

CIRCULAR DATED 5 JULY 2017

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about the contents of this Circular or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of Boustead Singapore Limited, you should immediately forward this Circular, the notice of Extraordinary General Meeting and the enclosed Proxy Form to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.



BOUSTEAD SINGAPORE LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 197501036K)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

- (1) THE PROPOSED AMENDMENTS TO THE CONSTITUTION; AND**
(2) THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

IMPORTANT DATES AND TIMES:

Last date and time for lodgment of Proxy Form	:	25 July 2017 at 3.30 p.m.
Date and time of Extraordinary General Meeting	:	27 July 2017 at 3.30 p.m. (or as soon after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2.30 p.m. on the same day and at the same place)
Place of Extraordinary General Meeting	:	Room 300-302, Level 3, Suntec Singapore Convention and Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593

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DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout this Circular:-

“ACRA”	: Accounting and Corporate Regulatory Authority.
“Approval Date”	: Has the meaning ascribed to it in paragraph 3.2(a) of this Circular.
“Associate”	: (a) In relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:- (i) his immediate family; (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more. (b) In relation to a Substantial Shareholder or Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more.
“Average Closing Price”	: Has the meaning ascribed to it in paragraph 3.2(d)(iii) of this Circular.
“Board”	: The Board of Directors of the Company as at the date of this Circular.
“CDP”	: The Central Depository (Pte) Limited.
“Circular”	: This circular to Shareholders dated 5 July 2017.
“Companies Act”	: Companies Act, Chapter 50 of Singapore, as amended or modified from time to time.
“Company”	: Boustead Singapore Limited.
“Constitution”	: The memorandum and articles of association of the Company currently in force.
“control”	: The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company.
“Controlling Shareholder”	: A person who (a) holds directly or indirectly 15% or more of the total number of all issued Shares (excluding treasury shares and subsidiary holdings) in the Company (unless the SGX-ST determines that such a person is not a controlling shareholder of the Company); or (b) in fact exercises control over the Company, as defined under the Listing Manual.
“Directors”	: The directors of the Company as at the date of this Circular.
“EGM”	: Extraordinary General Meeting.
“EPS”	: Earnings per Share.
“FY”	: Financial year ended 31 March.

DEFINITIONS

“Group”	: The Company and its subsidiaries.
“immediate family”	: In relation to a person, means the person’s spouse, child, adopted child, step-child, sibling and parent.
“Latest Practicable Date”	: 16 June 2017, being the latest practicable date prior to the printing of this Circular.
“Listing Manual”	: The listing manual of the SGX-ST, as amended, modified or supplemented from time to time.
“Listing Rules”	: The listing rules of the SGX-ST as set out in the Listing Manual.
“Market Day”	: A day on which the SGX-ST is open for trading in securities.
“Maximum Price”	: Has the meaning ascribed to it in paragraph 3.2(d)(ii) of this Circular.
“month”	: A calendar month.
“Notice of EGM”	: The notice of EGM as set out in page 29 of this Circular.
“NTA”	: Net tangible assets.
“Off-Market Share Purchase”	: Has the meaning ascribed to it in paragraph 3.2(c)(i)(2) of this Circular.
“On-Market Share Purchase”	: Has the meaning ascribed to it in paragraph 3.2(c)(i)(1) of this Circular.
“Proxy Form”	: The proxy form in respect of the EGM as set out in this Circular.
“Register of Members”	: Register of members of the Company.
“Relevant Parties”	: Has the meaning ascribed to it in paragraph 3.12 of this Circular.
“Relevant Period”	: The period commencing from the date on which the last annual general meeting was held and expiring on the date on which the next annual general meeting is held or is required by law to be held, or the date on which the purchases of Shares under a Share Buy-Back Mandate are carried out to the full extent mandated, whichever is earlier, unless prior to that, it is varied or revoked by resolution of the shareholders of the Company in general meeting.
“Rule 14”	: Has the meaning ascribed to it in paragraph 3.10(a) of this Circular.
“Sang Chun”	: Sang Chun Holdings Private Limited.
“SFA”	: The Securities and Futures Act (Chapter 289) of Singapore, as amended or modified from time to time.
“SGX-ST”	: Singapore Exchange Securities Trading Limited.
“Share Buy-Back”	: The purchase or acquisition of Shares by the Company pursuant to the Share Buy-Back Mandate.
“Share Buy-Back Mandate”	: A general mandate given by Shareholders to authorise the Directors to purchase, on behalf of the Company, Shares in accordance with the terms set out in this Circular, the provisions of the Companies Act (including the rules and regulations promulgated thereunder), and the Listing Rules.

DEFINITIONS

“Shareholders”	: Registered holders for the time being of the Shares (other than CDP), or in the case of Depositors, Depositors who have Shares entered against their name in the Depository Register.
“Shares”	: Ordinary shares in the share capital of the Company.
“SIC”	: Securities Industry Council.
“subsidiary”	: A corporation which is deemed to be a subsidiary of another corporation within the meaning of Section 5 of the Companies Act.
“subsidiary holdings”	: Shares held by subsidiaries of the Company in accordance with the Companies Act.
“Substantial Shareholder”	: A person (including a corporation) who has an interest in not less than five (5) per cent. of the issued voting shares of the Company.
“Take-over Code”	: The Singapore Code on Take-overs and Mergers, as amended or modified from time to time.
“S\$” and “cents”	: Singapore dollars and cents, respectively.
“%” or “per cent.”	: Percentage or per centum.

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

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

References to persons shall include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

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

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

Any discrepancies in the tables included in this Circular between the listed amounts and the totals are due to rounding; accordingly, figures shown as totals in certain tables may not be an aggregation of the figures that precede them.

LETTER TO SHAREHOLDERS

BOUSTEAD SINGAPORE LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 197501036K)

Directors:

Mr Wong Fong Fui (*Chairman & Group Chief Executive Officer*)
Mr Wong Yu Loon (*Executive Director & Deputy Group Chief Executive Officer*)
Mr Loh Kai Keong (*Executive Director & Group Chief Financial Officer*)
Mr Goh Boon Seong (*Independent Non-Executive Director*)
Mr Chong Ngien Cheong (*Independent Non-Executive Director*)
Mr Godfrey Ernest Scotchbrook (*Independent Non-Executive Director*)

Registered Office:

82 Ubi Avenue 4, #08-01
Edward Boustead Centre
Singapore 408832

5 July 2017

To: The Shareholders of Boustead Singapore Limited

Dear Sir/Madam,

THE PROPOSED AMENDMENTS TO THE CONSTITUTION AND THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

1. INTRODUCTION

- 1.1 The Directors propose to convene an EGM to be held on 27 July 2017 to seek the approval of Shareholders in relation to the following matters:-
- (a) the proposed amendments to the Constitution; and
 - (b) the proposed renewal of the Share Buy-Back Mandate to authorise the Company to purchase or acquire its Shares.
- 1.2 The purpose of this Circular is to provide Shareholders with information relating to, and to seek Shareholders' approval for, the above proposals to be tabled at the EGM. This Circular has been prepared solely for the purpose set out herein and may not be relied upon by any persons (other than the Shareholders to whom this Circular is despatched to by the Company) or for any other purpose.
- 1.3 The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Circular.

2. THE PROPOSED AMENDMENTS TO THE CONSTITUTION

- 2.1 On 22 March 2017, SGX-ST announced amendments to the Listing Rules for the purposes of alignment with certain provisions of the Companies (Amendment) Act 2014, which took effect from 31 March 2017. These amendments were introduced to *inter alia* enable listed companies to undertake electronic communications with its shareholders, provided the issuer has obtained consent, whether express, deemed or implied, from the relevant shareholder.
- 2.2 On 31 July 2013, the SGX-ST announced that the Listing Manual would be amended, *inter alia*, to require issuers to conduct the voting of all resolutions put to general meetings by poll, in order to enhance transparency of the voting process and encourage greater shareholder participation, and to require at least one scrutineer to be appointed for each general meeting. These amendments took effect on 1 August 2015. In addition, it was also announced that the

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Listing Manual would be amended, with effect from 1 January 2014 to require all issuers with a primary listing on the SGX-ST to hold their general meetings in Singapore (unless prohibited by relevant laws and regulations in the jurisdictions of their incorporations) in order to promote more active participation and engagement of shareholders.

- 2.3 The Company is accordingly proposing to amend its Constitution to align it with the prevailing rules of the Listing Manual, in compliance with Rule 730(2) of the Listing Manual which provides that if an issuer amends its articles of association or other constitutive document, they must be made consistent with all the listing rules prevailing at the time of amendment.
- 2.4 The proposed amendments to the Constitution, struck through for deletions and underlined for insertions, are set out in full in Appendix A of this Circular and are subject to Shareholders' approval by special resolution. If approved by the Shareholders, the proposed amendments will become effective immediately after the EGM.
- 2.5 Summary of Amendments to the Constitution to ensure compliance with the Listing Manual

The following is a summary of the principal proposed amendments to the Constitution, and should be read in conjunction with Appendix A of this Circular.

(a) Articles 66 and 74

It is proposed that Article 66 be amended to further provide that all general meetings shall be held in Singapore, as set out in Appendix A of this Circular. These changes are in line with Rule 730A(1) of the Listing Manual, which requires all issuers with a primary listing on the SGX-ST to hold their general meetings in Singapore (unless prohibited by relevant laws and regulations in the jurisdiction of their incorporation), in order to promote more active participation and engagement of shareholders. Article 66 is proposed to be further amended to provide that general meetings may be held outside Singapore if so permitted by applicable laws. This additional clarification is in line with Paragraph 2.5 of Practice Note 7.5 of the Listing Manual which states that the SGX-ST recognises that there may be circumstances which call for an issuer to hold its general meetings outside Singapore, and that the SGX-ST is prepared to consider these circumstances on a case-by-case basis.

It is proposed for consequential amendments to be made to Article 74 to clarify that where a general meeting is adjourned, the adjourned meeting shall be held at such time and place in Singapore.

(b) Articles 75, 76, 77 and 78

It is proposed that Article 75 be amended to provide that if required by the Listing Manual, all resolutions at general meetings shall be voted by poll (unless such requirement is waived by the SGX-ST), as set out in Appendix A of this Circular. These changes are in line with Rule 730A(2) of the Listing Manual, which requires issuers to conduct the voting of all resolutions put to general meetings by poll, in order to enhance transparency of the voting process and encourage greater shareholder participation. Article 75 has also been amended to provide that at least one scrutineer will be appointed for each general meeting, in accordance with the Listing Rules, who shall be independent of the persons undertaking the polling process. This amendment is in line with Rule 730A(3) of the Listing Manual.

It is proposed for consequential amendments to be made to Article 76, Article 77 and Article 78 to provide that these are subject to Article 75 which imposes the requirement that all resolutions at general meetings be voted by poll.

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(c) Article 84

It is proposed that Article 84 be amended to clarify that: -

- (a) a Shareholder who has deposited an instrument appointing any number of proxies to vote on his behalf at a general meeting shall not be precluded from attending and voting in person at that general meeting; and
- (b) any such appointment of all the proxies concerned shall be deemed to be revoked upon the attendance of the Shareholder appointing the proxy/proxies at the relevant general meeting.

These clarifications are in line with Paragraph 3.3 of Practice Note 7.5 of the Listing Manual which provides that if a shareholder submits a proxy form and subsequently attends the meeting in person and votes, the appointment of the proxy should be revoked, and that there must be sufficient systems or processes in place at the meeting to identify and cancel the appointment of the proxy at the point when the shareholder attends the meeting.

(d) Article 148

It is proposed that Article 148 be amended to provide for the electronic transmission of documents (including notices, circulars and annual reports) following the introduction of simplified procedures for the sending of documents electronically pursuant to Part IV of Chapter 12 of the Listing Manual and Section 387C of the Companies Act, as set out in Appendix A of this Circular. Companies can, subject to certain statutory safeguards, make use of these simplified procedures where a shareholder has given express, implied or deemed consent for the company to do so in accordance with the constitution of the company. The Company regards express consent as being given where a Shareholder gives notice in writing to the Company that he consents to having documents transmitted to him via electronic communications.

Rule 1209(1) of the Listing Manual provides that there is deemed consent ("**Deemed Consent**") from a shareholder where: -

- (a) the Articles of Association or other constituent document of the issuer: -
 - (i) provides for the use of electronic communications;
 - (ii) specifies the manner in which electronic communications is to be used; and
 - (iii) specifies that the shareholder will be given an opportunity to elect within a specified period of time, whether to receive such document by way of electronic communications or as a physical copy; and
- (b) the issuer has separately notified the shareholder directly in writing on at least one occasion of the following: -
 - (i) that the shareholder has a right to elect, within a time specified in the notice from the issuer, whether to receive documents in either electronic or physical copies;
 - (ii) that if the shareholder does not make an election, documents will be sent to the shareholder by way of electronic communications;
 - (iii) the manner in which electronic communications will be used is the manner specified in the Articles of Association or other constituent document of the issuer;

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- (iv) that the election is a standing election, but that the shareholder may make a fresh election at any time; and
- (v) until the shareholder makes a fresh election, the election that is conveyed to the issuer last in time prevails over all previous elections as the shareholder's valid and subsisting election in relation to all documents to be sent.

Rule 1209(2) of the Listing Manual provides that a shareholder has given implied consent ("**Implied Consent**") where the Articles of Association or other constituent document of the issuer: -

- (a) provides for the use of electronic communications;
- (b) specifies the manner in which electronic communications is to be used; and
- (c) provides that the shareholder shall agree to receive such document by way of such electronic communications and shall not have a right to elect to receive a physical copy of such document.

However, Rule 1210 of the Listing Manual provides that an issuer is still required to send certain documents to shareholders by way of physical copies if express consent from shareholders is not obtained. Such documents are as follows:

- (a) forms or acceptance letters that shareholders may be required to physically complete;
- (b) notice of meetings, excluding circulars or letters referred in that notice;
- (c) notices and documents relating to take-over offers and rights issues; and
- (d) notices under Rules 1211 and 1212 of the Listing Manual.

Rule 1211 of the Listing Manual also provides that when an issuer uses electronic communications to send a document to a shareholder, the issuer shall inform the shareholder as soon as practicable of how to request a physical copy of that document from the issuer. The issuer shall provide a physical copy of that document upon such request.

Rule 1212 of the Listing Manual provides that if the issuer uses website publication as the form of electronic communications, the issuer shall separately provide a physical notification to shareholders notifying of the following:

- (a) the publication of the document on the website;
- (b) if the document is not available on the website on the date of notification, the date on which it will be available;
- (c) the address of the website;
- (d) the place on the website where the document may be accessed; and
- (e) how to access the document.

Under Section 387C of the Companies Act, regulations may be made to exclude any notice or document or any class of notices or documents from the application of Section 387C, provide for safeguards for the use of electronic communications under Section 387C, and provide that a shareholder who is deemed to have consented to receive notices or documents by way of electronic communications may make a fresh election to receive such notice or document as a physical copy and the manner in which the

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fresh election may be made. Certain safeguards for the use of the deemed consent and implied consent regimes are prescribed under Regulation 89C of the Companies Regulations. Regulation 89D of the Companies Regulations provides that notices and documents relating to any take-over offer of the company and any rights issue by the company are excluded from the application of Section 387C of the Companies Act.

The amended Article 148 provides *inter alia* that:

- (a) documents may be sent to Shareholders using electronic communications either to a Shareholder's current address (which may be an email address) or by making it available on a website;
- (b) in relation to Deemed Consent, the Directors may decide to give Shareholders an opportunity to elect to opt out of receiving such document by way of electronic communications, and a Shareholder is deemed to have consented to receive such document by way of electronic communications if he was given such an opportunity but failed to opt out within the specified time, unless otherwise provided under applicable laws. Any election or deemed election by a Shareholder is a standing election but the Shareholder may make a fresh election to receive such document as a physical copy at any time. Until the Shareholder makes a fresh election, the election or deemed election that was last in time shall prevail;
- (c) in relation to Implied Consent, a Shareholder who has not given express consent may nonetheless be implied to have agreed to receive such document by way of electronic communications and shall not have a right to elect to receive a physical copy of such document, unless otherwise provided under applicable laws; and
- (d) the delivery or service of documents by electronic means shall not apply to certain prescribed documents (e.g. any notice or document relating to any take-over offer or rights issue of the Company).

The amended Article 148 additionally provides for when service is effected in the case of documents sent by electronic communications. In particular, where a document is made available on a website, it is deemed served on the date on which the document is first made available on the website, unless otherwise provided under the Companies Act, Listing Rules and/or other applicable regulations or procedures. The amendments to Article 148 will enable greater efficiency and cost savings in the transmission of documents from the Company to the Shareholders. The Company will comply with the requirements of the Companies Act and the Listing Manual if and when it decides to transmit notices and documents electronically to its Shareholders.

3. THE PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE

3.1 Rationale for the Proposed Renewal of the Share Buy-Back Mandate

It is a requirement under the Companies Act that a company which wishes to purchase or otherwise acquire its own shares should obtain the approval of its shareholders to do so at a general meeting of its shareholders. It is also a requirement under the Listing Manual that an issuer which wishes to purchase its own shares has to obtain approval from its shareholders to do so at a general meeting of its shareholders. In this regard, the approval for the renewal of the Share Buy-Back Mandate was previously granted by the Shareholders at an EGM held on 28 July 2016.

The Share Buy-Back Mandate will provide the Directors with the ability to enhance Shareholders' value by providing them with the flexibility to purchase or acquire Shares as and when they are of the view that this would be in the best interests of the Company. In addition, the Share Buy-Back Mandate will allow the Directors to improve the return on equity and will, depending

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on the market conditions, lead to an enhancement of the EPS and the NTA per Share of the Company. The Share Buy-Back Mandate will also allow the Directors to exercise greater control over the Company's share capital structure and dividend payout.

The Share Buy-Back Mandate would give the Company a relatively expedient and cost effective mechanism to facilitate the return of surplus cash reserves over and above its ordinary capital requirements. The Directors are also of the view that the Share Buy-Back Mandate will provide them with the means to mitigate short-term volatility in the price of the Shares, offset the effects of short-term speculation and bolster the confidence of investors and Shareholders.

The Directors will only purchase or acquire Shares as and when the circumstances permit and provided that it will be beneficial to the Company and Shareholders. Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate may not be carried out to the full limit as authorised. No purchase or acquisition of Shares will be made in circumstances which would have or may have a material adverse effect on the liquidity and capital adequacy position of the Company as a whole and/or affect the listing status of the Company on the SGX-ST.

It should be noted that there is no assurance that the proposed Share Buy-Back Mandate will achieve the desired effect, nor is there assurance that such effect (if achieved) can be sustained in the longer term.

3.2 Authority and Limitations

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the proposed Share Buy-Back Mandate, if approved, are set out below:

(a) **Maximum Number of Shares**

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company.

Pursuant to Rule 882 of the Listing Manual, the total number of Shares that may be purchased or acquired by the Company pursuant to the Share Buy-Back Mandate is limited to that number of Shares representing not more than ten per cent. (10%) of the issued share capital of the Company, ascertained as at the date of the EGM at which the Share Buy-Back Mandate is approved (the "**Approval Date**"), unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of Shares of the Company shall be taken to be the total number of Shares of the Company as altered after such capital reduction. For purposes of calculating the percentage of issued Shares above, treasury shares and subsidiary holdings will be disregarded.

For illustrative purposes only, based on the existing issued and paid-up share capital of the Company as at the Latest Practicable Date comprising 522,298,439 Shares (excluding 18,132,614 Shares held as treasury shares and subsidiary holdings), and assuming that no further Shares are issued on or prior to the EGM, not more than 52,229,843 Shares (representing ten per cent. (10%) of the Shares as at that date excluding treasury shares and subsidiary holdings) may be purchased or acquired by the Company pursuant to the Share Buy-Back Mandate.

(b) **Duration of Authority**

The purchase or acquisition of Shares may be made, at any time and from time to time, on and from the Approval Date up to the earlier of:

- (i) the conclusion of the next annual general meeting;
- (ii) the date by which such annual general meeting is required by law to be held;

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- (iii) the date on which the Share Buy-Backs are carried out to the full extent mandated pursuant to the Share Buy-Back Mandate; or
- (iv) the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by the Shareholders in a general meeting.

The Share Buy-Back Mandate may be renewed at each annual general meeting or such other general meeting of the Company. When seeking the approval of Shareholders for such renewal, the Company is required to disclose details pertaining to purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate made during the previous 12 months, including the total number of Shares purchased or acquired, the purchase price per Share or the highest and lowest prices paid for such purchases or acquisitions of Shares, where relevant, and the total consideration paid for such purchases or acquisitions.

(c) Manner of Share Buy-Backs

- (i) Pursuant to Rule 882 of the Listing Manual, Share Buy-Backs may be made by way of:
 - (1) on-market share purchases (“**On-Market Share Purchase**”), transacted on the SGX-ST through the SGX-ST trading system, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (2) off-market share purchases (“**Off-Market Share Purchase**”) effected in accordance with an equal access scheme pursuant to Section 76C of the Companies Act. The Directors may impose such terms and conditions which are not inconsistent with the Share Buy-Back Mandate, the Companies Act and the Listing Rules as they consider fit in the interests of the Company in connection with or in relation to an equal access scheme.
- (ii) An Off-Market Share Purchase scheme must, however, satisfy all the following conditions:
 - (1) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares, to purchase or acquire the same percentage of their Shares;
 - (2) all of the abovementioned persons shall be given a reasonable opportunity to accept the offers made; and
 - (3) the terms of all the offers shall be the same, except that there shall be disregarded:
 - (A) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;
 - (B) differences in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid (if applicable); and
 - (C) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

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- (iii) In addition, the Listing Manual provides that, in making an Off-Market Share Purchase in accordance with an equal access scheme, the Company must issue an offer document to all Shareholders which must contain at least the following information:
- (1) the terms and conditions of the offer;
 - (2) the period and procedures for acceptance;
 - (3) the reasons for the proposed share buy-back;
 - (4) the consequences, if any, of the share buy-back by the Company that will arise under the Take-over Code or other applicable take-over rules;
 - (5) whether the share buy-back, if made, would have any effect on the listing of the Shares on the SGX-ST;
 - (6) details of any share buy-back made by the Company in the previous 12 months (whether On-Market Share Purchases or Off-Market Share Purchases), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and
 - (7) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

(d) Maximum Purchase Price

- (i) The purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors.
- (ii) However, the purchase price to be paid for the Shares must not exceed:
- (1) in the case of an On-Market Share Purchase, 105% of the Average Closing Price (as defined below); and
 - (2) in the case of an Off-Market Share Purchase, 120% of the Average Closing Price (as defined below),

(the “**Maximum Price**”) in either case, excluding related expenses of the On-Market Share Purchase or Off-Market Share Purchase (as the case may be).

- (iii) For the above purposes:

“**Average Closing Price**” means the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the date of making the On-Market Share Purchase or, as the case may be, the day of the making of an offer pursuant to the Off-Market Share Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Day period.

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

LETTER TO SHAREHOLDERS

3.3 Status of Purchased or Acquired Shares

(a) **Cancellation**

Shares that are purchased or acquired by the Company shall, unless held as treasury shares to the extent permitted under the Companies Act (as set out below), be deemed cancelled immediately upon purchase or acquisition, and all rights and privileges attached to those Shares will expire on cancellation. The total number of Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.

All Shares purchased or acquired by the Company (other than treasury shares held by the Company to the extent permitted under the Companies Act) will be automatically de-listed by the SGX-ST, and (where applicable) certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following settlement of any such purchase or acquisition.

The Company may decide to cancel Shares which have been purchased or acquired by the Company or hold such Shares as treasury shares, depending on whether it is in the interests of the Company to do so. It is presently intended by the Company that Shares which are purchased or acquired by the Company will be held as treasury shares, up to the maximum number of treasury shares permitted by law to be held by the Company.

(b) **Treasury Shares**

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

(i) Maximum Holdings

The number of Shares held as treasury shares cannot at any time exceed ten per cent. (10%) of the total number of issued Shares. In the event that the Company holds more than ten per cent. (10%) of the total number of its Shares as treasury shares, the Company shall cancel or dispose of the excess treasury shares in the manner set out under paragraph 3.3(b)(iii) below within six (6) months beginning with the day on which that contravention occurs, or such further period as the Registrar of Companies may allow.

(ii) Voting and Other Rights

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed.

A subdivision or consolidation of any treasury share into treasury shares of a smaller amount is also allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

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(iii) Disposal and Cancellation

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

- (1) sell the treasury shares for cash;
- (2) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for its employees, directors or other persons;
- (3) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (4) cancel the treasury shares; or
- (5) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

Under Rule 704(28) of the Listing Manual, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares (in each case, the “**usage**”). Such announcement must include details such as the date of the usage, the purpose of the usage, the number of treasury shares comprised in the usage, the number of treasury shares before and after the usage, the percentage of the number of treasury shares comprised in the usage against the total number of issued shares (of the same class as the treasury shares) which are listed on the SGX-ST before and after the usage and the value of the treasury shares comprised in the usage.

The Board shall lodge with ACRA within 30 days of the cancellation or disposal of treasury shares the notice of the cancellation or disposal of treasury shares in the prescribed form with such particulars as may be required in the form, together with payment of the prescribed fee.

3.4 Source of Funds

The Company may only apply funds for Share Buy-Backs as provided in the Constitution and in accordance with the applicable laws in Singapore. Only funds legally available for purchasing Shares in accordance with the Companies Act shall be utilised. Under the Companies Act, any purchase or acquisition of the Shares may be made out of the Company’s distributable profits which are available for payment as dividends or using capital if the Company is solvent.

Pursuant to Section 76F(4) of the Companies Act, a company is solvent if at the date of the payment the following conditions are satisfied:

- (a) there is no ground on which the company could be found to be unable to pay its debts;
- (b) if -
 - (i) it is intended to commence winding up of the company within the period of 12 months immediately after the date of the payment, the company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up; or
 - (ii) it is not intended so to commence winding up, the company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and
- (c) the value of its assets is not less than the value of its liabilities (including contingent liabilities) and will not, after any purchase or acquisition of Shares, become less than the value of its liabilities (including contingent liabilities).

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In determining that the Company is solvent, the Directors must have regard to the most recently audited financial statements, other relevant circumstances, and may rely on valuations or estimates of liabilities that are reasonable in the circumstances. In determining the value of contingent liabilities, the Directors may take into account the likelihood of the contingency occurring, as well as any claims the Company is entitled to make and can reasonably expect to be met to reduce or extinguish the contingent liability.

The Company intends to use internal resources and/or external borrowings to finance the Company's purchase or acquisition of Shares pursuant to the Share Buy-Back Mandate. The Board will principally consider the availability of internal resources, and also the availability of external financing. However, in considering the option of external financing, the Board will particularly consider the prevailing gearing level of the Company. The Board will only make purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate in circumstances which they believe will not result in any material adverse effect on the financial condition of the Company. The purchase or acquisition of Shares will only be effected after considering relevant factors such as the working capital requirement, availability of financial resources, the expansion and investment plans of the Company and the prevailing market conditions.

The Directors do not propose to exercise the Share Buy-Back Mandate in a manner and to such extent that the liquidity, gearing levels and capital adequacy position of the Group would be materially adversely affected.

3.5 Financial Effects

(a) **General**

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent. Where the total amount of the purchase price paid by the Company for the Shares (excluding brokerage, stamp duties, applicable goods and services tax, clearance fees and other related expenses) (the "**Purchase Price**") paid by the Company for the purchase or acquisition of Shares is made out of profits, such Purchase Price will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the Purchase Price paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

Where the Company chooses not to hold the purchased Shares in treasury, such Shares shall be cancelled. The Company shall:

- (i) reduce the amount of its share capital where the Shares were purchased or acquired out of the capital of the Company;
- (ii) reduce the amount of its profits where the Shares were purchased or acquired out of the profits of the Company; or
- (iii) reduce the amount of its share capital and profits proportionately where the Shares were purchased or acquired out of both the capital and the profits of the Company,

by the total amount of the Purchase Price paid by the Company for the Shares cancelled. Where the purchased Shares are held in treasury, the total number of issued Shares will remain unchanged.

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Shareholders should note that the financial effects illustrated in paragraph 3.5(b) of this Circular are for illustration purposes only. In particular, it is important to note that the financial analysis set out below are based on the audited consolidated financial statements for FY2017 and are not necessarily representative of future financial performance of the Group. Although the proposed Share Buy-Back Mandate would authorise the Company to buy-back up to ten per cent. (10%) of the Company's issued Shares, the Company may not necessarily buy back, or be able to buy back, ten per cent. (10%) of the issued Shares in full.

(b) Financial Effects of the Share Buy-Back Mandate

It is not possible for the Company to realistically calculate or quantify the impact of purchases or acquisitions that may be made pursuant to the Share Buy-Back Mandate on the NTA and EPS as the resultant effect would depend on factors such as the aggregate number of Shares purchased or acquired, the purchase prices paid at the relevant time, the amount (if any) borrowed by the Company to fund the purchases or acquisitions, whether the purchase or acquisition is made out of profits or capital, and whether the Shares purchased or acquired are held in treasury or cancelled.

The Directors do not propose to exercise the Share Buy-Back Mandate to such an extent that it would have a material adverse effect on the working capital requirements of the Group. The purchase or acquisition of Shares will only be effected after considering relevant factors such as the working capital requirement, availability of financial resources, the expansion and investment plans of the Group, and the prevailing market conditions.

Purely for illustrative purposes, on the basis of 522,298,439 Shares in issue (excluding 18,132,614 Shares held as treasury shares and subsidiary holdings) as at the Latest Practicable Date and assuming no further Shares are issued and no reduction of the share capital of the Company is effected on or prior to the EGM, the purchase by the Company of ten per cent. (10%) of its issued Shares will result in the purchase of 52,229,843 Shares.

In the case of an On-Market Share Purchase by the Company and assuming that the Company purchases or acquires 52,229,843 Shares at the Maximum Price of S\$0.925 for each Share (being the price equivalent to 105% of the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition is approximately S\$48.3 million.

In the case of an Off-Market Share Purchase by the Company and assuming that the Company purchases or acquires 52,229,843 Shares at the Maximum Price of S\$1.057 for each Share (being the price equivalent to 120% of the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition is approximately S\$55.2 million.

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

- (i) the Share Buy-Back Mandate had been effective on 31 March 2017; and
- (ii) such Share purchases are funded solely by internal resources and/or borrowings,

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the financial effects on the audited consolidated financial results of the Group for FY2017, are set out below:

Group	On-Market Share Purchase		Off-Market Share Purchase	
	Before S\$'000	After S\$'000	Before S\$'000	After S\$'000
As at 31 March 2017				
Share Capital and Reserves	321,952	273,154	321,952	266,182
Shares held in treasury	(13,048)	(61,363)	(13,048)	(68,265)
NTA ⁽¹⁾	320,960	272,162	320,960	265,190
Current Assets	506,285	457,487	506,285	450,515
Current Liabilities	233,834	233,834	233,834	233,834
Working Capital	272,451	223,653	272,451	216,681
Total Borrowings ⁽²⁾	88,354	88,354	88,354	88,354
Number of Shares ('000)	522,121	469,891	522,121	469,891

Financial Ratios

NTA per share (cents)	61.50	57.92	61.50	56.44
Gearing (times) ⁽³⁾	0.27	0.32	0.27	0.33
Current Ratio (times) ⁽⁴⁾	2.17	1.96	2.17	1.93
Basic EPS (cents) ⁽⁵⁾	6.40	6.98	6.40	6.97

Notes:

- (1) NTA equals share capital and reserves less goodwill and other intangible assets.
- (2) Total borrowings refer to borrowings from financial institutions.
- (3) Gearing ratio equals total borrowings divided by share capital and reserves.
- (4) Current ratio means current assets divided by current liabilities.
- (5) Basic EPS equals profit attributable to owners of the Company divided by the weighted average number of ordinary shares in issue.

The financial effects set out above are for illustrative purposes only. Although the Share Buy-Back Mandate would authorise the Company to purchase up to ten per cent. (10%) of the issued Shares, the Company may not necessarily purchase or be able to purchase the entire ten per cent. (10%) of the issued Shares. In addition, the Company may cancel all or part of the Shares purchased or acquired, or hold all or part of the Shares purchased or acquired in treasury.

The Directors emphasize that they do not propose to exercise the Share Buy-Back Mandate to the extent that it will have a material adverse impact on the financial position of the Group. The Directors will be prudent in exercising the Share Buy-Back Mandate only to such extent which the Directors believe will achieve benefits to the Group and its Shareholders from time to time, giving consideration to the prevailing market conditions, the financial position of the Group and other relevant factors.

(c) Tax implications

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

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3.6 Reporting Requirements

The Companies Act and the Listing Rules require the Company to make reports in relation to the Share Buy-Back Mandate as follows:

- (a) within 30 days of the passing of a Shareholders' resolution to approve purchases or acquisitions of Shares by the Company, the Company must lodge a copy of such resolution with ACRA;
- (b) the Company must notify ACRA, within 30 days of a purchase or acquisition of Shares on the SGX-ST or otherwise. Such notification in the form as may be prescribed by ACRA shall include details of the purchase or acquisition including the date of the purchase or acquisition, the total number of Shares purchased or acquired by the Company, the number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued share capital before the purchase or acquisition of Shares, the Company's issued share capital after the purchase or acquisition of Shares, the amount of consideration paid by the Company for the purchase or acquisition of Shares, whether the Shares were purchased or acquired out of profits or the capital of the Company and such other particulars as may be required; and
- (c) purchases of Shares must be reported to the SGX-ST in the forms prescribed by the Listing Rules and announced to the public in the case of On-Market Share Purchases, not later than 9.00 a.m. on the Market Day following the day of purchase or acquisition of any of its Shares and in the case of Off-Market Share Purchases, not later than 9.00 a.m. on the second Market Day after the close of acceptances of the offer made by the Company.

3.7 Suspension of Buy-Back of Shares

The Listing Rules do not expressly prohibit any purchase or acquisition of shares by a listed company during any particular time(s). However, as the Company would be considered an "insider" in relation to any proposed purchase or acquisition of its Shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Buy-Back Mandate after a price sensitive development has occurred or has been the subject of a consideration and/or a decision of the Board until such time as the price sensitive information has been publicly announced. In particular, the Company will not purchase any Shares during the period commencing two (2) weeks before the announcement of the Company's results for each of the first three (3) quarters of the financial year, and one (1) month before the announcement of the Company's annual (full-year) results, as the case may be, and ending on the date of announcement of the relevant results.

3.8 Listing Status

The Listing Rules require a listed company to ensure that at least ten per cent. (10%) of equity securities of any class that is listed is at all times held by the public. The "public", as defined in the Listing Rules, are persons other than the Directors, chief executive officer, Substantial Shareholders or Controlling Shareholders of the Company and its subsidiaries, as well as the Associates of such persons.

As at the Latest Practicable Date, there is a public float of 219,957,519 Shares representing approximately 42.11% of the issued Shares (excluding treasury shares). Assuming the Company exercises the Share Buy-Back Mandate in full and purchases the maximum of ten per cent. (10%) of its Shares through On-Market Share Purchases from the public, the public float would be reduced to approximately 35.68% of the issued Shares (excluding treasury shares). Accordingly, the Company is of the view that there is a sufficient number of the Shares in issue held by public Shareholders which would permit the Company to undertake Share Buy-Backs up to the full ten per cent. (10%) limit pursuant to the Share Buy-Back Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or adversely affect the orderly trading of the Shares.

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In undertaking any Share Buy-Back, the Directors will use their best efforts to ensure that a sufficient number of Shares remain in public hands so that the Share Buy-Backs will not:

- (a) adversely affect the listing status of the Shares on the SGX-ST;
- (b) cause market illiquidity; or
- (c) adversely affect the orderly trading of Shares.

3.9 Share Buy-Backs during the last 12 months

In the last 12 months preceding the Latest Practicable Date, the Company had purchased 922,100 Shares by way of On-Market Share Purchase. The price paid was S\$0.80 per Share and the total consideration paid for all the purchases was S\$739,179.71.

3.10 Take-over Code implications

(a) **Obligation to make a take-over offer**

Pursuant to Appendix 2 of the Take-over Code, an increase of a shareholder's proportionate interest in the voting rights of the Company as a result of any purchase or acquisition of Shares by the Company will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code ("**Rule 14**").

Under Rule 14, a person will incur an obligation to make a mandatory take-over offer for the Company if, *inter alia*, he and persons acting in concert with him increase their voting rights in the Company to 30% or more or, if they, together holding between 30% and 50% of the Company's voting rights, increase their voting rights in the Company by more than one per cent. (1%) in any period of six (6) months.

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

(b) **Persons acting in concert**

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company to obtain or consolidate effective control of that company.

Unless the contrary is established, the Take-over Code presumes, *inter alia*, the following persons to be acting in concert, namely:

- (i) a company with any of its directors (together with their close relatives, related trusts and companies controlled by any of the directors, their close relatives and related trusts); and
- (ii) a company, its parent company, subsidiaries and fellow subsidiaries, and their associated companies and companies of which such companies are associated companies, all with each other. For this purpose, ownership or control of at least 20% but not more than 50% of the voting rights of a company will be regarded as the test of associated company status.

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

3.11 Effect of Rule 14 and Appendix 2 of the Take-over Code

The effect of Rule 14 and Appendix 2 of the Take-over Code is that:

- (a) unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Directors and persons acting in concert with them would increase to 30% or more, or if the voting rights of such Directors and persons acting in concert with them fall between 30% and 50% of the Company's voting rights, the voting rights of such Directors and persons acting in concert with them would increase by one per cent. (1%) in any period of six (6) months; and
- (b) a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to 30% or more, or if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than one per cent. (1%) in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Buy-Back Mandate.

The statements in this Circular do not purport to be a comprehensive or exhaustive description of all implications that may arise under the Take-over Code. Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Take-over Code as a result of any purchase or acquisition of Shares by the Company should consult their professional advisers and/or the SIC and/or other relevant authorities at the earliest opportunity.

3.12 Application of the Take-over Code

The interests of the Directors and Substantial Shareholders of the Company in the Shares are disclosed in paragraph 4 of this Circular.

As at the Latest Practicable Date, and for the purposes of the Take-over Code, as Mr Wong Fong Fui and Mr Chong Ngien Cheong are Directors, and by virtue of Mr Chong Ngien Cheong being the brother-in-law of Mr Wong Fong Fui, Mr Wong Fong Fui and Mr Chong Ngien Cheong (the "**Relevant Parties**") are presumed to be parties acting in concert with each other in respect of their aggregate shareholding in the Company of 201,648,032 Shares (including 23,376,203 Shares held by Sang Chun, which is presumed to be acting in concert with Mr Chong Ngien Cheong for the purposes of the Take-over Code by virtue of his holding not less than 20% of the voting shares in Sang Chun), which is equivalent to approximately 38.61% of the Company's issued Shares.

In the event that the Company undertakes any purchase or acquisition of Shares of up to the maximum limit of ten per cent. (10%) of its issued Shares (excluding treasury shares) as permitted by the Share Buy-Back Mandate, the aggregate shareholdings and voting rights of the Relevant Parties in the Company will increase from approximately 38.61% to approximately 42.90%. Accordingly, if such increase in shareholding were to occur over any 6-month period, the shareholding of the Relevant Parties would have increased by more than one per cent. (1%) and they would be required to make a general offer for the Shares held by the other Shareholders pursuant to Rule 14.1(b) of the Take-over Code.

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The Relevant Parties and persons acting in concert with them will be exempted from the requirement to make an offer under Rule 14 of the Take-over Code, subject to the following conditions set out in Appendix 2 of the Take-over Code:

- (a) the circular to Shareholders on the resolution to approve the Share Buy-Back Mandate contains advice to the effect that by voting for the resolution, Shareholders are waiving their rights to a general offer at the required price from the Relevant Parties and persons acting in concert with them, who, as a result of the Company buying back its Shares, would increase their voting rights by more than one per cent. (1%) in any 6-month period; and the names of the Relevant Parties and persons acting in concert with them, and their voting rights at the time of the resolution and after the proposed buy-back under the Share Buy-Back Mandate are disclosed in the same circular;
- (b) the resolution to authorise the Share Buy-Back Mandate is approved by a majority of the Shareholders present and voting at the EGM on a poll who could not become obliged to make an offer as a result of the Share Buy-Back under the Share Buy-Back Mandate;
- (c) the Relevant Parties and persons acting in concert with them abstain from voting for and/or recommending Shareholders to vote in favour of the resolution to approve the Share Buy-Back Mandate;
- (d) within seven (7) days after the passing of the resolution to approve the Share Buy-Back Mandate, each of the Relevant Parties is to submit to the SIC a duly signed Form 2 as set out in the Appendix to the SIC's Practice Statement on Share Buy-Back Guidance Note; and
- (e) the Relevant Parties and persons acting in concert with them, together holding between 30% and 50% of the Company's voting rights, not to have acquired and not to acquire any Shares between the date on which they know that the announcement of the Share Buy-Back Mandate is imminent and the earlier of:
 - (i) the date on which the authority of the Share Buy-Back Mandate expires; and
 - (ii) the date on which the Company announces it has bought back such number of Shares as authorised by Shareholders at the EGM in respect of the proposed Share Buy-Back Mandate or it has decided to cease buying back its Shares, as the case may be,

if such acquisitions, taken together with the Share Buy-Backs, would cause their aggregate voting rights to increase by more than one per cent. (1%) in the preceding six (6) months.

It follows that where the aggregate voting rights held by the Relevant Parties and persons acting in concert with them increase by more than one per cent. (1%) solely as a result of the Share Buy-Back and none of them has acquired any Shares during the relevant period defined above, then the Relevant Parties and persons acting in concert with them would be eligible for the exemption from the requirement to make a general offer under Rule 14, or where such exemption has been granted, would continue to enjoy the exemption.

Shareholders should note that by voting in favour of the Share Buy-Back Mandate, they are waiving their rights to a take-over offer at the required price from the Relevant Parties and persons acting in concert with them.

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

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Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Take-over Code as a result of a Share Buy-Back should consult the SIC and/or their professional advisers at the earliest opportunity.

The Relevant Parties and persons acting in concert with them (including Sang Chun) will abstain from voting at the EGM in respect of the proposed Share Buy-Back Mandate and will not accept nominations as proxy or otherwise for voting at the EGM in respect thereof, unless Shareholders appointing them as proxies give specific instructions in the relevant proxy forms on the manner in which they wish their votes be cast.

4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

Based on the Company's register of interest of Directors and register of Substantial Shareholders respectively, as at the Latest Practicable Date, the interests of Directors and Substantial Shareholders of the Company in the Shares before and after the purchase or acquisition of Shares pursuant to the Share Buy-Back Mandate, assuming (a) the Company purchases or acquires the maximum amount of ten per cent. (10%) of the total number of issued Shares, and (b) there is no change in the number of Shares held by the Directors and the Substantial Shareholders or in which they are deemed interested, are as follows:

	Before Share Buy-Back (No. of Shares)			Before Share Buy-Back (%) ⁽¹⁾	After Share Buy-Back (%) ⁽²⁾
	Direct Interest	Deemed Interest	Total Interest		
<u>Directors</u>					
Mr Wong Fong Fui	-	177,871,829 ⁽³⁾	177,871,829	34.06	37.84
Mr Loh Kai Keong	500,633	-	500,633	0.10	0.11
Mr Wong Yu Loon	-	-	-	-	-
Mr Chong Ngien Cheong	400,000	23,376,203	23,776,203	4.55	5.06
Mr Godfrey Ernest Scotchbrook	-	1,052,783	1,052,783	0.20	0.22
Mr Goh Boon Seong	-	-	-	-	-
<u>Substantial Shareholders (other than Directors)</u>					
Mr Saiman Ernawan	-	47,360,855 ⁽³⁾	47,360,855	9.07	10.08
FMR LLC	-	45,086,461 ⁽³⁾	45,086,461	8.63	9.59

Notes:

- (1) Based on 522,298,439 Shares in issue (excluding treasury shares and subsidiary holdings) as of the Latest Practicable Date.
- (2) Based on 470,068,596 Shares in issue (excluding treasury shares and subsidiary holdings), assuming that the Company purchases the maximum number 52,229,843 Shares under the Share Buy-Back Mandate.
- (3) The deemed interests of these Directors/Substantial Shareholders are held through nominees.

5. DIRECTORS' RECOMMENDATION

5.1 Proposed amendments to the Constitution

The Directors are of the opinion that the proposed amendments to the Constitution are in the best interests of the Company. Accordingly, the Board recommends that Shareholders vote in favour of Resolution 1, relating to the proposed amendments to the Constitution as set out in the Notice of EGM.

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5.2 Proposed renewal of the Share Buy-Back Mandate

Save for Mr Wong Fong Fui and Mr Chong Ngien Cheong who are required to abstain from recommending Shareholders to vote in favour of the proposed renewal of the Share Buy-Back Mandate, the Directors are of the opinion that the proposed renewal of the Share Buy-Back Mandate is in the best interests of the Company. Accordingly, save for Mr Wong Fong Fui and Mr Chong Ngien Cheong, the Directors recommend that Shareholders vote in favour of Resolution 2, relating to the proposed renewal of the Share Buy-Back Mandate as set out in the Notice of EGM.

6. **ABSTENTION FROM VOTING**

Mr Wong Fong Fui and Mr Chong Ngien Cheong have informed the Company that save for Sang Chun, which is presumed to be acting in concert with Mr Chong Ngien Cheong for the purposes of the Take-over Code by virtue of his holding not less than 20% of the voting shares in Sang Chun, there are no parties acting in concert (as defined under the Take-over Code) with them for the purpose of Resolution 2 relating to the proposed renewal of the Share Buy-Back Mandate.

Mr Wong Fong Fui and Mr Chong Ngien Cheong will abstain, and will procure that their respective Associates (including Sang Chun) abstain, from voting, whether by representative or proxy, on Resolution 2 relating to the proposed renewal of the Share Buy-Back Mandate.

Mr Wong Fong Fui and Mr Chong Ngien Cheong will not accept, and will procure that their respective Associates (including Sang Chun) do not accept, nominations as proxy or otherwise vote at the EGM in respect of the proposed renewal of the Share Buy-Back Mandate unless Shareholders appointing them as proxies give specific instructions in the relevant proxy forms on the manner in which they wish their votes be cast for Resolution 2.

7. **EXTRAORDINARY GENERAL MEETING**

The EGM, notice of which is set out on page 29 of this Circular, will be held at Room 300-302, Level 3, Suntec Singapore Convention and Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on 27 July 2017 at 3.30 p.m. (or as soon after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2.30 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing the resolutions (with or without any modification) set out in the Notice of EGM.

8. **ACTION TO BE TAKEN BY SHAREHOLDERS**

Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote at the EGM on their behalf must complete, sign and return the Proxy Form attached to this Circular in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company at 82 Ubi Avenue 4, #08-01 Edward Boustead Centre, Singapore 408832 not less than 48 hours before the time fixed for the EGM. The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM should he subsequently decide to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance.

A Depositor shall not be regarded as a shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register as at 48 hours before the EGM.

LETTER TO SHAREHOLDERS

9. 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 Constitution and the proposed renewal of the Share Buy-Back Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. 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.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 82 Ubi Avenue 4, #08-01 Edward Boustead Centre, Singapore 408832 during normal business hours on any weekday (public holidays excepted) up to and including the date of the EGM:

- (a) the Constitution of the Company; and
- (b) the Annual Report of the Company for the financial year ended 31 March 2017.

Yours faithfully
BOUSTEAD SINGAPORE LIMITED

Mr Wong Fong Fui
Chairman & Group Chief Executive Officer

APPENDIX A – THE PROPOSED AMENDMENTS TO THE CONSTITUTION

The proposed amendments to the Constitution of the Company are set out below. It is proposed that the following articles in the Constitution of the Company be amended in the following manner where text in strikethrough indicates deletions from and underlined text indicates additions to the Constitution of the Company.

“2. In these Articles, 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:-

WORDS	MEANINGS
<u>“Applicable Laws”</u>	- <u>All laws, bye-laws, regulations, orders and/or official directions for the time being in force affecting the Company and its subsidiaries, including but not limited to the Act, the Securities and Futures Act, Chapter 289 and the Listing Manual of the Exchange. Provided Always that a waiver granted in connection to any such law shall be treated as due compliance with such relevant law.</u>
66.	<u>Annual General Meetings of the Company shall be held once in every year in Singapore or such other jurisdiction as permitted and/or required by Applicable Laws, at such time and place as may be determined by the Directors, in accordance with the provisions of the Act. All general meetings other than the Annual General Meetings shall be called Extraordinary General Meetings and shall be held in Singapore or such other jurisdiction as permitted and/or required by Applicable Laws, at such time and place as may be determined by the Directors.</u>
74.	<u>The Chairman of a general meeting may with the consent of the meeting adjourn the same from time to time and place to place in Singapore but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</u>
75.	(1) <u>Every question submitted to a meeting shall, if required by Applicable Laws, be decided in the first instance by a poll show of hands of the members present either in person or by proxy and entitled to vote, and, in the case of an equality of votes, the Chairman shall, both whether on a show of hands or and at on a poll, as the case may be, have a casting vote in addition to the vote or votes to which he may be entitled as a member.</u>
	(2) <u>Where required by Applicable Laws, the Chairman of the meeting shall appoint at least one scrutineer for each general meeting who shall be independent of the persons undertaking the polling process.</u>
76.	<u>Subject to Article 75(1), at At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands by the Members present in person or by proxy and entitled to vote, unless a poll be (before or upon the declaration of the result of a show of hands) demanded by the Chairman or by at least two members then present personally or by proxy or by a member holding or representing or entitled to vote in respect of at least five per centum of the issued shares (excluding treasury shares) in the capital of the Company. Unless a poll be so demanded (and the demand be not withdrawn) or is required pursuant to Article 75(1), a declaration by the Chairman that a resolution has been passed or lost, having regard to the majority required, and an entry to that effect in the minute book of the Company, signed by the Chairman of that or the next succeeding meeting, 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.</u>

APPENDIX A – THE PROPOSED AMENDMENTS TO THE CONSTITUTION

77. *If a poll is required under Article 75(1) or duly ~~be~~ demanded under Article 76 ~~as aforesaid~~, it shall be taken in such manner and at such time and place as the Chairman of the meeting directs, and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote, the Chairman shall determine the same and such determination made in good faith shall be final and conclusive.*
78. *The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. Subject to Article 75(1), no ~~no~~ poll shall be demanded on the election of a chairman of a meeting and a poll demanded on any question of adjournment shall be taken at the meeting and without adjournment.*
84. *Any member may appoint a proxy to vote on his behalf. A proxy need not be a member of the Company. The instrument appointing a proxy (and the power of attorney, if any, under which it is signed or proof thereof to the satisfaction of the Board) shall be deposited at the Office not less than forty-eight hours before the time for holding the meeting or adjourned meeting or poll at which the person named in such instrument proposes to vote, and no instrument appointing a proxy shall, except as provided in Article 85 hereof, be valid after the expiration of twelve months from the date of its execution. The deposit of an instrument appointing a proxy does not preclude the Member concerned from attending and voting in person at the meeting, as well as for any adjournment of the meeting to which it relates. In such an event, the appointment of the proxy or proxies is deemed to be revoked by the Member concerned at the point when the Member attends the meeting.*
148. (1) *A notice may be served by the Company upon any member either personally or by sending it through the post a prepaid envelope or wrapper addressed to such member at his registered place of address.*
- (2) *Without prejudice to the provisions of Article 148(1), but subject otherwise to any Applicable Laws, any document (including, without limitation, notices, circulars and annual reports) which is required or permitted to be given, sent or served under Applicable Laws or under the Articles 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 (which may be an email address); or*
- (b) *by making it available on a website prescribed by the Company from time to time.*
- in accordance with the provisions of these Articles and any Applicable Laws and at the discretion of the Directors.*
- (3) ***Express Consent:** For the purposes of Article 148(2) above, the Company may send such document by way of such electronic communications to a Member, if there is express consent from that Member.*
- (4) ***Deemed Consent:** For the purposes of Article 148(2) above, the Directors may, at their discretion, give a Member an opportunity to elect within a specified period of time whether to receive such document by way of electronic communications or as a physical copy, and such Member shall be deemed to have consented to receive such 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 document, unless otherwise provided under Applicable Laws. Any election or deemed election by a Member pursuant to this Article 148(4) is a standing election but the Member may make a fresh election at any time, provided that until the Member makes a fresh election, the election or deemed election that is conveyed to the Company last in time prevails over all previous elections as that Member's valid and subsisting election in relation to all documents to be sent.*

APPENDIX A – THE PROPOSED AMENDMENTS TO THE CONSTITUTION

- (5) *Implied Consent: For the purposes of Article 148(2) above, a Member shall be implied to have agreed to receive such document by way of such electronic communications and shall not have a right to elect to receive a physical copy of such document, unless otherwise provided under Applicable Laws.*
- (6) *Articles 148(2), (3), (4) and (5) above shall not apply to such documents which are excluded from being given, sent or served by electronic communications or means pursuant to the Applicable Laws, unless permitted by the Applicable Laws.*
- (7) *Where a document is sent by electronic communications, the Company shall inform the Member as soon as practicable of how to request a physical copy of that document from the Company. The Company shall provide a physical copy of that document upon such request.*
- (8) *Where the Company uses website publication as the form of electronic communications, the Company shall separately provide a physical notification to Members notifying of the following:*
- (a) *the publication of the document on the website;*
 - (b) *if the document is not available on the website on the date of notification, the date on which it will be available;*
 - (c) *the address of the website;*
 - (d) *the place on the website where the document may be accessed; and*
 - (e) *how to access the document.*
- (9) *Where a document is given, sent or served by electronic communications:*
- (a) *to the current address of a person pursuant to Article 148(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 Applicable Laws; or*
 - (b) *by making it available on a website pursuant to Article 148(2)(b), it shall be deemed to have been duly given, sent or served on the date on which the document is first made available on the website, or unless otherwise provided under Applicable Laws.*
149. *Each holder of shares on the Register of Members or, (as the case may be) in the Depository Register, whose registered place of address is not in Singapore may from to time notify the Company an address in Singapore which shall be deemed his registered place of address within the meaning of the last preceding Article. If any such member as aforesaid does not give an address to the Company for the purpose aforesaid, a ~~any notice or document served in accordance with Article 148(2) exhibited in the Office for a period of forty-eight hours~~ shall be deemed to have been duly served on such member ~~at the expiration of such period.~~"*

NOTICE OF EXTRAORDINARY GENERAL MEETING

BOUSTEAD SINGAPORE LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 197501036K)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the members of the Company will be held on 27 July 2017 at Room 300-302, Level 3, Suntec Singapore Convention and Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 at 3.30 p.m. (or as soon after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2.30 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without any modification, the resolutions set out below.

All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 5 July 2017.

RESOLUTION 1:

Special Resolution – The Proposed Amendments to the Constitution

“That the Constitution of the Company be and is hereby amended in the manner described in Appendix A of the Circular.”

RESOLUTION 2:

Ordinary Resolution – The Proposed Renewal of the Share Buy-Back Mandate

“That:

- (a) for the purposes of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”), and such other laws and regulations as may for the time being be applicable, approval be and is hereby given for the exercise by the directors of the Company (“**Directors**”) of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the share capital of the Company (“**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) on-market share purchases (“**On-Market Share Purchase**”), transacted on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”); and/or
 - (ii) off-market share purchases (“**Off-Market Share Purchase**”) (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable (the “**Share Buy-Back Mandate**”);
- (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buy-Back Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;
- (c) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Ordinary Resolution and the expiring on the earlier of:
 - (i) the date on which the next annual general meeting of the Company is held or required by law to be held;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (ii) the date on which the purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated; or
 - (iii) the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked;
- (d) for the purposes of this Ordinary Resolution:

“Prescribed Limit” means ten per cent. (10%) of the total issued ordinary share capital of the Company (excluding any treasury shares and subsidiary holdings) as at the date of passing of this Ordinary Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of Shares of the Company shall be taken to be the total number of Shares of the Company as altered after such capital reduction (excluding any treasury shares and subsidiary holdings);

“Relevant Period” means the period commencing from the date on which the last annual general meeting of the Company was held and expiring on the date of the next annual general meeting of the Company is held or is required by law to be held, or the date on which the purchases of the Shares are carried out to the full extent mandated, whichever is earlier, unless prior to that, it is varied or revoked by resolution of the shareholders of the Company in general meeting;

“Maximum Price” in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

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

where:

“Average Closing Price” means the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the date of making the On-Market Share Purchase or, as the case may be, the day of the making of an offer pursuant to the Off-Market Share Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Days;

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

“Market Day” means a day on which the SGX-ST is open for trading in securities;

- (e) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing such documents as may be required) as they and/or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Ordinary Resolution.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

By Order of the Board

Alvin Kok
Company Secretary
Singapore
5 July 2017

Notes:

1. A member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the Extraordinary General Meeting (“EGM”) is entitled to appoint not more than two (2) proxies to attend and vote in his/her/its stead. A proxy need not be a member of the Company.
2. A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
3. The instrument of proxy must be signed by the appointer or his/her duly authorised attorney or, if the appointer is a body corporate, signed by a duly authorised officer or its attorney or affixed with its common seal thereto.
4. A body corporate which is a member may also appoint by resolution of its directors or other governing body an authorised representative or representatives in accordance with its Constitution and Section 179 of the Companies Act, Chapter 50 of Singapore to attend and vote for and on behalf of such body corporate.
5. The instrument appointing a proxy or proxies (together with the power of attorney (if any) under which it is signed or a certified copy thereof), must be deposited at the registered office of the Company at 82 Ubi Avenue 4, #08-01 Edward Boustead Centre, Singapore 408832 not less than 48 hours before the time fixed for holding the EGM.
6. Please insert in the space in the instrument of proxy provided 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, Chapter 289 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, 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 entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this instrument of proxy shall be deemed to relate to all the shares held by you.
7. The Company shall be entitled to reject the instrument of proxy if it is incomplete, not properly completed, or illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in this instrument of proxy. In addition, in the case of a member whose shares are deposited with the Central Depository (Pte) Limited (“CDP”), the Company may reject any instrument of proxy lodged if such member is not shown to have shares entered against his/her name in the Depository Register 72 hours before the time fixed for holding the above EGM, as certified by CDP to the Company.
8. **PERSONAL DATA PRIVACY** By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Chapter 19) 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; or

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36) 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.

BOUSTEAD SINGAPORE LIMITED

(Company Registration No. 197501036K)
(Incorporated in the Republic of Singapore)

Important:

1. For investors who have used their CPF monies to buy shares in the capital of Boustead Singapore Limited, this Circular is forwarded to them at the request of their CPF Approved Nominees and is sent solely **FOR INFORMATION ONLY**.
2. Pursuant to Section 181(1C) of the Companies Act, Chapter 50 of Singapore, Relevant Intermediaries may appoint more than two proxies to attend, speak and vote at the Extraordinary General Meeting.
3. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF investors who wish to vote should contact their CPF Approved Nominees.

**PROXY FORM
EXTRAORDINARY GENERAL MEETING**

(Before completing this form, please see notes overleaf)

I/We _____ (Name)

of _____ (Address)

being a Shareholder/Shareholders of Boustead Singapore Limited (the "Company") hereby appoint:-

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)

and/ or (delete as appropriate)

Name	Address	NRIC/Passport Number	Proportion of Shareholdings (%)

or failing him/her/them**, the Chairman of the Extraordinary General Meeting (the "EGM") of the Company as my/our** proxy/proxies** to attend and to vote for me/us** on my/our** behalf at the EGM of the Company to be held at Room 300-302, Level 3, Suntec Singapore Convention and Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on 27 July 2017 at 3.30 p.m. (or as soon after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2.30 p.m. on the same day and at the same place), and at any adjournment thereof.

		For*	Against*
1.	Resolution 1: Special Resolution – To approve the proposed amendments to the Constitution		
2.	Resolution 2: Ordinary Resolution – To approve the proposed renewal of the Share Buy-Back Mandate		

* If you wish to use all your votes "For" or "Against", please indicate with an "X" within the box provided. Alternatively, please indicate the number of votes as appropriate.

In the absence of specific directions, your proxy/proxies may vote or abstain as he/she thinks fit.

Dated this _____ day of _____ 2017

	No. of shares
CDP Register	
Register of Members	

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

**Delete accordingly

IMPORTANT: PLEASE READ THE NOTES OVERLEAF



Notes:

1. A member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the Extraordinary General Meeting (“EGM”) is entitled to appoint not more than two (2) proxies to attend and vote in his/her/its stead. A proxy need not be a member of the Company.
2. A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
3. This instrument of proxy must be signed by the appointer or his/her duly authorised attorney or, if the appointer is a body corporate, signed by a duly authorised officer or its attorney or affixed with its common seal thereto.
4. A body corporate which is a member may also appoint by resolution of its directors or other governing body an authorised representative or representatives in accordance with its Constitution and Section 179 of the Companies Act, Chapter 50 of Singapore to attend and vote for and on behalf of such body corporate.
5. This instrument appointing a proxy or proxies (together with the power of attorney (if any) under which it is signed or a certified copy thereof), must be deposited at the registered office of the Company at 82 Ubi Avenue 4, #08-01 Edward Boustead Centre, Singapore 408832 not less than 48 hours before the time fixed for holding the EGM.
6. Please insert in the space provided 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, Chapter 289 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, 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 entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this instrument of proxy shall be deemed to relate to all the shares held by you.
7. The Company shall be entitled to reject this instrument of proxy if it is incomplete, not properly completed, or illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in this instrument of proxy. In addition, in the case of a member whose shares are deposited with the Central Depository (Pte) Limited (“CDP”), the Company may reject any instrument of proxy lodged if such member is not shown to have shares entered against his/her name in the Depository Register 72 hours before the time fixed for holding the above EGM, as certified by CDP to the Company.
8. Agent Banks acting on the request of CPF Investors who wish to attend the EGM as Observers are required to submit in writing, a list with details of the investor’s name, NRIC/Passport number, addresses and number of shares held. The list, signed by an authorised signatory of the agent bank, should reach the Company Secretary, at the Secretary’s Office at 82 Ubi Avenue 4, #08-01 Edward Boustead Centre, Singapore 408832, not less than 48 hours before the time fixed for holding the EGM.
9. **PERSONAL DATA PRIVACY** By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Chapter 19) 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; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36) 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.



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