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If you are in any doubt as to any aspect of this Circular or as to the action to be taken, you should consult your licensed securities dealer, stockbroker, bank manager, solicitor, accountant or other professional adviser.

If you have sold or transferred all your shares in the capital of Techcomp (Holdings) Limited (the “**Company**”), you should immediately forward this Circular with the Notice of Special General Meeting and the enclosed proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular. Please note that the SGX-ST’s In-Principle Approval (as defined herein) is not to be taken as an indication of the merits of the Proposed Conversion (as defined herein), the Company, its subsidiaries or their securities.

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TECHCOMP (HOLDINGS) LIMITED

天美(控股)有限公司*

(Incorporated in Bermuda with limited liability)
(Company Registration Number: 34778)
(Hong Kong Stock Code: 1298)
(Singapore Stock Code: T43)

CIRCULAR TO SHAREHOLDERS IN RELATION TO:

THE PROPOSED CONVERSION OF THE COMPANY’S LISTING STATUS FROM A PRIMARY LISTING TO A SECONDARY LISTING ON THE MAIN BOARD OF THE SGX-ST AND THE PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY IN CONNECTION WITH THE PROPOSED CONVERSION

IMPORTANT DATES AND TIMES

Last date and time for lodgement of proxy form	:	21 March 2016 at 2.00 pm
Date and time of Special General Meeting	:	23 March 2016 at 2.00 pm
Place of Special General Meeting	:	Meeting Room 330, Level 3 Suntec Singapore International Convention & Exhibition Centre 1 Raffles Boulevard, Suntec City Singapore 039593

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DEFINITIONS

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

- “Bermuda Companies Act”** : The Companies Act 1981 of Bermuda, as amended, supplemented or modified from time to time
- “Board” or “Directors”** : The directors of the Company as at the date of this Circular
- “Bye-laws”** : The bye-laws of the Company as amended, supplemented or modified from time to time
- “CCASS”** : The Central Clearing and Settlement System established and operated by HKSCC
- “CDP”** : The Central Depository (Pte) Limited or its nominee(s), as the case may be
- “Circular”** : This circular to Shareholders dated 1 March 2016
- “Company”** : Techcomp (Holdings) Limited, a company incorporated in Bermuda as a limited liability company, the Shares of which are listed on the Main Board of the SGX-ST and the Main Board of the SEHK
- “Designated Stock Exchange”** : The SGX-ST for so long as the Shares are listed and quoted on the SGX-ST, the SEHK for so long as the Shares are listed on the SEHK, and/or such other stock exchange in respect of which the Shares are listed or quoted
- “FY”** : Financial year ended 31 December
- “Group”** : The Company and its subsidiaries
- “HK Listing Rules”** : The Rules Governing the Listing of Securities on the SEHK, as may be amended, varied or supplemented from time to time
- “HKEx-EPS”** : The SEHK’s electronic publication system
- “HK Takeovers Code”** : The Hong Kong Code on Takeovers and Mergers and Share Repurchases, as amended, supplemented or otherwise modified from time to time
- “HKSCC”** : The Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
- “Hong Kong”** : The Hong Kong Special Administrative Region of the PRC
- “In-Principle Approval”** : Has the meaning ascribed to it in Section 3.1 of this Circular
- “Latest Practicable Date”** : 22 February 2016, being the latest practicable date prior to the printing of this Circular
- “Listing Manual”** : The listing manual of the SGX-ST, as may be amended, varied or supplemented from time to time
- “Macau”** : The Macau Special Administrative Region of the PRC

“Notice of SGM”	:	The notice of SGM as set out on pages 17 to 18 of this Circular
“Ordinary Resolution”	:	The ordinary resolution for the approval of the Proposed Conversion by the Shareholders, as set out in the Notice of SGM on page 17 of this Circular
“PRC”	:	The People’s Republic of China, which for the purpose of this Circular, shall exclude Hong Kong, Macau and Taiwan
“Proposed Amendments”	:	The proposed amendments to the Bye-laws of the Company set out in Appendix 2 to be effected on the completion of the Proposed Conversion
“Proposed Conversion”	:	The proposed conversion of the Company’s listing status from a primary listing to a secondary listing on the Main Board of the SGX-ST
“SEHK”	:	The Stock Exchange of Hong Kong Limited
“SFA”	:	The Securities and Futures Act, Chapter 289 of Singapore, as amended, supplemented or modified from time to time
“SFC”	:	Securities and Futures Commission of Hong Kong
“SFO”	:	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or modified from time to time
“SGM”	:	The special general meeting of the Company to be convened and held on 23 March 2016 at 2.00 pm at Meeting Room 330, Level 3, Suntec Singapore International Convention & Exhibition Centre, the notice of which is set out on pages 17 to 18 of this Circular
“SGX-ST”	:	The Singapore Exchange Securities Trading Limited
“Shares”	:	Ordinary shares in the share capital of the Company
“Shareholders”	:	Registered holders of Shares in the Register of Members of the Company, except that where the registered holder is CDP, the term “Shareholders” shall, where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP and into whose securities accounts Shares are credited, and where the registered holder is CCASS, the term “Shareholders” shall, where the context admits, mean the persons whose securities accounts maintained by CCASS are credited with the Shares
“Singapore”	:	The Republic of Singapore
“Singapore Companies Act”	:	The Companies Act, Chapter 50 of Singapore, as amended, supplemented or modified from time to time
“Singapore Take-over Code”	:	The Singapore Take-over Code on Take-overs and Mergers, as amended, supplemented or modified from time to time
“Special Resolution”	:	The special resolution for the adoption of the amended Bye-laws of the Company as set out in Appendix 3 (which incorporates the Proposed Amendments) by the Shareholders, as set out in the Notice of SGM on page 17 of this Circular

- “Substantial Shareholder(s)”** : A substantial shareholder (as defined under Section 2(6) of the SFA) of the Company
- “Takeovers Code”** : The Hong Kong Code on Takeovers and Mergers, as amended, supplemented or modified from time to time
- “%” or “per cent.”** : Per centum or percentage

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

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

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

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

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

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

In the event of any inconsistency between the English version of this Circular (including the Notice of SGM) and the proxy form, and the Chinese version of this Circular (including the Notice of SGM) and the proxy form, the English version shall prevail.

LETTER TO SHAREHOLDERS

TECHCOMP (HOLDINGS) LIMITED

天美(控股)有限公司*

(Incorporated in Bermuda with limited liability)

(Company Registration Number: 34778)

(Hong Kong Stock Code: 1298)

(Singapore Stock Code: T43)

Executive Directors:

Mr. Lo Yat Keung (*President*)

Mr. Chan Wai Shing (*Vice President*)

Independent Non-Executive Directors:

Mr. Seah Kok Khong, Manfred

Mr. Ho Yew Yuen

Mr. Teng Cheong Kwee

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

Head office and principal place of business in Hong Kong:

6/F., Mita Center

552-566 Castle Peak Road

Kwai Chung

Kowloon, Hong Kong

1 March 2016

To: The Shareholders of
Techcomp (Holdings) Limited

Dear Sir/Madam

THE PROPOSED CONVERSION OF THE COMPANY'S LISTING STATUS FROM A PRIMARY LISTING TO A SECONDARY LISTING ON THE MAIN BOARD OF THE SGX-ST AND THE PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY IN CONNECTION WITH THE PROPOSED CONVERSION

1. INTRODUCTION

1.1 We refer to the Notice of SGM of the Company dated 1 March 2016 convening the SGM to be held on 23 March 2016 at 2.00 pm to seek Shareholders' approval for the following matters:

- (a) the Ordinary Resolution pertaining to the Proposed Conversion; and
- (b) subject to the approval of the Proposed Conversion by the Shareholders in paragraph (a) above, the Special Resolution pertaining to the Proposed Amendments.

1.2 The purpose of this Circular is (a) to provide Shareholders with information relating to, and to explain the rationale for, the Proposed Conversion and the implications of the Proposed Conversion for the Company and its Shareholders, (b) to provide Shareholders with information relating to the Proposed Amendments, and (c) to seek Shareholders' approval for the resolutions to be proposed at the SGM, as set out in the Notice of SGM.

1.3 The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed in this Circular.

* For identification purposes only

2. PROPOSED CONVERSION

2.1 Listing of the Company

The Company is presently dual primary listed on the Main Board of the SGX-ST and the Main Board of the SEHK. The Company proposes to convert its listing status on the SGX-ST from a primary listing to a secondary listing. If the Ordinary Resolution is approved by the Shareholders at the SGM, the Company shall continue its primary listing on the SEHK and it would have a secondary listing on the SGX-ST.

2.2 Rationale and Benefits of the Proposed Conversion

The Board has relooked the listing status of the Company and having regard to the reasons stated below, has decided that the Proposed Conversion is in the best interests of the Company and the Shareholders.

(a) Declining trading volume on the SGX-ST

The trading volume of the Shares on the SGX-ST has declined since the Company's listing on the SEHK.

The tables below set out a comparison of the total and average daily trading volumes of the Shares on both the SGX-ST and SEHK for the periods indicated. The total and average daily trading volumes of the Shares on the SGX-ST have been consistently and significantly lower than the total and average daily trading volumes of the Shares on the SEHK.

Average Daily Trading Volume

Month	SGX-ST ⁽¹⁾	SEHK ⁽²⁾
January 2015	1,119	3,952
February 2015	167	37,000
March 2015	5,859	34,636
April 2015	5,848	80,737
May 2015	13,335	144,947
June 2015	9,019	25,500
July 2015	786	150,955
August 2015	4,900	16,500
September 2015	750	3,000
October 2015	409	8,900
November 2015	1,875	8,333
December 2015	5	10,182
January 2016	2,000	2,550
February 2016 ⁽³⁾	0	1,538

Notes:

- (1) Market trading days on the SGX-ST were taken into account when arriving the average daily trading volume for the particular month, regardless of whether there was any trade of the Shares on the SGX-ST on that day.
- (2) Market trading days on the SEHK were taken into account when arriving the average daily trading volume for the particular month, regardless of whether there was any trade of the Shares on the SEHK on that day.
- (3) For the period commencing 1 February 2016 to 22 February 2016. There was no trade done on the SGX-ST during this period.

Total Trading Volume

Month	SGX-ST	SEHK
January 2015	23,500	83,000
February 2015	3,000	666,000
March 2015	128,900	762,000
April 2015	122,800	1,534,000
May 2015	266,700	2,754,000
June 2015	189,400	561,000
July 2015	17,300	3,321,000
August 2015	93,100	346,500
September 2015	15,000	60,000 ⁽²⁾
October 2015	9,000	178,000
November 2015	37,500	175,000
December 2015	100	224,000
January 2016	40,000	51,000
February 2016 ⁽¹⁾	0	20,000

Notes:

- (1) For the period commencing 1 February 2016 to 22 February 2016. There was no trade done on the SGX-ST during this period.
- (2) Excludes an off-market trade of 696,000 Shares.

In addition, the Company has also observed that the share price of the Company on the SEHK is also generally higher than on the SGX-ST and is of the view that such higher share price on the SEHK is mainly due to more active trading on the SEHK. The following table sets forth, for the periods indicated, the highest and lowest closing prices of the Shares on both the SGX-ST and SEHK.

Month	SGX-ST		SEHK⁽⁴⁾	
	High⁽²⁾ (S\$)	Low⁽³⁾ (S\$)	High⁽²⁾ (S\$)	Low⁽³⁾ (S\$)
January 2015	0.250	0.235	0.361	0.316
February 2015	0.250	0.250	0.343	0.305
March 2015	0.280	0.260	0.348	0.321
April 2015	0.375	0.275	0.480	0.336
May 2015	0.400	0.345	0.487	0.419
June 2015	0.420	0.370	0.504	0.415
July 2015	0.350	0.280	0.433	0.283
August 2015	0.340	0.295	0.433	0.375
September 2015	0.290	0.290	0.401	0.370
October 2015	0.290	0.290	0.327	0.305
November 2015	0.270	0.270	0.298	0.280
December 2015	0.270	0.270	0.318	0.276
January 2016	0.235	0.210	0.296	0.280
February 2016 ⁽¹⁾	–	–	0.307	0.307

Source: Bloomberg Finance L.P.

Notes:

- (1) For the period commencing 1 February 2016 to 22 February 2016. There was no trade done on the SGX-ST during this period.

- (2) Based on the highest closing price for the Shares traded on the SGX-ST or the SEHK (as the case may be) in a particular month or in the case of February 2016, for the period commencing on 1 February to 22 February 2016.
- (3) Based on the lowest closing price for the Shares traded on the SGX-ST or the SEHK (as the case may be) in a particular month or in the case of February 2016, for the period commencing on 1 February to 22 February 2016.
- (4) Hong Kong dollar amounts have been translated into Singapore dollars based on the exchange rate of S\$1.00 to HK\$5.54, quoted by Hang Seng Bank on 22 February 2016.

(b) Shareholders Profile of the Company

As at the Latest Practicable Date, the Company has issued an aggregate of 275,437,000 Shares, of which 104,956,500 Shares are held directly by Mr. Lo Yat Keung, the President and Executive Director of the Company, and 7,500,000 Shares are held indirectly by him through his spouse, Ms. Yung Yat. Mr. Lo therefore holds, directly and indirectly, approximately 40.8% of the total issued and paid up share capital of the Company as at the Latest Practicable Date. Mr. Lo is based in Hong Kong.

In addition, the Company expects a continuing trend where a large proportion of investors, including new investors, will trade Shares on the SEHK instead of the SGX-ST. This is illustrated by the following table which shows the increase in the number and percentage of Shares listed on the SEHK as opposed to the SGX-ST at the end of the last three financial years.

Number and percentage of Shares listed on SGX-ST and SEHK (actual)

	As at 31 December 2012	As at 31 December 2013	As at 31 December 2014	As at 31 December 2015	As at the Latest Practicable Date
SGX-ST	89,094,500 (38.3%)	85,483,500 (36.8%)	85,154,500 (31.8%)	78,780,650 (28.6%)	78,776,150 (28.6%)
SEHK	143,405,500 (61.7%)	147,016,500 (63.2%)	182,220,500 (68.2%)	196,656,350 (71.4%)	196,660,850 (71.4%)

As at the Latest Practicable Date, the total number of Shares listed on the SGX-ST was 78,776,150 representing approximately 28.6% of the Company's total issued and paid-up share capital, and the total number of shares listed on the SEHK was 196,660,850 representing approximately 71.4% of the Company's total issued and paid-up share capital. In light of the foregoing, the Proposed Conversion would result in a more accurate reflection of the geographic profile of the Shareholders.

We would also add that the total number of Shares listed on SGX-ST includes 41,833,500 Shares held directly by Mr. Lo Yat Keung and all of the 7,500,000 Shares held indirectly by him through his spouse, Ms. Yung Yat. The remaining 63,123,000 Shares which are held directly by Mr. Lo Yat Keung are listed on the SEHK. Mr. Lo Yat Keung is a resident of Hong Kong and has indicated that he may consider moving his Shares from SGX-ST to the SEHK. For illustrative purposes, assuming that Mr. Lo Yat Keung and Ms. Yung Yat had transferred their Shares previously, the number and percentage of Shares listed on the SEHK as opposed to the SGX-ST at the end of the last three financial years would have been as follows:

Number and percentage of Shares listed on SGX-ST and SEHK (illustrative)

	As at 31 December 2012	As at 31 December 2013	As at 31 December 2014	As at 31 December 2015	As at the Latest Practicable Date
SGX-ST	39,761,000 (17.1%)	36,150,000 (15.5%)	35,821,000 (13.4%)	29,447,150 (10.7%)	29,442,650 (10.7%)
SEHK	192,739,000 (82.9%)	196,350,000 (84.5%)	231,554,000 (86.6%)	245,989,850 (89.3%)	245,994,350 (89.3%)

(c) Differences in Rules and Regulations and Compliance Costs

As a result of the Company's dual primary listing on both the SGX-ST and the SEHK, the Company is required to comply with the listing rules of both exchanges, with the Company having to comply with the stricter requirement in the event of any conflict between the listing rules of both exchanges. The Company has committed significant resources to ensuring its compliance with the listing rules of the SGX-ST and the SEHK.

Following the Proposed Conversion, the Company will continue to be primary listed on the SEHK, an exchange which is classified as a "Developed Market" under the secondary listing regulatory framework introduced by the SGX-ST as announced on 30 October 2014. Following completion of the Proposed Conversion, save for compliance with such rules as may be stipulated by the SGX-ST, the Company will only have to comply with the listing rules of the SEHK.

In light of the foregoing, the Proposed Conversion will enable the Company to substantially reduce its compliance costs and devote its resources for other critical aspects of its business, growth and operations.

(d) Business Profile of the Company

The Company's operations commenced in 1988 when Mr. Lo Yat Keung established a sole proprietorship in Hong Kong known as "Techcomp" to distribute life science instruments to customers in Hong Kong and the PRC. The sole proprietorship was subsequently incorporated as Techcomp Limited, a Hong Kong private limited company, in 1991. As at the Latest Practicable Date, the Company's management, business activities and operations continue to be mainly carried out in the PRC, Hong Kong and Macau. As disclosed in the audited consolidated financial statements of the Group for FY2014, approximately 73.3% and 73.6% of the Group's revenue was attributed to customers in the PRC, Hong Kong and Macau in FY2014 and FY2013 respectively. The Company's head office and principal place of business is currently located in Hong Kong.

As such, the Company is of the view that the Proposed Conversion would result in a more accurate reflection of the Group's geographic business profile. Given that the Group's business activities are focused mainly in the PRC, Hong Kong and Macau, and is intended to remain as such, the Company anticipates that there will be more interest in its Shares from PRC investors, who may prefer to trade on the SEHK instead.

In light of the foregoing reasons, the Company is of the view that the Proposed Conversion will be beneficial to the interests of the Company. The Proposed Conversion will have the effect of streamlining the Company's compliance obligations, create efficiencies in resources and better reflect the geographic profile of its Shareholders and business operations.

As the Shareholders who trade their Shares on the Main Board of the SGX-ST can continue to do so and enjoy the same rights as Shareholders who trade their Shares on the SEHK, the Company is of the opinion that Shareholders registered in Singapore will not be adversely affected by the Proposed Conversion. Moreover, the Company believes that, Hong Kong, which has been classified as a "Developed Market" pursuant to the SGX-ST secondary listing framework, has the adequate legal, regulatory and enforcement framework to offer sufficient assurance on the levels of shareholder protection and corporate governance standards.

3. IMPLICATIONS FOR THE COMPANY

3.1 Implications under the Listing Manual

The Company made an application to the SGX-ST to seek an in-principle approval to proceed with the Proposed Conversion on 7 December 2015. On 27 January 2016, the SGX-ST replied that it had no objection to the Proposed Conversion subject to the following conditions:

(a) Shareholders' approval on the Proposed Conversion;

- (b) compliance with the SGX-ST's listing requirements and other such requirements that the SGX-ST may impose from time to time;
- (c) the Company maintaining its primary listing on the SEHK;
- (d) submission of a written undertaking from the Company that in the event that the Company is delisted from the Official List of the SGX-ST within three (3) years of the Proposed Conversion:
 - (i) the Company would offer a reasonable exit alternative, which should normally be in cash, to the (ia) Shareholders and (ib) holders of any other classes of the listed securities to be delisted; and
 - (ii) the Company should normally appoint an independent financial adviser to advise on the exit offer;
- (e) proper disclosure in the Circular that the requirement for a reasonable exit offer to be provided to the Shareholders and holders of any other classes of the listed securities is not applicable should the Company decide to delist after three years of the Proposed Conversion;
- (f) submission of a written undertaking from the Company that it would provide arrangements such as video conference for Singapore-based Shareholders to attend, speak and vote at Shareholders' meetings;
- (g) submission of a written undertaking from the Company that it would comply with the following as set out in Rule 217 of the Listing Manual:
 - (i) to release all information and documents in English to the SGX-ST via SGXNET at the same time as they are released to the SEHK;
 - (ii) to inform the SGX-ST of any issue of additional Shares and the decision of the SEHK on the listing and quotation of the additional Shares issued by the Company;
 - (iii) to comply with such other listing rules as may be applied by the SGX-ST from time to time (whether before or after listing);
- (h) submission of a written undertaking from the Company that it would comply with the following as set out in Rule 751 of the Listing Manual:
 - (i) maintain its primary listing on the SEHK;
 - (ii) be subject to all the applicable listing rules of the SEHK (unless a waiver has been obtained for any non-compliance); and
 - (iii) provide an annual certification in the form prescribed at Appendix 7.6 of the Listing Manual that it has complied with the applicable continuing listing obligations in the Listing Manual;
- (i) submission of a written undertaking from the Company that an announcement via SGXNET will be made as soon as there is any change in the law of its country of incorporation, which may affect or change Shareholders' rights or obligations over its securities, including:
 - (i) the right to attend, speak, vote at Shareholders' meetings and the right to appoint proxies;
 - (ii) the right to receive rights offering and any other entitlements;
 - (iii) withholding taxes on its securities;

- (iv) stamp duties on its securities;
- (v) obligations to file documents or make declarations in respect of its securities;
- (j) submission of a written undertaking from the Company that in the event of a need for a trading halt in the Shares, the Company would request for a trading halt on all exchanges at the same time; and
- (k) submission of an undertaking from the Company in the form set out in Appendix 2.3.2 of the Listing Manual.

collectively, the “**In-Principle Approval**”.

Shareholders are to note that the In-Principle Approval of the SGX-ST is not to be taken as an indication of the merits of the Proposed Conversion, the Company or its subsidiaries or their securities. The Company currently does not have any intention to delist from the SGX-ST in the foreseeable future.

As at the date of this Circular, the Company has provided the SGX-ST with the written undertakings referred to in paragraphs 3.1(d), (f), (g), (h), (i), (j) and (k) above.

3.2 Implications under the Singapore Take-over Code

The Singapore Take-over Code will cease to apply to the Company after the completion of the Proposed Conversion and the adoption of the amended Bye-laws of the Company (which incorporates the Proposed Amendments). The Company will continue to be regulated by the HK Takeovers Code.

3.3 Implications on the Company’s obligation to announce disclosure of interests by substantial shareholders, directors and the chief executive officer.

Part VII of the SFA which provides for, *inter alia*, disclosure of interests in the shares of a corporation by its directors, chief executive officer and substantial shareholders, and the corporation’s obligation to announce such notifications received will cease to apply in respect of the Company after completion of the Proposed Conversion and adoption of the amended Bye-laws of the Company (which incorporates the Proposed Amendments).

The Company will continue to be bound by the HK Listing Rules with regard to disclosure of interests in corporations.

4. IMPLICATIONS FOR THE SHAREHOLDERS

4.1 Compliance with the HK Listing Rules

The Company notes that upon the completion of the Proposed Conversion, it will only be subject to the HK Listing Rules and the Company will not be required to comply with the Listing Manual save for Rule 217 and Rule 751 of the Listing Manual (requirements of which are set out in paragraphs 3.1(g) and 3.1(h) of this Circular) and any other listing rules of the Listing Manual as may be applied by the SGX-ST from time to time.

A comparison of a summary of the principal listing rules of the SGX-ST and the SEHK is set out in Appendix 1.

4.2 Non-applicability of the Singapore Take-over Code

The Singapore Take-over Code applies to, *inter alia*, corporations with a primary listing of their equity securities in Singapore. Shareholders should note that the Singapore Take-over Code will cease to apply to the Company after the completion of the Proposed Conversion and the adoption of the amended Bye-laws of the Company (which incorporates the Proposed Amendments). The Company will continue to be regulated by the HK Takeovers Code.

4.3 Non-applicability of the provisions in Part VII of the SFA relating to disclosure of interests in corporations.

Part VII of the SFA which provides for, *inter alia*, disclosure of interests in the shares of a corporation by its directors, chief executive officer and substantial shareholders, and the corporation's obligation to announce such notifications received will cease to apply in respect of the Company after completion of the Proposed Conversion and the adoption of the amended Bye-laws of the Company (which incorporates the Proposed Amendments).

The Company will continue to be bound by the HK Listing Rules with regard to disclosure of interests in corporations.

4.4 Rights of Shareholders Following the Completion of the Proposed Conversion

As the Company is incorporated in Bermuda, it continues to be subject to compliance with, among others, the Bermuda Companies Act, and the general rights of its Shareholders are set out in the Bye-laws.

Shareholders who trade their Shares on the Main Board of the SGX-ST will continue to enjoy the same rights as Shareholders who trade their Shares on the SEHK. Shareholders can also continue to trade their Shares on the SGX-ST after the completion of the Proposed Conversion.

In connection with the Proposed Conversion, the Company has provided the SGX-ST with a written undertaking that in the event that the Company is delisted from the Official List of the SGX-ST within 3 years of the Proposed Conversion:

- (i) the Company would offer a reasonable exit alternative, which should normally be in cash, to the (A) Shareholders and (B) holders of any other classes of the listed securities to be delisted; and
- (ii) the Company should normally appoint an independent financial adviser to advise on the exit offer.

Shareholders should note that the SGX-ST's requirement for a reasonable exit offer to be provided to the Shareholders and holders of any other classes of the listed securities is not applicable should the Company decide to delist from the Official List of the SGX-ST after three years of the Proposed Conversion.

Shareholders who are in any doubt as to the matters referred to in this Circular and/or the course of action which they should take following the Proposed Conversion should consult their licensed securities dealer, stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

5. THE PROPOSED AMENDMENTS TO THE BYE-LAWS

5.1 Introduction

The Company is a company incorporated in Bermuda with limited liability and is therefore subject to the Bermuda Companies Act.

Following the completion of the Proposed Conversion, the Company will not be required to comply with the Listing Manual (including Appendix 2.2 thereto) save for Rule 217 and Rule 751 of the Listing Manual (the requirements of which are set out in paragraphs 3.1(g) and 3.1(h) above) and any other listing rules as may be applied by the SGX-ST from time to time. As such, the amended Bye-laws will not comply with Appendix 2.2 to the Listing Manual but will continue to comply with the requirements under Appendix 3 and Section 1 of Part A of Appendix 13 to the HK Listing Rules pertaining to bye-laws of companies incorporated in Bermuda and with a primary listing on the SEHK.

The Company also proposes to amend the Bye-laws to reflect the following:

- (a) that the provisions under the Singapore Companies Act and/or the SFA regarding substantial shareholding notifications and disclosure by the directors and the chief executive officer of the Company of their interests in the Shares will longer apply in respect of Shares in the Company after completion of the Proposed Conversion;
- (b) that the Singapore Take-over Code and Section 215 of the Singapore Companies Act will no longer apply in respect of the Company after completion of the Proposed Conversion; and
- (c) certain amendments made to the Bermuda Companies Act, the Singapore Companies Act and the SFA.

5.2 Summary of the Proposed Amendments

The summary of the material amendments to the Bye-laws are set out in Appendix 2 to this Circular. Appendix 2 also contains a comparison between the relevant amended Bye-laws against their corresponding existing Bye-laws, showing the rationale and the implication on Shareholders with regard to the amendments made to the existing Bye-laws. The amended Bye-laws, as set out in Appendix 3, are in compliance with the HK Listing Rules, the Bermuda Companies Act and the conditions set out in the SGX-ST's In-Principle Approval dated 27 January 2016.

The following is a summary and rationale of the key proposed amendments to the Bye-laws:

(a) **Bye-law 1(A)**

The Company proposes to amend the certain definitions in Bye-law 1(A) to reflect that the relevant provisions relating to the Depository are now found in the SFA instead of the Singapore Companies Act.

(b) **Bye-law 5**

The existing Bye-law 5 relates to the total issuable number of preference shares, the rights attached to such shares and the Company's power to issue further preference capital ranking equally with, or in priority to preference shares already issued. The Company proposes to delete Bye-law 5 in its entirety to reflect compliance with only the HK Listing Rules and Bermuda law.

(c) **Bye-law 6(B)**

The existing Bye-law 6(B) relates to the procedure for modification of rights of preference shareholders. The Company proposes to delete Bye-law 6(B) in its entirety to reflect compliance with only the HK Listing Rules and Bermuda law.

(d) **Bye-law 10**

The existing Bye-law 10 relates to, inter alia, the pre-emptive right of Shareholders to be offered in proportion, as far as the circumstances admit, to the amount of the existing Shares to which they are entitled. The Company proposes to delete Bye-law 10 in its entirety to reflect compliance only with HK Listing Rules and Bermuda law.

(e) **Bye-law 18**

The existing Bye-law 18 relates to the issuance of new share certificates to Shareholders and the fee payable by Shareholders for the issuance of such certificates, as well as the cancellation of share certificates and the issuance of new certificates upon every transfer of Shares. The Company proposes to amend Bye-law 18 to reflect compliance with only the HK Listing Rules and Bermuda law.

(f) **Bye-law 22**

The existing Bye-law 22 relates to the replacement of share certificates and the fees payable by Shareholders. The Company proposes to amend Bye-law 22 to reflect compliance with only the HK Listing Rules and Bermuda law.

(g) Bye-law 25

The existing Bye-law 25 relates to, *inter alia*, the application of the net proceeds of the sale shares on which the Company has a lien. The Company proposes to amend Bye-law 25 to reflect compliance with only the HK Listing Rules and Bermuda law.

(h) Bye-law 38

The existing Bye-law 38 relates to capital paid on shares in advance of calls not being conferred a right to participate in profits. The Company proposes to amend Bye-law 38 to remove such restriction in compliance with only the HK Listing Rules and Bermuda law.

(i) Bye-law 42

The existing Bye-law 42 relates to the circumstances in which the Board has discretion to refuse to register a transfer of shares, including that the Company shall not be bound to register more than three (3) persons as joint holders of a share except in the case of executors or administrators of the estate of a deceased shareholder. The Company proposes to amend Bye-law 42 to reflect compliance with only the HK Listing Rules and Bermuda law by removing the exception and providing that the Company shall not be bound to register more than four (4) persons as joint holders.

(j) Bye-law 43

The existing Bye-law 43 provides that there shall not be any restriction on the transfer of fully paid Shares (except pursuant to the Bye-laws and any relevant law or rules of the Designated Stock Exchange). Bye-law 43(i) also provides for the fee payable upon a transfer of securities. The Company proposes to amend Bye-law 43 and 43(i) to reflect compliance with only the HK Listing Rules and Bermuda law.

(k) Bye-law 66

It is proposed that Bye-law 66 be amended to reflect compliance with only the HK Listing Rules and Bermuda law by removing the requirement for the Company to place a notice of any general meeting by advertisement in an English daily newspaper in Singapore and in writing to the SGX-ST. The Company will continue to make the announcement of any notice of general meeting on the website of the SGX-ST. The Bye-law also relates to the notice of the general meetings and it is proposed that the Bye-law be amended to reduce the requirement for the contents of the notice such that it complies with only the requirements of the HK Listing Rules and Bermuda law.

(l) Bye-law 96(A)

Bye-law 96(A) relates to the appointment of alternate directors. The Company proposes to amend Bye-law 96(A) to reflect compliance with only the requirements of the HK Listing Rules and Bermuda law by providing that an alternate director may be a director in his own right and be able to act as alternate to more than one director.

(m) Bye-law 98

The existing Bye-law 98 relates to the remuneration of non-executive directors and mandates that such remuneration shall not be payable by commission on or a percentage of the turnover of the Company. Bye-law 98 also provides that fees payable to directors shall not be increased except at a general meeting convened by notice. The Company proposes to amend this Bye-law to reflect compliance with only the HK Listing Rules and Bermuda law.

(n) Bye-law 108

The existing Bye-law 108 relates to the eligibility for election of a director. The process for the eligibility of a person to be elected as a director has been streamlined such that there will no longer be a requirement for, *inter alia*, a Shareholder to propose a person to be elected as director in writing 11 clear days before the meeting. The proposed amendment is to streamline the process of the election of directors to reflect the requirements of the HK Listing Rules.

(o) Bye-law 116

The existing Bye-law 116 relates to the appointment of a managing director. The Company proposes to amend Bye-law 116 to remove the restriction on the term of the appointment of the managing director, and to delete the statement that the managing director is subject to the control of the Board, to reflect compliance with only the requirements of the HK Listing Rules and Bermuda law.

(p) Bye-law 127

The existing Bye-law 127 relates to the determination of questions arising at any board meeting. In order to reflect compliance with only the HK Listing Rules and Bermuda law, the Company proposes to amend this Bye-law to remove the restriction that the chairman of the meeting shall not have a casting vote in the event that there are only two directors present or competent to vote on the issue.

(q) Bye-law 167(A)

The existing Bye-law 167(A) relates to the convening of the annual general meeting of the Company. The Company is proposing to amend the Bye-law to remove the requirement for the interval between the close of the Company's financial year and the date of the annual general meeting to be no longer than four months. The Company will continue to conduct the annual general meeting of the Company in accordance with the requirements of the HK Listing Rules and Bermuda law.

(r) Bye-law 170

The existing Bye-law 170 relates to the appointment of auditors at the annual general meeting of the Company. The Company proposes to amend this Bye-law to increase the number of days of notice required to be given to the Company regarding the intention to nominate an Auditor other than the incumbent Auditor from 14 days to 21 days, and to give the incumbent Auditors the right to waive the notice requirements by providing notice in writing to the Company's Secretary. The amendments to Bye-law 170 will mirror the amendments to the Bermuda Companies Act.

(s) Bye-law 192

The existing Bye-law 192 relates to the disclosure by Directors and Substantial Shareholders of their shareholding interest in the Company and any change of such interest. The Company proposes to delete Bye-law 192 in its entirety because Part VII of the SFA which provides for, *inter alia*, disclosure of interests in the shares of a corporation by its directors, chief executive officer and substantial shareholders, and the corporation's obligation to announce such notifications received does not apply to foreign corporations with a secondary listing on the SGX-ST.

(t) Bye-law 193

The existing Bye-law 193 relates to compliance with specified provisions under the SFA, the Singapore Companies Act and the Singapore Take-over Code in relation to all take-over offers for the Company. The existing Bye-law 193 was incorporated into the Bye-laws at the Company's point of listing on the SGX-ST as the previous version of the Singapore Take-over Code only applied to Singapore-incorporated companies. The Singapore Take-over Code was subsequently amended to extend its application to foreign corporations with a primary listing of their equity securities in Singapore. The Company proposes to delete Bye-law 193 in its entirety as the Singapore Take-over Code will not apply to the Company upon completion of the Proposed Conversion.

5.3 Shareholders' Approval

The Special Resolution for the Proposed Amendments will be conditional upon the approval of the Shareholders for the Ordinary Resolution in relation to the Proposed Conversion.

6. INTERESTS OF THE DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, the interests of the Directors and Substantial Shareholders in the Shares, based on the registers of Directors' interests in Shares and Substantial Shareholders' interests in Shares, respectively, are as follows:

Directors	Direct Interest		Deemed Interest	
	Number of Shares	Approximate percentage of total issued share capital of the Company (%)	Number of Shares	Approximate percentage of total issued share capital of the Company (%)
Lo Yat Keung	104,956,500 ¹	38.11	7,500,000 ²	2.72
Chan Wai Shing	9,720,000	3.53	–	–
Ho Yew Yuen	300,000	0.11	–	–
Seah Kok Khong, Manfred	–	–	–	–
Teng Cheong Kwee	–	–	–	–
Substantial Shareholders (other than Directors)				
Kabouter Fund I (QP), LLC	14,659,829	5.32	–	–
Kabouter Management LLC	–	–	29,729,352 ⁴	10.79
KCH Investment Company Limited	44,528,648 ³	16.17	–	–
Yung Yat	7,500,000 ²	2.72	104,956,500 ²	38.11

Notes:

- (1) Direct interest includes 58,125,000 Shares and 4,998,000 Shares held through HKSCC and HSBC (Singapore) Nominees Pte Ltd respectively. The remaining 41,883,500 Shares are held through CDP.
- (2) Mr. Lo Yat Keung, our president, is deemed to be interested in the shares held by his spouse, Ms. Yung Yat, who has a direct interest in 7,500,000 Shares. Likewise, Ms. Yung Yat is deemed to be interested in the 104,956,500 Shares held by her spouse, Mr. Lo Yat Keung.
- (3) Mr. Guo Bing is deemed to be interested in the Shares held by KCH Investment Company Limited, which is wholly-owned by Mr. Guo Bing.
- (4) Kabouter Management LLC notified the Company that it is deemed interested in the Shares, held through HKSCC, owned by Kabouter Fund II, LLC, Kabouter Fund I (QP), LLC and Kabouter Fund III LLC, all of which are wholly-owned by Kabouter Management LLC.

Save as disclosed in this Circular and other than through their respective shareholdings in the Company, none of the Directors, or as far as the Company is aware, the Substantial Shareholders, have any interest, direct or indirect, in the Proposed Conversion.

7. SPECIAL GENERAL MEETING

The SGM, notice of which is set out on pages 17 to 18 of this Circular, will be held at 2.00 pm on 23 March 2016 at Meeting Room 330, Level 3, Suntec Singapore International Convention & Exhibition Centre for the purpose of considering and, if thought fit, passing with or without modification the Ordinary Resolution to approve the Proposed Conversion and the Special Resolution to approve the Proposed Amendments to the Bye-laws of the Company set out in the Notice of SGM.

Pursuant to Rule 13.39(4) of the HK Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the SGM will be voted by way of poll by the Shareholders.

8. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the SGM and wish to appoint a proxy to attend and vote at the SGM on their behalf will find attached to this Circular a proxy form which they are requested to complete, sign and return in accordance with the instructions printed thereon and deposit the same with, the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Hong Kong Shareholders), or the Company's share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 (for Singapore Shareholders) as soon as possible and in any event not later than forty-eight (48) hours before the time fixed for the SGM (or any adjournment thereof). Completion and return of a proxy form by a Shareholder does not preclude him from attending and voting in person at the SGM (or any adjournment thereof) if he so wishes. In such event, the relevant proxy form will be deemed to be revoked.

9. DIRECTORS' RECOMMENDATIONS

9.1 The Proposed Conversion

The Directors are of the opinion that the Proposed Conversion is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the Ordinary Resolution relating to the Proposed Conversion as set out in the Notice of SGM.

9.2 The Proposed Amendments

After having considered the rationale and the information relating to the Proposed Amendments, the Directors are of the opinion that the Proposed Amendments are in the best interests of the Company and the Shareholders as a whole, and recommend the Shareholders to vote in favour of the Special Resolution relating to the Proposed Amendments, as set out in the Notice of SGM.

10. 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 Conversion, the Proposed Amendments, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

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

11. GENERAL

Your attention is drawn to the appendices to this Circular.

Yours faithfully
For and on behalf of the Board
Techcomp (Holdings) Limited
Lo Yat Keung
President

NOTICE OF SPECIAL GENERAL MEETING

TECHCOMP (HOLDINGS) LIMITED

天美(控股)有限公司*

(Incorporated in Bermuda with limited liability)

(Company Registration Number: 34778)

(Hong Kong Stock Code: 1298)

(Singapore Stock Code: T43)

NOTICE IS HEREBY GIVEN that a SPECIAL GENERAL MEETING of the shareholders (the "Shareholders") of Techcomp (Holdings) Limited (the "Company") will be held at 2.00 pm on 23 March 2016 at Meeting Room 330, Level 3, Suntec Singapore International Convention & Exhibition Centre for the purposes of considering and, if thought fit, passing (with or without modifications) the following ordinary and special resolutions.

Unless otherwise defined herein, all capitalised terms herein shall bear the same meanings as those used in the circular of the Company dated Tuesday, 1 March 2016 (the "Circular").

ORDINARY RESOLUTION – THE PROPOSED CONVERSION OF THE COMPANY'S LISTING STATUS FROM A PRIMARY LISTING TO A SECONDARY LISTING ON THE MAIN BOARD OF THE SGX-ST

That:

- (a) with effect from a date to be determined by the Directors, approval be and is hereby given for the conversion of the Company's listing status from a primary listing to a secondary listing on the Main Board of the SGX-ST; and
- (b) any Director and/or officer of the Company be and is/are hereby authorised to complete and do all such acts and things (including but not limited to executing or amending all such documents as may be required) as he may consider expedient, necessary, appropriate or desirable to give effect to this resolution.

SPECIAL RESOLUTION – THE PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY IN CONNECTION WITH THE PROPOSED CONVERSION

That subject to and contingent upon the passing of the Ordinary Resolution:

- (a) the amended Bye-laws of the Company as contained in Appendix 3 to the Circular (which incorporates the proposed amendments to the Bye-laws of the Company as contained in Appendix 2 to the Circular) and submitted to this SGM be approved and adopted as the Bye-laws of the Company in substitution for, and to the exclusion of, the existing Bye-laws of the Company with effect from the date of completion of the Proposed Conversion; and
- (b) any Director and/or officer of the Company be and is/are hereby authorised to complete and do all such acts and things (including but not limited to executing or amending all such documents as may be required) as he may consider expedient, necessary, appropriate or desirable to give effect to this resolution.

By Order of the Board
Techcomp (Holdings) Limited
Sin Sheung Nam, Gilbert
Joint Company Secretary

Hong Kong, 1 March 2016

* For identification purposes only

IMPORTANT: Please read notes below.

Notes:

- (1) A form of proxy for use at the meeting is enclosed herewith.
- (2) Any member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
- (3) In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Hong Kong Shareholders), or the Company's share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 (for Singapore Shareholders) as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
- (4) Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (5) Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the Shares shall be accepted to the exclusion of the votes of the other registered holders.
- (6) A Depositor (as defined in the SFA) whose name appears in the Depository Register (as defined in the SFA) and who is unable to attend personally but wishes to appoint a nominee to attend and vote on his behalf, or if such Depositor is a corporation, should complete the attached CDP proxy form and lodge the same at the office of the Company's share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 (for Singapore Shareholders) as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
- (7) The register of members of the Company will be closed from Tuesday, 22 March 2016 to Wednesday, 23 March 2016, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of Shareholders who are entitled to attend and vote at the SGM, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4.30 pm, Monday, 21 March 2016 (for Hong Kong Shareholders), or with the Company's share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 for registration no later than 5.00 pm, Monday, 21 March 2016 (for Singapore Shareholders).

Personal Data Privacy

- (8) By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM and/or any adjournment thereof, a 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 SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, "**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.

APPENDIX 1 – COMPARISON OF A SUMMARY OF THE PRINCIPAL LISTING RULES OF THE SGX-ST AND THE LISTING RULES OF THE SEHK AND CERTAIN LAWS IN SINGAPORE AND HONG KONG RELEVANT TO THE PROPOSED CONVERSION

The Company sets out below a summary of the major differences between the HK Listing Rules and the Listing Manual, and certain applicable laws and regulations of Singapore and Hong Kong relevant to the Proposed Conversion, and the takeover rules under the Singapore Take-over Code and the HK Takeovers Code. However, this summary is for general guidance only and is not and shall not be relied on as legal advice or any other advice to Shareholders. The summary is not meant to be a comprehensive or exhaustive description of all the relevant Singapore and Hong Kong laws, rules and regulations.

Shareholders and/or prospective investors should consult their own legal advisers for specific legal advice concerning their legal rights and obligations under Singapore laws and Hong Kong laws.

HK Listing Rules and Hong Kong Laws	Listing Manual and Singapore Laws
REPORTING REQUIREMENTS	
Chapter 13 of HK Listing Rules (Continuing obligations) Part XVIA, SFO	Chapter 7 of the Listing Manual (Continuing Obligations) Rule 703, Listing Manual: Disclosure of Material Information
<p>General obligation of disclosure</p> <p>Rule 13.05 to 13.09 of the HK Listing Rules</p> <p>Where SEHK becomes aware of a possible breach of the Part XIVA of the SFO (“Inside Information Provisions”), it will refer it to the SFC. SEHK will not itself take disciplinary action under the HK Listing Rules unless the SFC considers it not appropriate to pursue the matter under the SFO and SEHK considers action under the HK Listing Rules for a possible breach of the relevant rules appropriate.</p> <p>SEHK has identified certain circumstances in Chapter 13 of the HK Listing Rules in which an issuer must disclose information to the public. However, these are not alternatives to, and do not in any way detract from, the statutory disclosure obligation found in the Inside Information Provisions. SEHK may require the issuer to make an announcement or halt trading in its listed securities where it considers it appropriate to preserve or ensure an orderly, informed and fair market. SEHK, in discharge of its duty under section 21 of the SFO, will monitor the market, make enquiries when it considers them appropriate or necessary, and may halt trading in an issuer’s securities in accordance with the HK Listing Rules as required.</p>	<p>(1) An issuer must announce any information known to the issuer concerning it or any of its subsidiaries or associated companies which:-</p> <p style="margin-left: 20px;">(a) is necessary to avoid the establishment of a false market in the issuer’s securities; or</p> <p style="margin-left: 20px;">(b) would be likely to materially affect the price or value of its securities.</p> <p>(2) Rule 703(1) does not apply to information which it would be a breach of law to disclose.</p> <p>(3) Rule 703(1) does not apply to particular information while each of the following conditions applies.</p> <p style="margin-left: 20px;">Condition 1 : a reasonable person would not expect the information to be disclosed;</p> <p style="margin-left: 20px;">Condition 2 : the information is confidential; and</p> <p style="margin-left: 20px;">Condition 3 : one or more of the following applies:</p>

<p>An issuer and its directors must take all reasonable steps to maintain strict confidentiality of inside information until it is announced. An issuer must not divulge any information in such a way as to place in a privileged dealing position any person or class or category of persons. It must not release any information in such a way that SEHK transactions may be entered into at prices which do not reflect the latest available information. An issuer and its directors must seek to ensure that dealings do not take place between parties one of whom does not have inside information which the other possesses.</p> <p>To maintain high standards of disclosure, SEHK may require an issuer to announce further information, and impose additional requirements on it, where SEHK considers that circumstances so justify. However, SEHK will allow the issuer to make representations before imposing any requirements on it which are not imposed on listed issuers generally. The issuer must comply with the additional requirements failing which SEHK may itself publish the information available to it. Conversely, SEHK may waive, modify or not require compliance with any specific obligations in Chapter 13 of the HK Listing Rules in a particular case, but may require the issuer to enter into an agreement or undertaking as a condition of any dispensation.</p> <p>Without prejudice to Rule 13.10 of the HK Listing Rules, where in the view of SEHK there is or there is likely to be a false market in an issuer's securities, the issuer must, as soon as reasonably practicable after consultation with SEHK, announce the information necessary to avoid a false market in its securities. This obligation exists whether or not SEHK makes enquiries under Rule 13.10 of the HK Listing Rules. If an issuer believes that there is likely to be a false market in its listed securities, it must contact SEHK as soon as reasonably practicable.</p> <p>Where an issuer is required to disclose inside information under the Inside Information Provisions, it must also simultaneously announce the information. Also, when an issuer applies from the SFC for a waiver to disclose information under the Inside Information Provisions, it must simultaneously copy such application to SEHK, and promptly upon being notified on the SFC's decision copy SEHK with the SFC's decision.</p>	<ul style="list-style-type: none"> (i) the information concerns an incomplete proposal or negotiation; (ii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure; (iii) the information is generated for the internal management purposes of the entity; (iv) the information is a trade secret. <p>(4) In complying with the SGX-ST's disclosure requirements, an issuer must:</p> <ul style="list-style-type: none"> (a) observe the Corporate Disclosure Policy set out in Appendix 7.1 of the Manual, and (b) ensure that its directors and executive officers are familiar with the SGX-ST's disclosure requirements and Corporate Disclosure Policy. <p>(5) The SGX-ST will not waive any requirements under this Rule.</p>
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Part XIVA of the SFO

On 1 January 2013, amendments to the SFO came into effect to provide for a new Part XIVA under the SFO giving statutory backing to one of the most important principles in the HK Listing Rules. The provisions under Part XIVA impose a general obligation of disclosure of price sensitive, or “inside” information by listed corporations.

Section 307A(1) of the SFO states that “inside information”, in relation to a listed corporation, means specific information that is about:

- (1) the corporation;
- (2) a shareholder or officer of the corporation;
or
- (3) the listed securities of the corporation or their derivatives; and

is not generally known to the persons who are accustomed or would be likely to deal in the listed securities of the corporation but would if generally known to them be likely to materially affect the price of the listed securities.

The statutory requirements to disclose inside information are central to the orderly operation and integrity of the market and underpin the maintenance of a fair and informed market. To comply with the obligations, listed corporations should consider their own circumstances when deciding whether any inside information arises and how it should be disclosed properly to the public. Disclosure should be made in a manner that provides for equal, timely and effective access by the public to the information disclosed.

To strike an appropriate balance between encouraging timely disclosure of inside information and preventing premature disclosure which might prejudice a listed corporation’s legitimate interests, the SFO provides for appropriate “Safe Harbours” as set out below to permit a listed corporation to withhold the disclosure of inside information in specified circumstances:

- (1) disclosure is not required if and so long as it is prohibited under law or court order;
- (2) disclosure is not required if and so long as ALL of the following conditions apply:
 - (a) reasonable precautions have been taken by the listed issuer to preserve confidentiality of the information;

<p>(b) confidentiality of the information is preserved; and</p> <p>(c) one or more of the following is applicable:</p> <ol style="list-style-type: none"> a. the information concerns an incomplete proposal or negotiation; b. the information is a trade secret; c. the information concerns the provision of liquidity support from the Exchange Fund established by the Exchange Fund Ordinance (Cap. 66 of the Laws of Hong Kong) or from an institution which performs the functions of a central bank; and/or d. disclosure is waived by the SFC. <p>Every officer of a listed issuer must take all reasonable measures from time to time to ensure that proper safeguards exist to prevent a breach of a disclosure requirement. The SFC is empowered to institute disclosure proceedings directly in the Market Misconduct Tribunal (“MMT”) if it appears to the SFC that a breach of a disclosure requirement has or may have taken place. A listed issuer and any officer that are judged to be in breach of a disclosure requirement by the MMT would be subject to civil sanction(s).</p>	
<p>SPECIFIC MATTERS RELEVANT TO THE ISSUER’S BUSINESS</p> <p>I. Advance to an entity</p> <p><i>Rules 13.13 to 13.15A of the HK Listing Rules</i></p> <p>Where the relevant advance to an entity exceeds 8% under the assets ratio defined under Rule 14.07(1) of the HK Listing Rules, the issuer must announce the information in Rule 13.15 of the HK Listing Rules as soon as reasonably practicable. For the avoidance of doubt, an advance to a subsidiary of the issuer will not be regarded as an advance to an entity.</p> <p>Where the relevant advance to an entity increases from that previously disclosed under Rule 13.13,</p>	<p>Rule 704, Listing Manual:</p> <p>Announcement of Specific Information</p> <p>In addition to Rule 703, an issuer must immediately announce the following:–</p> <p>General</p> <ol style="list-style-type: none"> (1) Any change of address of the registered office of the issuer or of any office at which the Register of Members or any other register of securities of the issuer is kept. (2) Any proposed alteration to the Memorandum of Association or Articles of Association or Constitution of the issuer (see Rule 730 which requires issuers to seek the SGX-ST’s approval for any alteration to their Articles or constituent documents).

<p>13.14 or 13.20 of the HK Listing Rules and the amount of the increase since the previous disclosure is 3% or more under the assets ratio defined under Rule 14.07(1) of the HK Listing Rules, the issuer must announce the information in Rule 13.15 of the HK Listing Rules as soon as reasonably practicable.</p> <p>Under Rule 13.13 or 13.14 of the HK Listing Rules, issuers must announce details of the relevant advance to an entity, including details of the balances, the nature of events or transactions giving rise to the amounts, the identity of the debtor group, interest rate, repayment terms and collateral.</p> <p>For the purpose of Rules 13.13 and 13.14 of the HK Listing Rules, any trade receivable is not regarded as a relevant advance to an entity if:</p> <ol style="list-style-type: none"> (1) it arose in the issuer's ordinary and usual course of business (other than as a result of the provision of financial assistance); and (2) the transaction from which the trade receivable arose was on normal commercial terms. <p>II. Financial assistance and guarantees to affiliated companies of an issuer</p> <p><i>Rule 13.16 of the HK Listing Rules</i></p> <p>Where the financial assistance to affiliated companies of an issuer, and guarantees given for facilities granted to affiliated companies of an issuer, together in aggregate exceeds 8% under the assets ratio defined under Rule 14.07(1) of the HK Listing Rules, the issuer must announce as soon as reasonably practicable the information as set out in Rule 13.16 of the HK Listing Rules.</p> <p>III. Pledging of shares by the controlling shareholder</p> <p><i>Rule 13.17 of the HK Listing Rules</i></p> <p>Where the issuer's controlling shareholder has pledged all or part of its interest in the issuer's shares to secure the issuer's debts or to secure guarantees or other support of its obligations, the issuer must announce the information as set out in Rule 13.17 of the HK Listing Rules.</p>	<ol style="list-style-type: none"> (3) Deleted (4) Any call to be made on partly paid securities of the issuer or of any of its principal subsidiaries. (5) Any qualification or emphasis of a matter by the auditors on the financial statements of:– <ol style="list-style-type: none"> (a) the issuer; or (b) any of the issuer's subsidiaries or associated companies, if the qualification or emphasis of a matter has a material impact on the issuer's consolidated accounts or the group's financial position. (6) If an issuer has previously announced its preliminary full-year results, any material adjustments to its preliminary full-year results made subsequently by auditors. <p>Appointment or Cessation of Service</p> <ol style="list-style-type: none"> (7) (a) Any appointment or cessation of service of key persons such as director, chief executive officer, chief financial officer, chief operating officer, general manager, qualified person or other executive officer of equivalent authority, company secretary, registrar or auditors of the issuer. The announcement of an appointment or cessation of service of key persons such as director, chief executive officer, chief financial officer, chief operating officer, general manager, qualified person or other executive officer of equivalent authority must contain the information contained in Appendix 7.4.1 or Appendix 7.4.2, as the case may be. (b) In the case of a cessation of service of any director, chief executive officer, chief financial officer, chief operating officer, general manager or other executive officer of equivalent authority, such persons must inform the SGX-ST in writing as soon as possible if he is aware of any irregularities in the issuer which would have a material impact on the group, including financial reporting.
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<p>IV. Loan agreements with covenants relating to specific performance of the controlling shareholder</p> <p><i>Rule 13.18 of the HK Listing Rules</i></p> <p>Where an issuer (or any of its subsidiaries) enters into a loan agreement that includes a condition imposing specific performance obligations on any controlling shareholder (e.g. a requirement to maintain a specified minimum holding in the share capital of the issuer) and breach of such an obligation will cause a default in respect of loans that are significant to the issuer's operations, the issuer must announce the information as set out in Rule 13.18 of the HK Listing Rules.</p>	<p>(8) Any appointment or reappointment of a director to the audit committee. The issuer must state in the announcement whether the board considers the director to be independent. The issuer must also provide such additional disclosure as may be appropriate in the circumstances to enable its shareholders to assess the independence or otherwise of the appointed director. In the event of any retirement or resignation which renders the audit committee unable to meet the minimum number (not less than three) the issuer should endeavour to fill the vacancy within two months, but in any case not later than three months.</p>
<p>V. Breach of loan agreement by an issuer</p> <p><i>Rule 13.19 of the HK Listing Rules</i></p> <p>When an issuer breaches the terms of its loan agreements for loans that are significant to its operations, such that the lenders may demand their immediate repayment, and where the lenders have not issued a waiver in respect of the breach, the issuer must announce such information as soon as reasonably practicable.</p>	<p>(9) Any appointment of a person who is a relative of a director or chief executive officer or substantial shareholder of the issuer to a managerial position in the issuer or any of its principal subsidiaries. The announcement must state the job title, duties and responsibilities of the appointee, and the information required in Rule 704(7).</p>
<p>Vi. Sufficient operation</p> <p><i>Rules 13.24 to 13.24A of the HK Listing Rules</i></p> <p>An issuer shall carry out, directly or indirectly, a sufficient level of operations or have tangible assets of sufficient value and/or intangible assets for which a sufficient potential value can be demonstrated to SEHK to warrant the continued listing of the issuer's securities. An issuer must, after trading in its listed securities has been suspended, publish periodic announcements of its developments.</p>	<p>(10) Any promotion of an appointee referred to in Rule 704(9).</p> <p>(11) Any appointment of, or change in legal representative(s) (or person(s) of equivalent authority, however described), appointed as required by any relevant law applicable to the issuer and/or any of its principal subsidiaries, with sole powers to represent, exercise rights on behalf of, the issuer and/or that principal subsidiary.</p> <p>(12) For issuers with principal subsidiaries based in jurisdictions other than Singapore, any of its independent directors' appointment or cessation of service from the boards of these principal subsidiaries.</p>

<p>VII. Material matters which impact on profit forecasts</p> <p><i>Rule 13.24B of the HK Listing Rules</i></p> <p>If, during the profit forecast period, an event occurs which, had it been known when the profit forecast was made, would have caused any of the assumptions upon which the forecast is based to have been materially different, the issuer must promptly announce the event. In the announcement, the issuer must also indicate its view of the likely impact of that event on the profit forecast already made.</p> <p>If profit or loss generated by some activity outside the issuer's ordinary and usual course of business which was not disclosed as anticipated in the document containing the profit forecast, materially contributes to or reduces the profits for the period to which the profit forecast relates, the issuer must announce this information, including an indication of the level to which the unusual activity has contributed to or reduced the profit.</p> <p>The issuer must announce the information under Rule 13.24B(2)(a) of the HK Listing Rules as soon as it becomes aware that it is likely that the contribution to or reduction in the profits made or to be made by the profit or loss generated or to be generated will be material.</p>	<p>(13) Within 60 days after each financial year, the issuer must make an announcement of each person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer as set out in Appendix 7.2 Part II. If there are no such persons, the issuer must make an appropriate negative statement. The SGX-ST may require the issuer to provide additional information on any such person, including his remuneration, any changes to his duties, responsibilities and remuneration package.</p> <p>Appointment of Special Auditors</p> <p>(14) The SGX-ST may require an issuer to appoint a special auditor to review or investigate the issuer's affairs and report its findings to the SGX-ST or the issuer's Audit Committee or such other party as the SGX-ST may direct. The issuer may be required by the SGX-ST to immediately announce the requirement, together with such other information as the SGX-ST directs. The issuer may be required by the SGX-ST to announce the findings of the special auditors.</p>
<p>VIII. Winding-up and liquidation</p> <p><i>Rule 13.25 of the HK Listing Rules</i></p> <p>(1) An issuer shall inform SEHK of the happening of any of the following events as soon as it comes to its attention:-</p> <p>(a) the appointment of a receiver or manager either by any court having jurisdiction or under the terms of a debenture or any application to any court having jurisdiction for the appointment of a receiver or manager, or equivalent action in the country of incorporation or other establishment, in respect of the business or any part of the business of the issuer or the property of the issuer, its holding company or any subsidiary falling under Rule 13.25(2) of the HK Listing Rules;</p>	<p>General Meetings</p> <p>(15) The date, time and place of any general meeting. All notices convening meetings must be sent to shareholders at least 14 calendar days before the meeting (excluding the date of notice and the date of meeting). For meetings to pass special resolution(s), the notice must be sent to shareholders at least 21 calendar days before the meeting (excluding the date of notice and the date of meeting).</p> <p>(16) Immediately after each general meeting and before the commencement of the pre-opening session on the market day following the general meeting, whether the resolutions put to a general meeting of an issuer were passed. The announcement shall include:</p> <p>(a) Breakdown of all valid votes cast at the general meeting, in the prescribed format;</p> <p>(b) Details of parties who are required to abstain from voting on any resolution(s), including the number of shares held and the individual resolution(s) on which they are required to abstain from voting; and</p>

<p>(b) the presentation of any winding-up petition, or equivalent application in the country of incorporation or other establishment, or the making of any winding-up order or the appointment of a provisional liquidator, or equivalent action in the country of incorporation or other establishment, against or in respect of the issuer, its holding company or any subsidiary falling under Rule 13.25(2) of the HK Listing Rules;</p> <p>(c) the passing of any resolution by the issuer, its holding company or any subsidiary falling under Rule 13.25(2) of the HK Listing Rules that it be wound up by way of members' or creditors' voluntary winding-up, or equivalent action in the country of incorporation or other establishment;</p> <p>(d) the entry into possession of or the sale by any mortgagee of a portion of the issuer's assets where the aggregate value of the total assets or the aggregate amount of profits or revenue attributable to such assets represents more than 5% under any of the percentage ratios defined under Rule 14.04(9) of the HK Listing Rules; or</p> <p>(e) the making of any final judgment, declaration or order by any court or tribunal of competent jurisdiction whether on appeal or at first instance which is not subject to any or further appeal, which may adversely affect the issuer's enjoyment of any portion of its assets where the aggregate value of the total assets or the aggregate amount of profits or revenue attributable to such assets represents more than 5% under any of the percentage ratios defined under Rule 14.04(9) of the HK Listing Rules.</p>	<p>(c) Name of firm and/or person appointed as scrutineer.</p> <p>Acquisitions and Realisations</p> <p>(17) Any acquisition of–</p> <p>(a) shares resulting in the issuer holding 10% or more of the total number of issued shares excluding treasury shares of a quoted company;</p> <p>(b) except for an issuer which is a bank, finance company, securities dealing company or approved financial institution, quoted securities resulting in the issuer's aggregate cost of investment exceeding each multiple of 5% of the issuer's latest audited consolidated net tangible assets. The announcement must state:–</p> <p>(i) the aggregate cost of the issuer's quoted investments before and after the acquisition, and such amounts as a percentage of the latest audited consolidated net tangible assets of the issuer;</p> <p>(ii) the total market value of its quoted investments before and after the acquisition; and</p> <p>(iii) the amount of any provision for diminution in value of investments;</p> <p>(c) shares resulting in a company becoming a subsidiary or an associated company of the issuer (providing the information required by Rule 1010(3) and (5)); and</p> <p>(d) shares resulting in the issuer increasing its shareholding in a subsidiary or an associated company (providing the information required by Rule 1010(3) and (5)).</p> <p>(18) Any sale of–</p> <p>(a) shares resulting in the issuer holding less than 10% of the total number of issued shares excluding treasury shares of a quoted company;</p>
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<p>(2) Rules 13.25(1)(a), (b) and (c) of the HK Listing Rules will apply to a subsidiary of the issuer if the value of that subsidiary's total assets, profits or revenue represents 5% or more under any of the percentage ratios defined under Rule 14.04(9) of the HK Listing Rules. For the purpose of this Rule 13.25(2) of the HK Listing Rules, 100% of that subsidiary's total assets, profits or revenue (as the case may be) or, where that subsidiary itself has subsidiaries, the consolidated total assets, profits or revenue (as the case may be) of that subsidiary is to be compared to the total assets, profits or revenue (as the case may be) shown in the issuer's latest published audited consolidated financial statements irrespective of the interest held in the subsidiary.</p> <p>GENERAL MATTERS RELEVANT TO THE ISSUER'S BUSINESS</p> <p>I. Changes in issued shares</p> <p><i>Rule 13.25A of the HK Listing Rules</i></p> <p>An issuer must, whenever there is a change in its issued shares as a result of or in connection with any of the events referred to in Rule 13.25A(2) of the HK Listing Rules, submit through HKEx-EPS, or such other means as SEHK may from time to time prescribe, for publication on SEHK's website a return in such form and containing such information as SEHK may from time to time prescribe by not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day next following the relevant event.</p>	<p>(b) except for an issuer which is a bank, a finance company, a securities dealing company or an approved financial institution, quoted securities resulting in the issuer's aggregate cost of investment in quoted securities falling below each multiple of 5% of the issuer's latest audited consolidated net tangible assets. The announcement must contain the same information as required under Rule 704(17)(b)(i) to (iii), relating to a sale instead of an acquisition;</p> <p>(c) shares resulting in a company ceasing to be a subsidiary or an associated company of the issuer (providing the information required by Rule 1010(3) and (5)); and</p> <p>(d) shares resulting in the issuer reducing its shareholding in a subsidiary or an associated company (providing the information required by Rule 1010(3) and (5));</p> <p>(19) Any acquisition or disposal of shares or other assets which is required to be announced under Chapter 10.</p> <p>Winding Up, Judicial Management, etc</p> <p>(20) Any application filed with a court to wind up the issuer or any of its subsidiaries, or to place the issuer or any of its subsidiaries under judicial management.</p> <p>(21) The appointment of a receiver, judicial manager or liquidator of the issuer or any of its subsidiaries.</p>
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<p>II. Monthly return</p> <p><i>Rule 13.25B of the HK Listing Rules</i></p> <p>A listed issuer shall, by no later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the fifth business day next following the end of each calendar month, submit through HKEx-EPS, or such other means as SEHK may from time to time prescribe, for publication on SEHK's website a monthly return in relation to movements in the listed issuer's equity securities, debt securities and any other securitised instruments during the period to which the monthly return relates, in such form and containing such information as SEHK may from time to time prescribe.</p> <p>III. Issues of securities</p> <p><i>Rule 13.28 of the HK Listing Rules</i></p> <p>Where the directors agree to issue securities for cash in accordance with Rule 13.36(1)(a) or 13.36(2) of the HK Listing Rules, an issuer shall publish an announcement as soon as possible, but in any event not later than the time that is 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the next business day, containing the information in accordance with this Rule.</p> <p>IV. Pre-emptive rights</p> <p><i>Rule 13.36 of the HK Listing Rules</i></p> <p>(1) (a) Except in the circumstances mentioned in Rule 13.36(2) of the HK Listing Rules, the directors of the issuer shall obtain the consent of shareholders in general meeting prior to allotting, issuing or granting:–</p> <p>(i) shares;</p> <p>(ii) securities convertible into shares; or</p> <p>(iii) options, warrants or similar rights to subscribe for any shares or such convertible securities;</p>	<p>(22) Any breach of any loan covenants or any notice received from principal bankers or from the trustee of any debenture holders to demand repayment of loans granted to the issuer or any of its subsidiaries which, in the opinion of the issuer's directors, would result in the issuer facing a cash flow problem.</p> <p>(23) Where Rule 704(20), (21) or (22) applies, a monthly update must be announced regarding the issuer's financial situation, including:–</p> <p>(a) the state of any negotiations between the issuer and its principal bankers or trustee; and</p> <p>(b) the issuer's future direction, or other material development that may have a significant impact on the issuer's financial position.</p> <p>If any material development occurs between the monthly updates, it must be announced immediately.</p> <p>Announcement of Results, Dividends, etc</p> <p>(24) Any recommendation or declaration of a dividend (including a bonus or special dividend, if any), the rate and amount per share and date of payment. If dividends are not taxable in the hands of shareholders, this must be stated in the announcement and in the dividend advice to shareholders. If there is a material variation in the interim or final dividend rate compared to that for the previous corresponding period, the directors must state the reasons for the variation at the time the dividend is recommended or declared. If the directors decide not to declare or recommend a dividend, this must be announced.</p> <p>(25) After the end of each of the first three quarters of its financial year, half year or financial year, as the case may be, an issuer must not announce any:–</p> <p>(a) dividend;</p> <p>(b) capitalisation or rights issue;</p> <p>(c) closing of the books;</p> <p>(d) capital return;</p>
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<p>(b) Notwithstanding Rule 13.36(2)(b) of the HK Listing Rules, the directors of the issuer (other than a PRC issuer, to which the provisions of Rule 19A.38 of the HK Listing Rules apply) shall obtain the consent of the shareholders in general meeting prior to allotting any voting shares if such allotment would effectively alter the control of the issuer.</p> <p>(2) No such consent as is referred to in Rule 13.36(1)(a) of the HK Listing Rules shall be required:-</p> <p>(a) for the allotment, issue or grant of such securities pursuant to an offer made to the shareholders of the issuer which excludes for that purpose any shareholder that is resident in a place outside Hong Kong provided the directors of the issuer consider such exclusion to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place and, where appropriate, to holders of other equity securities of the issuer entitled to be offered them, pro rata (apart from fractional entitlements) to their existing holdings; or</p>	<p>(e) passing of a dividend; or</p> <p>(f) sales or turnover,</p> <p>unless it is accompanied by the results of the quarter, half year or financial year, as the case may be, or the results have been announced.</p> <p>Books Closure</p> <p>(26) Any intention to fix a books closure date, stating the date, reason and address of the share registry at which the relevant documents will be accepted for registration. At least 5 market days of notice (excluding the date of announcement and the books closure date) must be given for any books closure date. Issuers could consider a longer notice period, where necessary. Subject to the provisions of the Singapore Companies Act, the SGX-ST may agree to a shorter books closure period. In fixing a books closure date, an issuer must ensure that the last day of trading on a cum basis falls at least 1 day after the general meeting, if a general meeting is required to be held.</p> <p>(27) The issuer must not close its books for any purpose until at least 8 market days after the last day of the previous books closure period. This rule does not prohibit identical books closure dates for different purposes.</p>
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<p>(b) if, but only to the extent that, the existing shareholders of the issuer have by ordinary resolution in general meeting given a general mandate to the directors of the issuer, either unconditionally or subject to such terms and conditions as may be specified in the resolution, to allot or issue such securities or to grant any offers, agreements or options which would or might require securities to be issued, allotted or disposed of, whether during the continuance of such mandate or thereafter, subject to a restriction that the aggregate number of securities allotted or agreed to be allotted must not exceed the aggregate of 20% of the existing issued share capital of the issuer (or in the case of a scheme of arrangement involving an introduction in the circumstances set out in Rule 7.14(3) of the HK Listing Rules, 20% of the issued share capital of an overseas issuer following the implementation of such scheme) plus the number of such securities repurchased by the issuer itself since the granting of the general mandate (up to a maximum number equivalent to 10% of the existing issued share capital of the issuer), provided that the existing shareholders of the issuer have by a separate ordinary resolution in general meeting given a general mandate to the directors of the issuer to add such repurchased securities to the 20% general mandate.</p> <p>(3) A general mandate given under Rule 13.36(2) of the HK Listing Rules shall only continue in force until:–</p> <p>(a) the conclusion of the first annual general meeting of the issuer 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</p>	<p>Treasury Shares</p> <p>(28) Any sale, transfer, cancellation and/or use of treasury shares, stating the following:–</p> <p>(a) Date of the sale, transfer, cancellation and/or use;</p> <p>(b) Purpose of such sale, transfer, cancellation and/or use;</p> <p>(c) Number of treasury shares sold, transferred, cancelled and/or used;</p> <p>(d) Number of treasury shares before and after such sale, transfer, cancellation and/or use;</p> <p>(e) Percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and</p> <p>(f) Value of the treasury shares if they are used for a sale or transfer, or cancelled.</p> <p>Employee Share Option or Share Scheme</p> <p>(29) Any grant of options or shares. The announcement must be made on the date of the offer and provide details of the grant, including the following:–</p> <p>(a) Date of grant;</p> <p>(b) Exercise price of options granted;</p> <p>(c) Number of options or shares granted;</p> <p>(d) Market price of its securities on the date of grant;</p> <p>(e) Number of options or shares granted to each director and controlling shareholder (and each of their associates), if any; and</p> <p>(f) Validity period of the options.</p>
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<p>(b) revoked or varied by ordinary resolution of the shareholders in general meeting,</p> <p>whichever occurs first;</p> <p>(4) Where the issuer has obtained a general mandate from its shareholders pursuant to Rule 13.36(2)(b) of the HK Listing Rules, any refreshments of the general mandate before the next annual general meeting shall be subject to the following provisions:</p> <p>(a) any controlling shareholders and their associates or, where there are no controlling shareholders, directors (excluding independent non-executive directors) and the chief executive of the issuer and their respective associates shall abstain from voting in favour;</p> <p>(b) SEHK reserves the right to require the following parties to abstain from voting in favour of the relevant resolution at the general meeting:</p> <p>(i) any parties who were controlling shareholders of the issuer at the time the decision to seek a refreshment of the mandate was made or approved by the board, and their associates; or</p> <p>(5) In the case of a placing of securities for cash consideration, the issuer may not issue any securities pursuant to a general mandate given under Rule 13.36(2)(b) of the HK Listing Rules if the relevant price represents a discount of 20% or more to the benchmarked price of the securities, such benchmarked price being the higher of:</p> <p>(a) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the general mandate; and</p> <p>(b) the average closing price in the 5 trading days immediately prior to the earlier of</p> <p>(i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the general mandate;</p>	<p>Use of Proceeds</p> <p>(30) The use of the IPO proceeds and any proceeds arising from any offerings pursuant to Chapter 8 as and when such funds are materially disbursed and whether such a use is in accordance with the stated use and in accordance with the percentage allocated in the prospectus or the announcement of the issuer. Where there is any material deviation from the stated use of proceeds, the issuer must announce the reasons for such deviation.</p> <p>Loan agreements/Issue of Debt Securities</p> <p>(31) When the issuer or any of its subsidiaries enters into a loan agreement or issues debt securities that contain a condition making reference to shareholding interests of any controlling shareholder in the issuer, or places restrictions on any change in control of the issuer, and the breach of this condition or restriction will cause a default in respect of the loan agreement or debt securities, significantly affecting the operations of the issuer:–</p> <p>(a) The details of the condition(s) making reference to shareholding interests of such controlling shareholder in the issuer or restrictions placed on any change in control of the issuer; and</p> <p>(b) The aggregate level of these facilities that may be affected by a breach of such condition or restriction.</p> <p>(32) Any breach of the terms of loan agreements or debt issues which may have a significant impact on the operations of the issuer.</p>
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- (ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the general mandate; and
- (iii) the date on which the placing or subscription price is fixed,

unless the issuer can satisfy SEHK that it is in a serious financial position and that the only way it can be saved is by an urgent rescue operation which involves the issue of new securities at a price representing a discount of 20% or more to the benchmarked price of the securities or that there are other exceptional circumstances. The issuer shall provide SEHK with detailed information on the allottees to be issued with securities under the general mandate.

Rule 13.51 of the HK Listing Rules

An issuer must publish an announcement as soon as practicable in regard to:–

- (1) any proposed alteration of the issuer’s memorandum or articles of association or equivalent documents, and in the case of a PRC issuer, any proposed request by the PRC issuer to a PRC competent authority to waive or otherwise modify any provision of the Regulations;
- (2) any changes in its directorate or supervisory committee, and shall procure that each new director or supervisor or member of its governing body shall sign and lodge with SEHK as soon as practicable after their appointment a declaration and undertaking in the form set out in Form B, H or I, where applicable in Appendix 5.

Where a new director, supervisor or chief executive is appointed or the resignation, re-designation, retirement or removal of a director, supervisor or chief executive takes effect, the issuer must announce the change as soon as practicable and include the details in the announcement in accordance with the Rule 13.51(2) of the HK Listing Rules.

The issuer must also disclose in the announcement of resignation or removal of a director, supervisor or chief executive the reasons given by or to him for his resignation or removal (including, but not limited to, any information relating to his disagreement with the board and a statement whether or not there are any matters that need to be brought to the attention of holders of securities of the issuer).

The issuer must notify SEHK and publish an announcement on any important change in the holding of an executive office, including changes to any important functions or executive responsibilities of a director;

- (3) any change in the rights attaching to any class of listed securities and any change in the rights attaching to any shares into which any listed debt securities are convertible or exchangeable;
- (4) any change in its auditors or financial year end, the reason(s) for the change and any other matters that need to be brought to the attention of holders of securities of the issuer (including, but not limited to, information set out in the outgoing auditors' confirmation in relation to the change in auditors);
- (5) any change in its secretary, share registrar (including any change in overseas branch share registrar) or registered address or where applicable, agent for the service of process in Hong Kong or registered office or registered place of business in Hong Kong; and
- (6) any change in its Compliance Adviser; and
- (7) any revision in interim reports, annual reports or summary financial reports, the reason leading to the revision of published financial reports, and the financial impacts, if any.

General Meeting

Rule 13.39(4) of the HK Listing Rules

Any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The issuer must announce the results of the poll in the manner prescribed under Rule 13.39(5) of the HK Listing Rules.

Employee share option or share scheme*Rule 17.06A of the HK Listing Rules*

As soon as possible upon the granting by the listed issuer of an option under the scheme, the listed issuer must publish an announcement in accordance with Rule 2.07C of the HK Listing Rules setting out the following details:

- (1) date of grant;
- (2) exercise price of options granted;
- (3) number of options granted;
- (4) market price of its securities on the date of grant;
- (5) where any of the grantees is a director, chief executive or substantial shareholder of the listed issuer, or an associate of any of them, the names of such grantees and the number of options granted to each of them; and
- (6) validity period of the options.

Notifiable transactions*Rule 14.04 of the HK Listing Rules*

any reference to a “transaction” by a listed issuer:

- (1) includes the acquisition or disposal of assets, including deemed disposals as referred to in Rule 14.29 of the HK Listing Rules;
- (2) includes any transaction involving a listed issuer writing, accepting, transferring, exercising or terminating an option to acquire or dispose of assets or to subscribe for securities;
- (3) includes entering into or terminating finance leases where the financial effects of such leases have an impact on the balance sheet and/or profit and loss account of the listed issuer;
- (4) includes entering into or terminating operating leases which, by virtue of their size, nature or number, have a significant impact on the operations of the listed issuer (e.g. if such lease(s), by virtue of its/their total monetary value or the number of leases involved, represent(s) a 200% or more increase in the scale of the listed issuer’s existing operations conducted through lease arrangements of such kind);

<p>(5) includes granting an indemnity or a guarantee or providing financial assistance by a listed issuer, other than by a listed issuer which:</p> <ul style="list-style-type: none"> (a) is a banking company and provides the financial assistance in its ordinary and usual course of business; (b) grants an indemnity or a guarantee, or provides financial assistance to its subsidiaries; or (c) is a securities house and provides the financial assistance in its ordinary and usual course of business and upon normal commercial terms; <p>(6) includes entering into any arrangement or agreement involving the formation of a joint venture entity in any form, such as a partnership or a company, or any other form of joint arrangement, other than a joint venture where:</p> <ul style="list-style-type: none"> (a) the joint venture is engaging in a single purpose project/transaction which is of a revenue nature in the ordinary and usual course of business of the issuer; (b) the joint venture arrangement is on an arm's length basis and on normal commercial terms; and (c) the joint venture agreement contains clause(s) to the effect that the joint venture may not, without its partners' unanimous consent: <ul style="list-style-type: none"> (A) change the nature or scope of its business; or (B) enter into any transactions which are not on an arm's length basis; and <p>(7) to the extent not expressly provided in (1) to (6) above, excludes any transaction of a revenue nature in the ordinary and usual course of business of the listed issuer.</p>	
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<p>Rule 14.06 of the HK Listing Rules</p> <p>The transaction classification is made by using the percentage ratios set out in Rule 14.07 of the HK Listing Rules. The classifications are:–</p> <ol style="list-style-type: none"> (1) share transaction – an acquisition of assets (excluding cash) by a listed issuer where the consideration includes securities for which listing will be sought and where all percentage ratios are less than 5%; (2) discloseable transaction – a transaction or a series of transactions by a listed issuer where any percentage ratio is 5% or more, but less than 25%; (3) major transaction – a transaction or a series of transactions by a listed issuer where any percentage ratio is 25% or more, but less than 100% for an acquisition or 75% for a disposal; (4) very substantial disposal – a disposal or a series of disposals of assets (including deemed disposals) by a listed issuer where any percentage ratio is 75% or more; (4) very substantial acquisition – an acquisition or a series of acquisitions of assets by a listed issuer where any percentage ratio is 100% or more; and (5) reverse takeover – an acquisition or a series of acquisitions of assets by a listed issuer which, in the opinion of SEHK, constitutes, or is part of a transaction or arrangement or series of transactions or arrangements which constitute, an attempt to achieve a listing of the assets to be acquired and a means to circumvent the requirements for new applicants as set out in Chapter 8 of the HK Listing Rules. <p>A “reverse takeover” normally refers to:–</p> <ol style="list-style-type: none"> (a) an acquisition or a series of acquisitions of assets constituting a very substantial acquisition where there is or which will result in a change in control (as defined in the Takeovers Code) of the listed issuer (other than at the level of its subsidiaries); or 	<p>Chapter 10 of the Listing Manual (Acquisitions and Realisations)</p> <p>Rule 1004, Listing Manual</p> <p>Transactions are classified into the following categories:</p> <ol style="list-style-type: none"> (a) Non-discloseable transactions; (b) Discloseable transactions; (b) Major transactions; and (c) Very substantial acquisitions or reverse takeovers. <p>Rule 1006, Listing Manual</p> <p>A transaction may fall into category (a), (b), (c) or (d) of Rule 1004 depending on the size of the relative figures computed on the following bases:–</p> <ol style="list-style-type: none"> (a) The net asset value of the assets to be disposed of, compared with the group’s net asset value. This basis is not applicable to an acquisition of assets. (b) The net profits attributable to the assets acquired or disposed of, compared with the group’s net profits. (c) The aggregate value of the consideration given or received, compared with the issuer’s market capitalisation based on the total number of issued shares excluding treasury shares. (d) The number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue. (e) The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group’s proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets.
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<p>(b) acquisition(s) of assets from a person or a group of persons or any of his/their associates pursuant to an agreement, arrangement or understanding entered into by the listed issuer within 24 months of such person or group of persons gaining control (as defined in the Takeovers Code) of the listed issuer (other than at the level of its subsidiaries), where such gaining of control had not been regarded as a reverse takeover, which individually or together constitute(s) a very substantial acquisition.</p> <p>Percentage ratios</p> <p><i>Rule 14.07 of the HK Listing Rules</i></p> <p>The percentage ratios are the figures, expressed as percentages resulting from each of the following calculations:–</p> <p>(1) Assets ratio – the total assets which are the subject of the transaction divided by the total assets of the listed issuer (see in particular Rules 14.09 to 14.12, 14.16, 14.18 and 14.19 of the HK Listing Rules);</p> <p>(2) Profits ratio – the profits attributable to the assets which are the subject of the transaction divided by the profits of the listed issuer (see in particular Rules 14.13 and 14.17 of the HK Listing Rules);</p> <p>(3) Revenue ratio – the revenue attributable to the assets which are the subject of the transaction divided by the revenue of the listed issuer (see in particular Rules 14.14 and 14.17 of the HK Listing Rules);</p> <p>(4) Consideration ratio – the consideration divided by the total market capitalisation of the listed issuer. The total market capitalisation is the average closing price of the listed issuer’s securities as stated in SEHK’s daily quotations sheets for the five business days immediately preceding the date of the transaction (see in particular Rule 14.15 of the HK Listing Rules); and</p> <p>(5) Equity capital ratio – number of shares to be issued by listed issuer as consideration divided by the total number of listed issuer’s issued shares immediately before the transaction.</p>	<p>Summarily, transactions are categorised as follows:–</p> <p>(a) Non-Discloseable Transaction: Where all of the relative figures in Rule 1006 is 5% or less (Rule 1008(1))</p> <p>(b) Discloseable Transaction: Where any of the relative figures in Rule 1006 exceeds 5% but does not exceed 20% (Rule 1010).</p> <p>(c) Major Transaction: Where any of the relative figures in Rule 1006 exceeds 20% (Rule 1014)</p> <p>(d) Very Substantial Acquisition or Reverse Takeover: Where any of the relative figures in Rule 1006 is 100% or more, or where there is a change in control of the issuer (Rule 1015)</p> <p>Rule 1008(1), Listing Manual</p> <p>Where a transaction is classified as a Non-Discloseable Transaction, unless Rule 703, 905 or 1009 of the Listing Manual applies, no announcement of the transaction is required.</p> <p>Rule 1009, Listing Manual</p> <p>If the consideration is satisfied wholly or partly in securities for which listing is being sought, the issuer must announce the transaction as soon as possible after the terms have been agreed, stating the information set out in Chapter 10 Part VI of the Listing Manual.</p> <p>Rules 1010, 1014(1) and 1015(1), Listing Manual</p> <p>Where the transaction is classified as a Discloseable Transaction, Major Transaction or Very Substantial Acquisition / Reverse Takeover, an issuer must, after terms have been agreed, immediately announce the following:–</p> <p>(1) Particulars of the assets acquired or disposed of, including the name of any company or business, where applicable;</p> <p>(2) A description of the trade carried on, if any;</p> <p>(3) The aggregate value of the consideration, stating the factors taken into account in arriving at it and how it will be satisfied, including the terms of payment;</p> <p>(4) Whether there are any material conditions attaching to the transaction including a put, call or other option and details thereof;</p>
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Note: The value of the listed issuer's debt capital (if any), including any preference shares, shall not be included in the calculation of the equity capital ratio.

Listed issuers must consider all the percentage ratios to the extent applicable for classifying a transaction. In the case of an acquisition where the target entity uses accounting standards different from those of the listed issuer, the listed issuer must, where applicable, perform an appropriate and meaningful reconciliation of the relevant figures for the purpose of calculating the percentage ratios.

Rule 14.33 of the HK Listing Rules

The table below summarises the notification, publication and shareholders' approval requirements which will generally apply to each category of notifiable transaction. However, listed issuers should refer to the relevant rules for the specific requirements.

	Notification to Exchange	Publication of an announcement in accordance with rule 2.07C	Circular to shareholders	Shareholders' approval	Accountants' report
Share transaction	Yes	Yes	No	No ¹	No
Discloseable transaction	Yes	Yes	No	No	No
Major transaction	Yes	Yes	Yes	Yes ²	Yes ³
Very substantial disposal	Yes	Yes	Yes	Yes ²	No ⁵
Very substantial acquisition	Yes	Yes	Yes	Yes ²	Yes ⁴
Reverse takeover	Yes	Yes	Yes	Yes ^{2,6}	Yes ⁴

Notes:

- No shareholder approval is necessary if the consideration shares are issued under a general mandate. However, if the shares are not issued under a general mandate, the listed issuer is required, pursuant to rule 13.36(2)(b) or rule 19A.38 of the HK Listing Rules, to obtain shareholders' approval in general meeting prior to the issue of the consideration shares.
- Any shareholder and his close associates must abstain from voting if such shareholder has a material interest in the transaction.
- An accountants' report on the business, company or companies being acquired is required (see also rules 4.06 and 14.67(6) of the HK Listing Rules)
- An accountants' report on the business, company or companies being acquired is required (see also rules 4.06 and 14.69(4) of the HK Listing Rules).
- A listed issuer may at its option include an accountants' report (see note 1 to rule 14.68(2)(a)(i) of the HK Listing Rules).
- Approval of the Exchange is necessary.

- The value (book value, net tangible asset value and the latest available open market value) of the assets being acquired or disposed of, and in respect of the latest available valuation, the value placed on the assets, the party who commissioned the valuation and the basis and date of such valuation;
- In the case of a disposal, the excess or deficit of the proceeds over the book value, and the intended use of the sale proceeds. In the case of an acquisition, the source(s) of funds for the acquisition;
- The net profits attributable to the assets being acquired or disposed of. In the case of a disposal, the amount of any gain or loss on disposal;
- The effect of the transaction on the net tangible assets per share of the issuer for the most recently completed financial year, assuming that the transaction had been effected at the end of that financial year;
- The effect of the transaction on the earnings per share of the issuer for the most recently completed financial year, assuming that the transaction had been effected at the beginning of that financial year;
- The rationale for the transaction including the benefits which are expected to accrue to the issuer as a result of the transaction;
- Whether any director or controlling shareholder has any interest, direct or indirect, in the transaction and the nature of such interests;
- Details of any service contracts of the directors proposed to be appointed to the issuer in connection with the transaction; and
- The relative figures that were computed on the bases set out in Rule 1006.

For very Substantial Acquisitions / Reverse Takeovers, the issuer must also immediately announce the latest three years of proforma financial information of the assets to be acquired. (Rule 1015(1)(a)(ii))

Transactions that are Major Transactions are conditional upon the prior approval of shareholders (Rule 1014(2)). A circular to shareholders will need to be distributed to seek shareholders' approval for Major Transactions (Rule 1014(2)).

	<p>Further, Very Substantial Acquisitions / Reverse Takeovers transactions are conditional upon the approval of shareholders and the approval of the SGX-ST (Rule 1015(1)(b)). A circular to shareholders containing inter alia, the items set out in Rule 1015(5) will need to be distributed to seek shareholders' approval.</p> <p>The disclosures required to be made in such circular for these types of transactions are prescribed in the Listing Manual.</p>
ANNOUNCEMENT OF FINANCIAL RESULTS AND ANNUAL REPORTS	
<p>Disclosure of Financial Information</p> <p><i>Rule 13.46(1)</i></p> <p>In the case of an issuer (other than an overseas issuer and a PRC issuer):-</p> <p>Such issuer shall send to</p> <p>(a) every member of the issuer; and</p> <p>(b) every other holder of its listed securities (not being bearer securities),</p> <p>a copy of either (A) its annual report including its annual accounts and, where the issuer prepares group accounts within the meaning of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), the group accounts, together with a copy of the auditors' report thereon, or (B) its summary financial report not less than 21 days before the date of the issuer's annual general meeting and in any event not more than four months after the end of the financial year to which they relate. The issuer may send a copy of its summary financial report to a member and a holder of its listed securities in place of a copy of its annual report and accounts, provided that it complies with the relevant sections 437 to 446 of Companies Ordinance and in the Companies (Summary Financial Reports) Regulation.</p> <p>Annual Reports</p> <p><i>Rule 13.47 of the HK Listing Rules</i></p> <p>An issuer's annual report must comply with the provisions set out in Appendix 16 of the HK Listing Rules in relation to annual reports.</p>	<p>Rule 705, Listing Manual: Financial Statements</p> <p>(1) An issuer must announce the financial statements for the full financial year (as set out in Appendix 7.2) immediately after the figures are available, but in any event not later than 60 days after the relevant financial period.</p> <p>(2) An issuer must announce the financial statements for each of the first three quarters of its financial year (as set out in Appendix 7.2) immediately after the figures are available, but in any event not later than 45 days after the quarter end if:-</p> <p>(a) its market capitalization exceeded S\$75 million as at 31 March 2003; or;</p> <p>(b) it was listed after 31 March 2003 and its market capitalization exceeded S\$75 million at the time of listing (based on the IPO issue price); or</p> <p>(c) its market capitalization is S\$75 million or higher on the last trading day of each calendar year commencing from 31 December 2006. An issuer whose obligation falls within this sub-section (c) will have a grace period of a year to prepare for quarterly reporting.</p> <p>(3) (a) An issuer who falls within the sub-sections in Rule 705(2) above must comply with Rule 705(2) even if its market capitalization subsequently decreases below S\$75 million.</p>

<p>Interim Reports</p> <p><i>Rule 13.48 of the HK Listing Rules</i></p> <p>In respect of the first six months of each financial year of an issuer unless that financial year is of six months or less, the issuer shall send to the persons listed in Rule 13.46(1) of the HK Listing Rules, either (i) an interim report, or (ii) a summary interim report not later than three months after the end of that period of six months. The issuer may send a copy of its summary interim report to a member and a holder of its listed securities in place of a copy of its interim report, provided that such interim report complies with the relevant provisions of the Companies (Summary Financial Reports) Regulation governing summary financial reports.</p> <p>Preliminary Announcements of Results – Full Financial Year</p> <p><i>Rule 13.49 of the HK Listing Rules</i></p> <p>(1) An issuer shall publish in accordance with Rule 2.07C of the HK Listing Rules its preliminary results in respect of each financial year as soon as possible, but in any event not later than the time that is 30 minutes before the earlier of the commencement of the morning trading session or any preopening session on the next business day after approval by or on behalf of the board. The issuer must publish such results not later than three months after the end of the financial year.</p> <p>(2) The preliminary announcement shall be based on the issuer's financial statements for the financial year which shall have been agreed with the auditors.</p> <p>(3) (a) Where an issuer is unable to make an announcement of its preliminary results based on its financial statements in accordance with Rules 13.49(1) and 13.49(2) of the HK Listing Rules, it must make an announcement not later than three months after the end of the financial year.</p> <p>The announcement must contain at least the following information:–</p>	<p>(b) An issuer who does not fall within the sub-sections in Rule 705(2) above must announce its first half financial statements (as set out in Appendix 7.2) immediately after the figures are available, but in any event not later than 45 days after the relevant financial period.</p> <p>(4) Notwithstanding the foregoing, with respect to the first announcement to be made by the issuer pursuant to Rules 705(1) or (2) following its listing on the SGX-ST, where the time period between the date of its listing and the final date for the issuer to make the relevant announcement pursuant to Rule 705(1) or (2) above is less than 30 days, the issuer shall have 30 days from the relevant deadline to make the relevant announcement of the financial statements provided that the following conditions are satisfied.</p> <p>(a) the extension is announced by the issuer at the time of the issuer's listing; and</p> <p>(b) in the announcement referred to in paragraph (a), the issuer must confirm that there is no material adverse change to the financial position of the issuer since the date of its prospectus or introductory document issued in connection with its listing on the SGX-ST.</p> <p>(5) In the case of an announcement of interim financial statements (quarterly or half-yearly, as applicable, but excluding full year financial statements), an issuer's directors must provide a confirmation that, to the best of their knowledge, nothing has come to the attention of the board of directors which may render the interim financial statements to be false or misleading in any material aspect. In order to make this confirmation, directors would not be expected to commission an audit of these financial statements. The confirmation may be signed by 2 directors on behalf of the board of directors.</p>
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<p>(i) a full explanation for its inability to make an announcement based on financial statements which have been agreed with the auditors. Where there are uncertainties arising from the lack of supporting evidence or relating to the valuation of assets or liabilities, sufficient information to allow investors to determine the significance of the assets or liabilities;</p> <p>(ii) the expected date of the announcement of the financial results for the financial year which shall have been agreed with the auditors; and</p> <p>(iii) so far as the information is available, results for the financial year based on financial results which have yet to be agreed with the auditors. Where possible, those results must have been reviewed by the issuer's audit committee. In the event that the audit committee disagreed with an accounting treatment which had been adopted or the particulars published in accordance with Rule 13.49(3)(i)(a) of the HK Listing Rules, full details of such disagreement.</p> <p>(b) Where an issuer makes an announcement in accordance with Rule 13.49(3)(i) of the HK Listing Rules, then:</p> <p>(i) the issuer will be required to comply with the requirements set out in Rule 13.49(2) of the HK Listing Rules, as soon as the financial results for the financial year have been agreed with the auditors; and</p> <p>(ii) where the financial results for the financial year which have been agreed by the auditors differ materially from the financial results published by the issuer in accordance with Rule 13.49(3)(i)(c) of the HK Listing Rules, full particulars of, and reasons for, the difference must be set out in the preliminary announcement of such agreed results.</p>	<p>Rule 707, Listing Manual: Annual Report</p> <p>(1) The time between the end of an issuer's financial year and the date of its annual general meeting (if any) must not exceed four months.</p> <p>(2) 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.</p> <p>Rule 712 and 713, Listing Manual: Appointment of Auditors</p> <p>Rule 712:</p> <p>(1) An issuer must appoint a suitable auditing firm to meet its audit obligations, having regard to the adequacy of the resources and experience of the auditing firm and the audit engagement partner assigned to the audit, the firm's other audit engagements, the size and complexity of the listed group being audited, and the number and experience of supervisory and professional staff assigned to the particular audit.</p> <p>(2) The auditing firm appointed by the issuer must be:–</p> <p>(a) Registered with the Accounting and Corporate Regulatory Authority ("ACRA");</p> <p>(b) Registered with and/or regulated by an independent audit oversight body acceptable to the SGX-ST. Such oversight bodies should be members of the International Forum of Independent Audit Regulators, independent of the accounting profession and directly responsible for the system of recurring inspection of accounting firms or are able to exercise oversight of inspections undertaken by professional bodies; or</p> <p>(c) Any other auditing firm acceptable by SGX-ST.</p> <p>(3) A change in auditing firm must be specifically approved by shareholders in a general meeting.</p>
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<p>(1) The preliminary announcement of results (made in accordance with Rule 13.49(2) or 13.49(3) of the HK Listing Rules) must comply with the provisions set out in Appendix 16 of the HK Listing Rules in relation to preliminary announcements of results for the full financial year.</p> <p>Preliminary Announcements of Results – First Half of The Financial Year</p> <p>(2) The issuer shall publish in accordance with Rule 2.07C of the HK Listing Rules a preliminary announcement in respect of its results for the first six months of each financial year, unless that financial year is of six months or less, as soon as possible, but in any event not later than the time that is 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the next business day after approval by or on behalf of the board. The issuer must publish such results not later than two months after the end of that period of six months.</p> <p>In circumstances where the issuer is unable to make such an announcement, the issuer must make an announcement within the required time referred to above. The announcement must contain:–</p> <ul style="list-style-type: none"> (i) a full explanation for its inability to make an announcement based on unaudited financial statements; and (ii) the expected date of announcement of the unaudited results for the first half of the financial year. <p>(3) The preliminary announcement of interim results must comply with the provisions set out in Appendix 16 of the HK Listing Rules in relation to preliminary announcements of interim results.</p>	<p>Rule 713, Listing Manual</p> <p>(1) An issuer must disclose in its annual report the date of appointment and the name of the audit partner in charge of auditing the issuer and its group of companies. The audit partner must not be in charge of more than 5 consecutive audits for a full financial year, the first audit being for the financial year beginning on or after 1 January 1997, regardless of the date of listing. The audit partner may return after two years.</p> <p>(2) If the listing of an issuer occurs after 5 consecutive audits by the same audit partner in charge, the same audit partner may complete the audit of the financial year in which the issuer lists.</p> <p>Rule 719, Listing Manual</p> <p>(1) Internal Controls</p> <p>An issuer should have a robust and effective system of internal controls, addressing financial, operational and compliance risks. The audit committee (or such other committee responsible) may commission an independent audit on internal controls for its assurance, or where it is not satisfied with the systems of internal control.</p> <p>(2) Suspected Fraud Or Irregularity</p> <p>If the audit committee of an issuer becomes aware of any suspected fraud or irregularity, or suspected infringement of any Singapore laws or regulations or rules of the SGX-ST or any other regulatory authority in Singapore, which has or is likely to have a material impact on the issuer's operating results or financial position, the audit committee must discuss such matter with the external auditor and, at an appropriate time, report the matter to the board.</p>
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<p>Suspension on Failure to Publish Timely Financial Information</p> <p><i>Rule 13.50 of the HK Listing Rules</i></p> <p>Without prejudice to the generality of Rules 13.46, 13.47, 13.48 and 13.49 of the HK Listing Rules, SEHK will normally require suspension of trading in an issuer's securities if an issuer fails to publish periodic financial information in accordance with the HK Listing Rules. The suspension will normally remain in force until the issuer publishes an announcement in accordance with Rule 2.07C of the HK Listing Rules containing the requisite financial information.</p> <p>Reporting Accountants</p> <p><i>Rule 4.03 of the HK Listing Rules</i></p> <p>All accountants' reports must normally be prepared by certified public accountants who are qualified under the Professional Accountants Ordinance for appointment as auditors of a company and who are independent both of the issuer and of any other company concerned to the same extent as that required of an auditor under the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) and in accordance with the requirements on independence issued by the Hong Kong Institute of Certified Public Accountants, provided that, in the case of a circular issued by a listed issuer in connection with the acquisition of an overseas company, SEHK may be prepared to permit the accountants' report to be prepared by a firm of practising accountants which is not so qualified but which is acceptable to SEHK. Such a firm must normally have an international name and reputation and be a member of a recognised body of accountants.</p> <p>Internal control</p> <p>The board should ensure that the issuer maintains sound and effective internal controls to safeguard shareholders' investment and the issuer's assets.</p> <p>The board's annual review should, in particular, consider the adequacy of resources, staff qualifications and experience, training programmes and budget of the issuer's accounting and financial reporting function.</p>	<p>Rule 720, Listing Manual</p> <p>(1) An issuer must procure undertakings to comply with the SGX-ST's listing rules from all its directors and executive officers (in the form set out in Appendix 7.7) and submit the undertakings to the SGX-ST if required. An issuer must comply with Rule 210(5), Rule 221 (if applicable) and Rule 210(9)(e) (if applicable) on a continuing basis.</p> <p>(2) Without limiting the generality of the foregoing, where a director is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds, he must immediately resign from the board of directors of the issuer. An announcement containing the details in Appendix 7.4.2 must be made.</p> <p>(3) (a) The SGX-ST may require an issuer to obtain the approval of the SGX-ST for the appointment of a director, a chief executive officer and chief financial officer (or its equivalent rank).</p> <p>(b) The circumstances under which the SGX-ST may effect Rule 720(3)(a) include but are not limited to:—</p> <p>(i) Where the issuer is the subject of an investigation into the affairs of the issuer by a special auditor appointed under Rule 704(12), or a regulatory or enforcement agency;</p> <p>(ii) Where the integrity of the market may be adversely affected;</p> <p>(iii) Where the SGX-ST thinks it necessary in the interests of the public or for the protection of investors; and</p> <p>(iv) Where the issuer refused to extend cooperation to the SGX-ST on regulatory matters.</p> <p>(c) The SGX-ST will give prior notice to the issuer where 3(a) is applicable.</p>
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The directors should at least annually conduct a review of the effectiveness of the issuers' and its subsidiaries' internal control systems and report to shareholders that they have done so in their Corporate Governance Report. The review should cover all material controls, including financial, operational and compliance controls and risk management functions.

The board's annual review should, in particular, consider the adequacy of resources, staff qualifications and experience, training programmes and budget of the issuer's accounting and financial reporting function.

Appointment of Directors

Rule 3.09 of the HK Listing Rules

Every director of a listed issuer must satisfy SEHK that he has the character, experience and integrity and is able to demonstrate a standard of competence commensurate with his position as a director of a listed issuer. SEHK may request further information regarding the background, experience, other business interests or character of any director or proposed director of a listed issuer.

Rules 13.51B to 13.51C of the HK Listing Rules

Where there is a change in any of the information required to be disclosed pursuant to Rule 13.51(2) of the HK Listing Rules during the course of the director's or supervisor's term of office, the issuer must inform SEHK and publish an announcement/ annual or interim report of the listed issuer and ensure that the change and/ or the updated information regarding the director or supervisor is properly disclosed according to Rules 13.51B and 13.51C of the HK Listing Rules.

SHARE DISPERSION REQUIREMENT	
<p>Minimum prescribed public holdings and other listings</p> <p><i>Rules 8.08 and 13.32 of the HK Listing Rules</i></p> <p>Issuers shall maintain the minimum percentage of listed securities as prescribed by Rule 8.08 of the HK Listing Rules at all times in public hands (at least 25% of the issuer's total issued share capital must at all times be held by the public for listed issuer with market capitalisation less than HK\$50,000,000). An issuer shall inform SEHK and take certain steps according to this Rule if the number of listed securities in the hands of the public has fallen below the relevant prescribed minimum percentage.</p> <p>If the percentage falls below the minimum, SEHK reserves the right to suspend trading until appropriate steps have been taken to restore the minimum percentage of securities in public hands. In this connection, SEHK will normally require suspension of trading in an issuer's securities where the percentage of its public float falls below 15%.</p>	<p>Rule 724, Listing Manual</p> <p>Under Rule 724(1) of the Listing Manual, if the percentage of securities in public hands falls below 10%, the issuer must make an announcement and the SGX-ST may suspend trading of the class, or all the securities of the issuer.</p> <p>Under Rule 724(2) of the Listing Manual, the SGX-ST may allow the issuer a period of 3 months, or such longer period as the SGX-ST may agree, to raise the percentage of securities in public hands to at least 10%, failing which the issuer may be removed from the Official List.</p>
SHAREHOLDERS' REPORTING OBLIGATIONS ON INTERESTS IN SHARES	
<p>Disclosure of interests in shares</p> <p>The HK Listing Rules require that the interests held by directors and chief executives and substantial shareholders (i.e. shareholders interested in 10% or more of the voting power) be disclosed in annual reports, interim reports and circulars of the listed company.</p> <p>The SFO provides that substantial shareholders (i.e. shareholders interested in 5% or more of the shares in the listed company) are required to disclose their interest and short positions (when such substantial shareholder has or ceases to have more than 1% short position) in the shares of the listed company.</p> <p>Directors and chief executives of a listed company are required to disclose their interest and short position in any shares in a listed company (or any of its associated companies) and their interest in any debentures of the listed company (or any of its associated companies).</p> <p>The time allowed for disclosure of interest is within 10 business days after the relevant event for "initial notification", and within 3 business days of the day one becomes aware of the relevant event in any other cases.</p>	<p>Disclosure of interests in shares</p> <p>Under Sections 135 to 137 of the SFA, a substantial shareholder (i.e. a shareholder having interests in not less than 5% of the total votes attached to all the voting shares in the corporation) of a corporation shall within 2 business days after becoming aware that he is a substantial shareholder, or that there is a change in the percentage level (as defined in the SFA) of his interest, or that he has ceased to be a substantial shareholder, notify the corporation of his interests or change in interests.</p> <p>Section 133 of the SFA requires every director and chief executive officer of a corporation to give notice in writing to the corporation of particulars of, <i>inter alia</i>, shares in the corporation which he holds, or in which he has an interests and the nature and extent of that interest, and any change in respect of the particulars. Such notice shall be given within 2 business days after (a) the date on which the director or chief executive officer becomes such a director or chief executive director, (b) the date on which he acquires the relevant interests, or (c) the director or the chief executive officer becomes aware of the change in respect of the particulars, as the case may be.</p>

<p>For a director or chief executive, “initial notification” includes the notification of interests and short position he makes when the company becomes listed, or when he first becomes a director or chief executive. For a substantial shareholder, “initial notification” includes the notification of interests he makes when he has an interest of more than 5% in the shares on the listing of the company.</p>	<p>Section 137G of the SFA requires a corporation which has been notified in writing by a director, chief executive officer or substantial shareholder of, <i>inter alia</i>, the aforesaid interests or changes in interests to announce or otherwise disseminate the information to the securities market as soon as practicable and in any case, no later than the end of the business day following the day on which the corporation received the notice.</p> <p>The aforesaid references in the SFA to a corporation refer to (a) a company (as defined in Section 4(1) of the Singapore Companies Act) any or all of the shares in which are listed for quotation of the official list of the SGX-ST; or (b) a corporation (not being a company, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing.</p>
<p>DIRECTORS’ OBLIGATIONS ON SECURITIES TRANSACTIONS AND INTERESTS IN SHARES</p>	
<p>Model Code for Securities Transactions by Directors of Listed Issuers</p> <p>Appendix 10 of the HK Listing Rules (the “Model Code”) sets a required standard against which directors must measure their conduct regarding transactions in securities of their listed issuers. Any breach of such required standard will be regarded as a breach of the HK Listing Rules. A director must seek to secure that all dealings in which he is or is deemed to be interested be conducted in accordance with the Model Code.</p> <p>Basic Principles</p> <p>(1) The Model Code sets a required standard against which directors must measure their conduct regarding transactions in securities of their listed issuers. Any breach of such required standard will be regarded as a breach of the HK Listing Rules. A director must seek to secure that all dealings in which he is or is deemed to be interested be conducted in accordance with the Model Code.</p> <p>(2) A listed issuer may adopt its own code on terms no less exacting than those set out in the Model Code if it so wishes. Any breach of such code will not be a breach of the HK Listing Rules unless it is also a breach of the required standard contained in the Model Code.</p>	<p>Disclosure of interests by directors and chief executive officers</p> <p>Under Section 133(1) of the SFA, every director and chief executive officer of a corporation shall give notice in writing to the corporation of particulars of:</p> <p>(a) shares in the corporation or in a related corporation of the corporation, which he holds, or in which he has an interest and the nature and extent of that interest.</p> <p>(b) debentures of or participatory interests made available by the corporation or a related corporation of the corporation, which he holds, or in which he has an interest and the nature and extent of that interest;</p> <p>(c) his rights or options, or rights or options of his and another person or other persons, in respect of the acquisition or disposal of shares in or debentures of the corporation or a related corporation of the corporation;</p> <p>(d) contracts to which he is a party, or under which he is entitled to a benefit, being contracts under which a person has a right to call for or to make delivery of shares in the corporation or in a related corporation of the corporation; and</p>

<p>(3) The SEHK regards it as highly desirable that directors of a listed issuer should hold securities in the listed issuer.</p> <p>(4) Directors wishing to deal in any securities in a listed issuer must first have regard to the provisions of Parts XIII and XIV of the SFO with respect to insider dealing and market misconduct.</p> <p>(5) The single most important thrust of the Model Code is that directors who are aware of or privy to any negotiations or agreements related to intended acquisitions or disposals which are notifiable transactions or connected transactions under HK Listing Rules or any inside information must refrain from dealing in the issuer's securities as soon as they become aware of them or privy to them until the information has been announced. Directors who are privy to relevant negotiations or agreements or any inside information should caution those directors who are not so privy that there may be inside information and that they must not deal in the issuer's securities for a similar period.</p> <p>(6) In addition, a director must not make any unauthorised disclosure of confidential information, whether to co-trustees or to any other person or make any use of such information for the advantage of himself or others.</p> <p>Directors and chief executives of a listed company are required to disclose their interest and short position in any shares in a listed company (or any of its associated companies) and their interest in any debentures of the listed company (or any of its associated companies). Please refer to the paragraph headed "Shareholders' Reporting Obligations on Interests in Shares" for more information.</p>	<p>(e) any change in respect of the particulars of any matter referred to in the foregoing paragraphs (a) to (d).</p> <p>Section 4 of the SFA shall apply for the purpose of determining whether a person has an interest in securities under the aforesaid sections of the SFA.</p> <p>Further, a director or chief executive officer of a corporation shall be deemed to have an interest in securities referred to in Section 133(1) of the SFA if a family member (i.e. a spouse, or a son, adopted son, step-son, daughter, adopted daughter or step-daughter below the age of 21 years) of the director or chief executive officer (not being himself a director or chief executive officer of the corporation), as the case may be, holds or has an interest in those securities; and any contract entered into by, any assignment or right of subscription made or exercised by, or any grant made to, a family member of a director or chief executive officer of a corporation (not being himself a director or chief executive officer of the corporation) shall be deemed to have been entered into by, made or exercised by or made to the director or chief executive officer.</p> <p>The aforesaid references in the SFA to a corporation refer to (a) a company (as defined in Section 4(1) of the Singapore Companies Act) any or all of the shares in which are listed for quotation of the official list of the SGX-ST; or (b) a corporation (not being a company, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing.</p> <p>Rule 1207(19), Listing Manual</p> <p>Under Rule 1207(19) of the Listing Manual, an issuer must include in its annual report, a statement whether and how the issuer has complied with the following best practices on dealings in securities –</p> <p>(a) a listed issuer should devise and adopt its own internal compliance code to provide guidance to its officers with regard to dealing by the listed issuer and its officer in its securities;</p> <p>(b) an officer should not deal in his company's securities on short-term considerations; and</p>
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- (c) a listed issuer and its officers should not deal in the listed issuer's securities during the period commencing two weeks before the announcement of the company financial statements for each of the first three quarters in its financial year and one month before the announcement of the company's full year financial statements (if required to announce quarterly financial statements), or one month before the announcement of the company's half year and full year financial statements (if not required to announce quarterly financial statements).

Appendix 7.1, Listing Manual

Under paragraphs 27 to 30 of Appendix 7.1 of the Listing Manual :

- (a) issuers and parties who may be regarded as insiders should be fully aware of the provisions in any applicable legislation on insider trading;
- (b) persons who come into possession of material information, before its public release, are considered insiders for the purposes of the SGX-ST's corporate disclosure policies. Such persons include substantial shareholders, directors, executive officers and other employees, and frequently also include the issuer's lawyers, accountants, bankers, investment bankers, public relations consultants, advertising agencies, consultants, valuers and other third parties. The associates (as defined in "Definitions and Interpretation") of, and those under the control of, insiders may also be regarded as insiders. Where an issuer is involved in the negotiation of an acquisition or transaction, the other parties to the negotiation may also be regarded as insiders;
- (c) issuers should make insiders (and others who have access to material information on the issuer before it is publicly disclosed) aware that trading in the issuer's securities while in possession of undisclosed material information or tipping such information is an offence under Singapore's securities laws and may also give rise to civil liability. Issuers are advised to refer to the best practices guide which provides guidance on the principles and best practices with regard to dealings by the directors and employees of the issuers in their respective issuer's securities; and

	(d) issuers should establish, publish and enforce effective procedures applicable to the purchase and sale of the securities of the issuer and listed members of its group by officers, directors, employees and other insiders. The procedures should be designed not only to prevent improper trading, but also to avoid any question of the propriety of insider purchases or sales.
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ON-MARKET SHARE BUYBACKS

<p>Rule 10.06 of the HK Listing Rules</p> <p>An issuer whose primary listing is on SEHK may only purchase shares on SEHK, either directly or indirectly, if (i) the shares proposed to be purchased by the issuer are fully-paid up, (ii) the issuer has previously sent to its shareholders an Explanatory Statement complying with the provisions of Rule 10.06(1)(b) of the HK Listing Rules; and (iii) its shareholders have given a specific approval or a general mandate to its directors to make the purchase(s), by way of an ordinary resolution which complies with Rule 10.06(1)(c) of the HK Listing Rules and which has been passed at a general meeting of the issuer duly convened and held.</p> <p>The issuer must send to its shareholders an Explanatory Statement (at the same time as the notice of the relevant shareholders' meeting) containing all the information reasonably necessary to enable those shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the purchase by the issuer of shares including the information set out in Rule 10.06(1)(b) of the HK Listing Rules.</p> <p>At the same time as the Explanatory Statement is sent to shareholders of the issuer, the issuer should submit to SEHK (a) a confirmation from the issuer that the Explanatory Statement contains the information required under Rule 10.06(1)(b) of the HK Listing Rules and that neither the Explanatory Statement nor the proposed share repurchase has unusual features; and (b) the undertaking from its directors to SEHK according to Rule 10.06(1)(b) (vi) of the HK Listing Rules.</p>	<p>Rule 881, Listing Manual</p> <p>An issuer may purchase its own shares ("share buy-back") if it has obtained the prior specific approval of shareholders in general meeting.</p> <p>Rule 882, Listing Manual</p> <p>A share buy-back may only be made by way of on-market purchases transacted through the SGX-ST's trading system or on another stock exchange on which the issuer's equity securities are listed ("market acquisition") or by way of an off-market acquisition in accordance with an equal access scheme as defined in Section 76C of the Singapore Companies Act. Unless a lower limit is prescribed under the issuer's law of incorporation, such share buy-back shall not exceed 10 per cent of the total number of issued ordinary shares in the capital of the issuer as at the date of the resolution passed by shareholders for the share buy-back.</p> <p>Rule 883, Listing Manual</p> <p>For the purpose of obtaining shareholder approval, the issuer must provide at least the following information to shareholders:–</p> <ol style="list-style-type: none"> (1) The information required under the Singapore Companies Act; (2) The reasons for the proposed share buy-back; (3) The consequences, if any, of share purchases by the issuer that will arise under the Singapore Take-over Code or other applicable takeover rules; (4) Whether the share buy-back, if made, could affect the listing of the issuer's equity securities on the SGX-ST;
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<p>The ordinary resolution proposed to shareholders to give the directors of the issuer a specific approval or general mandate to purchase shares must include: (i) the total number and description of the shares which the issuer is authorised to purchase, provided that the number of shares which the issuer is authorised to purchase on SEHK or on another stock exchange recognised for this purpose by the SFC and SEHK under the Code on Share Buy-backs, may not exceed 10 per cent. of the issued share capital of the issuer and the total number of warrants to subscribe for or purchase shares (or other relevant class of securities) authorised to be so purchased may not exceed 10 per cent. of the warrants of the issuer (or such other relevant class of securities, as the case may be), in each case as at the date of the resolution granting the general mandate; and (ii) the dates on which the authority conferred by the resolution will commence and determine. Such authority may only continue in force until:–</p> <p>(A) the conclusion of the first annual general meeting of the issuer following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or</p> <p>(B) revoked or varied by ordinary resolution of the shareholders in general meeting, whichever occurs first.</p> <p>The issuer must report the outcome of the general meeting called to consider the proposed purchases to the SEHK immediately following the meeting.</p>	<p>(5) Details of any share buy-back made by the issuer in the previous 12 months (whether market acquisitions or off-market acquisitions in accordance with an equal access scheme), giving the total number of shares purchased, the purchase price per share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and</p> <p>(6) Whether the shares purchased by the issuer will be cancelled or kept as treasury shares.</p> <p>Shareholding Spread Requirements</p> <p>Rule 723, Listing Manual</p> <p>An issuer must ensure that at least 10% of the total number of issued shares excluding treasury shares (excluding preference shares and convertible equity securities) in a class that is listed is at all times held by the public.</p> <p>Dealing Restrictions</p> <p>Rule 884, Listing Manual</p> <p>An issuer may only purchase shares by way of a market acquisition at a price which is not more than 5% above the average closing price. For this purpose, the average closing market price is:–</p> <p>(1) the average of the closing market prices of the shares over the last 5 market days on which transactions in the share were recorded, before the day the purchases are made; and</p> <p>(2) deemed to be adjusted for any corporate action that occurs after the relevant 5-day period.</p> <p>Rule 885, Listing Manual</p> <p>An issuer making an off-market purchase in accordance with an equal access scheme, must issue an offer document to all shareholders containing at least the following information:</p> <p>(1) Terms and conditions of offer;</p> <p>(2) Period and procedures for acceptances; and</p> <p>(3) Information in Rule 883(2), (3), (4), (5) and (6).</p>
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Dealing Restrictions	Reporting Requirements
<p>(1) An issuer shall not purchase its shares on SEHK if the purchase price is higher by 5% or more than the average closing market price for the 5 preceding trading days on which its shares were traded on SEHK;</p> <p>(2) an issuer shall not purchase its shares on SEHK for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the SEHK from time to time;</p> <p>(3) an issuer shall not knowingly purchase its shares from a core connected person and a core connected person shall not knowingly sell shares to the issuer, on SEHK;</p> <p>(4) an issuer shall procure that any broker appointed by the issuer to effect the purchase of its shares shall disclose to SEHK such information with respect to purchases made on behalf of the issuer as SEHK may request;</p> <p>(5) an issuer shall not purchase its shares on SEHK at any time after inside information has come to its knowledge until the information is made publicly available. In particular, during the period of one month immediately preceding the earlier of:</p> <ul style="list-style-type: none"> (i) the date of the board meeting (as such date is first notified to SEHK in accordance with the HK Listing Rules) for the approval of the issuer's results for any year, half-year, quarterly or any other interim period (whether or not required under the HK Listing Rules); and (ii) the deadline for the issuer to announce its results for any year or half-year under the HK Listing Rules, or quarterly or any other interim period (whether or not required under the HK Listing Rules), <p>and ending on the date of the results announcement, the issuer may not purchase its shares on SEHK, unless the circumstances are exceptional;</p>	<p>Rule 886(1), Listing Manual</p> <p>(1) An issuer must notify the SGX-ST of any share buy-back as follows:-</p> <ul style="list-style-type: none"> (i) In the case of a market acquisition, by 9.00 am on the market day following the day on which it purchased shares, (ii) In the case of an off-market acquisition under an equal access scheme, by 9.00 am on the second market day after the close of acceptances of the offer. <p>(2) Notification must be in the form of Appendix 8.3.1 (or 8.3.2 for an issuer with a dual listing on another stock exchange).</p>

- (6) an issuer whose primary listing is on SEHK may not purchase its shares on the SEHK if that purchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage for that issuer (as determined by SEHK at the time of listing under Rule 8.08 of the HK Listing Rules); and
- (7) SEHK may waive all or part of the above restrictions if, in the opinion of SEHK, there are exceptional circumstances (such as, but without limitation, political or economic events having a material adverse effect on the price of shares of the issuer or issuers listed on SEHK generally) justifying the waiver of such restrictions. A waiver may be granted either with respect to a fixed amount of securities of an issuer or generally or on such conditions as SEHK shall specify and may be expressed to continue for a stated period of time or until further notice.

Subsequent Issues

An issuer whose primary listing is on the SEHK may not make a new issue of shares or announce a proposed new issue of shares for a period of 30 days after any purchase by it of shares, whether on SEHK or otherwise (other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the issuer to issue securities, which were outstanding prior to that purchase of its own securities), without the prior approval of SEHK.

Reporting Requirements

An issuer shall:

- (1) submit for publication to the SEHK not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day following any day on which the issuer makes a purchase of shares (whether on SEHK or otherwise) details of the repurchase as required under Rule 10.06(4)(a) of the HK Listing Rules; and

<p>(2) include in its annual report and accounts a monthly breakdown of purchases of shares made during the financial year under review showing the details of the shares purchased each month (whether on SEHK or otherwise) as required under Rule 10.06(4)(b) of the HK Listing Rules.</p> <p>Status of Purchased shares</p> <p>The listing of all shares which are purchased by an issuer (whether on SEHK or otherwise) shall be automatically cancelled upon purchase and the issuer must apply for listing of any further issues of that type of shares in the normal way. The issuer shall ensure that the documents of title of purchased shares are cancelled and destroyed as soon as reasonably practicable following settlement of any such purchase.</p>	
<p>ISSUANCE OF NEW SHARES, CONVERTIBLE BONDS OR BONDS WITH WARRANTS</p>	
<p>Please refer to the sub-paragraph headed “General Matters Relevant to the Issuer’s Business – (IV) Pre-emptive rights” under the paragraph headed “Reporting Requirements” above for more information.</p>	<p>Pricing formulae prescribed under the Listing Manual for various issues of additional securities</p> <p>Issue of Shares, Company Warrants and Convertible Securities For Cash (Other than Rights Issues)</p> <p>Rule 811, Listing Manual</p> <p>(1) An issue of shares must not be priced at more than 10% discount to the weighted average price for trades done on the SGX-ST for the full market day on which the placement or subscription agreement is signed. If trading in the issuer’s shares is not available for a full market day, the weighted average price must be based on the trades done on the preceding market day up to the time the placement agreement is signed.</p> <p>(2) An issue of company warrants or other convertible securities is subject to the following requirements:–</p> <p>(a) if the conversion price is fixed, the price must not be more than 10% discount to the prevailing market price of the underlying shares prior to the signing of the placement or subscription agreement.</p>

	<p>(b) if the conversion price is based on a formula, any discount in the price-fixing formula must not be more than 10% of the prevailing market price of the underlying shares before conversion.</p> <p>(3) Rule 811(1) and 811(2) is not applicable if specific shareholder approval is obtained for the issue of shares, company warrants or other convertible securities;</p> <p>(4) Where specific shareholders' approval is sought, the circular must include the following:</p> <p>(a) Information is required under Rule 810; and</p> <p>(b) The basis upon which the discount was determined.</p> <p>Issue of Company Warrants or other Convertible Securities, by way of a Rights Issue or Bought Deal or otherwise</p> <p>Rule 806(2), Listing Manual</p> <p>A general mandate must limit the aggregate number of shares and convertible securities that may be issued. The limit must be not more than 50% of the total number of issued shares excluding treasury shares, of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more than 20% of the total number of issued shares excluding treasury shares. Unless prior shareholder approval is required under the rules of the Listing Manual, an issue of treasury shares will not require further shareholder approval, and will not be included in the aforementioned limits.</p> <p>Rule 833, Listing Manual</p> <p>The following additional requirements apply to an offer of company warrants or other convertible securities by way of a rights issue or bought deal:–</p> <p>(1) The issuer's announcement of the rights issue or bought deal must include either:–</p> <p>(a) the exercise or conversion price of the company warrants or other convertible securities, or</p>
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<p>Chapter 17 of the HK Listing Rules (Share Option Schemes)</p> <p>The scheme document must include the following provisions and/or provisions as to the following (as the case may be):</p> <ol style="list-style-type: none"> (1) the purpose of the scheme; (2) the participants of the scheme and the basis of determining the eligibility of participants; (3) the total number of securities which may be issued upon exercise of all options to be granted under the scheme, together with the percentage of the issued share capital that it represents at the date of approval of the scheme; 	<ol style="list-style-type: none"> (b) a price-fixing formula to determine the exercise or conversion price. The price fixing formula must not contain any discretionary element and the amount of premium or discount (in relation to the underlying share price) must be specified. <p>(2) Where a price-fixing formula is adopted:–</p> <ol style="list-style-type: none"> (a) if the issue is not underwritten, the issuer must fix and announce the exercise or conversion price before the close of the offer; or (b) if the issue is underwritten, the issuer must fix and announce the exercise or conversion price before the commencement of nil-paid rights trading. <p>(3) An offer of company warrants or convertible securities by way of a bought deal must comply with Part V of Chapter 8 of the Listing Manual.</p> <p>Rule 838, Listing Manual</p> <p>An issuer must satisfy the SGX-ST that its daily weighted average price, adjusted for the capitalisation issue or subdivision of shares (“adjusted price”), will not be less than S\$0.50. When deciding, the SGX-ST may take into account an issuer’s adjusted price for the month preceding the application date.</p> <p>Share Option Schemes or Share Schemes</p> <p>Rule 845, Listing Manual</p> <p>A limit on the size of each scheme, the maximum entitlement for each class or category of participant (where applicable), and the maximum entitlement for any one participant (where applicable) must be stated.</p> <p>For mainboard issuers, the following limits must not be exceeded:–</p> <ol style="list-style-type: none"> (1) The aggregate number of shares available under all schemes must not exceed 15% of the total number of issued shares excluding treasury shares from time to time;
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<p>(4) the maximum entitlement of each participant under the scheme;</p> <p>(5) the period within which the securities must be taken up under the option, which must not be more than 10 years from the date of grant of the option;</p> <p>(6) the minimum period, if any, for which an option must be held before it can be exercised;</p> <p>(7) the performance targets, if any, that must be achieved before the options can be exercised or, if none, a negative statement to that effect;</p> <p>(8) the amount, if any, payable on application or acceptance of the option and the period within which payments or calls must or may be made or loans for such purposes must be repaid;</p> <p>(9) the basis of determination of the exercise price;</p> <p>(10) the voting, dividend, transfer and other rights, including those arising on a liquidation of the listed issuer, attaching to the securities and (if appropriate) any such rights attaching to the options themselves;</p> <p>(11) the life of the scheme, which must not be more than 10 years;</p> <p>(12) the circumstances under which options will automatically lapse;</p> <p>(13) a provision for adjustment of the exercise price or the number of securities subject to options already granted and to the scheme in the event of a capitalization issue, rights issue, sub-division or consolidation of shares or reduction of capital;</p> <p>(14) a provision for the cancellation of options granted but not exercised;</p> <p>(15) unless the securities subject to the scheme are identical with other securities, a provision that they must be separately designated;</p>	<p>(2) The aggregate number of shares available to controlling shareholder and their associates must not exceed 25% of the shares available under a scheme;</p> <p>(3) The number of shares available to each controlling shareholder or his associate must not exceed 10% of the shares available under a scheme;</p> <p>(4) The aggregate number of shares available to directors and employees of the issuer's parent company and its subsidiaries must not exceed 20% of the shares available under a scheme; and</p> <p>(5) The maximum discount under the scheme must not exceed 20%. The discount must have been approved by shareholders in a separate resolution.</p> <p>Offering of Securities in Singapore</p> <p>No person shall make an offer of securities in Singapore unless that offer is accompanied by a prospectus or falls within any of the exemptions provided under the SFA.</p> <p>Section 161 of the Singapore Companies Act</p> <p>The power to issue shares in a company is usually vested with the directors of that company subject to any restrictions in the constitution of that company. However, notwithstanding anything to the contrary in the constitution of a company, prior approval of the company at a general meeting is required to authorise the directors to exercise any power of the company to issue shares. Such approval need not be specific but may be general.</p> <p>Rule 806(1), Listing Manual</p> <p>A company need not obtain the prior approval of shareholders in a general meeting for the issue of securities if the shareholders had by ordinary resolution in a general meeting, given a general mandate to the directors of the issuer to issue:</p> <p>(i) shares; or</p> <p>(ii) convertible securities; or</p>
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<p>(16) where there is a provision for termination of the operation of the scheme before the end of its life, a provision for the treatment of options granted under the scheme but not yet exercised at the time of termination;</p> <p>(17) transferability of options; and</p> <p>(18) the specific terms of the scheme that can be changed by directors or scheme administrators without the approval of shareholders of the listed issuer in general meeting.</p>	<p>(iii) additional convertible securities issued pursuant to Rule 829, notwithstanding that the general mandate may have ceased to be in force at the time the securities are issued, provided that the adjustment does not give the holder a benefit that a shareholder does not receive; or</p> <p>(iv) shares arising from the conversion of the securities in (ii) and (iii) notwithstanding that the general mandate may have ceased to be in force at the time the shares are to be issued.</p> <p>Rule 806(2), Listing Manual</p> <p>A general mandate must limit the aggregate number of shares and convertible securities that may be issued. The limit must be not more than 50% of the total number of issued shares excluding treasury shares, of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more than 20% of the total number of issued shares excluding treasury shares. Unless prior shareholder approval is required under the Listing Manual, an issue of treasury shares will not require further shareholder approval, and will not be included in the aforementioned limits.</p> <p>Rule 806(6), Listing Manual</p> <p>A general mandate may remain in force until the earlier of the following:–</p> <p>(a) the conclusion of the first annual general meeting of the issuer following the passing of the resolution. By an ordinary resolution passed at that meeting, the mandate may be renewed, either unconditionally or subject to conditions; or</p> <p>(b) it is revoked or varied by ordinary resolution of the shareholders in general meeting.</p> <p>Specific Mandate</p> <p>Rule 824, Listing Manual</p> <p>Every issue of company warrants or other convertible securities not covered under a general mandate must be specifically approved by shareholders in general meeting.</p>
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Rule 864, Listing Manual

In considering an application for listing of additional equity securities the SGX-ST takes into account, among other factors, the following:

- (1) rationale for the issue;
- (2) whether the issuer is and has been in compliance with the rules of the Listing Manual;
- (3) whether the issuer has made full disclosure of the material facts relating to the issue necessary for SGX-ST to decide on the application. The purpose of the information supplied to SGX-ST is for SGX-ST to assess whether the shares qualify for listing. Approval for listing of the additional shares is not an indication of the merits of the transaction; and
- (4) SGX-ST must be notified immediately if, before the commencement of dealing in any equity securities which are the subject of an application, the issuer becomes aware that:—
 - (a) There has been a significant change affecting any matter contained in the application; or
 - (b) A significant new matter has arisen, which would have been required to be included in the application if it had arisen before the application was submitted.

For the purpose of this Rule, “significant” means significant for the purpose of making an assessment of the activities, assets and liabilities, financial position, management and prospects of the group, and of its profits and losses and of the rights attaching to the securities.

PROHIBITION OF UNFAIR TRADING ACTIVITIES

<p>Insider Dealing – Section 270 of Part XIII of the SFO:</p> <p>(a) insider dealing means a person connected with a listed company utilizing relevant information directly or indirectly for trading in such listed company's listed securities;</p> <p>(b) in practical terms, insider dealing refers to intended use of confidential and price sensitive information of a listed company for trading in such listed company's listed securities or disclose to those confidential and price sensitive information who are intended to use those information for trading in securities of listed company;</p> <p>(c) "a person connected with a listed company" includes directors, employees, substantial shareholders of the listed company or related company of the listed company. It also includes a person who has access to who is reasonably expected to have access to the relevant information (Please refer to section 247 of the SFO);</p> <p>(d) "inside information" refers to price sensitive information which has not been disclosed to the public. In simple terms, it is some specific information which is not known to the general investor but if it is published, it may materially affect the share price (Please refer to section 245 of the SFO);</p> <p>(e) Directors of a listed company have the obligation to take reasonable measures to prevent the happening of insider dealing.</p>	<p>Section 218, SFA</p> <p>Prohibited conduct by connected person in possession of inside information</p> <p>(1) Subject to this Division, where –</p> <p>(a) a person who is connected to a corporation possesses information concerning that corporation that is not generally available but, if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of securities of that corporation; and</p> <p>(b) the connected person knows or ought reasonably to know that –</p> <p>(i) the information is not generally available; and</p> <p>(ii) if it were generally available, it might have a material effect on the price or value of those securities of that corporation,</p> <p>subsections (2), (3), (4), (5) and (6) shall apply.</p> <p>(1A) Subject to this Division, where —</p> <p>(a) a person who is connected to any corporation, where such corporation —</p> <p>(i) in relation to a business trust, acts as its trustee or manages or operates the business trust; or</p> <p>(ii) in relation to a collective investment scheme that invests primarily in real estate and real estate-related assets specified by the Authority in the Code on Collective Investment Schemes and all or any units of which are listed on a securities exchange, is the trustee or manager of the scheme,</p>
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	<p>possesses information concerning that corporation, business trust or scheme, as the case may be, that is not generally available but, if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of securities of that corporation, of securities of that business trust or of units in that scheme, as the case may be; and</p> <p>(b) the connected person knows or ought reasonably to know that —</p> <p>(i) the information is not generally available; and</p> <p>(ii) if it were generally available, it might have a material effect on the price or value of those securities of that corporation, of those securities of that business trust or of those units in that scheme, as the case may be,</p> <p>subsections (2), (3), (4A), (5) and (6) shall apply.</p> <p>(2) The connected person must not (whether as principal or agent) —</p> <p>(a) subscribe for, purchase or sell, or enter into an agreement to subscribe for, purchase or sell, any such securities referred to in subsection (1) or (1A), as the case may be; or</p> <p>(b) procure another person to subscribe for, purchase or sell, or to enter into an agreement to subscribe for, purchase or sell, any such securities referred to in subsection (1) or (1A), as the case may be.</p> <p>(3) Where trading in the securities referred to in subsection (1) or (1A) is permitted on the securities market of a securities exchange or futures market of a futures exchange, the connected person must not, directly or indirectly, communicate the information, or cause the information to be communicated, to another person if the connected person knows, or ought reasonably to know, that the other person would or would be likely to —</p>
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	<p>(a) subscribe for, purchase or sell, or enter into an agreement to subscribe for, purchase or sell, any such securities; or</p> <p>(b) procure a third person to subscribe for, purchase or sell, or to enter into an agreement to subscribe for, purchase or sell, any such securities.</p> <p>(4) In any proceedings for a contravention of subsection (2) or (3) against a person connected to a corporation referred to in subsection (1), where the prosecution or plaintiff proves that the connected person was at the material time —</p> <p>(a) in possession of information concerning the corporation to which he was connected; and</p> <p>(b) the information was not generally available,</p> <p>it shall be presumed, until the contrary is proved, that the connected person knew at the material time that —</p> <p>(i) the information was not generally available; and</p> <p>(ii) if the information were generally available, it might have a material effect on the price or value of securities of that corporation.</p> <p>(4A) In any proceedings for a contravention of subsection (2) or (3) against a person connected to a corporation which —</p> <p>(a) in relation to a business trust, acts as its trustee or manages or operates the business trust; or</p> <p>(b) in relation to a collective investment scheme, is the trustee or manager of the scheme,</p> <p>as the case may be, referred to in subsection (1A), where the prosecution or plaintiff proves that the connected person was at the material time —</p> <p>(i) in possession of information concerning the corporation, business trust or scheme, as the case may be; and</p>
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	<p>(ii) the information was not generally available,</p> <p>it shall be presumed, until the contrary is proved, that the connected person knew at the material time that —</p> <p>(A) the information was not generally available; and</p> <p>(B) if the information were generally available, it might have a material effect on the price or value of securities of that corporation, of securities of that business trust or of units in the scheme, as the case may be.</p> <p>(5) In this Division —</p> <p>(a) “connected person” means a person referred to in subsection (1) or (1A) who is connected to a corporation; and</p> <p>(b) a person is connected to a corporation if —</p> <p>(i) he is an officer of that corporation or of a related corporation;</p> <p>(ii) he is a substantial shareholder in that corporation or in a related corporation; or</p> <p>(iii) he occupies a position that may reasonably be expected to give him access to information of a kind to which this section applies by virtue of —</p> <p>(A) any professional or business relationship existing between himself (or his employer or a corporation of which he is an officer) and that corporation or a related corporation; or</p> <p>(B) being an officer of a substantial shareholder in that corporation or in a related corporation.</p>
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	<p>(6) In subsection (5), “officer”, in relation to a corporation, includes —</p> <ul style="list-style-type: none"> (a) a director, secretary or employee of the corporation; (b) a receiver, or receiver and manager, of property of the corporation; (c) a judicial manager of the corporation; (d) a liquidator of the corporation; and (e) a trustee or other person administering a compromise or arrangement made between the corporation and another person. <p>Section 219, SFA</p> <p>Prohibited conduct by other persons in possession of inside information</p> <p>(1) Subject to this Division, where —</p> <ul style="list-style-type: none"> (a) a person who is not a connected person referred to in section 218 (referred to in this section as the insider) possesses information that is not generally available but, if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of securities; and (b) the insider knows that — <ul style="list-style-type: none"> (i) the information is not generally available; and (ii) if it were generally available, it might have a material effect on the price or value of those securities, <p>subsections (2) and (3) shall apply.</p> <p>(2) The insider must not (whether as principal or agent) —</p> <ul style="list-style-type: none"> (a) subscribe for, purchase or sell, or enter into an agreement to subscribe for, purchase or sell, any such securities; or
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<p>False Trading – Section 274 of Part XIII of the SFO:</p> <p>When a person carries out the following activities with intent or recklessly, false trading is considered to have been committed:</p> <ul style="list-style-type: none"> (a) in relation to securities or futures contracts, creating a false or misleading appearance of active trading or in creating an artificial price, or maintaining at a level that is artificial a price for dealings in securities or futures contracts; or (b) to effect “false trading” (i.e. there is actual trading in securities but there had been no change in beneficial interest) or (the asking price is the same or almost the same as the bidding price and vice versa). <p>Price Rigging – Section 275 of Part XIII of the SFO:</p> <p>When a person carries out the following activities, price rigging is considered to have been committed:</p> <ul style="list-style-type: none"> (a) carry out securities transaction which does not involve a change in the beneficial ownership that has the effect of maintaining, increasing, reducing, stabilising or causing fluctuations in the price of the securities; or 	<ul style="list-style-type: none"> (b) procure another person to subscribe for, purchase or sell, or to enter into an agreement to subscribe for, purchase or sell, any such securities. <p>(3) Where trading in the securities referred to in subsection (1) is permitted on the securities market of a securities exchange or futures market of a futures exchange, the insider must not, directly or indirectly, communicate the information, or cause the information to be communicated, to another person if the insider knows, or ought reasonably to know, that the other person would or would be likely to —</p> <ul style="list-style-type: none"> (a) subscribe for, purchase or sell, or enter into an agreement to subscribe for, purchase or sell, any such securities; or (b) procure a third person to subscribe for, purchase or sell, or to enter into an agreement to subscribe for, purchase or sell, any such securities. <p>Section 197, SFA</p> <p>False trading and market rigging transactions</p> <p>(1) No person shall do any thing, cause any thing to be done or engage in any course of conduct, if his purpose, or any of his purposes, for doing that thing, causing that thing to be done or engaging in that course of conduct, as the case may be, is to create a false or misleading appearance —</p> <ul style="list-style-type: none"> (a) of active trading in any securities on a securities market; or (b) with respect to the market for, or the price of, such securities. <p>(1A) No person shall do any thing, cause any thing to be done or engage in any course of conduct that creates, or is likely to create, a false or misleading appearance of active trading in any securities on a securities market, or with respect to the market for, or the price of, such securities, if —</p> <ul style="list-style-type: none"> (a) he knows that doing that thing, causing that thing to be done or engaging in that course of conduct, as the case may be, will create, or will be likely to create, that false or misleading appearance; or
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<p>(b) carry out fictitious or artificial securities transaction with intent or recklessly that has the effect of maintaining, increasing, reducing, stabilising or causing fluctuations in the price of the securities or dealing in futures contracts.</p> <p>Disclosure of False or Misleading Information inducing transactions – Section 277 of Part XIII of the SFO:</p> <p>Disclosure of false or misleading information that is likely to induce another person to subscribe for securities, or deal in futures contracts; or sale or purchase of securities; or maintain, increase, reduce or stabilise the price of securities or dealings in futures contracts and those information is false or misleading as to a fact or is false or misleading through omission of a material fact and the person who discloses the information knows or is reckless or negligent as to whether the information is false or misleading as to a material fact or is false or misleading through the omission of a material fact.</p> <p>Stock Market Manipulation – Section 278 of Part XIII of the SFO:</p> <p>When a person carries out directly or indirectly 2 or more transactions in securities of a listed company with the intention to induce another person to purchase or subscribe or refrain from selling securities of the listed company or related company of the listed company as a result of which or in conjunction with any other transaction causing the following shall be regarded as stock market manipulation:</p> <p>(a) increase or are likely to increase the price of any securities;</p> <p>(b) reduce or are likely to reduce the price of any securities; or</p> <p>(c) maintain or stabilise or are likely to maintain or stabilise the price of any securities.</p>	<p>(b) he is reckless as to whether doing that thing, causing that thing to be done or engaging in that course of conduct, as the case may be, will create, or will be likely to create, that false or misleading appearance.</p> <p>(2) No person shall, by means of any purchase or sale of any securities that do not involve a change in the beneficial ownership of those securities, or by any fictitious transaction or device, maintain, inflate, depress, or cause fluctuations in, the market price of any securities.</p> <p>(3) Without prejudice to the generality of subsection (1), where a person –</p> <p>(a) effects, takes part in, is concerned in or carries out, directly or indirectly, any transaction of purchase or sale of any securities, being a transaction that does not involve any change in the beneficial ownership of the securities;</p> <p>(b) makes or causes to be made an offer to sell any securities at a specified price where he has made or caused to be made or proposes to make or to cause to be made, or knows that a person associated with him has made or caused to be made or proposes to make or to cause to be made, an offer to purchase the same number, or substantially the same number, of securities at a price that is substantially the same as the first-mentioned price; or</p> <p>(c) makes or causes to be made an offer to purchase any securities at a specified price where he has made or caused to be made or proposes to make or to cause to be made, or knows that a person associated with him has made or caused to be made or proposes to make or to cause to be made, an offer to sell the same number, or substantially the same number, of securities at a price that is substantially the same as the first-mentioned price,</p>
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<p>Orders of Market Misconduct Tribunal – Section 257 of Part XIII of the SFO:</p> <p>If in breach of the above provisions of market misconduct, the Market Misconduct Tribunal may impose sanctions and has the power to make order:</p> <ul style="list-style-type: none"> (a) prohibiting relevant persons from participating in management of a listed company for the period not exceeding 5 years; (b) prohibiting relevant persons from sale and purchase of specific financial product and carrying out specific market misconducts; (c) ordering relevant persons to pay to the government an amount not exceeding the amount gained or amount of loss avoided as a result of committing market misconduct and to indemnify the government and the SFC reasonable costs and expenses incidental to proceedings or investigation brought about; and (d) ordering that any body which may take disciplinary action against the relevant person be recommended to take disciplinary action against him. <p>Penalty on Offenses relating to dealings in securities and futures contracts – Section 303 of Part XIV of the SFO:</p> <p>In breach of the above provisions of market misconducts may entail criminal prosecution. If convicted on indictment, the maximum penalty is fine of HK\$10,000,000 and 10 years imprisonment. If convicted on summary conviction, the maximum penalty is fine of HK\$1,000,000 and 3 years imprisonment.</p> <p>Sections 281 and 305 of the SFO further stipulate that any person suffering monetary loss as a result of market misconduct of others has the right to take out civil proceedings for compensation. Those who have committed market misconduct are required to pay compensation to those who have suffered monetary losses as a result of his market misconduct.</p>	<p>it shall be presumed that his purpose, or one of his purposes, for doing so is to create a false or misleading appearance of active trading in securities on a securities market.</p> <ul style="list-style-type: none"> (4) The presumption under subsection (3) may be rebutted if the defendant establishes that the purpose or purposes for which he did the act was not, or did not include, the purpose of creating a false or misleading appearance of active trading in securities on a securities market. (5) For the purposes of this section, a purchase or sale of securities does not involve a change in the beneficial ownership if a person who had an interest in the securities before the purchase or sale, or a person associated with the first mentioned person in relation to those securities, has an interest in the securities after the purchase or sale. (6) In any proceedings against a person for a contravention of subsection (2) in relation to a purchase or sale of securities that did not involve a change in the beneficial ownership of those securities, it is a defence if the defendant establishes that the purpose or purposes for which he purchased or sold the securities was not, or did not include, the purpose of creating a false or misleading appearance with respect to the market for, or the price of, securities. (7) The reference in subsection (3)(a) to a transaction of purchase or sale of securities includes – <ul style="list-style-type: none"> (a) a reference to the making of an offer to purchase or sell securities; and (b) a reference to the making of an invitation, however expressed, that expressly or impliedly invites a person to offer to purchase or sell securities.
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Section 198, SFA

Securities market manipulation

- (1) No person shall effect, take part in, be concerned in or carry out, directly or indirectly, 2 or more transactions in securities of a corporation, being transactions that have, or are likely to have, the effect of raising, lowering, maintaining or stabilising the price of securities of the corporation on a securities market, with intent to induce other persons to subscribe for, purchase or sell securities of the corporation or of a related corporation.
- (1A) No person shall effect, take part in, be concerned in or carry out, directly or indirectly, 2 or more transactions in securities of a business trust, being transactions that have, or are likely to have, the effect of raising, lowering, maintaining or stabilising the price of securities of the business trust on a securities market, with intent to induce other persons to subscribe for, purchase or sell securities of the business trust.
- (2) A reference in subsection (1) or (1A) to transactions in securities of a corporation or securities of a business trust, as the case may be, includes: –
- (a) a reference to the making of an offer to purchase or sell such securities of the corporation or such securities of the business trust, as the case may be; and
 - (b) a reference to the making of an invitation, however expressed, that directly or indirectly invites a person to offer to purchase or sell such securities of the corporation or such securities of the business trust, as the case may be.

	<p>Section 199, SFA</p> <p>False or misleading statements, etc.</p> <p>No person shall make a statement, or disseminate information, that is false or misleading in a material particular and is likely: –</p> <p>(a) to induce other persons to subscribe for securities;</p> <p>(b) to induce the sale of purchase of securities by other persons; or</p> <p>(c) to have the effect of raising, lowering, maintaining or stabilising the market price of securities,</p> <p>if, when he makes the statement or disseminates the information:–</p> <p>(i) he does not care whether the statement or information is true or false; or</p> <p>(ii) he knows or ought reasonably to have known that the statement or information is false or misleading in a material particular.</p>
<p>CORPORATE GOVERNANCE</p>	
<p>The Corporate Governance Code (“CGC”) in the HK Listing Rules sets out principles of good corporate governance. The listed company is expected to comply with, but may choose to deviate from, the code provisions under the CGC, while the recommended best practices under the CGC are for guidance only. The listed company is also required to issue to shareholders an annual corporate governance report.</p> <p>The CGC sets out principles relating to matters including:</p> <p>(a) the responsibility and the composition of the board of directors</p> <p>(b) the appointment, re-election and removal of directors</p> <p>(c) remuneration of directors and senior management</p> <p>(d) accountability and audit</p> <p>(e) delegation by the board</p> <p>(f) communication with shareholders voting by poll</p>	<p>Board composition</p> <p>Rule 720 (read with Rules 210(5) and 221) Listing Manual</p> <p>Foreign issuers are required to have at least two independent directors who are Singapore residents on the board of directors on a continuing basis.</p> <p>The Code of Corporate Governance</p> <p>The Code of Corporate Governance (“COGC”) was first issued by the Corporate Governance Committee on 21 March 2001. Revised COCGs were subsequently issued on 14 July 2005 and 2 May 2012 (“COGC 2012”). Compliance with the COGC 2012 is not mandatory but listed companies are required under the Listing Manual to disclose their corporate governance practices and give explanations for deviations from the COGC 2012 in their annual reports.</p> <p>Audit Committee</p> <p>Principle 12 of the COCG</p> <p>The Board should establish an Audit Committee (“AC”) with written terms of reference which clearly set out its authority and duties.</p>

<p>Audit Committee</p> <p>The board should establish formal and transparent arrangements to consider how it will apply financial reporting and internal control principles and maintain an appropriate relationship with the issuer's auditors. The audit committee established under the HK Listing Rules should have clear terms of reference.</p> <p>A former partner of the issuer's existing auditing firm should be prohibited from acting as a member of its audit committee for a period of 1 year from the date of his ceasing (a) to be a partner of the firm; or (b) to have any financial interest in the firm, whichever is later.</p> <p>Where the board disagrees with the audit committee's view on the selection, appointment, resignation or dismissal of the external auditors, the issuer should include in the Corporate Governance Report a statement from the audit committee explaining its recommendation and also the reason(s) why the board has taken a different view.</p> <p>The audit committee should be provided with sufficient resources to perform its duties.</p> <p>Remuneration Committee</p> <p>An issuer should disclose its directors' remuneration policy and other remuneration related matters. The procedure for setting policy on executive directors' remuneration and all directors' remuneration packages should be formal and transparent. Remuneration levels should be sufficient to attract and retain directors to run the company successfully without paying more than necessary. No director should be involved in deciding his own remuneration.</p>	<p>Principle 12.1, COCG 2012</p> <p>The AC should comprise at least three directors, the majority of whom, including the AC Chairman, should be independent. All of the members of the AC should be non-executive directors. The Board should disclose in the company's Annual Report the names of the members of the AC and the key terms of reference of the AC, explaining its role and the authority delegated to it by the Board.</p> <p>Principle 12.2, COCG 2012</p> <p>The Board should ensure that the members of the AC are appropriately qualified to discharge their responsibilities. At least two members, including the AC Chairman, should have recent and relevant accounting or related financial management expertise or experience, as the Board interprets such qualification in its business judgement.</p> <p>Remuneration Committee</p> <p>Principle 7.1, COCG 2012</p> <p>The Board should establish a Remuneration Committee ("RC") with written terms of reference which clearly set out its authority and duties. The RC should comprise at least three directors, the majority of whom, including the RC Chairman, should be independent. All of the members of the RC should be non-executive directors. This is to minimise the risk of any potential conflict of interest. The Board should disclose in the company's Annual Report the names of the members of the RC and the key terms of reference of the RC, explaining its role and the authority delegated to it by the Board.</p>
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<p>The remuneration committee should consult the chairman and/or chief executive about their remuneration proposals for other executive directors. The remuneration committee should have access to independent professional advice if necessary.</p> <p>Issuers should disclose details of any remuneration payable to members of senior management by band in their annual reports.</p> <p>Nomination Committee</p> <p>Issuers should establish a nomination committee which is chaired by the chairman of the board or an independent non-executive director and comprises a majority of independent non-executive directors.</p> <p>The nomination committee should be established with specific written terms of reference which deal clearly with its authority and duties. It should perform the duties as set out in this code provision.</p> <p>Issuers should provide the nomination committee sufficient resources to perform its duties. Where necessary, the nomination committee should seek independent professional advice, at the issuer's expense, to perform its responsibilities.</p> <p>Where the board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent.</p>	<p>Nominating Committee</p> <p>Principle 4.1, COCG 2012</p> <p>The Board should establish a Nominating Committee (“NC”) to make recommendations to the Board on all board appointments, with written terms of reference which clearly set out its authority and duties. The NC should comprise at least three directors, the majority of whom, including the NC Chairman, should be independent. The lead independent director, if any, should be a member of the NC. The Board should disclose in the company's Annual Report the names of the members of the NC and the key terms of reference of the NC, explaining its role and the authority delegated to it by the Board.</p>
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INTERESTED PERSON TRANSACTIONS OR CONNECTED TRANSACTIONS

<p>Chapter 14A of the HK Listing Rules (Connected transactions)</p> <p>Definition of connected person</p> <p><i>Rule 14A.07 of the HK Listing Rules</i></p> <p>Rule 1.01 contains a general definition of “connected person”. In Chapter 14A, the definition of “connected person” includes:</p> <ol style="list-style-type: none"> (1) a director, chief executive or substantial shareholder of the listed issuer; (2) any person who was a director of the listed issuer within the preceding 12 months; (3) a supervisor of a PRC issuer; (4) any associate of a person referred to in Rules 14A.07(1), (2) or (3) of the HK Listing Rules. The definitions of “associate” (in the context of non-PRC issuers and PRC issuers) are contained in Rules 1.01 and 19A.04 of the HK Listing Rules, respectively. In Chapter 14A of the HK Listing Rules, an “associate” of a person referred to in Rules 14A.07(1), (2) or (3) of the HK Listing Rules includes the following additional persons: <ol style="list-style-type: none"> (a) any person or entity with whom a person referred to in Rules 14A.07(1), (2) or (3) of the HK Listing Rules has entered, or proposes to enter, into any agreement, arrangement, understanding or undertaking, whether formal or informal and whether express or implied, with respect to the transaction which is such that, in the opinion of SEHK, that person or entity should be considered a connected person; (b) (i) any person cohabiting as a spouse with, and any child, step-child, parent, step-parent, brother, sister, step-brother and step-sister of, a person referred to in Rules 14A.07(1), (2) or (3) of the HK Listing Rules; and 	<p>Chapter 9, Listing Manual</p> <p>The objective of Chapter 9 is to guard against the risk that interested persons could influence the issuer, its subsidiaries or associated companies, to enter into transactions with interested persons that may adversely affect the interests of the issuer or its shareholders.</p> <p>Rule 904, Listing Manual</p> <p>For the purposes of Chapter 9, the following definitions apply:–</p> <ol style="list-style-type: none"> (1) “approved exchange” means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9. (2) “entity at risk” means: <ol style="list-style-type: none"> (a) the issuer; (b) a subsidiary of the issuer that is not listed on the SGX-ST or an approved exchange; or (c) an associated company of the issuer 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. (3) “financial assistance” includes: <ol style="list-style-type: none"> (a) the lending or borrowing of money, the guaranteeing or providing security for a debt incurred or the indemnifying of a guarantor for guaranteeing or providing security; and (b) the forgiving of a debt, the releasing of or neglect in enforcing an obligation of another, or the assuming of the obligations of another. (4) (a) In the case of a company, “interested person” means:– <ol style="list-style-type: none"> (i) director, chief executive officer, or controlling shareholder of the issuer; or
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<p>(ii) a company which the party referred to in Rule 14A.12(1) (a) of the HK Listing Rules can exercise or control the exercise of more than 50% of the voting power at general meetings or control the composition of a majority of the board of directors; and</p> <p>(c) (i) a father-in-law, mother-in-law, son-in-law, daughter-in-law, grandparent, grandchild, uncle, aunt, cousin, brother-in-law, sister-in-law, nephew and niece of a person referred to in Rules 14A.07(1), (2) or (3) of the HK Listing Rules; and</p> <p>(ii) a company which the party referred to in Rule 14A.21(1) (a) of the HK Listing Rules can exercise or control the exercise of more than 50% of the voting power at general meetings or control the composition of a majority of the board of directors,</p> <p>whose association with the person referred to in Rules 14A.07(1), (2) or (3) of the HK Listing Rules is such that, in the opinion of SEHK, the proposed transaction should be subject to the requirements of Chapter 14A of the HK Listing Rules. Listed issuers must also provide information to SEHK to demonstrate whether or not these parties should be regarded as associates of the person referred to in Rules 14A.07(1), (2) or (3) of the HK Listing Rules;</p> <p>(5) any non wholly-owned subsidiary of the listed issuer where any connected person(s) of the listed issuer (other than at the level of its subsidiaries) as defined under Rules 14A.07(1) to (4) of the HK Listing Rules is/are (individually or together) entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of such non wholly-owned subsidiary; and</p> <p>Note: An interest of a connected person of the listed issuer (other than at the level of its subsidiaries) in the subsidiary which is held through the listed issuer is to be excluded from the 10% referred to in this Rule.</p>	<p>(ii) an associate of any such director, chief executive officer, or controlling shareholder.</p> <p>(5) interested person transaction” means a transaction between an entity a risk and an interested person.</p> <p>(6) “transaction” includes:–</p> <p>(a) the provision or receipt of financial assistance;</p> <p>(b) the acquisition, disposal or leasing of assets;</p> <p>(c) the provision or receipt of services;</p> <p>(d) the issuance or subscription of securities;</p> <p>(e) the granting of or being granted options; and</p> <p>(f) the establishment of joint ventures or joint investments;</p> <p>whether or not in the ordinary course of business, and whether or not entered into directly or indirectly (for example, through one or more interposed entities).</p> <p>When Announcement Required</p> <p>Rule 905, Listing Manual</p> <p>(1) An issuer must make an immediate announcement of any interested person transaction of a value equal to, or more than, 3% of the group’s latest audited net tangible assets.</p> <p>(2) If the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to 3% or more of the group’s latest audited net tangible assets, the issuer must make an immediate announcement of the latest transaction and all future transactions entered into with that same interested person during that financial year.</p> <p>(3) Rule 905(1) and (2) does not apply to any transaction below S\$100,000.</p>
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<p>(6) any subsidiaries of a non wholly-owned subsidiaries referred to in Rule 14A.16 of the HK Listing Rules.</p> <p>Definition of connected transaction</p> <p><i>Rule 14A.23 of the HK Listing Rules A</i></p> <p>connected transaction is:</p> <p>(1) (a) any transaction between a listed issuer and a connected person; or</p> <p>Acquisition or disposal of interest in a company</p> <p>(b) (i) any transaction between a listed issuer and a person who is not a connected person and the transaction involves the listed issuer acquiring or disposing of an interest in a company where a substantial shareholder of that company is, or is proposed to be, a controller or is (or will become as a result of the transaction) an associate of a controller. SEHK may aggregate the interests of any person and his associates (as defined in sub-section (4) above) in determining whether together they are a “substantial shareholder” of any company. Where assets (as opposed to businesses) account for 90% or more of such a company’s net assets or total assets, SEHK will treat the acquisition or disposal of such assets as a connected transaction and an acquisition or disposal of an interest in that company; or</p> <p>(ii) any transaction between a listed issuer and a person who is not a connected person and the transaction involves the listed issuer acquiring an interest in a company (or an option to acquire such interest) of which a controller (or an associate of a controller) is, or will become, a shareholder where the interest being acquired is:</p> <p>(A) of a fixed income nature;</p>	<p>When Shareholder Approval Required</p> <p>Rule 906, Listing Manual</p> <p>(1) An issuer must obtain shareholder approval for any interested person transaction of a value equal to, or more than:–</p> <p>(a) 5% of the group’s latest audited net tangible assets; or</p> <p>(b) 5% of the group’s latest audited net tangible assets, when aggregated with other transactions entered into with the same interested person during the same financial year. However, a transaction which has been approved by shareholders, or is the subject of aggregation with another transaction that has been approved by shareholders, need not be included in any subsequent aggregation.</p> <p>(2) Rule 906(1) does not apply to any transaction below S\$100,000.</p> <p>Rule 907, Listing Manual</p> <p>An issuer must disclose the aggregate value of interested person transactions entered into during the financial year under review in its annual report. The name of the interested person and the corresponding aggregate value of the interested person transactions entered into with the same interested person must be presented in the prescribed format.</p> <p>Rule 908, Listing Manual</p> <p>In interpreting the term “same interested person” for the purpose of aggregation in Rules 905 and 906, the following applies:–</p> <p>(1) Transactions between an entity at risk and interested persons who are members of the same group are deemed to be transactions between the entity at risk with the same interested person.</p>
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<p>(B) shares to be acquired on less favourable terms than those granted to the controller or its associate; or</p> <p>(C) shares which are of a different class from those held by, or to be granted to, the controller or its associate.</p> <p>Subscription on favourable terms</p> <p>(iii) any transaction between a listed issuer and a person who is not a connected person and the transaction involves a controller (or an associate of a controller) subscribing on specially favourable terms shares in a company in which the listed issuer is a shareholder; or</p> <p>Subscription of different class of shares</p> <p>(iv) any transaction between a listed issuer and a person who is not a connected person and the transaction involves a controller (or an associate of a controller) subscribing shares in a company in which the listed issuer is a shareholder but which are of a different class from those held by the listed issuer.</p> <p>Financial assistance</p> <p>(2) the provision of financial assistance:</p> <p>(a) by a listed issuer to:</p> <p>(i) a connected person; or</p> <p>(ii) a company in which both the listed issuer and a connected person are shareholders and where any connected person(s) of the listed issuer (other than at the level of its subsidiaries) as defined under Rules 14A.07(1) to (4) of the HK Listing Rules is/ are (individually or together) entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of such company; or</p>	<p>(2) If an interested person, (which is a member of a group) is listed, its transactions with the entity at risk need not be aggregated with transactions between the entity at risk and other interested persons of the same group, provided that the listed interested person and other listed interested persons have boards the majority of whose directors are different and are not accustomed to act on the instructions of the other interested persons and their associates and have audit committees whose members are completely different.</p> <p>Rule 918, Listing Manual</p> <p>If a transaction requires shareholder approval, it must be obtained either prior to the transaction being entered into or, if the transaction is expressed to be conditional on such approval, prior to the completion of the transaction.</p> <p>Rule 919, Listing Manual</p> <p>In a meeting to obtain shareholder approval, the interested person and any associate of the interested person must not vote on the resolution, nor accept appointments as proxies unless specific instructions as to voting are given.</p> <p>Exceptions</p> <p>Rule 915, Listing Manual</p> <p>The following transactions are not required to comply with Rules 905, 906 and 907:–</p> <p>(1) A payment of dividends, a subdivision of shares, an issue of securities by way of a bonus issue, a preferential offer, or an off-market acquisition of the issuer's shares, made to all shareholders on a pro-rata basis, including the exercise of rights, options or company warrants granted under the preferential offer.</p> <p>(2) The grant of options, and the issue of securities pursuant to the exercise of options, under an employees' share option scheme approved by the SGX-ST.</p> <p>(3) A transaction between an entity at risk and an investee company, where the interested person's interest in the investee company, other than that held through the issuer, is less than 5%.</p>
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<p>(b) to a listed issuer by:</p> <p>(i) a connected person; or</p> <p>(ii) a company in which both the listed issuer and a connected person are shareholders and where any connected person(s) of the listed issuer (other than at the level of its subsidiaries) as defined under Rules 14A.07(1) to (4) of the HK Listing Rules is/ are (individually or together) entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of such company.</p> <p>(3) a listed issuer granting an indemnity or guarantee or providing financial assistance to and/or for the benefit of a connected person or any company falling under sub-section 2(a)(ii) above;</p> <p>(4) the granting of security over the assets of a listed issuer in respect of any financial assistance made to the listed issuer by a connected person or any company falling under sub-section 2(b)(ii) above.</p> <p>Financial assistance transactions are governed by Rules 14A.87 to 14A.91 of the HK Listing Rules;</p> <p>Options</p> <p>(5) the writing, acceptance, transfer, exercise or non-exercise of an option (as defined in Rule 14.79 of the HK Listing Rules) involving a listed issuer and a connected person. Options are governed by Rules 14A.61 of the HK Listing Rules; and</p> <p>Joint ventures</p> <p>(6) the entering into of any arrangement or agreement involving the formation of a joint venture entity in any form, such as a partnership or a company, or any other form of joint arrangement by a listed issuer and a connected person.</p>	<p>(4) A transaction in marketable securities carried out in the open market where the counterparty's identity is unknown to the issuer at the time of the transaction.</p> <p>(5) A transaction between an entity at risk and an interested person for the provision of goods or services if:-</p> <p>(a) the goods or services are sold or rendered based on a fixed or graduated scale, which is publicly quoted; and</p> <p>(b) the sales prices are applied consistently to all customers or class of customers.</p> <p>Such transactions include telecommunication and postal services, public utility services, and sale of fixed price goods at retail outlets.</p> <p>(6) The provision of financial assistance or services by a financial institution that is licensed or approved by the Monetary Authority of Singapore, on normal commercial terms and in the ordinary course of business.</p> <p>(7) The receipt of financial assistance or services from a financial institution that is licensed or approved by the Monetary Authority of Singapore, on normal commercial terms and in the ordinary course of business.</p> <p>(8) Director's fees and remuneration, and employment remuneration (excluding "golden parachute" payments).</p>
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Definition of continuing connected transaction*Rules 14A.31 of the HK Listing Rules*

Continuing connected transactions are connected transactions involving the provision of goods or services or financial assistance, which are carried out on a continuing or recurring business and are expected to extend over a period of time. They are usually transactions in the ordinary and usual course of business of the issuer. Continuing connected transactions are governed by Rules 14A.50 to 14A.60 of the HK Listing Rules.

Categories*Rule 14A.73 of the HK Listing Rules*

The categories of connected transactions are:

- (1) connected transactions exempt from the reporting, announcement and independent shareholders' approval requirements;
- (2) connected transactions exempt from the independent shareholders' approval requirements;
- (3) continuing connected transactions exempt from the reporting, annual review, announcement and independent shareholders' approval requirements;
- (4) continuing connected transactions exempt from the independent shareholders' approval requirements; and
- (5) connected transactions, including continuing connected transactions, not falling under any of the categories set out in sub-section (1) to (4) above.

Independent shareholders' approval*Rule 14A.36 of the HK Listing Rules*

SEHK will require that connected transactions and continuing connected transactions are made conditional on prior approval by the shareholders of the listed issuer in general meeting. The listed issuer must ensure that the following parties abstain from voting at the relevant meeting on resolution(s) approving the relevant transactions:

- (1) any connected person with a material interest in the transaction; and

<p>(2) any person falling within sub-section (1) (b)(i) to (iv) of the paragraph headed “Definition of connected transaction” above that has a material interest in the transaction and its associates.</p> <p>Independent financial advice</p> <p><i>Rule 14A.44 of the HK Listing Rules</i></p> <p>The Issuer shall appoint independent financial adviser for the purpose of connected transactions who shall issue separate letter setting out its advice and reasons.</p>	
<p>RESTRICTIONS ON DEALINGS OF DIRECTORS BEFORE PUBLICATION OF THE FINANCIAL RESULTS</p>	
<p>A director must not deal in any securities of the listed issuer on any day on which its financial results are published and:</p> <p>(i) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and</p> <p>(ii) during the period of 30 days immediately preceding the publication date of the quarterly results (if any) and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results, unless the circumstances are exceptional, for example, where a pressing financial commitment has to be met as described in Appendix 10 to the HK Listing Rules. In any event, the director must comply with the procedure in the rules of Appendix 10 to the HK Listing Rules.</p>	<p>Rule 1207(19)(c), Listing Manual</p> <p>A listed issuer and its officers should not deal in the listed issuer’s securities during the period commencing two weeks before the announcement of the company financial statements for each of the first three quarters of its financial year and one month before the announcement of the company’s full year financial statements (if required to announce quarterly financial statements), or one month before the announcement of the company’s half year and full year financial statements (if not required to announce quarterly financial statements).</p>

2. TAKEOVER OBLIGATIONS

2.1 The Singapore Take-over Code

The Singapore Take-over Code regulates the acquisition of voting rights in, *inter alia*, corporations with a primary listing of their equity securities in Singapore, public companies with a primary listing overseas as well as unlisted public companies, and contains certain provisions that may delay, deter or prevent a future takeover or change in control of an issuer. Any person acquiring an interest, either on his own or together with parties acting in concert with him, in 30% or more of the voting rights, or, if such person holds, either on his own or together with parties acting in concert with him, between 30% and 50% (both inclusive) of the voting rights, and he (or parties acting in concert with him) acquires additional shares carrying voting rights representing more than 1% of the voting rights in any six-month period, must, except with the consent of the Securities Industry Council in Singapore, extend a takeover offer for the remaining voting shares in accordance with the provisions of the Singapore Take-over Code.

“Parties acting in concert” comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of Shares in a company, to obtain or consolidate effective control of that company. Certain persons are presumed (unless the presumption is rebutted) to be acting in concert with each other. They are as follows:

- a company and its related companies, the associated companies of any of the company and its related companies, companies whose associated companies include any of these companies and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing for the purchase of voting rights;
- a company and its directors (including their close relatives, related trusts and companies controlled by any of the directors, their close relatives and related trusts);
- a company and its pension funds and employee share schemes;
- a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis;
- a financial or other professional adviser with its clients in respect of the shareholdings of the adviser and persons controlling, controlled by or under the same control as the adviser, and all the funds managed by the adviser on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total 10% or more of the client’s equity share capital;
- directors of a company (including their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts) which is subject to an offer or where the directors have reason to believe a bona fide offer for their company may be imminent;
- partners; and
- an individual and his close relatives, related trusts, any person who is accustomed to act in accordance with his instructions and companies controlled by the individual, his close relatives, his related trusts or any person who is accustomed to act in accordance with his instructions and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing for the purchase of voting rights.

A mandatory offer must be in cash or be accompanied by a cash alternative at not less than the highest price paid by the offeror or parties acting in concert with the offeror within the six months preceding the acquisition of shares that triggered the mandatory offer obligation.

Under the Singapore Take-over Code, where effective control of a company is acquired or consolidated by a person, or persons acting in concert, a general offer to all other shareholders is normally required. An offeror must treat all shareholders of the same class in an offeree company equally. A fundamental requirement is that shareholders in the company subject to the takeover offer must be given sufficient information, advice and time to consider and decide on the offer.

2.2 HK Takeovers Code

Public companies with a primary listing of their equity securities in Hong Kong fall within the regulatory framework of the HK Takeovers Code. The HK Takeovers Code is not legally enforceable. Its purpose is to provide guidelines for companies and their advisers contemplating, or becoming involved in, takeovers and mergers affecting public companies in Hong Kong. The aim of the HK Takeovers Code is to ensure fair treatment of shareholders affected by merger or takeover transactions. It requires the timely disclosure of adequate information to enable shareholders to make an informed decision as to the merits of any offer.

The HK Takeovers Code regulates acquisitions of Shares (whether by way of takeovers, mergers and share repurchases) in an offeree company which changes its control, currently defined as a holding, or aggregate holdings, of 30% or more of the voting rights of a company, regardless of whether that holding or holdings gives de facto control.

The HK Takeovers Code also applies not only to the offeror and the offeree company, but also to those persons “acting in concert” with the offeror. Under the HK Takeovers Code, “persons acting in concert” are persons who “pursuant to an agreement or understanding, actively co-operate to obtain or consolidate control of a company through the acquisition by any of them of voting rights of the company”. The HK Takeovers Code also describes classes of persons who are presumed to be acting in concert with others in the same class.

The HK Takeovers Code requires the making of a mandatory general offer to all shareholders of the offeree company, unless a waiver has been granted by the SFC, where a person or a group of persons acting in concert (1) acquires control of a company (meaning 30% or more of the voting rights), whether by a series of transactions over a period of time, or not, or (2) when already holding between 30% and 50% of the voting rights of a company, acquires more than 2% of the voting rights in the target company in a 12-month period from the date of the relevant acquisition.

In either of the above cases, an offer must be made to the shareholders for the balance of the Shares of the public company. The offer must be in cash or accompanied by a cash alternative at not less than the highest price paid by the purchaser (or persons acting in concert with it) for Shares of that class during the offer period and within 6 months prior to its commencement.

**APPENDIX 2 – SUMMARY OF PROPOSED MATERIAL CHANGES TO
THE EXISTING BYE-LAWS**

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
1.	<p>Bye-law 1(A)</p> <p>The marginal notes to these Bye-Laws shall not be deemed to be part of these Bye-Laws and shall not affect their interpretation and, in the interpretation of these Bye-Laws, unless there be something in the subject or context inconsistent therewith:</p> <p>...</p> <p>“depositor”, “Depository” and “Depository Register” shall have meanings ascribed to them respectively in the Singapore Companies Act;</p> <p>...</p> <p>“Singapore Companies Act” shall mean The Companies Act, Cap. 50 of Singapore or any statutory modification amendment or re-enactment thereof for the time being in force and any reference to any provision of the Singapore Companies Act is to that provision as so modified amended or re-enacted or contained in such subsequent statute;</p>	<p>Bye-law 1(A)</p> <p>The marginal notes to these Bye-Laws shall not be deemed to be part of these Bye-Laws and shall not affect their interpretation and, in the interpretation of these Bye-Laws, unless there be something in the subject or context inconsistent therewith:</p> <p>...</p> <p>“depositor”, “Depository” and “Depository Register” shall have meanings ascribed to them respectively in the Securities and Futures Act;</p> <p>...</p> <p>“Singapore Companies Act” shall mean The Companies Act, Cap. 50 of Singapore or any statutory modification amendment or re-enactment thereof for the time being in force and any reference to any provision of the Singapore Companies Act is to that provision as so modified amended or re-enacted or contained in such subsequent statute;</p>	<p>The existing Bye-law 1(A) is being amended to reflect that the relevant provisions relating to the Depository are now found in the SFA instead of the Singapore Companies Act.</p>

2.	<p>Bye-law 5</p> <p>(A) In the event of preference shares being issued the total nominal value of issued preference shares shall not at any time exceed the total nominal value of the issued ordinary shares and preference shareholders shall have the same rights as ordinary shareholders as regards receiving of notices, reports and balance sheets and attending general meetings of the Company, and 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 of the Company 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 (6) months in arrears.</p> <p>(B) The Company has power to issue further preference capital ranking equally with, or in priority to, preference shares already issued.</p>	-	<p>The existing Bye-law 5 was included solely for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought a listing of its shares on the SGX-ST. These provisions were not required by Bermuda law to be included in the Bye-laws and their removal does not contravene Bermuda law.</p>
3.	<p>Bye-law 6(B)</p> <p>The repayment of preference capital other than redeemable preference capital, or any alteration of preference shareholders' rights, may only be made pursuant to a Special Resolution passed at a general meeting of the holders of the shares of that class. Provided that, where the necessary majority for such a Special Resolution is not obtained at the general meeting, consent in writing if obtained from the holders of not less than three-fourths (3/4) in nominal value of the issued shares of that class within two (2) months of such general meeting, shall be valid and effectual as a Special Resolution carried at the general meeting.</p>	-	<p>The existing Bye-law 6(B) was included solely for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought a listing of its shares on the SGX-ST. The provision is not required by Bermuda law to be included in the Bye-laws and its amendment does not contravene Bermuda law.</p>

4.	<p>Bye-law 10</p> <p>Subject to any direction to the contrary that may be given by the Company in general meeting including, or except as permitted under the listing rules of the Designated Stock Exchange, all new shares shall before issue be offered to such persons who as at the date of the offer are entitled to receive notices from the Company in respect of general meetings in proportion as far as the circumstances admit, to the number 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. After the expiration of the aforesaid time or on the receipt of intimation from the person to whom the offer is made that he declines to accept the shares offered, the Board may dispose of those shares in a manner they think most beneficial to the Company. The Board may likewise 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 Board, be conveniently offered in the manner herein before provided.</p>	-	<p>The existing Bye-law 10 was included solely for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought a listing of its shares on the SGX-ST. The provision is not required by Bermuda law to be included in the Bye-laws and its amendment does not contravene Bermuda law.</p>
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5.	<p>Bye-law 18</p> <p>Subject to the payment of all or any part of the stamp duty payable (if any) on each share certificate prior to the delivery thereof which the Board in its absolute discretion may require, every person whose name is entered as a shareholder in the Register shall be entitled to receive within ten (10) market days of the closing dates for applications for an issue of shares (or such other period as may be approved by the Designated Stock Exchange) or within ten (10) market days after the date of lodgement of a registrable transfer (or such other period as may be approved by the Designated Stock Exchange) 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 shareholder transfers part only of the shares comprised in a certificate or where such a Shareholder requires the Company to cancel any certificate or certificates and issue new certificates for the purpose of subdividing his holding in a different manner, the old certificate or certificates shall be cancelled and a new certificate or certificates for the balance of such shares issued in lieu thereof and such shareholder shall pay all or any part of the stamp duty payable (if any) on each share certificate prior to the delivery thereof which the Board in its absolute discretion may require and a maximum fee of two Singapore dollars (S\$2.00) (or the equivalent Hong Kong dollars) for each new certificate, or such other fee as the Board may from time to time determine having regard to any limitation thereof as may be prescribed by the Designated Stock Exchange upon which the 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 a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders.</p>	<p>Bye-law 18</p> <p>Subject to the payment of all or any part of the stamp duty payable (if any) on each share certificate prior to the delivery thereof which the Board in its absolute discretion may require, every person whose name is entered as a shareholder in the register shall be entitled without payment to receive within ten (10) market days after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide or, such shorter period as the Designated Stock Exchange may from time to time prescribe) one certificate for all his shares, or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange on which the shares are listed, upon payment, in the case of a transfer, of such sum (not exceeding such sum as the relevant Designated Stock Exchange may from time to time permit, and in the case of any other shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for shares in stock exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders.</p>	<p>The existing Bye-law 18 is being amended to reflect the provision common to Bermuda companies listed on the SEHK. The existing provisions were included for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought a listing of its shares on the SGX-ST. The provisions are not required by Bermuda law to be included in the Bye-laws and their amendment does not contravene Bermuda law.</p>
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6.	<p>Bye-law 22</p> <p>Subject to the Statutes and the listing rules of the Designated Stock Exchange (as applicable), if any share certificate shall be defaced, worn out, destroyed, stolen or lost, it may be renewed on such evidence being produced and a letter of indemnity or undertaking (if required) being given by the purchaser, registered holder, transferee, person entitled or shareholder of the Designated Stock Exchange or on its behalf or their client or clients as the Directors shall require and in the 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 Singapore Dollars (S\$2.00) (the equivalent Hong Kong dollars) as the Board may from time to time require (or such other amount as may be permitted under the Statutes). In the case of theft, destruction or loss the registered holder or the person entitled to whom such renewed certificates 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 theft, destruction or loss. Where shares are registered jointly in the names of several persons, any such request may be by any one of the registered joint holders.</p>	<p>Bye-law 22</p> <p>If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, as the Designated Stock Exchange may from time to time permit, and, in the case of any other capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise such sum as the Company may by Ordinary Resolution determine) as the Board shall from time to time determine and on such terms and conditions, if any, as to publication of notices, evidence and indemnity as the Board thinks fit and in the case of wearing out or defacement, after delivery up of the old certificate. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company any exceptional costs and the reasonable out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity. Where shares are registered jointly in the names of several persons, any such request may be by any one of the registered joint holders.</p>	<p>The existing Bye-law 22 is being amended to reflect the provision common to Bermuda companies listed on the SEHK. The existing provision was included for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought a listing of its shares on the SGX-ST. The provision is not required by Bermuda law to be included in the Bye-laws and its amendment does not contravene Bermuda law.</p>
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7.	<p>Bye-law 25</p> <p>The net proceeds of such sale after the payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability or engagement in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale or to his executors, administrators or assignees or as he may direct. For the purpose of giving effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in relating to the sale.</p>	<p>Bye-law 25</p> <p>The net proceeds of such sale after the payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability or engagement in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. For the purpose of giving effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in relation to the sale.</p>	<p>The existing Bye-law 25 is being amended to reflect the provision common to Bermuda companies listed on the SEHK. The existing provision was included for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought a listing of its shares on the SGX-ST. The provision is not required by Bermuda law to be included in the Bye-laws and its amendment does not contravene Bermuda law.</p>
8.	<p>Bye-law 38</p> <p>The Board may, if it thinks fit, receive from any shareholder willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and in respect of all or any of the moneys so advanced the Company may pay interest at such rate (if any) not exceeding twenty per cent. (20%). per annum as the Board may decide. Such payment in advance of a call shall not entitle the shareholder to participate in profits, to receive any dividend or to exercise any other rights or privileges as a shareholder in respect of the share or the due portion of the shares upon which payment has been advanced by such shareholder before it is called up. The Board may at any time repay the amount so advanced upon giving to such shareholder not less than one month's notice in writing of their intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced.</p>	<p>Bye-law 38</p> <p>The Board may, if it thinks fit, receive from any shareholder willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and in respect of all or any of the moneys so advanced the Company may pay interest at such rate (if any) not exceeding twenty per cent. per annum (20%) as the Board may decide but a payment in advance of a call shall not entitle the shareholder to receive any dividend or to exercise any other rights or privileges as a shareholder in respect of the share or the due portion of the shares upon which payment has been advanced by such shareholder before it is called up. The Board may at any time repay the amount so advanced upon giving to such shareholder not less than one month's notice in writing of their intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced.</p>	<p>The existing Bye-law 38 is being amended to reflect the provision common to Bermuda companies listed on the SEHK. The existing provision was included for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought a listing of its shares on the SGX-ST. The provision is not required by Bermuda law to be included in the Bye-laws and its amendment does not contravene Bermuda law.</p>

9.	<p>Bye-law 42</p> <p>The Board may, in its absolute discretion, and without assigning any reason, refuse to register a transfer of any share (not being a fully paid up share) to a person of whom it does not approve or any share issued under any share option scheme for employees upon which a restriction on transfer imposed thereby still subsists, and it may also refuse to register a transfer of any share (whether fully paid up or not) to more than three (3) joint holders except in the case of executors or administrators of the estate of a deceased shareholder or a transfer of any shares (not being a fully paid up share) on which the Company has a lien.</p>	<p>Bye-law 42</p> <p>The Board may, in its absolute discretion, and without assigning any reason, refuse to register a transfer of any share (not being a fully paid up share) to a person of whom it does not approve or any share issued under any share option scheme for employees upon which a restriction on transfer imposed thereby still subsists, and it may also refuse to register a transfer of any share (whether fully paid up or not) to more than four joint holders or a transfer of any shares (not being a fully paid up share) on which the Company has a lien.</p>	<p>The existing Bye-law 42 is being amended to reflect the provision common to the Bermuda companies listed on the SEHK. The existing provision was included for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought a listing of its shares on the SGX-ST. The provision is not required by Bermuda law to be included in the Bye-laws and its amendment does not contravene Bermuda law.</p>
10.	<p>Bye-law 43</p> <p>Save as provided in these Bye-laws, there shall be no restriction on the transfer of full-paid shares (except where required by law or the listing rules of the Designated Stock Exchange), but without limiting the generality of the foregoing, the Board may also decline to recognise any instrument of transfer unless:-</p> <p>(i) such sum, (not exceeding two Singapore dollars (S\$2.00) (or the equivalent Hong Kong dollars)) as the Board may from time to time determine is paid to the Company in respect of any instrument of transfer, probate, letters of administration, certificate of marriage or death, power of attorney or any document relating to or affecting the title to the shares to be reasonable in the territory in which the relevant register is situate, or otherwise such sum as the Board shall from time to time determine is paid to the Company in respect thereof;</p>	<p>Bye-law 43</p> <p>The Board may also decline to recognise any instrument of transfer unless:-</p> <p>(i) a fee of such maximum sum as the Designated Stock Exchange may determine to be payable or such lesser sum as the Board may from time to time determine is paid to the Company in respect of any instrument of transfer, probate, letters of administration, certificate of marriage or death, power of attorney or any document relating to or affecting the title to the shares;</p>	<p>The existing Bye-law 43 is being amended to reflect the provision common to Bermuda companies listed on the SEHK. The existing provision was included for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought a listing of its shares on the SGX-ST. The provision is not required by Bermuda law to be included in the Bye-laws and its amendment does not contravene Bermuda law.</p>

11.	<p>Bye-law 66</p> <p>An annual general meeting and a meeting called for the passing of a Special Resolution shall be called by at least twenty-one (21) clear days' notice in writing, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a Special Resolution shall be called by at least fourteen (14) clear days' notice in writing to be given to each Member entitled to attend and vote thereat. For so long as the shares of the Company are listed on the Singapore Exchange Securities Trading Limited, at least fourteen (14) days' notice of any general meeting shall be given by advertisement in and English daily newspaper in circulation in Singapore and in writing to the Singapore Exchange Securities Trading Limited and by such other means as the Board may decide in accordance with these Bye-Laws and the listing rules of the Singapore Exchange Securities Trading Limited. The notice shall be given in clear days, and shall specify the place, the day and the hour of meeting and, in case of special business, must be accompanied by a statement regarding the general nature of that business and the effect of any proposed resolution in respect of such special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-Laws, entitled to receive such notices from the Company, provided that, subject to the provisions of the Companies Act, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-Law be deemed to have been duly called if it is so agreed:-</p>	<p>Bye-law 66</p> <p>An annual general meeting and a meeting called for the passing of a Special Resolution shall be called by at least twenty-one (21) days' notice in writing, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a Special Resolution shall be called by at least fourteen (14) days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-Laws, entitled to receive such notices from the Company, provided that, subject to the provisions of the Companies Act, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-Law be deemed to have been duly called if it is so agreed:-</p>	<p>The existing Bye-law 66 is being amended to reflect the provision common to Bermuda companies listed on the SEHK. The existing provision was included for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought a listing of its shares on the SGX-ST. The provision is not required by Bermuda law to be included in the Bye-laws and its amendment does not contravene Bermuda law.</p>
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12.	<p>Bye-law 96(A)</p> <p>(A) Any alternate Director may be removed by the Company in general meeting by Ordinary Resolution and, if appointed by the Board, may be removed by the Board and, subject thereto, the office of alternate Director shall continue until the next annual election of Directors in accordance with Bye-Law 104 or, if earlier, the date on which the relevant Director ceases to be a Director. No Director may act as an alternate Director. A person may not act as an alternate Director for more than one (1) Director at the same time.</p>	<p>Bye-law 96(A)</p> <p>(A) Any alternate Director may be removed by the Company in general meeting by Ordinary Resolution and, if appointed by the Board, may be removed by the Board and, subject thereto, the office of alternate Director shall continue until the next annual election of Directors in accordance with Bye-Law 104 or, if earlier, the date on which the relevant Director ceases to be a Director. An alternate Director may also be a Director in his own right and may act as alternate to more than one Director.</p>	<p>The existing Bye-law 96 is being amended to reflect the provision common to Bermuda companies listed on the SEHK. The existing provision was included for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought a listing of its shares on the SGX-ST. The provision is not required by Bermuda law to be included in the Bye-laws and its amendment does not contravene Bermuda law.</p>
13.	<p>Bye-law 98</p> <p>Fees payable to non-executive Directors shall be a fixed sum (not being a commission on or a percentage of profits or turnover of the Company) as shall from time to time be determined by the Company in general meeting, such sum (unless otherwise directed by such resolution) shall be divided amongst the Directors in such proportions and in such manner as the Board may agree, or failing agreement, equally, except that in such event any Director holding office for less than the whole of the relevant period in respect of which the remuneration is paid shall only rank in such division in proportion to the time during such period for which he has held office. The foregoing provisions shall not apply to a Director who holds any salaried employment or office in the Company except in the case of sums paid in respect of Directors' fees. Salaries payable to executive Directors may not include a commission or a percentage of turnover of the Company. Fees payable to Directors shall not be increased except at a general meeting convened by a notice specifying the intention to propose such increase.</p>	<p>Bye-law 98</p> <p>The Directors shall be entitled to receive by way of remuneration for their services as Directors such sum as shall from time to time be determined by the Company in general meeting, such sum (unless otherwise directed by the resolution by which it is voted) to be divided amongst the Directors in such proportions and in such manner as the Board may agree, or failing agreement, equally, except that in such event any Director holding office for less than the whole of the relevant period in respect of which the remuneration is paid shall only rank in such division in proportion to the time during such period for which he has held office. The foregoing provision shall not apply to a Director who holds any salaried employment or office in the Company except in the case of sums paid in respect of Directors' fees. Such remuneration shall be deemed to accrue from day to day.</p>	<p>The existing Bye-law 98 is being amended to reflect the provision common to Bermuda companies listed on the SEHK. The existing provision was included for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought a listing of its shares on the SGX-ST. The provision is not required by Bermuda law to be included in the Bye-laws and its amendment does not contravene Bermuda law.</p>

<p>14.</p>	<p>Bye-law 108</p> <p>No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing signed by a shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of the intention to nominate that person for election as a Director and notice in writing duly signed by the nominee, of his willingness to be elected and signifying his candidature for office shall have been lodged at the Head Office or at the Registration Office at least eleven (11) clear days before the date of the general meeting. 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 candidate for election to the Board shall be served on the shareholders at least seven (7) days prior to the meeting at which the election is to take place but no earlier than the day after the despatch of the notice of such meeting.</p>	<p>Bye-law 108</p> <p>No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office at least seven days before the date of the general meeting. The period for lodgement of the notices required under this Bye-law will commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.</p>	<p>The existing Bye-law 108 is being amended to reflect the provision common to Bermuda companies listed on the SEHK. The existing provision was included for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought a listing of its shares on the SGX-ST. The amendment of the provision does not contravene Bermuda law.</p>
<p>15.</p>	<p>Bye-law 116</p> <p>The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period (not exceeding five years) and on such terms as they think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Managing Director shall be subject to the control of the directors. A Director so appointed shall, while holding that office be subject to retirement and his appointment shall be automatically determined if he ceases from any other cause to be a Director. Where the appointment is for a fixed term, such term shall not exceed five (5) years.</p>	<p>Bye-law 116</p> <p>The Board may from time to time appoint any one or more of its body to the office of Managing Director, Joint Managing Director, Deputy Managing Director or other Executive Director and/or such other office in the management of the business of the Company as it may decide for such period and upon such terms as it thinks fit and upon such terms as to remuneration as it may decide in accordance with Bye-Law 101.</p>	<p>The existing Bye-law 116 is being amended to reflect the provision common to Bermuda companies listed on the SEHK. The existing provision was included for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought a listing of its shares on the SGX-ST. The provision is not required by Bermuda law to be included in the Bye-laws and its amendment does not contravene Bermuda law.</p>

16.	<p>Bye-law 127</p> <p>Questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote except when only two (2) Directors are present and form a quorum or only two (2) Directors are competent to vote on the question in issue, the Chairman shall not have a casting vote.</p>	<p>Bye-law 127</p> <p>Questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.</p>	<p>The existing Bye-law 127 is being amended to reflect the provision common to Bermuda companies listed on the SEHK. The existing provision was included for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought a listing of its shares on the SGX-ST. The provision is not required by Bermuda law to be included in the Bye-laws and its amendment does not contravene Bermuda law.</p>
17.	<p>Bye-law 167(A)</p> <p>The Board shall from time to time cause to be prepared and laid before the Company at its annual general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are required by the Statutes. The interval between the close of a financial year of the Company and the issue of the accounts relating thereto shall not exceed four (4) months, or such other period as may be prescribed by the Designated Stock Exchange.</p>	<p>Bye-law 167(A)</p> <p>The Board shall from time to time cause to be prepared and laid before the Company at its annual general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are required by the Statutes.</p>	<p>The existing Bye-law 167(A) is being amended to reflect the provision common to Bermuda companies listed on the SEHK. The provision was included for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought a listing of its shares on the SGX-ST. These provisions were not required by Bermuda law to be included in the Bye-laws and their amendment does not contravene Bermuda law.</p>

18.	<p>Bye-law 170</p> <p>A person other than the retiring Auditors shall not be capable of being appointed Auditors at an annual general meeting unless notice of an intention to nominate that person to the office of Auditors has been given to the Company not less than fourteen (14) days before the annual general meeting, and the Company shall send a copy of any such notice to the retiring Auditors and shall give notice thereof to the shareholders not less than seven (7) days before the annual general meeting provided that the above requirements may be waived by notice in writing by the retiring Auditors to the Secretary provided that if after a notice of the intention to nominate Auditors has been so given an annual general meeting is called for a date fourteen (14) days or less after that notice has been given, the notice, though not given within the time required by this Bye-Law, shall be deemed to have been properly given for the purposes thereof, and the notice to be sent or given by the Company may instead of being sent or given within the time required by this provision be sent or given at the same time as the notice of the annual general meeting.</p>	<p>Bye-law 170</p> <p>A person other than the incumbent Auditors shall not be capable of being appointed Auditors at a general meeting unless notice of an intention to nominate that person to the office of Auditors has been given to the Company not less than twenty-one (21) days before the general meeting, and the Company shall send a copy of any such notice to the incumbent Auditors and shall give notice thereof to the shareholders not less than seven (7) days before the general meeting provided that the above requirements may be waived by notice in writing by the incumbent Auditors to the Secretary.</p>	<p>The existing Bye-law 170 is being amended to mirror the amendments to the Bermuda Companies Act.</p>
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19.	<p>Bye-law 192</p> <p>(A) Each Director shall, upon his appointment to the Board, give an undertaking to the Company that, for so long as he remains a Director, he shall forthwith notify the Secretary of the particulars of the shares beneficially owned by him at the time of his appointment and of any change in such particulars.</p> <p>(B) For so long as the shares of the Company are listed on the Singapore Exchange Securities Trading Limited, each shareholder shall, (a) upon becoming a substantial shareholder of the Company, (b) for so long as he remains a substantial shareholder of the Company, upon a change in his interest or interests in the Company and (c) upon ceasing to be a substantial shareholder of the Company, give the Secretary a notice in writing of (a) the particulars of the shares beneficially owned by him, or (b) the particulars of the change in interests (including the date of change and the circumstances by reason of which that change has occurred), or (c) the particulars of the date and circumstances of the cessation of substantial shareholding, as the case may be, within two (2) days after (a) becoming a substantial shareholder, (b) the date of change in interests, or (c) the date of cessation, as the case may be. For the purposes of this Bye-law, the term “substantial shareholder” shall have the same meaning ascribed to it in Sections 81(1) and 81(2) of the Singapore Companies Act and the term “interest” or “interests” shall have the same meaning ascribed to it in Section 7 of the Singapore Companies Act.</p>	-	<p>The existing Bye-law 192 relates to the disclosure by Directors and Substantial Shareholders of their shareholding interest in the Company and any change of such interest. The Company proposes to delete Bye-law 192 in its entirety because Part VII of the SFA which provides for, <i>inter alia</i>, disclosure of interests in the shares of a corporation by its directors, chief executive officer and substantial shareholders, and the corporation’s obligation to announce such notifications received does not apply to foreign corporations with a secondary listing on the SGX-ST, and will therefore not be applicable upon completion of the Proposed Conversion.</p>
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	(C) For so long as the shares of the Company are listed on the Singapore Exchange Securities Trading Limited, the provisions of Section 92 of the Singapore Companies Act shall apply.		
20.	<p>Bye-law 193</p> <p>For so long as the shares of the Company are listed on the Designated Stock Exchange, the provisions of Sections 138, 139 and 140 of the Securities and Futures Act, Section 215 of the Singapore Companies Act, and the Singapore Take-over Code on Take-overs and Mergers, including any amendment, modification, revision, variation or re-enactment thereof, shall apply, mutatis mutandis, to all take-over offers for the Company.</p>	–	<p>The existing Bye-law 193 relates to compliance with specified provisions under the Securities and Futures Act, Chapter 289 of Singapore, the Singapore Companies Act and the Take-over Code in relation to all take-over offers for the Company. Existing Bye-law 193 was incorporated into the Bye-laws at the Company's point of listing on the SGX-ST as the previous version of the Take-over Code only applied to Singapore-incorporated companies. The Singapore Take-over Code was subsequently amended to extend its application to foreign corporations with a primary listing of their equity securities in Singapore. The Company proposes to delete Bye-law 193 in its entirety as the Singapore Take-over Code will not apply to the Company upon completion of the Proposed Conversion.</p>

**APPENDIX 3 – PROPOSED AMENDED BYE-LAWS OF THE COMPANY
TO BE ADOPTED**

BYE-LAWS

OF

Techcomp (Holdings) Limited

(as approved by a Special Resolution
at a special general meeting passed on [*] 2016 with effect from [*] 2016)

Appleby
2206-19 Jardine House
1 Connaught Place
Central
Hong Kong

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BYE-LAWS

(As approved by a Special Resolution at a special general meeting passed on [*] 2016
with effect from [*] 2016)

OF

Techcomp (Holdings) Limited

PRELIMINARY

1. (A) The marginal notes to these Bye-Laws shall not be deemed to be part of these Bye-Laws and shall not affect their interpretation and, in the interpretation of these Bye-Laws, unless there be something in the subject or context inconsistent therewith: Marginal Notes

“appointed newspaper” shall have the meaning as defined in the Companies Act; Definitions

“address” shall have the ordinary meaning given to it and shall include any facsimile number, electronic number or address or website used for the purposes of any communication pursuant to these Bye-Laws;

“associate(s)” shall have the meaning attributed to it in the rules of the relevant Designated Stock Exchange; HKLR App.3
para.4(1)

“Auditors” shall mean the persons for the time being performing the duties of that office;

“Bermuda” shall mean the Islands of Bermuda;

“the Board” shall mean the board of directors of the Company as constituted from time to time or (as the context may require) the majority of Directors present and voting at a meeting of the Directors at which a quorum is present;

“these Bye-Laws” or “these presents” shall mean these Bye-Laws in their present form and all supplementary, amended or substituted Bye-Laws for the time being in force;

“call” shall include any instalment of a call;

“capital” shall mean the share capital from time to time of the Company;

“clear days”, in relation to a notice and/or a meeting shall mean a period of days exclusive of the day on which it is served or deemed to be served and of the day for which it is given or scheduled to occur;

“clearing house” shall mean a clearing house recognised by the relevant Designated Stock Exchange;

“the Chairman” shall mean the Chairman presiding at any meeting of shareholders or of the Board;

“the Companies Act” shall mean the Companies Act 1981 of Bermuda as may from time to time be amended;

“the Company” or “this Company” shall mean Techcomp (Holdings) Limited which was incorporated in Bermuda on the 26 January 2004;

“corporate representative” shall mean any person appointed to act in that capacity pursuant to Bye-law 86;

“debenture” and “debenture holder” shall respectively include “debenture stock” and “debenture stockholder”;

“depositor”, “Depository” and “Depository Register” shall have meanings ascribed to them respectively in the Securities and Futures Act;

“Designated Stock Exchange” shall mean the Singapore Exchange Securities Trading Limited and/or The Stock Exchange of Hong Kong Limited and/or and other stock exchange(s) which the shares of the Company are listed and quoted on, and where the context requires and where it is applicable;

“Director” shall mean a director of the Company and shall include an alternate director;

“dividend” shall include scrip dividends, distributions in specie or in kind, capital distributions and capitalisation issues, if not inconsistent with the subject or context;

“electronic” shall mean relating to technology having electrical, digital, magnetic, wireless, optical electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act 1999 of Bermuda as may be amended from time to time;

“full financial statements” shall mean the financial statements that are required under section 87(1) of the Companies Act as may be amended from time to time;

“Head Office” shall mean such office of the Company as the Directors may from time to time determine to be the principal office of the Company;

“HK Companies Ordinance” shall mean the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) or may from time to time amended;

“holding company” and “subsidiary” shall have the meanings ascribed to them by the Companies Act;

“market day” shall mean a day on which the Designated Stock Exchange is open for trading in securities;

“Member” or “shareholder” shall mean a duly registered holder from time to time of a share;

“month” shall mean a calendar month;

“Newspapers”, in relation to the publication in newspapers of any notice, shall mean a daily English language newspaper published and circulating generally in the Relevant Territory and specified for this purpose by the stock exchange in the Relevant Territory;

“paid up” in relation to a share, shall mean paid up or credited as paid up;

“the Principal Register” shall mean the register of shareholders of the Company maintained in Bermuda;

“the register” shall mean the Principal Register and any branch register of shareholders to be kept pursuant to the provisions of the Statutes;

“Registered Office” shall mean the registered office of the Company for the time being;

“Registration Office” shall mean in respect of any class of share capital, such place or places in the Relevant Territory or elsewhere where the Directors from time to time determine to keep a branch register of shareholders in respect of that class of share capital and where (except in cases where the Directors otherwise agree) transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered;

“Relevant Territory” shall mean Singapore, Hong Kong or such other territory as the Directors may from time to time decide if the issued ordinary share capital of the Company is listed on a stock exchange in such territory;

“Seal” shall mean any one (1) or more common seals from time to time of the Company for use in Bermuda or in any place outside Bermuda;

“Secretary” shall mean the person or corporation for the time being performing the duties of that office;

“securities account” shall mean the securities account maintained by a depositor with the Depository;

“Securities and Futures Act” shall mean The Securities and Futures Act of Singapore or any statutory modification amendment or re-enactment thereof for the time being in force and any reference to any provision of the Securities and Futures Act is to that provision as so modified, amended or re-enacted or contained in such subsequent statute;

“Securities Seal” shall mean a seal for use for sealing certificates for shares or other securities issued by the Company which is a facsimile of the Seal of the Company with the addition on its face of the words “Securities Seal”;

“share” shall mean share in the capital of the Company;

“Statutes” shall mean the Companies Act and every other act (as amended from time to time) for the time being in force of the Legislature of Bermuda applying to or affecting the Company, the Memorandum of Association and/or these presents;

“summarized financial statements” shall have the meaning ascribed to them in the section 87A(3) of the Companies Act as may be amended from time to time;

“Transfer Office” shall mean the place where the Principal Register is situate for the time being; and

“writing” or “printing” shall include writing, printing, lithography, photography, typewriting and every other mode of representing words or figures in a legible and non-transitory form.

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| (B) | <p>In these Bye-Laws, unless there be something in the subject or context inconsistent herewith:</p> <p>words denoting the singular shall include the plural and words denoting the plural shall include the singular;</p> <p>words importing any gender shall include every gender and words importing persons shall include partnerships, firms, companies, corporations and bodies of persons, whether corporate or not;</p> <p>subject as aforesaid, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Bye-Laws become binding on the Company) shall, if not inconsistent with the subject and/or context, bear the same meaning in these Bye-Laws, save that “company” shall where the context permits include any company incorporated in Bermuda or elsewhere; and</p> <p>references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.</p> | General |
| (C) | <p>A resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths(3/4) of the votes cast by such shareholders as, being entitled so to do, vote in person or where a corporate representative is allowed, by duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting of which not less than twenty-one (21) days’ notice, specifying (without prejudice to the power contained in these presents to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given. Provided that, except in the case of an annual general meeting, if it is so agreed by a majority in number of the shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the shares giving that right, a resolution may be proposed and passed as a Special Resolution at a meeting of which less than twenty-one (21) days’ notice has been given.</p> | <p>Special Resolution</p> <p>HKLR App.13 para.1</p> |
| (D) | <p>A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such shareholders as, being entitled so to do, vote in person or where a corporate representative is allowed, by duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting held in accordance with these presents and of which not less than fourteen (14) days’ notice has been duly given. Provided that, if it is so agreed by a majority in number of the shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the shares giving that right, a resolution may be proposed and passed as an Ordinary Resolution at a meeting of which less than fourteen (14) days’ notice has been given.</p> | Ordinary Resolution |
| (E) | <p>A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Bye-Laws or the Statutes.</p> | Special Resolution effective as Ordinary Resolution |

2. Without prejudice to any other requirements of the Statutes, the prior written approval of the relevant Designated Stock Exchange, a resolution of the Board and a Special Resolution shall be required to rescind alter or amend these presents. A Special Resolution shall be required to alter the Memorandum of Association or to change the name of the Company.
- When Special Resolution is required

SHARES, WARRANTS AND MODIFICATION OF RIGHTS

3. (A) Without prejudice to any special rights or restrictions for the time being attaching to any shares or any class of shares, any share may be issued upon such terms and conditions and with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by Ordinary Resolution determine (or, in the absence of any such determination or so far as the same may not make specific provision, as the Board may determine) and any preference share may, subject to the Companies Act and with the sanction of a Special Resolution, be issued on the terms that it is liable to be redeemed upon the happening of a specified event or upon a given date and either at the option of the Company or, if so authorised by the Memorandum of Association of the Company, at the option of the holder. Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all shareholders alike.
- Issue of shares
HKLR App.3
para.6(1)
- (B) The rights attaching to any shares of a class other than ordinary shares shall be expressly provided in these Bye-Laws.
4. The Board may, subject to the approval by the shareholders in general meeting, issue warrants to subscribe for any class of shares or securities of the Company on such terms as the Board may from time to time determine. Where warrants are issued to bearer, no certificate thereof shall be issued to replace one that has been lost unless the Board is satisfied beyond reasonable doubt that the original certificate thereof has been destroyed and the Company has received an indemnity in such form as the Board shall think fit with regard to the issue of any such replacement certificate.
- Warrants
HKLR App.3
para.2(2)
5. [Intentionally left blank]
6. (A) For the purposes of Section 47 of the Companies Act, if at any time the capital is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated either with the consent in writing of the holders of not less than three-fourths (3/4) in nominal value of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting and all adjournments thereto the provisions of these Bye-Laws relating to general meetings of the Company and to the proceedings thereat shall mutatis mutandis apply, but so that the necessary quorum shall be not less than two (2) persons holding or representing by proxy or by corporate representative one-third (1/3) in nominal value of the issued shares of that class, and that any holder of shares of the class present in person or by proxy or by duly authorised corporate representative may demand a poll.
- How rights of shares may be modified
HKLR App.3
para.6(2)
HKLR App.13
para.2(1)

- (B) The provisions of this Bye-Law shall apply to the variation or abrogation of the special rights attached to the shares of any class as if each group of shares of the class differently treated formed a separate class the rights whereof are to be varied or abrogated.
- (C) The special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided in the rights attaching to or the terms of issue of such shares, be deemed to be altered or abrogated by the creation or issue of further shares ranking *pari passu* therewith.

SHARES AND INCREASE OF CAPITAL

- 7. (A) The authorised share capital of the Company at the date on which these Bye-Laws come into effect is US\$40,000,000 divided into 800,000,000 shares of US\$0.05 each. Authorised Share Capital

HKLR App.3 para.9
- (B) (i) The Company may purchase its own shares for cancellation in accordance with the Statutes on such terms as the Board shall think fit. Any power of the Company to purchase or otherwise acquire its own shares shall be exercisable by the Board in accordance with and subject to the Statutes, the Company's Memorandum of Association and, for so long as the shares of the Company are listed on the Designated Stock Exchange, the prior approval of the Members in general meeting for such purchase or acquisition. Such approval of the Members shall remain in force until (a) the conclusion of the annual general meeting of the Company following the passing of the resolution granting the said authority or (b) the date by which such annual general meeting is required to be held or (c) it is revoked or varied by ordinary resolution of the Company in general meeting, whichever is the earliest, and may thereafter be renewed by the Members in general meeting. For so long as the shares of the Company are listed on the Designated Stock Exchange, the Company shall make an announcement to the Designated Stock Exchange of any purchase or acquisition by the Company of its own shares on the market day following the day of such purchase or acquisition. Company to purchase its own shares
- (ii) Neither the Company nor any of its subsidiaries shall give, whether directly or indirectly, whether by means of loan, guarantee, provision of security or otherwise, any financial assistance for the purpose of the acquisition or proposed acquisition by any person of any shares in the Company, but nothing in this Bye-law shall prohibit transactions permitted under the Companies Act.
- 8. The Company in general meeting may from time to time, whether or not all the shares for the time being authorised shall have been issued and whether or not all the shares for the time being issued shall have been fully paid up, by Ordinary Resolution in accordance with Section 45 of the Companies Act, increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such class or classes and of such amounts in Hong Kong dollars, Singapore dollars or United States dollars or such other currency as the shareholders may think fit and as the resolution may prescribe. Power to increase capital

9. Any new shares shall be issued upon such terms and conditions and with such rights, privileges or restrictions annexed thereto as the general meeting resolving upon the creation thereof shall direct, and if no direction be given, subject to the provisions of the Statutes and of these Bye-Laws, as the Board shall determine; and in particular such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a special right or without any right of voting.
10. [Intentionally left blank]
11. Except so far as otherwise provided by the conditions of issue or by these Bye-Laws, any capital raised by the creation of new shares shall be treated as if it formed part of the original capital of the Company and such shares shall be subject to the provisions contained in these Bye-Laws with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, cancellation, surrender, voting and otherwise.
12. (A) Subject to the provisions of the Companies Act and to the provisions of these Bye-laws and without prejudice to any special rights or restrictions for the time being allocated to any shares or any class of shares, all unissued shares shall be at the disposal of the Board and it may offer, allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times, for such consideration and generally on such terms as it in its absolute discretion thinks fit, but so that no shares shall be issued at a discount provided always that:-
- (i) no shares shall be issued to transfer a controlling interest in the Company without the prior approval of the shareholders in general meeting;
 - (ii) (subject to any direction to the contrary that may be given by the Company in general meeting) any issue of shares for cash to shareholders holding shares of any class shall be offered to such shareholders in proportion as nearly as may be to the number of shares of such class then held by them and the provisions of Bye-law 10 with such adaptations as are necessary shall apply;
 - (iii) any other issue of shares, the aggregate of which would exceed the limits set out in paragraph (B) below, shall be subject to the approval of the Members in general meeting; and
 - (iv) the rights attaching to shares of a class other than ordinary shares shall be expressed in the resolution creating the same.
- The Directors shall, as regards any offer or allotment of shares, comply with the provisions of the Companies Act, if and so far as such provisions may be applicable thereto.
- (B) Notwithstanding Bye-law 12(A) above but subject to the Statutes and the listing rules of the Designated Stock Exchange (if applicable), the Company may by Ordinary Resolution 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 (whether by way of rights, bonus or otherwise) where:-

On what conditions new shares may be issued

New shares to form part of original capital

Shares at the disposal of the Board

- (i) the aggregate number of shares to be issued pursuant to such authority does not exceed 50 percent (or such other limit as may be prescribed by the Designated Stock Exchange) of the issued share capital of the Company for the time being, of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company does not exceed 20 percent (or such other limit as may be prescribed by the Designated Stock Exchange) of the issued share capital of the Company for the time being; and
 - (ii) unless previously revoked or varied by the Company at a meeting, such authority to issue shares does not continue beyond the conclusion of the annual general meeting of the Company next following the passing of the Ordinary Resolution or the date by which such annual general meeting is required to be held, or the expiration of such other period as may be prescribed by the Companies Act, whichever is the earliest date.
- (C) Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such offer, option or shares to shareholders or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Shareholders affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of shareholders for any purpose whatsoever.
13. The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the Companies Act shall be observed and complied with. Company may pay commission
14. Except as otherwise expressly provided by these Bye-Laws or as required by law or as ordered by a court of competent jurisdiction, no person shall be recognised by the Company as holding any share upon any trust and, except as aforesaid, 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 or any other right or claim to or in respect of any shares except an absolute right to the entirety thereof of the registered holder. Company not to recognise trusts in respect of shares
15. Subject to the terms and conditions of any application for shares, the Board shall allot shares applied for within ten (10) market days of the closing date of any such application (or such other period as may be approved by the Designated Stock Exchange). Share Allotment
16. Subject to the Companies Act and these Bye-Laws, the Board may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in right to effect such renunciation upon and subject to such terms and conditions as the Board considers fit to impose. Renunciation of Allotment

REGISTER OF SHAREHOLDERS AND SHARE CERTIFICATES

17. (A) The Company shall cause to be kept a register of the shareholders and there shall be entered therein the particulars required under the Companies Act. Share register
- (B) Subject to the provisions of the Companies Act, if the Board considers it necessary or appropriate, the Company may establish and maintain a local or branch register at such location outside Bermuda as the Board thinks fit and the Board may make and vary such registration as it determines in respect of the keeping of any such register and maintaining a Registration Office in conditions therewith. Local or branch register
18. Subject to the payment of all or any part of the stamp duty payable (if any) on each share certificate prior to the delivery thereof which the Board in its absolute discretion may require, every person whose name is entered as a shareholder in the register shall be entitled without payment to receive within ten (10) market days after allotment or lodgement of a transfer (or within such other period as the conditions of issue shall provide or, such shorter period as the Designated Stock Exchange may from time to time prescribe) one certificate for all his shares, or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming a stock exchange board lot for the purposes of the stock exchange on which the shares are listed, upon payment, in the case of a transfer, of such sum (not exceeding such sum as the relevant Designated Stock Exchange may from time to time permit, and in the case of any other shares, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise such other sum as the Company may by Ordinary Resolution determine) for every certificate after the first as the Board may from time to time determine, such number of certificates for shares in stock exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of the joint holders shall be sufficient delivery to all such holders. Share Certificates
19. Every certificate for shares, warrants or debentures or representing any other form of securities of the Company shall be issued under the Seal of the Company, which for this purpose may be a Securities Seal. The Board may by resolution determine, either generally or in any particular case, that any signatures on any such certificates need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon or that such certificates need not be signed by any persons. Share certificates to be sealed
HKLR App.3 para.2(1)
20. Every share certificate hereafter issued shall specify the number and class of shares in respect of which it is issued and the amount paid thereon and may otherwise be in such form as the Board may from time to time prescribe. A share certificate shall relate to only one (1) class of shares, and where the capital of the Company includes shares with different voting rights, the designation of each class of shares, other than those which carry the general right to vote at general meetings, must include the words "restricted voting" or "limited voting" or "non-voting" or some other appropriate designation which is commensurate with the rights attaching to the relevant class of shares. Share certificate to specify number and class of shares
HKLR App.3 para.10(1) and (2)

21. (A) Except in the case of executors or administrators or trustees of the estate of a deceased shareholder the Company shall not be bound to register more than four (4) persons as joint holders of any share. Joint holders
HKLR App.3 para.1(3)
- (B) If any share shall stand jointly in the names of two (2) or more persons, the person first named in the register shall be deemed the sole holder thereof as regards service of notice and, subject to the provisions of these Bye-Laws, all or any other matter connected with the Company, except the transfer of the shares.

22. If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, as the Designated Stock Exchange may from time to time permit, and, in the case of any other capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise such sum as the Company may by Ordinary Resolution determine) as the Board shall from time to time determine and on such terms and conditions, if any, as to publication of notices, evidence and indemnity as the Board thinks fit and in the case of wearing out or defacement, after delivery up of the old certificate. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company any exceptional costs and the reasonable out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity. Where shares are registered jointly in the names of several persons, any such request may be by any one of the registered joint holders. Replacement of share certificates

LIEN

23. 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 such share. The Company shall also have a first and paramount lien on all shares (not being fully paid up shares) registered in the name of a shareholder, whether singly or jointly with any other person or persons, for all the debts and liabilities of such shareholders or his estate to the Company and whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such shareholder, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such shareholder or his estate and any other person, whether a shareholder of the Company or not. The Company's lien (if any) on a share shall extend to all dividends or other moneys declared in respect thereof. The Board may at any time either generally or in any particular case waive any lien that has arisen, or declare any share to be exempt wholly or partially from the provisions of this Bye-Law. Company's lien
HKLR App.3 para.1(2)
24. Subject to these Bye-laws, the Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, nor until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of the sum presently payable or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving notice of intention to sell in default, shall have been given to the registered holder for the time being of the shares or the person entitled to the shares by reason of such holder's death, bankruptcy or winding-up. Sale of shares subject to lien

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| 25. | The net proceeds of such sale after the payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability or engagement in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. For the purpose of giving effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in relation to the sale. | Application of proceeds of sale |
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CALLS ON SHARES

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| 26. | Subject to these Bye-laws and to the terms of allotment, the Board may from time to time make such calls as it may think fit upon the shareholders in respect of any moneys unpaid on the shares held by them respectively (whether on account of the nominal value of shares or by way of premium) and not by the conditions of issue or allotment thereof made payable at a fixed time. A call may be made payable either in one sum or by instalments. | Calls/
instalments |
| 27. | Fourteen (14) days' notice at least of any call shall be given specifying the time and place of payment and to whom such call shall be paid. | Notice of call |
| 28. | A copy of the notice referred to in Bye-Law 27 shall be sent to shareholders in the manner in which notices may be sent to shareholders by the Company as herein provided. | Copy of notice to be sent to shareholders |
| 29. | In addition to the giving of notice in accordance with Bye-Law 28, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the shareholders by notice to be published at least once in the Newspapers. | Notice of call may be given |
| 30. | Every shareholder upon whom a call is made shall pay the amount of every call so made on him to the person and at the time or times and place or places as the Board shall appoint. | Time and place for payment of call |
| 31. | A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed. | When call deemed to have been made |
| 32. | The joint holders of a share shall be severally as well as jointly liable for the payment of all calls and instalments due in respect of such share or other moneys due in respect thereof. | Liability of joint holders |
| 33. | The Board may from time to time at its discretion extend the time fixed for any call, and may extend such time as regards all or any of the shareholders whom due to residence outside the Relevant Territory or other cause the Board may deem entitled to any such extension but no shareholder shall be entitled to any such extension except as a matter of grace and favour. | Board may extend time fixed for call |
| 34. | If the sum payable in respect of any call or instalments is not paid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding twenty per cent. (20%) per annum as the Board shall fix from the day appointed for the payment thereof to the time of the actual payment, but the Board may in its absolute discretion waive payment of such interest wholly or in part. | Interest on unpaid calls |

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| 35. | No shareholder shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another shareholder) at any general meeting, either personally, or (save as proxy for another shareholder) by proxy or by duly authorised corporate representative, or be reckoned in a quorum, or to exercise any other privilege as a shareholder until all calls or instalments due from him to the Company, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid. | Suspension of privileges while call unpaid |
| 36. | On the trial or hearing of any action or other proceedings for the recovery of any money due for any call, it shall be sufficient to prove that the name of the shareholder sued is entered in the register as the holder, or one (1) of the holders, of the shares in respect of which such debt accrued; that the resolution of the Board making the call has been duly recorded in the minute book of the Board; and that notice of such call was duly given to the shareholder sued, in pursuance of these Bye-Laws; and it shall not be necessary to prove the appointment of the Board who made such call, nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of a debt due from the shareholder sued to the Company. | Evidence in action for call |
| 37. | 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 nominal value of the share and/or by way of premium, shall for all purposes of these Bye-Laws be deemed to be a call duly made, notified, and payable on the date fixed for payment, and in case of non-payment all the relevant provisions of these Bye-Laws as to payment of interest and expenses, forfeiture and the like, shall apply as if such sums had become payable by virtue of a call duly made and notified. The Board may on the issue of shares differentiate between the allottees or holders as to the amount of calls to be paid and in the time of payment of such calls. | Sums payable on allotment deemed a call

Shares may be issued subject to different conditions as to calls, etc. |
| 38. | The Board may, if it thinks fit, receive from any shareholder willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and in respect of all or any of the moneys so advanced the Company may pay interest at such rate (if any) not exceeding twenty per cent. per annum (20%) as the Board may decide but a payment in advance of a call shall not entitle the shareholder to receive any dividend or to exercise any other rights or privileges as a shareholder in respect of the share or the due portion of the shares upon which payment has been advanced by such shareholder before it is called up. The Board may at any time repay the amount so advanced upon giving to such shareholder not less than one month's notice in writing of their intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. | Payment of calls in advance

HKLR App.3 para.3(1) |

TRANSFER OF SHARES

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| 39. | Subject to the Companies Act and these Bye-laws, all transfers of shares may be effected by transfer in writing in the form for the time being approved by the Designated Stock Exchange and the Board. | Form of transfer |
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40. The instrument of transfer of any share shall be executed by or on behalf of the transferor and by or on behalf of the transferee provided that an instrument of transfer in respect of which the transferee is the Depository shall be effective although not signed or witnessed by or on behalf of the Depository and provided further that the Board may dispense with the execution of the instrument of transfer by the transferee in any case in which it thinks fit, in its absolute discretion, to do so. The Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof. Nothing in these Bye-Laws shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.
- Execution of transfer
HKLR App.3 para.1(1)
41. (A) The Board may, in its absolute discretion, at any time and from time to time transfer any share upon the Principal Register to any branch register or any share on any branch register to the Principal Register or any other branch register.
- Shares registered on principal register, branch register, etc.
- (B) Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time stipulate, and which agreement it shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold) no shares on the Principal Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Principal Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Principal Register, at the Transfer Office. Unless the Board otherwise agrees, all transfers and other documents of title shall be lodged for registration with, and registered at, the relevant Registration Office.
- (C) Notwithstanding anything contained in this Bye-Law, the Company shall as soon as practicable and on a regular basis record in the Principal Register all transfers of shares effected on any branch register and shall at all times maintain the Principal Register in all respects in accordance with the Companies Act.
42. The Board may, in its absolute discretion, and without assigning any reason, refuse to register a transfer of any share (not being a fully paid up share) to a person of whom it does not approve or any share issued under any share option scheme for employees upon which a restriction on transfer imposed thereby still subsists, and it may also refuse to register a transfer of any share (whether fully paid up or not) to more than four joint holders or a transfer of any shares (not being a fully paid up share) on which the Company has a lien.
- Board may refuse to register a transfer
43. The Board may also decline to recognise any instrument of transfer unless:-
- Requirements as to transfer
- (i) a fee of such maximum sum as the Designated Stock Exchange may determine to be payable or such lesser sum as the Board may from time to time determine is paid to the Company in respect of any instrument of transfer, probate, letters of administration, certificate of marriage or death, power of attorney or any document relating to or affecting the title to the shares;
- HKLR App.3 para.1(1) and (2)

- (ii) the instrument of transfer is lodged at the relevant Registration Office or, as the case may be, the Transfer Office accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do);
 - (iii) the instrument of transfer is in respect of only one (1) class of share;
 - (iv) the shares concerned are free of any lien in favour of the Company;
 - (v) if applicable, the instrument of transfer is properly stamped; and
 - (vi) where applicable, the permission of the Bermuda Monetary Authority with respect thereto has been obtained.
44. No transfer of any shares (not being a fully paid up share) shall be made to an infant or to a person of unsound mind or under other legal disability. No transfer to an infant
45. If the Board shall refuse to register a transfer of any share, it shall, within one (1) month after the date on which the transfer was lodged with the Company, send to each of the transferor and the transferee notice of the refusal, stating the facts which are considered to justify the refusal. Notice of refusal
46. Upon every transfer of shares the certificate held by the transferor shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall be issued to the transferee in respect of the shares transferred to him, and if any of the shares included in the certificate so given up shall be retained by the transferor a new certificate in respect thereof shall be issued to him. The Company shall also retain the instrument of transfer. Certificate to be given up on transfer
47. The registration of transfers may be suspended and the register closed on giving notice to the Designated Stock Exchange and by advertisement in an appointed newspaper and in the Newspapers at such times and for such periods as the Board may from time to time determine and either generally or in respect of any class of shares. The register shall not be closed for more than thirty (30) days in any year. When transfer books and register may be closed

TRANSMISSION OF SHARES

48. In the case of the death of a shareholder, the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him. Deaths of registered holder or of joint holder of shares
49. Any person becoming entitled to a share in consequence of the death or bankruptcy or winding-up of a shareholder may, upon such evidence as to his title being produced as may from time to time be required by the Board, 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 transferee thereof. Registration of personal representatives and trustees in bankruptcy

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| 50. | If the person becoming entitled to a share pursuant to Bye-Law 49 shall elect to be registered himself, as the holder of such share he shall deliver or send to the Company a notice in writing signed by him at (unless the Board otherwise agrees) the Registration Office, stating that he so elects. If he shall elect to have his nominee registered, he shall testify his election by executing a transfer of such shares to his nominee. All the limitations, restrictions and provisions of these presents 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, bankruptcy or winding-up of the shareholder had not occurred and the notice or transfer were a transfer executed by such shareholder. | Notice of election to be registered and registration of nominee |
| 51. | A person becoming entitled to a share by reason of the death, bankruptcy or winding-up 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. However, the Board may, if it thinks fit, withhold the payment of any dividend payable or other advantages in respect of such share until such person shall become the registered holder of the share or shall have effectually transferred such share, but, subject to the requirements of Bye-Law 80 being met, such a person may vote at general meetings of the Company. | Retention of dividends, etc. until transfer or transmission of shares of a deceased or bankrupt shareholder |

FORFEITURE OF SHARES

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| 52. | If a shareholder fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, without prejudice to the provisions of Bye-Law 36, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued by reason of such non-payment and which may thereafter accrue up to the date of actual payment as the Board shall determine. | If call or instalment not paid notice may be given |
| 53. | The notice shall name a further day (not earlier than the expiration of fourteen (14) days from the date of the notice) on or before which the payment required by the notice is to be made, and it shall also name the place where payment is to be made, such place being either the Registered Office or a Registration Office. The notice shall also state that, in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited. | Content of notice of call |
| 54. | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends and bonuses declared in respect of the forfeited share and not actually paid before the forfeiture. The Directors may accept the surrender of any shares liable to be forfeited hereunder and in such cases references in these Bye-Laws to forfeiture shall include surrender. | If notice not complied with shares may be forfeited |
| 55. | Any share so forfeited shall be deemed to be the property of the Company, and may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Board thinks fit. The residue of the proceeds of such sale pursuant to this Bye-law after the satisfaction of the unpaid calls and accrued interest and expenses of such sale shall be paid to the person entitled to the shares at the time of the sales or to his executors, administrators or assigns, as he may direct it. To give effect to any such sale, the Board may, if necessary, authorise some other person to transfer or effect the transfer of a forfeited share to any such person as aforesaid. | Forfeited shares to become property of Company |

56. A person whose shares have been forfeited shall cease to be a shareholder in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the forfeited shares, together with (if the Board shall in its discretion so require) interest thereon from the date of forfeiture until the date of actual payment at such rate not exceeding twenty per cent.(20%) per annum as the Board may prescribe, and the Board may enforce the payment thereof if it thinks fit, and without any deduction or allowance for the value of the shares at the date of forfeiture, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and claims and demand against the Company in respect of the share and all other rights and liabilities incidental to the share as between the person whose share is forfeited and the Company except only such of those rights and liabilities as are by the Bye-laws owed or as are by the Companies Act given or imposed in the case of past shareholders. For the purposes of this Bye-Law any sum which by the terms of issue of a share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, whether on account of the nominal value of the share or by way of premium, shall notwithstanding that such time has not yet arrived be deemed to be payable at the date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment.
- Arrears to be paid notwithstanding forfeiture
57. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share in the Company has been duly forfeited or surrendered on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, 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 irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
- Evidence of forfeiture and transfer of forfeited share
58. When any share shall have been forfeited, notice of the forfeiture shall be given to the shareholder in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the register, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or make any such entry.
- Notice after forfeiture
59. Notwithstanding any such forfeiture as aforesaid the Board may at any time, before any shares so forfeited shall have been sold, re-allotted or otherwise disposed of, cancel the forfeiture on such terms as the Board thinks fit or permit the shares so forfeited to be bought back or redeemed upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the shares, and upon such further terms (if any) as it thinks fit.
- Power to redeem forfeited shares
60. The forfeiture of a share shall not prejudice the right of the Company to any call already made or instalment payment thereon.
- Forfeiture not to prejudice Company's right to call or instalment payment

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| 61. | <p>(A) The provisions of these Bye-Laws as to forfeiture shall apply in the case of non-payment of any sum which, by terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.</p> <p>(B) In the event of a forfeiture of shares the shareholder shall be bound to deliver and shall forthwith deliver to the Company the certificate or certificates held by him for the shares so forfeited and in any event the certificates representing shares so forfeited shall be void and of no further effect.</p> | <p>Forfeiture for non-payment of any sum due on shares</p> |
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ALTERATION OF CAPITAL

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| 62. | <p>(A) The Company may from time to time by Ordinary Resolution in accordance with Section 45 of the Companies Act:-</p> <p>(i) increase its capital as provided by ByeLaw 8;</p> <p>(ii) consolidate or divide all or any of its share capital into shares of larger amount than its existing shares; and on any consolidation of fully paid shares into shares of larger amount, the Board may settle any difficulty which may arise as it thinks expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of shares to be consolidated determine which particular shares are to be consolidated into a consolidated share, and if it shall happen that any person shall become entitled to fractions of a consolidated share or shares, such fractions may be sold by some person appointed by the Board for that purpose and the person so appointed may transfer the shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) may either be distributed among the persons who would otherwise be entitled to a fraction or fractions of a consolidated share or shares rateably in accordance with their rights and interest or may be paid to the Company for the Company's benefit;</p> <p>(iii) divide its shares into several classes and attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions;</p> <p>(iv) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Companies Act, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one (1) 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;</p> <p>(v) 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 share capital by the amount of the shares so cancelled;</p> | <p>Increase in capital, consolidation and division of capital and sub-division, cancellation of shares and re-denomination etc.</p> |
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- (vi) make provision for the issue and allotment of shares which do not carry any voting rights; and
 - (vii) change the currency denomination of its share capital.
- (B) The Company may by Special Resolution in accordance with the Companies Act reduce its share capital, any capital redemption reserve fund or any share premium account or other undistributable reserve in any manner authorised and subject to any conditions prescribed by law.

Reduction of capital

GENERAL MEETINGS

63. (A) The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than fifteen (15) months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.
- (B) Save where a general meeting is required by the Companies Act, a resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all persons for the time being entitled to receive notice of and to attend and vote at general meetings of the Company shall, for the purposes of these Bye-Laws, be treated as an Ordinary Resolution duly passed at a general meeting of the Company and, where relevant, as a Special Resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last shareholder to sign, and where the resolution states a date as being the date of his signature thereof by any shareholder the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one (1) or more relevant shareholders.
64. All general meetings other than annual general meetings shall be called special general meetings.
65. The Board may, whenever it thinks fit, convene a special general meeting, and special general meetings shall also be convened on requisition, as provided by the Companies Act, and, in default, may be convened by the requisitionists as provided by the Companies Act.

When annual general meeting to be held

HKLR App.13 para.4(2)

Written Resolutions of Shareholders

Special general meeting

Convening of special general meeting

66. An annual general meeting and a meeting called for the passing of a Special Resolution shall be called by at least twenty-one (21) days' notice in writing, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a Special Resolution shall be called by at least fourteen (14) days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-Laws, entitled to receive such notices from the Company, provided that, subject to the provisions of the Companies Act, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-Law be deemed to have been duly called if it is so agreed:-
- (i) in the case of a meeting called as the annual general meeting, by all the shareholders entitled to attend and vote thereat; and
 - (ii) in the case of any other meeting, by a majority in number of the shareholders having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the shares giving that right.

Notice of meetings
HKLR App.13 para.3

67. (A) The accidental omission to give any notice to, or the non-receipt of any notice by, any person entitled to receive notice shall not invalidate any resolution passed or any proceedings at any such meeting.
- (B) In the case where instruments of proxy are sent out with any notice, the accidental omission to send such instrument of proxy to, or the non-receipt of such instrument of proxy by, any person entitled to receive notice of the relevant meeting shall not invalidate any resolution passed or any proceeding at any such meeting.

Omission to give notice

PROCEEDINGS AT GENERAL MEETINGS

68. All business shall be deemed special that is transacted at a special general meeting, and also all business that is transacted at an annual general meeting with the exception of sanctioning dividends, the reading, considering and adopting of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet, the election of Directors and appointment of Auditors and other officers in the place of those retiring, the fixing of the remuneration of the Auditors, and the voting of ordinary or extra or special remuneration to the Directors.
69. For all purposes the quorum for a general meeting shall be two (2) shareholders present in person or by duly authorised corporate representative or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the meeting.
70. If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board. At the adjourned meeting, any one (1) or more shareholders present in person or by a duly authorised corporate representative or by proxy shall be a quorum.

Special business, business of annual general meeting

Quorum

When if quorum not present meeting to be dissolved and when to be adjourned

71. The Chairman (if any) of the Board or, if he is absent or declines to take the chair at such meeting, the Deputy Chairman (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Deputy Chairman, or, if at any general meeting neither of such Chairman or Deputy Chairman is present within fifteen (15) minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as Chairman, and if no Director be present or if all the Directors present decline to take the chair or if the Chairman chosen shall retire from the chair, then the shareholders present shall choose one (1) of their number to be Chairman.

Chairman of general meeting

72. The Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no shareholder shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

Power to adjourn general meeting, business of adjourned meeting

73. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless voting by way of a poll is required by the listing rules of the Designated Stock Exchange or a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:-

- (i) by the Chairman of the meeting; or
- (ii) by at least three (3) shareholders present in person or by duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any shareholder or shareholders present in person or by duly authorised corporate representative or by proxy and representing not less than one-tenth (1/10) of the total voting rights of all the shareholders having the right to vote at the meeting; or
- (iv) by any shareholder or shareholders present in person or by duly authorised corporate representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth (1/10) of the total sum paid up on all the shares conferring that right.

Unless voting by way of a poll is required by the listing rules of the Designated Stock Exchange or a poll be so demanded and the demand is not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

What is to be evidence of the passing of a resolution where poll not demanded

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| 74. | If a poll is demanded as aforesaid, it shall (subject as provided in Bye-Law 76) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than thirty (30) days from the date of the meeting or adjourned meeting at which the poll was demanded, as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting at which the poll was demanded or the taking hands of the poll, whichever is the earlier. | Poll |
| 75. | Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment. | In what case poll taken without adjournment |
| 76. | In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive. | Chairman to have casting vote |
| 77. | The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. | Business may proceed notwithstanding demand for poll |
| 78. | For the purposes of section 106 of the Companies Act, a Special Resolution of the Company, and of any relevant class of shareholders, shall be required to approve any amalgamation agreement as referred to in that section. | Approval of amalgamation agreement |

VOTES OF SHAREHOLDERS

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| 79. | Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands every shareholder who is present in person or by a duly authorised corporate representative or by proxy shall have one (1) vote , and on a poll every shareholder present in person or by a duly authorised corporate representative or by proxy, shall have one (1) vote for every share of which he is the holder. On a poll a shareholder entitled to more than one (1) vote need not use all his votes or cast his votes in the same way. | Votes of shareholders |
| 80. | Any person entitled under Bye-Law 49 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight (48) hours before the time of the holding of the meeting or adjourned meeting (as the case may be) at which he proposes to vote, he shall satisfy the Board of his right to be registered as the holder of such shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof. | Votes in respect of deceased and bankrupt shareholders |
| 81. | Where there are joint registered holders of any share, any one (1) of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one (1) of such joint holders be present at any meeting personally or by proxy, that one (1) of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder in whose name any share stands shall for the purposes of this Bye-Law be deemed joint holders thereof. | Joint holders |

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| 82. | A shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may on a poll vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Bye-Laws for the deposit of instruments of proxy or, if no place is specified, at the Registration Office. | Votes of shareholder of unsound mind |
| 83. | (A) Save as expressly provided in these Bye-Laws, no person other than a shareholder duly registered and who shall have paid everything for the time being due from him payable to the Company in respect of his shares shall be entitled to be present or to vote (save as proxy for another shareholder) either personally or by proxy or to be reckoned in a quorum (save as proxy for another shareholder), at any general meeting. | Qualification for voting |
| | (B) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive. | Objections to votes |
| | (C) Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted. | HKLR App.3 para.14 |
| | (D) There is no power to freeze or otherwise impair any rights attaching to any share by reason only that the person(s) who are interested directly or indirectly in a resolution have failed to disclose their interests to the Company. | HKLR App.3 para.12 |

PROXIES AND CORPORATE REPRESENTATIVES

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| 84. | Any shareholder of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. Votes may be given either personally or by duly authorised corporate representative or by proxy. A shareholder who is the holder of two (2) or more shares may appoint not more than two (2) proxies to attend on the same occasion. A proxy need not be a shareholder. In addition, a proxy or proxies representing either an individual shareholder or a shareholder which is a corporation, shall be entitled to exercise the same powers on behalf of the shareholder which he or they represent as such shareholder could exercise including the right to vote individually on a show of hands. | Proxies

HKLR App.13 para.2(2) |
| 85. | Provided that if the shareholder is the Depository or a clearing house (or its nominees) (as the case may be):- | Where the shareholder is the Depository or a clearing house (or its nominees) |
| | (A) the Depository or a clearing house (or its nominees) (as the case may be) may appoint more than two (2) proxies to attend and vote at the same general meeting, notwithstanding Bye-law 84 and each proxy shall be entitled to exercise the same powers on behalf of the Depository or the clearing house (or its nominees) (as the case may be) as the Depository or the clearing house (or its nominees) (as the case may be) could exercise, including the right to vote individually on a show of hands; | |

- (B) unless the Depository specifies otherwise in a written notice to the Company, the Depository shall be deemed to have appointed as the proxies of the Depository to vote on behalf of the Depository at a general meeting of the Company each of the depositors who are individuals and whose names are shown in the records of the Depository as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting supplied by the Depository to the Company and notwithstanding any other provisions in these Bye-laws, the appointment of proxies by virtue of this Bye-law 85(B) shall not require an instrument of proxy or the lodgement of any instrument of proxy;
 - (C) the Company shall accept as valid in all respects the form of proxy approved by the Depository (the "CDP Proxy Form") for use at the date relevant to the general meeting in question notwithstanding that the same permits the depositor concerned (the "Nominating Depositor") to nominate a person or persons other than himself as the proxy or proxies appointed by the Depository. The Company shall be entitled and bound, in determining rights to vote and other matters in respect of a completed CDP Proxy Form submitted to it, to have regard to the instructions given by and the notes (if any) set out in the CDP Proxy Form. The submission of any CDP Proxy Form shall not affect the operation of Bye-law 85(B) and shall not preclude a Nominating Depositor appointed as a proxy by virtue of Bye-law 85(B) from attending and voting at the relevant meeting but in the event of attendance by such Nominating Depositor the CDP Proxy Form submitted bearing his name as the Nominating Depositor shall be deemed to be revoked;
 - (D) the Company may reject the CDP Proxy Form of a Nominating Depositor if his name is not shown, in the records of the Depository as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting supplied by the Depository to the Company; and
 - (E) the Company shall accept as the maximum number of votes which in aggregate all the proxies appointed by the Depository in respect of a particular depositor are able to cast on a poll a number which is the number of shares credited to the securities account of that depositor, as shown in the records of the Depository as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting supplied by the Depository to the Company, whether that number is greater or smaller than the number specified in any instrument of proxy executed by or on behalf of the Depository.
86. (A) Any corporation which is a shareholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its corporate representative at any meeting of the Company or any class of shareholders. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation which he represents as the corporation could exercise if it were an individual shareholder. References in these Bye-Laws to a shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a shareholder represented at the meeting by such duly authorised corporate representative or by one (1) or more proxies. Nothing contained in this Bye-Law shall prevent a corporation which is a shareholder of the Company from appointing one or more proxies to represent it subject to Bye-law 84.
- (B) Any reference in these Bye-laws to a duly authorised corporate representative of a shareholder being a corporation shall mean a corporate representative authorised under the provisions of this Bye-law.

Corporate
Representatives

- (C) Where a Member is the Depository or a clearing house (or its nominee(s)), in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representative(s) at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-Law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Depository or the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the Depository or the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including the right to vote individually on a show of hands.
- HKLR App.13
para.6
87. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised to sign the same or, in the case of the Depository or a clearing house (or its nominee(s)), signed by its duly authorised officer by some method or system of mechanical signature as the Depository or the clearing house (or its nominee(s)) may deem appropriate. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
- Instrument appointing proxy to be in writing
- HKLR App.3
para.11(2)
88. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one (1) of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Appointment of proxy must be deposited
89. Every instrument of proxy, whether for a specified meeting or otherwise, shall be in such form as the Board may from time to time approve (provided that this shall be preclude the use of the two-way form).
- Form of proxy
- HKLR App.3
para.11(1)
90. The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit. Provided that any form issued to a shareholder for use by him for appointing a proxy to attend and vote at a special general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the shareholder, according to his intentions, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business; and (ii) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.
- Authority under instrument appointing proxy

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| 91. | A vote given in accordance with the terms of an instrument of proxy or power of attorney shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Registration Office, or at such other place as is referred to in Bye-Law 88, at least two (2) hours before the commencement of the meeting or adjourned meeting at which the proxy is used. | When vote by proxy valid though authority revoked |
| 92. | In any case where a form of proxy appoints more than one (1) proxy (including the case where such appointment results from a nomination by the Depository), the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. | Proportion of shareholding on proxy |

REGISTERED OFFICE

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| 93. | The Registered Office shall be at such place in Bermuda as the Board shall from time to time appoint. | Registered office |
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BOARD OF DIRECTORS

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| 94. | All Directors shall be natural persons. The number of Directors shall not be less than two (2). The Company shall keep at the Registered Office a register of its Directors and officers in accordance with the Statutes. | Constitution of Board |
| 95. | <p>(A) The Company in general meeting may by Ordinary Resolution elect a person or persons qualified to be Directors to act as Directors in the alternative to any of the Directors of the Company or may authorise the Board to appoint such alternate Directors.</p> <p>(B) A Director may at any time, by notice in writing signed by him delivered to the Registered Office or to the Head Office or at a meeting of the Board, appoint any person approved by the majority of the other Directors to act as alternate Director in his place during his absence and may in like manner at any time determine such appointment. Such appointment unless previously approved by the Board shall have effect only upon and subject to being so approved. The appointment of an alternate Director shall determine on the happening of any event which, were he a Director, would cause him to vacate such office or if his appointor ceases to be a Director.</p> | Alternate Directors |
| 96. | <p>(A) Any alternate Director may be removed by the Company in general meeting by Ordinary Resolution and, if appointed by the Board, may be removed by the Board and, subject thereto, the office of alternate Director shall continue until the next annual election of Directors in accordance with Bye-Law 104 or, if earlier, the date on which the relevant Director ceases to be a Director. An alternate Director may also be a Director in his own right and may act as alternate to more than one Director.</p> <p>(B) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the ordinary remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.</p> | Rights of alternate Directors |

- (C) An alternate Director shall, if his appointor so requests, be entitled to receive notices of meetings of the Board or committees of the Board to the same extent as, but in lieu of, the Director appointing him and shall be entitled to such extent to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Bye-Laws shall apply as if he were a Director.
- (D) Every person acting as an alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the provisions of these Bye-Laws relating to Directors and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him.
- (E) Every person acting as an alternate Director shall have one (1) vote for each Director for whom he acts as alternate. The signature of an alternate Director to any resolution in writing of the Board or a committee of the Board shall, unless the notice of his appointment provides to the contrary, be as effective as the signature of his appointor.
- (F) No alternate Director shall by virtue of that position be a director for the purposes of the Companies Act, but shall nevertheless be subject to the provisions of the Companies Act in so far as they relate to the duties and obligations of directors (other than the obligations to hold any qualifying share in the Company) when performing the functions of a Director.
97. A Director or an alternate Director shall not be required to hold any qualification shares but shall nevertheless be entitled to attend and speak at all general meetings of the Company and all meetings of any class of shareholders of the Company. Attendance at general meetings
98. The Directors shall be entitled to receive by way of remuneration for their services as Directors such sum as shall from time to time be determined by the Company in general meeting, such sum (unless otherwise directed by the resolution by which it is voted) to be divided amongst the Directors in such proportions and in such manner as the Board may agree, or failing agreement, equally, except that in such event any Director holding office for less than the whole of the relevant period in respect of which the remuneration is paid shall only rank in such division in proportion to the time during such period for which he has held office. The foregoing provision shall not apply to a Director who holds any salaried employment or office in the Company except in the case of sums paid in respect of Directors' fees. Such remuneration shall be deemed to accrue from day to day. Directors' Fees
99. The Directors shall also be entitled to be repaid all travelling, hotel and other expenses reasonably incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from board meetings, committee meetings or general meetings or otherwise incurred whilst engaged in the business of the Company or in the discharge of their duties as Directors. Directors' expenses
100. The Board may grant special remuneration to any Director who, being called upon, shall perform any special or extra services to or at the request of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, as the Board may determine. Special remuneration

101. (A) Notwithstanding Bye-Laws 98, 99 and 100, the remuneration of a Managing Director, Joint Managing Director, Deputy Managing Director or an Executive Director or a Director appointed to any other office in the management of the Company may from time to time be fixed by the Board and with such other benefits (including pension and/or gratuity and/or other benefits on retirement) and allowances as the Board may from time to time decide. Such remuneration shall be in addition to his ordinary remuneration as a Director. Remuneration of Managing Directors, etc.
- (B) Payments to any Director or past Director of any sum by way of compensation for loss of office or as consideration for or in connection with his retirement from office (not being a payment to which the Director is contractually entitled) must be approved by the Company in general meeting. Payments for compensation for loss of office
102. (A) A Director shall vacate his office:- When office of Director to be vacated
- (i) if he becomes bankrupt or compounds with his creditors generally; or
- (ii) if he becomes a lunatic or of unsound mind; or
- (iii) if he absents himself from the meetings of the Board during a continuous period of six (6) months, without special leave of absence from the Board, and his alternate Director (if any) shall not during such period have attended in his stead, and the Board passes a resolution that he has by reason of such absence vacated his office; or
- (iv) if he becomes prohibited by law from acting as a Director; or
- (v) if by notice in writing delivered to the Company at its Registered Office or at the Head Office he resigns his office; or
- (vi) if he shall be removed from office by an Ordinary Resolution of the Company under Bye-Law 109.
- (B) No Director shall be required to vacate office or be ineligible for re-election or re-appointment as a Director, and no person shall be ineligible for appointment as a Director, by reason only of his having attained any particular age.
103. (A) Subject to the Companies Act, a Director may hold any other office or place of profit with the Company (except that of Auditors) in conjunction with his office of Director for such period and upon such terms as the Board may determine, and may be paid such extra remuneration therefor (whether by way of salary, commission, participation in profits or otherwise) as the Board may determine, and such extra remuneration shall be in addition to any remuneration provided for, by or pursuant to any other Bye-Law.

- (B) Subject to the provisions of the Companies Act, a Director may notwithstanding his office be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested; and be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in any body corporate promoted by the Company or in which the Company is interested. The Board may also cause the voting power conferred by the shares in any other company held or owned by the Company to be exercised in such manner in all respects as it thinks fit, including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company.
- (C) So long as, where it is necessary, he declares the nature of his interest at the first opportunity at a meeting of the Board or by writing to the Directors as required by the Companies Act, a Director shall not by reason of his office be accountable to the Company for any benefit which he derives from any office or employment to which these Bye-Laws allow him to be appointed or from any transaction or arrangement in which these Bye-Laws allow him to be interested, and no such transaction or arrangement shall be liable to be avoided on the ground of any interest or benefit.
- (D) Subject to the Companies Act and any further disclosure required thereby, a general notice to the Directors by a Director or officer declaring that he is a director or officer or has an interest in a person and is to be regarded as interested in any transaction or arrangement made with that person, shall be a sufficient declaration of interest in relation to any transaction or arrangement so made. A Director shall not vote in respect of any contract proposed contract or arrangement in which he has a personal material interest, although he may be counted in the quorum present at the meeting.

Directors'
Interests

APPOINTMENT AND RETIREMENT OF DIRECTORS

104. Every Director shall retire from office once every three years and for this purpose, at each annual general meeting one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest one-third (1/3) but not less than one-third (1/3) shall retire from office by rotation. The Directors to retire in every year will be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. Subject to the Statutes, a retiring Director shall be eligible for re-election at the meeting at which he retires. For avoidance of doubt, each Director shall retire at least once every three (3) years.
105. If at any general meeting at which an election of Directors ought to take place the places of the retiring Directors are not filled, the retiring Directors or such of them as have not had their places filled shall be deemed to have been re-elected and shall, if willing, continue in office until the next annual general meeting and so on from year to year until their places are filled, unless:-
- (i) it shall be determined at such meeting to reduce the number of Directors;
or
- (ii) it is expressly resolved at such meeting not to fill up such vacated offices;
or

Rotation and
retirement of
Directors

Retiring
Directors to
remain in office
until successors
appointed

- (iii) in any such case the resolution for re-election of a Director is put to the meeting and lost; or
- (iv) such Director has given notice in writing to the Company that he is not willing to be re-elected.
106. The Company in general meeting shall from time to time fix and may from time to time by Ordinary Resolution increase or reduce the maximum and minimum number of Directors but so that the number of Directors shall never be less than two (2). Power of general meeting to increase or reduce number of Directors
107. (A) The Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting. Appointment of Directors
HKLR App.3
Para.4(2)
- (B) The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.
108. No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office at least seven days before the date of the general meeting. The period for lodgement of the notices required under this Bye-law will commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting. Notice of proposed Director to be given
109. Unless otherwise provided by the Statutes, the Company may by Ordinary Resolution remove any Director (including a Managing Director or other Executive Director) before the expiration of his period of office notwithstanding anything in these Bye-Laws or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may elect another person in his stead. Any person so elected shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at such meeting, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting. Power to remove Director by Ordinary Resolution
HKLR App.3
para.4(3)
- 109A. The Board shall obtain the approval of the Company in general meeting before making any payment to any Director or past Director of the Company by way of compensation for loss of office, or as consideration for or in connection with his retirement from office (not being payment to which the Director is contractually entitled). HKLR App.13
para.5

BORROWING POWERS

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| 110. The Board may from time to time at its discretion exercise all the powers of the Company to raise or borrow or to secure the payment of any sum or sums of money for the purposes of the Company and to mortgage or charge its undertaking, property and uncalled capital or any part thereof. | Power to borrow |
| 111. The Board may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party. | Conditions on which money may be borrowed |
| 112. Debentures, debenture stock, bonds and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued. | Assignment of debentures etc. |
| 113. Any debentures, debenture stock, bonds or other securities may be issued at a discount (other than shares), premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise. | Special privileges of debentures etc. |
| 114. (A) The Board shall cause a proper register to be kept of all mortgages and charges specifically affecting the property of the Company and shall duly comply with such provisions of the Companies Act with regard to the registration of mortgages and charges as may be specified or required. | Register of charges to be kept |
| (B) If the Company issues a series of debentures or debenture stock not transferable by delivery, the Board shall cause a proper register to be kept of the holders of such debentures. | Register of debentures or debenture stock |
| 115. Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject to such prior charge, and shall not be entitled, by notice to the shareholders or otherwise, to obtain priority over such prior charge. | Mortgage of uncalled capital |

MANAGING DIRECTORS, ETC.

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| 116. The Board may from time to time appoint any one or more of its body to the office of Managing Director, Joint Managing Director, Deputy Managing Director or other Executive Director and/or such other office in the management of the business of the Company as it may decide for such period and upon such terms as it thinks fit and upon such terms as to remuneration as it may decide in accordance with Bye-Law 101. | Powers to appoint Managing Directors, etc. |
| 117. Every Director appointed to an office under Bye-Law 116 hereof shall, but without prejudice to any claim for damages for breach of any contract of service between himself and the Company, be liable to be dismissed or removed therefrom by the Board. | Removal of Managing Director, etc. |
| 118. A Director appointed to an office under Bye-Law 116 shall be subject to the same provisions as to rotation as the other Directors of the Company are under Bye-law 104, and shall ipso facto and immediately cease to hold such office if he shall cease to hold the office of Director for any cause and otherwise be subject to the same provisions as to resignation and removal as the other directors of the Company. | Cessation of appointment |

119. A Managing Director shall at all times be subject to the control of the Board but subject thereto, the Board may from time to time entrust to and confer upon a Managing Director, Joint Managing Director, Deputy Managing Director or Executive Director all or any of the powers of the Board that it may think fit provided that the exercise of all powers by such Director shall be subject to such regulations and restrictions as the Board may from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied, but no person dealing in good faith and without notice of such withdrawal, revocation or variation shall be affected thereby.
- Powers may be delegated

MANAGEMENT

120. (A) The management of the business of the Company shall be vested in the Board which, in addition to the powers and authorities expressly conferred upon it by these Bye-Laws, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and which are not hereby or by the Statutes expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Statutes and of these Bye-Laws and to any regulations from time to time made by the Company in general meeting not being inconsistent with such provisions of these Bye-Laws, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made and provided always that any sale or disposal by the Directors of the Company's main undertaking shall be subject to ratification by shareholders in general meeting.
- (B) Without prejudice to the general powers conferred by these Bye-Laws, it is hereby expressly declared that the Board shall have the following powers:-
- (i) to give to any person the right or option of requiring at a future date that an allotment shall be made to him of any share at par or at such premium and on such other terms as may be agreed; and
 - (ii) to give to any Directors, officers or employees of the Company an interest in any particular business or transaction or participation in the profits thereof or in the general profits of the Company either in addition to or in substitution for a salary or other remuneration.
- General powers of Company vested in Board

MANAGERS

121. The Board may from time to time appoint a general manager, manager or managers of the business of the Company and may fix his or their remuneration either by way of salary or commission or by conferring the right to participation in the profits of the Company or by a combination of two (2) or more of these modes and pay the working expenses of any of the staff of the general manager, manager or managers who may be employed by him or them upon the business of the Company.
- Appointment and remuneration of managers
122. The appointment of such general manager, manager or managers may be for such period as the Board may decide and the Board may confer upon him or them all or any of the powers of the Board and such title or titles as it may think fit.
- Tenure of office and powers

123. The Board may enter into such agreement or agreements with any such general manager, manager or managers upon such terms and conditions in all respects as the Board may in its absolute discretion think fit, including a power for such general manager, manager or managers to appoint an assistant manager or managers or other employees whatsoever under them for the purpose of carrying on the business of the Company.
- Terms and conditions of appointment

CHAIRMAN AND OTHER OFFICERS

124. The Board shall as soon as practicable following each annual general meeting elect one (1) of its body to the office of Chairman of the Company and another to be the Deputy Chairman of the Company and may from time to time elect or otherwise appoint other officers and determine the period for which each of them is to hold office. The Chairman or, in his absence, the Deputy Chairman shall preside at meetings of the Board, but if no such Chairman or Deputy Chairman be elected or appointed, or if at any meeting the Chairman or Deputy Chairman is not present within five (5) minutes after the time appointed for holding the same, the Directors present shall choose one (1) of their number to be Chairman of such meeting. All the provisions of Bye-Laws 117, 118 and 119 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Bye-Law.
- Chairman, Deputy Chairman and officers

PROCEEDINGS OF THE DIRECTORS

125. The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined two (2) Directors shall be a quorum. For the purpose of this Bye-Law an alternate Director shall be counted in a quorum. A meeting of the Board or any committee of the Board may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.
- Meeting of the Board, quorum, etc.
126. A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Board which may be held in any part of the world provided that no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Directors. Notice thereof shall be given to each Director and alternate Director either in writing or by telephone or by telex or telegram at the address from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine. A Director absent or intended to be absent from the territory in which the Head Office is for the time being situate may request the Board that notices of Board meetings shall during his absence be sent in writing to him at his last known address or any other address given by him to the Company for this purpose, but such notices need not be given any earlier than notices given to Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from such territory. A Director may waive notice of any meeting either prospectively or retrospectively.
- Convening of Board
127. Questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.
- How questions to be decided

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| 128. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Bye-Laws for the time being vested in or exercisable by the Board generally. | Powers of meeting |
| 129. The Board may delegate any of its powers to committees consisting of such member or members of its body and such other persons as the Board thinks fit, and it may from time to time revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purposes, but every committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Board. | Power to appoint committee and to delegate |
| 130. All acts done by any such committee in conformity with such regulations and in fulfilment of the purposes for which it is appointed, but not otherwise, shall have the like force and effect as if done by the Board, and the Board shall have power, with the consent of the Company in general meeting, to remunerate the members of any special committee, and charge such remuneration to the current expenses of the Company. | Act of committee to be of same effect as acts of Board |
| 131. The meetings and proceedings of any such committee consisting of two (2) or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not replaced by any regulations imposed by the Board pursuant to Bye-Law 129. | Proceedings of committee |
| 132. All acts bona fide done by any meeting of the Board or by any committee or by any person acting as a Director shall, notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of such Director or persons 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 or member of such committee. | When acts of Board or committee to be valid notwithstanding defects |
| 133. The continuing Directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or pursuant to these Bye-Laws as the necessary quorum of Directors, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company but for no other purpose. | Directors' powers when vacancies exist |
| 134. A resolution in writing signed by all the Directors except such as are absent from the territory in which the Head Office is for the time being situate or temporarily unable to act through ill-health or disability (or their alternate Directors) shall (so long as such a resolution shall be signed by at least two (2) Directors or their alternates and provided that a copy of such resolution has been given or the contents thereof communicated to all the Directors (or their alternates) for the time being entitled to receive notices of Board meetings) be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolutions in writing may consist of several documents in like form each signed by one (1) or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid. | Directors' resolutions |

134A. A Director shall not vote on any resolution of the Board in respect of any contract or arrangement or proposed contract or arrangement in which he or any of his associates has directly or indirectly a personal material interest. Matters in which he or any of his associates shall not be considered to have a personal material interest shall include the following:

Directors'
resolutions

HKLR App.3
Para.4(1)

- (a) any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of them or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;
- (b) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (c) any contract or arrangement in which he is the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company or any of its subsidiaries by virtue only of his/their interest in shares or debentures or other securities of the Company;
- (d) any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company other than a company in which the Director together with any of his associates (as defined by the listing rules of the Designated Stock Exchange, where applicable) is beneficially interested in (other than through his interest (if any) in the Company) five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or any third company through which his interest or that of his associates is derived);
- (e) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer; or
- (f) any proposal concerning the adoption, modification or operation of a share option or incentive scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to the Director or his associate(s) and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director or his associate(s) as such any privilege or advantage not accorded to the employees to which such scheme or fund relates.

MINUTES

135. (A) The Board shall cause minutes to be made of:-
- (i) all appointments of officers made by the Board;
 - (ii) the names of the Directors present at each meeting of the Board and of committees appointed pursuant to Bye-Law 129; and
 - (iii) all resolutions and proceedings at all meetings of the Company and of the Board and of such committees.
- (B) Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.
- (C) The Directors shall duly comply with the provisions of the Companies Act in regard to keeping a register of shareholders and to the production and furnishing of copies of or extracts from such register.
- (D) Any register, index, minute book, book of account or other book required by these presents or the Statutes to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner which shall include, without prejudice to the generality thereof, recording by means of magnetic tape, microfilm, computer or any other non-manual system of recording. 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.

Minutes of proceedings of meetings and Directors

SECRETARY

136. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board. Anything by the Statutes or these Bye-Laws required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specially on behalf of the Board. If the Secretary appointed is a corporation or other body, it may act and sign by the hand of any one or more of its directors or officers duly authorised.
137. The duties of the Secretary shall be those prescribed by the Companies Act and these Bye-Laws, together with such other duties as may from time to time be prescribed by the Board.
138. A provision of the Statutes or of these Bye-Laws requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

Appointment of Secretary

Duties of the Secretary

Same person not to act in two capacities at once

GENERAL MANAGEMENT AND USE OF THE SEAL

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| 139. | (A) Subject to the Statutes, the Company shall have one (1) or more Seals as the Directors may determine for use in or outside Bermuda. The Directors shall provide for the safe custody of each Seal, and no Seal shall be used without the authority of the Directors or a committee authorised by the Directors in that behalf. | Custody of Seal |
| | (B) Every instrument to which a Seal shall be affixed shall be signed autographically by one (1) Director and the Secretary or by two (2) Directors or some other person appointed by the Board for the purpose provided that as regards any certificates for shares or debentures or other securities of the Company the Directors may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature other than autographic as specified in such resolution or that such certificates need not be signed by any person. | Use of Seal |
| | (C) The Company may have a Securities Seal for use for sealing certificates for shares or other securities issued by the Company and no signature of any Director, officer or other person and no mechanical reproduction thereof shall be required on any such certificates or other document and any such certificates or other document to which such Securities Seal is affixed shall be valid and deemed to have been sealed and executed with the authority of the Board notwithstanding the absence of any such signature or mechanical reproduction as aforesaid. | Securities Seal |
| 140. | All cheques, promissory notes, drafts, bills of exchange and other negotiable 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 Board shall from time to time by resolution determine. The Company's banking accounts shall be kept with such banker or bankers as the Board shall from time to time determine. | Cheques and banking arrangements |
| 141. | (A) The Board 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 Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Bye-Laws) and for such period and subject to such conditions as it 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 Board 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. | Power to appoint attorney |
| | (B) The Company may, by writing under its Seal, empower any person, either generally or in respect of any specified matter, as its attorney to execute deeds and instruments on its behalf and to enter into contracts and sign the same on its behalf and every deed signed by such attorney on behalf of the Company and under his seal shall bind the Company and have the same effect as if it were under the Seal. | Execution of deeds by attorney |

142. The Board may establish any committees, regional or local boards or agencies for managing any of the affairs of the Company, either in the Relevant Territory or elsewhere, and may appoint any persons to be members of such committees, regional or local boards or agencies and may fix their remuneration, and may delegate to any committee, regional or local board or agent any of the powers, authorities and discretions vested in the Board (other than its powers to make calls and forfeit shares), with power to sub-delegate, and may authorise the members of any regional or local board or any of them to fill any vacancies therein and to act notwithstanding any such vacancies, and any such appointment or delegation may be upon such terms and subject to such conditions as the Board may think fit, and the Board 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. Regional or local boards
143. The Board may establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, or give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or is allied or associated with the Company or with any such subsidiary company, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid and the spouses, widows, widowers, families and dependants of any such persons. The Board may also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and may make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object. The Board may do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument. Power to establish pension funds

AUTHENTICATION OF DOCUMENTS

144. Any Director or the Secretary or other authorised officer of the Company shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors or any committee, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies of extracts; and where any books, records, documents or accounts are elsewhere than at the Registered Office or the Head Office, the local manager or such other officer of the Company having the custody thereof shall be deemed to be the authorised officer of the Company 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 local board or committee which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting. Power to authenticate

CAPITALISATION OF RESERVES

145. (A) The Company in general meeting may, upon the recommendation of the Board, resolve to capitalise any part of the Company's reserves (including any contributed surplus account and also including any share premium account or other undistributable reserve, but subject to the provisions of the law with regard to unrealised profits) or undivided profits not required for the payment or provision of the dividend on any shares with a preferential right to dividend, and accordingly that such part be subdivided amongst the shareholders in such proportion as may be approved by the Board, whether pro-rata to all shareholders or otherwise, on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such shareholders respectively or paying up in full unissued shares or debentures or other securities of the Company to be allotted and distributed credited as fully paid to and amongst such shareholders in such proportion as may be approved by the Board as aforesaid, or partly in one way and partly in the other provided that for the purpose of this Bye-Law, any amount standing to the credit of any share premium account may only be applied in the paying up of unissued shares to be issued to shareholders of the Company as fully paid and provided further that any sum standing to the credit of the share premium account may only be applied in crediting as fully paid shares of the same class as that from which the relevant share premium was derived.
- Power to capitalise
- (B) Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the reserves or undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, debentures, or other securities and generally shall do all acts and things required to give effect thereto. For the purpose of giving effect to any resolution under this Bye-Law, the Board may settle any difficulty which may arise in regard to a capitalisation issue as it thinks fit, and in particular may disregard fractional entitlements or round the same up or down and may determine that cash payments shall be made to any shareholders in lieu of fractional entitlements or that fractions of such value as the Board may determine may be disregarded in order to adjust the rights of all parties or that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the shareholders concerned. The Board may appoint any person to sign on behalf of the persons entitled to share in a capitalisation issue a contract for allotment and such appointment shall be effective and binding upon all concerned, and the contract may provide for the acceptance by such persons of the shares, debentures or other securities to be allotted and distributed to them respectively in satisfaction of their claims in respect of the sum so capitalised.
- Effect of resolution to capitalise

DIVIDENDS, CONTRIBUTED SURPLUS AND RESERVES

146. The Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board.
- Power to declare dividends

147. (A) The Board may subject to Bye-Law 148 from time to time pay to the shareholders such interim dividends as appear to the Board to be justified by the position of the Company and, in particular (but without prejudice to the generality of the foregoing), if at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer to the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board acts bona fide the Board shall not incur any responsibility to the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights.
- (B) The Board may also pay half-yearly or at other suitable intervals to be settled by it any dividend which may be payable at a fixed rate if the Board is of the opinion that the profits justify the payment.
148. (A) No dividend shall be declared or paid and no distribution of contributed surplus made otherwise than in accordance with the Statutes. No dividend shall be paid otherwise than out of funds available for distribution.
- (B) Subject to the provisions of the Companies Act (but without prejudice to paragraph (A) of this Bye-Law), where any asset, business or property is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) the profits and losses thereof as from such date may at the discretion of the Directors in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company, and be available for dividend accordingly. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest may at the discretion of the Board be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.
- (C) Subject to Bye-Law 148 (D) all dividends and other distributions in respect of shares in the Company shall be stated and discharged in Singapore dollars, in the case of shares denominated in Singapore dollars, provided that, the Board may determine in the case of any distribution that shareholders may elect to receive the same in any other currency selected by the Board, conversion to be effected at such rate of exchange as the Board may determine.
- (D) If, in the opinion of the Board, any dividend or other distribution in respect of shares or any other payment to be made by the Company to any shareholder is of such a small amount as to make payment to that shareholder in the relevant currency impracticable or unduly expensive either for the Company or the shareholder then such dividend or other distribution or other payment may, at the discretion of the Board, be paid or made in the currency of the country of the relevant shareholder (as indicated by the address of such shareholder on the register).
149. Notice of the declaration of an interim dividend shall be given by advertisement in the Relevant Territory and in such other territory or territories as the Board may determine and in such manner as the Board shall determine.
150. No dividend or other moneys payable on or in respect of a share shall bear interest as against the Company.

Board's power to pay interim dividends

Dividend not to be paid out of capital/
Distribution of contributed surplus

Notice of interim dividend

No interest on dividend

151. Whenever the Board or the Company in general meeting has resolved that a dividend be paid or declared, the Board may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe for securities of the Company or any other company, or in any one or more of such ways, with or without offering any rights to shareholders to elect to receive such dividend in cash, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may disregard fractional entitlements or round the same up or down, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any shareholders upon the footing of the value so fixed in order to adjust the rights of all parties and may determine that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the shareholders concerned, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective. Where requisite, the Board may appoint any person to sign a contract on behalf of the persons entitled to the dividend and such appointment shall be effective. The Board may resolve that no such assets shall be made available or paid to shareholders with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable and in such event the only entitlement of the shareholders aforesaid shall be to receive cash payments as aforesaid. Shareholders affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of shareholders for any purpose whatsoever.

Dividend in specie

152. (A) Whenever the Board or the Company in general meeting has resolved that a dividend be paid or declared on the share capital of the Company, the Board may further resolve:-

Scrip dividends

either

- (i) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up on the basis that the shares so allotted shall be of the same class or classes as the class or classes already held by the allottee, provided that the shareholders entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment. In such case, the following provisions shall apply:-
 - (a) the basis of any such allotment shall be determined by the Board;
 - (b) the Board, after determining the basis of allotment, shall give not less than two (2) weeks' notice in writing to the shareholders of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;
 - (c) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded; and

- (d) the dividend (or that part of the dividend to be satisfied by the allotment of shares as aforesaid) shall not be payable in cash on shares in respect whereof the cash election has not been duly exercised (“the non-elected shares”) and in lieu and in satisfaction thereof shares shall be allotted credited as fully paid up to the holders of the non-elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company or any part of any of the Company’s reserve accounts (including any special account, contributed surplus account, share premium account and capital redemption reserve fund (if there be any such reserve)) as the Board may determine a sum equal to the aggregate nominal amount of the shares to be allotted on such basis and apply the same in paying up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the non-elected shares on such basis.

or

- (ii) that shareholders entitled to such dividend will be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the Directors may think fit on the basis that the shares so allotted shall be of the same class or classes as the class or classes of shares already held by the allottee. In such case, the following provisions shall apply:-
 - (a) the basis of any such allotment shall be determined by the Board;
 - (b) the Board, after determining the basis of allotment, shall give not less than two (2) weeks’ notice in writing to the shareholder of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;
 - (c) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded; and
 - (d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable on shares in respect whereof the share election has been duly exercised (“the elected shares”) and in lieu thereof shares shall be allotted credited as fully paid up to the holders of the elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company or any part of any of the Company’s reserve accounts (including any special account, contributed surplus account, share premium account and capital redemption reserve fund (if there be any such reserve)) as the Board may determine a sum equal to the aggregate nominal amount of the shares to be allotted on such basis and apply the same in paying up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the elected shares on such basis.

- (B) The shares allotted pursuant to the provisions of paragraph (A) of this Bye-Law shall rank pari passu in all respects with the shares then in issue save only as regards participation:-
- (i) in the relevant dividend (or the right to receive or to elect to receive an allotment of shares in lieu thereof as aforesaid); or
 - (ii) in any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneously with the payment or declaration of the relevant dividend.

Unless, contemporaneously with the announcement by the Board of its proposal to apply the provisions of sub-paragraph (i) or (ii) of paragraph (A) of this Bye-Law in relation to the relevant dividend or contemporaneously with its announcement of the distribution, bonus or rights in question, the Board shall specify that the shares to be allotted pursuant to the provisions of paragraph (A) of this Bye-Law shall rank for participation in such distribution, bonus or rights.

- (C) The Board may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (A) of this Bye-Law with full power to the Board to make such provisions as they think fit in the case of shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the shareholders concerned). The Board may authorise any person to enter into on behalf of all shareholders interested an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made pursuant to such authority shall be effective and binding on all concerned.
- (D) The Company may upon the recommendation of the Board by Special Resolution resolve in respect of any one particular dividend of the Company that notwithstanding the provisions of paragraph (A) of this Bye-Law a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid up without offering any right to shareholders to elect to receive such dividend in cash in lieu of such allotment.
- (E) The Board may on any occasion determine that rights of election and the allotment of shares under paragraph (A) of this Bye-Law shall not be made available or made to any shareholders with registered addresses in any territory where in the absence of a registration statement or other special formalities the circulation of an offer of such rights of election or the allotment of shares would or might be unlawful, and in such event the provisions aforesaid shall be read and construed subject to such determination.

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| 153. | The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for meeting claims on or liabilities of the Company or contingencies or for paying off any loan capital or for equalising dividends or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may from time to time think fit, and so that it shall not be necessary to keep any investments constituting the reserve or reserves separate or distinct from any other investments of the Company. The Board may also without placing the same to reserve carry forward any profits which it may think prudent not to distribute by way of dividend. | Reserves |
| 154. | Unless and to the extent that the rights attached to any shares or the terms of issue thereof otherwise provide, all dividends shall (as regards any shares not fully paid throughout the period in respect of which the dividend is paid) be apportioned and paid pro rata according to the amounts paid or credited as paid up on the shares during any portion or portions of the period in respect of which the dividend is paid. For the purposes of this Bye-Law no amount paid on a share in advance of calls shall be treated as paid on the share. | Dividends to be paid in proportion to paid up capital |
| 155. | (A) The Board may retain any dividends or other moneys payable on or in respect of a share upon which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists. | Retention of dividends etc. |
| | (B) The Board may deduct from any dividend or bonus payable to any shareholder all sums of money (if any) presently payable by him to the Company on account of calls, instalments or otherwise. | Deduction of debts |
| 156. | Any general meeting sanctioning a dividend may make a call on the shareholders of such amount as the meeting fixes, but so that the call on each shareholder shall not exceed the dividend payable to him, and so that the call shall be made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the shareholder, be set off against the call. | Dividend and call together |
| 157. | A transfer of shares shall not pass the right to any dividend or bonus declared thereon before the registration of the transfer. | Effect of transfer |
| 158. | If two (2) or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends, interim dividends or bonuses and other moneys payable in respect of such shares. | Receipt for dividends by joint holders of share |
| 159. | Unless otherwise directed by the Board, any dividend or bonus may be paid by cheque or warrant sent through the post to the registered address of the shareholder entitled, or, in case of joint holders, to the registered address of the joint holder whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent, and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. | Payment by post |

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| 160. | All dividends or bonuses unclaimed for one (1) year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof. All dividends or bonuses unclaimed for six (6) years after having been declared may be forfeited by the Board and shall revert to the Company. | Unclaimed dividend

HKLR App.3
Para.3(2) |
| 161. | Any resolution declaring a dividend on shares of any class, whether a resolution of the Company in general meeting or a resolution of the Directors, may specify that the same shall be payable or made to the persons registered as the holder of such shares at the close of business on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend or other distribution shall be payable or made to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend or other distribution between the transferors and transferees of any such shares. The provisions of this Bye-Law shall mutatis mutandis apply to bonuses, capitalisation issues, distributions of realised capital profits or offers or grants made by the Company to the shareholders. | Record dates |

DISTRIBUTION OF REALISED CAPITAL PROFITS

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| 162. | The Company in general meeting may at any time and from time to time resolve that any surplus moneys in the hands of the Company representing capital profits arising from moneys received or recovered in respect of or arising from the realisation of any capital assets of the Company or any investments representing the same and not required for the payment or provision of any fixed preferential dividend instead of being applied in the purchase of any other capital assets or for other capital purposes be distributed amongst the ordinary shareholders on the footing that they receive the same as capital and in the shares and proportions in which they would have been entitled to receive the same if it had been distributed by way of dividend, provided that no such profits as aforesaid shall be so distributed unless there shall remain in the hands of the Company a sufficiency of other assets to answer in full the whole of the liabilities and paid-up share capital of the Company for the time being. | Distribution of realised capital profits |
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ANNUAL RETURNS

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| 163. | The Board shall make or cause to be made such annual or other returns or filings as may be required to be made in accordance with the Statutes. | Annual Returns |
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ACCOUNTS

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| 164. | The Board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipts and expenditure take place; and of the property, assets, credits and liabilities of the Company and of all other matters required by the Statutes or necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions. | Accounts to be kept

HKLR App.13
Para.4(1) |
| 165. | The books of account shall be kept at the Head Office or at such other place or places as the Board thinks fit and shall always be open to the inspection of the Directors provided that such records as are required by the Statutes shall also be kept at the Registered Office. | Where accounts to be kept |

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| 166. | No shareholder (not being a Director) or other person shall have any right of inspecting any account or book or document of the Company except as conferred by the Statutes or ordered by a court of competent jurisdiction or authorised by the Board or the Company in general meeting. | Inspection by shareholders |
| 167. (A) | The Board shall from time to time cause to be prepared and laid before the Company at its annual general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are required by the Statutes. | Annual profit and loss account and balance sheet |
| (B) | Subject to paragraph (C) below, every balance sheet of the Company shall be signed on behalf of the Board by two (2) of the Directors and a printed copy of (i) the Directors' report, accompanied by the balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account or income and expenditure account; or (ii) the summary financial report, which is to be laid before the Company at its annual general meeting, together with a copy of the Auditors' report, shall not less than twenty one (21) days before the date of the meeting be delivered or sent by post to the registered address of every shareholder of, and every holder of debentures of, the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of the Companies Act or these Bye-Laws, provided that this Bye-Law shall not require a copy of those 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 shareholder or holder of debentures to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the shares or debentures of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange, there shall be forwarded to the appropriate officer of such stock exchange such number of copies of such documents as may for the time being be required under its regulations or practice. | Annual report of Directors and balance sheet to be sent to shareholders

HKLR App.3
Para.5 |
| (C) | The Company may send summarized financial statements to shareholders of the Company who have, in accordance with the Statutes and any applicable rules prescribed by the Designated Stock Exchange, consented and elected to receive summarized financial statements instead of the full financial statements. The summarized financial statements must be accompanied by an auditor's report and notice informing the shareholder how to notify the Company that he elects to receive the full financial statements. The summarized financial statements, notice and auditor's report must be sent not less than twenty-one days before the general meeting to those shareholders that consented and elected to receive the summarized financial statements. | |
| (D) | Subject to Section 88 of the Companies Act, the Company shall send the full financial statements to a shareholder within seven days of receipt of the shareholder's election to receive the full financial statements. | |

AUDITORS

168. (A) Auditors shall be appointed and the terms and tenure of such appointment and their duties at all times regulated in accordance with the provisions of the Companies Act. Appointment of Auditors
- (B) The Company shall at each annual general meeting appoint one (1) or more firms of auditors to hold office until the conclusion of the next annual general meeting, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be capable of being appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. Subject as otherwise provided by the Companies Act, the remuneration of the Auditors shall be fixed by or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors.
169. The Auditors shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information as may be necessary for the performance of his or their duties, and the Auditors shall make a report to the shareholders on the accounts examined by them and on every balance sheet, consolidated balance sheet and consolidated profit and loss account intended to be laid before the Company in the annual general meeting during their tenure of office as required by the Statutes. Auditors to have right of access to books and accounts
170. A person other than the incumbent Auditors shall not be capable of being appointed Auditors at a general meeting unless notice of an intention to nominate that person to the office of Auditors has been given to the Company not less than twenty-one (21) days before the general meeting, and the Company shall send a copy of any such notice to the incumbent Auditors and shall give notice thereof to the shareholders not less than seven (7) days before the general meeting provided that the above requirements may be waived by notice in writing by the incumbent Auditors to the Secretary. Appointment of auditors other than retiring auditors
171. Subject to the provisions of the Companies Act, all acts done by any person acting as Auditors shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in their appointment or that they were at the time of their appointment not qualified for appointment or subsequently became disqualified. Defect of appointment

NOTICES

172. (A) Any notice or document (including any “corporate communication” within the meaning ascribed thereto under the listing rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-Laws shall be in writing, and may be served by the Company on any shareholder either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such shareholder at his registered address as appearing in the register or by delivering or leaving it at such registered address as aforesaid or (if he has no registered address within Singapore or Hong Kong) at any other address within Singapore or Hong Kong supplied by him to the Company for the purpose (in the case of a notice) by advertisement in the Newspapers or in accordance with the requirements of the Designated Stock Exchange. Without limiting the generality of the foregoing but subject to the Statutes and any rules prescribed by the Designated Stock Exchange from time to time, a notice or document (including any “corporate communication” within the meaning ascribed thereto under the listing rules of the Designated Stock Exchange) may be served or delivered by the Company to any shareholder by electronic means to such address as may from time to time be authorised by the shareholder concerned or by publishing it on a website and notifying the shareholder concerned that it has been so published (“notice of availability”). The notice of availability may be given to the shareholders by any of the means set out above other than by posting it on a website. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. For such purpose, a joint holder having no registered address in Singapore and not having supplied an address within Singapore for the service of notices shall be disregarded.
- (B) A shareholder who (having no registered address within Singapore or Hong Kong) has not supplied to the Company an address within Singapore or Hong Kong for the service of notices shall not be entitled to receive notices or any other documents from the Company.
173. Any shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter.
174. Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at the address of a shareholder noted on the register shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or other document published by way of advertisement in the Newspapers shall be deemed to have been served or delivered on the day it was so published. Any notice or document published on the Company’s website or the Designated Stock Exchange(s) websites shall be deemed given by the Company to a shareholder on the later of (i) the date on which a notice of availability is deemed served on such shareholder and (ii) the date on which such notice or document was published on the website.
- Service of notices
- HKLR App.3
Para.7(1) and
(2)
- Shareholders out of the Relevant Territory
- When notice by post deemed to be served
- HKLR App.3
Para.7(3)

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| 175. A notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a shareholder by sending it through the post in a prepaid envelope or wrapper addressed to him by name, or by the title or representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred. | Service of notice to persons entitled on death, mental disorder or bankruptcy |
| 176. Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the register shall have been duly given to the person from whom he derives his title to such share. | Transferee to be bound by prior notices |
| 177. Any notice or document delivered or sent by post to, or left at the registered address of, any shareholder or (if he has no registered address within Singapore) at any other address within Singapore supplied by him in pursuance of these presents, shall notwithstanding that such shareholder be then deceased 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 registered shares whether held solely or jointly with other persons by such shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares. | Notice valid though shareholder deceased, bankrupt |
| 178. (A) The signature to any notice to be given by the Company may be written or printed. | How notice to be signed |
| (B) For the purposes of these Bye-laws, a cable or telex or facsimile transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary whereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. | |

WINDING-UP

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| 179. A resolution that the Company be wound up by the Court or be wound up voluntarily shall be a Special Resolution. | Modes of winding-up |
| 180. If the Company shall be wound up, the surplus assets remaining after payment to all creditors shall be divided among the shareholders in proportion to the capital paid up on the shares held by them respectively, and if such surplus assets shall be insufficient to repay the whole of the paid up capital, they shall be distributed subject to the rights of any shares which may be issued on special terms and conditions, so that, as nearly as may be, the losses shall be borne by the shareholders in proportion to the capital paid up on the shares held by them respectively. | Distribution of assets in winding-up |

181. (A) If the Company shall be wound up (whether the liquidation is voluntary or ordered by the Court) the liquidator may, with the sanction of a Special Resolution, divide among the shareholders in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one (1) or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the shareholders or different classes of shareholders and the shareholders within each class. The liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of shareholders as the liquidator, with the like sanction, shall think fit, but so that no shareholder shall be compelled to accept any shares or other assets upon which there is a liability.
- (B) On a voluntary winding-up of the Company, no commission or fee shall be paid to a liquidator without the prior approval of the shareholders in general meeting. The amount of such commission or fee shall be notified to all shareholders not less than seven (7) days, prior to the general meeting at which it is to be considered,

Assets may be distributed in specie

INDEMNITY

182. Save and except so far as the provisions of this Bye-Law shall be avoided by any provisions of the Statutes, the Directors, Managing Directors, alternate Directors, Auditors, Secretary and other officers for the time being of the Company and the trustees (if any) for the time being acting in relation to any of the affairs of the Company, and their respective executors or administrators, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own wilful neglect or default, fraud and dishonesty respectively, and none of them shall be answerable for the acts, receipts, neglects or defaults of any other of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects of the Company shall be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of the Company shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, except as the same shall happen by or through their own wilful neglect or default, fraud and dishonesty respectively.

Indemnity

UNTRACEABLE SHAREHOLDERS

183. Without prejudice to the rights of the Company under Bye-Law 160 and the provisions of Bye-Law 184, the Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two (2) consecutive occasions. However, the Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.

Company cease sending dividend warrants etc.

HKLR App.3
Para.13(1)

184. The Company shall have the power to sell, in such manner as the Board thinks fit, any shares of a shareholder who is untraceable, but no such sale shall be made unless:-

Company may sell shares of untraceable shareholders

- (i) all cheques or warrants, being not less than three (3) in total number, for any sum payable in cash to the holder of such shares in respect of them sent during the relevant period in the manner authorised by the Bye-Laws of the Company have remained uncashed;
- (ii) so far as it is aware at the end of the relevant period, the Company has not at any time during the relevant period received any indication of the existence of the shareholder who is the holder of such shares or of a person entitled to such shares by death, bankruptcy or operation of law;
- (iii) the Company has caused an advertisement to be inserted in the Newspapers of its intention to sell such shares and a period of three (3) months has elapsed since the date of such advertisement; and
- (iv) the Company has notified the stock exchange in the Relevant Territory of its intention to effect such sale.

HKLR App.3
Para.13(2)

For the purpose of the foregoing, "relevant period" means the period commencing twelve (12) years before the date of publication of the advertisement referred to in paragraph (iii) of this Bye-Law and ending at the expiry of the period referred to in that paragraph.

To give effect to any such sale the Board may authorise any person to transfer the said shares and the instrument of transfer signed or otherwise executed by or on behalf of such person shall be as effective as if it had been executed by the registered holder or the person entitled by transmission to such shares, and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale. The net proceeds of the sale will belong to the Company and upon receipt by the Company of such proceeds it shall become indebted to the former shareholder for an amount equal to such net proceeds. No trusts shall be created in respect of such debt and no interest shall be payable in respect of it and the Company shall not be required to account for any money earned from the net proceeds which may be employed in the business of the Company or as it thinks fit. Any sale under this Bye-Law shall be valid and effective notwithstanding that the shareholder holding the shares sold is dead, bankrupt or otherwise under any legal disability or incapacity.

DESTRUCTION OF DOCUMENTS

185. (1) Subject to the Companies Act, the Company may destroy:-

Destruction of Documents

- (a) any share certificate which has been cancelled at any time after the expiry of one (1) year from the date of such cancellation;
- (b) any dividend mandate or any variation or cancellation thereof or any notification of change of name or address at any time after the expiry of two (2) years from the date on which such mandate, variation, cancellation or notification was recorded by the Company;
- (c) any instrument of transfer of shares which has been registered at any time after the expiry of six (6) years from the date of registration; and

- (d) any other document, on the basis of which any entry in the register is made, at any time after the expiry of six (6) years from the date on which an entry in the register was first made in respect of it;

and it shall conclusively be presumed in favour of the Company that every share certificate so destroyed was a valid certificate duly and properly cancelled and that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and that every other document destroyed hereunder was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company. Provided always that:-

- (i) the foregoing provisions of this Bye-Law shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document was relevant to a claim;
 - (ii) nothing contained in this Bye-Law shall be construed as imposing upon 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 (i) above are not fulfilled; and
 - (iii) references in this Bye-Law to the destruction of any document include reference to its disposal in any manner.
- (2) Notwithstanding any provision contained in these Bye-Laws, the Directors may, if permitted by applicable law, authorise the destruction of documents set out in paragraph (1) of this Bye-Law and any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Bye-Law shall apply only to the destruction of a document in good faith and without express notice to the Company and its share registrar that the preservation of such document is relevant to a claim.

RESIDENT REPRESENTATIVE

186. Pursuant to the provisions of the Statutes, the Board shall, for so long as the Company does not have a quorum of Directors ordinarily resident in Bermuda, appoint a Resident Representative as defined in the Statutes, to act on its behalf in Bermuda and to maintain all such records as may be required by the Statutes to be maintained in Bermuda and to make all necessary filings with the Ministry of Finance and Registrar of Companies in Bermuda as may be required by the Statutes and to fix his or their or its remuneration either by way of salary or fee for the period of the Resident Representative's service to the Company.

Resident
Representative

MAINTENANCE OF RECORDS

187. The Company shall keep at the office of its Resident Representative, in accordance with the provisions of the Statutes, the following:-
- (i) minutes of all proceedings of general meetings of the Company;
 - (ii) all financial statements required to be prepared by the Company under the Companies Act together with the Auditors' report thereon;
 - (iii) all records of account required by Section 83 of the Companies Act to be kept in Bermuda; and

Maintenance of
records

- (iv) all such documents as may be required in order to provide evidence of the continued listing of the Company on an appointed stock exchange within the meaning of the Companies Act.

SUBSCRIPTION RIGHT RESERVE

188. (A) Subject to the Statutes if, so long as any of the rights attaching to any warrants issued by the Company to subscribe for shares of the Company shall remain exercisable, the Company does any act or engages in any transaction which, as a result of any adjustments to the subscription price in accordance with the provisions applicable under the terms and conditions of the warrants, would reduce the subscription price to below the par value of a share, then the following provisions shall apply:-
- Subscription
right reserve
- (i) as from the date of such act or transaction the Company shall establish and thereafter (subject as provided in this Bye-Law) maintain in accordance with the provisions of this Bye-Law a reserve (the "Subscription Right Reserve") the amount of which shall at no time be less than the sum which for the time being would be required to be capitalised and applied in paying up in full the nominal amount of the additional shares required to be issued and allotted credited as fully paid pursuant to subparagraph (iii) below on the exercise in full of all the subscription rights outstanding and shall apply the Subscription Right Reserve in paying up in full such difference in respect of such additional shares as and when the same are allotted;
 - (ii) the Subscription Right Reserve shall not be used for any purpose other than that specified above unless all other reserves of the Company (other than the share premium account and capital redemption reserve fund) have been used and will only be used to make good losses of the Company if and so far as is required by law;
 - (iii) upon the exercise of all or any of the subscription rights represented by any warrant, the relevant subscription rights shall be exercisable in respect of a nominal amount of shares equal to the amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or, as the case may be the relevant portion thereof in the event of a partial exercise of the subscription rights) and, in addition, there shall be allotted in respect of such subscription rights to the exercising warrant holder, credited as fully paid, such additional nominal amount of shares as is equal to the difference between:-
 - (a) the said amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or, as the case may be, the relevant portion thereof in the event of a partial exercise of the subscription rights); and
 - (b) the nominal amount of shares in respect of which such subscription rights would have been exercisable having regard to the provisions of the conditions of the warrants, had it been possible for such subscription rights to represent the right to subscribe for shares at less than par;

and immediately upon such exercise so much of the sum standing to the credit of the Subscription Right Reserve as is required to pay up in full such additional nominal amount of shares shall be capitalised and applied in paying up in full such additional nominal amount of shares which shall forthwith be allotted credited as fully paid to the exercising warrant holder; and

- (iv) if upon the exercise of the subscription rights represented by any warrant the amount standing to the credit of the Subscription Right Reserve is not sufficient to pay up in full such additional nominal amount of shares equal to such difference as aforesaid to which the exercising warrant holder is entitled, the Board shall apply any profits or reserves then or thereafter becoming available (including, to the extent permitted by law, contributed surplus account, share premium account and capital redemption reserve fund) for such purpose until such additional nominal amount of shares is paid up and allotted as aforesaid and until then no dividend or other distribution shall be paid or made on the fully paid shares of the Company then in issue. Pending such payment up and allotment, the exercising warrant holder shall be issued by the Company with a certificate evidencing his right to the allotment of such additional nominal amount of shares. The rights represented by any such certificate shall be in registered form and shall be transferable in whole or in part in units of one share in the like manner as the shares for the time being are transferable, and the Company shall make such arrangements in relation to the maintenance of a register therefor and other matters in relation thereto as the Board may think fit and adequate particulars thereof shall be made known to each relevant exercising warrant holder upon the issue of such certificate.
- (B) Shares allotted pursuant to the provisions of this Bye-Law shall rank pari passu in all respects with the other shares allotted on the relevant exercise of the subscription rights represented by the warrant concerned. Notwithstanding anything contained in paragraph (A) of this Bye-Law, no fraction of any share shall be allotted on exercise of the subscription rights.
- (C) The provisions of this Bye-Law as to the establishment and maintenance of the Subscription Right Reserve shall not be altered or added to in any way which would vary or abrogate, or which would have the effect of varying or abrogating, the provisions for the benefit of any warrant holder or class of warrant holders under this Bye-Law without the sanction of a Special Resolution of such warrant holders or class of warrant holders.
- (D) A certificate or report by the Auditors for the time being of the Company as to whether or not the Subscription Right Reserve is required to be established and maintained and if so the amount thereof so required to be established and maintained, as to the purposes for which the Subscription Right Reserve has been used, as to the extent to which it has been used to make good losses of the Company, as to the additional nominal amount of shares required to be allotted to exercising warrant holders credited as fully paid, and as to any other matter concerning the Subscription Right Reserve shall (in the absence of manifest error) be conclusive and binding upon the Company and all warrant holders and shareholders.

RECORD DATES

189. Notwithstanding any other provision of these Bye-Laws but subject to the listing rules of the Designated Stock Exchange, the Company or the Board may fix any date as the record date for determining the Members entitled to receive any dividend, distribution, allotment or issue and such record date may be on or at any time before or after any date on which such dividend, distribution, allotment or issue is declared, paid or made; and determining the Members entitled to receive notice of and to vote at any general meeting of the Company.

THE STOCK

190. The following provisions shall have effect at any time and from time to time that they are not prohibited or inconsistent with the Statutes:
- (1) The Company may by Ordinary Resolution convert any paid up shares into stock, and may from time to time by like resolution reconvert any stock into paid up shares of any denomination.
 - (2) 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 prior to conversion have been transferred or as near thereto as circumstances admit, but the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, but so that such minimum shall not exceed the nominal amount of the shares from which the stock arose. No warrants to bearer shall be issued in respect of any stock.
 - (3) 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, participation in assets on a winding-up, voting at meetings, 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 an amount of stock which would not, if existing in shares, have conferred such privilege or advantage.
 - (4) Such of the provisions of these Bye-Laws as are applicable to paid up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

INFORMATION

191. Subject to the listing rules and/or the requirements of the Designated Stock Exchange, no shareholders shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the shareholders of the Company to communicate to the public.

