

CIRCULAR DATED 5 MAY 2025

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR BANK MANAGER, STOCKBROKER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

This Circular is issued by Grand Venture Technology Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”). Capitalised terms appearing on the cover of this Circular shall have the same meanings as defined herein.

If you have sold or transferred all your shares in the capital of the Company held through The Central Depository (Pte) Limited (the “**CDP**”), you need not forward this Circular, the Notice of Extraordinary General Meeting and the attached Proxy Form to the purchaser or 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 in the capital of the Company represented by physical share certificate(s), you should immediately forward this Circular, the Notice of Extraordinary General Meeting and the attached Proxy Form to the purchaser or transferee, or to the bank, stockbroker or agent through whom the sale or the transfer was effected for onward transmission to the purchaser or transferee.

Printed copies of this Circular, the Notice of EGM and the Proxy Form will be despatched to Shareholders by post. Shareholders of the Company are invited to attend the EGM in person. There will be no option for Shareholders to participate by electronic means.

The Singapore Exchange Securities Trading Limited (“**SGX-ST**”) assumes no responsibility for the accuracy of any of the statements made, reports contained or opinions expressed in this Circular.



GRAND VENTURE TECHNOLOGY LIMITED

(Company Registration No. 201222831E)
(Incorporated in the Republic of Singapore)
(Malaysia Foreign Company Registration No.: 202402000018 (995902-T))
(Registered as a foreign company in Malaysia)

CIRCULAR TO SHAREHOLDERS

in relation to:

THE PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION OF THE COMPANY

Important Dates and Times

Last date and time for lodgement of Proxy Form	:	24 May 2025, Saturday at 10.00 a.m.
Date and time of Extraordinary General Meeting	:	27 May 2025, Tuesday at 10.00 a.m.
Place of the Extraordinary General Meeting	:	2 Changi North Street 1 Singapore 498828

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DEFINITIONS

In this Circular, the following definitions apply throughout except where the context otherwise requires:

“Amended Constitution”	:	The proposed amended constitution of the Company as reproduced in its entirety and set out in Appendix A (<i>Proposed Amended Constitution</i>) to this Circular, which is proposed to be adopted by the Company at the EGM
“Board”	:	The board of Directors of the Company
“Bursa Depository”	:	Bursa Malaysia Depository Sdn Bhd (Malaysia Company Registration No. 198701006854 (165570-W)) and/or its nominee and its successors-in-title, as the case may be
“Bursa Securities”	:	Bursa Malaysia Securities Berhad (Malaysia Registration No. 200301033577 (635998-W))
“CDP”	:	The Central Depository (Pte) Limited
“Central Depository System”	:	The Central Depository System established by the repealed Section 130C of the Companies Act on 12 November 1993 and continuing on or after 3 January 2016 as if it had been established under Section 81SH of the Securities and Futures Act
“Chairman of the EGM”	:	The appointed chairman of the EGM
“Circular”	:	This circular to Shareholders dated 5 May 2025
“Companies Act”	:	The Companies Act 1967 of Singapore as amended, modified or supplemented from time to time
“Company”	:	Grand Venture Technology Limited (Company Registration No. 201222831E) having its registered office at 2 Changi North Street 1, Singapore 498828
“Constitution”	:	The Constitution of the Company, as amended, modified or supplemented from time to time
“Depositor”	:	Shall have the meaning ascribed to it in Section 81SF of the Securities and Futures Act, being an account holder or a Depository Agent but does not include a sub-account holder
“Depository”	:	Shall have the meaning ascribed to it in Section 81SF of the Securities and Futures Act, being the CDP or any other corporation approved by the Monetary Authority of Singapore as a depository company or corporation for the purposes of the Securities and Futures Act, which operates the Central Depository System for the holding and transfer of book-entry securities
“Depository Agent”	:	Shall have the meaning ascribed to it in Section 81SF of the Securities and Futures Act, being a member of the SGX-ST, a trust company (licensed under the Trust Companies Act 2005 of Singapore), a bank licensed under the Banking Act 1970 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;

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	(b)	deposits book-entry securities with the Depository on behalf of the sub-account holders; and
	(c)	establishes an account in its name with the Depository
“Depository Register”	:	Shall have the meaning ascribed to it in Section 81SF of the Securities and Futures Act, being a register maintained by the Depository in respect of book-entry securities
“Directors”	:	The directors of the Company as at the Latest Practicable Date, and each a “Director”
“EGM” or “Extraordinary General Meeting”	:	The extraordinary general meeting of the Company in relation to the Special Resolution to be held at 2 Changi North Street 1, Singapore 498828 on 27 May 2025, Tuesday at 10.00 a.m., notice of which is set out in pages N-1 to N-3 of this Circular
“Existing Constitution”	:	The existing constitution of the Company which was adopted by special resolution on 14 December 2018
“Group”	:	The Company and its subsidiaries
“Latest Practicable Date”	:	28 April 2025, being the latest practicable date prior to the finalisation and release of this Circular
“Listing Manual”	:	The listing manual of the SGX-ST, as amended, modified or supplemented from time to time
“Listing Requirements”	:	The Main Market Listing Requirements of Bursa Securities
“market day”	:	A day on which the SGX-ST and/or Bursa Securities is open for trading in securities, as the case may be
“Notice of EGM”	:	The notice of the EGM which is set out in pages N-1 to N-3 of this Circular
“Proposed Amendments to the Existing Constitution”	:	The proposed amendments to the Existing Constitution, the Special Resolution pertaining to which is as set out in the Notice of EGM
“Proposed Secondary Listing”	:	The proposed secondary listing of and quotation for the Company’s entire enlarged issued Shares on the Main Market of Bursa Securities (including the new Shares to be issued pursuant to the proposed placement of new Shares to be undertaken in conjunction with the Proposed Secondary Listing), as announced on 12 September 2024
“Proxy Form”	:	The proxy form in respect of the EGM which is set out in pages P-1 to P-2 of this Circular
“Register of Members”	:	The register of members of the Company
“Securities Account”	:	A securities account maintained by a depositor with CDP but does not include a securities sub-account maintained with a depository agent
“Securities and Futures Act”	:	The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time

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“SGXNet”	:	A broadcast network utilised by companies listed on the SGX-ST for the purposes of sending information (including announcements) to the SGX-ST (or any other broadcast or system networks prescribed by the SGX-ST)
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Registered holders of Shares, except where the registered holder is CDP, in which case the term “Shareholders” shall in relation to such Shares mean the Depositors whose Securities Accounts maintained with CDP are credited with Shares
“Share Registrar”	:	The share registrar of the Company, Tricor Barbinder Share Registration Services
“Shares”	:	Ordinary share(s) in the share capital of the Company
“Special Resolution”	:	The special resolution as set out in the Notice of EGM
“subsidiary”	:	Shall have the meaning ascribed to it in the Companies Act, being a corporation is deemed to be a subsidiary of another corporation, if: (a) that other corporation: (i) controls the composition of the board of directors of the first mentioned corporation; or (ii) controls more than half of the voting power of the firstmentioned corporation; or (b) the firstmentioned corporation is a subsidiary of any corporation which is that other corporation’s subsidiary
<i>Currencies, Units and Others</i>		
“%”	:	Per centum or percentage
“S\$” and “cents”	:	Singapore dollars and cents, the lawful currency of the Republic of Singapore

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 gender and vice versa. References to persons shall, where applicable, include firms, corporations and other entities.

Any reference in this Circular to any enactment is a reference to that statute or enactment for the time being amended or re-enacted up to the Latest Practicable Date. Any term defined under the Companies Act, the Securities and Futures Act, the Listing Manual or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Companies Act, the Securities and Futures Act, the Listing Manual or any statutory modification thereof, as the case may be, unless otherwise provided.

Any reference in this Circular to **“Rule”** or **“Chapter”** is a reference to the relevant rule or chapter in the Listing Manual as for the time being, unless otherwise stated.

Any discrepancies in the tables included herein between the amounts in the columns of the tables and the totals thereof and relevant percentages (if any) are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

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

Morgan Lewis Stamford LLC has been appointed as the legal adviser to the Company in relation to the Proposed Amendments to the Existing Constitution.

Lee Choon Wan & Co. has been appointed as the legal adviser to the Company as to Malaysian law in relation to the Proposed Amendments to the Existing Constitution.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

Certain statements contained in this Circular, which are not statements of historical fact, constitute “forward-looking statements”. Some of these statements can be identified by forward-looking terms such as “expect”, “believe”, “plan”, “intend”, “estimate”, “anticipate”, “may”, “will”, “would”, “could” or similar words. However, these words are not the exclusive means of identifying forward-looking statements. These statements reflect the Company’s current expectations, beliefs, hopes, plans, prospects, intentions or strategies regarding the future and assumptions in light of currently available information.

These forward-looking statements, including but not limited to, statements as to revenue and profitability; any expected growth; any expected industry prospects and trends; planned strategy and future expansion plans; any other matters that are not historical facts; and any other matters discussed in this Circular, are only predictions. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company’s and the Group’s actual future results, performance or achievements to be materially different from any future results, performance or achievements expected, expressed or implied by such forward-looking statements.

Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements.

Shareholders should not place undue reliance on such forward-looking statements. The Group, the Directors, the executive officers of the Company are not representing or warranting to you that the actual future results, performance or achievements of the Company and the Group will be as those discussed in those statements. The respective actual future results may differ materially from those anticipated in these forward-looking statements as a result of the risks faced by us. Further, the Company disclaims any responsibility, and undertake no obligation to update or revise any forward-looking statements contained in this Circular to reflect any change in the Group’s expectations with respect to such statements after the Latest Practicable Date or to reflect any change in events, conditions or circumstances on which the Company based any such statements subject to compliance with all applicable laws and regulations and/or the rules of the SGX-ST and/or any regulatory or supervisory body or agency.

LETTER TO SHAREHOLDERS

GRAND VENTURE TECHNOLOGY LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 201222831E)

Directors:

Mr. Liew Yoke Pheng Joseph (Non-Executive Independent Chairman)
Mr. Lee Tiam Nam (Executive Deputy Chairman)
Mr. Ng Wai Yuen Julian (Chief Executive Officer and Executive Director)
Mr. Loke Wai San (Non-Independent, Non-Executive Director)
Mr. Pong Chen Yih (Independent Director)
Ms. Heng Su-Ling Mae (Independent Director)
Mr. Sim Mong Huat (Independent Director)

Registered Office:

2 Changi North Street 1
Singapore 498828

5 May 2025

To: **Shareholders of Grand Venture Technology Limited**

Dear Sir / Madam,

THE PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION OF THE COMPANY

1. INTRODUCTION

1.1. Purpose of Circular

The Directors are convening an EGM to be held in a wholly physical format on 27 May 2025, Tuesday at 10.00 a.m. at 2 Changi North Street 1, Singapore 498828 to seek Shareholders' approval for the proposed amendments to the existing constitution of the Company (the "**Existing Constitution**") by way of special resolution (the "**Proposed Amendments to the Existing Constitution**").

The purpose of this Circular is to explain the reasons for, and to provide Shareholders with the relevant information relating to the Proposed Amendments to the Existing Constitution, the resolutions in respect thereof to be tabled at the EGM, and to seek Shareholders' approval for such resolutions. The Notice of EGM is set out at pages N-1 to N-3 of this Circular.

1.2. Disclaimers

The SGX-ST assumes 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. If a Shareholder is in any doubt as to the course of action he/she/it should take, he/she/it should consult his/her bank manager, stockbroker, solicitor, accountant, tax adviser or other professional adviser immediately.

2. THE PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

2.1. Background

On 12 September 2024, the Company announced that it was in discussions in relation to a potential secondary listing of its Shares on the Main Market of Bursa Malaysia Securities Berhad ("**Bursa Securities**") (the "**Proposed Secondary Listing**"). On 25 March 2025, the Company announced that it obtained the approval of the Securities Commission Malaysia for the Proposed Secondary Listing.

The Proposed Secondary Listing shall entail the secondary listing of and quotation for the Company's entire enlarged issued Shares on the Main Market of Bursa Securities (including the new Shares to be issued pursuant to the proposed placement of new Shares to be undertaken in conjunction with the Proposed Secondary Listing). In the event the Company successfully proceeds

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with the Proposed Secondary Listing, the Company will be primarily listed on the Mainboard of the SGX-ST and will have a secondary listing on the Main Market of Bursa Securities. In view that the Company is primarily listed on the SGX-ST, the requirements of the Listing Manual will primarily apply to the Company and only certain specific sections of the Main Market Listing Requirements of Bursa Securities will be applicable to the Company. These sections of the Main Market Listing Requirements of Bursa Securities are Chapters 1 (*Definitions and Interpretation*), 2 (*General*), 4A (*Foreign Listing*) and 16 (*Suspension, De-Listing and Enforcement*) as well as Paragraph 8.11 (pertaining to change in classification of a listed issuer in a specific sector) and Paragraph 9.34 (pertaining to documents for overseas securities holders), which are applicable to a foreign corporation having a secondary listing on Bursa Securities.

The Company is of the view that the Proposed Secondary Listing will be beneficial to the Group as it will allow the Group to (a) broaden the Company's investor reach and widen its investor base; (b) potentially increase the liquidity of the Shares through separate trading platforms; and (c) enable the Company to tap into additional platforms for future fund raising and provide it with the flexibility to access different equity markets to raise funds after taking into consideration investors' demand as well as the cost of raising equity funding on the respective stock exchanges.

As at the Latest Practicable Date, the Proposed Secondary Listing remains subject to the approvals of other relevant authorities, including Bursa Securities for the admission of the Shares to the Official List of the Main Market of Bursa Securities as well as the Proposed Secondary Listing.

Shareholders should note that the Proposed Secondary Listing is also subject to, among others, the approval of the Shareholders for the Proposed Amendments to the Existing Constitution as the amendments are required to, among others, facilitate the trading and settlement of the Shares on Bursa Securities. In this regard, in the event that the Special Resolution relating to the Proposed Amendments to the Existing Constitution is not passed, the Proposed Secondary Listing will not be completed.

2.2. Proposed Amendments to the Existing Constitution

For the purposes of the Proposed Secondary Listing, the Company is required to amend its Existing Constitution to adopt provisions to facilitate the trading and settlement of the Shares on Bursa Securities. Further, pursuant to Rule 730(2) of the Listing Manual, if an issuer amends its articles of association or other constituent documents, they must be made consistent with all the rules in the Listing Manual prevailing at the time of such amendment.

Since the Existing Constitution was adopted on 14 December 2018, changes to the regulatory regime for companies in Singapore have been introduced pursuant to, among others, (a) the 2020 Revised Edition of Acts which took effect on 31 December 2021. The short title of a revised statute now includes the year the statute was enacted, while Chapter numbers are no longer required; and (b) the Companies, Business Trusts and Other Bodies (Miscellaneous Amendments) Act 2023 which was passed by Parliament on 9 May 2023. This Act introduced, among others, provisions to allow companies the flexibility to hold hybrid meetings as well as to accept proxy instructions given by electronic means instead of leaving such instructions to be stipulated in the company's constitution. The relevant amendments came into effect on 1 July 2023.

Accordingly, the Company is proposing to amend the Existing Constitution to incorporate the prevailing requirements under (i) the Companies Act; (ii) the Listing Manual; (iii) the current regulatory regime in Singapore; and (iv) relevant Malaysian laws, which include the Securities Industry (Central Depositories) Act 1991 of Malaysia, the Listing Requirements and the Companies Act 2016 of Malaysia, and to adopt provisions to facilitate the trading and settlement of the Shares on Bursa Securities.

As at the Latest Practicable Date, the Proposed Secondary Listing is still subject to the approval of Bursa Securities, and is still dependent on the approval of Shareholders for the Proposed Amendments to the Existing Constitution. There is no assurance that the necessary approvals for the Proposed Secondary Listing will be granted by Bursa Securities, or that the approval of Shareholders for the Proposed Amendments to the Existing Constitution will be obtained and therefore, the Proposed Secondary Listing may not occur.

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The Company will make the appropriate announcements as and when approval by Bursa Securities is obtained for the Proposed Secondary Listing.

2.3. Shareholders' Approval

The Proposed Amendments to the Existing Constitution are subject to Shareholders' approval at the EGM to be convened. If so approved, the Special Resolution will be lodged with the Registrar of Companies within 14 days after the passing of the Special Resolution in accordance with Section 26(2) of the Companies Act and the Amended Constitution will take effect from the date of the EGM.

Shareholders are advised to read the Amended Constitution in its entirety as set out in Appendix A (Proposed Amended Constitution) to this Circular before deciding on the Special Resolution relating to the Proposed Amendments to the Existing Constitution.

2.4. Summary of Principal Provisions

Sections 2.5 (*Summary of Key Changes due to the Proposed Secondary Listing*) to 2.6 (*Summary of Changes due to the Regulatory Regime*) of this Circular below set out a summary of the principal provisions of the Amended Constitution which have been amended or newly added, which are considered significantly different from equivalent provisions in the Existing Constitution and should be read in conjunction with the proposed Amended Constitution. Shareholders are advised to read the Amended Constitution in its entirety as set out in Appendix A (Proposed Amended Constitution) hereto before deciding on the Special Resolution relating to the Proposed Amendments to the Existing Constitution.

For ease of reference, a comparison of the Regulations of the Amended Constitution and those in the Existing Constitution is set out in Appendix B (Proposed Amendments to the Existing Constitution) hereto, with all additions underlined and any deletion marked with a strike-through.

Capitalised terms not defined in this section shall have the meanings ascribed to them in the Amended Constitution.

2.5. Summary of Key Changes due to the Proposed Secondary Listing

(a) Regulation 1 of the Amended Constitution (Regulation 1 of the Existing Constitution)

Regulation 1, which is the interpretation section of the Existing Constitution, is proposed to be amended to include, among others, additional definitions for "Bursa Depository", "Bursa Securities", "Central Depositories Act", "Deposited Security", "Deposited Securities", "Designated Stock Exchange", "Exempt Authorised Nominee", "Foreign Stock Exchange", "Listing Requirements", "MCA", "Omnibus Account", "Register of Members", "shareholder", "holder of any share", "Record of Depositors" and "Rules" in connection with the Proposed Secondary Listing, to cater for depositors holding the shares of the Company on Bursa Securities, and to facilitate the trading and settlement of the shares of the Company on Bursa Securities.

In addition, corresponding amendments have also been made across the Constitution to include a reference to "Depositors" and the "Record of Depositors" as defined under the Securities Industry (Central Depositories) Act 1991 of Malaysia, as the case may be.

(b) Regulation 3 of the Amended Constitution (Regulation 3 of the Existing Constitution)

Regulation 3 of the Existing Constitution, which relates to the registered office of the Company, has been amended to include reference to the registered office of the Company in Malaysia. As the Company has been registered as a foreign company in Malaysia to facilitate the Proposed Secondary Listing, the proposed amendment is in line with Section 566(1) of the Companies Act 2016 of Malaysia, which mandates that a foreign company must have a registered office within Malaysia.

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(c) Regulation 17 of the Amended Constitution (*New Regulation*)

Regulation 17 is a new regulation specifying provisions for the trading and settlement of Shares through the Bursa Depository. Regulation 17(1) states that for so long as the securities of the Company are listed on Bursa Securities and the Shares are deposited with the Bursa Depository, these deposited securities will be held in securities accounts established by the Bursa Depository opened in the name of the relevant depositors, in accordance with Section 25(4) of the Securities Industry (Central Depositories) Act 1991 of Malaysia. The relevant depositor will be the beneficial owner of, or the authorised nominee holding, such deposited securities.

Regulation 17(2) further specifies that the beneficial owner shall be entitled to all rights (including voting and other rights), benefits, powers and privileges and be subject to all liabilities, duties and obligations in respect of, or arising from, such deposited securities. This is in accordance with the definition of “beneficial owner” under the Rules of the Bursa Depository. The transfer of deposited securities is to be conducted by book entry through the Bursa Depository, as specified under and in accordance with the Rules of the Bursa Depository.

Regulation 17(3) provides that share certificates in respect of any securities deposited with the Bursa Depository shall be issued in the name of, and delivered to, the Bursa Depository. The Company shall not be bound to issue any such certificate to the depositor. This is in compliance with Rule 20A.05 of the Rules of the Bursa Depository. In addition, Regulation 17(3) specifies that for so long as the Company is listed on Bursa Securities and the Shares are deposited with the Bursa Depository, a depositor of such Shares with the Bursa Depository shall not be entitled to withdraw any such deposited securities save as permitted under the Rules of the Bursa Depository. For the avoidance of doubt, given that the Company is listed on the SGX-ST as well, the Rules of the Bursa Depository read with the Central Depository System (CDS) Guides for Depositors allow and provide for procedures to request for a transfer of deposited securities from the Malaysian register to a foreign register (in the case of the Company, the Singapore register) and vice versa. Further details on such a transmission of securities will be set out in the prospectus to be issued by the Company in connection with the Proposed Secondary Listing in due course.

(d) Regulations 25 to 27 of the Amended Constitution (*New Regulations*)

Regulations 25 to 27 are new regulations included in the Amended Constitution to ensure that the Company complies with the requirements of Bursa Securities in relation to the transfer of Shares and transmission of Shares. For example, transfers of deposited securities on Bursa Securities must be conducted via book entry by the Bursa Depository.

In addition, Regulation 25(2)(b) states that the Company is exempted from compliance with Section 14 of the Securities Industry (Central Depositories) Act 1991 or Section 29 of the Securities Industry (Central Depositories) (Amendment) (No. 2) Act 1998 of Malaysia. These sections pertain to the requirement for securities listed on Bursa Securities to be deposited with the Bursa Depository. These provisions apply to securities traded on Bursa Securities and govern matters such as the prescribed deposit of securities and transfer of undeposited securities to the Minister of Finance of Malaysia in the event of non-compliance. As the Company is a foreign-incorporated issuer, the Company is not subject to the sections above in respect of its securities listed and traded on the Bursa Securities.

(e) Regulation 68 of the Amended Constitution (*New Regulation*)

Regulation 68 of the Amended Constitution is a new regulation which states that for so long as the Company is listed on Bursa Securities, the Company shall inform the Bursa Depository of the dates of its general meetings and request that the Bursa Depository to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. This record must be issued at least three (3) market days before the relevant general meeting. For holders of Shares deposited with the Bursa Depository, only depositors listed on such a Record of Depositors may attend, speak and vote at such general meetings.

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(f) Regulation 168 of the Amended Constitution (*New Regulation*)

Regulation 168 of the Amended Constitution is a new regulation which clarifies that where any regulations in the Constitution are inconsistent with or in breach of any of the provisions or requirements of the SGX-ST or, where applicable, a foreign stock exchange (such as Bursa Securities), that regulation shall be read down to the extent necessary to comply with the provisions or requirements of such stock exchange, and such regulations within the Constitution shall be struck out and deemed to not form part of the Constitution.

2.6. Summary of Changes due to the Regulatory Regime

Regulation 66A is a new provision which has been included in the Constitution to give the Company flexibility to hold its annual general meetings and extraordinary general meetings either (a) at a physical place; or (b) at a physical place and using technology that allows a person to participate in a meeting without being physically present at the place of meeting, subject always to the Companies Act, applicable laws and the Listing Manual (including but not limited to those in respect of participation in general meetings using electronic means). The addition of Regulation 66A is in line with Section 173J of the Companies Act, as amended pursuant to the Companies, Business Trusts and Other Bodies (Miscellaneous Amendments) Act 2023 (such act amending the Companies Act to provide for, among others, meetings using virtual meeting technology), as well as Practice Note 7.5 (*General Meetings*) of the Listing Manual (which provides guidance on the conduct of general meetings for issuers listed on the SGX-ST). This provision has been proposed to allow for flexibility by the Company to hold hybrid meetings in cases where holding a physical general meeting is impracticable or impossible due to prevailing circumstances.

In addition, amendments have been made to Regulation 88(2) to specify that the Directors may approve and implement such voting methods to allow Shareholders who are unable to vote in person at any general meeting the option to vote *in absentia* (subject to applicable laws, listing rules, take-over rules, regulations and/or guidelines). This is in line with Provision 11.4 of the Code of Corporate Governance 2018 of Singapore, which provides that companies should make appropriate provisions in their constitutive documents to allow for *in absentia* voting at general meetings of shareholders.

3. DIRECTORS' RECOMMENDATIONS

3.1. The Proposed Amendments to the Existing Constitution

The Directors, having considered, among others, the rationale for and the information relating to the Proposed Amendments to the Existing Constitution, are of the opinion that the Proposed Amendments to the Existing Constitution is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the Special Resolution relating to the Proposed Amendments to the Existing Constitution as set out in the Notice of EGM, at the EGM.

3.2. Note to Shareholders

Shareholders, in deciding whether to vote in favour of the Proposed Amendments to the Existing Constitution, should carefully read the background to, rationale for and information relating to the Proposed Amendments to the Existing Constitution. In giving the above recommendation, the Directors have not had regard to the specific investment objectives, financial situation, tax position or unique needs or constraints of any individual Shareholder. As Shareholders would have different investment objectives, the Directors recommend that any Shareholder who is in any doubt as to the course of action he/she/it should take or may require specific advice in relation to his/her/its specific investment objectives or portfolio should consult his/her/its stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser.

4. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-3 of this Circular, will be held in a wholly physical format on 27 May 2025, Tuesday at 10.00 a.m. at 2 Changi North Street 1, Singapore 498828 for the purpose of considering and, if thought fit, passing with or without modifications, the Special Resolution as set out in the Notice of EGM.

LETTER TO SHAREHOLDERS

5. ACTION TO BE TAKEN BY SHAREHOLDERS

Printed copies of this Circular, the Notice of EGM and the Proxy Form will be despatched to Shareholders by post. This Circular, the Notice of EGM and the Proxy Form are also available on the Company's website at the URL: <https://gvt.com.sg/news/> and will also be made available on the SGXNet at the URL: <https://www.sgx.com/securities/company-announcements>. An internet browser and PDF reader will be required to view these documents.

Shareholders who are unable to attend the EGM and who wish to appoint a proxy or proxies to attend and vote at the EGM on their behalf should complete, sign and return the Proxy Form attached to the Notice of EGM in accordance with the instructions printed thereon as soon as possible and, in any event, not less than 72 hours before the time fixed for the EGM, in the following manner:

- (a) if submitted electronically, by email to contact@gvt.com.sg; or
- (b) if submitted by post, be lodged with the Company's registered office at 2 Changi North Street 1, Singapore 498828.

The completion and lodgement of a Proxy Form by a Shareholder will not preclude him/her/it from attending and voting in person at the EGM if he/she/it so wishes, although the appointment of the proxy shall be deemed to be revoked by such attendance.

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless his/her/its name appears on the Depository Register, as certified by CDP at least 72 hours before the time appointed for the EGM.

Shareholders may submit questions relating to the Special Resolution tabled for approval at the EGM in advance of the EGM in the following manner and must be submitted by 19 May 2025, being 14 days from the date of the Circular:

- (a) by email to contact@gvt.com.sg; or
- (b) by post to the registered office of the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, Republic Plaza, Tower 1, #26-01, Singapore 048619.

The Company will consider all questions and endeavour to address all substantial and relevant questions on the Special Resolution which are received from the Shareholders by received from Shareholders prior to the EGM by 19 May 2025, via an announcement on the Company's website at the URL: <https://gvt.com.sg/news/> and the SGXNet at the URL: <https://www.sgx.com/securities/company-announcements> no later than **10.00 a.m. on 22 May 2025**, which is at least 48 hours prior to the closing date and time for the lodgement of the proxy forms to facilitate Shareholders' votes and to allow Shareholders to make an informed decision on the Special Resolution to be tabled at the EGM.

Minutes of the EGM will be provided within one (1) month after the EGM on the Company's website at the URL: <https://gvt.com.sg/news/> and the SGXNet at the URL: <https://www.sgx.com/securities/company-announcements>.

6. 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 Proposed Amendments to the Existing Constitution, 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.

LETTER TO SHAREHOLDERS

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

7. DOCUMENTS FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company at 2 Changi North Street 1, Singapore 498828 during normal business hours from 9.00 a.m. to 5.00 p.m. for three (3) months from the date of this Circular:

- (a) the Existing Constitution;
- (b) the proposed Amended Constitution; and
- (c) the annual report of the Company for the financial year ended 31 December 2024.

Shareholders who wish to inspect these documents at the registered office of the Company are required to send an email request to contact@gvt.com.sg to make an appointment in advance.

Yours faithfully

For and on behalf of the Board of Directors of
GRAND VENTURE TECHNOLOGY LIMITED

Mr. Lee Tiam Nam
Executive Deputy Chairman

APPENDIX A – PROPOSED AMENDED CONSTITUTION

THE CONSTITUTION

THE COMPANIES ACT 1967 OF SINGAPORE

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

GRAND VENTURE TECHNOLOGY LIMITED

(Adopted by Special Resolution passed on [●] 2025)

INTERPRETATION

1. In this Constitution, if not inconsistent with the subject or context, the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof:-
- Interpretation

WORDS

MEANINGS

“The Act”

The Companies Act 1967 of Singapore 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 as so modified, amended or re-enacted or contained in any such subsequent Companies Act or other act concerning companies and affecting the Company.

“Bursa Depository”

Bursa Malaysia Depository Sdn Bhd (Malaysia Company Registration No. 198701006854 (165570-W)) and/or its nominee and its successors-in-title, as the case may be.

“Bursa Securities”

Bursa Malaysia Securities Berhad (Malaysia Company Registration No. 200301033577 (635998-W)) and its successors-in-title.

“Central Depositories Act”

The Securities Industry (Central Depositories) Act 1991 of Malaysia and shall include any statutory modification, amendments and re-enactment thereof for the time being in force.

APPENDIX A – PROPOSED AMENDED CONSTITUTION

“Chairman”		The chairman of the Directors or the chairman of the General Meeting as the case may be.
“The Company”		The abovenamed Company by whatever name from time to time called.
“This Constitution”		This Constitution or other regulations of the Company for the time being in force.
“Deposited Security”	or	The security or securities standing to the credit of a securities account and includes securities in a securities account that is in suspense subject to the provisions of the Central Depositories Act.
“Deposited Securities”		
“Depository”		The Central Depository (Pte) Limited or any other corporation approved by the Monetary Authority of Singapore as a depository company or corporation for the purposes of the Securities and Futures Act 2001 of Singapore, which operates the Central Depository System under Singapore law for the holding and transfer of book-entry securities.
“Designated Stock Exchange”		The Singapore Exchange Securities Trading Limited, for so long as the Company is admitted to the official list of that exchange or such other stock exchange which is an appointed stock exchange for the purposes of the Act in respect of which the securities 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.
“Director”		Includes any person acting as a Director of the Company and includes any person duly appointed and acting for the time being as an alternate Director.
“Directors”		The Directors for the time being of the Company or such number of them as have authority to act for the Company.
“dividend”		Includes bonus.
“Exempt Authorised Nominee”		An authorised nominee defined under the Central Depositories Act who is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.
“Foreign Stock Exchange”		Bursa Securities (for so long as the securities of the Company are listed on Bursa Securities) and/or such

APPENDIX A – PROPOSED AMENDED CONSTITUTION

		other foreign stock exchange on which the securities of the Company are listed or approved to be listed.
“General Meeting”		A general meeting of the Company.
“Listing Requirements”		Main Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time.
“market day”		A day on which the Singapore Exchange Securities Trading Limited and/or Bursa Securities is open for trading in securities, as the case may be.
“MCA”		The Companies Act 2016 of Malaysia, as amended, substituted or re-enacted from time to time.
“Member”, “shareholder” “holder of any share”	or	A registered shareholder on the Register of Members for the time being of the Company, or, if the registered shareholder is the Depository, a Depositor named in the Depository Register as defined under the Securities and Futures Act 2001, or, if the registered shareholder is the Bursa Depository, the Record of Depositors as defined under the Central Depositories Act (as the case may be) (for such period as shares are entered in the Depositor’s securities account) excluding the Company where it is a member by reason of its holding of its shares as treasury shares.
“month”		Calendar month.
“Office”		The registered office of the Company for the time being.
“Omnibus Account”		A securities account in which ordinary shares of the Company are held in the Company for multiple beneficial owners in one securities account and includes a securities account maintained by an Exempt Authorised Nominee on behalf of Bursa Depository.
“paid-up”		Includes credited as paid-up.
“registered address” “address”	or	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.
“Register of Members”	of	The register of registered shareholders of the Company to be kept pursuant to the Act, and unless otherwise expressed to the contrary, includes the Depository Register and the Record of Depositors.

APPENDIX A – PROPOSED AMENDED CONSTITUTION

“Rules”	The Rules of the Bursa Depository and any modification or amendment thereto for the time being in force.
“Seal”	The Common Seal of the Company or in appropriate cases the Official Seal or duplicate Common Seal.
“Secretary”	The Secretary or Secretaries appointed under this Constitution and shall include any person entitled to perform the duties of the Secretary temporarily.
“Writing” “Written”	and 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 Act) 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.
“year”	Calendar year.

The expressions **“Depositor”**, **“Depository Agent”**, **“Depository Register”**, **“Record of Depositors”** and **“securities account”** shall have the meanings ascribed to them respectively in the Securities and Futures Act 2001 of Singapore or the Central Depositories Act (for so long as the securities of the Company are listed on Bursa Securities), as the case may be.

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

References in this Constitution to "holder(s)" of shares or a class of shares shall:-

- (a) exclude the Depository, the Bursa Depository (for so long as the securities of the Company are listed on Bursa Securities) or their respective nominees (as the case may be) except where otherwise expressly provided in this Constitution or where the term "registered holders" or "registered holder" is used in this Constitution;
- (b) where the context so requires, be deemed to include references to Depositors whose names are entered in the Depository Register or the Record of Depositors (for so long as the securities of the Company are listed on Bursa Securities), as the case may be, in respect of those shares; and

APPENDIX A – PROPOSED AMENDED CONSTITUTION

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

and "holding" and "held" shall be construed accordingly.

Words denoting the singular number only shall include the plural and vice versa.

Words denoting the masculine gender only shall include the feminine gender.

Words denoting persons shall include corporations.

Save as aforesaid, any words or expressions used in the Act and the Interpretation Act 1965 of Singapore shall, if not inconsistent with the subject or context, bear the same meanings in this Constitution.

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

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

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

NAME

2. The name of the Company is **"GRAND VENTURE TECHNOLOGY LIMITED"**. Name

REGISTERED OFFICE

3. The Office of the Company will be situated in the Republic of Singapore. Office
The Company, being a foreign company in Malaysia, also has an Office within Malaysia.

BUSINESS

4. Subject to the provisions of the Act, any other written law, or this Constitution, any branch or kind of business is expressly or by implication authorised to be undertaken by the Company and may be undertaken by the Directors at such time or times as they shall think fit, and further may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with such branch or kind of business. Business

APPENDIX A – PROPOSED AMENDED CONSTITUTION

LIABILITY OF MEMBERS

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| 5. | The liability of the Members is limited. | Liability | of |
| | | Members | |

SHARES

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| 6. | <p>The Company may, subject to and in accordance with the Act, purchase or otherwise acquire its issued shares on such terms and in such manner as the Company may from time to time think fit. If required by the Act, any share which is so purchased or acquired by the Company shall, unless held in treasury in accordance with the Act, be deemed to be cancelled immediately on purchase or acquisition by the Company. On the cancellation of any share as aforesaid, the rights and privileges attached to that share shall expire. In any other instance, the Company may hold or deal with any such share which is so purchased or acquired by it in such manner as may be permitted by, and in accordance with, the Act.</p> | Power | to |
| | | repurchase | shares |
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- | | | | |
|----|--|-----------------|--|
| 7. | <p>Subject to the Act and this Constitution, no shares may be issued by the Directors without the prior approval of the Company in General Meeting but subject thereto and to regulation 57, and to any special rights attached to any shares for the time being issued, the Directors may allot and issue shares or grant options over or otherwise dispose of the same to such persons on such terms and conditions and for such consideration (if any) and at such time and subject or not to the payment of any part of the amount (if any) thereof in cash as the Directors may think fit, and any shares may be issued with such preferential, deferred, qualified or special rights, privileges or conditions as the Directors may think fit, and preference shares may be issued which are or at the option of the Company are liable to be redeemed, the terms and manner of redemption being determined by the Directors provided always that:-</p> <p>(a) (subject to any direction to the contrary that may be given by the Company in General Meeting) any issue of shares for cash to Members holding shares of any class shall be offered to such Members in proportion as nearly as may be to the number of shares of such class then held by them and the provisions of the second sentence of regulation 57(1) with such adaptations as are necessary shall apply; and</p> <p>(b) any other issue of shares, the aggregate of which would exceed the limits referred to in regulation 57(2), shall be subject to the approval of the Company in General Meeting.</p> | Issue of shares | |
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| 8. | <p>(1) The rights attaching to shares of a class other than ordinary shares shall be expressed in this Constitution.</p> <p>(2) The Company may issue shares for which no consideration is payable to the Company.</p> | Issue of shares | for which no |
| | | consideration is | payable to the |
| | | Company and | preference |
| | | shares | |

APPENDIX A – PROPOSED AMENDED CONSTITUTION

- (3) Preference shares may be issued subject to such limitation thereof as may be prescribed by any stock exchange upon which the shares of the Company may be listed. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving of notices, reports and balance sheets and attending General Meetings, and preference shareholders shall also have the right to vote at any General Meeting convened for the purpose of reducing the capital or winding-up or sanctioning a sale of the undertaking of the Company or where the proposal to be submitted to the General Meeting directly affects their rights and privileges or when the dividend on the preference shares is more than six months in arrears. In the event of preference shares being issued, the total number of issued preference shares shall not at any time exceed the total number of issued ordinary shares.
- (4) The Company has power to issue further preference capital ranking equally with, or in priority to, preference shares already issued.
9. The Company shall not exercise any right in respect of treasury shares other than as provided by the Act. Subject thereto, the Company may hold or deal with its treasury shares in the manner authorised by, or prescribed pursuant to, the Act. Treasury Shares
10. If, at any time the share capital is divided into different classes, subject to the provisions of the Act, preference capital, other than redeemable preference capital, or any alteration of preference shareholders' rights, may be repaid and the special rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the sanction of a Special Resolution passed at a separate General Meeting of the holders of shares of the class and to every such Special Resolution the provisions of the Act shall with such adaptations as are necessary apply. To every such separate General Meeting the provisions of this Constitution relating to General Meetings shall mutatis mutandis apply; but so that the necessary quorum shall be two persons at least holding or representing by proxy at least one-third of the issued shares of the class and any holder of shares of the class present in person or by proxy may demand a poll. Provided always that where the necessary majority for such a Special Resolution is not obtained at such General Meeting, consent in writing if obtained from the holders of three-fourths of the issued shares of the class concerned within two months of the General Meeting shall be as valid and effectual as a Special Resolution carried at the General Meeting. Variation of rights
11. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class or by this Constitution as is in force at the time of such issue, be deemed to be varied by the issue of further shares ranking equally therewith. Issue of further shares with special rights

APPENDIX A – PROPOSED AMENDED CONSTITUTION

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| 12. | The Company may pay commission or brokerage on any issue of shares at such rate or amount and in such manner as the Directors may deem fit. Such commission or brokerage may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. | Power to pay commission and brokerage |
| 13. | If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may, subject to the conditions and restrictions mentioned in the Act, pay interest on so much of the share capital (except treasury shares) as is for the time being paid up and may charge the same to capital as part of the cost of the construction or provision. | Power to charge interest on capital |
| 14. | Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by this Constitution or by law otherwise provided) any other rights in respect of any share, except an absolute right to the entirety thereof in the person (other than the Depository or its nominee (as the case may be)) entered in the Register of Members as the registered holder thereof or (as the case may be) the person whose name is entered in the Depository Register or the Record of Depositors (for so long as the securities of the Company are listed on Bursa Securities), as the case may be in respect of that share. | Exclusion of equities |
| 15. | Except as herein provided no person shall exercise any rights or privileges of a Member until he is registered in the Register of Members, or (as the case may be), the Depository Register or the Record of Depositors (for so long as the securities of the Company are listed on Bursa Securities), as the case may be as a Member and shall have paid all calls and other moneys due for the time being on every share held by him. | Exercise of Member's rights |
| 16. | When two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint tenants with benefit of survivorship subject to the provisions following:- | Joint holders |
| | (a) The Company shall not be bound to register more than three persons as the holders of any share except in the case of executors or administrators (or trustees) of the estate of a deceased Member. | |
| | (b) For the purposes of a quorum joint-holders of any share shall be treated as one Member. | |
| | (c) Only one certificate shall be issued in respect of any share. | |
| | (d) Only the person whose name stands first in the Register of Members as one of the joint-holders of any share shall be entitled to delivery of the certificate relating to such share or to receive | |

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notices from the Company. Any notice served on any one of the joint-holders shall be deemed to have been duly served on all of them.

- (e) The joint-holders of any share shall be liable severally as well as jointly in respect of calls and any other payments which ought to be made in respect of such share.
 - (f) Any one of the joint-holders of any share may give effectual receipts for any dividend, return of capital or other sum of money payable to such joint-holders in respect of such share.
 - (g) On the death of any one of the joint-holders of any share the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such share but the Directors may require such evidence of death as they think necessary to call for.
 - (h) If more than one of such joint-holders are present in person or proxy at any General Meeting only that one of the joint-holders or his attorney or proxy, whose name stands first in the Register of Members, the Depository Register or, for so long as the securities of the Company are listed on Bursa Securities, the Record of Depositors, as the case may be amongst those so present in person or proxy shall be entitled to vote in respect of any of the shares so held.
17. (1) Subject to the Listing Requirements (if applicable), for so long as the securities of the Company are listed on Bursa Securities and the shares of the Company are deposited with the Bursa Depository, all Deposited Securities shall be held in securities accounts established by the Bursa Depository opened in the name of the relevant Depositors (as defined under the Central Depositories Act), being the relevant beneficial owner of, or the authorised nominee holding, such Deposited Securities. Shares deposited with Bursa Depository
- (2) A Depositor whose name appears in the Record of Depositors shall be entitled to all rights (including voting and other rights), benefits, powers and privileges and be subject to all liabilities, duties and obligations in respect of, or arising from, such Deposited Security registered in the Depositor's name (whether conferred or imposed by the MCA, the Constitution of the Company, or otherwise) as if such Depositor is the sole holder of such Deposited Security.
- (3) The share certificate in respect of any Deposited Security shall be issued in the name of, and delivered to, the Bursa Depository, with the Depositor as the beneficial owner or the authorised nominee as described in regulation 17(1), and the Company shall not be bound to issue any certificate therefor to the Depositor. Save as permitted under the Rules, a Depositor shall not be entitled to withdraw any Deposited Security for so long as the securities of the Company are

APPENDIX A – PROPOSED AMENDED CONSTITUTION

listed on Bursa Securities and the shares of the Company are deposited with the Bursa Depository.

- (4) The Bursa Depository shall not, except in the case of any wilful act, omission, neglect or default on the part of the Bursa Depository, be liable for any loss, damage or liability suffered or incurred by any person in respect of a dealing in any shares of the Company the transfer of which has been refused under the Central Depositories Act. The Bursa Depository shall not incur any civil liability for, on account of, or in respect of anything done, any statement made or omitted to be done or made, in connection with the discharge or performance or purported discharge or performance of any duties under the Central Depositories Act or the Rules or in the exercise or intended exercise of any power under the Central Depositories Act or the Rules, where such act, statement or omission was done in good faith.
- (5) Neither the Company nor any of the Directors shall be liable for any transfer of Deposited Securities effected by the Bursa Depository save in respect of transfer(s) of Deposited Securities effected pursuant to or in accordance with any instructions received by the Bursa Depository from the Company.

SHARE CERTIFICATES

18. Every certificate shall be issued under the Seal 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. No certificate shall be issued representing shares of more than one class. Certificates
19. Every person whose name is entered as a Member in the Register of Members shall be entitled within ten market days (or such other period as may be approved by any stock exchange upon which the shares of the Company may be listed) of the closing date of any application for shares or, as the case may be, the date of lodgement of a registrable transfer or on a transmission of shares to one certificate for all his shares of any one class or several certificates in reasonable denominations each for a part of the shares so allotted or transferred. If a Member shall require several certificates each for a part of the shares so allotted or transferred or included in the transmission or if a Member transfers part only of the shares comprised in a certificate or requires the Company to cancel any certificate or certificates and issue new certificates for the purpose of subdividing his holding in a different manner the Member shall pay prior to the issue of the certificates or certificate a fee not exceeding \$2 for each such new certificate as the Directors may determine. Entitlement to certificates
20. Subject to the provisions of the Act, if any certificate shall be defaced, worn out, destroyed, lost or stolen, a new certificate may be issued in lieu thereof on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled, purchaser, New certificates may be issued

APPENDIX A – PROPOSED AMENDED CONSTITUTION

member firm or member company of any stock exchange upon which the shares of the Company may be listed or on behalf of its or their client or clients as the Directors shall require, and (in case of defacement or wearing out) on delivery up of the old certificate and in any case on payment of such sum not exceeding \$2 as the Directors may from time to time require. In the case of destruction, loss or theft, a shareholder or person entitled to whom such new certificate is given shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss.

TRANSFER OF SHARES

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| 21. | Subject to the provisions of this Constitution, all transfers of shares shall be effected by written instrument of transfer in the form as approved by any stock exchange upon which the shares of the Company may be listed or in any other form acceptable to the Directors. | Form of transfer
of shares |
| 22. | The instrument of transfer of any share shall be signed by or on behalf of both the transferor and the transferee and be witnessed, provided that an instrument of transfer in respect of which the transferee is the Depository or its nominee (as the case may be) shall be effective although not signed or witnessed by or on behalf of the Depository or its nominee (as the case may be). The transferor shall remain the holder of the share concerned until the name of the transferee is entered in the Register of Members in respect thereof. | Execution of
transfer of
shares |
| 23. | No shares shall in any circumstances be transferred to any infant, bankrupt or person who is mentally disordered and incapable of managing himself or his affairs. | Person under
disability |
| 24. | There shall be no restriction on the transfer of fully paid up shares (except as required by law, the listing rules of the Designated Stock Exchange upon which the shares of the Company may be listed or the rules and/or bye-laws governing any stock exchange upon which the shares of the Company may be listed) but the Directors may in their discretion decline to register any transfer of shares upon which the Company has a lien and in the case of shares not fully paid up may refuse to register a transfer to a transferee of whom they do not approve. | Transfer of
listed securities
for Designated
Stock Exchange |
| 25. | In addition to the regulation 24 above, for so long as the shares of the Company are listed on Bursa Securities, the Company shall at all times comply with the requirements of Bursa Securities relating to the transfer of shares and transmission of shares as set out below: | Transfer of
listed securities
by book entry
for Bursa
Securities |
- (1) The transfer of any Deposited Security or class of Deposited Security of the Company, shall be by way of book entry by the Bursa Depository in accordance with the Rules and, notwithstanding and subject always to the MCA, the Company shall be precluded from registering and effecting any transfer of the Deposited Securities other than through the Bursa Depository in accordance with the Rules. Instruments of

APPENDIX A – PROPOSED AMENDED CONSTITUTION

transfer of any Deposited Security may be in the form of electronic records of the Bursa Depository relating to such transfers.

(2) Where:

- (a) for so long as the shares of the Company are listed on the Designated Stock Exchange; and
- (b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) (No. 2) Act 1998 of Malaysia, as the case may be, under the Rules in respect of such securities,

the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the share registrar of the Company in the jurisdiction of the Designated Stock Exchange, to the register of holders maintained by the share registrar of the Company in Malaysia and vice versa provided that there shall be no change in the beneficial ownership of such securities.

- (3) The procedures for the transmission of the shares of the Company between the Foreign Stock Exchange and the Designated Stock Exchange shall be determined by the Directors from time to time subject to and in accordance with the relevant rules and regulations of the Designated Stock Exchange and the Foreign Stock Exchange.

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|-----|--|--|
| 26. | The procedures for the deposition and withdrawal of any securities held under scripless system shall be determined by the Directors from time to time subject to and in accordance with the requirements of the Depository and the Designated Stock Exchange and, for so long as the securities of the Company are listed on Bursa Securities, the requirements of Bursa Securities and the Bursa Depository, where applicable. | Procedures for deposition and withdrawal of deposited securities |
| 27. | Where the Company is listed on Bursa Securities and in relation to the Deposited Securities, with the exception of transfers in favour of the Bursa Depository or their nominee company, including Bursa Depository's Exempt Authorised Nominee, as the case may be, (save and except for the transfer of beneficial ownership of any deposited security held through an Omnibus Account) and subject to the provisions of the Central Depositories Act and the Rules for the time being in force, the Directors may in their discretion decline to register any transfer of shares upon which the Company has a lien and in the case of shares not fully paid up may refuse to register a transfer to a transferee of whom they do not approve. | Directors' power to decline to register |
| 28. | If the Directors refuse to register a transfer of any share, they shall within ten market days after the date on which the transfer was lodged with the Company, send to the transferor and the transferee notice of refusal as required by the Act. | Notice of refusal |

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|-----|---|---|
| 29. | <p>The Directors may decline to register any instrument of transfer unless:-</p> <p>(a) such fee not exceeding \$2 as the Directors may from time to time require, is paid to the Company in respect thereof;</p> <p>(b) the amount of proper duty (if any) with which each instrument of transfer is chargeable under any law for the time being in force relating to stamps is paid;</p> <p>(c) the instrument of transfer is deposited at the Office or at such other place (if any) as the Directors may appoint accompanied by a certificate of payment of stamp duty (if any), the certificates of the shares to which the transfer relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and, if the instrument of transfer is executed by some other person on his behalf, the authority of the person so to do; and</p> <p>(d) the instrument of transfer is in respect of only one class of shares.</p> | <p>Terms of registration of transfers</p> |
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All instruments of transfer which are registered may be retained by the Company, but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same except in the case of fraud.

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|-----|--|-----------------------------------|
| 30. | <p>The registration of transfers may be suspended at such times and for such period as the Directors may from time to time determine provided always that such registration shall not be suspended for more than thirty days in any year. The Company shall give prior notice of such closure as may be required to any stock exchange upon which the shares of the Company may be listed, stating the period and the purpose or purposes of such closure.</p> | <p>Suspension of registration</p> |
| 31. | <p>Nothing in this Constitution shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.</p> | <p>Renunciation of allotment</p> |

TRANSMISSION OF SHARES

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| 32. | <p>(1) In the case of the death of a Member whose name is entered in the Register of Members, the survivor or survivors where the deceased was a joint-holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.</p> <p>(2) In the case of the death of a Member who is a Depositor, the survivor or survivors where the deceased was a joint-holder, and the executors or administrators of the deceased where he was a sole or only surviving holder and where such executors or</p> | <p>Survivor, executors or administrators entitled to shares of a deceased Member</p> |
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administrators are entered in the Depository Register or the Record of Depositors (for so long as the securities of the Company are listed on Bursa Securities), as the case may be in respect of any shares of the deceased Member, shall be the only persons recognised by the Company as having any title to his interest in the shares.

- (3) Nothing in this regulation shall release the estate of a deceased holder from any liability in respect of any share solely or jointly held by him.
33. Any person becoming entitled to the legal title in a share in consequence of the death or bankruptcy of a Member whose name is entered in the Register of Members, and any guardian of an infant becoming entitled to the legal title in a share and whose name is entered in the Register of Members, and any person as properly has the management of the estate of a Member whose name is entered in the Register of Members and who is mentally disordered and incapable of managing himself or his affairs may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or transfer the share to some other person, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by a Member. Transmission of shares
34. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing in a form approved by the Directors signed by him stating that he so elects. If he shall elect to transfer the share to another person he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the event upon which transmission took place had not occurred and the notice or transfer were a transfer signed by the person from whom the title by transmission is derived. Requirements regarding transmission of shares
35. A person becoming entitled to a share by transmission shall be entitled to receive and give a discharge for the same dividends and be entitled to the other advantages to which he would be entitled if he were the Member in respect of the share, except that he shall not, before being registered as a Member in the Register of Members or before his name shall have been entered in the Depository Register or the Record of Depositors (for so long as the securities of the Company are listed on Bursa Securities), as the case may be in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to General Meetings. Rights of persons entitled to a share by transmission
36. The Directors may at any time give notice requiring any person entitled to a share by transmission to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends, or other moneys Person entitled may be required to register or transfer share

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payable in respect of the share until the requirements of the notice have been complied with.

37. There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title to any shares, such fee not exceeding \$2 as the Directors may from time to time require or prescribe.
- Fee for registration of probate, etc

CALLS ON SHARES

38. The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their shares and not by the conditions of allotment thereof made payable at fixed times, and each Member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.
- Amounts and periods
39. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments.
- When made
40. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom it is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding eight per cent per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.
- Interest on overdue calls
41. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date shall for the purposes of this Constitution be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
- On allotment
42. The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.
- Directors may differentiate between holders
43. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the moneys uncalled and unpaid upon the shares held by him and such payments in advance of calls shall extinguish, so far as the same shall extend, the liability upon the shares in respect of which it is made, and upon the moneys so received or so much thereof as from time to time exceed the amount of the call then made upon the shares concerned, the Company may pay interest at such rate not
- Payment in advance of calls

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exceeding eight per cent per annum as the Member paying such sum and the Directors agree upon. Capital paid on shares in advance of calls shall not whilst carrying interest confer a right to participate in profits.

44. The Directors may apply all dividends which may be declared in respect of any shares in payment of any calls made or instalments payable and which may remain unpaid in respect of the same shares. Lien on dividends to pay call

LIEN AND FORFEITURE

45. The Company shall have a first and paramount lien and charge on every share (not being a fully paid share) registered in the name of each Member (whether solely or jointly with others) and on the dividends declared or payable in respect thereof. Such lien shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amount as the Company may be called upon by law to pay in respect of the shares of the Member or deceased Member. Company's lien
46. For the purpose of enforcing such lien the Directors may sell all or any of the shares subject thereto in such manner as they think fit but no sale shall be made until such time as the moneys owing to the Company are presently payable and until a notice in writing stating the amount due and demanding payment and giving notice of intention to sell in default shall have been served in such manner as the Directors shall think fit on such Member or the person (if any) entitled to effect a transmission of the shares and who shall have produced to the Company satisfactory evidence of such capacity and default in payment shall have been made by him or them for fourteen days after such notice. Provided always that if a Member shall have died or become mentally disordered and incapable of managing himself or his affairs or bankrupt and no person shall have given to the Company satisfactory proof of his right to effect a transmission of the shares held by such Member the Directors may exercise such power of sale without serving any such notice. Notice to pay the amount due, and sale on non-compliance therewith
47. Upon any sale being made by the Directors of any shares to satisfy the lien of the Company thereon the proceeds shall be applied first in the payment of the costs of such sale, next in satisfaction of the debt, obligation, engagement or liability of the Member to the Company and the residue (if any) shall be paid to the Member whose shares have been forfeited or as he shall direct or to his executors, administrators or assigns. Application of sale proceeds
48. A statutory declaration in writing that the declarant is a Director and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together (where the same be required) with the share certificate delivered to a purchaser (or where the purchaser is a Depositor, to the Depository, the Bursa Depository or its nominee (as the case may Title to shares forfeited or surrendered or sold to satisfy a lien

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be)) or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute good title to the share and the share shall be registered in the name of the person to whom the share is sold, re-allotted or disposed of or, where such person is a Depositor, the Company shall procure that his name be entered in the Depository Register or the Record of Depositors (for so long as the securities of the Company are listed on Bursa Securities), as the case may be in respect of the share so sold, re-allotted or disposed of. Such person shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings relating to the forfeiture, surrender, sale, re-allotment or disposal of the share.

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| 49. | In the event of a forfeiture of shares or a sale of shares to satisfy the Company's lien thereon the Member or other person who prior to such forfeiture or sale was entitled thereto shall be bound to deliver and shall forthwith deliver to the Company the certificate or certificates held by him for the shares so forfeited or sold. | Certificate of shares to be delivered to the Company |
| 50. | If a Member fails to pay any call or any part thereof on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and any expenses incurred by the Company by reason of such non-payment. | If call or instalment not paid, notice may be given |
| 51. | The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited. | Form of notice |
| 52. | If the requirements of such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter before all payments required by the notice have been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before the forfeiture. The Directors may accept a surrender of any share liable to be forfeited hereunder. | If notice not complied with shares may be forfeited |
| 53. | A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit. To give effect to any such sale, the Directors may, if necessary, authorise some person to transfer or effect the transfer of a forfeited or surrendered share to any such person as aforesaid. | Sale of shares forfeited |

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| 54. | <p>A Member whose shares have been forfeited or surrendered shall cease to be a Member in respect of the shares, but shall notwithstanding the forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were payable by him to the Company in respect of the shares with interest thereon at eight per cent per annum (or such lower rate as the Directors may approve) from the date of forfeiture or surrender until payment, but such liability shall cease if and when the Company receives payment in full of all such money in respect of the shares and the Directors may waive payment of such interest either wholly or in part.</p> | <p>Rights and liabilities of Members whose shares have been forfeited or surrendered</p> |
| 55. | <p>The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time as if the same had been payable by virtue of a call duly made and notified.</p> | <p>Forfeiture applies to non-payment of call due at fixed time</p> |

ALTERATION OF CAPITAL

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| 56. | <p>Without prejudice to any special rights previously conferred on the holders of any shares or class of shares for the time being issued, any share in the Company may be issued with such preferred, deferred or other special, limited or conditional rights, or subject to such restrictions, whether as regards dividend, return of capital, voting or otherwise, or which do not confer voting rights, as the Company may from time to time by Ordinary Resolution or, if required by the Act, by Special Resolution determine (or, in the absence of any such determination, but subject to the Act, as the Directors may determine) and subject to the provisions of the Act, the Company may issue preference shares which are, or at the option of the Company are, liable to be redeemed.</p> | <p>Rights and privileges of new shares</p> |
| 57. | <p>(1) Subject to any direction to the contrary that may be given by the Company in General Meeting or except as permitted under the listing rules of the Designated Stock Exchange, all new shares shall before issue be offered to such persons who as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion as far as the circumstances admit, to the number of the existing shares to which they are entitled. In offering such new shares in the first instance to all the then holders of any class of shares the offer shall be made by notice specifying the number of shares offered and limiting the time within which the offer if not accepted will be deemed to be declined and after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company and the Directors may as they think most beneficial to the Company dispose of any such new shares which by reason of the proportion borne by them to the shares held by holders entitled to any such offer or by reason of any other difficulty in apportioning the same cannot, in the</p> | <p>Issue of new shares to Members</p> |

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opinion of the Directors, be conveniently offered under this regulation.

- (2) Notwithstanding regulation 57(1) but subject to regulation 8(3), the Company may by Ordinary Resolution in General Meeting give to the Directors a general authority, either unconditionally or subject to such conditions as may be specified in the Ordinary Resolution, to:-
 - (a) issue shares of the Company ("**shares**") whether by way of rights, bonus or otherwise and/or make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares; and
 - (b) (notwithstanding the authority conferred by the Ordinary Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the Ordinary Resolution was in force, provided that:-
 - (i) the aggregate number of shares to be issued pursuant to the Ordinary Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to the Ordinary Resolution) shall be subject to such limits and manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited;
 - (ii) in exercising the authority conferred by the Ordinary Resolution, the Company shall comply with the provisions of the listing rules of the Designated Stock Exchange for the time being in force (unless such compliance is waived by the Designated Stock Exchange) and this Constitution; and
 - (iii) (unless revoked or varied by the Company in General Meeting) the authority conferred by the Ordinary Resolution shall not continue in force beyond the conclusion of the Annual General Meeting next following the passing of the Ordinary Resolution, or the date by which such Annual General Meeting is required by law to be held, or the expiration of such other period as may be prescribed by the Act (whichever is the earliest).
58. Except so far as otherwise provided by the conditions of issue or by this Constitution, all new shares shall be subject to the provisions of the Act and
- New shares
otherwise

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this Constitution with reference to allotments, payment of calls, lien, transfer, transmission, forfeiture and otherwise.

subject to provisions of the Act and this Constitution
Power to consolidate, subdivide, redenominate and convert shares

59. (1) The Company may by Ordinary Resolution:-
- (a) consolidate and divide all or any of its shares;
 - (b) subdivide its shares or any of them (subject nevertheless to the provisions of the Act and this Constitution) provided always that in such subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and
 - (c) subject to the provisions of this Constitution and the Act, convert its share capital or any class of shares from one currency to another currency.
- (2) The Company may by Special Resolution, subject to and in accordance with the Act and other applicable laws, convert one class of shares into another class of shares, provided always that a multiple vote share structure shall not be adopted unless the listing rules of the Designated Stock Exchange have been amended to allow the same.

60. The Company may by Special Resolution reduce its share capital, or any other undistributable reserve in any manner and subject to any incident authorised and consent required by law. Without prejudice to the generality of the foregoing, upon cancellation of any share purchased or otherwise acquired by the Company pursuant to this Constitution and the Act, the number of issued shares of the Company shall be diminished by the number of the shares so cancelled, and, where any such cancelled share was purchased or acquired out of the capital of the Company, the amount of share capital of the Company shall be reduced accordingly.

Power to reduce capital

CONVERSION OF SHARES INTO STOCK

61. The Company may by Ordinary Resolution convert any paid-up shares into stock, and may from time to time by like resolution re-convert any stock into paid-up shares of any denomination.
62. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; but the Directors may from time to time fix the minimum number of stock units transferable and restrict or forbid the transfer of fractions of that minimum.

Conversion of shares into stock and re-conversion

Transfer of stock

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| 63. | <p>The holders of stock shall, according to the number of stock units held by them, have the same rights, privileges and advantages as regards dividend, return of capital, voting and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except as regards dividend and return of capital and the assets on winding up) shall be conferred by any such number of stock units which would not if existing in shares have conferred that privilege or advantage; and no such conversion shall affect or prejudice any preference or other special privileges attached to the shares so converted.</p> | Rights of
stockholders |
| 64. | <p>The provisions of this Constitution which are applicable to paid-up shares shall, so far as circumstances will admit, apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".</p> | Shares/stock |

GENERAL MEETINGS

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| 65. | <p>(1) Save as otherwise permitted under the Act, an Annual General Meeting shall be held once in every year, at such time (within a period of not more than 15 months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors.</p> <p>(2) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.</p> | Annual General
Meeting |
| 66. | <p>The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened by such requisition or, in default, may be convened by such requisitionists, in accordance with the provisions of the Act. If at any time there are not within Singapore sufficient Directors capable of acting to form a quorum at a meeting of Directors, any Director may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.</p> | Calling
Extraordinary
General
Meetings |
| 66A | <p>Subject always to the Act, applicable laws and listing rules of the Designated Stock Exchange (including but not limited to those in respect of Members participating in General Meetings using electronic means), all General Meetings (including Extraordinary General Meetings) shall be held:</p> <p>(a) at a physical place; or</p> <p>(b) at a physical place and using technology that allows a person to participate in a meeting without being physically present at the place of meeting. Members may participate at a General Meeting by electronic means, including but not limited to electronic communication, video conferencing, tele-conferencing or such other electronic means whereby all persons participating in the meeting are able to hear and, if applicable, see each other and such participation shall constitute presence in person at such meeting and Members (or their proxy or, in the case of a corporation, their respective corporate representatives) so participating shall be counted in the quorum for the meeting. Unless otherwise is</p> | Meetings via
electronic
means |

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determined by the Board, the “place” of such meeting (when it is convened, held and/or conducted by electronic means) shall be deemed to be the Company’s place of business in Singapore.

NOTICE OF GENERAL MEETINGS

67. (1) Any General Meeting at which it is proposed to pass a Special Resolution or (save as provided by the Act) a resolution of which special notice has been given to the Company shall be called by at least twenty-one days' notice in writing and any Annual General Meeting and any other Extraordinary General Meeting by at least fourteen days' notice in writing. The period of notice shall in each case be exclusive of the day on which it is served or deemed to be served and of the day on which the General Meeting is to be held and shall be given in the manner hereinafter mentioned to such persons as are under the provisions herein contained and, the Act, entitled to receive such notices from the Company; 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 if it is so agreed:-
- Notice of
General
Meetings
- (a) in the case of an Annual General Meeting by all the Members entitled to attend and vote thereat; and
 - (b) in the case of an Extraordinary General Meeting by a majority in number of the Members having a right to attend and vote thereat, being a majority together holding not less than 95 per cent of the total voting rights of all the Members having a right to vote at that meeting.

Provided also that the accidental omission to give notice to, or the non-receipt by any person entitled thereto, shall not invalidate the proceedings at any General Meeting.

At least fourteen days' notice of any General Meeting shall be given by advertisement in the daily press and in writing to any stock exchange upon which the shares of the Company may be listed.

- (2) Notice of every General Meeting shall be given to:-
- (a) every Member;
 - (b) every person entitled to a share in consequence of the death or bankruptcy or otherwise of a Member who but for the same would be entitled to receive notice of the General Meeting; and
 - (c) the Auditor for the time being of the Company.

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| 68. | <p>For so long as the securities of the Company are listed on Bursa Securities and the shares of the Company are deposited with the Bursa Depository, in accordance with the Rules, the Company shall inform the Bursa Depository of the dates of General Meetings of the Company and the Company shall request the Bursa Depository to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. In addition, in respect of each general meeting, the Company shall request the Bursa Depository in accordance with the Rules, to issue a Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days before that general meeting (“General Meeting Record of Depositors”). For holders of shares deposited with the Bursa Depository and subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 of Malaysia as amended from time to time, a Depositor shall not be entitled to attend any general meeting and to speak and vote thereat unless his name appears in the relevant General Meeting Record of Depositors.</p> | <p>Notice to the
Foreign Stock
Exchange</p> |
| 69. | <p>(1) Every notice calling a General Meeting shall specify the place and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of him and that a proxy need not be a Member.</p> <p>(2) In the case of an Annual General Meeting, the notice shall also specify the meeting as such.</p> <p>(3) In the case of any General Meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of the business; and if any resolution is to be proposed as a Special Resolution or as requiring special notice, the notice shall contain a statement to that effect.</p> | <p>Contents of
notice</p> |
| 70. | <p>Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-</p> <p>(a) declaring dividends;</p> <p>(b) considering and adopting the financial statements, the Directors’ statement, the Auditor’s report and other documents required to be attached to the financial statements;</p> <p>(c) appointing or re-appointing the Auditor and fixing the remuneration of the Auditor or determining the manner in which such remuneration is to be fixed; and</p> <p>(d) appointing or re-appointing Directors in place of those retiring by rotation or otherwise and fixing the remuneration of the Directors.</p> | <p>Routine
business</p> |

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| 71. | Any notice of a General Meeting to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. | Special
business |
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PROCEEDINGS AT GENERAL MEETINGS

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| 72. | No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Save as herein otherwise provided, five Members present in person or by proxy shall form a quorum. | Quorum |
| 73. | If within half an hour from the time appointed for the 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, or to such other day and at such other time and place as the Directors may determine, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the Members present in person or by proxy shall be deemed to be a quorum. | Adjournment if
quorum not
present |
| 74. | The Chairman, if any, of the Directors shall preside as Chairman at every General Meeting. If there be no such Chairman or if at any General Meeting he be not present within fifteen minutes after the time appointed for holding the meeting or be unwilling to act, the Members present shall choose some Director to be Chairman of the meeting or, if no Director be present or if all the Directors present decline to take the chair, one of their number present to be Chairman. | Chairman |
| 75. | The Chairman may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time (or sine die) and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. Where a General Meeting is adjourned sine die, the time and place for the adjourned meeting shall be fixed by the Directors. When a General Meeting is adjourned for thirty days or more or sine die, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned General Meeting. | Adjournment |
| 76. | <p>(1) If required by the listing rules of any stock exchange upon which the shares of the Company may be listed, all resolutions at General Meetings shall be voted by poll (unless such requirement is waived by such stock exchange).</p> <p>(2) Subject to regulation 76(1), at any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands</p> | Mandatory
polling |

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unless a poll be (before or on the declaration of the result of the show of hands) demanded:-

- (a) by the Chairman; or
- (b) by at least five Members present in person or by proxy and entitled to vote thereat; or
- (c) by any Member or Members 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 General Meeting; or
- (d) by a Member or Members present in person or by proxy, holding shares conferring a right to vote at the General 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.

A demand for a poll made pursuant to this regulation 76(2) shall not prevent the continuance of the General Meeting for the transaction of any business, other than the question on which the poll has been demanded. Unless a poll be so demanded (and the demand be not withdrawn) a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. A demand for a poll may be withdrawn.

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| 77. | Where a poll is taken, it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman may direct and the result of the poll shall be deemed to be the resolution of the General Meeting. The Chairman may (and, if required by the listing rules of any stock exchange upon which the shares of the Company may be listed or if so requested 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. | Taking a poll |
| 78. | If any votes be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same General Meeting or at any adjournment thereof and not in any case unless it shall in the opinion of the Chairman be of sufficient magnitude. | Votes counted in error |
| 79. | In the case of an equality of votes, whether on a poll or on a show of hands, the Chairman of the meeting at which the poll or show of hands takes place shall be entitled to a casting vote. | Chairman's casting vote |

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| 80. | A poll on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll on any other question shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the General Meeting) and place as the Chairman may direct. No notice need be given of a poll not taken immediately. | Time for taking a poll |
| 81. | After the Chairman of any meeting shall have declared the General Meeting to be over and shall have left the chair no business or question shall under any pretext whatsoever be brought forward or discussed. | End of General Meeting |

VOTES OF MEMBERS

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| 82. | (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 regulation 9, each Member entitled to vote may vote in person or by proxy. Every Member who is present in person or by proxy shall:- | Voting rights of Members |
| | (a) on a poll, have one vote for every share which he holds or represents; and | |
| | (b) on a show of hands, have one vote, provided that:- | |
| | (i) in the case of a Member who is not a relevant intermediary and who is represented by two proxies, only one of the two proxies as determined by that Member or, failing such determination, by the Chairman of the meeting (or by a person authorised by him) in his sole discretion shall be entitled to vote on a show of hands; and | |
| | (ii) in the case of a Member who is a relevant intermediary and who is represented by two or more proxies, each proxy shall be entitled to vote on a show of hands. | |

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 (1) in the case of shares deposited with the Depository, in the Depository Register as at 72 hours before the time of the relevant General Meeting as certified by the Depository to the Company; or (2) in the case of shares deposited with the Bursa Depository where the Company is listed on Bursa Securities, in the General Meeting Record of Depositors in accordance with regulation 68.

- (2) Save as otherwise provided in the Act:-

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- (a) a Member who is not a relevant intermediary may appoint not more than two proxies to attend, speak and vote at the same General Meeting. Where such Member's form of proxy appoints more than one proxy, 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.
- (3) In any case where a Member is a Depositor, the Company shall be entitled and bound:-
 - (a) to reject any instrument of proxy lodged by that Depositor if he is not shown to have any shares entered against his name (i) in the case of shares deposited with the Depository, in the Depository Register as at 72 hours before the time of the relevant General Meeting as certified by the Depository to the Company; or (ii) in the case of shares deposited with Bursa Depository where the Company is listed on Bursa Securities, in the General Meeting Record of Depositors in accordance with regulation 68; and
 - (b) to accept as the maximum number of votes which in aggregate the proxy or proxies appointed by 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 (i) in the case of shares deposited with the Depository, in the Depository Register as at 72 hours before the time of the relevant General Meeting as certified by the Depository to the Company; or (ii) in the case of shares deposited with Bursa Depository where the Company is listed on Bursa Securities, in the General Meeting Record of Depositors in accordance with regulation 68, whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Depositor.
- (4) 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.

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| 83. | Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any General Meeting or of any class of Members and the persons so authorised shall be entitled to exercise the same powers on behalf of the corporation as the corporation would exercise if it were an individual Member and such corporation shall for the purpose of this Constitution (but subject to the Act) be deemed to be present in person at any such General Meeting if a person so authorised is present thereat. | Corporations acting by representatives |
| 84. | Where there are joint holders of any share any one of such persons may vote and be reckoned in a quorum at any General Meeting either personally or by proxy as if he were solely entitled thereto and if more than one of such joint holders be so present at any General Meeting that one of such persons so present whose name stands first in the Register of Members or (as the case may be) the Depository Register or the Record of Depositors (for so long as the securities of the Company are listed on Bursa Securities), as the case may be in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased Member in whose name any share stands shall for the purpose of this regulation be deemed joint holders thereof. | Voting rights of joint holders |
| 85. | Subject to the provisions of this Constitution every Member shall be entitled to be present and to vote at any General Meeting either personally or by proxy and to be reckoned in a quorum in respect of any share or shares upon which all calls due have been paid. | Rights to vote |
| 86. | No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive. | Objections |
| 87. | On a poll, votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. | Votes on a poll |
| 88. | <p>(1) An instrument appointing a proxy shall be in writing and:-</p> <p style="margin-left: 40px;">(a) in the case of an individual shall be:-</p> <p style="margin-left: 80px;">(i) signed by the appointor or his attorney if the instrument of proxy is delivered personally or sent by post; or</p> <p style="margin-left: 80px;">(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</p> | Execution of proxies |

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- (b) in the case of a corporation shall be:-
 - (i) either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation if the instrument of proxy 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 regulations 88(1)(a)(ii) and 88(1)(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.

The signature on, or authorisation of, such instrument need not be witnessed. Where an instrument appointing a proxy is signed or authorised on behalf of the appointor (which shall, for purposes of this paragraph include a Depositor) by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy pursuant to regulation 90, failing which the instrument may be treated as invalid.

- (2) 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,

as contemplated in regulations 88(1)(a)(ii) and 88(1)(b)(ii) for application to such Members or class of Members as they may determine, to allow Members who are unable to vote in person at any General Meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail or facsimile. Where the Directors do not so approve and designate in relation to a Member (whether of a class or otherwise), regulation 88(1)(a)(i) and/or (as the case may be) regulation 88(1)(b)(i) shall apply.

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| 89. | A proxy need not be a Member. | Proxy need not be a member |
| 90. | (1) An instrument appointing a proxy or the power of attorney or other authority, if any:- | Deposit of proxies |

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- (a) if sent personally or by post, must be left at the Office or such other place (if any) as is specified for the purpose in the notice convening the General Meeting; 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 General Meeting,

and in either case not less than 72 hours before the time appointed for the holding of the General Meeting or adjourned General Meeting (or in the case of a poll before the time appointed for the taking of the poll) to which it is to be used and in default shall not be treated as valid.

- (2) 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 regulation 90(1)(b). Where the Directors do not so specify in relation to a Member (whether of a class or otherwise), regulation 90(1)(a) shall apply.

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| 91. | An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll, to move any resolution or amendment thereto and to speak at the General Meeting. | Rights of proxies |
| 92. | 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. An instrument appointing a proxy shall, unless the contrary is stated therein be valid as well for any adjournment of the General Meeting as for the General Meeting to which it relates and need not be witnessed. | Form of proxies |
| 93. | A vote given in accordance with the terms of an instrument of proxy (which for the purposes of this Constitution shall also include a power of attorney) shall be valid notwithstanding the previous death or mental disorder of the principal or revocation 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 that no intimation in writing of such death, mental disorder, 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) before the commencement of the General Meeting or adjourned General Meeting (or in the case of a poll before the time appointed for the taking of the poll) at which the proxy is used. | Intervening death or mental disorder of principal not to revoke proxy |

DIRECTORS

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| 94. | The number of Directors all of whom shall be natural persons shall not unless otherwise determined by a General Meeting from time to time be less than one. The Company may, subject to this Constitution, vary the minimum | Appointment and number of Directors |
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number of Directors by Ordinary Resolution from time to time.

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| 95. | A Director need not be a Member and shall not be required to hold any share qualification unless and until otherwise determined by the Company in General Meeting but he shall be entitled to attend and speak at General Meetings. | Share qualification |
| 96. | The general remuneration of the Directors shall from time to time be determined by the Company in General Meeting. Such remuneration shall be divided among them in such proportions and manner as the Directors may agree or failing agreement, equally. Fees payable to Directors shall not be increased except pursuant to a resolution passed at a General Meeting, where notice of the proposed increase has been given in the notice convening the meeting. | Remuneration of Directors |
| 97. | <p>(1) Each Director shall in addition to any other remuneration be entitled to be recouped all travelling hotel and other expenses properly incurred by him for the purpose of attending meetings of the Directors or of any committee or any General Meeting or otherwise in the course of the Company's business.</p> <p>(2) The Directors may grant special remuneration to any of their number who being called upon shall be willing to render any special or extra services to the Company or to go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by a lump sum or by way of salary, or, except in the case of a non-executive director, by a percentage of profits, or by any or all of those modes.</p> <p>(3) Fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or a percentage of profits or turnover. Salaries payable to executive Directors may not include a commission on or a percentage of turnover.</p> | Expenses and extra remuneration |
| 98. | The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or to his widow or dependents and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance. | Pensions |
| 99. | Other than the office of Auditor, a Director may hold any other office or place of profit under the Company and he or any firm of which he is a member may act in a professional capacity for the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or proposed Director shall be disqualified by his office from contracting or entering into any arrangement or transaction with the Company either as vendor, purchaser or otherwise nor shall such contract, arrangement or transaction or any | Power of Directors to hold office or profit and to contract with Company |

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contract, arrangement or transaction entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract, arrangement or transaction by reason only of such Director holding that office or of the fiduciary relation thereby established but every Director and Chief Executive Officer (or person(s) holding an equivalent position) shall observe the provisions of the Act relating to the disclosure of the interests of the Directors and Chief Executive Officers (or person(s) holding an equivalent position) in transactions or proposed transactions with the Company or of any office or property held by a Director or a Chief Executive Officer (or person(s) holding an equivalent position) which might create duties or interests in conflict with his duties or interests as a Director or a Chief Executive Officer (or an equivalent position), as the case may be.

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, directly or indirectly. Save as provided in regulation 115, a Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting.

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| 100. | (1) | A Director may be or become a director of or hold any office or place of profit (other than as Auditor) or be otherwise interested in any company in which the Company may be interested as vendor, purchaser, shareholder or otherwise and unless otherwise agreed shall not be accountable for any fees, remuneration or other benefits received by him as a director or officer of or by virtue of his interest in such other company. | Holding of office in other companies |
| | (2) | The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner and in all respects as the Directors think fit in the interests of the Company (including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors of such company or voting or providing for the payment of remuneration to the directors of such company) and any such Director may vote in favour of the exercise of such voting powers in the manner aforesaid notwithstanding that he may be or be about to be appointed a director of such other company. | |
| 101. | | The Directors may from time to time appoint one or more of their body to be Chief Executive Officer or Chief Executive Officers of the Company (or such person or persons holding equivalent position(s)) and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places. Where an appointment is for a fixed term such term shall not exceed five years. | Appointment of Chief Executive Officer |
| 102. | | A Chief Executive Officer (or person holding an equivalent position) who is a Director shall subject to the provisions of any contract between him and | Chief Executive Officer to be |

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| | the Company be subject to the same provisions as to retirement by rotation, resignation and removal as the other Directors. | subject to retirement by rotation |
| 103. | The remuneration of a Chief Executive Officer (or person holding an equivalent position) shall from time to time be fixed by the Directors and may subject to this Constitution be by way of salary or commission or participation in profits or by any or all these modes but he shall not under any circumstances be remunerated by a commission on or a percentage of turnover. | Remuneration of Chief Executive Officer |
| 104. | A Chief Executive Officer (or person holding an equivalent position) shall at all times be subject to the control of the Directors. | Powers of Chief Executive Officer |

ALTERNATE DIRECTORS

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| 105. | (1) | A Director who is absent or about to be absent from Singapore or Malaysia, as the case may be, may appoint any person (other than another Director) approved by the majority of his co-Directors to be his alternate Director in the Company and may at any time remove any such alternate Director so appointed from office. | Alternate Director |
| | (2) | An alternate Director shall (subject to his giving to the Company an address in Singapore or Malaysia, as the case may be) be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at such meetings at which the Director appointing him is not personally present and generally to perform all functions of his appointor as a Director in his absence. | |
| | (3) | An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director otherwise than by retiring and being re-elected at the same meeting. | |
| | (4) | All appointments and removals of alternate Directors shall be effected in writing under the hand of the Director making or terminating such appointment left at the Office. | |
| | (5) | A person shall not act as alternate Director to more than one Director at the same time. | |
| | (6) | An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his principal as such principal may by notice in writing to the Company from time to time direct. | |

GENERAL POWERS OF DIRECTORS

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| 106. | The business and the 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 or this Constitution required to be exercised by the Company in General Meeting. The Directors shall not carry into effect any proposals for selling or disposing of the whole or substantially the whole of the Company's undertaking unless such proposals have been approved by Members in a General Meeting. The general powers given by this regulation shall not be limited or restricted by any special authority or power given to the Directors by any other regulation. | General powers of Directors to manage Company's business |
| 107. | The Directors may from time to time by power of attorney under the Seal appoint any company, firm or person or any fluctuating body of persons whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with such attorney as the Directors may think fit and may also authorise any such attorney to subdelegate all or any of the powers, authorities and discretions vested in him. | Power to appoint attorneys |
| 108. | The Directors may establish any local boards or agencies for managing any affairs of the Company, either in Singapore or elsewhere and may appoint any persons to be members of such local boards or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to subdelegate, and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit and the Directors may remove any person so appointed, and may annul or vary any such delegation but no person acting in good faith and without notice of any such annulment or variation shall be affected thereby. | Power to establish local boards, etc |
| 109. | The Company or the Directors on behalf of the Company may in exercise of the powers in that behalf conferred by the Act cause to be kept a Branch Register, or Branch Registers, of Members and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit in respect of the keeping of any such Register. | Power to keep a Branch register |
| 110. | All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine. | Signature of cheque and bills |

BORROWING POWERS

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| 111. | The Directors may borrow or raise money from time to time for the purpose of the Company or secure the payment of such sums as they think fit and may secure the repayment or payment of such sums by mortgage or charge upon all or any of the property or assets of the Company or by the issue of debentures (whether at par or at discount or premium) or otherwise as they may think fit. | | Directors' borrowing powers |
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MEETINGS AND PROCEEDINGS OF DIRECTORS

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| 112. | (1) | The Directors may meet together either in person or by of telephone, radio, conference television or similar communication equipment or any other form of audio, audio-visual, electronic or instantaneous communication by which all persons participating in the meeting are able to hear and be heard by all other participants, for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit and a quorum for such teleconference meetings shall be the same as the quorum required of a Directors' meeting provided under this Constitution. A resolution passed by such a conference shall, notwithstanding that the Directors are not present together at one place at the time of conference, be deemed to have been passed at a meeting of the Directors held on the day and at the time at which the conference was held and shall be deemed to have been held at the Office of the Company, unless otherwise agreed, and all Directors participating at that meeting shall be deemed for all purposes of this Constitution to be present at that meeting. | Meetings of Directors | Meetings of Directors | of |
| | (2) | Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote except when only two Directors are present and form a quorum, the Chairman at which only such a quorum is present, or only two Directors are competent to vote on the question. | | | |
| 113. | | A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors but it shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from Singapore or Malaysia, as the case may be. | Notice meeting | | of |
| 114. | | The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be three. A meeting of the Directors at which a quorum is present shall be competent to exercise all the powers and discretions for the time being exercisable by the Directors. | Quorum | | |
| 115. | | A Director notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged, and he may vote on any such | Effect of interest of Director on quorum | | |

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appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

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| 116. | The continuing Directors may act notwithstanding any 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 purpose of filling up such vacancies or of summoning General Meetings but not for any other purpose (except in an emergency). If there 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. | Proceedings in case of vacancies |
| 117. | The Directors may from time to time elect a Chairman and if desired a Deputy Chairman and determine the period for which he is or they are to hold office. The Deputy Chairman will perform the duties of the Chairman during the Chairman's absence for any reason. The Chairman and in his absence the Deputy Chairman shall preside as Chairman at meetings of the Directors but if no such Chairman or Deputy Chairman be elected or if at any meeting the Chairman and the Deputy Chairman be not present within five minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such meeting. | Chairman and Deputy Chairman of Directors |
| 118. | A resolution in writing signed by a majority of the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. The expressions "in writing" and "signed" include approval by any such Director by telefax, telex, cable or telegram or any form of electronic communication approved by the Directors for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors. | Resolutions in writing |
| 119. | The Directors may delegate any of their powers to committees consisting of such member or members of their body and (if thought fit) one or more other persons co-opted as hereinafter provided. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee. | Power to appoint committees |
| 120. | The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of this Constitution regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding regulation. | Proceedings at committee meeting |
| 121. | All acts done by any meeting of Directors or of a committee of Directors or by any person acting as Director shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the | Validity of acts of Directors in |

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appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

spite of some formal defect

ROTATION OF DIRECTORS

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| 122. | Subject to this Constitution and to the provisions of the Act, at each Annual General Meeting one-third of the Directors for the time being, or if their number is not a multiple of three, the number nearest to but not less than one-third with a minimum of one, shall retire from office and a Director at an Annual General Meeting shall retain office until the close of the meeting, whether adjourned or not. | Retirement of Directors by rotation |
| 123. | The Directors to retire in every year shall be those who, being subject to retirement by rotation, have been longest in office since their last re-election or appointment, but 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. A retiring Director shall be eligible for re-election. | Selection of Directors to retire |
| 124. | <p>The Company at the General Meeting at which a Director retires under any provision of this Constitution may by Ordinary Resolution fill up the vacated office, by electing a person thereto. In default the retiring Director shall be deemed to have been re-elected, unless:-</p> <p>(a) at such General Meeting it is expressly resolved not to fill up such vacated office or a resolution for the re-election of such Director is put to the meeting and lost; or</p> <p>(b) 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</p> <p>(c) such Director is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds.</p> | Filling vacated office |
| 125. | No person other than a Director retiring at the General Meeting shall unless recommended by the Directors for election be eligible for appointment as a Director at any General Meeting unless not less than eleven clear days before the day appointed for the General Meeting there shall have been left at the Office notice in writing signed by some Member duly qualified to attend and vote at the General Meeting for which such notice is given of his intention to propose such person for election and also notice in writing duly signed by the nominee giving his consent to the nomination and signifying his candidature for the office. Provided that in the case of a person recommended by the Directors for election nine clear days' notice only shall be necessary and notice of each and every candidate for election shall be | Notice of intention to appoint Director |

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served on all Members at least seven clear days prior to the General Meeting at which the election is to take place.

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| 126. | In accordance with the provisions of the Act, the Company may by Ordinary Resolution of which special notice has been given remove any Director before the expiration of his period of office, notwithstanding any provision of this Constitution or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement. The Company in General Meeting may appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy. | Vacation
office
Directors | of
of |
| 127. | The Company may by Ordinary Resolution appoint any person to be a Director either to fill a casual vacancy or as an additional Director. Without prejudice thereto the Directors shall have power at any time so to do but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with this Constitution. Any person so appointed by the Directors shall hold office only until the next Annual General Meeting and 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. | Power to fill
casual
vacancies and
to appoint
additional
Director | |

VACATION OF OFFICE OF DIRECTORS

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| 128. | The office of a Director shall be vacated in any one of the following events, namely:- | Vacation
office
Directors | of
of |
| | (a) if he shall become prohibited by law from acting as a Director; | | |
| | (b) if he shall become disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds (in which case he must immediately resign from the Board); | | |
| | (c) if he becomes bankrupt or suspends payment of his debts or makes any arrangement or composition with his creditors generally; | | |
| | (d) if he becomes mentally disordered and incapable of managing himself or his affairs; | | |
| | (e) if he resigns his office by notice in writing to the Company; | | |
| | (f) if he or any alternate appointed by him shall absent himself from the meetings of the Directors during a period of two calendar months without special leave of absence from the Directors; or | | |

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- (g) if he be removed from office by a resolution of the Company in General Meeting.

SECRETARY

129. The Secretary or Secretaries shall and a Deputy or Assistant Secretary or Secretaries may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary, Deputy or Assistant Secretary so appointed may be removed by them, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. The appointment and duties of the Secretary or Secretaries shall not conflict with the provisions of the Act. Secretary

SEAL

130. (1) The Directors shall provide for the safe custody of the Seal which shall not be used without the authority of the Directors or of a committee authorised by the Directors in that behalf. Seal
- (2) Every instrument to which the Seal shall be affixed shall be signed autographically by two Directors, or by one Director and the Secretary or some other person appointed by the Directors in place of the Secretary for the purpose, 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 affixed by some method or system of mechanical signature.
- (3) The Company may exercise the powers conferred by the Act with regard to having an Official Seal for use abroad, and such powers shall be vested in the Directors.
- (4) The Company may have a duplicate Common Seal as referred to in the Act which shall be a facsimile of the Common Seal with the addition on its face of the words "Share Seal".

AUTHENTICATION OF DOCUMENTS

131. 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, 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, accounts or financial statements are elsewhere than at the Office, the local manager and other officer of the Company having custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. Any authentication or certification made pursuant to this regulation may be made by any electronic means approved Power to authenticate documents

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by the Directors from time to time for such purpose incorporating, if the Directors deem necessary, the use of security procedures or devices approved by the Directors.

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| 132. | A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of Directors which is certified as such in accordance with the provisions of the last preceding regulation 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 such extract is a true and accurate record of a duly constituted meeting of the Directors. | Certified copies of resolutions of the Directors |
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MINUTES AND BOOKS

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| 133. | The Directors shall cause minutes to be kept in books to be provided for the purpose:-

(a) of all appointments of officers made by the Directors;

(b) of the names of the Directors present at each meeting of Directors and of any committee of Directors; and

(c) of all resolutions and proceedings at all General Meetings and of any class of Members, of the Directors and of committees of Directors. | Minutes |
| 134. | Any register, index, minute book, accounting record, minute or other book required by this Constitution or by the Act to be kept by or on behalf of the Company may, subject to and in accordance with the Act, be kept in hard copy form or in electronic form, and arranged in the manner that the Directors think fit. If such records are kept in electronic form, the Directors shall ensure that they are capable of being reproduced in hard copy form, and shall provide for the manner in which the records are to be authenticated and verified. In any case where such records are kept otherwise than in hard copy form, the Directors shall take reasonable precautions for ensuring the proper maintenance and authenticity of such records, guarding against falsification and facilitating the discovery of any falsifications. | Form of registers, etc |

FINANCIAL STATEMENTS

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| 135. | The Directors shall cause to be kept such accounting and other records as are necessary to comply with the provisions of Directors to keep proper accounting records the Act and shall cause those records to be kept in such manner as to enable them to be conveniently and properly audited. | Directors to keep proper accounting records |
| 136. | Subject to the provisions of the Act, the books of accounts shall be kept at the Office or at such other place or places as the Directors think fit within Singapore or Malaysia, as the case may be. No Member (other than a Director) shall have any right of inspecting any account or book or document | Location and inspection |

APPENDIX A – PROPOSED AMENDED CONSTITUTION

or other recording of the Company except as is conferred by law or authorised by the Directors or by an Ordinary Resolution of the Company.

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| 137. | 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 financial statements, balance sheets, reports, statements and other documents as may be necessary. Whenever so required, 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 financial statements |
| 138. | A copy of the financial statements and, if required, the balance sheet (including every document required by the Act to be attached thereto), which is duly audited and which is to be laid before the Company in General Meeting accompanied by a copy of the Auditor's report thereon, shall not less than fourteen days before the date of the General Meeting be sent to every Member and to every other person who is entitled to receive notices of General Meetings from the Company under the provisions of the Act or of this Constitution, provided that:-

(a) these documents may be sent less than fourteen days before the date of the General Meeting if all persons entitled to receive notices of General Meetings from the Company so agree; and

(b) this regulation shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of a share in the Company or the several persons entitled thereto in consequence of the death or bankruptcy of the holder or otherwise 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 at the Office. | Copies of financial statements |

AUDITOR

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| 139. | An Auditor shall be appointed and his duties regulated in accordance with the provisions of the Act. Every Auditor of the Company shall have a right of access at all times to the accounting and other records of the Company and shall make his report as required by the Act. | Appointment of Auditor |
| 140. | Subject to the provisions of the Act all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment. | Validity of acts of Auditor in spite of some formal defect |
| 141. | An Auditor shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any Member is entitled to receive and to be heard at any General Meeting on any part of the business of the General Meeting which concerns him as Auditor. | Auditor's right to receive notices of and attend General Meetings |

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DIVIDENDS

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| 142. | Subject to the Act and the listing rules of the Designated Stock Exchange and for so long as the securities of the Company are listed on Bursa Securities, the Listing Requirements (where applicable), the Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors. | Declaration of ordinary dividend |
| 143. | The Directors may from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company. | Interim dividend |
| 144. | No dividend shall be paid otherwise than out of profits. | Dividend only out of profits |
| 145. | Subject to any rights or restrictions attached to any shares or class of shares and except as otherwise permitted under the Act:- | Application and apportionment of dividends |
| | (a) all dividends in respect of shares must be paid in proportion to the number of shares held by a Member but where shares are partly paid all dividends must be apportioned and paid proportionately to the amounts paid or credited as paid on the partly paid shares; and | |
| | (b) all dividends must be apportioned and paid proportionately to the amounts so paid or credited as paid during any portion or portions of the period in respect of which the dividend is paid. | |
| | For the purposes of this regulation, an amount paid or credited as paid on a share in advance of a call is to be ignored. | |
| 146. | 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 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 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. | Scrip Dividend Scheme |
| 147. | The Directors may retain any dividends or other moneys payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities, or engagements in respect of which the lien exists. | Dividend may be retained |
| 148. | Any General Meeting declaring a dividend may direct payment of such dividend wholly or partly by the distribution of specific assets and in particular of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the Directors shall give effect to such resolution and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash | Payment of dividend in specie |

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payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors. No valuation, adjustment or arrangement so made shall be questioned by any Member.

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| 149. | Any dividend, interest or other moneys payable in cash on or in respect of shares may be paid by cheque, draft, warrant or Post Office order sent through the post directed to the registered address of the holder or in the case of joint holders, to the registered address of that one of the joint holders who is first named in the Register of Members or (as the case may be) the Depository Register or the Record of Depositors, (for so long as the securities of the Company are listed on Bursa Securities), as the case may be or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque, draft, warrant or Post Office order shall be payable to the order of the person to whom it is sent. | Payment
post | by |
| 150. | Every such cheque, draft, warrant or Post Office order shall be sent at the risk of the person entitled to the money represented thereby, and the Company shall not be responsible for the loss of any cheque, draft, warrant or Post Office order which shall be sent by post duly addressed to the person for whom it is intended. | Company
responsible
loss | not
for |
| 151. | No unpaid dividend shall bear interest against the Company. | No interest | |
| 152. | A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer. | No
before
registration | dividend |
| 153. | The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a Member or which any person under that regulation is entitled to transfer, until such person shall become a Member in respect thereof or shall duly transfer the same. | Power to retain
dividends
pending
transmission | |
| 154. | The payment by the Directors of any unclaimed dividends or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. All dividends unclaimed after being declared may be invested or otherwise made use of by the Directors for the benefit of the Company and any dividend unclaimed after a period of six years from the date of declaration of such dividend may be forfeited and if so shall revert to the Company but the Directors may at any time thereafter at their absolute discretion annul any such forfeiture and pay the dividend so forfeited to the person entitled thereto prior to the forfeiture. If the Depository or, for so long as the securities of the Company are listed on Bursa Securities, the Bursa Depository (as the case may be) returns any such dividend or moneys to the Company, the relevant Depositor shall not have any right or claim in respect of such dividend or moneys against the Company if a period of six years has elapsed from the date of the declaration of such dividend or the date on which such other moneys are first payable. | Unclaimed
dividends | |

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| 155. | A payment by the Company to the Depository or, for so long as the securities of the Company are listed on Bursa Securities, the Bursa Depository (as the case may be), of any dividend or other moneys payable to a Depositor shall, to the extent of the payment made, discharge the Company from any liability to the Depositor in respect of that payment. | Payment to depositories good discharge |
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RESERVES

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| 156. | The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable for meeting contingencies or for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining the works, plant and machinery of the Company or for special dividends or bonuses or for equalising dividends or for any other purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also without placing the same to reserve carry forward any profits which they may think it not prudent to divide. | Power to carry profit to reserve |
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CAPITALISATION OF PROFITS AND RESERVES

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| 157. | <p>(1) The Directors may, with the sanction of an Ordinary Resolution of the Company, including any Ordinary Resolution passed pursuant to regulation 57(2) (but subject to regulation 8(3)):-</p> <p style="margin-left: 40px;">(a) issue bonus shares for which no consideration is payable to the Company to the persons registered as holders of shares in the Register of Members or (as the case may be) the Depository Register or the Record of Depositors (for so long as the securities of the Company are listed on Bursa Securities), as the case may be at the close of business on:-</p> <p style="margin-left: 80px;">(i) the date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided); or</p> <p style="margin-left: 80px;">(ii) (in the case of an Ordinary Resolution passed pursuant to regulation 57(2)) such other date as may be determined by the Directors,</p> <p style="margin-left: 40px;">in proportion to their then holdings of shares; and/or</p> <p style="margin-left: 40px;">(b) capitalise any sum standing to the credit of any of the Company's reserve accounts or other undistributable reserve or any sum standing to the credit of profit and loss account by appropriating such sum to the persons registered as holders of shares in the Register of Members</p> | Power to capitalise profits |
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or (as the case may be) in the Depository Register or the Record of Depositors (for so long as the securities of the Company are listed on Bursa Securities), as the case may be at the close of business on:-

- (i) the date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided); or
- (ii) (in the case of an Ordinary Resolution passed pursuant to regulation 57(2)) such other date as may be determined by the Directors,

in proportion to their then holdings of shares and applying such sum on their behalf in paying up in full new shares (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, new shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid up to and amongst them as bonus shares in the proportion aforesaid.

- (2) The Directors may do all acts and things considered necessary or expedient to give effect to any such bonus issue or capitalisation under regulation 157(1), with full power to the Directors to make such provisions as they think fit for any fractional entitlements which would arise on the basis aforesaid (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all the Members interested into an agreement with the Company providing for any such bonus issue or capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.
- (3) In addition and without prejudice to the powers provided for by regulations 157(1) and 157(2), 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:-
 - (a) be held by or for the benefit of participants of any share incentive or option scheme or plan implemented by the Company and approved by shareholders in General Meeting and on such terms as the Directors shall think fit; or

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- (b) be held by or for the benefit of non-executive Directors as part of their remuneration under regulation 96 and/or regulation 97(2) 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.

NOTICES

158. (1) Any notice or document (including a share certificate) may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter or wrapper addressed to such Member at his registered address entered in the Register of Members or (as the case may be) the Depository Register or the Record of Depositors, or (if he has no registered address within Singapore or Malaysia) to the address, if any, within Singapore or Malaysia (as the case may be) supplied by him to the Company or (as the case may be) supplied by him to the Depository or the Bursa Depository as his address for the service of notices, or by delivering it to such address as aforesaid. Service of notices of
- (2) Without prejudice to the provisions of regulation 158(1), but subject otherwise to the Act and any regulations made thereunder relating to electronic communications, any notice or document (including, without limitation, any accounts, balance-sheet, financial statements or report) which is required or permitted to be given, sent or served under the Act or under this Constitution by the Company, or by the Directors, to a Member may be given, sent or served using electronic communications:-
- (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 this Constitution, the Act and/or any other applicable regulations or procedures, provided always that any such electronic communication shall only be used after the listing rules of the Designated Stock Exchange have been amended to allow the transmission of the relevant documents electronically.
- (3) For the purposes of regulation 158(2), 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.

APPENDIX A – PROPOSED AMENDED CONSTITUTION

- (4) Notwithstanding regulation 158(3), 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.
159. All notices with respect to any shares to which persons are jointly entitled shall be given to whichever of such persons is named first on the Register of Members or (as the case may be) the Depository Register or the Record of Depositors, and notice so given shall be sufficient notice to all the holders of such shares. Service of notices in respect of joint holders
160. A Member who (having no registered address within Singapore or Malaysia) has not supplied to the Company or (as the case may be) the Depository or the Bursa Depository an address within Singapore or Malaysia for the service of notices or documents shall not be entitled to receive any notice or document from the Company. Service of notices on Members abroad
161. A person entitled to a share in consequence of the death or bankruptcy of a Member or otherwise upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also to the Company or (as the case may be) the Depository or the Bursa Depository an address within Singapore and Malaysia for the service of notices, shall be entitled to have served upon him at such address any notice or document to which the Member but for his death or bankruptcy or otherwise would be entitled and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid any notice or document delivered or sent by post to or left at the address of any Member or given, sent or served by electronic communications in pursuance of this Constitution shall (notwithstanding that such Member be then dead or bankrupt or otherwise not entitled to such share and whether or not the Company have notice of the same) be deemed to have been duly served in respect of any share registered in the name of such Member in the Register of Members or, where such member is a Depositor, entered against his name in the Depository Register or the Record of Depositors (for so long as the securities of the Company are listed on Bursa Securities), as the case may be as sole or first-named joint holder. Service of notices after death etc. on a Member
162. (1) Any notice or other document if sent by post and whether by airmail or not shall be deemed to have been served at the time the envelope or wrapper containing the same is posted, and in proving such service by post it shall be sufficient to prove that the letter or wrapper containing the same was properly addressed and put into the post office as a prepaid letter or wrapper. When notices deemed served

APPENDIX A – PROPOSED AMENDED CONSTITUTION

- (2) Where a notice or document is given, sent or served by electronic communications:-
- (a) to the current address of a person pursuant to regulation 158(2)(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 regulation 158(2)(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.
163. When a given number of days' notice or notice extending over any other period is required to be given the day of service shall, unless it is otherwise provided or required by this Constitution or by the Act, be not counted in such number of days or period. Day of service not counted

WINDING UP

164. If the Company shall be wound up the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the Members in specie or kind the whole or any part of the assets of the Company (including any shares in any other company received by the liquidator as consideration for the sale of the whole or part of the Company's assets and whether they shall consist of property of the same kind or not) and any such division may be otherwise than in accordance with the existing rights of the Members and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no Member shall be compelled to accept any shares or other securities whereon there is any liability. This regulation is without prejudice to the rights of persons whose shares are issued on special terms. If any division is resolved on otherwise than in accordance with the existing rights of the Members, the Members shall have the same right of dissent and consequential rights as if such resolution were a Special Resolution passed pursuant to Section 306 of the Act. Winding up

APPENDIX A – PROPOSED AMENDED CONSTITUTION

INDEMNITY

165. Subject to the provisions of and so far as may be permitted by the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred or to be incurred by him in the execution and discharge of his duties or in relation thereto. 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 for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or left or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own negligence, wilful default, breach of duty or breach of trust.
- Indemnity of Directors and officers

SECRECY

166. No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trade or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the Members to communicate to the public save as may be authorised by law or required by the listing rules of any stock exchange upon which the shares of the Company may be listed.
- Secrecy

PERSONAL DATA

167. (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:-
- 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);
 - (c) investor relations communications by the Company (or its agents or service providers);

APPENDIX A – PROPOSED AMENDED CONSTITUTION

- (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.
- (2) 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 regulations 167(1)(f) and 167(1)(h).

COMPLIANCE WITH THE LAWS AND REGULATIONS

168. Notwithstanding this Constitution, the Company shall always comply with all requirements and relevant regulations of the Designated Stock Exchange and where applicable the Foreign Stock Exchange (for so long as the securities of the Company are listed on the Foreign Stock Exchange), governing the Company.

If any of the regulations in this Constitution is inconsistent with or in breach of any of the provisions of the requirements and relevant regulations of the Designated Stock Exchange and where applicable the Foreign Stock Exchange (for so long as the securities of the Company are listed on the Foreign Stock Exchange), other than any replaceable regulation which has

APPENDIX A – PROPOSED AMENDED CONSTITUTION

been modified, replaced or excluded by the provisions in this Constitution, then – (a) that regulation shall be read down to the extent necessary to comply with the provisions of such requirements and relevant regulations of the Designated Stock Exchange and where applicable the Foreign Stock Exchange; and (b) that regulation or those portions thereof which are inconsistent with or in breach of any provision of such requirements and relevant regulations of the Designated Stock Exchange and where applicable the Foreign Stock Exchange shall be struck out and deemed not to form part of this Constitution.

APPENDIX A – PROPOSED AMENDED CONSTITUTION

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Constitution and respectively agree to take the number of shares in the capital of the Company set opposite our respective names:-

NAME, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
LEE TIAM NAM 8 Alexandra View #43-08 Singapore 158747 S1513945E Singapore Citizen	Seven (7) Ordinary Shares
TAY CHOON KIAT VINCENT Blk 67 Marine Drive #05-222 Singapore 440067 S7423128D Singapore Citizen	Three (3) Ordinary Shares
Total number of shares taken:	Ten (10) Ordinary Shares

Dated this 14 September 2012

APPENDIX B – PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

THE CONSTITUTION

THE COMPANIES ACT ~~(CHAPTER 50)~~1967 OF SINGAPORE

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

GRAND VENTURE TECHNOLOGY LIMITED

(Adopted by Special Resolution on [●] 2025)

INTERPRETATION

1. In this Constitution, if not inconsistent with the subject or context, the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof:-
- Interpretation

WORDS

MEANINGS

“The Act”

The Companies Act ~~(Chapter 50)~~1967 of Singapore 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 as so modified, amended or re-enacted or contained in any such subsequent Companies Act or other act concerning companies and affecting the Company.

“Bursa Depository”

Bursa Malaysia Depository Sdn Bhd (Malaysia Company Registration No. 198701006854 (165570-W)) and/or its nominee and its successors-in-title, as the case may be.

“Bursa Securities”

Bursa Malaysia Securities Berhad (Malaysia Company Registration No. 200301033577 (635998-W)) and its successors-in-title.

“Central Depositories Act”

The Securities Industry (Central Depositories) Act 1991 of Malaysia and shall include any statutory

APPENDIX B – PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

	<u>modification, amendments and re-enactment thereof for the time being in force.</u>
“Chairman”	The chairman of the Directors or the chairman of the General Meeting as the case may be.
“The Company”	The abovenamed Company by whatever name from time to time called.
“This Constitution”	This Constitution or other regulations of the Company for the time being in force.
<u>“Deposited Security”</u> or <u>“Deposited Securities”</u>	<u>The security or securities standing to the credit of a securities account and includes securities in a securities account that is in suspense subject to the provisions of the Central Depositories Act.</u>
<u>“Depository”</u>	<u>The Central Depository (Pte) Limited or any other corporation approved by the Monetary Authority of Singapore as a depository company or corporation for the purposes of the Securities and Futures Act 2001 of Singapore, which operates the Central Depository System under Singapore law for the holding and transfer of book-entry securities.</u>
<u>“Designated Stock Exchange”</u>	<u>The Singapore Exchange Securities Trading Limited, for so long as the Company is admitted to the official list of that exchange or such other stock exchange which is an appointed stock exchange for the purposes of the Act in respect of which the securities 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.</u>
“Director”	Includes any person acting as a Director of the Company and includes any person duly appointed and acting for the time being as an alternate Director.
“Directors”	The Directors for the time being of the Company or such number of them as have authority to act for the Company.
“dividend”	Includes bonus.
<u>“Exempt Authorised Nominee”</u>	<u>An authorised nominee defined under the Central Depositories Act who is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act.</u>

APPENDIX B – PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

<u>“Foreign Stock Exchange”</u>	<u>Bursa Securities (for so long as the securities of the Company are listed on Bursa Securities) and/or such other foreign stock exchange on which the securities of the Company are listed or approved to be listed.</u>
<u>“General Meeting”</u>	A general meeting of the Company.
<u>“Listing Requirements”</u>	<u>Main Market Listing Requirements of Bursa Securities, including any amendments that may be made from time to time.</u>
<u>“market day”</u>	A day on which the Singapore Exchange Securities Trading Limited <u>and/or Bursa Securities</u> is open for trading in securities, <u>as the case may be.</u>
<u>“MCA”</u>	<u>The Companies Act 2016 of Malaysia, as amended, substituted or re-enacted from time to time.</u>
<u>“Member”, “shareholder” or “holder of any share”</u>	<u>A Member of the Company, save that references in this Constitution to “Member” shall, where the Act requires, exclude the registered shareholder on the Register of Members for the time being of the Company, or, if the registered shareholder is the Depository, a Depositor named in the Depository Register as defined under the Securities and Futures Act 2001, or, if the registered shareholder is the Bursa Depository, the Record of Depositors as defined under the Central Depositories Act (as the case may be) (for such period as shares are entered in the Depositor’s securities account) excluding the Company where it is a Member member by reason of its holding of its shares as treasury shares.</u>
<u>“month”</u>	Calendar month.
<u>“Office”</u>	The registered office of the Company for the time being.
<u>“Omnibus Account”</u>	<u>A securities account in which ordinary shares of the Company are held in the Company for multiple beneficial owners in one securities account and includes a securities account maintained by an Exempt Authorised Nominee on behalf of Bursa Depository.</u>
<u>“paid-up”</u>	Includes credited as paid-up.

APPENDIX B – PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

“**registered address**” or “**address**” In relation to any Member, his physical address for the service or delivery of notices or documents personally or by post, except where otherwise expressly provided in this Constitution.

“**Register of Members**” The register of registered shareholders of the Company to be kept pursuant to the Act, and unless otherwise expressed to the contrary, includes the Depository Register and the Record of Depositors.

“**Rules**” The Rules of the Bursa Depository and any modification or amendment thereto for the time being in force.

“**Seal**” The Common Seal of the Company or in appropriate cases the Official Seal or duplicate Common Seal.

“**Secretary**” The Secretary or Secretaries appointed under this Constitution and shall include any person entitled to perform the duties of the Secretary temporarily.

“**Writing**” and “**Written**” 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 Act) 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.

“**year**” Calendar year.

The expressions “**Depositor**”, “~~**Depository**~~”, “**Depository Agent**” and, “**Depository Register**”, “**Record of Depositors**” and “**securities account**” shall have the meanings ascribed to them respectively in the Securities and Futures Act (~~Chapter 289~~)2001 of Singapore or the Central Depositories Act (for so long as the securities of the Company are listed on Bursa Securities), as the case may be.

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

References in this Constitution to "holder(s)" of shares or a class of shares shall:-

APPENDIX B – PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

- (a) exclude the Depository, the Bursa Depository (for so long as the securities of the Company are listed on Bursa Securities) or ~~its~~their respective nominees (as the case may be) except where otherwise expressly provided in this Constitution or where the term "registered holders" or "registered holder" is used in this Constitution;
- (b) where the context so requires, be deemed to include references to Depositors whose names are entered in the Depository Register or the Record of Depositors (for so long as the securities of the Company are listed on Bursa Securities), as the case may be, in respect of those shares; and
- (c) except where otherwise expressly provided in this Constitution, exclude the Company in relation to shares held by it as treasury shares,

and "holding" and "held" shall be construed accordingly.

Words denoting the singular number only shall include the plural and vice versa.

Words denoting the masculine gender only shall include the feminine gender.

Words denoting persons shall include corporations.

Save as aforesaid, any words or expressions used in the Act and the Interpretation Act (~~Chapter 1~~)1965 of Singapore shall, if not inconsistent with the subject or context, bear the same meanings in this Constitution.

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

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

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

NAME

2. The name of the Company is "GRAND VENTURE TECHNOLOGY Name LIMITED" .

REGISTERED OFFICE

APPENDIX B – PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

3. The Office of the Company will be situated in the Republic of Singapore. Office
The Company, being a foreign company in Malaysia, also has an Office
within Malaysia.

BUSINESS

4. Subject to the provisions of the Act, any other written law, or this Business
Constitution, any branch or kind of business is expressly or by implication
authorised to be undertaken by the Company and may be undertaken by
the Directors at such time or times as they shall think fit, and further may
be suffered by them to be in abeyance, whether such branch or kind of
business may have been actually commenced or not, so long as the
Directors may deem it expedient not to commence or proceed with such
branch or kind of business.

LIABILITY OF MEMBERS

5. The liability of the Members is limited. Liability of
Members

SHARES

6. The Company may, subject to and in accordance with the Act, purchase Power to
or otherwise acquire its issued shares on such terms and in such manner repurchase
as the Company may from time to time think fit. If required by the Act, any shares
share which is so purchased or acquired by the Company shall, unless
held in treasury in accordance with the Act, be deemed to be cancelled
immediately on purchase or acquisition by the Company. On the
cancellation of any share as aforesaid, the rights and privileges attached
to that share shall expire. In any other instance, the Company may hold
or deal with any such share which is so purchased or acquired by it in
such manner as may be permitted by, and in accordance with, the Act.
7. Subject to the Act and this Constitution, no shares may be issued by the Issue of shares
Directors without the prior approval of the Company in General Meeting
but subject thereto and to regulation 53~~57~~57, and to any special rights
attached to any shares for the time being issued, the Directors may allot
and issue shares or grant options over or otherwise dispose of the same
to such persons on such terms and conditions and for such consideration
(if any) and at such time and subject or not to the payment of any part of
the amount (if any) thereof in cash as the Directors may think fit, and any
shares may be issued with such preferential, deferred, qualified or special
rights, privileges or conditions as the Directors may think fit, and
preference shares may be issued which are or at the option of the
Company are liable to be redeemed, the terms and manner of redemption
being determined by the Directors provided always that:-
- (a) (subject to any direction to the contrary that may be given by the
Company in General Meeting) any issue of shares for cash to
Members holding shares of any class shall be offered to such
Members in proportion as nearly as may be to the number of

APPENDIX B – PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

- shares of such class then held by them and the provisions of the second sentence of regulation ~~5357~~(1) with such adaptations as are necessary shall apply; and
- (b) any other issue of shares, the aggregate of which would exceed the limits referred to in regulation ~~5357~~(2), shall be subject to the approval of the Company in General Meeting.
8. (1) The rights attaching to shares of a class other than ordinary shares shall be expressed in this Constitution. Issue of shares for which no consideration is payable to the Company and preference shares
- (2) The Company may issue shares for which no consideration is payable to the Company.
- (3) Preference shares may be issued subject to such limitation thereof as may be prescribed by any stock exchange upon which the shares of the Company may be listed. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving of notices, reports and balance sheets and attending General Meetings, and preference shareholders shall also have the right to vote at any General Meeting convened for the purpose of reducing the capital or winding-up or sanctioning a sale of the undertaking of the Company or where the proposal to be submitted to the General Meeting directly affects their rights and privileges or when the dividend on the preference shares is more than six months in arrears. In the event of preference shares being issued, the total number of issued preference shares shall not at any time exceed the total number of issued ordinary shares.
- (4) The Company has power to issue further preference capital ranking equally with, or in priority to, preference shares already issued.
9. The Company shall not exercise any right in respect of treasury shares other than as provided by the Act. Subject thereto, the Company may hold or deal with its treasury shares in the manner authorised by, or prescribed pursuant to, the Act. Treasury Shares
10. If, at any time the share capital is divided into different classes, subject to the provisions of the Act, preference capital, other than redeemable preference capital, or any alteration of preference shareholders' rights, may be repaid and the special rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied or abrogated with the sanction of a Special Resolution passed at a separate General Meeting of the holders of shares of the class and to every such Special Resolution the provisions of the Act shall with such adaptations as are necessary apply. To every such separate General Meeting the provisions of this Constitution relating to General Meetings shall mutatis mutandis apply; but so that the necessary quorum shall be two persons at least Variation of rights

APPENDIX B – PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

holding or representing by proxy at least one-third of the issued shares of the class and any holder of shares of the class present in person or by proxy may demand a poll. Provided always that where the necessary majority for such a Special Resolution is not obtained at such General Meeting, consent in writing if obtained from the holders of three-fourths of the issued shares of the class concerned within two months of the General Meeting shall be as valid and effectual as a Special Resolution carried at the General Meeting.

- | | | |
|-----|---|---|
| 11. | The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class or by this Constitution as is in force at the time of such issue, be deemed to be varied by the issue of further shares ranking equally therewith. | Issue of further shares with special rights |
| 12. | The Company may pay commission or brokerage on any issue of shares at such rate or amount and in such manner as the Directors may deem fit. Such commission or brokerage may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. | Power to pay commission and brokerage |
| 13. | If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a long period, the Company may, subject to the conditions and restrictions mentioned in the Act, pay interest on so much of the share capital (except treasury shares) as is for the time being paid up and may charge the same to capital as part of the cost of the construction or provision. | Power to charge interest on capital |
| 14. | Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by this Constitution or by law otherwise provided) any other rights in respect of any share, except an absolute right to the entirety thereof in the person (other than the Depository or its nominee (as the case may be)) entered in the Register of Members as the registered holder thereof or (as the case may be) the person whose name is entered in the Depository Register <u>or the Record of Depositors (for so long as the securities of the Company are listed on Bursa Securities), as the case may be</u> in respect of that share. | Exclusion of equities |
| 15. | Except as herein provided no person shall exercise any rights or privileges of a Member until he is registered in the Register of Members, or (as the case may be), the Depository Register <u>or the Record of Depositors (for so long as the securities of the Company are listed on Bursa Securities), as the case may be</u> as a Member and shall have paid all calls and other moneys due for the time being on every share held by him. | Exercise of Member's rights |

APPENDIX B – PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

16. When two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint tenants with benefit of survivorship subject to the provisions following:- Joint holders
- (a) The Company shall not be bound to register more than three persons as the holders of any share except in the case of executors or administrators (or trustees) of the estate of a deceased Member.
 - (b) For the purposes of a quorum joint-holders of any share shall be treated as one Member.
 - (c) Only one certificate shall be issued in respect of any share.
 - (d) Only the person whose name stands first in the Register of Members as one of the joint-holders of any share shall be entitled to delivery of the certificate relating to such share or to receive notices from the Company. Any notice served on any one of the joint-holders shall be deemed to have been duly served on all of them.
 - (e) The joint-holders of any share shall be liable severally as well as jointly in respect of calls and any other payments which ought to be made in respect of such share.
 - (f) Any one of the joint-holders of any share may give effectual receipts for any dividend, return of capital or other sum of money payable to such joint-holders in respect of such share.
 - (g) On the death of any one of the joint-holders of any share the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such share but the Directors may require such evidence of death as they think necessary to call for.
 - (h) If more than one of such joint-holders are present in person or proxy at any General Meeting only that one of the joint-holders or his attorney or proxy, whose name stands first in the Register of Members ~~or (, the Depository Register or, for so long as the securities of the Company are listed on Bursa Securities, the Record of Depositors, as the case may be) the Depository Register~~ amongst those so present in person or proxy shall be entitled to vote in respect of any of the shares so held.
17. (1) Subject to the Listing Requirements (if applicable), for so long as the securities of the Company are listed on Bursa Securities and the shares of the Company are deposited with the Bursa Depository, all Deposited Securities shall be held in securities accounts established by the Bursa Depository opened in the name of the relevant Depositors (as defined under the Central Shares deposited with Bursa Depository

APPENDIX B – PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

Depositories Act), being the relevant beneficial owner of, or the authorised nominee holding, such Deposited Securities.

- (2) A Depositor whose name appears in the Record of Depositors shall be entitled to all rights (including voting and other rights), benefits, powers and privileges and be subject to all liabilities, duties and obligations in respect of, or arising from, such Deposited Security registered in the Depositor's name (whether conferred or imposed by the MCA, the Constitution of the Company, or otherwise) as if such Depositor is the sole holder of such Deposited Security.
- (3) The share certificate in respect of any Deposited Security shall be issued in the name of, and delivered to, the Bursa Depository, with the Depositor as the beneficial owner or the authorised nominee as described in regulation 17(1), and the Company shall not be bound to issue any certificate therefor to the Depositor. Save as permitted under the Rules, a Depositor shall not be entitled to withdraw any Deposited Security for so long as the securities of the Company are listed on Bursa Securities and the shares of the Company are deposited with the Bursa Depository.
- (4) The Bursa Depository shall not, except in the case of any wilful act, omission, neglect or default on the part of the Bursa Depository, be liable for any loss, damage or liability suffered or incurred by any person in respect of a dealing in any shares of the Company the transfer of which has been refused under the Central Depositories Act. The Bursa Depository shall not incur any civil liability for, on account of, or in respect of anything done, any statement made or omitted to be done or made, in connection with the discharge or performance or purported discharge or performance of any duties under the Central Depositories Act or the Rules or in the exercise or intended exercise of any power under the Central Depositories Act or the Rules, where such act, statement or omission was done in good faith.
- (5) Neither the Company nor any of the Directors shall be liable for any transfer of Deposited Securities effected by the Bursa Depository save in respect of transfer(s) of Deposited Securities effected pursuant to or in accordance with any instructions received by the Bursa Depository from the Company.

SHARE CERTIFICATES

18. Every certificate shall be issued under the Seal 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. No certificate shall be issued representing shares of more than one class. Certificates

APPENDIX B – PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

~~18.~~ 19. Every person whose name is entered as a Member in the Register of Members shall be entitled within ten market days (or such other period as may be approved by any stock exchange upon which the shares of the Company may be listed) of the closing date of any application for shares or, as the case may be, the date of lodgement of a registrable transfer or on a transmission of shares to one certificate for all his shares of any one class or several certificates in reasonable denominations each for a part of the shares so allotted or transferred. If a Member shall require several certificates each for a part of the shares so allotted or transferred or included in the transmission or if a Member transfers part only of the shares comprised in a certificate or requires the Company to cancel any certificate or certificates and issue new certificates for the purpose of subdividing his holding in a different manner the Member shall pay prior to the issue of the certificates or certificate a fee not exceeding \$2 for each such new certificate as the Directors may determine.

Entitlement to certificates

~~19.~~ 20. Subject to the provisions of the Act, if any certificate shall be defaced, worn out, destroyed, lost or stolen, a new certificate may be issued in lieu thereof on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled, purchaser, member firm or member company of any stock exchange upon which the shares of the Company may be listed or on behalf of its or their client or clients as the Directors shall require, and (in case of defacement or wearing out) on delivery up of the old certificate and in any case on payment of such sum not exceeding \$2 as the Directors may from time to time require. In the case of destruction, loss or theft, a shareholder or person entitled to whom such new certificate is given shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss.

New certificates may be issued

TRANSFER OF SHARES

~~20.~~ 21. Subject to the provisions of this Constitution, all transfers of shares shall be effected by written instrument of transfer in the form as approved by any stock exchange upon which the shares of the Company may be listed or in any other form acceptable to the Directors.

Form of transfer of shares

~~24.~~ 22. The instrument of transfer of any share shall be signed by or on behalf of both the transferor and the transferee and be witnessed, provided that an instrument of transfer in respect of which the transferee is the Depository or its nominee (as the case may be) shall be effective although not signed or witnessed by or on behalf of the Depository or its nominee (as the case may be). The transferor shall remain the holder of the share concerned until the name of the transferee is entered in the Register of Members in respect thereof.

Execution of transfer of shares

~~22.~~ 23. No shares shall in any circumstances be transferred to any infant, bankrupt or person who is mentally disordered and incapable of managing himself or his affairs.

Person under disability

APPENDIX B – PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

24. There shall be no restriction on the transfer of fully paid up shares (except as required by law, the listing rules of ~~any stock exchange~~ the Designated Stock Exchange upon which the shares of the Company may be listed or the rules and/or bye-laws governing any stock exchange upon which the shares of the Company may be listed) but the Directors may in their discretion decline to register any transfer of shares upon which the Company has a lien and in the case of shares not fully paid up may refuse to register a transfer to a transferee of whom they do not approve.

~~Directors' power to decline to register~~
Transfer of listed securities for Designated Stock Exchange

25. In addition to the regulation 24 above, for so long as the shares of the Company are listed on Bursa Securities, the Company shall at all times comply with the requirements of the Bursa Securities relating to the transfer of shares and transmission of shares as set out below:

Transfer of listed securities by book entry for Bursa Securities

(1) The transfer of any Deposited Security or class of Deposited Security of the Company, shall be by way of book entry by the Bursa Depository in accordance with the Rules and, notwithstanding and subject always to the MCA, the Company shall be precluded from registering and effecting any transfer of the Deposited Securities other than through the Bursa Depository in accordance with the Rules. Instruments of transfer of any Deposited Security may be in the form of electronic records of the Bursa Depository relating to such transfers.

(2) Where:

(a) for so long as the shares of the Company are listed on the Designated Stock Exchange; and

(b) the Company is exempted from compliance with Section 14 of the Central Depositories Act or Section 29 of the Securities Industry (Central Depositories) (Amendment) (No. 2) Act 1998 of Malaysia, as the case may be, under the Rules in respect of such securities.

the Company shall, upon request of a securities holder, permit a transmission of securities held by such securities holder from the register of holders maintained by the share registrar of the Company in the jurisdiction of the Designated Stock Exchange, to the register of holders maintained by the share registrar of the Company in Malaysia and vice versa provided that there shall be no change in the beneficial ownership of such securities.

(3) The procedures for the transmission of the shares of the Company between the Foreign Stock Exchange and the Designated Stock Exchange shall be determined by the Directors from time to time subject to and in accordance with the relevant rules and regulations of the Designated Stock Exchange and the Foreign Stock Exchange.

APPENDIX B – PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

26. The procedures for the deposition and withdrawal of any securities held under scripless system shall be determined by the Directors from time to time subject to and in accordance with the requirements of the Depository and the Designated Stock Exchange and, for so long as the securities of the Company are listed on Bursa Securities, the requirements of Bursa Securities and the Bursa Depository, where applicable.

Procedures for deposition and withdrawal of deposited securities

27. Where the Company is listed on Bursa Securities and in relation to the Deposited Securities, with the exception of transfers in favour of the Bursa Depository or their nominee company, including Bursa Depository's Exempt Authorised Nominee, as the case may be, (save and except for the transfer of beneficial ownership of any deposited security held through an Omnibus Account) and subject to the provisions of the Central Depositories Act and the Rules for the time being in force, the Directors may in their discretion decline to register any transfer of shares upon which the Company has a lien and in the case of shares not fully paid up may refuse to register a transfer to a transferee of whom they do not approve.

Directors' power to decline to register

28. If the Directors refuse to register a transfer of any share, they shall within
24. ten market days after the date on which the transfer was lodged with the Company, send to the transferor and the transferee notice of refusal as required by the Act.

Notice of refusal

29. The Directors may decline to register any instrument of transfer unless:-
25.

Terms of registration of transfers

(a) such fee not exceeding \$2 as the Directors may from time to time require, is paid to the Company in respect thereof;

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

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

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

All instruments of transfer which are registered may be retained by the Company, but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same except in the case of fraud.

APPENDIX B – PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

30. The registration of transfers may be suspended at such times and for such Suspension of
~~26.~~ period as the Directors may from time to time determine provided always registration
that such registration shall not be suspended for more than thirty days in
any year. The Company shall give prior notice of such closure as may be
required to any stock exchange upon which the shares of the Company
may be listed, stating the period and the purpose or purposes of such
closure.
31. Nothing in this Constitution shall preclude the Directors from recognising Renunciation of
~~27.~~ a renunciation of the allotment of any share by the allottee in favour of allotment
some other person.

TRANSMISSION OF SHARES

32. (1) In the case of the death of a Member whose name is entered in Survivor,
~~28.~~ the Register of Members, the survivor or survivors where the executors or
deceased was a joint-holder, and the executors or administrators administrators
of the deceased where he was a sole or only surviving holder, entitled to
shall be the only persons recognised by the Company as having shares of a
any title to his interest in the shares. deceased
Member
- (2) In the case of the death of a Member who is a Depositor, the
survivor or survivors where the deceased was a joint-holder, and
the executors or administrators of the deceased where he was a
sole or only surviving holder and where such executors or
administrators are entered in the Depository Register or the
Record of Depositors (for so long as the securities of the
Company are listed on Bursa Securities), as the case may be in
respect of any shares of the deceased Member, shall be the only
persons recognised by the Company as having any title to his
interest in the shares.
- (3) Nothing in this regulation shall release the estate of a deceased
holder from any liability in respect of any share solely or jointly
held by him.
33. Any person becoming entitled to the legal title in a share in consequence Transmission of
~~29.~~ of the death or bankruptcy of a Member whose name is entered in the shares
Register of Members, and any guardian of an infant becoming entitled to
the legal title in a share and whose name is entered in the Register of
Members, and any person as properly has the management of the estate
of a Member whose name is entered in the Register of Members and who
is mentally disordered and incapable of managing himself or his affairs
may, upon such evidence being produced as may from time to time
properly be required by the Directors and subject as hereinafter provided,
elect either to be registered himself as holder of the share or transfer the
share to some other person, but the Directors shall, in either case, have
the same right to decline or suspend registration as they would have had
in the case of a transfer of the share by a Member.

APPENDIX B – PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

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| <p><u>34.</u>
30.</p> | <p>If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing in a form approved by the Directors signed by him stating that he so elects. If he shall elect to transfer the share to another person he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the event upon which transmission took place had not occurred and the notice or transfer were a transfer signed by the person from whom the title by transmission is derived.</p> | <p>Requirements regarding transmission of shares</p> |
| <p><u>35.</u>
31.</p> | <p>A person becoming entitled to a share by transmission shall be entitled to receive and give a discharge for the same dividends and be entitled to the other advantages to which he would be entitled if he were the Member in respect of the share, except that he shall not, before being registered as a Member in the Register of Members or before his name shall have been entered in the Depository Register <u>or the Record of Depositors (for so long as the securities of the Company are listed on Bursa Securities), as the case may be</u> in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to General Meetings.</p> | <p>Rights of persons entitled to a share by transmission</p> |
| <p><u>36.</u>
32.</p> | <p>The Directors may at any time give notice requiring any person entitled to a share by transmission to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends, or other moneys payable in respect of the share until the requirements of the notice have been complied with.</p> | <p>Person entitled may be required to register or transfer share</p> |
| <p><u>37.</u>
33.</p> | <p>There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title to any shares, such fee not exceeding \$2 as the Directors may from time to time require or prescribe.</p> | <p>Fee for registration of probate, etc</p> |

CALLS ON SHARES

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| <p><u>38.</u>
34.</p> | <p>The Directors may from time to time make calls upon the Members in respect of any moneys unpaid on their shares and not by the conditions of allotment thereof made payable at fixed times, and each Member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.</p> | <p>Amounts and periods</p> |
| <p><u>39.</u>
35.</p> | <p>A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments.</p> | <p>When made</p> |

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36. <u>40.</u>	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom it is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding eight per cent per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.	Interest on overdue calls
37. <u>41.</u>	Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date shall for the purposes of this Constitution be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.	On allotment
38. <u>42.</u>	The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.	Directors may differentiate between holders
39. <u>43.</u>	The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the moneys uncalled and unpaid upon the shares held by him and such payments in advance of calls shall extinguish, so far as the same shall extend, the liability upon the shares in respect of which it is made, and upon the moneys so received or so much thereof as from time to time exceed the amount of the call then made upon the shares concerned, the Company may pay interest at such rate not exceeding eight per cent per annum as the Member paying such sum and the Directors agree upon. Capital paid on shares in advance of calls shall not whilst carrying interest confer a right to participate in profits.	Payment in advance of calls
40. <u>44.</u>	The Directors may apply all dividends which may be declared in respect of any shares in payment of any calls made or instalments payable and which may remain unpaid in respect of the same shares.	Lien on dividends to pay call

LIEN AND FORFEITURE

41. <u>45.</u>	The Company shall have a first and paramount lien and charge on every share (not being a fully paid share) registered in the name of each Member (whether solely or jointly with others) and on the dividends declared or payable in respect thereof. Such lien shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amount as the Company may be called upon by law to pay in respect of the shares of the Member or deceased Member.	Company's lien
42. <u>46.</u>	For the purpose of enforcing such lien the Directors may sell all or any of the shares subject thereto in such manner as they think fit but no sale shall be made until such time as the moneys owing to the Company are presently payable and until a notice in writing stating the amount due and demanding payment and giving notice of intention to sell in default shall	Notice to pay the amount due, and sale on non- compliance therewith

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have been served in such manner as the Directors shall think fit on such Member or the person (if any) entitled to effect a transmission of the shares and who shall have produced to the Company satisfactory evidence of such capacity and default in payment shall have been made by him or them for fourteen days after such notice. Provided always that if a Member shall have died or become mentally disordered and incapable of managing himself or his affairs or bankrupt and no person shall have given to the Company satisfactory proof of his right to effect a transmission of the shares held by such Member the Directors may exercise such power of sale without serving any such notice.

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| <p>47.
43.</p> | <p>Upon any sale being made by the Directors of any shares to satisfy the lien of the Company thereon the proceeds shall be applied first in the payment of the costs of such sale, next in satisfaction of the debt, obligation, engagement or liability of the Member to the Company and the residue (if any) shall be paid to the Member whose shares have been forfeited or as he shall direct or to his executors, administrators or assigns.</p> | <p>Application of
sale proceeds</p> |
| <p>48.
44.</p> | <p>A statutory declaration in writing that the declarant is a Director and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts stated therein as against all persons claiming to be entitled to the share, and such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together (where the same be required) with the share certificate delivered to a purchaser (or where the purchaser is a Depositor, to the Depository, <u>the Bursa Depository</u> or its nominee (as the case may be)) or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute good title to the share and the share shall be registered in the name of the person to whom the share is sold, re-allotted or disposed of or, where such person is a Depositor, the Company shall procure that his name be entered in the Depository Register <u>or the Record of Depositors (for so long as the securities of the Company are listed on Bursa Securities), as the case may be</u> in respect of the share so sold, re-allotted or disposed of. Such person shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings relating to the forfeiture, surrender, sale, re-allotment or disposal of the share.</p> | <p>Title to shares
forfeited or
surrendered or
sold to satisfy a
lien</p> |
| <p>49.
45.</p> | <p>In the event of a forfeiture of shares or a sale of shares to satisfy the Company's lien thereon the Member or other person who prior to such forfeiture or sale was entitled thereto shall be bound to deliver and shall forthwith deliver to the Company the certificate or certificates held by him for the shares so forfeited or sold.</p> | <p>Certificate of
shares to be
delivered to the
Company</p> |
| <p>50.
46.</p> | <p>If a Member fails to pay any call or any part thereof on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid,</p> | <p>If call or
instalment not
paid, notice may
be given</p> |

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together with any interest which may have accrued and any expenses incurred by the Company by reason of such non-payment.

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| <p>47. <u>51.</u></p> | <p>The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.</p> | <p>Form of notice</p> |
| <p>48. <u>52.</u></p> | <p>If the requirements of such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter before all payments required by the notice have been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before the forfeiture. The Directors may accept a surrender of any share liable to be forfeited hereunder.</p> | <p>If notice not complied with shares may be forfeited</p> |
| <p>49. <u>53.</u></p> | <p>A share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit. To give effect to any such sale, the Directors may, if necessary, authorise some person to transfer or effect the transfer of a forfeited or surrendered share to any such person as aforesaid.</p> | <p>Sale of shares forfeited</p> |
| <p>50. <u>54.</u></p> | <p>A Member whose shares have been forfeited or surrendered shall cease to be a Member in respect of the shares, but shall notwithstanding the forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were payable by him to the Company in respect of the shares with interest thereon at eight per cent per annum (or such lower rate as the Directors may approve) from the date of forfeiture or surrender until payment, but such liability shall cease if and when the Company receives payment in full of all such money in respect of the shares and the Directors may waive payment of such interest either wholly or in part.</p> | <p>Rights and liabilities of Members whose shares have been forfeited or surrendered</p> |
| <p>51. <u>55.</u></p> | <p>The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time as if the same had been payable by virtue of a call duly made and notified.</p> | <p>Forfeiture applies to non-payment of call due at fixed time</p> |

ALTERATION OF CAPITAL

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| <p>52. <u>56.</u></p> | <p>Without prejudice to any special rights previously conferred on the holders of any shares or class of shares for the time being issued, any share in the Company may be issued with such preferred, deferred or other special, limited or conditional rights, or subject to such restrictions,</p> | <p>Rights and privileges of new shares</p> |
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whether as regards dividend, return of capital, voting or otherwise, or which do not confer voting rights, as the Company may from time to time by Ordinary Resolution or, if required by the Act, by Special Resolution determine (or, in the absence of any such determination, but subject to the Act, as the Directors may determine) and subject to the provisions of the Act, the Company may issue preference shares which are, or at the option of the Company are, liable to be redeemed.

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| <p><u>57.</u>
<u>53.</u></p> | <p>(1)</p> | <p>Subject to any direction to the contrary that may be given by the Company in General Meeting or except as permitted under the listing rules of the Singapore<u>Singapore Designated Stock</u> Exchange Securities Trading Limited, all new shares shall before issue be offered to such persons who as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion as far as the circumstances admit, to the number of the existing shares to which they are entitled. In offering such new shares in the first instance to all the then holders of any class of shares the offer shall be made by notice specifying the number of shares offered and limiting the time within which the offer if not accepted will be deemed to be declined and after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company and the Directors may as they think most beneficial to the Company dispose of any such new shares which by reason of the proportion borne by them to the shares held by holders entitled to any such offer or by reason of any other difficulty in apportioning the same cannot, in the opinion of the Directors, be conveniently offered under this regulation.</p> | <p>Issue of new
shares to
Members</p> |
| | <p>(2)</p> | <p>Notwithstanding regulation 53<u>57</u>(1) but subject to regulation 8(3), the Company may by Ordinary Resolution in General Meeting give to the Directors a general authority, either unconditionally or subject to such conditions as may be specified in the Ordinary Resolution, to:-</p> | |
| | <p>(a)</p> | <p>issue shares of the Company ("shares") whether by way of rights, bonus or otherwise and/or make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares; and</p> | |
| | <p>(b)</p> | <p>(notwithstanding the authority conferred by the Ordinary Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the Ordinary Resolution was in force, provided that:-</p> | |

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- (i) the aggregate number of shares to be issued pursuant to the Ordinary Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to the Ordinary Resolution) shall be subject to such limits and manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited;
- (ii) in exercising the authority conferred by the Ordinary Resolution, the Company shall comply with the provisions of the listing rules of the ~~Singapore~~Designated ~~Stock~~ Stock Exchange ~~Securities Trading Limited~~ for the time being in force (unless such compliance is waived by the ~~Singapore~~Designated ~~Stock~~ Stock Exchange ~~Securities Trading Limited~~) and this Constitution; and
- (iii) (unless revoked or varied by the Company in General Meeting) the authority conferred by the Ordinary Resolution shall not continue in force beyond the conclusion of the Annual General Meeting next following the passing of the Ordinary Resolution, or the date by which such Annual General Meeting is required by law to be held, or the expiration of such other period as may be prescribed by the Act (whichever is the earliest).

~~58.~~
~~54.~~ Except so far as otherwise provided by the conditions of issue or by this Constitution, all new shares shall be subject to the provisions of the Act and this Constitution with reference to allotments, payment of calls, lien, transfer, transmission, forfeiture and otherwise.

~~59.~~
~~55.~~ (1) The Company may by Ordinary Resolution:-

- (a) consolidate and divide all or any of its shares;
- (b) subdivide its shares or any of them (subject nevertheless to the provisions of the Act and this Constitution) provided always that in such subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and

New shares otherwise subject to provisions of the Act and this Constitution
Power to consolidate, subdivide, redenominate and convert shares

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(c) subject to the provisions of this Constitution and the Act, convert its share capital or any class of shares from one currency to another currency.

(2) The Company may by Special Resolution, subject to and in accordance with the Act and other applicable laws, convert one class of shares into another class of shares, provided always that a multiple vote share structure shall not be adopted unless the listing rules of the Singapore Designated Stock Exchange Securities Trading Limited have been amended to allow the same.

<u>60.</u> 56.	The Company may by Special Resolution reduce its share capital, or any other undistributable reserve in any manner and subject to any incident authorised and consent required by law. Without prejudice to the generality of the foregoing, upon cancellation of any share purchased or otherwise acquired by the Company pursuant to this Constitution and the Act, the number of issued shares of the Company shall be diminished by the number of the shares so cancelled, and, where any such cancelled share was purchased or acquired out of the capital of the Company, the amount of share capital of the Company shall be reduced accordingly.	Power to reduce capital
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CONVERSION OF SHARES INTO STOCK

<u>61.</u> 57.	The Company may by Ordinary Resolution convert any paid-up shares into stock, and may from time to time by like resolution re-convert any stock into paid-up shares of any denomination.	Conversion of shares into stock and re-conversion
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<u>62.</u> 58.	The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; but the Directors may from time to time fix the minimum number of stock units transferable and restrict or forbid the transfer of fractions of that minimum.	Transfer of stock
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<u>63.</u> 59.	The holders of stock shall, according to the number of stock units held by them, have the same rights, privileges and advantages as regards dividend, return of capital, voting and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except as regards dividend and return of capital and the assets on winding up) shall be conferred by any such number of stock units which would not if existing in shares have conferred that privilege or advantage; and no such conversion shall affect or prejudice any preference or other special privileges attached to the shares so converted.	Rights of stockholders
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<u>64.</u> 60.	The provisions of this Constitution which are applicable to paid-up shares shall, so far as circumstances will admit, apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".	Shares/stock
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GENERAL MEETINGS

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- ~~65.~~ (1) Save as otherwise permitted under the Act, an Annual General Meeting shall be held once in every year, at such time (within a period of not more than 15 months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors. Annual General Meeting
- ~~64.~~
- (2) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- ~~66.~~ The Directors may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened by such requisition or, in default, may be convened by such requisitionists, in accordance with the provisions of the Act. If at any time there are not within Singapore sufficient Directors capable of acting to form a quorum at a meeting of Directors, any Director may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors. Calling Extraordinary General Meetings
- ~~62.~~
- 66A Subject always to the Act, applicable laws and listing rules of the Designated Stock Exchange (including but not limited to those in respect of Members participating in General Meetings using electronic means), all General Meetings (including Extraordinary General Meetings) shall be held: Meetings via electronic means
- (a) at a physical place; or
- (b) at a physical place and using technology that allows a person to participate in a meeting without being physically present at the place of meeting. Members may participate at a General Meeting by electronic means, including but not limited to electronic communication, video conferencing, tele-conferencing or such other electronic means whereby all persons participating in the meeting are able to hear and, if applicable, see each other and such participation shall constitute presence in person at such meeting and Members (or their proxy or, in the case of a corporation, their respective corporate representatives) so participating shall be counted in the quorum for the meeting. Unless otherwise is determined by the Board, the “place” of such meeting (when it is convened, held and/or conducted by electronic means) shall be deemed to be the Company’s place of business in Singapore.

NOTICE OF GENERAL MEETINGS

- ~~67.~~ (1) Any General Meeting at which it is proposed to pass a Special Resolution or (save as provided by the Act) a resolution of which special notice has been given to the Company shall be called by at least twenty-one days’ notice in writing and any Annual General Meeting and any other Extraordinary General Meeting by at least fourteen days’ notice in writing. The period of notice shall in each case be exclusive of the day on which it is served or deemed to be served and of the day on which the General Meeting is to be held and shall be given in the manner hereinafter mentioned to such Notice of General Meetings
- ~~63.~~

APPENDIX B – PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

persons as are under the provisions herein contained and, the Act, entitled to receive such notices from the Company; 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 if it is so agreed:-

- (a) in the case of an Annual General Meeting by all the Members entitled to attend and vote thereat; and
- (b) in the case of an Extraordinary General Meeting by a majority in number of the Members having a right to attend and vote thereat, being a majority together holding not less than 95 per cent of the total voting rights of all the Members having a right to vote at that meeting.

Provided also that the accidental omission to give notice to, or the non-receipt by any person entitled thereto, shall not invalidate the proceedings at any General Meeting.

At least fourteen days' notice of any General Meeting shall be given by advertisement in the daily press and in writing to any stock exchange upon which the shares of the Company may be listed.

(2) Notice of every General Meeting shall be given to:-

- (a) every Member;
- (b) every person entitled to a share in consequence of the death or bankruptcy or otherwise of a Member who but for the same would be entitled to receive notice of the General Meeting; and
- (c) the Auditor for the time being of the Company.

68. For so long as the securities of the Company are listed on Bursa Securities and the shares of the Company are deposited with the Bursa Depository, in accordance with the Rules, the Company shall inform the Bursa Depository of the dates of General Meetings of the Company and the Company shall request the Bursa Depository to issue a Record of Depositors to whom notices of general meetings shall be given by the Company. In addition, in respect of each general meeting, the Company shall request the Bursa Depository in accordance with the Rules, to issue a Record of Depositors as at the latest date which is reasonably practicable which shall in any event be not less than three (3) market days before that general meeting (“General Meeting Record of Depositors”). For holders of shares deposited with the Bursa Depository and subject to the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 of Malaysia as amended from time to time, a Depositor shall not be entitled to attend any general meeting and to speak and vote Notice to the Foreign Stock Exchange

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thereat unless his name appears in the relevant General Meeting Record of Depositors.

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| <p><u>69.</u>
64.</p> | <p>(1) Every notice calling a General Meeting shall specify the place and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of him and that a proxy need not be a Member.</p> <p>(2) In the case of an Annual General Meeting, the notice shall also specify the meeting as such.</p> <p>(3) In the case of any General Meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of the business; and if any resolution is to be proposed as a Special Resolution or as requiring special notice, the notice shall contain a statement to that effect.</p> | <p>Contents of notice</p> |
| <p><u>70.</u>
65.</p> | <p>Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-</p> <p>(a) declaring dividends;</p> <p>(b) considering and adopting the financial statements, the Directors' statement, the Auditor's report and other documents required to be attached to the financial statements;</p> <p>(c) appointing or re-appointing the Auditor and fixing the remuneration of the Auditor or determining the manner in which such remuneration is to be fixed; and</p> <p>(d) appointing or re-appointing Directors in place of those retiring by rotation or otherwise and fixing the remuneration of the Directors.</p> | <p>Routine business</p> |
| <p><u>71.</u>
66.</p> | <p>Any notice of a General Meeting to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.</p> | <p>Special business</p> |

PROCEEDINGS AT GENERAL MEETINGS

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| <p><u>72.</u>
67.</p> | <p>No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Save as herein otherwise provided, five Members present in person or by proxy shall form a quorum.</p> | <p>Quorum</p> |
| <p><u>73.</u>
68.</p> | <p>If within half an hour from the time appointed for the 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</p> | <p>Adjournment if quorum not present</p> |

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the same day in the next week (or if that day is a public holiday then to the next business day following that public holiday) at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the Members present in person or by proxy shall be deemed to be a quorum.

74.
~~69.~~ The Chairman, if any, of the Directors shall preside as Chairman at every General Meeting. If there be no such Chairman or if at any General Meeting he be not present within fifteen minutes after the time appointed for holding the meeting or be unwilling to act, the Members present shall choose some Director to be Chairman of the meeting or, if no Director be present or if all the Directors present decline to take the chair, one of their number present to be Chairman. Chairman
75.
~~70.~~ The Chairman may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time (or sine die) and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. Where a General Meeting is adjourned sine die, the time and place for the adjourned meeting shall be fixed by the Directors. When a General Meeting is adjourned for thirty days or more or sine die, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned General Meeting. Adjournment
76.
~~74.~~ (1) If required by the listing rules of any stock exchange upon which the shares of the Company may be listed, all resolutions at General Meetings shall be voted by poll (unless such requirement is waived by such stock exchange). Mandatory polling
- (2) Subject to regulation ~~74~~76(1), at any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll be (before or on the declaration of the result of the show of hands) demanded:-
- (a) by the Chairman; or
- (b) by at least five Members present in person or by proxy and entitled to vote thereat; or
- (c) by any Member or Members 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 General Meeting; or

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- (d) by a Member or Members present in person or by proxy, holding shares conferring a right to vote at the General 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.

A demand for a poll made pursuant to this regulation ~~74~~76(2) shall not prevent the continuance of the General Meeting for the transaction of any business, other than the question on which the poll has been demanded. Unless a poll be so demanded (and the demand be not withdrawn) a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. A demand for a poll may be withdrawn.

77. <u>72.</u>	Where a poll is taken, it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman may direct and the result of the poll shall be deemed to be the resolution of the General Meeting. The Chairman may (and, if required by the listing rules of any stock exchange upon which the shares of the Company may be listed or if so requested 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.	Taking a poll
78. <u>73.</u>	If any votes be counted which ought not to have been counted or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same General Meeting or at any adjournment thereof and not in any case unless it shall in the opinion of the Chairman be of sufficient magnitude.	Votes counted in error
79. <u>74.</u>	In the case of an equality of votes, whether on a poll or on a show of hands, the Chairman of the meeting at which the poll or show of hands takes place shall be entitled to a casting vote.	Chairman's casting vote
80. <u>75.</u>	A poll on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll on any other question shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the General Meeting) and place as the Chairman may direct. No notice need be given of a poll not taken immediately.	Time for taking a poll
81. <u>76.</u>	After the Chairman of any meeting shall have declared the General Meeting to be over and shall have left the chair no business or question shall under any pretext whatsoever be brought forward or discussed.	End of General Meeting

VOTES OF MEMBERS

82. <u>77.</u>	(1) Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special	Voting rights of Members
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APPENDIX B – PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

class of shares for the time being forming part of the capital of the Company and to regulation 9, each Member entitled to vote may vote in person or by proxy. Every Member who is present in person or by proxy shall:-

- (a) on a poll, have one vote for every share which he holds or represents; and
- (b) on a show of hands, have one vote, provided that:-
 - (i) in the case of a Member who is not a relevant intermediary and who is represented by two proxies, only one of the two proxies as determined by that Member or, failing such determination, by the Chairman of the meeting (or by a person authorised by him) in his sole discretion shall be entitled to vote on a show of hands; and
 - (ii) in the case of a Member who is a relevant intermediary and who is represented by two or more proxies, each proxy shall be entitled to vote on a show of hands.

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 (1) in the case of shares deposited with the Depository, in the Depository Register as at 72 hours before the time of the relevant General Meeting as certified by the Depository to the Company; or (2) in the case of shares deposited with the Bursa Depository where the Company is listed on Bursa Securities, in the General Meeting Record of Depositors in accordance with regulation 68.

- (2) Save as otherwise provided in the Act:-
 - (a) a Member who is not a relevant intermediary may appoint not more than two proxies to attend, speak and vote at the same General Meeting. Where such Member's form of proxy appoints more than one proxy, 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

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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.

(3) In any case where a Member is a Depositor, the Company shall be entitled and bound:-

(a) to reject any instrument of proxy lodged by that Depositor if he is not shown to have any shares entered against his name (i) in the case of shares deposited with the Depository, in the Depository Register as at 72 hours before the time of the relevant General Meeting as certified by the Depository to the Company; or (ii) in the case of shares deposited with Bursa Depository where the Company is listed on Bursa Securities, in the General Meeting Record of Depositors in accordance with regulation 68; and

(b) to accept as the maximum number of votes which in aggregate the proxy or proxies appointed by 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 (i) in the case of shares deposited with the Depository, in the Depository Register as at 72 hours before the time of the relevant General Meeting as certified by the Depository to the Company; or (ii) in the case of shares deposited with Bursa Depository where the Company is listed on Bursa Securities, in the General Meeting Record of Depositors in accordance with regulation 68, whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of that Depositor.

(4) 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.

~~78.~~ 83. Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any General Meeting or of any class of Members and the persons so authorised shall be entitled to exercise the same powers on behalf of the corporation as the corporation would exercise if it were an individual Member and such corporation shall for the purpose of this Constitution (but subject to the Act) be deemed to be present in person at any such General Meeting if a person so authorised is present thereat. Corporations acting by representatives

~~79.~~ 84. Where there are joint holders of any share any one of such persons may vote and be reckoned in a quorum at any General Meeting either Voting rights of joint holders

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personally or by proxy as if he were solely entitled thereto and if more than one of such joint holders be so present at any General Meeting that one of such persons so present whose name stands first in the Register of Members or (as the case may be) the Depository Register or the Record of Depositors (for so long as the securities of the Company are listed on Bursa Securities), as the case may be in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased Member in whose name any share stands shall for the purpose of this regulation be deemed joint holders thereof.

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| <p>85.
80.</p> <p>86.
84.</p> <p>87.
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83.</p> | <p>Subject to the provisions of this Constitution every Member shall be entitled to be present and to vote at any General Meeting either personally or by proxy and to be reckoned in a quorum in respect of any share or shares upon which all calls due have been paid.</p> <p>No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.</p> <p>On a poll, votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.</p> <p>(1) An instrument appointing a proxy shall be in writing and:-</p> <p style="padding-left: 40px;">(a) in the case of an individual shall be:-</p> <p style="padding-left: 80px;">(i) signed by the appointor or his attorney if the instrument of proxy is delivered personally or sent by post; or</p> <p style="padding-left: 80px;">(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</p> <p style="padding-left: 40px;">(b) in the case of a corporation shall be:-</p> <p style="padding-left: 80px;">(i) either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation if the instrument of proxy is delivered personally or sent by post; or</p> <p style="padding-left: 80px;">(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.</p> | <p>Rights to vote</p> <p>Objections</p> <p>Votes on a poll</p> <p>Execution of proxies</p> |
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The Directors may, for the purposes of regulations ~~8388~~(1)(a)(ii) and ~~8388~~(1)(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.

The signature on, or authorisation of, such instrument need not be witnessed. Where an instrument appointing a proxy is signed or authorised on behalf of the appointor (which shall, for purposes of this paragraph include a Depositor) by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy pursuant to regulation ~~8590~~, failing which the instrument may be treated as invalid.

- (2) 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,

as contemplated in regulations ~~8388~~(1)(a)(ii) and ~~8388~~(1)(b)(ii) for application to such Members or class of Members as they may determine, to allow Members who are unable to vote in person at any General Meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail or facsimile. Where the Directors do not so approve and designate in relation to a Member (whether of a class or otherwise), regulation ~~8388~~(1)(a)(i) and/or (as the case may be) regulation ~~8388~~(1)(b)(i) shall apply.

84. <u>89.</u>	A proxy need not be a Member.	Proxy need not be a member
85. <u>90.</u>	<p>(1) An instrument appointing a proxy or the power of attorney or other authority, if any:-</p> <ul style="list-style-type: none"> (a) if sent personally or by post, must be left at the Office or such other place (if any) as is specified for the purpose in the notice convening the General Meeting; 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 General Meeting, <p>and in either case not less than 72 hours before the time appointed for the holding of the General Meeting or adjourned</p>	Deposit of proxies

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General Meeting (or in the case of a poll before the time appointed for the taking of the poll) to which it is to be used and in default shall not be treated as valid.

- (2) 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 regulation ~~8590~~(1)(b). Where the Directors do not so specify in relation to a Member (whether of a class or otherwise), regulation ~~8590~~(1)(a) shall apply.

~~86.~~ 91. An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll, to move any resolution or amendment thereto and to speak at the General Meeting. Rights of proxies

~~87.~~ 92. 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. An instrument appointing a proxy shall, unless the contrary is stated therein be valid as well for any adjournment of the General Meeting as for the General Meeting to which it relates and need not be witnessed. Form of proxies

~~88.~~ 93. A vote given in accordance with the terms of an instrument of proxy (which for the purposes of this Constitution shall also include a power of attorney) shall be valid notwithstanding the previous death or mental disorder of the principal or revocation 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 that no intimation in writing of such death, mental disorder, 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) before the commencement of the General Meeting or adjourned General Meeting (or in the case of a poll before the time appointed for the taking of the poll) at which the proxy is used. Intervening death or mental disorder of principal not to revoke proxy

DIRECTORS

~~89.~~ 94. The number of Directors all of whom shall be natural persons shall not unless otherwise determined by a General Meeting from time to time be less than one. The Company may, subject to this Constitution, vary the minimum number of Directors by Ordinary Resolution from time to time. Appointment and number of Directors

~~90.~~ 95. A Director need not be a Member and shall not be required to hold any share qualification unless and until otherwise determined by the Company in General Meeting but he shall be entitled to attend and speak at General Meetings. Share qualification

~~91.~~ 96. The general remuneration of the Directors shall from time to time be determined by the Company in General Meeting. Such remuneration shall be divided among them in such proportions and manner as the Directors may agree or failing agreement, equally. Fees payable to Directors shall Remuneration of Directors

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not be increased except pursuant to a resolution passed at a General Meeting, where notice of the proposed increase has been given in the notice convening the meeting.

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| <p><u>97.</u>
92.</p> | <p>(1) Each Director shall in addition to any other remuneration be entitled to be recouped all travelling hotel and other expenses properly incurred by him for the purpose of attending meetings of the Directors or of any committee or any General Meeting or otherwise in the course of the Company's business.</p> <p>(2) The Directors may grant special remuneration to any of their number who being called upon shall be willing to render any special or extra services to the Company or to go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by a lump sum or by way of salary, or, except in the case of a non-executive director, by a percentage of profits, or by any or all of those modes.</p> <p>(3) Fees payable to non-executive Directors shall be by a fixed sum, and not by a commission on or a percentage of profits or turnover. Salaries payable to executive Directors may not include a commission on or a percentage of turnover.</p> | <p>Expenses and extra remuneration</p> |
| <p><u>98.</u>
93.</p> | <p>The Directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any Director who has held any other salaried office or place of profit with the Company or to his widow or dependents and may make contributions to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.</p> | <p>Pensions</p> |
| <p><u>99.</u>
94.</p> | <p>Other than the office of Auditor, a Director may hold any other office or place of profit under the Company and he or any firm of which he is a member may act in a professional capacity for the Company in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine. No Director or proposed Director shall be disqualified by his office from contracting or entering into any arrangement or transaction with the Company either as vendor, purchaser or otherwise nor shall such contract, arrangement or transaction or any contract, arrangement or transaction entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract, arrangement or transaction by reason only of such Director holding that office or of the fiduciary relation thereby established but every Director and Chief Executive Officer (or person(s) holding an equivalent position) shall observe the provisions of the Act relating to the disclosure of the interests of the Directors and Chief Executive Officers (or person(s) holding an equivalent position) in</p> | <p>Power of Directors to hold office or profit and to contract with Company</p> |

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transactions or proposed transactions with the Company or of any office or property held by a Director or a Chief Executive Officer (or person(s) holding an equivalent position) which might create duties or interests in conflict with his duties or interests as a Director or a Chief Executive Officer (or an equivalent position), as the case may be.

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, directly or indirectly. Save as provided in ~~Regulation 110~~regulation 115, a Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting.

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| <p>95. <u>100.</u></p> | <p>(1) A Director may be or become a director of or hold any office or place of profit (other than as Auditor) or be otherwise interested in any company in which the Company may be interested as vendor, purchaser, shareholder or otherwise and unless otherwise agreed shall not be accountable for any fees, remuneration or other benefits received by him as a director or officer of or by virtue of his interest in such other company.</p> <p>(2) The Directors may exercise the voting power conferred by the shares in any company held or owned by the Company in such manner and in all respects as the Directors think fit in the interests of the Company (including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors of such company or voting or providing for the payment of remuneration to the directors of such company) and any such Director may vote in favour of the exercise of such voting powers in the manner aforesaid notwithstanding that he may be or be about to be appointed a director of such other company.</p> | <p>Holding of office in other companies</p> |
| <p>96. <u>101.</u></p> | <p>The Directors may from time to time appoint one or more of their body to be Chief Executive Officer or Chief Executive Officers of the Company (or such person or persons holding equivalent position(s)) and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places. Where an appointment is for a fixed term such term shall not exceed five years.</p> | <p>Appointment of Chief Executive Officer</p> |
| <p>97. <u>102.</u></p> | <p>A Chief Executive Officer (or person holding an equivalent position) who is a Director shall subject to the provisions of any contract between him and the Company be subject to the same provisions as to retirement by rotation, resignation and removal as the other Directors.</p> | <p>Chief Executive Officer to be subject to retirement by rotation</p> |
| <p>98. <u>103.</u></p> | <p>The remuneration of a Chief Executive Officer (or person holding an equivalent position) shall from time to time be fixed by the Directors and may subject to this Constitution be by way of salary or commission or participation in profits or by any or all these modes but he shall not under any circumstances be remunerated by a commission on or a percentage of turnover.</p> | <p>Remuneration of Chief Executive Officer</p> |

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104. 99.	A Chief Executive Officer (or person holding an equivalent position) shall at all times be subject to the control of the Directors.	Powers of Chief Executive Officer
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ALTERNATE DIRECTORS

105. 100.	(1) A Director who is absent or about to be absent from Singapore <u>or Malaysia, as the case may be</u> , may appoint any person (other than another Director) approved by the majority of his co-Directors to be his alternate Director in the Company and may at any time remove any such alternate Director so appointed from office.	Alternate Director
	(2) An alternate Director shall (subject to his giving to the Company an address in Singapore <u>or Malaysia, as the case may be</u>) be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at such meetings at which the Director appointing him is not personally present and generally to perform all functions of his appointor as a Director in his absence.	
	(3) An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director otherwise than by retiring and being re-elected at the same meeting.	
	(4) All appointments and removals of alternate Directors shall be effected in writing under the hand of the Director making or terminating such appointment left at the Office.	
	(5) A person shall not act as alternate Director to more than one Director at the same time.	
	(6) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his principal as such principal may by notice in writing to the Company from time to time direct.	

GENERAL POWERS OF DIRECTORS

106. 101.	The business and the 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 or this Constitution required to be exercised by the Company in General Meeting. The Directors shall not carry into effect any proposals for selling or disposing of the whole or substantially the whole of the Company's undertaking unless such proposals have been approved by Members in a	General powers of Directors to manage Company's business
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General Meeting. The general powers given by this regulation shall not be limited or restricted by any special authority or power given to the Directors by any other regulation.

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| <p><u>107.</u>
402.</p> | <p>The Directors may from time to time by power of attorney under the Seal appoint any company, firm or person or any fluctuating body of persons whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under this Constitution) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with such attorney as the Directors may think fit and may also authorise any such attorney to subdelegate all or any of the powers, authorities and discretions vested in him.</p> | <p>Power to appoint attorneys</p> |
| <p><u>108.</u>
403.</p> | <p>The Directors may establish any local boards or agencies for managing any affairs of the Company, either in Singapore or elsewhere and may appoint any persons to be members of such local boards or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to subdelegate, and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit and the Directors may remove any person so appointed, and may annul or vary any such delegation but no person acting in good faith and without notice of any such annulment or variation shall be affected thereby.</p> | <p>Power to establish local boards, etc</p> |
| <p><u>109.</u>
404.</p> | <p>The Company or the Directors on behalf of the Company may in exercise of the powers in that behalf conferred by the Act cause to be kept a Branch Register, or Branch Registers, of Members and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit in respect of the keeping of any such Register.</p> | <p>Power to keep a Branch register</p> |
| <p><u>110.</u>
405.</p> | <p>All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.</p> | <p>Signature of cheque and bills</p> |

BORROWING POWERS

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| <p><u>111.</u>
406.</p> | <p>The Directors may borrow or raise money from time to time for the purpose of the Company or secure the payment of such sums as they think fit and may secure the repayment or payment of such sums by mortgage or charge upon all or any of the property or assets of the Company or by the issue of debentures (whether at par or at discount or premium) or otherwise as they may think fit.</p> | <p>Directors' borrowing powers</p> |
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MEETINGS AND PROCEEDINGS OF DIRECTORS

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| <p><u>112.</u>
407.</p> | <p>(1) The Directors may meet together either in person or by Meetings of telephone, radio, conference television or similar Directors communication equipment or any other form of audio, audio-visual, electronic or instantaneous communication by which all persons participating in the meeting are able to hear and be heard by all other participants, for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit and a quorum for such teleconference meetings shall be the same as the quorum required of a Directors' meeting provided under this Constitution. A resolution passed by such a conference shall, notwithstanding that the Directors are not present together at one place at the time of conference, be deemed to have been passed at a meeting of the Directors held on the day and at the time at which the conference was held and shall be deemed to have been held at the Office of the Company, unless otherwise agreed, and all Directors participating at that meeting shall be deemed for all purposes of this Constitution to be present at that meeting.</p> <p>(2) Questions arising at any meeting shall be decided by a majority of votes and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote except when only two Directors are present and form a quorum, the Chairman at which only such a quorum is present, or only two Directors are competent to vote on the question.</p> | <p>Meetings of Directors</p> |
| <p><u>113.</u>
408.</p> | <p>A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors but it shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from Singapore <u>or Malaysia, as the case may be.</u></p> | <p>Notice of meeting</p> |
| <p><u>114.</u>
409.</p> | <p>The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be three. A meeting of the Directors at which a quorum is present shall be competent to exercise all the powers and discretions for the time being exercisable by the Directors.</p> | <p>Quorum</p> |
| <p><u>115.</u>
440.</p> | <p>A Director notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.</p> | <p>Effect of interest of Director on quorum</p> |
| <p><u>116.</u>
444.</p> | <p>The continuing Directors may act notwithstanding any 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 purpose of filling up such vacancies or of</p> | <p>Proceedings in case of vacancies</p> |

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summoning General Meetings but not for any other purpose (except in an emergency). If there 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.

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| <p><u>117.</u>
442.</p> | <p>The Directors may from time to time elect a Chairman and if desired a Deputy Chairman and determine the period for which he is or they are to hold office. The Deputy Chairman will perform the duties of the Chairman during the Chairman's absence for any reason. The Chairman and in his absence the Deputy Chairman shall preside as Chairman at meetings of the Directors but if no such Chairman or Deputy Chairman be elected or if at any meeting the Chairman and the Deputy Chairman be not present within five minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such meeting.</p> | <p>Chairman and
Deputy
Chairman of
Directors</p> |
| <p><u>118.</u>
443.</p> | <p>A resolution in writing signed by a majority of the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors. The expressions "in writing" and "signed" include approval by any such Director by telefax, telex, cable or telegram or any form of electronic communication approved by the Directors for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors.</p> | <p>Resolutions in
writing</p> |
| <p><u>119.</u>
444.</p> | <p>The Directors may delegate any of their powers to committees consisting of such member or members of their body and (if thought fit) one or more other persons co-opted as hereinafter provided. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee.</p> | <p>Power to appoint
committees</p> |
| <p><u>120.</u>
445.</p> | <p>The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of this Constitution regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding regulation.</p> | <p>Proceedings at
committee
meeting</p> |
| <p><u>121.</u>
446.</p> | <p>All acts done by any meeting of Directors or of a committee of Directors or by any person acting as Director shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.</p> | <p>Validity of acts of
Directors in spite
of some formal
defect</p> |

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ROTATION OF DIRECTORS

147. <u>122.</u>	Subject to this Constitution and to the provisions of the Act, at each Annual General Meeting one-third of the Directors for the time being, or if their number is not a multiple of three, the number nearest to but not less than one-third with a minimum of one, shall retire from office and a Director at an Annual General Meeting shall retain office until the close of the meeting, whether adjourned or not.	Retirement Directors rotation	of by
148. <u>123.</u>	The Directors to retire in every year shall be those who, being subject to retirement by rotation, have been longest in office since their last re-election or appointment, but 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. A retiring Director shall be eligible for re-election.	Selection Directors retire	of to
149. <u>124.</u>	<p>The Company at the General Meeting at which a Director retires under any provision of this Constitution may by Ordinary Resolution fill up the vacated office, by electing a person thereto. In default the retiring Director shall be deemed to have been re-elected, unless:-</p> <p>(a) at such General Meeting it is expressly resolved not to fill up such vacated office or a resolution for the re-election of such Director is put to the meeting and lost; or</p> <p>(b) 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</p> <p>(c) such Director is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds.</p>	Filling office	vacated
120. <u>125.</u>	No person other than a Director retiring at the General Meeting shall unless recommended by the Directors for election be eligible for appointment as a Director at any General Meeting unless not less than eleven clear days before the day appointed for the General Meeting there shall have been left at the Office notice in writing signed by some Member duly qualified to attend and vote at the General Meeting for which such notice is given of his intention to propose such person for election and also notice in writing duly signed by the nominee giving his consent to the nomination and signifying his candidature for the office. Provided that in the case of a person recommended by the Directors for election nine clear days' notice only shall be necessary and notice of each and every candidate for election shall be served on all Members at least seven clear days prior to the General Meeting at which the election is to take place.	Notice intention appoint Director	of to
121. <u>126.</u>	In accordance with the provisions of the Act, the Company may by Ordinary Resolution of which special notice has been given remove any Director before the expiration of his period of office, notwithstanding any provision of this Constitution or of any agreement between the Company	Vacation office Directors	of of

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and such Director but without prejudice to any claim he may have for damages for breach of any such agreement. The Company in General Meeting may appoint another person in place of a Director so removed from office and any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy.

<u>127.</u> 422.	The Company may by Ordinary Resolution appoint any person to be a Director either to fill a casual vacancy or as an additional Director. Without prejudice thereto the Directors shall have power at any time so to do but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with this Constitution. Any person so appointed by the Directors shall hold office only until the next Annual General Meeting and 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.	Power to fill casual vacancies and to appoint additional Director
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VACATION OF OFFICE OF DIRECTORS

<u>128.</u> 423.	The office of a Director shall be vacated in any one of the following events, namely:-	Vacation of office of Directors
	(a) if he shall become prohibited by law from acting as a Director;	
	(b) if he shall become disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds (in which case he must immediately resign from the Board);	
	(c) if he becomes bankrupt or suspends payment of his debts or makes any arrangement or composition with his creditors generally;	
	(d) if he becomes mentally disordered and incapable of managing himself or his affairs;	
	(e) if he resigns his office by notice in writing to the Company;	
	(f) if he or any alternate appointed by him shall absent himself from the meetings of the Directors during a period of two calendar months without special leave of absence from the Directors; or	
	(g) if he be removed from office by a resolution of the Company in General Meeting.	

SECRETARY

<u>129.</u> 424.	The Secretary or Secretaries shall and a Deputy or Assistant Secretary or Secretaries may be appointed by the Directors for such term, at such	Secretary
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remuneration and upon such conditions as they may think fit, and any Secretary, Deputy or Assistant Secretary so appointed may be removed by them, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company. The appointment and duties of the Secretary or Secretaries shall not conflict with the provisions of the Act.

SEAL

130.
~~125.~~
- (1) The Directors shall provide for the safe custody of the Seal which shall not be used without the authority of the Directors or of a committee authorised by the Directors in that behalf.
- (2) Every instrument to which the Seal shall be affixed shall be signed autographically by two Directors, or by one Director and the Secretary or some other person appointed by the Directors in place of the Secretary for the purpose, 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 affixed by some method or system of mechanical signature.
- (3) The Company may exercise the powers conferred by the Act with regard to having an Official Seal for use abroad, and such powers shall be vested in the Directors.
- (4) The Company may have a duplicate Common Seal as referred to in the Act which shall be a facsimile of the Common Seal with the addition on its face of the words "Share Seal".

AUTHENTICATION OF DOCUMENTS

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| <p><u>131.</u>
<u>126.</u></p> | <p>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, 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, accounts or financial statements are elsewhere than at the Office, the local manager and other officer of the Company having custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. Any authentication or certification made pursuant to this regulation may be made by any electronic means approved by the Directors from time to time for such purpose incorporating, if the Directors deem necessary, the use of security procedures or devices approved by the Directors.</p> | <p>Power to authenticate documents</p> |
| <p><u>132.</u>
<u>127.</u></p> | <p>A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of Directors which is certified as such in accordance with the provisions of the last preceding regulation</p> | <p>Certified copies of resolutions of the Directors</p> |

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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 such extract is a true and accurate record of a duly constituted meeting of the Directors.

MINUTES AND BOOKS

133. The Directors shall cause minutes to be kept in books to be provided Minutes
~~428.~~ for the purpose:-

- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of Directors and of any committee of Directors; and
- (c) of all resolutions and proceedings at all General Meetings and of any class of Members, of the Directors and of committees of Directors.

134. Any register, index, minute book, accounting record, minute or other book Form of
~~429.~~ required by this Constitution or by the Act to be kept by or on behalf of the registers, etc
Company may, subject to and in accordance with the Act, be kept in hard copy form or in electronic form, and arranged in the manner that the Directors think fit. If such records are kept in electronic form, the Directors shall ensure that they are capable of being reproduced in hard copy form, and shall provide for the manner in which the records are to be authenticated and verified. In any case where such records are kept otherwise than in hard copy form, the Directors shall take reasonable precautions for ensuring the proper maintenance and authenticity of such records, guarding against falsification and facilitating the discovery of any falsifications.

FINANCIAL STATEMENTS

135. The Directors shall cause to be kept such accounting and other records Directors to keep
~~430.~~ as are necessary to comply with the provisions of Directors to keep proper proper
accounting records the Act and shall cause those records to be kept in accounting
such manner as to enable them to be conveniently and properly audited. records

136. Subject to the provisions of the Act, the books of accounts shall be kept Location and
~~434.~~ at the Office or at such other place or places as the Directors think fit within inspection
Singapore or Malaysia, as the case may be. No Member (other than a Director) shall have any right of inspecting any account or book or document or other recording of the Company except as is conferred by law or authorised by the Directors or by an Ordinary Resolution of the Company.

137. In accordance with the provisions of the Act, the Directors shall cause to Presentation of
~~432.~~ be prepared and to be laid before the Company in General Meeting such financial
financial statements, balance sheets, reports, statements and other statements

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documents as may be necessary. Whenever so required, 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).

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| <p><u>138.</u>
133.</p> | <p>A copy of the financial statements and, if required, the balance sheet (including every document required by the Act to be attached thereto), which is duly audited and which is to be laid before the Company in General Meeting accompanied by a copy of the Auditor's report thereon, shall not less than fourteen days before the date of the General Meeting be sent to every Member and to every other person who is entitled to receive notices of General Meetings from the Company under the provisions of the Act or of this Constitution, provided that:-</p> <p>(a) these documents may be sent less than fourteen days before the date of the General Meeting if all persons entitled to receive notices of General Meetings from the Company so agree; and</p> <p>(b) this regulation shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of a share in the Company or the several persons entitled thereto in consequence of the death or bankruptcy of the holder or otherwise 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 at the Office.</p> | <p>Copies of
financial
statements</p> |
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AUDITOR

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| <p><u>139.</u>
134.</p> | <p>An Auditor shall be appointed and his duties regulated in accordance with the provisions of the Act. Every Auditor of the Company shall have a right of access at all times to the accounting and other records of the Company and shall make his report as required by the Act.</p> | <p>Appointment of
Auditor</p> |
| <p><u>140.</u>
135.</p> | <p>Subject to the provisions of the Act all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.</p> | <p>Validity of acts of
Auditor in spite
of some formal
defect</p> |
| <p><u>141.</u>
136.</p> | <p>An Auditor shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any Member is entitled to receive and to be heard at any General Meeting on any part of the business of the General Meeting which concerns him as Auditor.</p> | <p>Auditor's right to
receive notices
of and attend
General
Meetings</p> |

DIVIDENDS

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137.	The Subject to the Act and the listing rules of the Designated Stock Exchange and for so long as the securities of the Company are listed on Bursa Securities, the Listing Requirements (where applicable), the Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.	Declaration of ordinary dividend
138.	The Directors may from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company.	Interim dividend
139.	No dividend shall be paid otherwise than out of profits.	Dividend only out of profits
140.	Subject to any rights or restrictions attached to any shares or class of shares and except as otherwise permitted under the Act:-	Application and apportionment of dividends
	(a) all dividends in respect of shares must be paid in proportion to the number of shares held by a Member but where shares are partly paid all dividends must be apportioned and paid proportionately to the amounts paid or credited as paid on the partly paid shares; and	
	(b) all dividends must be apportioned and paid proportionately to the amounts so paid or credited as paid during any portion or portions of the period in respect of which the dividend is paid.	
	For the purposes of this regulation, an amount paid or credited as paid on a share in advance of a call is to be ignored.	
141.	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 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 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.	Scrip Dividend Scheme
142.	The Directors may retain any dividends or other moneys payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities, or engagements in respect of which the lien exists.	Dividend may be retained
143.	Any General Meeting declaring a dividend may direct payment of such dividend wholly or partly by the distribution of specific assets and in particular of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the Directors shall give effect to such resolution and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of	Payment of dividend in specie

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the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors. No valuation, adjustment or arrangement so made shall be questioned by any Member.

149. 144.	Any dividend, interest or other moneys payable in cash on or in respect of shares may be paid by cheque, draft, warrant or Post Office order sent through the post directed to the registered address of the holder or in the case of joint holders, to the registered address of that one of the joint holders who is first named in the Register of Members or (as the case may be) the Depository Register or <u>the Record of Depositors, (for so long as the securities of the Company are listed on Bursa Securities), as the case may be or</u> to such person and to such address as the holder or joint holders may in writing direct. Every such cheque, draft, warrant or Post Office order shall be payable to the order of the person to whom it is sent.	Payment by post
150. 145.	Every such cheque, draft, warrant or Post Office order shall be sent at the risk of the person entitled to the money represented thereby, and the Company shall not be responsible for the loss of any cheque, draft, warrant or Post Office order which shall be sent by post duly addressed to the person for whom it is intended.	Company not responsible for loss
151. 146.	No unpaid dividend shall bear interest against the Company.	No interest
152. 147.	A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.	No dividend before registration
153. 148.	The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a Member or which any person under that regulation is entitled to transfer, until such person shall become a Member in respect thereof or shall duly transfer the same.	Power to retain dividends pending transmission
154. 149.	The payment by the Directors of any unclaimed dividends or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. All dividends unclaimed after being declared may be invested or otherwise made use of by the Directors for the benefit of the Company and any dividend unclaimed after a period of six years from the date of declaration of such dividend may be forfeited and if so shall revert to the Company but the Directors may at any time thereafter at their absolute discretion annul any such forfeiture and pay the dividend so forfeited to the person entitled thereto prior to the forfeiture. If the Depository <u>or, for so long as the securities of the Company are listed on Bursa Securities, the Bursa Depository (as the case may be)</u> returns any such dividend or moneys to the Company, the relevant Depositor shall not have any right or claim in respect of such dividend or moneys against the Company if a period of six years has elapsed from the date of the declaration of such dividend or the date on which such other moneys are first payable.	Unclaimed dividends

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| <p>155.
150.</p> | <p>A payment by the Company to the Depository <u>or, for so long as the securities of the Company are listed on Bursa Securities, the Bursa Depository (as the case may be),</u> of any dividend or other moneys payable to a Depositor shall, to the extent of the payment made, discharge the Company from any liability to the Depositor in respect of that payment.</p> | <p>Payment to Depository depositories good discharge</p> |
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RESERVES

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| <p>156.
151.</p> | <p>The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable for meeting contingencies or for the gradual liquidation of any debt or liability of the Company or for repairing or maintaining the works, plant and machinery of the Company or for special dividends or bonuses or for equalising dividends or for any other purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also without placing the same to reserve carry forward any profits which they may think it not prudent to divide.</p> | <p>Power to carry profit to reserve</p> |
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CAPITALISATION OF PROFITS AND RESERVES

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| <p>157.
152.</p> | <p>(1) The Directors may, with the sanction of an Ordinary Resolution of the Company, including any Ordinary Resolution passed pursuant to regulation 53<u>57</u>(2) (but subject to regulation 8(3)):-</p> <p style="margin-left: 40px;">(a) issue bonus shares for which no consideration is payable to the Company to the persons registered as holders of shares in the Register of Members or (as the case may be) the Depository Register <u>or the Record of Depositors (for so long as the securities of the Company are listed on Bursa Securities), as the case may be</u> at the close of business on:-</p> <p style="margin-left: 80px;">(i) the date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided); or</p> <p style="margin-left: 80px;">(ii) (in the case of an Ordinary Resolution passed pursuant to regulation 53<u>57</u>(2)) such other date as may be determined by the Directors,</p> <p style="margin-left: 40px;">in proportion to their then holdings of shares; and/or</p> <p style="margin-left: 40px;">(b) capitalise any sum standing to the credit of any of the Company's reserve accounts or other undistributable reserve or any sum standing to the credit of profit and loss</p> | <p>Power to capitalise profits</p> |
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account by appropriating such sum to the persons registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register or the Record of Depositors (for so long as the securities of the Company are listed on Bursa Securities), as the case may be at the close of business on:-

- (i) the date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided); or
- (ii) (in the case of an Ordinary Resolution passed pursuant to regulation ~~53~~57(2)) such other date as may be determined by the Directors,

in proportion to their then holdings of shares and applying such sum on their behalf in paying up in full new shares (or, subject to any special rights previously conferred on any shares or class of shares for the time being issued, new shares of any other class not being redeemable shares) for allotment and distribution credited as fully paid up to and amongst them as bonus shares in the proportion aforesaid.

- (2) The Directors may do all acts and things considered necessary or expedient to give effect to any such bonus issue or capitalisation under regulation ~~452~~157(1), with full power to the Directors to make such provisions as they think fit for any fractional entitlements which would arise on the basis aforesaid (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all the Members interested into an agreement with the Company providing for any such bonus issue or capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.
- (3) In addition and without prejudice to the powers provided for by regulations ~~452~~157(1) and ~~452~~157(2), 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:-

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- (a) be held by or for the benefit of participants of any share incentive or option scheme or plan implemented by the Company and approved by shareholders in General Meeting and on such terms as the Directors shall think fit; or
- (b) be held by or for the benefit of non-executive Directors as part of their remuneration under regulation ~~94~~96 and/or regulation ~~92~~97(2) 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.

NOTICES

- ~~158.~~ (1) Any notice or document (including a share certificate) may be served by the Company on any Member either personally or by sending it through the post in a prepaid letter or wrapper addressed to such Member at his registered address entered in the Register of Members or (as the case may be) the Depository Register or the Record of Depositors, or (if he has no registered address within Singapore or Malaysia) to the address, if any, within Singapore or Malaysia (as the case may be) supplied by him to the Company or (as the case may be) supplied by him to the Depository or the Bursa Depository as his address for the service of notices, or by delivering it to such address as aforesaid.
- ~~153.~~ (2) Without prejudice to the provisions of regulation ~~153~~158(1), but subject otherwise to the Act and any regulations made thereunder relating to electronic communications, any notice or document (including, without limitation, any accounts, balance-sheet, financial statements or report) which is required or permitted to be given, sent or served under the Act or under this Constitution by the Company, or by the Directors, to a Member may be given, sent or served using electronic communications:-
- (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 this Constitution, the Act and/or any other applicable regulations or procedures, provided always that any such electronic communication shall only be used after the listing rules of the ~~Singapore Securities Trading Limited~~ Designated Stock Exchange have been amended to allow the transmission of the relevant documents electronically.

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- (3) For the purposes of regulation ~~453~~158(2), 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.
- (4) Notwithstanding regulation ~~453~~158(3), 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.

159. 154.	All notices with respect to any shares to which persons are jointly entitled shall be given to whichever of such persons is named first on the Register of Members or (as the case may be) the Depository Register <u>or the Record of Depositors</u> and notice so given shall be sufficient notice to all the holders of such shares.	Service of notices in respect of joint holders
160. 155.	A Member who (having no registered address within Singapore <u>or Malaysia</u>) has not supplied to the Company or (as the case may be) the Depository <u>or the Bursa Depository</u> an address within Singapore <u>or Malaysia</u> for the service of notices or documents shall not be entitled to receive any notice or document from the Company.	Service of notices on Members abroad
161. 156.	A person entitled to a share in consequence of the death or bankruptcy of a Member or otherwise upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also to the Company or (as the case may be) the Depository <u>or the Bursa Depository</u> an address within Singapore <u>and Malaysia</u> for the service of notices, shall be entitled to have served upon him at such address any notice or document to which the Member but for his death or bankruptcy or otherwise would be entitled and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid any notice or document delivered or sent by post to or left at the address of any Member or given, sent or served by electronic communications in pursuance of this Constitution shall (notwithstanding that such Member be then dead or bankrupt or otherwise not entitled to such share and whether or not the Company have notice of the same) be deemed to have been duly served in respect of any share registered in the name of such Member in the Register of Members or, where such member is a Depositor, entered against his name in the Depository Register <u>or the Record of Depositors (for so long as the securities of the Company are listed on Bursa Securities), as the case may be</u> as sole or first-named joint holder.	Service of notices after death etc. on a Member

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162. (1) Any notice or other document if sent by post and whether by When notices
157. airmail or not shall be deemed to have been served at the time deemed served
the envelope or wrapper containing the same is posted, and in
proving such service by post it shall be sufficient to prove that the
letter or wrapper containing the same was properly addressed
and put into the post office as a prepaid letter or wrapper.
- (2) Where a notice or document is given, sent or served by electronic
communications:-
- (a) to the current address of a person pursuant to regulation
~~453~~158(2)(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 regulation
~~453~~158(2)(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.
163. When a given number of days' notice or notice extending over any other Day of service
158. period is required to be given the day of service shall, unless it is otherwise not counted
provided or required by this Constitution or by the Act, be not counted in
such number of days or period.

WINDING UP

164. If the Company shall be wound up the liquidator may, with the sanction of Winding up
159. a Special Resolution of the Company and any other sanction required by
the Act, divide amongst the Members in specie or kind the whole or any
part of the assets of the Company (including any shares in any other
company received by the liquidator as consideration for the sale of the
whole or part of the Company's assets and whether they shall consist of
property of the same kind or not) and any such division may be otherwise
than in accordance with the existing rights of the Members and may, for
such purpose set such value as he deems fair upon any property to be
divided as aforesaid and may determine how such division shall be carried
out as between the Members or different classes of Members. The
liquidator may, with the like sanction, vest the whole or any part of such
assets in trustees upon such trusts for the benefit of the contributories as
the liquidator, with the like sanction, shall think fit, but so that no Member

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shall be compelled to accept any shares or other securities whereon there is any liability. This regulation is without prejudice to the rights of persons whose shares are issued on special terms. If any division is resolved on otherwise than in accordance with the existing rights of the Members, the Members shall have the same right of dissent and consequential rights as if such resolution were a Special Resolution passed pursuant to Section 306 of the Act.

INDEMNITY

<u>165.</u> 160.	Subject to the provisions of and so far as may be permitted by the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred or to be incurred by him in the execution and discharge of his duties or in relation thereto. 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 for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or left or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own negligence, wilful default, breach of duty or breach of trust.	Indemnity of Directors and officers
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SECRECY

<u>166.</u> 161.	No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trade or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the Members to communicate to the public save as may be authorised by law or required by the listing rules of any stock exchange upon which the shares of the Company may be listed.	Secrecy
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PERSONAL DATA

<u>167.</u> 162.	(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:-	Personal data of members
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- (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 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.
- (2) 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 regulations ~~462167~~(1)(f) and ~~462167~~(1)(h).

COMPLIANCE WITH THE LAWS AND REGULATIONS

APPENDIX B – PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

168. Notwithstanding this Constitution, the Company shall always comply with all requirements and relevant regulations of the Designated Stock Exchange and where applicable the Foreign Stock Exchange (for so long as the securities of the Company are listed on Bursa Securities), governing the Company.

If any of the regulations in this Constitution is inconsistent with or in breach of any of the provisions of the requirements and relevant regulations of the Designated Stock Exchange and where applicable the Foreign Stock Exchange (for so long as the securities of the Company are listed on Bursa Securities), other than any replaceable regulation which has been modified, replaced or excluded by the provisions in this Constitution, then – (a) that regulation shall be read down to the extent necessary to comply with the provisions of such requirements and relevant regulations of the Designated Stock Exchange and where applicable the Foreign Stock Exchange; and (b) that regulation or those portions thereof which are inconsistent with or in breach of any provision of such requirements and relevant regulations of the Designated Stock Exchange and where applicable the Foreign Stock Exchange shall be struck out and deemed not to form part of this Constitution.

APPENDIX B – PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Constitution and respectively agree to take the number of shares in the capital of the Company set opposite our respective names:-

NAME, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	NUMBER OF SHARES TAKEN BY EACH SUBSCRIBER
LEE TIAM NAM 8 Alexandra View #43-08 Singapore 158747 S1513945E Singapore Citizen	Seven (7) Ordinary Shares
TAY CHOON KIAT VINCENT Blk 67 Marine Drive #05-222 Singapore 440067 S7423128D Singapore Citizen	Three (3) Ordinary Shares
Total number of shares taken:	Ten (10) Ordinary Shares

Dated this 14 September 2012

NOTICE OF EXTRAORDINARY GENERAL MEETING

GRAND VENTURE TECHNOLOGY LIMITED

(Company Registration No. 201222831E)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of Grand Venture Technology Limited (the “**Company**”) will be held in a wholly physical format on **27 May 2025, Tuesday at 10.00 a.m. at 2 Changi North Street 1, Singapore 498828** for the purpose of considering and, if thought fit, passing the following special resolution:

Please refer to the paragraph titled “IMPORTANT INFORMATION” below for details.

*All capitalised terms in this Notice which are not defined herein shall have the same meaning as ascribed to them in the Company’s circular dated 5 May 2025 (the “**Circular**”).*

SPECIAL RESOLUTION:

THE PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION

THAT:

- (a) the regulations contained in the Amended Constitution reproduced in its entirety as **Appendix A** (*Proposed Amended Constitution*) to the Circular, be and are hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution (the “**Proposed Amendments to the Existing Constitution**”);
- (b) the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including without limitation executing all such documents as may be required) as they and/or he may consider necessary, desirable, expedient or in the interests of the Company for the purposes of giving effect to the Proposed Amendments to the Existing Constitution and/or authorised by this Special Resolution, or for all the foregoing purposes; and
- (c) to the extent that any act in connection with the matters referred to in the above paragraphs of this Special Resolution has been performed or otherwise undertaken (whether partially or otherwise), they be and are hereby approved, ratified and confirmed.

By Order of the Board

GRAND VENTURE TECHNOLOGY LIMITED

Mr. Lee Tiam Nam

Executive Deputy Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representatives to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder'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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder 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 Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.

IMPORTANT INFORMATION

1. The Extraordinary General Meeting ("**EGM**") will be held, in a wholly physical format, on 27 May 2025, Tuesday at 10.00 a.m. at 2 Changi North Street 1, Singapore 498828. There will be no option for Shareholders to participate by electronic means.
2. Printed copies of this Circular, the Notice of EGM and the Proxy Form will be despatched to Shareholders by post. This Circular, the Notice of EGM and the Proxy Form are also available on the Company's website at the URL: <https://gvt.com.sg/news/> and will also be made available on the SGXNet at the URL: <https://www.sgx.com/securities/company-announcements>. An internet browser and PDF reader will be required to view these documents.
3. A Shareholder (whether individual or corporate) may vote at the EGM or appoint a proxy, including the Chairman of the EGM, to attend, speak and vote on his/her/its behalf at the EGM if such Shareholder wishes to exercise his/her/its voting rights at the EGM.
4. A Shareholder can appoint the Chairman of the EGM as his/her/its proxy, but this is not mandatory.
5. A Shareholder who is not a Relevant Intermediary (as defined at Section 181 of the Companies Act), is entitled to appoint one (1) or two (2) proxies to attend, speak and vote on his/her behalf at the EGM. A Shareholder which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a Shareholder. Where such Shareholder appoints two (2) proxies, the proportion of his/her/its shareholding to be represented by each proxy shall be specified. If no proportion is specified, the appointment will be considered as invalid.
6. A Shareholder who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM but each proxy must be appointed to exercise the rights attached to different Shares held by such Shareholder.
7. "**Relevant Intermediary**" has the meaning prescribed to it in Section 181 of the Companies Act and means:
 - (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services license to provide custodial services for securities under the Securities and Futures Act and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
8. Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act), including CPF and SRS investors, and who wish to participate in the EGM should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the EGM. CPF or SRS investors who wish to exercise their votes should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 16 May 2025, being at least seven (7) working days before the date of the EGM.
9. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
 - (a) if submitted electronically, by email to contact@gvt.com.sg; or
 - (b) if submitted by post, be lodged with the Company's registered office at 2 Changi North Street 1, Singapore 498828,in each case, by **10.00 a.m. on Saturday, 24 May 2025 (not less than 72 hours before the time appointed for holding the EGM)**.

A Shareholder who wishes to submit an instrument appointing a proxy(ies) by post or via email can either use the printed copy of the Proxy Form which has been despatched to him/her/it by post or download a copy of the Proxy Form from the Company's website and the SGXNet, and complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

NOTICE OF EXTRAORDINARY GENERAL MEETING

10. Shareholders may submit questions related to the Special Resolution to be tabled for approval at the EGM in advance of the EGM in the following manner and must be submitted by 19 May 2025, being 14 days from the date of the Circular:
 - (a) by email to contact@gvt.com.sg; or
 - (b) by post to the registered office of the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, Republic Plaza, Tower 1, #26-01, Singapore 048619.
11. The Company will consider all questions and endeavour to address all substantial and relevant questions on the Special Resolution tabled for approval at the EGM which are received from Shareholders, via an announcement on the Company's website at the URL: <https://gvt.com.sg/news/> and the SGXNet at the URL: <https://www.sgx.com/securities/company-announcements> no later than **10.00 a.m. on 22 May 2025**, which is at least 48 hours prior to the closing date and time for the lodgement of the proxy forms to facilitate Shareholders' votes and to allow Shareholders to make an informed decision on the Special Resolution to be tabled at the EGM.
12. For questions addressed during the EGM, the responses to such questions will be included in the minutes of the EGM which will be published on the Company's website and on the SGXNet within one (1) month after the EGM.

PROXY FORM

GRAND VENTURE TECHNOLOGY LIMITED

(Company Registration No. 201222831E)
(Incorporated in the Republic of Singapore)

IMPORTANT:

1. The Extraordinary General Meeting ("EGM") will be held, in a wholly physical format, on 27 May 2025, Tuesday at 10.00 a.m. at 2 Changi North Street 1, Singapore 498828.
2. A Relevant Intermediary may appoint more than two (2) proxies to attend the EGM and vote (please see note 4 for the definition of "Relevant Intermediary").
3. For investor who holds shares under Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investor") (as may be applicable), 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.
4. CPF Investors/SRS Investors should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies.
5. By submitting this proxy form, the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 5 May 2025.
6. All capitalised terms in this proxy form which are not defined herein shall have the same meaning as ascribed to them in the Company's circular dated 5 May 2025.

PROXY FORM

EXTRAORDINARY GENERAL MEETING

(Please see notes overleaf before completing this Proxy Form)

*I/We, _____ (Name)

_____ (NRIC / Passport / Company Registration Number)

of _____ (Address)

being a shareholder/shareholders* of **GRAND VENTURE TECHNOLOGY LIMITED** (the "**Company**"), hereby appoint:

Name:	Address:	NRIC / Passport Number	Email Address	Proportion of Shareholdings (%)	
				No of Shares	%
and/or*					
Name:	Address:	NRIC / Passport Number	Email Address	Proportion of Shareholdings (%)	
				No of Shares	%

or failing the person, or either or both persons referred to above or the Chairman of the Extraordinary General Meeting (the "**EGM**")* as *my/our *proxy to vote for *me/us on *my/our behalf at the EGM to be convened and held on **27 May 2025, Tuesday at 10.00 a.m. at 2 Changi North Street 1, Singapore 498828** and at any adjournment thereof. I/We* direct my/our* proxy to vote for, vote against or abstain from voting on the resolution to be proposed at the EGM as indicated hereunder.

The resolution put to the vote at the EGM shall be decided by way of poll. Please indicate with an "✓" in the spaces provided whether you wish your vote(s) to be cast for or against the Special Resolution as set out in the Notice of EGM. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit, as he/they will on any other matter arising at the EGM.

Special Resolution relating to:	No. of Votes For	No. of Votes Against	No. of Votes Abstain
The Proposed Amendments to the Existing Constitution			

Dated this _____ day of _____ 2025

Total Number of Shares in:	No. of shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Shareholder(s)
or Common Seal of Corporate Shareholder

* Delete where inapplicable

IMPORTANT: PLEASE READ NOTES OVERLEAF

PROXY FORM

Notes:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.
2. A Shareholder who is not a Relevant Intermediary (as defined at Section 181 of the Companies Act), is entitled to appoint one (1) or two (2) proxies to attend, speak and vote on his/her behalf at the general meeting. A Shareholder which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. Where such Shareholder appoints two (2) proxies, the proportion of his/her/its shareholding to be represented by each proxy shall be specified. If no proportion is specified, the appointment will be considered as invalid.
3. A Shareholder who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote on his/her/its behalf at the EGM but each proxy must be appointed to exercise the rights attached to different Shares held by such Shareholder.
4. **"Relevant Intermediary"** has the meaning prescribed to it in Section 181 of the Companies Act and means:
 - (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services license to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
5. A proxy need not be a Shareholder.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer.
7. This instrument appointing a proxy(ies) must be submitted to the Company in the following manner.
 - (a) if submitted electronically, by email to contact@gvt.com.sg; or
 - (b) if submitted by post, be lodged with the Company's registered office at 2 Changi North Street 1, Singapore 498828,

in each case, by **10.00 a.m. on 24 May 2025 (not less than 72 hours before the time appointed for holding the EGM)**.

A Shareholder who wishes to submit an instrument appointing a proxy(ies) by post or via email can either use the printed copy of the Proxy Form which has been despatched to him/her/it by post or download a copy of the Proxy Form from the Company's website and the SGXNet, and complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Shareholders are encouraged to submit completed Proxy Forms electronically via email.

8. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her/its attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
9. A corporation which is a Shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with its Constitution and Section 179 of the Companies Act.
10. The instrument appointing a proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must be deposited at 2 Changi North Street 1, Singapore 498828 not less than 72 hours before the time appointed for the EGM.
11. The completion and lodgement of a Proxy Form by a Shareholder will not preclude him/her/it from attending and voting in person at the EGM if he/she/it so wishes, although the appointment of the proxy shall be deemed to be revoked by such attendance.
12. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of Shares entered in the Depository Register, the Company may reject a Proxy Form if the Shareholder, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time fixed for holding the EGM, as certified by the CDP to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his/her/its name appears on the Depository Register 72 hours before the time fixed for holding the EGM.