

CIRCULAR DATED 5 APRIL 2018

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

If you have sold or transferred all of your shares in the capital of COSCO SHIPPING International (Singapore) Co., Ltd. (the “**Company**”), you should immediately forward this Circular together with the Notice of Extraordinary General Meeting and the accompanying Proxy Form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

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.



COSCO SHIPPING INTERNATIONAL (SINGAPORE) CO., LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No: 196100159G)

CIRCULAR TO SHAREHOLDERS

in relation to

- (1) THE PROPOSED NEW INTERESTED PERSON TRANSACTIONS MANDATE; AND**
- (2) THE PROPOSED ADOPTION OF THE NEW CONSTITUTION.**

*Independent Financial Adviser to the Independent Directors
in relation to the Proposed New Interested Person Transactions Mandate*



PROVENANCECAPITAL

PROVENANCE CAPITAL PTE. LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No.: 200309056E)

IMPORTANT DATES AND TIMES:

- | | | |
|--|---|---|
| Last date and time for lodgement of Proxy Form | : | 25 April 2018 at 3.30 p.m. |
| Date and time of Extraordinary General Meeting | : | 27 April 2018 at 3.30 p.m. (or as soon as practicable thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2.00 p.m. and the Extraordinary General Meeting of the Company to be held at 3.00 p.m. on the same day and at the same place) |
| Place of Extraordinary General Meeting | : | Marina Bay Sands (MBS) Sands Expo & Convention Centre
Level 3 Cassia Ballroom 3201A-3 & 3301A-3
Marina Bay Sands
10 Bayfront Avenue
Singapore 018956 |

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DEFINITIONS

In this Circular, the following definitions apply throughout unless otherwise stated.

“2014 Amendment Act”	:	The Companies (Amendment) Act 2014 of Singapore
“ACRA”	:	The Accounting and Corporate Regulatory Authority of Singapore
“AGM”	:	Annual general meeting of the Company
“Audit Committee”	:	The audit committee of the Company comprising, as at the Latest Practicable Date, Mr Tom Yee Lat Shing, Dr Wang Kai Yuen, Mr Er Kwong Wah and Mr Ang Swee Tian
“Board”	:	The Board of Directors of the Company
“Category 1”	:	Has the meaning ascribed to the term in Section 2.4.1 of this Circular
“Category 2”	:	Has the meaning ascribed to the term in Section 2.4.2 of this Circular
“Category 3”	:	Has the meaning ascribed to the term in Section 2.4.3 of this Circular
“CDP”	:	The Central Depository (Pte) Limited
“China COSCO Shipping”	:	China COSCO Shipping Corporation Limited
“Circular”	:	This circular dated 5 April 2018
“Companies Act”	:	The Companies Act, Chapter 50 of Singapore
“Company”	:	COSCO SHIPPING International (Singapore) Co., Ltd.
“Constitution”	:	The constitution of the Company
“Controlling Shareholder”	:	A person who: (a) holds directly or indirectly 15% or more of the issued Shares (excluding treasury shares and subsidiary holdings); or (b) in fact exercises control over the Company
“COSCO Group”	:	China Ocean Shipping Company Limited
“Directors”	:	The directors of the Company as at the Latest Practicable Date
“EGM”	:	The extraordinary general meeting of the Company to be held on 27 April 2018 at 3.30 p.m. (or as soon as practicable thereafter following the conclusion or adjournment of the AGM of the Company to be held at 2.00 p.m. and the Extraordinary General Meeting of the Company to be held at 3.00 p.m. on the same day and at the same place), notice of which is given on page N-1 of this Circular
“Existing Constitution”	:	The existing Constitution

DEFINITIONS

“Existing Shareholders’ Mandate”	:	Has the meaning ascribed to the term in Section 2.1 of this Circular
“Group”	:	The Company, its subsidiaries and associated companies
“IFA”	:	Provenance Capital Pte. Ltd., the independent financial adviser to the Independent Directors in relation to the Proposed New IPT Mandate
“IFA Letter”	:	The letter dated 5 April 2018 from the IFA to the Independent Directors in relation to the Proposed New IPT Mandate, a copy of which is set out in Appendix A to this Circular
“Independent Directors”	:	The Directors who are considered to be independent in relation to the Proposed New IPT Mandate, being, as at the Latest Practicable Date, Mr Tom Yee Lat Shing, Dr Wang Kai Yuen, Mr Er Kwong Wah and Mr Ang Swee Tian
“Interested Person”	:	Has the meaning ascribed to the term in Section 2.5 of this Circular
“Interested Person Transaction” or “IPT”	:	Transaction between an entity at risk and an Interested Person and includes the provision or receipt of financial assistance, the acquisition, disposal or leasing of assets, the provision or receipt of services, the issuance or subscription of securities, the granting of or being granted options, whether or not in the ordinary course of business, and whether or not entered into directly or indirectly
“Latest Practicable Date”	:	The latest practicable date prior to the printing of this Circular, being 28 March 2018
“Listing Manual”	:	The Listing Manual of the SGX-ST, as amended up to the Latest Practicable Date
“New Constitution”	:	The new constitution of the Company set out in Appendix B of this Circular proposed to be adopted by the Company
“Notice of EGM”	:	The notice of the EGM dated 5 April 2018 set out on page N-1 of this Circular
“NTA”	:	Net tangible assets
“Ordinary Resolution”	:	The ordinary resolution relating to the Proposed New IPT Mandate to be proposed at the EGM, as set out in the Notice of EGM
“Proposed Adoption of New Constitution”	:	The proposed adoption of the New Constitution of the Company
“Proposed New IPT Mandate”	:	The proposed new mandate pursuant to Rule 920 of the Listing Manual for interested person transactions of a recurrent nature in the ordinary course of business, as modified or altered from time to time
“Register”	:	The register of holders of Shares, as maintained by the Registrar
“Registrar”	:	Tricor Barbinder Share Registration Services

DEFINITIONS

“Securities Accounts”	:	Securities accounts maintained by Depositors with CDP, but not including securities sub-accounts maintained with a Depository Agent
“Securities and Futures Act”	:	The Securities and Futures Act, Chapter 289 of Singapore
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Registered holders of the Shares except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context admits, mean the Depositors whose Securities Accounts are credited with Shares
“Shares”	:	Ordinary shares in the capital of the Company
“Special Resolution”	:	The special resolution relating to the Proposed Adoption of the New Constitution to be proposed at the EGM, as set out in the Notice of EGM
“subsidiary holdings”	:	Shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act
“Substantial Shareholder”	:	A person who, in accordance with the Companies Act, has an interest in not less than 5% of the issued Shares
“S\$”, “\$” and “cents”	:	Singapore dollars and cents respectively, the lawful currency of the Republic of Singapore
“Treasury Services”	:	Has the meaning ascribed to the term in Section 2.4.2 of this Circular
“vessels”	:	Means all types of ships including, without limitation, tankers, dry cargo vessels, dry bulk carriers, special purpose vessels, service vessels, offshore vessels and rigs
“%” or “per cent.”	:	Per centum or percentage

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

The term **“subsidiary”** shall have the meaning ascribed to it in Section 5 of the Companies Act.

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. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the Securities and Futures Act, the Listing Manual or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the Companies Act, the Securities and Futures Act, the Listing Manual or any statutory modification thereof, as the case may be.

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

Any reference to a time of day and date in this Circular is made by reference to Singapore time and date unless otherwise stated.

LETTER TO SHAREHOLDERS

COSCO SHIPPING INTERNATIONAL (SINGAPORE) CO., LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No: 196100159G)

Directors:

Wang Yu Hang (Chairman)
Gu Jing Song (Vice Chairman and President)
Li Xi Bei
Liang Yan Feng
Tom Yee Lat Shing
Wang Kai Yuen
Er Kwong Wah
Ang Swee Tian
Li Man (alternate Director to Wang Yu Hang)
Ouyang Chao Mei (alternate Director to Liang Yan Feng)

Registered Office:

30 Cecil Street #26-01
Prudential Tower
Singapore 049712

5 April 2018

To : The Shareholders of COSCO SHIPPING International (Singapore) Co., Ltd.

Dear Sir/Madam

(1) THE PROPOSED NEW INTERESTED PERSON TRANSACTIONS MANDATE; AND

(2) THE PROPOSED ADOPTION OF THE NEW CONSTITUTION.

1. INTRODUCTION

1.1 Summary

The Directors are convening the EGM to be held on 27 April 2018 to seek Shareholders' approval for the following proposals:

- (a) the Proposed New IPT Mandate; and
- (b) the Proposed Adoption of the New Constitution.

1.2 This Circular

The purpose of this Circular is to explain the reason for, and provide Shareholders with relevant information relating to, the proposals to be tabled at the EGM, and to seek Shareholders' approval for the resolutions relating to the same, as set out in the Notice of EGM.

2. THE PROPOSED NEW IPT MANDATE

2.1 Background

At an extraordinary general meeting of the Company held on 20 April 2017 pursuant to a circular to Shareholders dated 29 March 2017, the Shareholders had approved a mandate for recurrent IPT for the purposes of Chapter 9 of the Listing Manual to allow the Company and its subsidiaries and associated companies that are considered to be "entities at risk" within the meaning of Chapter 9 of the Listing Manual, to enter in the ordinary course of business into any of the mandated transactions with specified classes of the Company's interested persons, provided that such transactions are made on normal commercial terms, and will not be prejudicial to the interests of the Company and its minority Shareholders, and in accordance with the review procedures for such transactions (the "**Existing Shareholders' Mandate**").

LETTER TO SHAREHOLDERS

In light of the Company's recent divestment of its shipyard business and a re-focused expansion into the logistics sector via the acquisitions of Cogent Holdings Limited and PT Ocean Global Shipping, the scope of the Company's business operations has expanded to include logistics services and exclude shipyard business. The Company is seeking Shareholders' approval at the EGM for a Proposed New IPT Mandate for IPTs (set out in this Section 2) for the purposes of Chapter 9 of the Listing Manual to allow the Group that are considered to be "entities at risk" within the meaning of Chapter 9 of the Listing Manual, to enter in the ordinary course of business into any of the mandated transactions with specified classes of the Company's interested persons, provided that such transactions are made on normal commercial terms, and will not be prejudicial to the interests of the Company and its minority Shareholders, and in accordance with the review procedures for such transactions.

General information on the listing rules relating to interested person transactions, including the meanings of terms such as "associate", "entity at risk" and "interested person" used in Chapter 9 of the Listing Manual and particulars of the Proposed New IPT Mandate, including the rationale for, the benefits to be derived by the Company, as well as the review procedures for determining transaction prices with the specified classes of interested persons, are set out below.

The Proposed New IPT Mandate, if approved by Shareholders at the EGM, will replace the Existing Shareholders' Mandate.

2.2 Chapter 9 of the Listing Manual

Chapter 9 of the Listing Manual governs transactions in which a listed company or any of its subsidiaries or associated companies (which is known as an "**entity at risk**") proposes to enter into with a party who is an interested person of the listed company. The purpose is to guard against the risk that interested persons could influence the listed company, its subsidiaries or associated companies to enter into transactions with interested persons that may adversely affect the interests of the listed company or its shareholders.

For the purposes of Chapter 9 of the Listing Manual:

- (a) an "**approved exchange**" means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles in Chapter 9 of the Listing Manual;
- (b) an "**interested person**" means a director, chief executive officer or controlling shareholder of a listed company, or an associate of such director, chief executive officer or controlling shareholder;
- (c) a "**controlling shareholder**" is a person who holds directly or indirectly 15% or more of the total number of issued shares excluding treasury shares and subsidiary holdings in the listed company (unless otherwise excepted by SGX-ST) or in fact exercises control over the listed company;
- (d) an "**associate**" in relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means his immediate family (i.e. spouse, child, adopted child, step-child, sibling and parent), 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 any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more. An "**associate**" in relation to a substantial shareholder or a 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;
- (e) an "**entity at risk**" means a listed company, a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange, or an associated company of the listed company that is not listed on the SGX-ST or an approved exchange, provided that the listed group or the listed group and its interested person(s) has control over the associated company;

LETTER TO SHAREHOLDERS

- (f) an “**associated company**” means a company in which at least 20% but not more than 50% of its shares are held by the listed company or group; and
- (g) an “**interested person transaction**” means a transaction between an entity at risk and an interested person and includes the provision or receipt of financial assistance, the acquisition, disposal or leasing of assets, the provision or receipt of services, the issuance or subscription of securities, the granting of or being granted options, whether or not in the ordinary course of business, and whether or not entered into directly or indirectly.

Except for any transaction which is below S\$100,000 in value and certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk to its interested person and hence are excluded from the ambit of Chapter 9 of the Listing Manual, an immediate announcement and/or shareholders’ approval would be required in respect of transactions with interested persons if the value of the transaction is equal to or exceeds certain financial thresholds. In particular, an immediate announcement is required where:

- (i) the value of a proposed transaction is equal to or exceeds 3% of the listed group’s latest audited consolidated NTA; or
- (ii) the aggregate value of all transactions entered into with the same interested person during the same financial year, is equal to or more than 3% of the listed group’s latest audited consolidated NTA. An announcement will have to be made immediately of the latest transaction and all future transactions entered into with that same interested person during the financial year,

and shareholders’ approval (in addition to an immediate announcement) is required where:

- (iii) the value of a proposed transaction is equal to or exceeds 5% of the listed group’s latest audited consolidated NTA; or
- (iv) the aggregate value of all transactions entered into with the same interested person during the same financial year, is equal to or more than 5% of the listed group’s latest audited consolidated NTA. The aggregation will exclude any transaction that has been approved by shareholders previously, or is the subject of aggregation with another transaction that has been previously approved by shareholders.

For the purposes of aggregation, interested person transactions below \$100,000 each are to be excluded.

For illustration purposes, based on the audited consolidated accounts of the Group for the financial year ended 31 December 2017, the NTA of the Group was S\$515,201,000. Accordingly, in relation to the Group, for the purposes of Chapter 9 of the Listing Manual, in the current financial year and until the audited consolidated accounts of the Group are published for the financial year ending 31 December 2018, 5% of the Group’s latest consolidated NTA would be S\$25,760,050, and 3% of the Group’s latest consolidated NTA would be S\$15,456,030.

Part VIII of Chapter 9 of the Listing Manual allows a listed company to seek a general mandate from its shareholders for recurrent transactions with interested persons of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials, but not in respect of the purchase or sale of assets, undertakings or businesses. A general mandate granted by shareholders is subject to annual renewal.

2.3 Rationale and Benefits

The principal activities of the Group include providing logistics, shipping and shipping-related services such as transportation management, container depots, warehouse management, project cargo management, automotive logistics management, ship repairing and ship agency services. The Group also carries on the businesses of general trading and property investment and development.

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China COSCO Shipping, a state-owned enterprise registered in the People's Republic of China, is a large multinational corporation with international shipping as its core business.

Due to the size of the China COSCO Shipping group of companies and the fact that they are substantially involved in the shipping industry, certain members of the Group will in the ordinary course of business enter into certain recurrent transactions with certain classes of Interested Persons (as described in Section 2.5) and with some degree of frequency as long as it is in the interest of the Group to do so. As and when this happens, due to the time sensitive nature of the IPTs, the obtaining of the general mandate pursuant to Chapter 9 of the Listing Manual will eliminate the need for the Company to announce and convene separate general meetings on each occasion to seek Shareholders' prior approval for each separate IPT with the Interested Persons.

The Group will benefit from having access to competitive quotes from its Interested Persons in addition to obtaining quotes from, or transacting with, non-Interested Persons. In addition, the Group will derive operational synergy from the expertise and experience of the Interested Persons in the shipping industry by having access to services such as staff training. The Proposed New IPT Mandate will give the Company the flexibility to conduct the IPTs between the Interested Persons and the Group in the ordinary course of business.

Furthermore, in relation to Treasury Services (as defined in Section 2.4.2) and financial advisory services (as defined in Section 2.4.3(a)), the Proposed New IPT Mandate is to enable the Group to centralise its treasury and financial advisory requirements with Interested Persons, so as to improve the lead time required for the Group in obtaining such services and achieve economies of scale. Such IPTs will facilitate the management of funds and funding requirements of the Group including the financing of Group's operations and its capital expenditure. The Group will be able to benefit from competitive quotes and rates offered by Interested Persons who carry out such business activities (including without limitation COSCO Finance Co., Ltd., an associate of China COSCO Shipping whose principal activity is the provision of treasury and financial services within the China COSCO Shipping group), as well as leverage on the financial strength and credit standing of such Interested Persons. The Interested Persons will also ensure that the costs involved in the Treasury Services and financial advisory services will be similar to or lower than the industry standard, which will be beneficial to the Group.

The Proposed New IPT Mandate will enhance the Group's ability to pursue business opportunities that are time-sensitive in nature, and eliminate the need for the Company to announce and/or convene separate general meetings on each occasion to seek Shareholders' prior approval for each separate IPT. This will substantially reduce the expenses associated with the convening of general meetings on an *ad hoc* basis, improve administrative efficiency considerably, and enable the Group to enjoy the benefits of the synergy arising from familiarity with the business practices of, and the kind and choice of goods and services provided by the Interested Persons.

2.4 Nature and Scope of the IPTs

The Proposed New IPT Mandate will apply to the following three categories of transactions, which various members of the Group may enter into with the Interested Persons. The nature and scope of the Proposed New IPT Mandate are similar to the Existing Shareholders' Mandate, except for Category 1 which has been redefined to, *inter alia*, (a) include activities relating to the logistics business; and (b) exclude activities relating to the vessels building, vessels conversion, offshore marine engineering, installation and commissioning services for offshore platforms, modules and floating production systems services, sale and purchase of vessels, and sale and purchase of oil rigs; and Category 2 which has excluded collaboration or joint ventures/participation in joint projects.

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2.4.1 IPTs relating to logistics, shipping, ship repairs and related operations of the Group (“**Category 1**”)

The transactions include:

- (a) provision and obtaining of transportation management services, container depot services, warehouse management services, project cargo management services and automotive logistics management services;
- (b) provision and obtaining of vessels repair, marine engineering, container repairs and services, fabrication work services and production of marine outfitting components;
- (c) provision and obtaining of charter, rental or leasing (as lessor or lessee) of vessels and equipment;
- (d) hire of crew to operate vessels;
- (e) trading in petroleum and related products;
- (f) purchase of bunker and other supplies to vessels;
- (g) provision and obtaining of shipping agency and related activities;
- (h) provision and obtaining of marine, general electronic and electrical works and general contracting services;
- (i) provision and obtaining of project management services;
- (j) provision and obtaining of ancillary services which includes bulk trading in materials;
- (k) provision and obtaining of oil storage; and
- (l) provision and obtaining of any other services and/or products in connection with, arising from or incidental to any of the transactions referred to in Section 2.4.1(a) to (k) above.

2.4.2 IPTs relating to treasury services (“**Category 2**”)

The transactions, which are to be carried out as part of the normal treasury operations of the Group, include the deposit of funds and the borrowing of funds (collectively, “**Treasury Services**”).

2.4.3 Other ancillary transactions (“**Category 3**”)

These transactions include:

- (a) financial advisory services, including but not limited, to fund settlement with customers in the Peoples’ Republic of China, underwriting of debt securities that are issued by the Group and granting of corporate guarantees to the Group;
- (b) Management Information System (“**MIS**”)¹ services, including but not limited, to implementation and enhancement services of the MIS needs of the Group, which includes, provision of computer maintenance and systems, computer software, SAP software, software licences, end-user information technology services, support services, repair, maintenance and technical services, and purchase of IT products and accessories;

¹ MIS refers to the processing of information through computers and other intelligent devices to manage and support managerial decisions within an organisation. It includes but is not limited to transaction processing system, decision support system, expert system, or executive information system.

LETTER TO SHAREHOLDERS

- (c) management support services, including but not limited, to corporate management, administrative and support services, corporate finance, investment review, strategic business evaluation, legal, corporate secretarial services, corporate communications and investor relations, insurance services and staff training; and
- (d) provision of rental or leasing (as lessor or lessee) of land, residential, commercial and industrial properties.

Transactions with Interested Persons that do not fall within the ambit of the Proposed New IPT Mandate shall be subject to the relevant provisions of Chapter 9 of the Listing Manual.

2.5 Classes of Interested Persons

The Proposed New IPT Mandate will apply to the transactions between any company within the Group and China COSCO Shipping, its subsidiaries and associates (other than companies within the Group) (collectively, the “**Interested Persons**” and each, an “**Interested Person**”).

China COSCO Shipping provides shipping, integrated logistics, and shipping related financial services in China and internationally. It offers container shipping, terminal investment and operation, tanker shipping, liquefied natural gas shipping, dry bulk shipping, passenger liner services, project logistic, freight forwarding, warehousing, multi-modal transportation, vessel agency, ship leasing, shipping insurance, supply chain finance, logistics park investment, equity investment, and asset investment services. Its services also include, amongst others, shipbuilding, offshore equipment manufacturing, ship repair, container manufacturing.

2.6 Guidelines and Review Procedures for IPTs

The Company has established the following guidelines for the review and approval of IPTs under the Proposed New IPT Mandate.

To ensure that the IPTs are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders, the Company has put in place the following guidelines and review procedures for the IPTs under the Proposed New IPT Mandate:

2.6.1 Guidelines and review procedures for IPTs under Category 1

- (a) Any IPTs where services are provided or goods are sold by the Group to the Interested Persons shall be on pricing and terms which are no more favourable to the Interested Persons than the usual commercial terms and prevailing market rates extended to unrelated third parties. Likewise, any IPTs where services are obtained or goods are purchased from the Interested Persons by the Group shall be on pricing and terms which are no less favourable than the usual commercial terms and prevailing market rates extended by the Interested Persons to unrelated third parties.

The relevant member of the Group carrying out the IPT shall review and compare the pricing and terms of the IPT with the pricing and terms of two other transactions of a similar nature with unrelated third parties. During the review and comparison, the relevant member of the Group shall also take into account factors such as, but not limited to, quality of goods, standard of services and suitability of time schedules, duration of contracts, preferential rates, rebates or discounts accorded for bulk sales or purchases, other relevant specifications of the contract, and/or strategic purposes of the transaction, where applicable.

Where the prevailing market rates are not available for comparison, the pricing and terms of the IPTs will be reviewed and determined as to whether they are consistent with the Group’s usual business practices and pricing policies consistent with the usual margin to be obtained by the Group for the same or substantially similar type of transactions with unrelated third parties, and whether they are arm’s length deals on market terms that are beneficial for and in the best interests of the Group. The IPTs shall be beneficial to the

LETTER TO SHAREHOLDERS

interests of the Group after taking into account factors such as, but not limited to, quality of goods, standard of services and suitability of time schedules, duration of contracts, preferential rates, rebates or discounts accorded for bulk sales or purchases, other relevant specifications of the contract and/or strategic purposes of the transaction, where applicable.

- (b) Before entering into any IPTs, all such transactions will be subject to review and the pre-approval by the relevant approving authorities according to the value of the IPTs under Category 1 as set out in the approval matrix below:

IPTs under Category 1 – approval matrix		
	Value of each IPT as a percentage of the latest audited NTA of the Group	Approving Authorities (each having no interest, direct or indirect, in the IPT)
1.	Less than 3%	Officer-in-Charge ⁽¹⁾
2.	Equal to or exceeding 3%, but less than 5%	President or Director of the Company
3.	Equal to or exceeding 5%	Majority of the Audit Committee

Note:

- (1) Officer-in-Charge refers to the department head or a more senior personnel of the relevant member of the Group carrying out the IPT.

The Approving Authorities may at their own discretion obtain independent advice or valuations from external or professional sources to facilitate their review and approval.

In the event that any of the Approving Authority has an interest in the IPT under consideration for approval, he shall abstain from reviewing and approving the transaction. Such transaction will be reviewed and approved by the alternate Approving Authority in accordance with the approval matrix above (each having no interest, direct or indirect, in the IPT).

In the event that any member of the Audit Committee has an interest in the IPT, he shall abstain from reviewing and approving the transaction. Such transaction will be reviewed and approved by the remaining members of the Audit Committee (each having no interest, direct or indirect, in the IPT).

2.6.2 Guidelines and review procedures for IPTs under Category 2

(a) *Deposits and Borrowings*

Any IPTs relating to time deposits and/or borrowing of funds by the Group shall be on pricing and terms which are no less favourable than the usual commercial terms and prevailing market rates extended by other banks or financial institutions for the same nature of transaction.

The relevant member of the Group carrying out the IPT shall review and compare the rates and terms of such time deposits with the rates and terms of two other transactions of a similar nature offered by other unrelated banks or financial institutions for an equivalent amount and time period. During the review and comparison, the relevant member of the Group shall also take into account factors such as, but not limited to, size of the funds, ease of access to funds, currencies, repayment terms, where applicable.

Where the prevailing market rates are not available for comparison, the rates and terms of the IPTs will be reviewed and determined as to whether they are consistent with the Group's usual business practices, and whether they are at arm's length market terms that are beneficial to and in the best interests of the Group after taking into account factors such as, but not limited to, size of the funds, ease of access to funds, currencies, repayment terms, where applicable.

LETTER TO SHAREHOLDERS

- (b) Before entering into any IPTs, all such transactions will be subject to review and the pre-approval by the relevant approving authorities according to the value of the IPTs under Category 2 as set out in the approval matrix below:

IPTs under Category 2 – approval matrix	
Value of each IPT⁽²⁾	Approving Authorities (each having no interest, direct or indirect, in the IPT)
1. Less than S\$50 million	Officer-in-Charge ⁽¹⁾
2. Equal to or exceeding S\$50 million	Majority of the Audit Committee

Notes:

- (1) Officer-in-Charge refers to the department head or a more senior personnel of the relevant member of the Group carrying out the IPT; and
- (2) the value of the IPT, where appropriate, may be calculated based on the Group's proportionate share attributable to its effective interest in a transaction with the Interested Persons.

The Approving Authorities may at their own discretion obtain independent advice or valuations from external or professional sources to facilitate their review and approval.

In the event that any of the Approving Authority has an interest in the IPT under consideration for approval, he shall abstain from reviewing and approving the transaction. Such transaction will be reviewed and approved by the alternate Approving Authority in accordance with the approval matrix above (each having no interest, direct or indirect, in the IPT).

In the event that any member of the Audit Committee has an interest in the IPT, he shall abstain from reviewing and approving the transaction. Such transaction will be reviewed and approved by the remaining members of the Audit Committee (each having no interest, direct or indirect, in the IPT).

Under the Existing Shareholders' Mandate, the approved threshold limit to be approved by the Audit Committee is S\$150 million which takes into account COSCO Group's turnover of S\$2.6 billion for the financial year ended 31 December 2016. Nonetheless, in view of the recent divestment of the Company's shipyard business, its disengagement from offshore marine engineering operations and a re-focused expansion into the logistics sector, the Company expects the quantum for treasury services to be reduced. Consequently, the Company has proposed to reduce the threshold limit to be approved by the Audit Committee from S\$150 million to S\$50 million as shown in the approval matrix above.

2.6.3 Guidelines and review procedures for IPTs under Category 3

- (a) Any IPTs where services are provided or goods are sold by the Group to the Interested Persons shall be on pricing and terms which are no more favourable to the Interested Persons than the usual commercial terms and prevailing market rates extended to unrelated third parties. Likewise, any IPTs where services are obtained or goods are purchased from the Interested Persons by the Group shall be on pricing and terms which are no less favourable than the usual commercial terms and prevailing market rates extended by the Interested Persons to unrelated third parties.

The relevant member of the Group carrying out the IPT shall review and compare the pricing and terms of the IPT with the pricing and terms of two other transactions of a similar nature with unrelated third parties. During the review and comparison, the relevant member of the Group shall also take into account factors such as, but not limited to, nature of the goods or services, quality of the goods or services, track record, expectation on the standard of services, reliability and timing requirements, preferential rates, rebates or discounts accorded for bulk sales or purchases and/or other relevant specifications of the contract, where applicable.

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Where the prevailing market rates are not available for comparison, the pricing and terms of the IPTs will be reviewed and determined as to whether they are consistent with the Group's usual business practices, and whether they are at arm's length market terms that are beneficial to and in the best interest of the Group, after taking into account factors such as, but not limited to, nature of the goods or services, quality of the goods or services, track record, expectation on the standard of services, reliability and timing requirements, preferential rates, rebates or discounts accorded for bulk sales or purchases and/or other relevant specifications of the contract, where applicable. The Company will satisfy itself that the costs for such transactions shall be on arm's length, on normal commercial basis and in accordance with any formula for such cost recovery agreed with the Interested Persons.

- (b) Before entering into any IPTs, all such transactions will be subject to review and the pre-approval by the relevant approving authorities according to the value of the IPTs under Category 3 as set out in the approval matrix below:

IPTs under Category 3 – approval matrix		
	Value of each IPT as a percentage of the latest audited NTA of the Group	Approving Authorities (each having no interest, direct or indirect, in the IPT)
1.	Less than 3%	Officer-in-Charge ⁽¹⁾
2.	Equal to or exceeding 3%, but less than 5%	President or Director of the Company
3.	Equal to or exceeding 5%	Majority of the Audit Committee

Note:

- (i) Officer-in-Charge refers to the department head or a more senior personnel of the relevant member of the Group carrying out the IPT.

The Approving Authorities may at their discretion obtain independent advice or valuations from external or professional sources to facilitate their review and approval.

In the event that any of the Approving Authority has an interest in the IPT under consideration for approval, he shall abstain from reviewing and approving the transaction. Such transaction will be reviewed and approved by the alternate Approving Authority in accordance with the approval matrix above (each having no interest, direct or indirect, in the IPT).

In the event that any member of the Audit Committee has an interest in the IPT, he shall abstain from reviewing and approving the transaction. Such transaction will be reviewed and approved by the remaining members of the Audit Committee (each having no interest, direct or indirect, in the IPT).

2.6.4 Additional guidelines and review procedures

In addition to the guidelines and review procedures set out in Section 2.6.1 to Section 2.6.3, the Company will implement the following additional guidelines and procedures to ensure that the IPTs carried out under the Proposed New IPT Mandate are undertaken on an arm's length basis and on normal commercial terms:

- (i) Maintaining a register of IPTs

The Company will maintain an IPT register which details all the IPTs entered into by the Group as well as information pertinent to the evaluation of the IPTs, which includes but are not limited to, the identity of the Interested Persons involved in the IPTs, the value of the IPTs, the basis of determining the transaction prices of the IPTs and supporting evidence (where available) as to whether such IPTs are conducted in accordance with the stated guidelines and review procedures set out in Section 2.6.1 to Section 2.6.3.

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(ii) Review by Audit Committee

Members of the Audit Committee (each having no interest, direct or indirect, in any IPTs) will review all IPTs on a quarterly basis to ensure that the established guidelines and review procedures for the IPTs have been complied with and the relevant approvals have been obtained. The Audit Committee will report the findings of the reviews to the Board.

The Audit Committee will also review, on a quarterly basis, the established guidelines and review procedures of the IPTs and determine if such guidelines and review procedures continue to be adequate and/or are commercially practicable in ensuring that the IPTs are conducted on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders. If the Audit Committee is of the view that the guidelines and review procedures have become inappropriate and/or insufficient to meet such objectives, the Company will seek a fresh mandate from Shareholders based on new guidelines and review procedures proposed for the IPTs.

(iii) Review by internal auditors

The Group will incorporate a review of IPTs in its internal audit plan. The internal auditors will review the IPTs to check that, amongst other things, the relevant approvals have been obtained and the guidelines and review procedures for the IPTs have been adhered to. The internal auditors will forward their review reports to the Audit Committee.

2.7 Validity period of the Proposed New IPT Mandate

The Proposed New IPT Mandate is subject to Shareholders' approval at the EGM. If approved by Shareholders at the EGM, the Proposed New IPT Mandate will take effect from the passing of the Ordinary Resolution, and will (unless revoked or varied by the Company in general meeting) continue in force until the next AGM is held or is required by law to be held, whichever is the earlier. Approval from the Shareholders will be sought for the renewal of the Proposed New IPT Mandate at the next AGM and at each subsequent AGM (subject to satisfactory review by the Audit Committee that (i) the methods for determining the transaction prices have not changed since the last shareholders' approval; and (ii) the methods and review procedures for the Interested Person Transactions as set out in Section 2.6 of this Circular are sufficient to ensure that the Interested Person Transactions covered under the Proposed New IPT Mandate will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders) of its continued application to the IPTs covered under the Proposed New IPT Mandate with the Interested Persons.

2.8 Disclosure in the Annual Report and Results Announcement

In accordance with the requirements of Chapter 9 of the Listing Manual, the Company will disclose in the Company's annual report the aggregate value of transactions conducted with the Interested Persons pursuant to the Proposed New IPT Mandate during the financial year (as well as in the annual reports for subsequent financial years that the Proposed New IPT Mandate continues in force).

The Company will also announce the aggregate value of transactions conducted with the Interested Persons pursuant to the Proposed New IPT Mandate for the financial periods that it is required to report on pursuant to the Listing Manual (which relates to quarterly reporting by listed companies) within the time required for the announcement of such report.

The name of the Interested Person and the corresponding aggregate value of the IPTs will be presented in the following format:

Name of Interested Person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000)
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2.9 Opinion of the IFA

Provenance Capital Pte. Ltd., has been appointed as the IFA to the Independent Directors to opine on whether the guidelines and review procedures for the Interested Person Transactions as set out in Section 2.6 of this Circular are sufficient to ensure that the Interested Person Transactions covered under the Proposed New IPT Mandate will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

The IFA is of the opinion that the guidelines and review procedures for determining the pricing and terms of the IPTs as set out in Section 3.4 and 3.5 of the IFA Letter and in Section 2.6 of this Circular, if adhered to, are sufficient to ensure that the IPTs will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

The IFA Letter dated 5 April 2018 is reproduced and appended as **Appendix A** to this Circular. Shareholders are advised to read the IFA Letter carefully.

2.10 Statement of the Audit Committee

Having considered, *inter alia*, the terms, the rationale and the benefits of the Proposed New IPT Mandate in Section 2.3 of this Circular, the Audit Committee has reviewed the guidelines and review procedures for determining the pricing and terms of the IPTs as set out in Section 2.6 of this Circular, and is satisfied that the guidelines and review procedures for the Interested Person Transactions, as well as the quarterly reviews to be made by the Audit Committee in relation thereto, are sufficient to ensure that the IPTs will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

2.11 IFA's Consent

Provenance Capital Pte. Ltd., the IFA, has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name, the IFA Letter and all references thereto in the form and context in which they appear in this Circular, and to act in such capacity in relation to this Circular.

3. THE PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY

3.1 Rationale

Section 4(13) of the Companies Act (as amended by the 2014 Amendment Act) provides that the memorandum and articles of association of the Company that were in force immediately before 3 January 2016 are collectively deemed to constitute, and have effect as, the constitution of the Company with effect from 3 January 2016.

In order to update and streamline the provisions of the Existing Constitution to be in line with the changes to the regulatory framework, the Company is proposing to adopt the New Constitution in place of the Existing Constitution instead of making alterations throughout the Existing Constitution. The Proposed New Constitution will contain provisions, *inter alia*, that take into account the changes to the Companies Act introduced by the 2014 Amendment Act. The New Constitution will also comply with the requirements in Rule 730(2) of the Listing Manual which provides that if an issuer amends its articles of association or other constituent documents, they must be made consistent with all the listing rules of the SGX-ST prevailing at the time of the amendment.

3.2 Summary of Principal Provisions

The following is a summary of the principal provisions of the New Constitution which are significantly different from the equivalent provisions in the existing Constitution, and should be read in conjunction with the proposed New Constitution which is set out in its entirety in **Appendix B** to this Circular.

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3.2.1 *Table A*

The Fourth Schedule of the Companies Act containing Table A has been repealed by clause 181 of the 2014 Amendment Act.

Accordingly, it is proposed that Article 1 of the Existing Constitution be excluded from the New Constitution.

3.2.2 *Interpretation clause*

The Companies Act recognises that key management officers of a company employed in an executive capacity have control and influence over the decisions of a company. Accordingly, the 2014 Amendment Act imposed new obligations on such key management officers. The definition of “Chief Executive Officer” has been introduced to clarify who such key management officers are.

Pursuant to new section 81SJ(4) of the Securities and Futures Act which came into force on 3 January 2016, a depositor shall not be regarded as a member of a company entitled to attend any general meeting of the company and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the general meeting. Accordingly, the definition of “Member” has been amended to reflect that a Depositor shall only be entitled to attend any general meeting of the Company and to speak and vote thereat if his name appears in the Depository Register 72 hours before the general meeting.

The definition of “relevant intermediary” is provided for under the New Constitution to reflect the current position of the Companies Act, which allows, *inter alia*, nominee companies and custodian banks to appoint multiple proxies.

The introduction of new definitions such as “address”, “Constitution”, “current address”, “electronic communication” and “treasury shares” are provided for under the New Constitution for a clearer reading of the New Constitution.

The interpretation clause has been renumbered to Article 1 of the New Constitution.

3.2.3 *Objects clauses*

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

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

This is in line with section 23 of the Companies Act, which provides that a company has full capacity to carry on or undertake any business or activity, do any act or enter into any transactions, subject to the law and to the provisions of its constitution.

By deleting the existing objects clauses (which sets out an extensive list of the activities which the Company has capacity or power to engage in) and taking advantage of the flexibility afforded by section 23 of the Companies Act, the Company will have all the powers of a natural person, with full capacity and ability to carry on or undertake any business or activity, and to enter into any transaction. This will facilitate the Company in adapting to the rapidly changing business environment, and to undertake various business activities and enter into business transactions for the benefit of the Company and its Shareholders. The proposed change will also remove any uncertainty as to whether the Company has the power to act in a particular way or to engage in a particular transaction arising from unduly restrictive provisions in the specific objects clauses.

The new objects clause is set out in Article 3 of the New Constitution.

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3.2.4 *Issue of shares for no consideration*

Section 68 of the Companies Act permits a company having a share capital to issue shares for which no consideration is payable to the issuing company.

Accordingly, it is proposed that Article 3(1) of the Existing Constitution be amended to empower the Company to issue shares for no consideration. This would provide the Company with greater flexibility around rules of capital maintenance.

The amended Article 3 of the Existing Constitution shall correspond to Article 4 of the New Constitution.

3.2.5 *Payment of expenses in issue of shares*

New section 67 of the Companies Act allows a company to use its share capital to pay any expenses incurred directly in the issue of new shares. The new provision reflects the commercial reality that it is normal for a company to use the amount raised from its share capital for its business needs.

Accordingly, it is proposed that a new Article 6 be inserted to reflect that any expenses incurred by the Company in the issue of new shares may be paid out of its share capital and to clarify that such payment will not be taken as a reduction of the Company's share capital.

Consistent with the above changes, it is also proposed that new Article 5 be inserted to provide that the Company may pay commissions or brokerage on any issue of shares at such rate or amount and in such manner as the Directors may deem fit.

3.2.6 *References to unsound mind*

Articles 28(a), 75 and 86(b) of the Existing Constitution, which upon amendment shall correspond to Articles 30(1), 77 and 88(b) of the New Constitution, have been updated to substitute the references to lunatic persons and persons of unsound mind with references to persons who are mentally disordered and incapable of managing himself and his affairs. This is in line with the enactment of the Mental Health (Care and Treatment) Act (Cap. 178A), which repealed and replaced the Mental Disorders and Treatment Act.

3.2.7 *Redenomination of shares*

Section 73 of the Companies Act sets out the procedure by which a company may convert its share capital or any class of shares from one currency to another.

Accordingly, it is proposed that a new sub clause (d) be inserted to Article 50 of the Existing Constitution to empower the Company to redenominate its share capital or any class of its shares from one currency to another currency.

The amended Article 50 of the Existing Constitution shall correspond to Article 52 of the New Constitution.

3.2.8 *Holding of general meetings in Singapore*

The SGX-ST announced on 31 July 2013 that the listing rules of the SGX-ST would be amended with effect from 1 January 2014 to require issuers to hold their general meetings in Singapore (unless restricted by the relevant laws and regulations in the jurisdiction of their incorporation) in order to promote more active participation and engagement of shareholders.

The provisions of the Existing Constitution do not stipulate that general meetings are to be held in Singapore. It is therefore proposed that the Article 61 of the Existing Constitution be amended to require general meetings to be held at such places in Singapore as required under the listing rules of the SGX-ST. Consequential amendments are also proposed to Articles 68 and 70 of the Existing Constitution.

The amended Articles 61, 68 and 70 shall correspond to Articles 64, 71 and 74 of the New Constitution respectively.

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3.2.9 *Directors' statement to be annexed to the financial statements*

Clause 116 of the 2014 Amendment Act removed the requirement for the directors to issue a report to be attached to the Company's accounts. Instead, pursuant to new section 201(16) of the Companies Act, the directors' report has been replaced with a statement signed by 2 directors on behalf of the directors of the company containing the information set out in the Twelfth Schedule of the Companies Act.

It is proposed that Articles 62(ii) and 137 of the Existing Constitution be amended to comply with the requirements of section 201(16) of the Companies Act.

The amended Articles 62 and 137 shall correspond to Articles 65 and 137 of the New Constitution.

3.2.10 *Voting of resolutions by poll*

The SGX-ST announced on 31 July 2013 that the listing rules of the SGX-ST would be amended with effect from 1 August 2015 to require issuers to conduct the voting of all resolutions put to general meetings by poll so as to enhance transparency of the voting process and encourage greater shareholder participation. The amended listing rules also require at least one scrutineer to be appointed for each general meeting.

Article 69(a) of the Existing Constitution provides that at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded before or on the declaration of the result of the show of hands by either the chairman of the meeting or by any person for the time being entitled to vote at the meeting.

To align Article 69(a) with the listing rules of the SGX-ST, it is proposed that Article 69 be amended to require that at a general meeting, all resolutions put to the vote of the meeting shall be decided by poll.

In connection with the foregoing, consequential amendments are also being proposed to Article 70 of the Existing Constitution.

The amended Articles 69(a) and 70 shall correspond to Articles 72 and 74 of the New Constitution respectively.

3.2.11 *Votes counted in error*

It is proposed that a new Article 72(3) be inserted to provide that if any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting or at any adjournment thereof, and unless it shall in the opinion of the chairman be of sufficient magnitude.

3.2.12 *Resolutions in writing*

It is proposed that Article 69(b) of the Existing Constitution, which deals with resolutions in writing by members, be amended to clarify that the expressions "in writing" and "signed" include approval by telefax, telex, cable or telegram or such other electronic communication by any such member.

Article 114(a) of the Existing Constitution provides that a resolution in writing signed or approved by letter, telex or facsimile by a majority of the Directors for the time being and constituting a quorum shall be as effective as if it had been passed at a meeting of the Directors duly convened and held. It is proposed that Article 114(a) of the Existing Constitution be amended to provide that such resolutions in writing may be approved by any form of electronic communication so as to promote business efficacy generally.

The amended Article 69(b) shall correspond to Article 73 of the New Constitution, and the amended Article 114(a) shall correspond to Article 115(1) of the New Constitution.

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3.2.13 *Multiple proxies*

The 2014 Amendment Act introduced new provisions which make clear that where shares in a company are held through a nominee company or a custodian bank, the nominee company or custodian bank is entitled to appoint multiple proxies to attend and vote at general meetings, provided that only one proxy is appointed in respect of each specified block of shares. The 'multiple proxies' regime has also been extended to CPFIS investors, such that the Central Provident Fund Board may also appoint more than 2 proxies.

Section 181(1C) of the Companies Act provides, *inter alia*, that, a member who is a "relevant intermediary" may appoint more than 2 proxies in relation to a meeting to exercise all or any of his rights to attend and to speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).

A "relevant intermediary" is defined in section 181(6) of the Companies Act to mean "(a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under the Central Provident Fund 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 Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation."

Accordingly, it is proposed that Article 77(b) of the Existing Constitution be amended to reflect the new position set out in section 181(1C) of the Companies Act.

In view of the potential increase in the number of proxies attending general meetings, it is also proposed that Article 78(b) of the Existing Constitution be amended to provide the Company more time to process the expected increase in the number of proxy forms. Article 78(b) of the Existing Constitution states that a proxy form must be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting. It is proposed that the cut-off timeline of 48 hours for filing of proxy forms be lengthened to 72 hours.

The amended Articles 77(b) and 78(b) shall correspond to Articles 79(2) and 80(2) of the New Constitution respectively.

3.2.14 *Appointment of proxies via electronic means*

Article 78(a) of the Existing Constitution, which sets out how the proxy form is to be executed, has been amended to facilitate the appointment of a proxy via electronic communication, through such method and in such manner as may be approved by the Directors, in lieu of the present requirement of signing, or where applicable, the affixation of the corporate Shareholder's common seal. Article 78(a) of the Existing Constitution, when amended, shall correspond to Article 80(1) of the New Constitution.

For the purpose of accommodating the deposit by Shareholders, and receipt by the Company, of electronic proxy instructions by members of the Company who elect to use the electronic appointment process, it is proposed that a new Article 82 be inserted to authorise the Directors to prescribe and determine the manner of receipt by the Company of the instrument appointing a proxy through electronic means.

Article 80 of the Existing Constitution, which is substantively similar to Article 80(2) of the New Constitution, has been excluded from the New Constitution.

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3.2.15 *Proxy voting*

The Existing Constitution currently does not address the situation where a Shareholder submits a proxy form and subsequently attends the general meeting in person.

It is proposed that Article 79 of the Existing Constitution be amended to be in line with Practice Note 7.5 of the Listing Manual (which took effect from 1 January 2014), which states that where a shareholder submits a proxy form and subsequently attends the meeting in person and votes, the appointment of the proxy should be revoked.

The amended Article 79 shall correspond to Article 81 of the New Constitution.

3.2.16 *Vacation of office of director*

A director may be disqualified under the Companies Act in two separate ways – firstly, the director may be automatically disqualified from acting as a director of the company or from taking part in the management of the company, and secondly, the director may be disqualified from acting as a director of the company pursuant to a court order.

Article 86 of the Existing Constitution does not expressly provide for the vacation of office of a Director where such Director is automatically disqualified under the Companies Act from acting as a Director or from taking part in the management of the Company. Accordingly, it is proposed that Article 86 be amended to include the situation where a Director may be automatically disqualified.

The amended Article 86 shall correspond to Article 88 of the New Constitution.

3.2.17 *Supervisory role of directors*

Section 157A(1) of the Companies Act provides that the business of a company shall be managed by or under the direction of the directors. The 2014 Amendment Act recognises that the board of directors plays a supervisory role besides managing or giving direction to the company. Accordingly section 157A(1) of the Companies Act was amended to provide for the supervisory powers of the board of directors.

It is proposed that Article 92 of the Existing Constitution be amended to align with section 157A(1) of the Companies Act to better reflect the powers and responsibilities of the board of Directors.

The amended Article 92 shall correspond to Article 95 of the New Constitution.

3.2.18 *Election of directors*

Article 99 of the Existing Constitution provides, *inter alia*, that the Directors to retire in every year shall be the Directors who have been longest in office since their last election, and as between Directors of equal seniority, the Directors to retire shall, in the absence of agreement be selected from among them by lot.

The wordings in Article 99 may create ambiguity because it is unclear whether the retiring Directors are to be those longest in office since the date they were first appointed as Directors, or the date of their last re-election.

Accordingly, it is proposed that Article 99 be amended to make clear that the retiring Directors are to be Directors longest in office since their last election (if a Director had never been up for re-election) or re-election (where a Director was previously re-elected).

The amended Article 99 shall correspond to Article 102 of the New Constitution.

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3.2.19 *Debarment from acting as director or secretary of company*

Section 155B of the Companies Act empowers the Registrar to make an order prohibiting any person who is a director or secretary of a company from accepting a new appointment to act as director or secretary, as the case may be, of any company if the first-mentioned company is in default of any provision of the Companies Act which requires any return, account or other document to be filed with, delivered or sent, or notice of any matter to be given, to the Registrar.

It is proposed that Articles 103 and 119 of the Existing Constitution be amended to incorporate the respective prohibitions against the appointment of any person who has been debarred under section 155B of the Companies Act from acting as director and/or company secretary.

The amended Article 103 and Article 119 shall correspond to Article 104 and Article 118 of the New Constitution respectively.

3.2.20 *Disclosure of interest*

The requirement imposed on a director of a company to disclose his interest in a transaction or proposed transaction with the company in section 156 of the Companies Act has been extended to include the chief executive officer of the company as well.

The chief executive officer may disclose his interest pursuant to section 156 of the Companies Act by declaring the nature of his interest and provide relevant details thereof at a meeting of the directors or by sending a written notice to the company containing details on the nature, character and extent of his interest.

Accordingly, Article 118(a)(4) of the Existing Constitution shall be amended to align the wordings in that Article with the requirements of the Companies Act.

The amended Article 118(a)(4) shall correspond to Article 117(1)(d) of the New Constitution. As Article 117 of the Existing Constitution is substantively similar to Article 118(a)(4) of the Existing Constitution, Article 117 of the Existing Constitution has been excluded from the New Constitution.

3.2.21 *Scrip dividend scheme*

It is proposed that new Article 125 be inserted into the New Constitution to provide for the implementation of scrip dividend payments. The new Article specifies, *inter alia*, details on how scrip dividend payments are to be implemented, and to provide the Directors the power to determine the manner in which scrip dividend payments are implemented. The new Article also allows the implementation of a scrip dividend scheme for holders of any particular class of shares in the capital of the Company, and not only for ordinary shares.

For avoidance of doubt, the Company will at all times comply with Part IX of Chapter 8 of the Listing Manual on any implementation of scrip dividend payments pursuant to Article 125 of the New Constitution.

3.2.22 *Registers of directors, chief executive officers, secretaries and auditors*

It is no longer mandatory for companies to keep a register of directors, secretaries, auditors and managers under the Companies Act. Section 173 of the Companies Act was repealed and re-enacted, and new sections 173(9) and (10) of the Companies Act provide that a certificate issued by the Registrar that a person named as director, chief executive officer, secretary or auditor in the registers of directors, chief executive officers, secretaries and auditors maintained by ACRA will constitute *prima facie* evidence of that fact unless a notification of change has been given to the Registrar. Pursuant to section 173A of the Companies Act (which was repealed and re-enacted), the Company is nevertheless required to file any change in the registers of directors, chief executive officers, secretaries or auditors, as the case may be, with ACRA.

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It is proposed that Article 132(a) of the Existing Constitution be amended to reflect that the Company is no longer required to maintain a register of Directors but it is still required to keep records of the appointments of any director, chief executive officer, secretary or auditor of the Company, and to file any change of the same with ACRA.

The amended Article 132(a) shall correspond to Article 132(1) of the New Constitution.

3.2.23 *Keeping of Company records*

Article 133 of the Existing Constitution, which relates to the keeping of Company records, has been updated to provide that such records may be kept either in hard copy or electronic form. This is in line with new Sections 395 and 396 of the Companies Act.

The amended Article 133 shall correspond to Article 133 of the New Constitution.

3.2.24 *Financial statements*

Before the 2014 Amendment Act came into force, there was no express requirement that other components of accounts besides the balance sheets and profit and loss accounts of the company has to be “true and fair”. There was also no requirement that the other components of accounts, including the cash flow statement and statement of changes in equity, were to be filed with ACRA together with the annual return.

Pursuant to the 2014 Amendment Act, the words “balance sheets”, “accounts” and “profit and loss accounts” have been substituted with “financial statements” under Part VI of the Companies Act. The amendments are to reflect that the requirements relating to accounts in the Companies Act would apply to a full set of accounts.

Consistent with this, section 201(2) of the Companies Act now provides, *inter alia*, that the financial statements to be laid before a company at its annual general meeting shall comply with the requirements of the Singapore Financial Reporting Standards.

Accordingly, it is proposed that references to “balance sheets”, “accounts” and “profit and loss accounts” in Articles 5, 62, 134, 136 and 137 of the Existing Constitution be replaced with the words “financial statements” to be in line with the provisions of the Companies Act.

The amended Articles 5, 62, 134, 136 and 137 shall correspond to Articles 8, 65, 134, 136 and 137 of the New Constitution respectively.

3.2.25 *Copies of financial statements*

Section 203(2) of the Companies Act provides that financial statements (including every document required by law to be attached thereto) may be sent less than 14 clear days before the date of a general meeting if all the persons entitled to receive notice of general meetings of the company so agree. Accordingly, it is proposed that Article 133 of the Existing Constitution be amended to provide for the same.

Notwithstanding the above, Rule 707(2) of the Listing Manual currently provides that an issuer must issue its annual report to shareholders and the SGX-ST at least 14 days before the date of its annual general meeting. Accordingly, the Company will issue its annual report at least 14 days before the date of its annual general meeting for so long as the Company is listed on the SGX-ST.

The amended Article 137 shall correspond to Article 137 of the New Constitution.

3.2.26 *Electronic transmission of notices and documents*

New section 387C of the Companies Act liberalises the use of electronic transmission for the giving of notices and sending of documents by a company or directors of the company to the members, subject to certain safeguards. The use of electronic transmission for the giving of notices and sending of documents will enable the Company to reduce cost and increase efficiency.

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It is proposed that Article 142 of the New Constitution be inserted to provide for the use of (i) electronic communications generally where a notice or document is required or permitted to be given, sent or served under the Companies Act to a member of the Company and (ii) specific forms of electronic communications, such as electronic mail, the posting of notices or information on a specified website and the sending of data storage devices.

Article 142 of the New Constitution, also makes clear that in order for the Company to effect electronic transmission of notices and documents to a member of the Company, the member must have given express, implied or deemed consent to the use of such electronic communications.

A member has given express consent if such member has agreed in writing to the use of the electronic communications. Under section 387C(2) of the Companies Act, a member has given implied consent if the constitution of the company (i) provides for the use of electronic communications; (ii) specifies the manner in which electronic communications is to be used; and (iii) provides that the member shall agree to receive such notice or document by way of such electronic communications and shall not have a right to elect to receive a physical copy of such notice or document. Section 387C(3) of the Companies Act also provides that a member shall be deemed to have consented if (i) the constitution of the company provides for the use of electronic communications; (ii) the constitution of the company specifies the manner in which electronic communications is to be used; (iii) the constitution of the company specifies that the member will be given an opportunity to elect within a specified period of time whether to receive such notice or document by way of electronic communications or as a physical copy; and (iv) the member was given an opportunity to elect whether to receive such notice or document by way of such electronic communications or as a physical copy, and he failed to make an election within the specified time.

The use of electronic communications under section 387C of the Companies Act is subject to safeguards set out in the Companies Regulations which provide, *inter alia*, that the company must allow a member who has agreed to receive notices and documents by way of electronic communications to make a fresh election at any time to receive notices or documents by way of electronic communications or as a physical copy. Such election by the member conveyed to the company last in time prevails over all previous elections as the member's valid and subsisting election in relation to all documents and notices to be given or served to the member. For avoidance of doubt, such safeguards shall apply regardless of whether the member has given express consent, implied consent or deemed consent to the use of electronic communications.

The Company will also at all times comply with Rules 1208 to 1212 of the Listing Manual and any additional safeguards/restrictions which might be prescribed under the listing rules with respect to the introduction and use of electronic transmission of notices and documents. Currently, the Listing Manual mandates *inter alia* that the issuer sends certain documents to shareholders by way of physical copies and that when the 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, and shall provide a physical copy of that document upon such request.

3.2.27 *When service deemed effected*

It is proposed that Article 144 of the Existing Constitution be amended to provide for, and to clarify that, when service is effected in the case of notices or documents sent by electronic communications, in particular, where a notice or document is made available on a website, it is deemed served on the date on which the notice or document is first made available on the website, unless otherwise provided under the Companies Act and/or other applicable regulations or procedures.

The amended Article 144 shall correspond to Article 145 of the New Constitution.

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3.2.28 *Destruction of documents*

It is proposed that a new Article 150 be inserted to provide clarification on the length of time documents and records will be retained by the Company.

New Article 150 also includes the requirement that the Company adequately record for future reference the information required to be contained in any company records, which is consistent with section 395 of the Act.

3.2.29 *Consistency with Appendix 2.2 of the Listing Manual*

The Company proposes to update and/or insert the following Articles for consistency with the prevailing listing rules of the SGX-ST:

- (a) Article 86 of the Existing Constitution, which sets out the situations when office of Director is to be vacated, be amended to include that the office of a Director shall be vacated if the Director becomes disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds. This amendment is consistent with paragraph (9)(n) of Appendix 2.2 of the Listing Manual. The amended Article 86 shall correspond to Article 88 of the New Constitution; and
- (b) Article 87 of the Existing Constitution, which deals with the appointment of a managing director (known as the President), be amended to include that where the President is appointed for a fixed term, the term shall not exceed 5 years. This amendment is consistent with paragraph (9)(i) of Appendix 2.2 of the Listing Manual. The amended Article 87 shall correspond to Article 89 of the New Constitution.

3.3 Text of the New Constitution

The proposed New Constitution is set out in **Appendix B** to this Circular and is, for Shareholders' ease of reference, presented as a blackline version against the Company's Existing Constitution. The existing objects clauses in the Existing Constitution which are proposed to be deleted and replaced with a general provision in the New Constitution as described in Section 3.2.3 above are set out in **Appendix C** to this Circular. The Proposed Adoption of New Constitution is subject to Shareholders' approval.

4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

4.1 Directors' Interests

The interests of the Directors in the Shares as recorded in the Register of Directors' Shareholdings of the Company as at the Latest Practicable Date are set out below:

Directors:	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%
Wang Yu Hang	—	—	—	—
Gu Jing Song	—	—	—	—
Li Xi Bei	—	—	—	—
Liang Yan Feng	—	—	—	—
Tom Yee Lat Shing	1,400,000	0.06	—	—
Wang Kai Yuen	900,000	0.04	100,000	n.m.
Er Kwong Wah	650,000	0.03	—	—
Ang Swee Tian	130,000	n.m.	5,000	n.m.
Li Man	—	—	—	—
(alternate Director to Wang Yu Hang)				
Ouyang Chao Mei	—	—	—	—
(alternate Director to Liang Yan Feng)				

Note:

"n.m." means "not meaningful".

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4.2 Interests of Substantial Shareholders

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

Substantial Shareholders:	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%
COSCO Group	1,194,565,488	53.35	–	–
China COSCO Shipping	–	–	1,194,565,488	53.35

5. **DIRECTORS' RECOMMENDATIONS**

5.1 The Proposed New IPT Mandate

Having considered the rationale for the Proposed New IPT Mandate in Section 2.3 of this Circular and the opinion of the IFA, the Independent Directors are of the opinion that the Proposed New IPT Mandate is in the best interests of the Company. The Independent Directors unanimously agree that the guidelines and review procedures for determining the pricing and terms of the Interested Person Transactions as stated in Section 2.6 of this Circular for Interested Person Transactions entered into pursuant to the Proposed New IPT Mandate, as well as the quarterly reviews to be made by the Audit Committee in relation thereto, are sufficient to ensure that Interested Person Transactions under the Proposed New IPT Mandate will be made with the Group on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

Accordingly, the Independent Directors unanimously recommend that Shareholders vote in favour of the Ordinary Resolution relating to the Proposed New IPT Mandate as set out in the Notice of EGM.

5.2 The Proposed Adoption of the New Constitution

Having considered the rationale for the Proposed Adoption of the New Constitution set out in Section 3.1 of this Circular, the Directors are of the opinion that the Proposed Adoption of the New Constitution is in the interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the Special Resolution relating to the Proposed Adoption of the New Constitution at the EGM.

5.3 Abstention from Recommendation and Voting

China COSCO Shipping and COSCO Group and their associates, being Interested Persons in relation to the Proposed New IPT Mandate, will abstain from voting at the EGM in respect of the Shares of the Company held by them on the Ordinary Resolution relating to the Proposed New IPT Mandate. Mr Wang Yu Hang, Mr Gu Jing Song, Mr Li Xi Bei, Mr Liang Yan Feng, Mr Li Man and Mr Ouyang Chao Mei being members of the managing body of or Directors nominated by COSCO Group will also abstain from making any recommendation to Shareholders in respect of the Ordinary Resolution relating to the Proposed New IPT Mandate and will not accept appointments as proxies for voting on the Ordinary Resolution at the EGM unless specific instructions have been given in the proxy instrument on how the Shareholders wish their votes to be cast for the Ordinary Resolution.

China COSCO Shipping, COSCO Group, Mr Wang Yu Hang, Mr Gu Jing Song, Mr Li Xi Bei, Mr Liang Yan Feng, Mr Li Man and Mr Ouyang Chao Mei have also undertaken to ensure that their respective associates will abstain from voting on the Ordinary Resolution.

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6. EXTRAORDINARY GENERAL MEETING

The EGM will be held at Marina Bay Sands (MBS) Sands Expo & Convention Centre, Level 3 Cassia Ballroom 3201A-3 & 3301A-3, Marina Bay Sands, 10 Bayfront Avenue, Singapore 018956 on 27 April 2018 at 3.30 p.m. (or as soon as practicable thereafter following the conclusion or adjournment of the AGM to be held at 2.00 p.m. and the Extraordinary General Meeting of the Company to be held at 3.00 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing (with or without any modifications) the Ordinary Resolution relating to the Proposed New IPT Mandate and passing the Special Resolution relating to the Proposed Adoption of the New Constitution set out in the Notice of EGM.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

7.1 Appointment of Proxies

Shareholders will find enclosed with this Circular, the Notice of EGM and a Proxy Form. If a Shareholder is unable to attend the EGM and wishes to appoint a proxy(ies) to attend and vote at the EGM on his behalf, he should complete, sign and return the attached Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02 Singapore 068898, not later than 48 hours before the time set for holding the EGM. The completion and return of a Proxy Form by a Shareholder will not prevent him from attending and voting in person at the EGM in place of the proxy(ies) if he so wishes. An appointment of a proxy(ies) shall be deemed to be revoked if a Shareholder attends the EGM in person and, in such event, the Company reserves the right to refuse to admit any person(s) appointed under the Proxy Form to the EGM.

7.2 Note for Depositors

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register, as certified by CDP, 72 hours before the time appointed for holding the EGM.

8. 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 New IPT Mandate, the Proposed Adoption of the New Constitution and the Group, 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.

LETTER TO SHAREHOLDERS

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 30 Cecil Street #26-01 Prudential Tower Singapore 049712 during normal business hours from the date of this Circular up to the date of the EGM:

- (a) the Annual Report of the Company for the financial year ended 31 December 2017;
- (b) the IFA Letter; and
- (c) the IFA's letter of consent referred to in Section 2.11.

Yours faithfully

For and on behalf of the Board of Directors of

COSCO SHIPPING INTERNATIONAL (SINGAPORE) CO., LTD.

Gu Jing Song

Vice Chairman and President

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PROVENANCE CAPITAL PTE. LTD.

(Company Registration Number: 200309056E)
(Incorporated in the Republic of Singapore)
96 Robinson Road #13-01 SIF Building
Singapore 068899

5 April 2018

To: The Independent Directors of COSCO SHIPPING International (Singapore) Co., Ltd.
(deemed to be independent in respect of the Proposed New IPT Mandate)

Mr Tom Yee Lat Shing	(Lead Independent Director)
Dr Wang Kai Yuen	(Independent Director)
Mr Er Kwong Wah	(Independent Director)
Mr Ang Swee Tian	(Independent Director)

Dear Sirs,

THE PROPOSED NEW IPT MANDATE

*Unless otherwise defined or the context otherwise requires, all terms used herein have the same meanings as defined in the circular to the shareholders of the Company ("**Shareholders**") dated 5 April 2018 ("**Circular**").*

1. INTRODUCTION

- 1.1 COSCO SHIPPING International (Singapore) Co., Ltd. ("**Company**", together with its subsidiaries, "**Group**") has an Existing Shareholders' Mandate which was last approved at the extraordinary general meeting ("**EGM**") held on 20 April 2017.

In light of the Company's recent divestment of its shipyard business and a re-focused expansion into the logistics sector following the acquisition of Cogent Holdings Limited ("**Cogent**") and PT. Ocean Global Shipping, the scope of the Group's business operations has expanded to include logistics services and exclude shipyard business. Hence, the Company is proposing to seek Shareholders' approval at the forthcoming EGM for the proposed new interested person transactions mandate ("**Proposed New IPT Mandate**") pursuant to Rule 920 of the Listing Manual ("**Listing Manual**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").

The Proposed New IPT Mandate, if approved by Shareholders at the forthcoming EGM, will replace the Existing Shareholders' Mandate.

- 1.2 The Group had completed its divestment of its shipyard business in China to its parent company, China COSCO Shipping Group, in December 2017 and the acquisition of Cogent Holdings Limited ("**Cogent**", a leading logistics management service provider based in Singapore and formerly listed on the Mainboard of the SGX-ST, in January 2018. It also acquired from the China COSCO Shipping Group a 40% shareholding interest in PT. Ocean Global Shipping, which is an Indonesian based company engaged in logistic services, container canvassing and management, ship agency and chartering and bunkering.

Following from the above, the Company will be transformed into an integrated logistics services group while retaining some of its existing shipyard related businesses in Singapore.

The Proposed New IPT Mandate will redefine the nature and scope of the potential interested person transactions ("**IPTs**") with the China COSCO Shipping Group, as the Interested Persons, taking into consideration the existing and new business activities of the Group going forward following the acquisition of the logistics businesses.

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- 1.3 The aggregate value of IPTs to be entered into with the Interested Persons are envisaged to exceed 5% of the Group's audited net tangible assets ("**NTA**") during the same financial year.

Pursuant to Rule 906(1) of the Listing Manual, a listed company will be required to obtain shareholders' approval for any IPT of a value equal to, or exceeding, 5% of the group's latest audited NTA when aggregated with other transactions entered into with the same interested persons during the same financial year ("**5% Threshold**").

Chapter 9 of the Listing Manual allows a listed company to obtain a general mandate from shareholders for recurrent IPTs which are of a revenue or trading nature or for those necessary for its day-to-day operations. These transactions may not include the purchase or sale of assets, undertakings or businesses which are not part of its day-to-day operations.

Rules 905 and 906 of the Listing Manual do not apply to any transactions which has a value below S\$100,000 with an interested person.

Based on the latest audited statement of financial position of the Group as at 31 December 2017, the NTA value of the Group is S\$515.20 million. Accordingly, the 5% Threshold is S\$25.76 million.

In view of the time-sensitive nature of the commercial transactions, the need for efficiency and to allow the Group to undertake such transactions in a more expeditious manner, the Company therefore proposes to seek approval from Shareholders for the Proposed New IPT Mandate at the forthcoming EGM to, *inter alia*, revise the nature and scope of the IPTs. The Proposed New IPT Mandate, if approved by Shareholders at the EGM, will replace the Existing Shareholders' Mandate.

- 1.4 The Proposed New IPT Mandate is also subject to the opinion of the Independent Financial Adviser ("**IFA**") pursuant to Rule 920(1)(b) of the Listing Manual.

Provenance Capital Pte. Ltd. ("**Provenance Capital**") was appointed as the IFA for the Existing IPT Mandate. In connection with the above, Provenance Capital has been retained as the IFA to render an opinion to the directors of the Company who are deemed independent in respect of the Proposed New IPT Mandate ("**Independent Directors**"), on whether the guidelines and review procedures for determining the terms of the IPTs, if adhered to, are sufficient to ensure that the IPTs will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders ("**Minority Shareholders**").

The four Directors and two alternate Directors, namely, Mr Wang Yu Hang, Mr Gu Jing Song, Mr Li Xi Bei, Mr Liang Yan Feng, Mr Li Man and Mr Ouyang Chao Mei, are members of the managing body of or Directors nominated by China COSCO Shipping Group. Accordingly, these Directors who are deemed as associates of the Interested Persons will abstain from making any recommendation to the Shareholders in relation to the Proposed New IPT Mandate.

The remaining four Directors, namely, Mr Tom Yee Lat Shing, Dr Wang Kai Yuen, Mr Er Kwong Wah and Mr Ang Swee Tian who are members of the Audit Committee are deemed to be Independent Directors for the purpose of the Proposed New IPT Mandate.

This letter ("**Letter**") is required by Rule 920(1)(b) of the Listing Manual and is addressed to the Independent Directors and sets out, *inter alia*, our evaluation and opinion on the Proposed New IPT Mandate. This Letter forms part of the Circular which provides, *inter alia*, the details of the Proposed New IPT Mandate and the recommendation of the Independent Directors.

2. TERMS OF REFERENCE

We have been appointed as the IFA as required by Rule 920(1)(b) of the Listing Manual as well as to advise the Independent Directors in respect of the Proposed New IPT Mandate. We are not and were not involved in or responsible for, in any aspect, the discussions in relation to the Proposed New IPT Mandate, nor were we involved in the deliberations leading up to the

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decision on the part of the Directors to propose the Proposed New IPT Mandate or to obtain the approval of the Shareholders for, *inter alia*, the Proposed New IPT Mandate. We also do not, by this Letter, warrant the merits of the Proposed New IPT Mandate, other than to express an opinion on whether the guidelines and review procedures set out in the Proposed New IPT Mandate are sufficient to ensure that the IPTs will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its Minority Shareholders.

It is not within our terms of reference to evaluate or comment on the legal, strategic, commercial and financial merits and/or risks of the Proposed New IPT Mandate or to compare their relative merits vis-à-vis alternative transactions previously considered by the Company (if any) or that may otherwise be available to the Company currently or in the future, and we have not made such evaluation or comments. Such evaluation or comments, if any, remains the responsibility of the Directors and/or the management of the Company (“**Management**”) although we may draw upon their views or make such comments in respect thereof (to the extent deemed necessary or appropriate by us) in arriving at our opinion as set out in this Letter.

In rendering our opinion, we have held discussions with the Directors, the Management and/or their professional advisers (if applicable) and have examined and relied to a considerable extent on the information set out in the Circular, other publicly available information collated by us and the information, representations, opinions, facts and statements provided to us, whether written or verbal, by the Directors, the Management and/or the professional advisers (if applicable). Whilst care has been exercised in reviewing the information which we have relied upon, we have not independently verified such information or representations, whether written or verbal, and accordingly cannot and do not make any representation or warranty, express or implied, in respect of, and do not accept any responsibility for the accuracy, completeness or adequacy of such information or representations. We have nevertheless made such reasonable enquiries and judgment on the reasonable use of such information, as were deemed necessary, and have found no reason to doubt the accuracy or reliability of the information and representations.

The Directors (including those who may have delegated detailed supervision of the Circular) have confirmed that, to the best of their respective knowledge and belief, and having made all reasonable enquiries, information and representations provided by the Directors and Management are accurate. They have also confirmed to us that, upon making all reasonable enquiries and to their best knowledge and belief, all material information available to them in connection with the Proposed New IPT Mandate, the Company and the Group, have been disclosed to us, that such information is true, complete and accurate in all material respects and that there is no other material information or fact, the omission of which would cause any information disclosed to us or the facts of or in relation to the Company and/or the Group stated in the Circular to be inaccurate, incomplete or misleading in any material respect. The Directors have jointly and severally accepted full responsibility for such information described herein.

We have not independently verified and have assumed that all statements of fact, belief, opinion and intention made by the Directors in the Circular in relation to the Proposed New IPT Mandate have been reasonably made after due and careful enquiry. Whilst care has been exercised in reviewing the information which we have relied on, we have not independently verified the information but nevertheless have made reasonable enquiries and exercised judgment on the reasonable use of such information, as were deemed necessary, and have found no reason to doubt the accuracy or reliability of the information and representations.

Save as disclosed, we would like to highlight that all information relating to the Company and the Group which we have relied upon in arriving at our recommendation or advice has been obtained from publicly available information and/or from the Directors and the Management and the professional advisers (if applicable). We have not independently assessed and do not warrant or accept any responsibility as to whether the aforesaid information adequately represents a true and fair position of the financial, operational and business affairs of the Company or the Group at any time or as at 28 March 2018, being the Latest Practicable Date referred to in the Circular.

The scope of our appointment does not require us to conduct a comprehensive independent review of the business, operations or financial condition of the Company and/or the Group, or

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to express, and we do not express, a view on the future growth prospects, value and earnings potential of the Company and/or the Group. Such review or comments, if any, remain the responsibility of the Directors and the Management, although we may draw upon their views or make such comments in respect thereof (to the extent required by the Listing Manual and/or deemed necessary or appropriate by us) in arriving at our advice as set out in this Letter. We were also not required or authorised to obtain, and we have not obtained, any quotation or transaction price from third parties for the sale, purchase, provision or supply (where applicable) of services and/or products similar to those which are to be covered by the Proposed New IPT Mandate, and therefore are not able to, and will not compare the transactions with similar transactions with third parties.

We have not made an independent evaluation or appraisal of the assets and liabilities of the Company and/or the Group (including without limitation, property, plant and equipment). As such, we will be relying on the disclosures and representations made by the Company on the value of the assets and liabilities, and profitability of the Company and/or the Group. We have not been furnished with any such evaluation or appraisal.

Our opinion as set out in this Letter is based on market, economic, industry, monetary and other conditions (if applicable) prevailing as at the Latest Practicable Date and the information and representations provided to us as at the Latest Practicable Date. In arriving at our opinion, with the consent of the Directors and the Company, we have taken into account certain other factors and have made certain assumptions as set out in this Letter. We assume no responsibility to update, revise or reaffirm our opinion in light of any subsequent development after the Latest Practicable Date that may affect our opinion contained herein. Shareholders should take note of any announcement, relevant to the Proposed New IPT Mandate, which may be released by the Company after the Latest Practicable Date.

In rendering our advice and giving our recommendation, we did not have regard to the specific investment objectives, financial situation, tax position, risk profiles or unique needs and constraints of any Shareholder or any specific group of Shareholders. As each Shareholder may have different investment objectives and profiles, we recommend that any individual Shareholder or group of Shareholders who may require specific advice in relation to his or their investment portfolio(s) or objective(s) consult his or their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

The Company has been separately advised by its own professional advisers in the preparation of the Circular (other than this Letter). We have had no role or involvement and have not and will not provide any advice (financial or otherwise) in the preparation, review and verification of the Circular (other than this Letter). Accordingly, we take no responsibility for and express no views, whether expressed or implied, on the contents of the Circular (other than this Letter).

Whilst a copy of this Letter may be reproduced in the Circular, neither the Company, the Directors nor any other persons may reproduce, disseminate or quote this Letter (or any part thereof) for any other purposes, other than at the forthcoming EGM and for the purpose of any matter relating to the Proposed New IPT Mandate, at any time and in any manner, without the prior written consent of Provenance Capital in each specific case.

We have prepared this Letter in compliance with Rule 920(1)(b) of the Listing Manual as well as for the use of the Independent Directors in connection with their consideration of the Proposed New IPT Mandate and their advice to the Shareholders. The recommendation made to the Shareholders in relation to the Proposed New IPT Mandate remains the responsibility of the Independent Directors.

Our opinion in relation to the Proposed New IPT Mandate should be considered in the context of the entirety of this Letter and the Circular.

3. THE PROPOSED NEW IPT MANDATE

3.1 Rationale for and benefits of the IPT Mandate

The full text of the rationale for and benefits of adopting the Proposed New IPT Mandate is set out in Section 2.3 of the Circular.

As highlighted in Sections 1.1 and 1.2 of this Letter, the Proposed New IPT Mandate is to, *inter alia*, redefine the nature and scope of the IPTs that will be entered into with the China COSCO Shipping Group, as the Interested Persons, taking into consideration the existing and new business activities of the Group going forward following the acquisition of the logistics businesses.

The Proposed New IPT Mandate will continue to allow the Group to pursue business opportunities that are time-sensitive in nature, and eliminate the need for the Company to announce and/or convene separate general meetings on each occasion to seek Shareholders' prior approval for each separate IPT. This will substantially reduce the expenses associated with the convening of general meetings on an *ad hoc* basis, improve administrative efficiency considerably, and enable the Group to enjoy the benefits of the synergy arising from familiarity with the business practices of, and the kind and choice of goods and services provided by the Interested Persons.

3.2 Nature and scope of the IPTs

The nature and scope of the Proposed New IPT Mandate are similar to the Existing Shareholders' Mandate which are classified into 3 broad categories, except for:

- Category 1 which has been redefined to *inter alia*:
 - include activities relating to the logistics business; and
 - exclude activities relating to the vessels building, vessels conversion, offshore marine engineering, installation and commissioning services for offshore platforms, modules and floating production systems services, sale and purchase of vessels, and sale and purchase of oil rigs; and
- Category 2 which has excluded collaboration or joint ventures/participation in joint projects.

The nature and scope of the IPTs under the Proposed New IPT Mandate are as follows:

(i) **Category 1 - IPTs relating to logistics, shipping, ship repairs and related operations of the Group**

This category covers IPTs relating to the following:

- (a) provision and obtaining of transportation management services, container depot services, warehouse management services, project cargo management services and automotive logistics management services;
- (b) provision and obtaining of vessels repair, marine engineering, container repairs and services, fabrication work services and production of marine outfitting components;
- (c) provision and obtaining of charter, rental or leasing (as lessor or lessee) of vessels and equipment;
- (d) hire of crew to operate vessels;
- (e) trading in petroleum and related products;

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- (f) purchase of bunker and other supplies to vessels;
- (g) provision and obtaining of shipping agency and related activities;
- (h) provision and obtaining of marine, general electronic and electrical works and general contracting services;
- (i) provision and obtaining of project management services;
- (j) provision and obtaining of ancillary services which includes bulk trading in materials;
- (k) provision and obtaining of oil storage; and
- (l) provision and obtaining of any other services and/or products in connection with, arising from or incidental to any of the transactions referred to in (a) to (k) above.

(ii) Category 2 - IPTs relating to treasury services

This category covers IPTs which are to be carried out as part of the normal treasury operations of the Group including the deposit of funds and borrowing of funds (collectively “Treasury Services”).

(iii) Category 3 – Other ancillary transactions

This category covers other ancillary transactions that are supplementary or complementary to the core activities of the Group which are not covered in Category 1 or Category 2. This include the following services provided by the Interested Persons:

- (a) financial advisory services, including but not limited, to fund settlement with customers in the Peoples’ Republic of China, underwriting of debt securities that are issued by the Group and granting of corporate guarantees to the Group;
- (b) MIS services, including but not limited, to implementation and enhancement services of the MIS needs of the Group, which includes, provision of computer maintenance and systems, computer software, SAP software, software licences, end-user information technology services, support services, repair, maintenance and technical services, and purchase of IT products and accessories;
- (c) management support services, including but not limited, to corporate management, administrative and support services, corporate finance, investment review, strategic business evaluation, legal, corporate secretarial services, corporate communications and investor relations, insurance services and staff training; and
- (d) provision of rental or leasing (as lessor or lessee) of land, residential, commercial and industrial properties.

Transactions with Interested Persons that do not fall within the ambit of the Proposed New IPT Mandate shall be subject to the relevant provisions of Chapter 9 of the Listing Manual.

3.3 Classes of Interested Persons

The classes of Interested Persons to be covered in the Proposed New IPT Mandate are the same as those covered in the Existing Shareholders’ Mandate, that is, China COSCO Shipping, its subsidiaries and associates (other than companies within the Group).

3.4 Guidelines and Review Procedures for IPTs

To ensure that the IPTs are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its Minority Shareholders, the Company has put in place

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guidelines and review procedures for the IPTs under the Proposed New IPT Mandate. Details of guidelines and review procedures for IPTs under the Proposed New IPT Mandate are set out in Section 2.6 of the Circular.

These guidelines and review procedures are similar to those set out under the Existing IPT Mandate, save for the revision in the approval thresholds for IPTs under Category 2.

Under the Existing IPT Mandate, the approval threshold for IPT which requires approval from the majority of the Audit Committee was set at S\$150 million and above, which took into account the turnover of the Group for the financial year ended 31 December 2016. However, in view of the recent divestment of the Group's shipyard business in China, its disengagement from the offshore marine engineering operations and a re-focused expansion into the logistics sector, the Company expects the quantum for treasury services to be reduced. Consequently, the Company has proposed to reduce the approval threshold limit to be approved by the Audit Committee from S\$150 million to S\$50 million.

3.4.1 Guidelines and review procedures for IPTs under Category 1

- (a) Any IPTs where services are provided or goods are sold by the Group to the Interested Persons shall be on pricing and terms which are no more favourable to the Interested Persons than the usual commercial terms and prevailing market rates extended to unrelated third parties. Likewise, any IPTs where services are obtained or goods are purchased from the Interested Persons by the Group shall be on pricing and terms which are no less favourable than the usual commercial terms and prevailing market rates extended by the Interested Persons to unrelated third parties.

The relevant member of the Group carrying out the IPT shall review and compare the pricing and terms of the IPT with the pricing and terms of two other transactions of a similar nature with unrelated third parties. During the review and comparison, the relevant member of the Group shall also take into account factors such as, but not limited to, quality of goods, standard of services and suitability of time schedules, duration of contracts, preferential rates, rebates or discounts accorded for bulk sales or purchases, other relevant specifications of the contract and/or strategic purposes of the transaction, where applicable.

Where the prevailing market rates are not available for comparison, the pricing and terms of the IPTs will be reviewed and determined as to whether they are consistent with the Group's usual business practices and pricing policies consistent with the usual margin to be obtained by the Group for the same or substantially similar type of transactions with unrelated third parties, and whether they are arm's length deals on market terms that are beneficial for and in the best interests of the Group. The IPTs shall be beneficial to the interests of the Group after taking into account factors such as, but not limited to, quality of goods, standard of services and suitability of time schedules, duration of contracts, preferential rates, rebates or discounts accorded for bulk sales or purchases, other relevant specifications of the contract and/or strategic purposes of the transaction, where applicable.

- (b) Before entering into any IPTs, all such transactions will be subject to review and the pre-approval by the relevant approving authorities according to the value of the IPTs under Category 1 as set out in the approval matrix below:

IPTs under Category 1 – approval matrix	
Value of each IPT as a percentage of the latest audited NTA of the Group	Approving Authorities (each having no interest, direct or indirect, in the IPT)
1. Less than 3%	Officer-in-Charge ⁽¹⁾
2. Equal to or exceeding 3%, but less than 5%	President or Director of the Company
3. Equal to or exceeding 5%	Majority of the Audit Committee

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Note:

- (1) Officer-in-Charge refers to the department head or a more senior personnel of the relevant member of the Group carrying out the IPT.

The Approving Authorities may at their own discretion obtain independent advice or valuations from external or professional sources to facilitate their review and approval.

In the event that any of the Approving Authority has an interest in the IPT under consideration for approval, he shall abstain from reviewing and approving the transaction. Such transaction will be reviewed and approved by the alternate Approving Authority in accordance with the approval matrix above (each having no interest, direct or indirect, in the IPT).

In the event that any member of the Audit Committee has an interest in the IPT, he shall abstain from reviewing and approving the transaction. Such transaction will be reviewed and approved by the remaining members of the Audit Committee (each having no interest, direct or indirect, in the IPT).

3.4.2 **Guidelines and review procedures for IPTs under Category 2**

(a) *Deposits and Borrowings*

Any IPTs relating to time deposits and/or borrowing of funds by the Group shall be on pricing and terms which are no less favourable than the usual commercial terms and prevailing market rates extended by other banks or financial institutions for the same nature of transaction.

The relevant member of the Group carrying out the IPT shall review and compare the rates and terms of such time deposits with the rates and terms of two other transactions of a similar nature offered by other unrelated banks or financial institutions for an equivalent amount and time period. During the review and comparison, the relevant member of the Group shall also take into account factors such as, but not limited to, size of the funds, ease of access to funds, currencies, repayment terms, where applicable.

Where the prevailing market rates are not available for comparison, the rates and terms of the IPTs will be reviewed and determined as to whether they are consistent with the Group's usual business practices, and whether they are at arm's length market terms that are beneficial to and in the best interests of the Group after taking into account factors such as, but not limited to, size of the funds, ease of access to funds, currencies, repayment terms, where applicable.

- (b) Before entering into any IPTs, all such transactions will be subject to review and the pre-approval by the relevant approving authorities according to the value of the IPTs under Category 2 as set out in the approval matrix below:

IPTs under Category 2 – approval matrix	
Value of each IPT ⁽²⁾	Approving Authorities (each having no interest, direct or indirect, in the IPT)
1. Less than S\$50 million	Officer-in-Charge ⁽¹⁾
2. Equal to or exceeding S\$50 million	Majority of the Audit Committee

Notes:

- (1) Officer-in-Charge refers to the department head or a more senior personnel of the relevant member of the Group carrying out the IPT; and
- (2) The value of the IPT, where appropriate, may be calculated based on the Group's proportionate share attributable to its effective interest in a transaction with the Interested Persons.

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The Approving Authorities may at their own discretion obtain independent advice or valuations from external or professional sources to facilitate their review and approval.

In the event that any of the Approving Authority has an interest in the IPT under consideration for approval, he shall abstain from reviewing and approving the transaction. Such transaction will be reviewed and approved by the alternate Approving Authority in accordance with the approval matrix above (each having no interest, direct or indirect, in the IPT).

In the event that any member of the Audit Committee has an interest in the IPT, he shall abstain from reviewing and approving the transaction. Such transaction will be reviewed and approved by the remaining members of the Audit Committee (each having no interest, direct or indirect, in the IPT).

3.4.3 **Guidelines and review procedures for IPTs under Category 3**

- (a) Any IPTs where services are provided or goods are sold by the Group to the Interested Persons shall be on pricing and terms which are no more favourable to the Interested Persons than the usual commercial terms and prevailing market rates extended to unrelated third parties. Likewise, any IPTs where services are obtained or goods are purchased from the Interested Persons by the Group shall be on pricing and terms which are no less favourable than the usual commercial terms and prevailing market rates extended by the Interested Persons to unrelated third parties.

The relevant member of the Group carrying out the IPT shall review and compare the pricing and terms of the IPT with the pricing and terms of two other transactions of a similar nature with unrelated third parties. During the review and comparison, the relevant member of the Group shall also take into account factors such as, but not limited to, nature of the goods or services, quality of the goods or services, track record, expectation on the standard of services, reliability and timing requirements, preferential rates, rebates or discounts accorded for bulk sales or purchases and/or other relevant specifications of the contract, where applicable.

Where the prevailing market rates are not available for comparison, the pricing and terms of the IPTs will be reviewed and determined as to whether they are consistent with the Group's usual business practices, and whether they are at arm's length market terms that are beneficial to and in the best interest of the Group, after taking into account factors such as, but not limited to, nature of the goods or services, quality of the goods or services, track record, expectation on the standard of services, reliability and timing requirements, preferential rates, rebates or discounts accorded for bulk sales or purchases and/or other relevant specifications of the contract, where applicable. The Company will satisfy itself that the costs for such transactions shall be on arm's length, on normal commercial basis and in accordance with any formula for such cost recovery agreed with the Interested Persons.

- (b) Before entering into any IPTs, all such transactions will be subject to review and the pre-approval by the relevant approving authorities according to the value of the IPTs under Category 3 as set out in the approval matrix below:

IPTs under Category 3 – approval matrix	
Value of each IPT as a percentage of the latest audited NTA of the Group	Approving Authorities (each having no interest, direct or indirect, in the IPT)
1. Less than 3%	Officer-in-Charge ⁽¹⁾
2. Equal to or exceeding 3%, but less than 5%	President or Director of the Company
3. Equal to or exceeding 5%	Majority of the Audit Committee

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Note:

- (1) Officer-in-Charge refers to the department head or a more senior personnel of the relevant member of the Group carrying out the IPT.

The Approving Authorities may at their discretion obtain independent advice or valuations from external or professional sources to facilitate their review and approval.

In the event that any of the Approving Authority has an interest in the IPT under consideration for approval, he shall abstain from reviewing and approving the transaction. Such transaction will be reviewed and approved by the alternate Approving Authority in accordance with the approval matrix above (each having no interest, direct or indirect, in the IPT).

In the event that any member of the Audit Committee has an interest in the IPT, he shall abstain from reviewing and approving the transaction. Such transaction will be reviewed and approved by the remaining members of the Audit Committee (each having no interest, direct or indirect, in the IPT).

3.5 Additional guidelines and review procedures

In addition to the guidelines and review procedures set out in Section 3.4 of this Letter, the Company will implement the following additional guidelines and procedures to ensure that the IPTs carried out under the Proposed New IPT Mandate are undertaken on an arm's length basis and on normal commercial terms:

(i) Maintaining a register of IPTs

The Company will maintain an IPT register which details all the IPTs entered into by the Group as well as information pertinent to the evaluation of the IPTs, which includes but are not limited to, the identity of the Interested Persons involved in the IPTs, the value of the IPTs, the basis of determining the transaction prices of the IPTs and supporting evidence (where available) as to whether such IPTs are conducted in accordance with the stated guidelines and review procedures set out in Section 3.4 of this Letter.

(ii) Review by Audit Committee

Members of the Audit Committee (each having no interest, direct or indirect, in any IPTs) will review all IPTs on a quarterly basis to ensure that the established guidelines and review procedures for the IPTs have been complied with and the relevant approvals have been obtained. The Audit Committee will report the findings of the reviews to the Board of Directors.

The Audit Committee will also review, on a quarterly basis, the established guidelines and review procedures of the IPTs and determine if such guidelines and review procedures continue to be adequate and/or are commercially practicable in ensuring that the IPTs are conducted on normal commercial terms and are not prejudicial to the interests of the Company and its Minority Shareholders. If the Audit Committee is of the view that the guidelines and review procedures have become inappropriate and/or insufficient to meet such objectives, the Company will seek a fresh mandate from Shareholders based on new guidelines and review procedures proposed for the IPTs.

(iii) Review by internal auditors

The Group will incorporate a review of the IPTs in its internal audit plan. The internal auditors will review the IPTs to check that, amongst other things, the relevant approvals have been obtained and the guidelines and review procedures for the IPTs have been adhered to. The internal auditors will forward their review reports to the Audit Committee.

3.6 Validity period of the Proposed New IPT Mandate

The Proposed New IPT Mandate is subject to Shareholders' approval at the EGM. If approved by Shareholders at the EGM, the Proposed New IPT Mandate will take effect from the date of receipt of the Shareholders' approval, and will (unless revoked or varied by the Company in a general meeting) continue to be in force until the next annual general meeting of the Company ("AGM") is held or is required by law to be held, whichever is earlier, and will apply to the IPTs entered into from the date of receipt of the Shareholders' approval.

Approval from Shareholders will be sought for the renewal of the Proposed New IPT Mandate at each subsequent AGM, subject to satisfactory review by the Audit Committee of its continued application to the IPTs with the Interested Persons.

3.7 Disclosures

Pursuant to Chapter 9 of the Listing Manual, the Company will disclose in its annual report the aggregate value of the IPTs conducted under the Proposed New IPT Mandate during the financial year, and in the annual reports for the subsequent financial years during which the Proposed New IPT Mandate is in force.

In addition, the Company will announce the aggregate value of the IPTs conducted pursuant to the Proposed New IPT Mandate for the financial periods which it is required to report on within the time required for the announcement of such report. These disclosures will be in the form set out in the Listing Manual.

4. OPINION

In arriving at our opinion in respect of the Proposed New IPT Mandate, we have considered, *inter alia*, the following:

- (a) rationale for and benefits of the Proposed New IPT Mandate;
- (b) classes of Interested Persons;
- (c) nature and scope of the IPTs; and
- (d) guidelines and review procedures for the IPTs, including the additional guidelines and review procedures.

Based on the above, we are of the opinion that the guidelines and review procedures for determining the pricing and terms of the IPTs as set out in Sections 3.4 and 3.5 of this Letter and in Section 2.6 of the Circular, if adhered to, are sufficient to ensure that the IPTs will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its Minority Shareholders.

This Letter is prepared pursuant to Rule 920(1) of the Listing Manual and is addressed to the Independent Directors for the purpose of their consideration of the Proposed New IPT Mandate. The recommendation to be made by them to the Shareholders shall remain their responsibility. Whilst a copy of this Letter may be reproduced in the Circular, neither the Company, the Directors nor any other person may reproduce, disseminate or quote this Letter (or any part thereof) for the purpose of any matter which does not relate to the Proposed New IPT Mandate at any time and in any manner without our prior written consent in each specific case.

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This Letter is governed by, and construed in accordance with, the laws of Singapore, and is strictly limited to the matters stated herein and does not apply by implication to any other matter.

Yours faithfully
For and on behalf of
PROVENANCE CAPITAL PTE. LTD.

Wong Bee Eng
Chief Executive Officer

APPENDIX B – THE PROPOSED NEW CONSTITUTION OF THE COMPANY

The Companies Act (Cap. 50)
COMPANY LIMITED BY SHARES

~~Articles of Association~~Constitution
of
COSCO SHIPPING INTERNATIONAL (SINGAPORE) CO., LTD.

~~TABLE “A” EXCLUDED~~

1. ~~Table “A” excluded.~~ The Regulations in Table “A” in the Fourth Schedule to the Companies Act, Cap. 50 shall not apply to the Company, except so far as the same are repeated or contained in these Articles.

INTERPRETATION

- 2.1. ~~Interpretation Clause.~~ In ~~these Articles~~ this Constitution 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, if not inconsistent with the subject or context.

Definitions.

Words	Meanings
The Company	The above named Company.
<u>Account Holder</u>	<u>A person who has an account directly with CDP and not through a Depository Agent.</u>
The Act	The Companies Act, Cap. 50 and any and every other legislation for the time being in force made thereunder.
<u>address (and any references to a registered address)</u>	<u>In respect of any Member, his physical address for service or delivery of notices or documents personally or by post, unless otherwise expressly provided in this Constitution.</u>
<u>Articles</u>	<u>The provisions of this Constitution as originally named or as altered from time to time by Special Resolution.</u>
<u>CDP</u>	<u>The Central Depository (Pte) Limited and, where the context requires, shall include any person specified by it, in a notice given to the Company, as its nominee.</u>
<u>Company</u>	<u>The above named Company.</u>
These Articles	These Articles of Association as originally named or as altered from time to time by Special Resolution.
<u>Chief Executive Officer</u>	<u>Any one or more persons, by whatever name described, who:</u>

APPENDIX B – THE PROPOSED NEW CONSTITUTION OF THE COMPANY

	(a) <u>is in direct employment of, or acting for or by arrangement with, the Company; and</u> (b) <u>is principally responsible for the management and conduct of the business of the Company, or part of the business of the Company, as the case may be.</u>
<u>Constitution</u>	<u>The constitution of the Company as may be amended from time to time.</u>
<u>current address</u>	<u>Shall have the meaning ascribed to it under section 387A of the Act.</u>
<u>Depositor</u>	<u>An account holder or a Depository Agent but does not include a sub-account holder.</u>
<u>The Directors</u>	<u>The Directors for the time being of the Company.</u>
<u>The Office</u>	<u>The Registered Office for the time being of the Company.</u>
<u>The Secretary</u>	<u>The Secretary shall include any person appointed to perform the duties of Secretary temporarily.</u>
<u>The Seal</u>	<u>The Common Seal of the Company.</u>
<u>Market Day</u>	<u>A day on which the Stock Exchange is open for trading in securities.</u>
<u>Month</u>	<u>Calendar month.</u>
<u>Year</u>	<u>Year from the 1st day of January to the 31st day of December, inclusive.</u>
<u>CDP</u>	<u>The Central Depository (Pte) Limited and, where the context requires, shall include any person specified by it, in a notice given to the Company, as its nominee.</u>
<u>Depositor</u>	<u>An account holder or a Depository Agent but does not include a sub-account holder.</u>
<u>Depository Agent</u>	A member company of the Stock Exchange, a trust company (registered under the Trust Companies Act), a banking corporation or merchant bank (approved by the Monetary Authority of Singapore under the Monetary Authority of Singapore Act) or any other person or body approved by the CDP who or which: (a) performs services as a depository agent for sub-account holders in accordance with the terms of a Depository Agent Agreement entered into between the CDP and the Depository Agent; (b) deposits book-entry securities with the CDP on behalf of the sub-account holders; and (c) establishes an account in its name with the CDP

APPENDIX B – THE PROPOSED NEW CONSTITUTION OF THE COMPANY

Depository Register	The register of holders maintained by CDP in respect of book-entry securities.
<u>Directors</u>	<u>The Directors for the time being of the Company.</u>
<u>electronic communication</u>	<u>Communication transmitted (whether from one person to another, from one device to another, from a person to a device or from a device to a person):</u> <u>(a) by means of a telecommunication system; or</u> <u>(b) by other means but while in an electronic form,</u> <u>such that it can (where particular conditions are met) be received in legible form or be made legible following receipt in non-legible form.</u>
<u>Market Day</u>	<u>A day on which the Stock Exchange is open for trading in securities.</u>
<u>Account Holder</u>	A person who has an account directly with CDP and not through a Depository Agent.
Member (and any references to a shareholder or to a holder of any share) or "member"	<u>(a) Where CDP or its nominee (as the case may be) is named in the Register of Members as the holder of shares, a Depositor in respect of the number of shares which stand in credit against his name in the Depository Register as at 72 hours (or such time as may be prescribed by the Securities and Futures Act from time to time) before the time of the relevant general meeting of the Company as certified by CDP to the Company; and</u> <u>(b) in any other case, a person whose name appears on the Register of Members as a member of the Company,</u> <u>but shall exclude the Company itself where it is such a member by reason of its holding shares as treasury shares.</u> Any registered holder of shares in the Company, or where such registered holder is the CDP, the Depositors on whose behalf the CDP holds the shares PROVIDED ALWAYS THAT (a) a Depositor shall only be entitled to attend any general meeting and to speak and vote thereat if his name appears in the Depository Register forty-eight hours before the general meeting as a Depositor on whose behalf the CDP holds shares in the Company, the Company being entitled then to deem each such Depositor as holding such number of shares as is actually credited to the Securities Account of the Depositor as at such time, according to the records of the CDP as supplied by the CDP to the Company, or where a Depositor has appointed a proxy, such proxy as representing such number of shares or where a Depositor has appointed two proxies and specified the proportion of his shares which each proxy is to represent, to apportion the said number of shares standing to his Securities Account between the two proxies in the same proportion as specified by the Depositor in appointing the proxies; (b) the Company shall be

APPENDIX B – THE PROPOSED NEW CONSTITUTION OF THE COMPANY

~~entitled to reject any instrument of proxy lodged by any Depositor whose name does not appear on the Depository Register as a Depositor on whose behalf the CDP holds shares in the Company forty eight hours before the general meeting at which the proxy is to act; (c) the Company shall not be obliged to enter the names and particulars of such Depositor in its Register of Members; (d) the Company shall be entitled to pay any dividends payable to such Depositor to the CDP and, to the extent of the payment made to the CDP, the Company shall be discharged from any and all liability in respect of that payment; and (e) the provisions in these Articles relating to the transfer, transmission or certification of shares shall not apply to any transactions affecting book entry securities (as defined in the Act).PROVIDED FURTHER THAT any reference to a Member does not include the Company itself where it is such a member by virtue of its holding shares as treasury shares.~~

<u>Month</u>	<u>Calendar month.</u>
<u>Office</u>	<u>The registered office for the time being of the Company.</u>
Register of Members	The register of members of the Company maintained by the Company pursuant to Section 190 of the Act in which the Company shall enter the name of every person who is a registered holder of shares in the Company including the CDP PROVIDED ALWAYS THAT the CDP shall be deemed not to be a Member.
<u>relevant intermediary</u>	<u>Shall have the meaning ascribed to it under section 181(6) of the Act.</u>
<u>Secretary</u>	<u>The Secretary shall include any person appointed to perform the duties of Secretary temporarily.</u>
<u>Seal</u>	<u>The Common Seal of the Company.</u>
Sub-account Holder	A holder of an account maintained with a Depository Agent.
Stock Exchange	The stock exchange in the country in which the shares of the Company are listed and in the case of Singapore, the Singapore Exchange Securities Trading Limited and its successors and assigns.
<u>treasury shares</u>	<u>Shall have the meaning ascribed to it under the Act.</u>
<u>Year</u>	<u>Year from the 1st day of January to the 31st day of December, inclusive.</u>
<u>S\$</u>	<u>The lawful currency of the Republic of Singapore.</u>

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.

Words importing the singular number only shall include the plural number, and *vice versa*.

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and Words importing the masculine gender only shall include the feminine gender, and vice versa;

Words importing person shall include corporations.

Expression in Act to bear same meaning in Articles. Subject as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meanings in these Articles.

THE COMPANY.

2. **Office.** The Office will be situated in Singapore.

3. **Objects.** Subject to the provisions of the Act and any other written law and the Constitution of the Company, the Company has:

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

(b) for the purposes of paragraph (a) above, full rights, powers and privileges.

SHARES.

3.4. (1) **Issue of Shares.** The shares shall be under the control of the Directors who may allot and issue the same in accordance with the ~~provisions of these Articles~~ provisions of this Constitution to such persons and on such terms and conditions with such preferred, deferred or other special rights or such restrictions whether in regard to dividend, voting, or return of share capital and at such time or times as the Directors may think fit. The Company may issue shares for which no consideration is payable to the Company.

(2) Paragraph 1 of this Article shall be subject to the following restrictions, that is to say: No issue of preference shares shall be made which would result in the total number of issued preferences shares exceeding the total number of the issued ordinary shares at the time of such issue.

5. **Power to Pay Commission and Brokerage.** The Company may pay commissions or brokerage on any issue of shares at such rate or amount and in such manner as the Directors may deem fit. Such commissions or brokerage may be satisfied by the payment in cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may, in addition to, or in lieu of, such commission, in consideration of any person so subscribing or agreeing to subscribe, or of his procuring or agreeing to procure subscriptions, for any shares in the Company, confer on any such person an option call within a specified time for a specified number of shares in the Company at a specified price or on such other terms and conditions as the Directors may deem fit.

6. **Payment of Expenses in Issue of Shares.** Any expenses (including brokerage or commission) incurred directly by the Company in the issue of new shares may be paid out of the proceeds of the issue or the Company's share capital. Such payment shall not be taken as reducing the amount of share capital of the Company.

4.7. **Redeemable Preference Shares.** Subject (but not limited) to the provisions of the Act the Company may issue preference shares which are or at the option of the Company are to be liable, to be redeemed on such terms and in such manner as the Company before the issue thereof may determine. The Company shall also have the power to issue further preference shares ranking equally with or in priority to any preference shares already issued.

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- 5.8. Rights of Preference Shareholders.** Preference shareholders will be deemed to have the same rights as ordinary shareholders as regards the receiving of notices reports and ~~balance sheets~~ financial statements and the attending of general meetings of the Company. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding up or sanctioning a sale of the undertaking or where the proposal to be submitted to the meeting directly affects their rights and privileges or when the dividend on the preference shares is more than six months in arrear.
- 6.9. Joint Holders.** When two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint tenants with benefit of survivorship subject to the provisions following:-
- (a) The Company shall not be bound to register more than ~~three~~ 3 persons as the holders of any share but this provision shall not apply in the case of executors or trustees of a deceased shareholder.
 - (b) For the purposes of quorum joint-holders of any share shall be treated as one Member.
 - (c) Only the person whose name stands first in the Register as one of the joint-holders of any share shall be entitled to delivery of the certificate relating to such share or to receive notices from the Company.
 - (d) The joint-holders of any share shall be liable severally as well as jointly in respect of all payments which ought to be made in respect of such share.
 - (e) Any one of the joint-holders of any share may give effectual receipts for any dividend, bonus or other sum of money payable to such joint-holders in respect of such share.
 - (f) On the death of any one of the joint-holders of any share the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such share but the Directors may require such evidence of death as they think necessary to call for.
- 7.10. ~~Prohibition of use of Company's Funds~~ Share repurchases.** Subject to and in accordance with the provisions of the Act, the listing rules of the Stock Exchange and other written law, the Company may purchase or otherwise acquire ordinary shares, stocks, preference shares, options, debentures, debenture stocks, bonds, obligations, securities, and all other equity, derivative, debt and financial instruments issued by it on such terms as the Company may think fit and in the manner prescribed by the Act.
- Where ordinary shares or stocks are purchased or acquired by the Company in accordance with the provisions of the Act, the Company may hold the shares or stocks (or any of them) or deal with any of them, at any time.
- Any ordinary share which is so purchased or acquired by the Company shall be deemed to be cancelled immediately on purchase or acquisition by the Company unless held in treasury; preference shares that are purchased or acquired by the Company shall be deemed to be cancelled immediately on purchase or acquisition. On the cancellation of any share as aforesaid, the rights and privileges attached to that share shall expire. In any other instance, the Company may deal with any such share which is so purchased or acquired by it in such manner as may be permitted by, and in accordance with the Act.
- 8.11. Amount payable on application.** No shares shall be offered to the public for subscription except on the terms that the amount payable on application shall be at least five percent of the ~~value~~ issue price of the share.

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- ~~9-12.~~ **How special rights of shares may be varied.** If at any time the share capital of the Company by reason of the issue of preference shares or otherwise is divided into different classes of shares, the repayment of such preference capital or all or any of the rights and privileges attached to each class may subject to the provisions of the Act be varied modified commuted abrogated affected or dealt with the sanction of a Special Resolution passed at a separate General Meeting of the holders of the shares of that class but not otherwise. To every such separate General Meeting the ~~provisions of these Articles~~ provisions of this Constitution relating to General Meetings of the Company and to proceedings thereat shall mutatis mutandis apply, but to that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the share capital paid or credited as paid on the issued shares of the class (but so that if at any adjourned meeting a quorum as above defined is not present, any two holders of shares of the class present in person or by proxy shall be a quorum) and that any holder of shares of the class present in person or by proxy may demand a poll, and that every such holder shall on a poll have one vote for every share of the class held by him. Provided however that in the event of the necessary majority not having been obtained in the manner aforesaid consent in writing may be secured from members holding at least three-fourths of the issued shares of the class and such consent if obtained within two months from the date of the separate General Meeting shall have the force and validity of a special resolution duly carried by a vote in person or by proxy
- ~~40-13.~~ **Creation of issue of further shares.** The rights conferred upon the holders of the shares of any class with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or in all respects pari passu therewith but in no respect in priority thereto.
- ~~11.~~ ~~Deleted.~~
- ~~42-14.~~ **Shares issued for purposes of raising money for the construction of works or buildings.** Where any shares are issued for the purpose of raising money to defray the expense of the construction of any works or buildings, or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period (except treasury shares) and subject to the conditions and restrictions mentioned in Section 78 of the Act and may charge the same to capital as part of the cost of the construction of the works, buildings or plants.
- ~~43-15.~~ **Trust not to be recognized.** Except as required by law, no person shall be recognized by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share.

CERTIFICATES.

- ~~44-16.~~ (1a) **Issue of Certificates.** Subject to the payment (if any) of all or any part of the stamp duty payable on each share certificate prior to the delivery thereof which the Directors in their absolute discretion may require, every person whose name is entered as a member in the Register of Members shall be entitled to receive, within ten Market Days (or such other period as may be approved by any Stock Exchange upon which shares in the Company may be listed) of the closing date of any application for shares or, as the case may be, the date of lodgement of a registrable transfer, one certificate for all his shares of any one class or several certificates in reasonable denominations each for a part of the shares so allotted or transferred. Where such a member transfers part only of the shares comprised in a certificate or where such a member requires the Company to cancel any certificate or certificates and issue new certificates for the purpose of subdividing his holding in a different manner or otherwise, the old certificate or certificates shall be cancelled and a new certificate or certificates for such shares or the balance thereof (as

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the case may be) shall be issued in lieu thereof and such member shall pay all or any part of the stamp duty payable (if any) on each share certificate prior to the delivery thereof which the Directors in their absolute discretion may require and a fee not exceeding S\$2.00 for each new certificate or such other fee as the Directors may from time to time determine having regard to any limitation thereof as may be prescribed by any Stock Exchange upon which shares in the Company may be listed. Provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate in respect of any shares comprised therein and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

- (2b) Every certificate shall be under the Seal and shall bear the signature or a facsimile thereof of one Director and of the Secretary or some other person appointed by the Directors and shall state the particulars required by the Act. Any facsimile of such signature may be reproduced by mechanical or by any other means as the Directors may from time to time prescribe.

~~46-17.~~ Subject to the provisions of the Act, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled, purchaser, member firm of the Stock Exchange upon which the Company is listed or on behalf of its/their client/s as the Directors of the Company shall require, and (in case of defacement or wearing out) on delivery up of the old certificate, and in any case on payment of such sum not exceeding ~~two dollars~~ ~~\$2.00~~ as the Directors may from time to time require. In the case of destruction, loss or theft of a share certificate a shareholder or person entitled to whom such renewed certificate is given shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss. Any duplicate certificate issued on or after 30 January 2006 in respect of a share certificate issued before that date shall state, in place of the historical nominal value of the shares, the amount paid on the shares and the amount (if any) unpaid on the shares.

LIEN ON SHARES.

~~46-18.~~ **Company to have a paramount lien.** The Company shall have a first and paramount lien on every share (not being a fully paid up share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share such lien shall extend only to the specific shares on which such calls or instalments are for the time being unpaid and to all dividends from time to time declared in respect of such shares. The Company shall also have a first and paramount lien on all shares (whether fully paid or not) for all moneys which the Company may be called upon by law to pay in respect of the shares of any member or deceased member whether such shares shall be held solely or jointly. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article.

~~47-19.~~ **Notice to pay amount due.** The Company may sell in such manner as the Directors think fit any shares on which the Company had a lien, but no sales shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of ~~14~~~~fourteen~~ days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.

~~48-20.~~ **Transfer of forfeited share.** To give effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer and he shall not be bound to see to the application of the purchase money nor shall his title to the shares be effected by any irregularity or invalidity in the proceedings in reference to the sale and the remedy of the former holder of

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such shares or of any person claiming under or through him in respect of any alleged irregularity or invalidity shall be against the Company in damages only.

- ~~19-21.~~ **Application of proceeds of sale.** The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue (if any), shall be paid to the member whose shares have been sold or his executors, administrators, or assignees or as he directs.

CALLS ON SHARES.

- ~~20-22.~~ **(1a) Calls when payable.** The Directors may, subject to the ~~provisions of these Articles~~ provisions of this Constitution from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they think fit, provided that fourteen days' notice at least is given of each call, and each member shall be liable to pay the amount of every call so made upon him to the persons by the instalments (if any) and at the times and places appointed by the Directors. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.

- (2b) Instalments similar to call.** If by the terms of the issue of any shares or otherwise any amount is made payable at any fixed time or by instalments at any fixed times such amount or instalment shall be payable as if it were a call duly made by the Directors and of which due notice had been given; and all provisions hereof with respect to the payment of Calls and interests thereon or to the forfeiture of shares for non-payment of Calls shall apply to such amount or instalments and the shares in respect of which they are payable.

- (3e) Evidence in action for call.** At the trial or hearing of any action or other proceeding for the recovery of any money due for any call it shall be sufficient to prove that the name of the member sued is entered in the Register as the holder or one of the holders of the shares in respect of which such call was made, that the resolution making such call is duly recorded in the minute book of the Directors and that notice of such call was duly given to the member sued according to the provisions of these presents and it shall not be necessary to prove the appointment of the Directors who made such call nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of a debt due from the members sued to the Company.

- ~~21-23.~~ **Joint holders.** The joint holders of a share shall be jointly and severally liable to the payment of all calls and instalments in respect thereof.

- ~~22-24.~~ **Interest on calls.** If before or on the day appointed for payment thereof a call or instalment payable in respect of a share is not paid, the holder or allottee of the share shall pay interest on the amount of the call at such rate not exceeding ten per cent per annum as the Directors shall fix from the day appointed for payment thereof to the time of actual payment but the Directors may waive payment of such interest wholly or in part.

- ~~23-25.~~ **Non-payment of calls.** Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, ~~whether on account of the amount of the share or by way of premium,~~ shall, for all purposes of these Articles be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the ~~provisions of these Articles~~ provisions of this Constitution as to payment of interest and expenses, forfeiture and the like, and all other relevant ~~provisions of these Articles~~ provisions of this Constitution shall apply as if such sum were a call duly made and notified as hereby provided.

- ~~24-26.~~ **Arrangements and time for payment of calls.** The Directors may from time to time make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the time of payment of such calls.

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~~25-27.~~ **Advance of calls.** The Directors may if they think fit, receive from any member willing to advance the same all or any part of the moneys due upon his shares beyond the sums actually called up thereon and upon the moneys so paid in advance or so much thereof as exceeds the amount for the time being called up on the shares in respect of which such advance has been made the Directors may pay or allow such interest as may be agreed between them and such member in addition to the dividend payable upon such part of the share in respect of which such advance has been made as is actually called up. Capital paid up in advance of calls shall not whilst carrying interest confer a right to participate in profits.

TRANSFER OF SHARES.

~~26-28.~~ **Execution of transfers.** The instrument of transfer of any share shall be in the form for the time being approved by the Directors and by each Stock Exchange upon which the Company may be listed and shall be signed by or on behalf of the transferor and the transferee and by the witness or witnesses thereto and the transferor shall be deemed to remain the holder of the shares until the name of the transferee is entered in the Register of Members in respect thereof; provided always that an instrument of transfer in respect of which the transferee is CDP shall be effective although not signed or witnessed by or on behalf of CDP.

~~27-29.~~ **Transfer in writing.** There shall be no restriction on the transfer of fully paid securities, except where required by law or by the rules, bye-laws, or listing rules of the Stock Exchange upon which the Company may be listed.

~~28-30.~~ ~~(1)(a)~~ **Directors may refuse registration of transfers.** The Directors may decline to register the transfer of a share (not being a fully paid share) to a person of whom they shall not approve, and they may also decline to register the transfer of a share on which the Company has a lien or any transfer of shares, whether fully paid-up or not, made to any bankrupt infant or person ~~of unsound mind who is mentally disordered and incapable of managing himself or his affairs.~~

~~(2)(b)~~ The Directors may also decline to register any transfer unless:

~~(a)(i)~~ a fee of S\$2.00 or such lesser sum as the Directors may from time to time require is paid to the Company in respect thereof;

~~(b)(ii)~~ the instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;

~~(c)(iii)~~ the instrument of transfer is in respect of only one class of share; and

~~(d)(iv)~~ the amount of the proper duty with which each certificate to be issued in consequence of the registration of such transfer is chargeable under any law for the time being in force relating to stamps is tendered.

~~(3)(e)~~ if the Directors refuse to register a transfer they shall within ~~ten~~ 5 Market Days (or such other period as may be approved by any Stock Exchange upon which shares in the Company may be listed) after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

~~29-31.~~ **Suspension of registration of transfer.** The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year. Ten Market Days' notice of intention to close transfer books shall be advertised in the Press and be given to each Stock Exchange upon which the Company is listed stating the purpose or purposes for which the books are being closed.

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- ~~30-32.~~ **Fees.** The Company shall be entitled to charge a fee not exceeding S\$1 on the registration of every probate, letters of administration, certificate of death or marriage, power of attorney, notice in lieu of distringas or other instrument.

TRANSMISSION OF SHARES.

- ~~31-33.~~ **Transmission.** In the case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representative of the deceased where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- ~~32-34.~~ **Death or bankruptcy of a member.** Any person becoming entitled to a share in consequence of the death or bankruptcy of a member, may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transfer thereof, but the Directors shall in either case have the same right to decline or suspend registration as they would have had in the case of transfer of the share by that member before his death or bankruptcy as the case may be.
- ~~33-35.~~ **Election of person entitled to be registered himself.** If any person so becoming entitled shall elect to be registered himself he shall deliver or send to the Company a notice in writing signed by him and stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that other person a transfer of the share. All the limitations, restrictions and ~~provisions of these Articles~~ provisions of this Constitution relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.
- ~~34-36.~~ **Person entitled to receive and give discharge for dividends.** A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not before being registered as a member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company. Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

FORFEITURE OF SHARES.

- ~~35-37.~~ **Notice to pay calls.** If any member fails to pay the whole or any part of any call or instalment of a call on or before the day appointed for the payment thereof the Directors may at any time thereafter, during such time as the call or instalment or any part thereof remains unpaid, serve a notice on him or on the person entitled to the share by transmission requiring him to pay such call or instalment, or such part thereof as shall then be unpaid together with interest thereon not exceeding ten per cent per annum as the Directors shall determine and any expenses that may have accrued by reason of such non-payment.
- ~~36-38.~~ **Length of Notice.** The notice shall name a further day (not earlier than the expiration of fourteen days from the (date of the notice) on or before which such call or instalment, or such part as aforesaid, and all interest and expenses that have accrued by reason of such non-payment are to be paid. It shall also name the place where payment is to be made and shall state that in the

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event of non-payment at or before the time and at the place appointed, the share in respect of which such call was made will be liable to be forfeited.

- ~~37-39.~~ **Failure to comply with notice.** If the requisitions of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter before the payment required by the notice has been made be forfeited by a resolution of the Directors to that effect. A forfeiture of shares shall include all dividends in respect of the shares not actually paid before the forfeiture notwithstanding that they shall have been declared.
- ~~38-40.~~ **Notice of forfeiture.** When any share has been forfeited in accordance with these Articles notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof shall forthwith be made in the Register of Members opposite to the share; but the provisions of this Article are directory only and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
- ~~39-41.~~ **Annulment of forfeiture.** Notwithstanding any such forfeiture as aforesaid the Directors may at any time before the forfeited share has been otherwise disposed of, annul the forfeiture upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share and upon such further terms (if any) as they shall see fit.
- ~~40-42.~~ **Sale of forfeited share.** Every share which shall be forfeited shall thereupon become the property of the Company, and may be either cancelled or sold or reallocated or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto or to any other person, upon such terms and in such manner as the Directors shall think fit. If any shares are forfeited and sold any residue after the satisfaction of the unpaid calls and accrued interest and expenses, shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs.
- ~~41-43.~~ **Liabilities to Company of person whose shares are forfeited.** A shareholder whose shares have been forfeited shall, notwithstanding such forfeiture be liable to pay the Company all calls made and paid on such shares at the time of forfeiture and interest thereon to the date of payment in the same manner in all respects as if the shares had not been forfeited and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the share at the time of forfeiture without any deduction or allowance for the ~~value-price~~ of the shares at the time of forfeiture.
- ~~42-44.~~ **Results of forfeiture.** The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company except only such of those rights and liabilities as are by these Articles expressly saved or as are by the Act given or imposed in the case of past members.
- ~~43-45.~~ **Evidence of forfeiture by the Company.** A Statutory Declaration in writing that the declarant is a Director of the Company and that a share has been duly forfeited in pursuance of these Articles and stating the date upon which it was forfeited shall as against all persons claiming to be entitled to the share adversely to the forfeiture thereof be conclusive evidence of the facts therein stated, and such declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof and a certificate of proprietorship of the share under the Seal delivered to the person to whom the same is sold or disposed of, shall constitute a good title to the share, and such person shall be registered as the holder of the share and shall be discharged from all calls made prior to such sale or disposition and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings relating to the forfeiture, sale, reallocation or disposal of the share.

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CONVERSION OF SHARES INTO STOCK.

- ~~44-46.~~ **Conversion of shares into stock and reconversion.** The Company may by Ordinary Resolution convert any paid-up shares into stock, and may with the like sanction reconvert any stock into paid-up shares.
- ~~45-47.~~ **Holders of stock may transfer their interests.** The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as, and subject to which, the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit; but the directors may from time to time fix the minimum amount of stock transferable, and restrict or forbid the transfer of fractions of that minimum.
- ~~46-48.~~ **Participation on dividends and profits.** The holders of stock shall according to the amount of the stock held by them have the same rights, privileges, and advantages as regards dividends, voting at meetings of the company, and other matters as if they held the shares, from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the company) shall be conferred by and such aliquot part of stock as would not, if existing in shares, have conferred that privilege or advantage.

INCREASE OF CAPITAL.

- ~~47-49.~~ **Power to increase capital.** The Company may from time to time by Ordinary Resolution whether all the shares for the time being issued shall have been fully called up or not, increase its capital by the creation and issue of new shares, such aggregate increase to be of such amount as the Company by the resolution authorising such increase directs.
- ~~48-50.~~ (1) **Shares to be offered to members before issue.** Subject to any direction to the contrary that may be given by the Company in General Meeting or except as permitted under the Stock Exchange's listing rules, any new shares from time to time to be created shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. -The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the directors, be conveniently offered under this regulation.
- (2) **Waiver to obtain approval of shareholders.** Notwithstanding Article ~~50~~48(1) above, the Company may by ordinary resolution in General Meeting give to the Directors a general authority, either unconditionally or subject to such conditions as may be specified in the ordinary resolution, to issue shares, options, warrants, debentures or other transferable rights or instruments convertible into shares ("convertible securities") (whether by way of rights, bonus or otherwise) (where the aggregate number of shares and convertible securities to be issued pursuant to such authority does not exceed 50% (or such other limit as may be prescribed by the Stock Exchange) of the issued share capital of the Company for the time being of which the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to members of the Company does not exceed 20% (or such other limit as may be prescribed by the Stock Exchange) of the issued share capital of the Company for the time being. Such general authority shall only remain in force until the earlier of the following:-

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- (a) the conclusion of the first Annual General Meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or
 - (b) It is revoked or varied by ordinary resolution of the shareholders in General Meeting.
- (3) For the purpose of this Article, the percentage of issued share capital is calculated based on the Company's issued share capital at the time that the mandate is passed after adjusting for:
 - (a) new shares arising from the conversion or exercise of any convertible securities or share option on issue at the time the resolution is assed; and
 - (b) any subsequent consolidation or subdivision of the Company's shares.

~~49-51.~~ **Rights and liabilities attached to new shares.** Except so far as otherwise provided by the conditions of issue, any capital raised by the creation of new shares shall be considered as part of the original ordinary share capital of the Company and shall be subject to the same provisions with reference to the payment of calls, lien, transfer, transmission, forfeiture and otherwise as the original share capital.

~~50-52.~~ The Company may by Ordinary Resolutions:-

- (a) **Power to consolidated shares.** Consolidate and divide all or any of its share capital.
- (b) **Power to cancel shares.** Cancel any shares which at the date of the passing of the resolution have not been taken, or agreed to be taken, by any person ~~and diminish the amount of its capital by the number of shares so cancelled.~~
- (c) **Power to sub-divide shares.** Subdivide shares, or any of them, (subject, nevertheless, to the provisions of the Act), and so that the resolution whereby any share is subdivided may determine that, as between the holders of the shares resulting from such subdivision, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.
- ~~(e)~~(d) **Power to convert into another currency.** Convert its share capital or any class of shares from one currency to another currency (subject to and in accordance the provisions of the Act and/or any applicable law and regulations).

~~51-53.~~ **Power to reduce share capital.** The Company may by Special Resolution reduce its share capital, in any manner and with, and subject to, any incident authorised, and consent required by law. Where the Company's share capital is reduced in accordance with the Act, a Member (past or present) shall not be liable in respect of the issue price of any share to any call or contribution greater in amount than the difference (if any) between the issue price of the share and the aggregate of the amount paid up on the share (if any) and the amount reduced on that share. The provision shall not apply to treasury shares held by the Company and the Company is entitled to cancel its treasury shares in the manner prescribed by the Act.

~~54.~~ ~~51A.~~ **Treasury shares.** If the Company has only one class of shares, the aggregate number of shares held as treasury shares shall not at any time exceed ~~ten~~ 10 per cent. (or such maximum percentage as may be permitted under the Act) of the total number of shares of the Company at that time.

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Where the share capital of the Company is divided into shares of different classes, the aggregate number of shares of any class held as treasury shares shall not at any time exceed ~~ten~~ 10 per cent. (or such maximum percentage as may be permitted under the Act of the total number of the shares in that class at that time.

In event of contravention of the above, the Company shall dispose of or cancel the excess shares in the manner provided by the Act.

The Company shall not exercise any right in respect of the treasury shares, including any right to attend or vote at meetings. The Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights. Any purported exercise of such a right is void.

No dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution or assets to Members on a winding up) may be made to the Company in respect of the treasury shares save as specifically provided for in the Act.

BORROWING POWERS.

~~55.~~ ~~52.~~ **Borrowing powers of directors.** The Directors may from time to time at their discretion raise or borrow for the purposes of the Company such sums of money as they think proper.

~~56.~~ ~~53.~~ **What security may be given.** The Directors may raise or secure the payment of such money in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the issue of Debentures or Debenture Stock of the Company charged upon all or any part of the property of the Company (both present and future), including uncalled Capital, or by means of Mortgages, Bonds and Dispositions in Security or Bonds of Cash-Credit, with or without power of sale, as the Directors shall think fit.

~~57.~~ ~~54.~~ **Debentures may be assignable.** Debentures, Debenture Stock or other Securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

~~58.~~ ~~55.~~ **Condition of issue.** Any Debentures, Debenture Stock, Bonds or other Securities may be issued at a discount, premium or otherwise, and with any special privileges redemption, surrender, drawings, allotment of Shares, attending and at General Meetings of the Company, appointment of Directors and otherwise.

~~59.~~ ~~56.~~ **Register to be kept.** The Directors shall cause a proper Register to be kept, in accordance with Section 138 of the Act, of all mortgages and charges especially affecting the property of the Company.

~~60.~~ ~~57.~~ **Cost of inspection.** The sum of S\$1 shall be the sum payable for each inspection of the Register of Charges.

GENERAL MEETINGS.

~~61.~~ ~~58.~~ **Annual General Meetings.** An Annual General Meeting shall ~~(subject to any provisions of the Act relating to its first Annual General Meeting)~~ be held once in every year, at such time and place as may be determined by the Directors, but not more than ~~four~~ 4 months (or such other period as may be permitted by the Act and/or the listing rules of the Stock Exchange) shall be allowed to elapse between the close of each financial year and such annual general meeting. All other General Meetings shall be called Extraordinary General Meetings.

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62. ~~59.~~ **Convening of Extraordinary General Meetings.** The Directors may whenever they think fit and shall on requisition in accordance with the Act convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETING.

63. ~~60.~~ **Notice.** Any General Meeting at which it is proposed to pass a Special Resolution, shall be called by ~~twenty-one~~²¹ days' notice in writing at the least and all other General Meetings by ~~fourteen~~¹⁴ days' notice in writing at the least unless otherwise specified by law (exclusive of the day on which it is served or deemed to be served and of the day for which it is given) given in the manner hereinafter mentioned to the Auditors and to all members other than such as are not under the ~~provisions of these Articles~~^{provisions of this Constitution} entitled to receive such notices from the Company. Provided that the accidental omission to give notice to or the non-receipt of a notice by, any person entitled thereto shall not invalidate the proceedings at any General Meeting.

64. ~~61.~~ **(1)(a) Contents of notice.** Every notice calling a General Meeting shall specify the place (which shall be in Singapore) and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of him and that a proxy need not be a member of the Company.

~~(2)(b)~~ In the case of an Annual General Meeting the notice shall also specify the meeting as such.

~~(3)(c)~~ In the case of any General Meeting at which business other than ordinary business is to be transacted the notice shall specify the general nature of such business and shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business; and if any resolution is to be proposed as a Special Resolution the notice shall contain a statement to that effect.

~~(4)(d)~~ In addition ~~fourteen~~¹⁴ days' notice of meetings shall be given by advertisements in at least one daily national newspaper and in writing to each Stock Exchange on which the Company is listed.

65. ~~62.~~ **Ordinary business.** Ordinary business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say:-

~~(a)(i)~~ Declaring dividends.

~~(b)(ii)~~ Reading, considering and adopting the balance sheet, the ~~reports of the Directors'~~^{statement} and Auditors' ~~report~~^{report} and other ~~accounts~~^{financial statements} and documents required to be annexed to the ~~balance sheet~~^{financial statements}.

~~(c)(iii)~~ Fixing the remuneration of the Directors.

~~(d)(iv)~~ Electing Directors in the place of those retiring.

~~(e)(v)~~ Appointing Auditors and fixing the remuneration of the Auditors or determining the manner in which such remuneration is to be fixed.

For avoidance of doubt, all other business transacted at an Annual General Meeting, including any proposed change of Auditors, shall be deemed to be special business.

66. ~~63.~~ **Resolution by Member.** Any member entitled to be present and vote at a meeting may submit any resolution to any General Meeting provided that at least the prescribed time before

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the day appointed for the meeting he shall have served upon the Company a notice in writing signed by him containing the proposed resolution and stating his intention to submit the same. The prescribed time above mentioned shall be such that between the date on which the notice is served or deemed to be served and the day appointed for the meeting there shall be not less than four nor more than ~~fourteen~~ 14 intervening days.

67. ~~64.~~ **Duty of Secretary on receipt of notice of intention.** Upon receipt of any such notice as in the last preceding Article mentioned the Secretary shall, in any case where the notice of intention is received before the notice of the meeting is issued, include in the notice of the meeting and shall in any other case issue as quickly as possible to the members, entitled to notice of the meeting notice that such resolution will be proposed.
68. ~~65.~~ **Quorum at General Meeting.** No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be two members personally present or represented by proxy.
69. ~~66.~~ **If quorum not present meeting adjourned or dissolved.** If within half an hour (or such interval as the Chairman may think fit to allow) from the time appointed for the holding of a General Meeting a quorum is not present the meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour (or such interval as the Chairman may think fit to allow) from the time appointed for holding the meeting the members present shall be a quorum.
70. ~~67.~~ **Chairman of General Meeting.** The Chairman (if any) of the Board of Directors shall preside at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within ~~fifteen~~ 15 minutes after the time appointed for holding the same or shall be unwilling to act as Chairman the members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some member present to be Chairman of the meeting.
71. ~~68.~~ **Notice of adjournment to be given.** The Chairman may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn any meeting from time to time and from place to place as the meeting shall determine, provided always that the place of the adjourned meeting shall be in Singapore. Whenever a meeting is adjourned for ~~ten~~ 10 days or more notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. Except as provided by the Act in the case of the Statutory Meeting, no business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
72. ~~69.~~ (a) **How resolutions decided.**
- (1) If required by the listing rules of the Stock Exchange, all resolutions at general meetings shall be voted by poll.
- (2) Subject to Article 72(1), At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded in writing by the Chairman or by at least two Members, or by the Member or Members in person or by proxy of at least ~~ten~~ 5 per cent. of the total voting rights of all the Members having the right to vote at the meeting or a Member or Members present in person or by proxy and holding not less than ~~ten~~ 5 per cent. of the total paid up shares of the Company (excluding treasury shares) and unless a poll be so demanded a declaration by the Chairman of the meeting

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that a resolution has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive and an entry to that effect in the Minute Book of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.

(3) If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting or at any adjournment thereof, and unless it shall in the opinion of the Chairman be of sufficient magnitude.

73. ~~(b)~~ — **Resolution signed by all members as effective as if passed at general meeting.** Subject to the Act, a resolution in writing signed in accordance with the requirements of the Act by all the members for the time being entitled to receive notice of and attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in like form each signed by one or more members. The expressions 'in writing' and 'signed' include approval by telefax, telex, cable or telegram or such other electronic communication by any such Member.

74. ~~70.~~ — **Poll to be taken as chairman shall direct.** A poll on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll taken on any other question shall be taken at such time and place in Singapore. If a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may (and if required by the listing rules of the Stock Exchange or if so directed by the meeting shall) appoint scrutineer(s) and may adjourn the meeting to some place in Singapore and time fixed by him for the purpose of declaring the results of the poll.

~~71. — **No poll in certain cases.** No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.~~

75. ~~72.~~ — **Chairman to have casting vote.** In the case of an equality of votes either on a show of hands or at a poll, the Chairman of any meeting shall be entitled to a further or casting vote.

~~73. — **Business to be continued if poll demand.** The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question on which a poll has been demanded.~~

VOTES OF MEMBERS.

76. ~~74.~~ — ~~(1)(a)~~ **Votes of members.** On a show of hands every Member who is present in person or by proxy or attorney or in the case of a corporation by a representative shall have one vote, and on a poll every such Members shall have one vote for every ordinary share held by him.

~~(2)(b)~~ **Where CDP is the holder of shares.** A Depositor shall only be entitled to attend any General Meeting and to speak and vote thereat if his name appears on the Depository Registry ~~forty-eight~~⁷² hours before the General Meeting as a Depositor ("the Relevant Time"). The Company shall then be entitled to deem each such Depositor as holding such number of shares as is entered against such Depositor's name in the Depository Register as at the Relevant Time, according to the records of CDP as supplied by CDP to the Company.

~~(3)(e)~~ Where the Depositor has appointed a proxy, the Company shall be entitled to deem each proxy of a Depositor who is to represent the entire shareholding of the Depositor as representing such number of shares as is entered against such Depositor's name in the

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Depository Register as at the Relevant Time, according to the records of CDP as supplied by CDP to the Company.

- (4)(d) Where the Depositor has appointed ~~more than one proxy~~ two proxies and specified the proportion of his shares which each proxy is to represent, the Company shall be entitled to apportion such number of shares as is entered against such Depositor's name in the Depository Register as at the Relevant Time, according to the records of CDP as supplied by CDP to the Company, between the ~~two~~ proxies in the same proportion as specified by the Depositor in appointing the proxies.
- (5)(e) No instrument appointing a proxy of a Depositor shall be rendered invalid merely by reason of any discrepancy between the Depositor's shareholding as specified in the instrument of proxy, or, where the same has been apportioned between two proxies, the aggregate of the proportions of the Depositor's shareholding which they are specified to represent, and the shareholding of a Depositor as appears on the Depository Register ~~forty-eight~~ 72 hours before the General Meeting.
- (f) ~~In the event that the capital consists of share of different monetary denominations, voting rights shall be prescribed in such a manner that a unit of capital in each class, when reduced to a common denominator, shall carry the same voting power when such right is exercisable.~~
77. ~~75.~~ **Vote of lunatic member who is mentally disordered.** If any member becomes lunatic or be found to be mentally disordered and incapable of managing himself or his affairs ~~of unsound mind~~, he may vote by his committee or other legal curator, and such committee or other legal curator may give his or their votes either personally or by proxy.
78. ~~76.~~ **Vote of joint holders of shares.** If two or more persons are jointly entitled to a share, then in voting upon any question the vote of the senior who tenders a vote, whether in person or by proxy shall be accepted to the exclusion of the votes of the other registered holders of the share and for this purpose seniority shall be determined by the order in which the names stand in the Register of- Members or the Depository Register (or as the case may be).
79. ~~77.~~ (1)(a) **Right to appoint proxy.** A member shall be entitled to be present and to vote on any question either personally or by proxy, or as proxy for another Member at any General Meeting, or upon a poll and to be reckoned in a quorum in respect of any fully paid-up shares and of any shares upon which calls due and payable to the Company shall have been paid. No shareholder shall be entitled so to vote or be recognised in a quorum in respect of any shares upon which any call or other sum so due and payable shall be unpaid.
- (2)(b) **How votes may be given.** Save as otherwise provided herein, a member may appoint not more than two proxies to attend and vote at the same General Meeting provided that no limit shall be imposed on the number of proxies for relevant intermediaries. Whereif a member shall has nominated more than one proxy, two proxies then the member shall specify the proportion of his shares to be represented by each such proxy, failing which the nomination shall be deemed to be in the alternative. Each proxy appointed by a relevant intermediary must be appointed to exercise the rights attached to a different share or shares held by such relevant intermediary (which number and class of shares shall be specified). ~~No limit shall be imposed on the number of proxies for nominee companies.~~ Shareholders holding shares through ~~nominee companies~~ relevant intermediaries may attend any general meeting as proxies.
- (3)(c) A proxy or representative need not be a member ~~of the Company~~.
80. ~~78.~~ (1)(a) **How instrument to be executed.** The instrument appointing a proxy may be in the usual common form or in such other form as the Directors may accept and if the

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~~instrument of proxy (i) is delivered personally or sent by post, shall be signed by the appointor or by his attorney or where the appointer is a corporation, shall be either under the common seal of the corporation or signed by its attorney or by an authorised officer on behalf of the corporation or in such manner as appropriate under applicable laws; or (ii) is submitted by electronic communication, authorised by that corporation through such method and in such manner as may be approved by the Directors, shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if such appointer is a corporation under its common seal, or the hand of its attorney or by an officer on behalf of its corporation. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointer.~~

(b) (2) ~~_____~~ The Company shall be entitled to reject any instrument of proxy lodged by any Director whose name does not appear on the Depository Register ~~forty-eight~~⁷² hours before the General Meeting at which the proxy is to act. An instrument appointing proxy shall be deemed to include the power to demand or join in demanding a poll on behalf of the appointer and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates. The signature on such instrument need not be witnessed. Where any instrument appointing a proxy is signed on behalf of the appointor (which shall, for the purposes of this paragraph (c), include a Depositor) by an attorney, the power of attorney or other authority, if any, under which it is signed or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy pursuant to Article ~~79~~⁸⁰, failing which the instrument may be treated as invalid.

(3) ~~_____~~ The Directors may, for the purposes of this Article, designate procedures for authenticating any such instrument, and any such instrument not so authenticated by use of such procedures shall be deemed not to have been received by the Company.

81. ~~79.~~ **Instrument appointing a proxy to be left at Office.** An instrument appointing a proxy and, where the instrument of proxy is signed on behalf of the appointor (which shall, for the purposes of this Article, include a Depositor) by an attorney, the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority (failing previous registration with the Company), ~~(i) if sent personally or by post, shall be deposited in the Office or such other place (if any) as is specified for the purpose in the notice convening the Meeting or (ii) if submitted by electronic communication, shall be sent (and received) through such means as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the Meeting, in each case not less than forty-eight~~⁷² hours before the time appointed for the holding of the Meeting or adjourned Meeting (or in the case of a poll before the time appointed for the taking of the poll) at which is to be used and in default shall not be treated as valid. The deposit of an instrument appointing a proxy does not preclude a 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.

~~80. **Form of Proxy.** An instrument appointing a proxy may be in the usual common form or in such other form as the Directors may accept and shall be deemed to include the right to demand or join in demanding a poll. An instrument appointing proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates and need not be witnessed.~~

82. **Directors may approve method and manner, and designate procedure for electronic proxies.** The Directors may in their absolute discretion:-

(1) approve the method and manner for an instrument appointing a proxy to be authorised;
and

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(2) designate the procedure for authenticating an instrument appointing a proxy, as contemplated in Article 79(1)(ii) for application to such Members or class of Members as they may determine. Where the Directors do not so approve and designate in relation to a Member (whether of a class or otherwise), Article 79(1)(i) shall apply.

83. ~~81.~~ **Right exercisable by attorney.** Every power, right or privilege herein given in Articles ~~59~~ ~~63~~ to ~~81~~~~80~~ hereof both numbers inclusive, to any member of the Company to convene, attend, vote at and in any way take part in any meeting of the Company, may be exercised in the event of such member being abroad by any attorney or attorneys duly appointed by such member for the purpose, or by a Power of Attorney produced at the registered office of the Company during business hours at least ~~forty-eight~~~~72~~ hours before the same is acted on. And any vote given or things done by such attorney or attorneys shall be valid notwithstanding the previous death or the member giving such Power of Attorney or the revocation of such Power of Attorney provided no information in writing of the death or revocation shall have been received at the registered office of the Company before such vote is given or thing done.

84. ~~81A.~~ **Voting in absentia.** Subject to these Articles and the provisions of the Act, the Directors may, at their sole discretion approve and implement, subject to such security measures as may be deemed necessary or expedient, such voting methods to allow Members who are unable to vote in person at any general meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail or facsimile.

DIRECTORS.

~~82.~~ Deleted.

85. ~~83.~~ **Number of director.** All the Directors shall be natural persons. Until otherwise determined by a general meeting the number of Directors shall not be less than two and there shall not be any maximum number.

86. ~~84.~~ **Appointment of addition directors.** The Directors shall have power from time to time and at any time to appoint additional Directors, provided that the total number of Directors shall not exceed the prescribed maximum. Any Directors so appointed shall retire from office at the next Annual General Meeting, but shall be eligible for re-election.

87. ~~85.~~ **Director's qualification.** It shall not be necessary for any Director to hold any shares in the capital of the Company in order to qualify to be a Director.

88. ~~86.~~ **Office of director vacated in certain cases.** Subject as herein otherwise provided and to the terms of any subsisting agreement the office of a Director shall be vacated:-

(a) If he becomes bankrupt or if a receiving order is made against him or he makes any arrangement or composition with his creditors~~suspends payment or compounds with his creditors~~;

(b) If he be found ~~lunatic~~ or become mentally disordered and incapable of managing himself or his affairs~~of unsound mind~~;

~~(c)~~ If he ceases to be a Director under the provisions of the Act;

~~(d)~~~~(c)~~ If he be convicted of any seizable offence;

~~(e)~~~~(d)~~ If by notice in writing given to the Company he resigns his office;

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- ~~(f)~~(e) If he is removed by ordinary resolution of the Company subject to the provisions of Article 105; ~~and~~
- (f) If he becomes disqualified from being a Director by virtue of his or her automatic disqualification or removal or the revocation of his or her appointment as a director, as the case may be, under any provision of the Act; ~~or~~
- (g) If he is prohibited from being a Director by reason of any order made, under any provision of the Act; and
- ~~(g)~~(h) If he becomes disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds.

MANAGING DIRECTORS.

89. ~~87.~~ **Directors may appoint managing director.** The Directors may from time to time appoint any one of their body to be President subject to the provisions in these Articles herein upon such terms as they think fit. The President shall at times be subject to the control of the Directors but subject thereto the Directors may vest in President such of the powers hereby vested in the Directors generally as they may think fit and such powers may be made exercisable for such period or periods, and upon such conditions, and subject to such restrictions, and generally upon such terms as to remuneration and otherwise as they may determine. Where the President is appointed for a fixed term, the term shall not exceed 5 years. The remuneration of the President may be by way of salary or commission or participation in profits or by any or all of those modes but shall not include commission on or percentage of turnover.
90. ~~88.~~ **Special position of managing director.** The President shall while he continues to hold that office be subject to retirement by rotation, and he shall be taken into account in determining the rotation of retirement of Directors, and he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he ceases to hold the office of Director he shall ipso facto and immediately cease to be the President.
91. ~~89.~~ **Remuneration of Directors.** The ~~ordinary~~ remuneration of the Directors shall be such fixed sum as shall from time to time be determined by an Ordinary Resolution of the Company and shall (unless such resolution otherwise provided) be divisible among the Directors as they may agree, or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. The remuneration of the Directors shall not be increased except at a General Meeting convened by a notice specifying the intention to propose such increase. Fees payable to non-executive directors shall be by a fixed sum and not by way of commission on or percentage of profits or turnover. Salaries payable to executive directors may not include a commission on or percentage of turnover. Such remuneration shall so far as a Director who is not an Executive Director is concerned be by way of a fixed sum and not by way of a commission on or percentage of profits or turnover, subject always to the other provisions of these Articles.
92. (1) **Extra remuneration.** Any Director who performs or renders services, which in the opinion of the Directors, are outside his ordinary duties as a Director, may be paid such extra remuneration as the Directors may determine, subject however as is hereinafter in this Article.
- (2) The remuneration in the case of a Director other than an Executive Director shall not at any time be by a commission on or percentage of the profits or turnover and no Director whether an Executive Director or otherwise shall be remunerated by a commission on or percentage of turnover.

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- ~~93.~~ ~~90.~~ **Payment of Expenses.** The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors, or of any committee of the Directors, or General Meetings, or otherwise in or about the business of the Company.

ALTERNATE DIRECTORS.

- ~~94.~~ ~~91.~~ ~~(1)(a)~~ **Provision for appointing and removing alternate Directors.** Subject to Article ~~93(3)~~~~94(c)~~ any Director may at any time by writing under his hand and deposited at the office appoint any person, first approved by a majority of the other Directors, to be his alternate Director and may in like manner at any time terminate such appointment. An alternate Director so appointed shall be entitled to receive notices of and attend all meetings of the Directors, and to vote as a Director at any such meeting at which the Director appointing him is not present, and generally in the absence of his appointor to perform all the functions of his appointor as a Director.

~~(2)(b)~~ The appointment of an alternate Director shall ipso facto determine upon the occurrence of any event as set out in Article 87:-

- ~~(i)~~ ~~on the happening of any event which if he were a Director would render him legally disqualified from acting as a Director or~~
- ~~(ii)~~ ~~if he becomes a bankrupt or he makes any arrangement or composition with his creditors or~~
- ~~(iii)~~ ~~if he becomes of unsound mind.~~

His appointment shall also determine ipso facto if his appointer ceases for any reason to be a Director.

~~(3)(e)~~ A person who is a Director cannot act as an alternate Director to any other Director of the Company and a person cannot act as an alternate Director to more than one Director.

~~(4)(d)~~ An alternate Director may be repaid by the Company such expenses as might properly be repaid to him if he were a Director and he shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointer as such appointer may by notice in writing to the Company from time to time direct, but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Company.

POWERS AND DUTIES OF DIRECTORS.

- ~~95.~~ ~~92.~~ **General power of Directors to manage Company's business.** The business of the Company shall be managed by or under the direction or the supervision of the Directors who may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act, and to such regulations not being inconsistent with the aforesaid regulations or provisions as may be prescribed by Special Resolution of the Company, but no regulations so made in the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article. Provided that any sale or disposal by the Directors of the Company's main undertaking shall be subject to ratification approval by the members in General Meeting.

- ~~96.~~ ~~93.~~ **Power to establish local Board, etc.** The Directors may establish any Local Boards or Agencies for managing any of the affairs of the Company, either in Singapore or elsewhere, and

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may appoint any persons to be members of such Local Boards, or any Managers or Agents, and may fix their remuneration and may delegate to any Local Board, Manager or Agent any of the powers, authorities and discretions vested on the Directors with power to sub-delegate and may authorise the members of any Local Boards or any of them to fill any vacancy therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

97. ~~94.~~ **Power to appoint Attorneys.** The Directors may from time to time and at any time by power of attorney under the Seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the Attorneys or Attorney of the Company of such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such Attorney as the Directors may think fit, and may also authorise any such Attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.
98. ~~95.~~ **Power to have seal to use abroad and duplicate common seal.** The Company may exercise the powers conferred by Sections 41 and 124 of the Act with regard to having an official seal for use abroad and a duplicate common seal respectively, and such powers shall be vested in and exercised by the Directors.
99. ~~96.~~ **Signature of cheques and bills.** All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
100. ~~97.~~ **Continuing directors may act to fill vacancies or summon meetings.** The continuing Directors may act at any time notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be reduced in number to less than two it shall be lawful for them to act as Directors for the purposes of filling up vacancies in their body, or of summoning a General Meeting of the Company, but not, except in an emergency, for any other purpose.

ROTATION OF DIRECTORS.

101. ~~98.~~ **Rotation and retirement of directors.** Subject to the ~~provisions of these Articles~~ provisions of this Constitution, one-third of the Directors for the time being or, if their number is not three or a multiple of three, the number nearest to but not greater than one-third, shall retire from office at every Annual General Meeting of the Company PROVIDED ALWAYS THAT every Director shall retire from office at least once every three years.
102. ~~99.~~ **Which director to retire.** The Directors to retire in every year shall be the Directors who have been longest in office since their last election. As between Directors who were elected or re-elected, as the case may be, as Directors on the same day of equal seniority, the Directors to retire shall, in the absence of agreement be selected from among them by lot. A retiring Director shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires.
- ~~100. **How vacated office to be filled.** Subject as hereinafter provided the Company shall at the meeting at which any Director shall retire in manner aforesaid fill up the vacated office by electing a person thereto.~~
103. ~~101.~~ **Nomination of director.** No person not being a retiring director shall be eligible for election to the office of director at any general meeting unless some member intending to

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propose him has, at least ~~eleven~~11 clear days before the meeting, left at the office of the company a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such member to propose him. PROVIDED THAT in the case of a person recommended by the directors for election, ~~nine~~9 clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board of Directors shall be served on the registered holders of shares at least ~~seven~~7 days prior to the meeting at which the election is to take place.

- ~~102. When retiring director deemed re-elected. Subject as herein provided, if at any meeting at which an election of Directors ought to take place the places of the retiring Directors, or some of them, are not filled up the retiring Directors, or such of them have not had their places filled up shall, if willing to act, be deemed to have been re-elected.~~
104. ~~103.~~ **Company may increase or reduce number of directors.** The Company may from time to time in General Meeting increase or reduce the number of Directors, and determine in what rotation such increased or reduced number shall go out of office, provided always that every Director including the President, shall retire from office once at least in every ~~three~~3 years. Notwithstanding anything in these Articles, no person who has been debarred under the Act from acting as a director shall be appointed as Director.
105. ~~104.~~ **Directors may fill casual vacancy.** Any casual vacancy occurring in the Board of Directors may be filled up by the Directors, but any person so chosen shall retain his office only until the next following ordinary General Meeting of the Company, and shall then be eligible for re-election.
106. ~~105.~~ **Removal of directors.** Subject to the provisions of Section 152 and 185 of the Act the Company may by Ordinary Resolution remove any Director before the expiration of his period of office, and may, if thought fit, by Ordinary Resolution appoint another Director in his stead; but any person so appointed shall retain his office so long only as the Director in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF DIRECTORS.

107. ~~106.~~ **Meetings of Directors, votes and notice.** The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes provided more than two Directors present in Person are competent to vote on the question at issue but not otherwise the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of Directors. It shall not be necessary to give notice of a meeting of Directors to any Director or alternate Director for the time being absent from Singapore.
108. ~~107.~~ **Quorum.** The quorum necessary for the transaction of business of the Directors may be fixed by the Directors and unless so fixed shall be two Directors.
109. ~~108.~~ **Election of chairman.** The Directors may from time to time elect a Chairman who shall preside at Meetings of Directors and determine the period for which he is to hold office, but if no such Chairman be elected; or if at any Meeting the Chairman be not present within five minutes after the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of such meeting.
110. ~~109.~~ **Power to appoint committees.** The Directors may delegate any of their powers to a Committee consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.

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- ~~111.~~ ~~440.~~ **Chairman of Committee.** A Committee may elect a Chairman of its meetings. If no such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same the members present may choose one of their number to be Chairman of the meetings.
- ~~112.~~ ~~441.~~ **Proceedings at committee meetings.** A Committee may meet and adjourn its meetings as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes provided more than two members present in person are competent to vote on the question at issue but not otherwise, the Chairman shall have a second or casting vote.
- ~~113.~~ ~~442.~~ **Validity of Acts of Directors.** All acts bona fide done by any meeting of Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.
- ~~114.~~ ~~443.~~ **Minutes to be kept.** The Directors shall cause proper minutes to be made of all General Meetings of the Company, and also of all appointments of officers and of the proceedings of all meetings of Directors and committees, and of the attendances thereat, and all business transacted at such meetings, and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be conclusive evidence, without any further proof, of the facts therein stated.
- ~~115.~~ ~~444.~~ ~~(1)(a)~~ **Resolutions in writing and meetings by conference calls.** A resolution in writing signed or approved by letter, telex, ~~or~~ facsimile or electronic mail or any form of electronic communication approved by the Directors for such purpose from time to time by a majority of the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted. Any such resolution may be contained in a single document or may consist of several documents all in like form. The signature to any such resolution may be written or printed or in the electronic form which includes electronic and/or digital signatures.
- ~~(2)(b)~~ Save as herein provided and subject to the provisions of the Act, the Directors may meet together either in person at any place or by conference telephone, video-conferencing or any other form of electronic communication or medium or such other methods as the Directors may deem fit ~~telephone, radio, conference television or similar communication equipment or any other form of audio or audio-visual communication~~ by which all persons participating in the meeting are able to hear or be heard by all other participants without the need for physical presence, for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. The Directors participating in such a meeting shall be counted in the quorum required by a Directors' meeting provided in these ~~the~~ Articles and, subject to there being a requisite quorum under these presents, all resolutions agreed by the Directors shall be as effective as resolutions passed at a physical meeting. The minutes of such meeting signed by the Chairman shall be conclusive evidence of any resolution of any meeting conducted in the manner as aforesaid. The meeting shall be deemed held at the place determined by the Chairman of the meeting.
- ~~115.~~ ~~(a)~~ **Extra remuneration.** ~~Any Director who is appointed to any executive office or serves on any committee or who otherwise performs or renders services, which in the opinion of the Directors, are outside his ordinary duties as a Director, may be paid such extra remuneration as the Directors may determine, subject however as is hereinafter in this Article.~~
- ~~(b)~~ ~~The remuneration in the case of a Director other than an Executive Director shall not at any time be by a commission on or percentage of the profits or turnover and no Director~~

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~~whether an Executive Director or otherwise shall be remunerated by a commission on or percentage of turnover.~~

~~(e) In these Articles, the expression "Executive Director" shall mean and include any Director including the President who has been or is engaged substantially whole time in the business of the Company or of any associated company or partly in one and partly in another.~~

~~116.~~ ~~446.~~ **Pensions for Directors.** Subject to the provisions of the Act, ~~the~~ Directors shall have power to pay and agree to pay pensions or other retirement, superannuation, death or disability benefits to or to any person in respect of any Director or ex-Director who may hold or have held any executive office or any office of profit under the Company or any subsidiary company and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums.

~~117.~~ **Declarations of interest.** ~~Director who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest in accordance with the provisions of the Act.~~

~~117.~~ ~~448.~~ ~~(1)(a)~~ **(a)(1) Restriction on voting.** A Director shall not vote in respect of any contract or proposed contract or arrangement or any other proposal whatsoever in which he has any material interest, directly or indirectly although he shall be counted in the quorum present at the meeting.

~~(b)(2)~~ **Director may hold other office under the Company.** A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

~~(c)(3)~~ **Director may act in a professional capacity.** Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, providing that nothing herein contained shall authorise a Director or his firm to act as auditor of the Company.

~~(d)(4)~~ **General notice of interest in contracts****Declarations of interest.** A Director or Chief Executive Officer, as the case may be, who is in any way, whether directly or indirectly interested in a contract or proposed contract with the Company shall (i) declare the nature of his interest at a meeting of the Directors; or (ii) send a written notice to the Company containing details on the nature, character and extent of his interest in the transaction or proposed transaction with the Company in accordance with the provisions of the Act. A general notice that a Director, alternate Director or the President is a member of or interested in any specified firm or corporation with whom any contract is proposed to be entered into in relation to the affairs of the Company and is to be regarded as interested in all transactions with such firm or corporation shall be a sufficient disclosure under this clause as regards such Director and the said transaction and after such general notice After such declaration of interest, it shall not be necessary for

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such Director to give any special notice relating to any particular transaction with such firm or corporation.

- (2)(b) **Director's interest in corporation promoted by company.** A Director of the Company may be or become a Director or other officer of or otherwise interested in any corporation promoted by the Company or in which the Company may be interested as shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of or from his interest in, such corporation unless the Company otherwise directs at the time of his appointment. The Directors may exercise the voting power conferred by the shares or other interest in any such other corporation held or owned by the Company, or exercisable by them as Directors of such other corporation in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of the Directors or other officers of such corporation).

SECRETARY

118. ~~119.~~ **Appointment of secretary.** The Secretary or joint Secretaries of the Company shall be appointed by the Directors for such term or terms at such remuneration and upon such conditions as they may think fit, provided that any such person or persons are not debarred under the Act from acting as Secretary; ~~and a~~ Any Secretary or joint Secretaries so appointed may be removed by ~~the Directors~~ ~~them~~, but without prejudice to any claim he or they may have for damages for any breach of contract of service against the Company.
119. ~~120.~~ **Appointment of substitute.** The Directors may from time to time by resolution appoint a temporary substitute for the Secretary, who shall be deemed to be the Secretary during the term of his appointment.

THE SEAL

120. ~~121.~~ **Formalities for affixing seal.** The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal is affixed shall subject to the provisions of Article 164 be signed by a Director and shall be countersigned by the Secretary or by some other person appointed by the Directors for the purpose.

DIVIDENDS AND RESERVE FUND.

121. ~~122.~~ **Appointment of dividends.** Subject to the provisions hereinafter contained and to the preferential or other special rights as to dividend for the time being attached to any preference shares or any other special class of shares in the capital of the Company, the profits of the Company available for dividend shall be applied in payment of dividends on the ordinary shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively; provided that where capital is paid up on any shares in advance of calls such capital shall not whilst carrying interest confer a right to participate in profits.
122. ~~123.~~ **Declaration of dividends.** The Company may by Ordinary Resolution declare dividends but (without prejudice to the powers of the Company to pay interest on share capital as hereinbefore provided) no dividend shall be payable except out of the profits of the Company which are not in relation to the purchase or acquisition or sale or disposal of treasury shares provided that the Directors may, if they think fit, from time to time pay to the members such interim dividends as appear to them to be justified by the profits of the Company. No dividend in excess of the amount recommended by the Directors shall be payable and the declaration of the Directors as to the amount of the net profits shall be conclusive. The Company shall be entitled to pay any dividends payable to a Depositor to CDP and, to the extent of the payment made to CDP, the Company shall be discharged from any and all liability in respect of that payment.

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~~123.~~ ~~124.~~—**Power to carry to reserve.** The Directors may before recommending any dividend set aside out of the profits of the Company such sums as they think proper as a reserve fund or reserve funds which shall at the discretion of the Directors be applicable for meeting contingencies, for the gradual liquidation of any debt or liability of the Company, or for repairing or maintaining any works connected with the business of the Company or shall with the sanction of the Company in General Meeting be, as to the whole or in part, applicable for equalising dividends or for distribution by way of bonus among the members of the Company for the time being on such terms and in such manner as the Company in General Meeting shall from time to time determine, and pending such application the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company or invest the same in such securities (other than the shares of the Company) as they may select; The Directors may also from time to time carry forward such sums as may be deemed expedient in the interest of the Company.

~~124.~~ ~~125.~~—**Payment of dividend in specie.** The Company may, upon the recommendation of the Directors, by Special Resolution direct payment of a dividend either in whole or in part by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other company or in any one or more of such way; and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

~~125.~~ **SCRIP DIVIDENDS**

~~(1)~~ Whenever the Directors or the Company in general meeting have resolved or proposed that a dividend (including an interim, final, special or other dividend) be paid or declared on shares of a particular class in the capital of the Company, the Directors may further resolve that Members entitled to such dividend be entitled to elect to receive an allotment of shares of such class credited as fully paid *in lieu* of cash in respect of the whole or such part of the dividend as the Directors may think fit. In such case, the following provisions shall apply:

~~(a)~~ the basis of any such allotment shall be determined by the Directors;

~~(b)~~ the Directors shall determine the manner in which Members shall be entitled to elect to receive an allotment of shares of the relevant class credited as fully paid *in lieu* of cash in respect of the whole or such part of any dividend in respect of which the Directors shall have passed such a resolution as aforesaid, and the Directors may make such arrangements as to the giving of notice to Members, providing for forms of election for completion by Members (whether in respect of a particular dividend or dividends or generally), determining the procedure for making such elections or revoking the same and the place at which and the latest date and time by which any forms of election or other documents by which elections are made or revoked must be lodged, and otherwise make all such arrangements and do all such things, as the Directors consider necessary or expedient in connection with the provisions of this Article;

~~(c)~~ the right of election may be exercised in respect of the whole of that portion of the dividend in respect of which the right of election has been accorded Provided That the Directors may determine, either generally or in specific case, that such right shall be exercisable in respect of the whole or any part of that portion; and

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- (d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on shares of the relevant class in respect of which the share election has been duly exercised (the “**elected shares**”) and *in lieu* and in satisfaction thereof shares of the relevant class shall be allotted and credited as fully paid to the holders of the elected shares on the basis of allotment determined as aforesaid and for such purpose and notwithstanding any provision of these Articles to the contrary, the Directors shall be empowered to do all things necessary and convenient for the purpose of implementing the aforesaid, including, without limitation, the making of each necessary allotment of shares and of each necessary appropriation, capitalisation, application, payment and distribution of funds which may be lawfully appropriated, capitalised, applied, paid or distributed for the purpose of the allotment and without prejudice to the generality of the foregoing the Directors may (i) capitalise and apply the amount standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of the profit and loss account or otherwise available for distribution as the Directors may determine, such sums as may be required to pay up in full the appropriate number of shares for allotment and distribution to and among the holders of the elected shares on such basis, or (ii) apply the sum which would otherwise have been payable in cash to the holders of the elected shares towards payment of the appropriate number of shares for allotment and distribution to and among the holders of the elected shares on such basis.

Ranking of shares and other actions

- (2) (a) The shares of the relevant class allotted pursuant to the provisions of paragraph (1) of this Article shall rank *pari passu* in all respects with the shares of such class then in issue save only as regards participation in the dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the dividend which is the subject of the election referred to above, unless the Directors shall otherwise specify.
- (b) The Directors may do all acts and things considered necessary or expedient to give effect to any appropriation, capitalisation, application, payment and distribution of funds pursuant to the provisions of paragraph (1) of this Article, with full power to make such provisions as they may think fit in the case of fractional entitlements to shares (including, notwithstanding any provision to the contrary in these Articles, provisions whereby, in whole or in part, fractional entitlements are disregarded or rounded up or down, or whereby the benefit of fractional entitlements accrues to the Company rather than the Members) and to authorise any person to enter on behalf of the Members interested into agreement(s) with the Company providing for any such appropriation, capitalisation, application, payment and distribution of funds and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

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Record date

- (3) The Directors may, on any occasion when they resolve as provided in paragraph (1) of this Article, determine the rights of election under that paragraph shall not be made available to the persons who are registered as holders of shares of the relevant class in the Register of Members or (as the case may be) in the Depository Register, or in respect of shares of the relevant class the transfer of which is registered, after such date as the Directors may fix subject to such exceptions as the Directors think fit and, in such event, the provisions of this Article shall be read and construed subject to such determination.

Cash in lieu of shares

- (4) The Directors may, on any occasion when they resolve as provided in paragraph (1) of this Article, further determine that no allotment of shares or rights of election for shares under that paragraph shall be made available or made to Members whose registered addresses entered in the Register of Members (or as the case may be) the Depository Register is outside Singapore or to such other Members or class of Members as the Directors may in their sole discretion decide and in such event the only entitlements of the Members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared.

Cancellation

- (5) Notwithstanding the foregoing provisions of this Article, if at any time after the Directors' resolution to apply the provisions of paragraph (1) of this Article in relation to any dividend but prior to the allotment of shares pursuant thereto, the Directors shall consider that by reason of any event or circumstance (whether arising before or after such resolution) or by reason of any matter whatsoever it is no longer expedient or appropriate to implement that proposal, the Directors may at their absolute discretion and without assigning any reason therefore, as they deem fit, cancel the proposed application of paragraph (1) of this Article.

126. ~~126.~~ **Dividends payable by cheque.** Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post to the registered address of the member of person entitled thereto, or, if two or more Persons are registered as joint holders of the shares or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons or to such person and such address as such person or persons may by, writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct and payment of the cheque shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

127. ~~127.~~ **Dividends due to joint holders.** If two or more persons are registered as joint holders of any share, or are entitled jointly to a share in consequence of the death or bankruptcy of the holder, any one of them may give effectual receipts for any dividend or other moneys payable or in respect of the share.

128. ~~128.~~ **Unpaid dividends not to bear interest against the Company.** Every dividend warrant may be sent by post to the last registered address of the member entitled thereto, and the receipt of the person whose name at the date of the declaration of the dividend appears on the register or if two or more persons are registered as joint holders of any one of such joint holders shall be a good discharge to the Company for all payments made in respect of such share. No unpaid dividend or interest shall bear interest as against the Company. The Directors may retain any dividend payable to a member or any part thereof and set the same off against the amount of any

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call made in respect to such members' shares and unpaid and whether such call shall have been made before or after the declaration of the dividend in question.

~~129.~~ ~~129.~~—**Power to capitalise profits.** The Company may, upon the recommendation of the Directors, by Ordinary Resolution resolve that it is desirable to capitalise the whole or any part of the sum standing to the credit of any of the Company's reserve accounts or any sum standing to the credit of profit and loss account or otherwise available for distribution amongst the members, provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend, and accordingly that the Directors be authorised and directed to appropriate the sum resolved to be capitalised to the members in the proportions in which such sum would have been divisible amongst them had the same been applied or been applicable in paying dividends, and to apply such sum on their behalf, in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively.

~~130.~~ ~~130.~~—**Capitalisation of profits.** Whenever such a resolution as aforesaid is passed the Director shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively credited as fully paid up of any further shares or debentures to which they may be entitled upon such capitalisation or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares and any agreement made under such authority shall be effective and binding on all such members.

MINUTES AND BOOKS.

~~131.~~ ~~131.~~—**Minutes.** The Directors shall cause minutes to be made in books to be provided for the purpose:-

- (a) Of all appointments of officers made by the Directors.
- (b) Of the names of the Directors present at each meeting of Directors and of any committee of Directors.
- (c) Of all resolutions and proceedings at all meetings of the Company and of any class of members of the Company and of the Directors and of committees of Directors.

~~132.~~ ~~132.~~—~~(1)(a)~~ **Keeping of registers, etc.** The Directors shall duly comply with the provisions of the Act and in particular the provisions in regard to registration of charges created by or affecting property of the Company, in regard to keeping records of the appointment of any Director, Chief Executive Officer, Secretary or Auditor, keeping a register of Directors and Secretaries, keeping a register of members, a register of mortgages and charges, a register of Directors' share and debenture holdings and in regard to the production and furnishing of copies of such registers and of any register of holders of debentures of the Company.

~~(2)(b)~~ The Company shall not be obliged to enter the name and particulars of any Depositor in its Register of Members, and the provisions in these Articles relating to the transfer, transmission or certification of shares shall not apply to any transaction affecting book-entry securities.

~~133.~~ ~~133.~~—**Form of registers, etc.** Any register, index, minute book, book of account or other book required by these Articles or the Act to be kept by or on behalf of the Company may be hard copy

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form or in electronic form, and arranged in the manner that the Directors think fit. If such records are kept in electronic form, the Directors shall ensure that they are capable of being reproduced in hard copy form, and shall provide for the manner in which the records are to be authenticated and verified. In any case where such records are kept otherwise than in hard copy form, the Directors shall take reasonable precautions for ensuring the proper maintenance and authenticity of such records, and shall take adequate precautions for guarding against falsification and for facilitating discovery of any falsifications kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery.

ACCOUNTS FINANCIAL STATEMENTS

134. ~~134.~~ **Accounts Financial statements to be kept.** The Directors shall cause ~~true accounts~~ proper accounting and other records to be kept:-
- (a) Of the assets and liabilities of the Company; and
 - (b) Of all sums of money received and expended by the Company the matters in respect of which such receipts and expenditure take place.
135. ~~135.~~ **Inspection of books.** The ~~accounting and other records~~ ~~books of account~~ shall be kept at the Office or at such other place within Singapore as the Directors think fit and shall always be open to the inspection of the Directors. No member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors.
136. ~~136.~~ **Presentation of ~~accounts~~ financial statements.** The Directors shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before the Company in General Meeting such ~~profit and loss accounts, balance sheets~~ financial statements, group ~~accounts~~ financial statements (if any), ~~statements~~ and reports as may be necessary. The interval between the close of a financial year of the Company and the issue of ~~accounts~~ financial statements relating to it shall not exceed four months (or such other period so as to comply with the requirements of any Stock Exchange upon which the shares of the Company may be listed, the provisions of the Act and/or any applicable law from time to time).
137. ~~137.~~ **Copies of ~~accounts~~ financial statements.** A copy of every ~~balance sheet and profit and loss account~~ financial statements which is to be laid before the Company in General Meeting (including every document required by law to be annexed thereto) together with a copy of the Auditors' report relating thereto and of the Directors' ~~report~~ statement or such summary financial statement as may be permitted by any applicable law or regulation to be furnished to the members of the Company in place thereof, shall not more than four months (or such other period so as to comply with the requirements of any Stock Exchange upon which the shares of the Company may be listed, the provisions of the Act and/or any applicable law from time to time) after the close of the financial year and not less than ~~fourteen~~ 14 days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these Articles. The requisite number of copies of each document shall at the same time be likewise sent to each Stock Exchange upon which the Company's shares are listed. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures, but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application to the Office. Notwithstanding anything in this Article, to the extent permitted by the listing rules of the Stock Exchange, these documents may be sent less than fourteen (14) days before the date of the General Meeting if all persons entitled to receive notices of General Meetings so agree.

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AUDITORS.

- ~~138.~~ ~~138.~~—**Auditors.** Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.
- ~~139.~~ ~~139.~~—**Validity of acts of auditors despite some formal defect.** Subject to the provisions of the Act, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.
- ~~140.~~ ~~140.~~—**Auditor's right to receive notices of and attend and speak at General Meeting.** The Auditor or Auditors shall be entitled to attend any General Meeting and to receive all notices of and other communications relating to any General Meeting which any member is entitled to receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns him as Auditor.

NOTICES.

- ~~141.~~ ~~141.~~—**Service of notices and documents.** A notice or any other document may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the Register of Members or, in the case of a Depositor, such address as may be notified by CDP to the Company for the purpose of the despatch of such notice or document. All notices or documents directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the Register of Members, and any notice or document so given shall be sufficient notice to all the holders of such share.
- ~~142.~~ **Electronic transmission.** Without prejudice to Article 140 and subject to the requirements of the Act, the listing rules of the Stock Exchange and/or any other applicable laws, regulations or procedures, and without prejudice to the provisions of this Constitution, a notice of a meeting or other document required or permitted to be given, sent or served under the Act or these Articles to any person (including but not limited to a Member, an officer or the Auditors of the Company) may also be given, sent or served by the Company by way of electronic mail, posting of the notice or document on a specified website, sending of data storage devices including, without limitation, CD-ROMs and USB flash drives to the current address of that person, or such other forms of electronic communications as the Directors deem fit in accordance with the Act and/or any other applicable regulations, laws or procedures provided always that, the Member (i) expressly consents to the service of such notice or document on him by way of such electronic communications; (ii) agrees to receive such notice or document by way of such electronic communications and shall not have a right to elect to receive a physical copy of such notice or document; or (iii) is given an opportunity to elect within a specified period of time whether to receive such notice or document by way of electronic communications or as a physical copy and the Member, having been given an opportunity to elect whether to receive such notice or document by way of such electronic communications or as a physical copy, failed to make an election within the specified time. The signature to any such notice or document (if any) may be written or printed or in electronic form which includes electronic and/or digital signatures.
- ~~143.~~ ~~142.~~—**Services of notices and documents outside Singapore.** Notwithstanding ~~Article 144~~Articles 140 and 141, any member whose registered address is outside Singapore and who has not supplied an address within Singapore for the service of notices and documents shall not be entitled to receive any such notices or documents from the Company.
- ~~144.~~ ~~143.~~—**Notices in case of death or bankruptcy.** A notice or any other document may be given by the Company to the persons entitled to any share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by

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the title of representatives or trustees of such deceased or bankrupt member, at the address (if any) supplied for the purpose by such person as aforesaid, or (until such an address has been supplied) by giving the notice or document in the manner in which the same would have been given if the death or bankruptcy had not occurred. Save as aforesaid, any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these Articles shall, notwithstanding that such member be then dead or bankrupt, and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder.

~~145.~~ ~~144.~~ **When service deemed effected.** Any notice or other document, if served or sent by post, shall be deemed to have been served or delivered at the time when the letter containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the letter containing the notice or document was properly addressed and put into the post office as a prepaid letter ~~and at the same time the same would have reached the Member in the normal course if sent by electronic communication.~~ Where a notice or other document is served or sent by electronic communications:

(a) to the current address of a person pursuant to these Articles, it shall be deemed to have been duly given, sent or served at the time of transmission of the electronic communications by the relevant 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 communications were delayed or not successfully sent), unless otherwise provided under the Act and/or any other applicable laws, regulations or procedures; or

(b) by making it available on a website pursuant to these Articles, it shall be deemed to have been duly given, sent or served on the date on which the notice or document is first made available on the website, or unless otherwise provided under the Act and/or any other applicable regulations or procedures.

~~144A. Without prejudice to the foregoing, any notice or document (including, without limitation, any accounts, balance sheet or report) which is required or permitted to be given, sent or served under the Act or under the Articles by the Company, or by the Directors, to a Member or an officer or Auditor of the Company, may be given, sent or served using electronic communications to that person in accordance with the provisions of, or as otherwise provided by the Act, and/or any other applicable regulations or procedures.~~

WINDING UP

~~146.~~ ~~145.~~ ~~(1)(a)~~ **Distribution of assets.** If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up at the commencement of the winding-up on the share held by them respectively. And if in a winding-up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed among the members in proportion to the capital, at the commencement of the winding-up, paid up or which ought to have been paid up on the shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

~~(2)(b)~~ **Distribution of assets in specie.** If the Company shall be wound up (whether the liquidation is voluntary, under supervision, or by the court) the Liquidator may, with the

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sanction of a Special Resolution of the Company and any other sanction required by the Act, divide among the members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property to be divided aforesaid and may determine how much division shall be carried out as between the members or different classes of members. The Liquidator may, with the like sanction vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares in respect of which there is a liability.

(c) — Deleted.

INDEMNITY

147. ~~146.~~ **Indemnity.** Subject to the provisions of the Act and so far as may be permitted under the Act, the Directors, Auditors, Managing Agents, Secretary and other officers for the time being of the Company, ~~and any trustees for the time being acting in relation to any of the affairs of the Company and their heirs, executors and administrators respective~~ shall be indemnified out of the assets of the Company from and against all actions, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or omitted in or about the execution of their duty ~~in their respective officer or trusts, except such (if any) as they shall incur or sustain by or through their own wilful neglect or default~~ negligence, default, breach of duty or breach of trust respectively, and such officer or ~~trustee~~ shall not be answerable for the acts, receipts, neglects, or defaults, of any other officer or ~~trustee or for joining in any receipt for the sake of conformity,~~ or for the solvency or honesty of any bankers or other persons with whom any moneys, or effects belonging to the Company may be lodged or deposited for safe custody or for any insufficiency or deficiency of any security upon which any moneys of the Company shall be invested or for any other loss or damage due to any such cause as aforesaid or which may happen in or about the execution of his office ~~or trust,~~ unless the same shall happen through the negligence, default, breach of duty or breach of trust ~~wilful neglect or default~~ of such officer or ~~trustee~~.

ALTERATION OF ARTICLES

148. ~~147.~~ **Alteration of Articles** Where these presents have been approved by any Stock Exchange upon which the shares in the Company may be listed, no provisions of these presents shall be deleted, amended or added without the prior written approval of such Stock Exchange which had previously approved these presents.
149. ~~148.~~ **Authentication of documents.** Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the ~~constitution of the Company~~ Constitution and any resolutions passed by the Company or the Directors or any committee and any books, records, documents and ~~accounts~~ financial statements relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts, and where any books, records, documents or ~~accounts~~ financial statements are elsewhere than at the Office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting, of the Company or of the Directors or any committee, which is certified as aforesaid, shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed, or as the case may be, that any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting. Any authentication or certification made pursuant to this Article may be made by any electronic means

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

150. Destruction of documents. Subject as hereinbefore provided, the Company shall be entitled to destroy:

- (a) at any time after the expiration of 6 years, or such period of time as may be prescribed under the Act and/or any applicable laws, regulations or procedures, from the date of registration thereof or on which an entry in respect thereof shall have been made (as the case may be), all instruments of transfer of shares, options, warrants, loan stocks or debentures or other forms of security of the Company which shall have been so registered or entered and all letters of request, renounced allotment letters, renounceable share certificates, forms of acceptance and transfer and applications for allotment and all records on microfilm or on any other system of data recording and storage;
- (b) at any time after the expiration of one year from the date of cancellation thereof, or such period of time as may be prescribed under the Act and/or any applicable laws, regulations or procedures, all registered certificates for shares or debentures or representing any other form of security of the Company (being certificates for shares, debentures or other securities in the name of a transferor and in respect whereof the Company has registered a transfer) and all mandates and other written directions as to the payment of dividends or interest (being mandates or directions which have been cancelled); and
- (c) at any time after the expiration of 2 years or such period of time as may be prescribed under the Act and/or any applicable laws, regulations or procedures, from the date of the recording thereof, all notifications of change of name or address,

and it shall conclusively be presumed in favour of the Company that:

- (i) every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered;
- (ii) every certificate for shares or debentures or representing any other form of security so destroyed was a valid certificate duly and properly cancelled; and
- (iii) every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company.

Provided that:

- (1) the provisions aforesaid shall apply only to the destruction of documents in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
- (2) the Company shall adequately record for future reference the information required to be contained in any company records;
- (3) nothing herein contained shall be construed as imposing on the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of Proviso (1) above are not fulfilled;
- (4) references herein to the destruction of any documents include references to the disposal thereof in any manner; and

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- (5) any document referred to in this Article 149(b) and (c) may be destroyed at a date earlier than that authorised by this Article provided that a copy of such document shall have been made in any form whether in electronic or digital form which shall not be destroyed before the expiration of the period applicable to the destruction of the original of such document and in respect of which the Directors shall take adequate precautions for guarding against falsification and for facilitating its production.

APPENDIX C – THE EXISTING OBJECTS CLAUSES

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

- “3. The objects for which the Company is established (but without prejudice to the capacity and powers provided by law (including Section 23(1) of the Act) are:-
- (1) To carry on the business of investment holding and to undertake and transact all kinds of investment holding business.
 - (2) To invest the capital and other moneys including, without limitation, funds obtained from borrowings of the Company, in the purchase or upon the security of shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature, whether constituted or carrying on business in Singapore or elsewhere wheresoever, and shares, stocks, debentures, debenture stocks, bonds, warrants, rights, coupons, talons, mortgages, obligations and other securities issued or guaranteed by any government, sovereign ruler, commissioners, trust, municipal local or other authority or body of whatever nature, whether in Singapore or elsewhere wheresoever.
 - (3) To subscribe for, conditionally or unconditionally to underwrite, issue on commission or otherwise, take, hold, sell, tender for, exchange and convert stocks, shares, debentures, debenture stocks, bonds, warrants, rights, coupons, talons, mortgages, obligations and other securities issued or guaranteed by any company, corporation or undertaking of whatever nature or by any government, sovereign ruler, commissioners, trust, municipal local or other authority or body of whatever nature, whether in Singapore or elsewhere wheresoever.
 - (4) To acquire by purchase, lease, exchange or otherwise and hold by way of investment land, buildings, and immovable property of any tenure or description whatsoever in the Republic of Singapore or elsewhere and to mortgage, lease or let out the property of the Company or any part thereof for such consideration as the Company may think fit.
 - (5) To develop and turn to account any land acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving and by planting, paving, draining, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
 - (6) To invest and deal with the moneys of the Company upon such securities, investments or properties and in such manner as may from time to time be determined.
 - (7) To purchase or otherwise acquire ordinary shares, stocks, preference shares, option, debentures, debenture stocks, bonds, obligations, securities, and all other equity, derivative, debt and financial instruments issued by the Company on such terms as it may think fit and in the manner prescribed by the Companies Act (Chapter 50) (as amended or modified from time to time) and any other relevant legislation, rules or regulations enacted or prescribed by any relevant authority from time to time.
 - (8) To issue debentures, debenture stocks, bonds, obligations, and securities of all kinds, and to frame, constitute and secure the same, as may seem expedient, with full power to make the same transferable by delivery, or by instrument of transfer or otherwise, and either perpetual or terminable, and either redeemable or otherwise, and to charge or secure the same by trust, deed, or otherwise, on the undertaking of the Company, or upon any specific property and rights, present and future, of the Company (including, if thought fit, uncalled capital), or otherwise howsoever.

APPENDIX C – THE EXISTING OBJECTS CLAUSES

- (9) To act as owners, operators, managers and developers of theme parks, retail, restaurant and entertainment complexes, health centres, spas, recreational facilities, tourist projects and resorts and buildings, hotels, hotel complexes, restaurants, bars, cafes, shops offices, clubs and pleasure gardens, and in connection therewith to carry out, direct participate in and or supervise the construction management and operation of any such business, project or undertaking as aforesaid and for these purposes to acquire land, buildings and immovable property of any tenure or description whatsoever and to mortgage, lease or let out such property of the Company or any part thereof for such consideration as the Company may think fit.
- (10) To carry on the businesses of proprietors and operators of amusement parks, and as promoters, organisers and managers of all kinds of entertainments, sports, recreations and indoor and outdoor amusements, including funfairs, circuses, amusement arcades, exhibitions, sideshows and games, competitions, tournaments, concerts, cinema and television performances, stage and variety shows, dancing, skating, aquatic and equestrian events, and aerial and other displays and to act as representatives in and promoters of all or any spheres of entertainment and sport and for the purposes of any such business to purchase, lease, hire, construct, provide, operate, equip and maintain land, buildings, theatres, cinemas, studios, concert halls, stadiums, tracks, arenas, golf and putting courses, bowling greens, tennis, squash and badminton courts, skating rinks, swimming baths, boating and padding pools, marinas, piers, arcades, landing stages, jetties, coach and car parks, fairground apparatus, marquees, tents, vehicles, boats, chairs, machines, and all other structures, apparatus, equipment and articles which may appear necessary or convenient for the carrying on of any such business and in connection with any such business to enter into agreements with, grant leases and licences to, and engage and employ showmen, artistes, entertainers, performers, sportsmen and other persons.
- (11) To carry on, either directly or by providing facilities for others, the businesses of restaurant, milk bar and cafe proprietors, licensed victuallers, wine, beer and spirit merchants (wholesale and retail), manufactures and vendors of non-alcoholic drinks, groceries and provisions and of refreshment caterers, suppliers and contractors generally.
- (12) To carry on, either directly or by providing facilities for others, the businesses of manufacturers and vendors, whether wholesale or retail of all kinds of confectionery, ice-cream, tobacco and cigarettes, toys, toilet preparations and requisites, scent and perfumery goods, fancy goods, photographic materials, fancy jewellery, stationery, newspapers, periodicals and other publications, textiles and other soft goods, and any articles for sale in automatic vending machines, or for use in any game-playing or amusement machines.
- (13) To carry on at any place or places all or any of the businesses of circus, concert hall, cinema, ballroom, hippodrome, night-club, supper-club and theatre, gaming room, billiards and snooker room proprietors and agents; box-office keepers, ticket agents, showmen and exhibitors; song, music, play, programme and general publishers and printers; scene, proscenium and general painters and decorators; theatrical and musical agents; and caterers for public and private amusements and entertainments of every description.
- (14) To construct, acquire, equip, maintain and manage gaming rooms, billiards and snooker rooms, libraries, reading rooms, refreshment rooms, recreation and entertainment rooms and places of entertainment generally.
- (15) To represent, produce, manage, conduct and represent at any theatre or other venue or place of amusement or entertainment plays, operas, revues, promenade and other concerts, musical and other productions, ballets, exhibitions, variety, and other entertainments, and to apply for all necessary licences and similar rights.
- (16) To purchase or otherwise acquire and obtain exclusive and other interests in copyrights and rights of representation and any other rights of or in plays, music, songs, cinematograph films, videotapes, words, operas, libretti and compositions.

APPENDIX C – THE EXISTING OBJECTS CLAUSES

- (17) To adopt such means of publicising the activities, exhibitions, productions and products of the Company as may seem appropriate, and to advertise in the press, by circulars, by posters, by purchasing and exhibiting works and other objects of art or interest, by organising and conducting competitions, by granting prizes, rewards and donations, and by publishing leaflets, periodicals and books.
- (18) To carry on all or any of the businesses of proprietors, managers and renters of cinemas, theatres, concert and dance halls, discotheques and other places of amusement and entertainment of every kind, of film-producing studios, video and sound recording studios.
- (19) To carry on the business of exhibiting cinematograph films and of organising the production, management and performance of radio, television and video entertainments, son et lumiere and other spectacles and entertainments of every kind, and of organising, managing and holding concerts, recording sessions and dances and to apply for all necessary licences and similar rights.
- (20) To purchase, hire or otherwise acquire any photographic, video and sound recording and other apparatus for use in connection with cinematograph shows and exhibitions and radio, television and video entertainments, and to manufacture films, tapes and other appliances and machines for use in connection with the mechanical or electrical representation or transmission of moving pictures and sound.
- (21) To carry on the business of hotel, restaurant, café, tavern, beer-house, refreshment-room and lodging-houses keepers, licensed victuallers, wine, beer and spirit merchants importers and manufactures of aerated, mineral and artificial waters and other drinks, bakers, confectioners, purveyors, caterers for public and private amusements and entertainments of every kind generally, proprietors of motor and other vehicles, garage keepers, ice merchants, hairdressers, perfumers, chemists, proprietors of baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusement, recreation, sport, entertainment, and instruction of all kinds, tobacco and cigar merchants, transport agents, agents for railway companies, theatre and box office proprietors, entrepreneurs and general agents and any other business which can be conveniently carried on in connection therewith.
- (22) To carry on in all their respective branches all or any of the businesses or builders masonry and general construction contractors and hauliers and among other things to construct, execute, carry out, equip, improve, work and advertise railways, roadways, tramways, docks, harbours, wharves, canals, water-courses, reservoirs, embankments, irrigations, reclamations, sewage, drainage, and other sanitary works, water, gas, electric and other supply works, houses, buildings and erections of every kind, and to carry on any other businesses in connection with the above-mentioned businesses that are customarily or usually carried on in connection therewith or naturally incidental thereto.
- (23) To give credit, advance or lend money to any person or persons firm or company undertaking to build on or improve any property in which the Company is interested, and to tenants, builders, and contractors upon such terms as the Company thinks fit.
- (24) To carry on business in all branches of engineering and to provide engineering services to all industries.
- (25) To buy, sell (both to persons residing on the Company's premises and to non-residents) imports, produce, manufacture or otherwise deal in food and food products, meat, groceries, fruits, confectionery, wine spirit, beer and alcoholic beverages, tobacco, druggist supplies, beverages, linen, furniture and furnishings and other articles required for the business of the Company.
- (26) To promote the provision of conveniences to tourists and travelers of all kinds in the way of through tickets, circular tickets, sleeping cars or berths, reserved places, hotel and lodging accommodation, guides, safe deposits, inquiry bureau, libraries, lavatories, reading rooms, baggage transport and otherwise.

APPENDIX C – THE EXISTING OBJECTS CLAUSES

- (27) To appropriate any part or parts of the property of the Company for the purpose of and to build or let shops, offices, and other places of business and to use or lease any part of the property of the Company not required for the purposes aforesaid for any purpose for which it may be conveniently used or let.
- (28) To carry on business as property managers, building and development project managers, consultants and agents.
- (29) To establish, maintain and operate shipping, air transport, and road transport services (public and private) and all ancillary services and, for these purposes or as independent undertakings, to purchase, take in exchange, charter, hire, build, construct or otherwise acquire and to own, work, manage and trade with steam, sailing, motor and other ships, trawlers, drifters, tugs, and vessels, motor and other vehicles with all necessary and convenient equipment, engines, tackle, gear, furniture, and stores, or any shares or interests in ships, vessels, motor and other vehicles, including shares, stocks, or securities of companies possessed of or interested in any ships or vehicles, and to maintain, repair, fit out, refit improve, insure, alter, sell, exchange, or let out on hire or hire purchase, or charter or otherwise deal with and dispose of any of the ships, vessels, and vehicles, shares, stock and securities, or any of the engines, tackle, gear, furniture, equipment, and stores of the Company.
- (30) To undertake and carry on all or any of the trades and businesses of shippers, ship owners, ship brokers, underwriters, ship managers, tug owners, loading brokers, freight contractors, carriers by land, air and water, transport, haulage and general contractors, barge owners, lightermen, railway and forwarding agents, dock owners, engineers, ice merchants, refrigerator store keepers, ships' store merchants, ships' husbands, stevedores, warehousemen, wharfingers, salvors, ship builders, ship repairers, manufacturers of and dealers in rope, tarpaulins, waterproofs, machinery, engines, nautical instruments, and ships' rigging, gear, fittings and equipment of every description, importers and exporters of and dealers in goods, provisions, live and dead stock, commodities, articles, chattels, merchandise and property of every kind, general traders and merchants, and generally to carry on the said businesses in all their branches, and to carry on the said businesses either as principals or agents or on commission or otherwise.
- (31) To build, fit and repair and lend money on ships, drilling rigs and floating and submersible equipment of every description and to construct and maintain for the use of the Company or for letting out on hire docks and other installations for building, repair docking ships and other vessels sent to aid in or contribute to the construction of any such work.
- (32) To purchase or otherwise acquire, and to carry on the business or businesses of steamship owners, shipowners, trawlers, fishers, fish curers, wholesale and retail fish merchants, fishery operators and proprietors, wholesale and retail game and poultry merchants, cold storage keepers, warehousemen, cod liver oil manufacturers, oil merchants and refiners, processors of fish refuse, glue and manure manufacturers, ship and boat outfitters, and to carry on all other businesses usually or conveniently connected with any such business as aforesaid.
- (33) To carry on the business of importers, exporters, manufactures, dealers, wholesalers, retailers, manufacturers' agents and commission agents and to buy, sell, barter, exchange or otherwise deal in all goods materials and produce whether they be in the raw or manufactured state.
- (34) To carry on all or any of the business carried on by general merchants, importers, exporters, storers, storekeepers, removers and packers of and dealers in manufactured goods, machinery, materials, commodities, general merchandise, ores, metals, mineral substances and produce of all kinds and to import, export, buy, prepare, manufacture, render marketable, sell, barter, exchange, pledge, charge, make advances on and otherwise deal in or with or turn to account wholesale or retail goods, machinery materials, commodities, general merchandise, ores, metals, mineral substances and produce of all kinds.

APPENDIX C – THE EXISTING OBJECTS CLAUSES

- (35) To carry on the business of manufacturers of, producers, storers, suppliers, dealers in, and distributors of fodder and animal and poultry foods of all kinds, and all things capable of being used therewith or in the manufacture, maintenance, treatment and working thereof including vitamins drugs medicines and chemical compounds of all kinds whatsoever.
- (36) To develop experiment and carry on any research for the improvement of fodder for cattle, pigs, poultry, and livestock of every description and any process tending to improve fodder.
- (37) To acquire, take over, promote, establish, and carry on all or any of the business of grain milling, flour millers and manufacturers of wheat or any other flour, wheat bran, pollards atta or any other by-products produced by milling wheat or any other grain into flour, makers and manufacturers of animal cattle and poultry foods and feeding and fattening preparations of every description, makers and manufacturers of artificial manures and fertilizers of every description, meal manufacturers, grain and seed merchants, flax and cotton merchants, oil merchants, cake and corn merchants, millers, flour merchants, bakers, biscuit makers, hay, straw and fodder merchants, nurserymen, manufacturing chemists and druggists, varnish makers, candle makers, and stearin and saccharine manufacturers.
- (38) To construct, acquire, hire, hold, work, let and sell mills, factories, bakehouses, shops, buildings, silos, warehouses, machinery and appliances suitable for such milling, baking, manufacturing and dealing.
- (39) To carry on the business of manufacturers of and wholesale and retail dealers in bread, flour, biscuits, farinaceous compounds, sweets, confectionery, and the sale of other foods or articles which may be conveniently sold therewith.
- (40) To sell, breed, import, export, improve, prepare, deal and trade in cattle, pigs, poultry, game, and live and dead stock of every description.
- (41) To carry on the business of importers and exporters of meat and similar foodstuffs whether carcase meat or in tins or other containers and to buy and sell the same by wholesale or retail in Singapore or elsewhere and generally to carry on the trade of sellers of meat in all its branches.
- (42) To construct slaughter-houses, cold storage, premises, warehouses, sheds and all other premises necessary or expedient for the purposes of the Company's business.
- (43) To carry on all or any of the business of dairymen, cheese, butter, egg, pork-pie and sausage manufacturers and merchants, bacon curers, poultry and live stock breeders, butchers, bakers, confectioners, refreshment contractors, farmers, grocers and general provision merchants and dealers.
- (44) To deal in hides, fat, offal and all other by-products of the Company's business and to carry on the business of tanning and fellmongering.
- (45) To provide or procure the provision by others of every and any need, want or requirement of any business, administrative or managerial nature in the area of property or otherwise required by any person, firm or company in or in connection with any business carried on by them.
- (46) To accept all or any shares, stocks, debentures, debenture stocks, bonds, warrants, obligations or securities issued or guaranteed by any corporation or undertaking in payment or for any services rendered or for any sale made to or debt or obligation owing by any such corporation or undertaking or for any business undertaken or in respect of any rights, licences, concessions or privileges granted by this Company.
- (47) To institute, enter into, carry on, subsidise, assist or participate in financing any classes of business, works, contracts, undertakings and operations or all parts of the world and to transact business as promoters and financiers.

APPENDIX C – THE EXISTING OBJECTS CLAUSES

- (48) To carry on business as concessionaries and merchants and to undertake and carry on and execute all kinds of commercial, trading and other operations.
- (49) To enter into partnership, or into any arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any person, partnership or company, and to promote, and aid in promoting, constitute, form or organise any company, syndicate or partnership of any kind, for the purpose of acquiring and undertaking any property and liabilities of this Company, or of advancing directly or indirectly any property and liabilities of this Company or of advancing, directly or indirectly, the objects thereof, or for any other purpose which the Company may think expedient.
- (50) To act as agents for the issue of any loan by, and to issue and place any shares, stocks, bonds, notes, warrants, debts, mortgages or securities, or any sovereign state or authorities, supreme, local or otherwise, and to transact all kinds of agency business, and in particular to collect debts and negotiate loans and generally to carry on and undertake any business transaction commonly carried on or undertaken by promoters of companies, financiers, concessionaries, contractors for public works, merchants or traders.
- (51) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (52) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
- (53) To apply for purchase, or otherwise acquire any patents, patent rights, copyrights, trade marks, formulae, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company; and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account, the property, rights, or information so acquired.
- (54) To take, or otherwise acquire, and hold shares, debentures, or other securities of any other company.
- (55) To enter into any arrangements with any government or authority, supreme, municipal, local, or otherwise, that may seem conducive to the Company's objects, or any of them; and to obtain from any such government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain; and to carry out, exercise, and comply with any such arrangements, rights, privileges, and concessions.
- (56) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or directors or past employees or directors of the Company or its predecessors in business, or the dependants or connections of any such persons; and to grant pensions and allowances, and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general, or useful object.
- (57) To promote any other company or companies for the purpose of acquiring or taking over all or any of the property, rights, and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- (58) To purchase, take on lease or in exchange, hire, or otherwise acquire any movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, machinery, plant, and stock-in-trade.

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- (59) To construct, improve, maintain, develop, work, manage, carry out, or control any buildings, works, factories, mills, roads, ways, tramways, railways, branches or sidings, bridges, reservoirs, water-courses, wharves, warehouses, electric works, shops, stores, and other works, and conveniences which may seem calculated directly or indirectly to advance the Company's interest; and to contribute to, subsidize, or otherwise assist or take part in the construction, improvement, maintenance, development, working, manamgenet, carrying out, or control thereof.
- (60) To guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or company.
- (61) To lend and advance money or give credit to any person or company and on such terms as may be considered expedient, and either with or without security; to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or company, and otherwise to assist any person or company.
- (62) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital; and to purchase, redeem, or pay off any such securities.
- (63) To invest and deal with the money of the Company not immediately required in such manner as may from time to time be thought fit.
- (64) To remunerate any person or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures, or other securities of the Company, or in or about the organization, formation, or promotion of the Company or the conduct of its business.
- (65) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments.
- (66) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of the Company.
- (67) To adopt such means of making known and advertising the business and products of the Company as may seem expedient.
- (68) To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase, or otherwise and to exercise, carry out, and enjoy any charter, licence, power, authority, franchise, concession, right, or privilege, which any Government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid in, and contribute towards carrying the same into effect; and to appropriate any of the Company's shares, debentures, or other securities and assets to defray the necessary costs, charges, and expenses thereof.
- (69) To apply for, promote, and obtain any statute, order, regulation, or other authorization or enactment which may seem calculated directly or indirectly to benefit the Company; and to oppose any bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (70) To procure the Company to be registered or recognized in any country or place outside the Republic of Singapore.

APPENDIX C – THE EXISTING OBJECTS CLAUSES

- (71) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
- (72) To issue and allot fully or partly paid shares in the capital of the Company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Company or any services rendered to the Company.
- (73) To distribute any of the property of the Company among the members in kind or otherwise but so that no distribution amounting to a reduction of capital shall be made without the sanction required by law.
- (74) To take or hold mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others.
- (75) To undertake and transact all kinds of agency or secretarial business and also to undertake and execute any trusts, the undertaking whereof may seem desirable, and either gratuitously or otherwise.
- (76) To transact any lawful business in aid of the Republic of Singapore in the prosecution of any war or hostilities in which the Republic of Singapore is engaged.
- (77) To carry out all or any of the objects of the Company and do all or any of the above things in any part of the world and either as principal, agent, contractor, or trustee, or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others.
- (78) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.

PROVIDED ALWAYS that nothing in this Memorandum contained shall empower the Company to carry on the business of Banking or insurance within the meaning of Section 136 and 137 of the Companies Ordinance (Chapter 174) or the business of Fire Insurance within the meaning of the Fire Insurance Companies Ordinance (Chapter 177) or the business of Life Assurance within the meaning of the Life Insurance Companies Ordinance (Chapter 178) or to reinsure any risks under any class of assurance business to which those Ordinances apply.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

COSCO SHIPPING INTERNATIONAL (SINGAPORE) CO., LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No: 196100159G)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of COSCO SHIPPING International (Singapore) Co., Ltd. (the “**Company**”) will be held at Marina Bay Sands (MBS) Sands Expo & Convention Centre, Level 3 Cassia Ballroom 3201A-3 & 3301A-3, Marina Bay Sands, 10 Bayfront Avenue, Singapore 018956 on 27 April 2018 at 3.30 p.m. (or as soon as practicable thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2.00 p.m. and the Extraordinary General Meeting of the Company to be held at 3.00 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing (with or without modifications) the Ordinary Resolution set out in Resolution 1 below and passing the Special Resolution set out in Resolution 2 below:

RESOLUTION 1 - ORDINARY RESOLUTION:

THE PROPOSED NEW INTERESTED PERSON TRANSACTIONS MANDATE

RESOLVED THAT:

1. approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**Chapter 9**”), for the Company, its subsidiaries and associated companies that are considered to be “entities at risk” under Chapter 9, or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Company’s Circular to Shareholders dated 5 April 2018 (the “**Circular**”) with any party who is of the class of interested persons described in the Circular, provided that such transactions are (i) made on normal commercial terms and will not be prejudicial to the interest of the Company and its minority Shareholders and (ii) in accordance with the review procedures for such interested person transactions (the “**Proposed New IPT Mandate**”);
2. the Proposed New IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company; and
3. the Directors of the Company be and are hereby authorised to complete and do all acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Proposed New IPT Mandate and/or this Resolution.

RESOLUTION 2 - SPECIAL RESOLUTION:

THE PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY

RESOLVED THAT the regulations of the Company contained in the new Constitution of the Company as contained in **Appendix B** of this Circular and submitted to this EGM be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the existing Constitution of the Company.

BY ORDER OF THE BOARD

Tan Wee Sin
Company Secretary
5 April 2018
Singapore

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTES:

- i. A member of the Company entitled to attend and vote at the EGM is entitled to appoint one or two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- ii. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy.
- iii. The instrument appointing a proxy or proxies must be deposited at the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02 Singapore 068898 not later than 48 hours before the time set for holding the EGM.
- iv. The instrument appointing a proxy or proxies must be under the hand of the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of any attorney duly authorised.
- v. A corporation which is a member may also authorise by resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the EGM in accordance with Section 179 of the Companies Act (Cap 50).

Personal data privacy:

By submitting a proxy form 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the 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.

**COSCO SHIPPING INTERNATIONAL
(SINGAPORE) CO., LTD.**
(Incorporated in the Republic of Singapore)
(Company Registration No: 196100159G)

**EXTRAORDINARY GENERAL MEETING
PROXY FORM**

Important:

1. For investors who have used their CPF monies to buy the Company's shares this Circular is sent to them at the request of their CPF Approved Nominees solely **FOR INFORMATION ONLY**.
2. 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.
3. CPF investors who wish to vote should contact their CPF Approved Nominees.

I/We _____ NRIC/Passport No. _____

of _____

being a member of COSCO SHIPPING International (Singapore) Co., Ltd. (the "**Company**"), hereby appoint:

Name	Address	NRIC/Passport No.	Proportion of Shareholdings (%)

and/or (delete as appropriate)

Name	Address	NRIC/Passport No.	Proportion of Shareholdings (%)

as my/our proxy/proxies to attend and to vote for me/us on my/our behalf at the Extraordinary General Meeting ("**EGM**") of the Company to be held at Marina Bay Sands (MBS) Sands Expo & Convention Centre, Level 3 Cassia Ballroom 3201A-3 & 3301A-3, Marina Bay Sands, 10 Bayfront Avenue, Singapore 018956 on 27 April 2018 at 3.30 p.m. (or as soon as practicable thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2.00 p.m. and the Extraordinary General Meeting of the Company to be held at 3.00 p.m. on the same day and at the same place), and at any adjournment thereof.

I/We have indicated with an "X" in the appropriate box against the item how I/we wish my/our proxy/proxies to vote. If no specific direction as to voting is given or in the event of any item arising not summarised below, my/our proxy/proxies may vote or abstain at the discretion of my/our proxy/proxies.

No.		For	Against
	Ordinary Resolution		
1.	To approve the proposed new interested person transactions mandate		
	Special Resolution		
2.	To approve the proposed adoption of the new Constitution of the Company		

Dated this _____ day of _____ 2018

Total No. of Shares in	No. of Shares
CDP Register	
Register of Members	

Signature of Member(s) or Common Seal

IMPORTANT: Please Read Notes for This Proxy Form.



NOTES:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
2. A Shareholder (other than a Relevant Intermediary) of the Company entitled to attend and vote at the EGM is entitled to appoint one or two proxies to attend and vote on his behalf. Such proxy need not be a member of the Company. Where a Shareholder appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy.
3. A member of the Company who is a Relevant Intermediary entitled to attend and vote at the EGM of the Company is entitled to appoint more than two (2) proxies to attend and vote in his/her stead, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares to be represented by each proxy must be stated.

"Relevant Intermediary" means:

- (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;
 - (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 ("**CPF Board**") established by the Central Provident Fund Act, Chapter 36 of Singapore ("**CPF Act**"), in respect of shares purchased under the subsidiary legislation made under the CPF 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 CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
4. The instrument appointing a proxy or proxies must be deposited at the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02, Singapore 068898 not less than 48 hours before the time set for holding the EGM. The sending of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM if he finds that he is able to do so. In such event, the relevant Proxy Forms will be deemed to be revoked.
 5. The instrument appointing a proxy or proxies must be under the hand of the appointer or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of a director or an officer or attorney duly authorised.
 6. Where an instrument appointing a proxy or proxies is signed on behalf of the appointer by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
 7. A corporation which is a Shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with section 179 of the Companies Act, Chapter 50 of Singapore.
 8. An investor who buys shares using CPF monies ("**CPF Investor**") and/or SRS monies ("**SRS Investor**") (as may be applicable) may attend and cast his vote(s) at the EGM in person. CPF and SRS Investors who are unable to attend the EGM but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the EGM.
 9. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the instrument appointing a proxy or proxies. In addition, in the case of a Shareholder whose shares are entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the Shareholder, being the appointer, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal data privacy:

By submitting a proxy form 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the 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.

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