareholders who are unable to attend the SGM and who wish to appoint a proxy to attend and vote at the SGM on their behalf should complete, sign and return the Proxy Form enclosed with this Circular in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the Company's Singapore Share Transfer Agent, Boardroom Corporate and Advisory Services Pte Ltd, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than forty-eight (48) hours before the time fixed for the SGM. The completion and return of a Proxy Form to appoint a proxy by a Shareholder does not preclude him from attending and voting in person at the SGM if he wishes to do so. In such event, the relevant Proxy Form(s) will be deemed to be revoked.

Depositors whose names are shown in the records of CDP as at a time not earlier than forty-eight (48) hours before the time appointed for the SGM supplied by CDP to the Company, may attend as CDP's proxies. Such Depositors who are individuals and who wish to attend the SGM in person need not take any further action and may attend and vote at the SGM, as CDP's proxies, without the lodgement of any proxy form.

Depositors who are not individuals and Depositors who are unable to attend personally and who wish to appoint a nominee to attend and vote on their behalf as CDP's proxies, should complete, sign and return the CDP Proxy Form enclosed with this Circular in accordance with the instructions printed thereon as soon as possible and, in any event, so as to arrive at the Company's Singapore Share Transfer Agent, Boardroom Corporate and Advisory Services Pte Ltd, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than forty-eight (48) hours before the time fixed for the SGM. The completion and return of the CDP Proxy Form by a Depositor who is an individual will not prevent him from attending and voting in person in place of his nominee if he so wishes, and in such an event, the instrument appointing a proxy shall be deemed to be revoked.

#### **4. DIRECTORS' RECOMMENDATION**

Having fully considered the rationale for the proposed amendments to the Bye-laws as set out in paragraph 2 of this Circular, the Directors are of the opinion that the proposed amendments to the Bye-laws are in the interests of the Company and, accordingly, they recommend that Shareholders vote in favour of the special resolution in relation to the Proposal.

#### **5. DIRECTORS' RESPONSIBILITY STATEMENT**

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

#### **6. DOCUMENTS FOR INSPECTION**

Copies of the following documents are available for inspection at the Singapore office of the Group at 9 Battery Road, #15-01 MYP Centre, Singapore 049910, during normal business hours from the date hereof up to and including the date of the SGM:

- (i) the Memorandum of Association and Bye-laws of the Company; and
- (ii) the Company's Annual Report 2018 for the financial period ended 31 December 2018.

Yours faithfully  
for and on behalf of the Board of Directors

Clement Yang Ker-Cheng  
Executive Chairman  
**Medtecs International Corporation Limited**



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## ANNEXURE

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The proposed amendments to the Bye-laws are set out below. It is proposed that the following provisions in the Bye-laws be amended in the following manner where text in strikethrough indicates deletions from and underlined text indicates additions to the Bye-laws.

### INTERPRETATION

1. In these Bye-laws, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.

WORD	MEANING
"Act"	<i>the Companies Act 1981 of Bermuda.</i>
"Auditor"	<i>the auditor of the Company for the time being and may include any individual or partnership.</i>
"Bye-laws"	<i>these Bye-laws in their present form or as supplemented or amended or substituted from time to time.</i>
"Board" or "Directors"	<i>The board of directors of the Company or the directors present at a meeting of directors of the Company at which a quorum is present, as the context may require.</i>
"book-entry securities"	<i>Listed securities:-  (a) documents of title to which are deposited by a Depositor with the CDP and are registered in the name of CDP or its nominee; and  (b) which are transferable by way of book-entry in the Depository Register and not by way of an instrument of transfer.</i>
"capital"	<i>the share capital from time to time of the Company.</i>
"clear days"	<i>in relation to the period of notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.</i>
"Company"	<i>Medtecs International Corporation Limited.</i>
"competent authority"	<i>regulatory a competent regulatory authority in the territory where the shares of the Company are listed or quoted on a stock exchange in such territory.</i>
"debenture" and "debenture holder"	<i>include debenture stock and debenture stockholder respectively.</i>
"Depositor"	<i>a person being a Depository Agent or a holder of a Securities Account maintained with the Depository, but excluding a Sub-Account Holder.</i>
"Depository"	<i>The Central Depository (Pte) Limited, a company incorporated in</i>

*the Republic of Singapore and a wholly-owned subsidiary of the Stock Exchange of Singapore Limited, or any other corporation approved by the Minister of Finance in Singapore as a depository company or corporation for the purposes of these Bye-laws, which will act as bare trustee operating the Central Depository System in Singapore for the holding and' transfer of book-entry securities and (where the context requires) shall include any person specified by it in a notice given to the Company, as its nominee.*

"Depository Agent"

*a member company of the Stock Exchange of Singapore Limited, a trust company (registered under the Trust Companies Act, Chapter 336 of Singapore), a banking corporation or merchant bank (approved by the Monetary Authority of Singapore under the Monetary Authority of Singapore Act, Chapter 188 of Singapore) or any other person or body approved by the Depository who or which –*

- (a) performs services as a depository agent for sub- account holders in accordance with the terms of a depository agent agreement entered into between the Depository and the depository agent;*
- (b) deposits book-entry securities with the Depository on behalf of the sub-account holders; and*
- (c) establish an account in its name with the Depository.*

"Depository Register"

*a register maintained by the Depository in respect of book-entry securities.*

"Designated Exchange"

Stock

*The Stock Exchange of Singapore Limited for so long as the shares of the Company are listed or quoted on the Stock Exchange of Singapore Limited or such other stock exchange which is an appointed stock exchange for the purposes of the Act in respect of which the shares of the Company are listed or quoted and where such appointed stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company.*

"electronic communication"

*communication transmitted (whether from one person to another, from one device to another, from a person to a device or from a device to a person) —*

*(a) by means of a telecommunication system; or*

*(b) by other means but while in an electronic form,*

*such that it can be received in legible form or be made legible following receipt in non-legible form.*

"head office"

*Such office of the Company as the Directors may from time to time determine to be the principal office of the Company.*

"market day"

*a day on which the Designated Stock Exchange is open for trading in securities.*

"Member"

*a person who is for the time being registered as holder of shares in the capital of the Company in the Register of Members*

	<i>maintained by the Company.</i>
"month"	<i>a calendar month.</i>
"Notice"	<i>written notice unless otherwise specifically stated and as further defined in these Bye-laws.</i>
"Office"	<i>the registered office of the Company for the time being.</i>
"paid up"	<i>paid up or credited as paid up.</i>
"Register"	<i>the principal register and where applicable, any branch register of Members to be kept pursuant to the provisions of the Act.</i>
"Registration Office"	<i>in respect of any class of share capital such place as the Board may from time to time determine to keep a branch register of Members in respect of that class of share capital and where (except in cases where the Board otherwise directs) the transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered.</i>
"Seal"	<i>common seal or any one or more duplicate seals of the Company (including a securities seal) for use in Bermuda or in any place outside Bermuda.</i>
"Secretary"	<i>any person firm or corporation appointed by the Board to perform any of the duties of secretary of the Company and includes any assistant, deputy, temporary or acting secretary.</i>
"Securities Account"	<i>the securities account maintained by a Depositor with the Depository.</i>
"Sub-Account Holder"	<i>the holder of an account maintained with a Depository Agent.</i>
"Statutes"	<i>the Act and every other act of the Legislature of Bermuda for the time being in force applying to or affecting the Company, its memorandum of association and/or these Bye-laws.</i>
"year"	<i>a calendar year.</i>

2. *In these Bye-laws, unless there be something within the subject or context inconsistent with such construction:*

- (a) *words importing the singular include the plural and vice versa;*
- (b) *words importing a gender include both gender and the neuter;*
- (c) *words importing persons include companies, associations and bodies of persons whether corporate or not;*
- (d) *the words:*
  - (i) *"may" shall be construed as permissive;*
  - (ii) *"shall" or "will" shall be construed as imperative;*



- (e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography, electronic mail and other modes of representing words or figures in a visible form whether in a physical document or in an electronic communication or form or otherwise;
- (f) references to any act, ordinance, statute, code or statutory provision thereof shall be interpreted as relating to any statutory modification, revision, variation, amendment or re-enactment thereof for the time being in force;
- (g) save as aforesaid words and expressions defined in the Statutes shall bear the same meanings in these Bye-laws if not inconsistent with the subject in the context;
- (h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members, being entitled so to do, voting in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which not less than twenty-one (21) clear days' Notice, specifying (without prejudice to the power contained in these Bye-laws to amend the same) the intention to propose the resolution as a special resolution, has been duly given, Provided that, except in the case of an annual general meeting, if it is so agreed by a majority in number of the Members having the right to attend and vote at any such meeting, being a majority together holding not less than ninety-five (95) per cent. in nominal value of the shares giving that right and in the case of an annual general meeting, if it is so agreed by all Members entitled to attend and vote thereat, a resolution may be proposed and passed as a special resolution at a meeting of which less than twenty-one (21) clear days' Notice has been given;
- (i) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members, being entitled so to do, voting in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which not less than fourteen (14) clear days' Notice has been duly given; ~~and~~
- (j) a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Bye-laws or the Statutes; and.
- (k) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.

50. If the Board refuses to register a transfer of any share, it shall, within ~~one (1) month~~ ten (10) market days after the date on which the transfer was lodged with the Company, send to each of the transferor and transferee written notice of the refusal, stating the facts which are considered to justify the refusal.

55. An annual general meeting of the Company shall be held in each year other than the year in which its statutory meeting is convened at such time (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting unless a longer period would not infringe the rules of the Designated Stock Exchange, if any) and place as may be determined by the Board. In addition, for so long as the shares of the Company are listed on the Designated Stock Exchange, the interval between the close of the Company's financial year and the date of the Company's annual general meeting shall not exceed four (4) months or such other period as may be prescribed or permitted by the Designated Stock Exchange.

56. Each general meeting, other than an annual general meeting, shall be called a special general meeting. General meetings may be held in any part of the world as may be determined by the Board. The Company shall hold all its general meetings in Singapore (unless prohibited by relevant laws and regulations in the jurisdiction of its incorporation) or such other jurisdiction as permitted and/or required by the Statutes or as required under the listing rules of the Designated Stock Exchange.

58. (1) Any general meeting at which it is proposed to pass a special resolution shall be called by twenty-one (21) days' notice in writing at the least and any annual general meeting and any other special general meeting by fourteen (14) days' notice in writing at the least Provided that a general meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called An annual general meeting and, subject to Bye-Law 2(h), any special general meeting at which the passing of a special resolution is to be considered may be called by not less than fourteen (14) clear days' Notice but a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.

For so long as the shares of the Company are listed on the Designated Stock Exchange at least fourteen (14) days' notice of any general meeting shall be given by advertisement in an English daily newspaper in circulation in Singapore and in writing to the Designated Stock Exchange.

(2) The period of notice shall be exclusive of the day on which it is served or deemed to be served and exclusive of the day on which the meeting is to be held, and the notice shall specify the day, time and place of the meeting and, in case of special business, the general nature of the business. Any notice of a general meeting to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution on the Company in respect of such special business. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Bye-laws or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.

65. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a show of hands

every Member present in person (or being a corporation, is present by a representative duly authorised under Section 78 of the Act), or by proxy shall have one vote, the chairman of the meeting to determine which proxy shall be entitled to vote where a Member (other than the Depository) is represented by two (2) proxies and on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder or which he represents and in respect of which all calls due to the Company have been paid, but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. If required by the listing rules of the Designated Stock Exchange, all resolutions at general meetings shall be voted by poll (unless such requirement is waived by the Designated Stock Exchange).

(2) Subject to Bye-law 65(1), a A resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three (3) Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy, or where such a Member has appointed two (2) proxies any one (1) of such proxies, or any proxy appointed by the Depository, or any number or combination of such Members or proxies, holding or representing as the case may be not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
- (d) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy, or where such a Member has appointed two (2) proxies any one (1) of such proxies, or any proxy appointed by the Depository, or any number or combination of such Members or proxies, holding or representing as the case may be shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Member.

68. A poll required by the listing rules of the Designated Stock Exchange or duly demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll required by the listing rules of the Designated Stock Exchange or duly demanded on any other question shall be taken in such manner (including the use of ballot or voting papers or tickets) and either forthwith or at such time (being not later than thirty (30) days after the date of the demand) and place as the chairman directs. It shall not be necessary (unless the chairman otherwise directs) for notice to be given of a poll not taken immediately. The chairman of the meeting may and, if required by the listing rules of the Designated Stock Exchange or if so directed by the meeting shall appoint scrutineer(s)

and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

86. (1) ~~Notwithstanding any other provisions in the Bye-laws but without prejudice to Bye-law 89(1), at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that notwithstanding anything herein, the chairman of the Board and/or the managing director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. For the avoidance of doubt, each Director (other than a Director holding office as managing director and/or the chairman of the Board) shall retire at least once every three (3) years.~~

(2) A retiring Director shall be eligible for re-election. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed pursuant to Bye-law 85(2) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

(3) The Company at the meeting at which a Director retires under any provision of these Bye-laws 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 except in any of the following cases:-

- (a) where at such meeting it is expressly resolved not to fill such office or a resolution for the re-election of such Director is put to the meeting and lost; or
- (b) where such Director has given notice in writing to the Company that he is unwilling to be re-elected.

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.

87. ~~No person other than a Director retiring at the meeting shall, A person who is not a retiring Director shall unless recommended by the Directors for election, be eligible for election as a Director at any general meeting if a Member intending to propose him has, at least unless not less than eleven (11) clear days nor more than forty two (42) days (inclusive of the date on which the notice is given) before the date appointed for the meeting, there shall have been lodged left at the Office or at the head office a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected, provided that in the nominee giving his consent to the nomination and signifying his candidature for the office or the intention of such Member to propose him. In the case of a person recommended by the Board for election, not less than nine (9) clear days' Notice only shall be necessary, and Notice~~

of each and every ~~such person~~ candidature for election to the Board shall be served on the Members at least seven (7) days prior to the meeting at which the election is to take place.

88A. Notwithstanding any other provisions in these Bye-laws and for so long as the shares of the Company are listed on the Designated Stock Exchange, a Director must immediately resign from the Board if the Director is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds.

151. Subject to Section 88 of the Act, a printed copy of the Director's report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least ~~twenty-one (21)~~ fourteen (14) days before the date of the general meeting and laid before the Company in general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.

158. Any Notice from the Company to a Member shall be given in writing or by cable, telex or by electronic means (including facsimile transmission message and electronic mail) and any such Notice and (where appropriate) any other document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it by electronic means (including facsimile and electronic mail) to any such address or ~~transmitting it to any telex or facsimile transmission~~ number supplied by him to the Company for the giving of Notice to him or by delivering it in accordance with Bye-law 158A below ~~which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member~~ or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

158A. (1) The Board may deliver any information or documents to a Member by publication of an electronic record of such information or documents on a website and by sending the Member a notice of their availability and including therein details of the publication of the information or documents on the website, the address of the website, the place on the website where the information or documents may be found, how the information or document may be accessed on the website and how a Member is to notify the Company of his election to receive the information or documents in physical form if he wishes to receive the same in physical form.

(2) If a Member elects to receive the information or documents in physical form, the Company shall send to that Member such information or documents within seven (7) days of receipt by the Company of that Member's election.

(3) In the case of information or documents delivered in accordance with Bye-law 158A(1), service or delivery shall be deemed to have occurred when:

- (i) the Member is notified in accordance with that Bye-law; and
- (ii) the information and/or documents are published on the website.

In proving such service or delivery, a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of the publication on the website shall be conclusive evidence thereof.

(4) The accidental omission of the Company to send information or a document to a member in accordance with Bye-law 158A(2), or the non-receipt by the Member of information or a document that has been duly sent to that Member, does not invalidate the deemed delivery of that information or document to that Member.

159. Any notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof; and
- (b) if served or delivered in any other manner contemplated by these Bye-laws (save for a notice or document delivered in accordance with Bye-law 158A above), shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission by electronic means; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch or transmission by electronic means shall be conclusive evidence thereof.

160. (1) Any Notice or other document delivered or sent in accordance with ~~by post to or left at the registered address of any Member in pursuance of~~ these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

(2) A notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such address has been so supplied) by

giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

(3) Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the Register shall have been duly given to the persons from whom he derives his title to such share.

161. For the purposes of these Bye-laws; a cable or telex or facsimile transmission message or an electronic mail purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received.

167. (1) For so long as the shares of the Company are listed on the Designated Stock Exchange, each Director and each chief executive officer, if he is not a Director, shall, upon his appointment to the Board, give an undertaking to the Company that, for so long as he remains a Director or a chief executive officer, as the case may be, he shall forthwith notify the Secretary of the particulars of the shares beneficially owned by him at the time of his appointment and of any change in such particulars, and comply with his obligations under Part VII (Disclosure of Interests) of the Securities and Futures Act, Chapter 289 of Singapore (the "Singapore SFA").

(2) For so long as the shares of the Company are listed on the Designated Stock Exchange, each Member shall comply with its obligations under Part VII (Disclosure of Interests) of the Singapore SFA., (a) upon becoming a substantial shareholder of the Company, (b) for so long as he remains a substantial shareholder of the Company, upon a change in his interest or interests in the Company and (c) upon ceasing to be a substantial shareholder of the Company, give the Secretary a notice in writing of (a) the particulars of the shares beneficially owned by him, or (b) the particulars of the change in interests (including the date of change and the circumstances by reason of which that change has occurred), or (c) the particulars of the date and circumstances of the cessation of substantial shareholding, as the case may be, within two (2) days after (a) becoming a substantial shareholder, (b) the date of change in interests, or (c) the date of cessation, as the case may be. For the purposes of this Bye-Law 167(2), the term "substantial shareholder" shall have the same meaning ascribed to it in Section 81(1) and 81(2) of the Companies Act, Chapter 50 of Singapore (the "Singapore Companies Act") and the term "interest" or "interests" shall have the same meaning ascribed to it in Section 7 of the Singapore Companies Act.

(3) For so long as the shares of the Company are listed on the Designated Stock Exchange, the provisions of Section 137F of the Singapore SFA ~~Section 92 of the Singapore Companies Act~~ shall apply.

168. For so long as the shares of the Company are listed on the Designated Stock Exchange, the provisions of Sections 138, 139 and 140 of the Singapore SFA, Section 213, 214 and 215 of the Singapore Companies Act, Chapter 50 of Singapore the Tenth Schedule to the Singapore Companies Act and the Singapore Code on Take-overs and Mergers, including any amendment, modification, revision, variation or re-enactment thereof, shall apply, mutatis mutandis, to all take-overs for the Company.

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

- (a) implementation and administration of any corporate action by the Company (or its agents or service providers);
- (b) internal analysis and/or market research by the Company (or its agents or service providers);
- (c) investor relations communications by the Company (or its agents or service providers);
- (d) administration by the Company (or its agents or service providers) of that Member's holding of shares in the Company;
- (e) implementation and administration of any service provided by the Company (or its agents or service providers) to its Members to receive notices of meetings, annual reports and other Member 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 these Bye-laws;
- (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 purposes.

(2) Any Member who appoints a proxy and/or representative for any general meeting including 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 and 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 Bye-law 169(1), and for any purposes reasonably related to Bye-law 169(1), 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 or in connection with such Member's breach of warranty.



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## NOTICE OF SPECIAL GENERAL MEETING

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### MEDTECS INTERNATIONAL CORPORATION LIMITED (Incorporated in Bermuda)

#### NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting ("**SGM**") of Medtecs International Corporation Limited (the "**Company**") will be held at Maharajah Suite, Basement 1, Holiday Inn Singapore Orchard City Centre, 11 Cavenagh Road, Singapore 229616, on Friday, 26 April 2019 at 4.00 p.m. (or as soon thereafter immediately following the conclusion or adjournment of the Annual General Meeting to be held at 3.00 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing the following resolution as set out below:

*All capitalised terms used in this Notice of SGM which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the Company's Circular to Shareholders dated 3 April 2019.*

#### "SPECIAL RESOLUTION

##### THE PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY

THAT:

- (a) the proposed amendments to the Bye-Laws of the Company as set out in the Annexure to the Company's Circular to its Shareholders dated 3 April 2019 be and are hereby approved and adopted; and
- (b) 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, approving any amendments, alterations or modifications to any documents, and filing and/or submitting any notices, forms and documents with or to the relevant authorities) as they and/or he may consider expedient, desirable and/or necessary to give effect to this Special Resolution and to the extent that the foregoing has been done, that they be and are hereby approved, adopted, confirmed and ratified."

By Order of the Board

Abdul Jabbar Bin Karam Din  
Joint Company Secretary

Singapore, 3 April 2019

Notes:

1. Save as provided in the Bye-Laws, a member entitled to attend and vote at the SGM is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. A Depositor (who is not a natural person) whose name appears in the Depository Register and who wishes to attend and vote at the SGM, should complete the CDP Proxy Form and deposit the duly completed CDP Proxy Form at the office of the Singapore Share Transfer Agent, Boardroom Corporate

and Advisory Services Pte Ltd, at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623 not less than forty-eight (48) hours before the time appointed for holding the SGM. A Depositor who is a natural person need not complete the CDP Proxy Form if he/she intends to attend in person.

3. If a shareholder wishes to appoint a proxy/proxies to attend the SGM and vote on his/her/its behalf, then the shareholders' Proxy Form must be completed and deposited at the office of the Singapore Share Transfer Agent, Boardroom Corporate and Advisory Services Pte Ltd, at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623, not less than forty-eight (48) hours before the time appointed for holding the SGM.

**Personal data privacy:**

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

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This document has been prepared by the Company and its contents have been reviewed by the Company's sponsor, R&T Corporate Services Pte. Ltd. ("**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**Exchange**"). The Sponsor has not independently verified the contents of this document including the accuracy or completeness of any of the figures used, statements, opinions or other information made or disclosed.

This document has not been examined or approved by the Exchange. The Sponsor and the Exchange assume no responsibility for the contents of this document including the correctness of any of the statements or opinions made or reports contained in this document.

The contact persons for the Sponsor are Ms Evelyn Wee (Telephone Number: +65 6232 0724) and Mr. Howard Cheam Heng Haw (Telephone Number: +65 6232 0685), R&T Corporate Services Pte. Ltd., at 9 Battery Road #25-01, Singapore 049910.