

Circular dated 7 July 2008

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

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

If you have sold all your shares in the capital of GP Batteries International Limited, you should immediately hand this Circular and the enclosed Proxy Form to the stockbroker or agent through whom you effected the sale for onward transmission to the purchaser.

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



GP Batteries International Limited

(Incorporated in the Republic of Singapore)

(Co. Reg. No. 199002111N)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

**THE PROPOSED ADOPTION OF
NEW ARTICLES OF ASSOCIATION OF THE COMPANY**

IMPORTANT DATES AND TIMES:

Last date and time for lodgement of Proxy Form	:	28 July 2008 at 10:15 a.m.
Date and time of Extraordinary General Meeting	:	30 July 2008 at 10:15 a.m. (or as soon thereafter as the Annual General Meeting of the Company to be held at 10:00 a.m. on the same day and at the same place is concluded or adjourned)
Place of Extraordinary General Meeting	:	Marina Mandarin Singapore Pisces & Aquarius Rooms, Level 1 6 Raffles Boulevard Marina Square Singapore 039594

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DEFINITIONS

For the purposes of this Circular, the following definitions apply throughout unless the context otherwise requires:

“Articles”	The Articles of Association of the Company
“Board”	The Board of Directors of the Company
“CDP”	The Central Depository (Pte) Limited
“Company”	GP Batteries International Limited
“Companies Act”	The Companies Act, Chapter 50 of Singapore
“Companies Amendment Act”	The Companies (Amendment) Act 2005 of Singapore
“Directors”	The Directors of the Company for the time being
“EGM”	The Extraordinary General Meeting of the Company to be held on 30 July 2008, notice of which is set out on page 68 of this Circular
“Latest Practicable Date”	The latest practicable date prior to the printing of this Circular, being 20 June 2008
“Listing Manual”	The Listing Manual of the SGX-ST
“Market Day”	A day on which the SGX-ST is open for trading in securities
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Shareholders”	Persons (other than CDP) who are for the time being registered as holders of Shares in the Register of Members maintained by the Company and Depositors who have Shares entered against their name in the Depository Register
“Shares”	Ordinary shares in the capital of the Company
“Substantial Shareholder”	In relation to the Company, a person who has an interest in not less than 5% of the issued voting shares of the Company
“per cent.” or “%”	Per centum or percentage
“S\$” and “cents”	Singapore dollars and cents respectively

The terms **“Depositor”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 130A of the Companies Act.

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

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

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

LETTER TO SHAREHOLDERS

GP Batteries International Limited

(Incorporated in the Republic of Singapore)
(Co. Reg. No. 199002111N)

Directors:

Andrew Ng Sung On (*Chairman & Chief Executive Officer*)
Richard Ku Yuk Hing (*Vice Chairman*)
Hui Wing Sun
Lu Tse Wan
Tsang Kwan Lung
Chau Kwok Wai
Cheng Wai Keung
Phua Bah Lee
Harald Eduard Kading

Registered Office:

97 Pioneer Road
Singapore 639579

7 July 2008

To the Shareholders of GP Batteries International Limited

Dear Sir / Madam

THE PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY

1. INTRODUCTION

The Directors have convened an Extraordinary General Meeting of the Company to be held on 30 July 2008 to seek the approval of Shareholders for the adoption of new Articles of Association of the Company.

The purpose of this Circular is to explain the reasons for, and to provide the Shareholders with information relating to, this proposal.

2. THE PROPOSAL TO ADOPT NEW ARTICLES

- 2.1 Rationale.** The Companies Amendment Act, which came into operation on 30 January 2006, introduced a number of significant changes to the Companies Act. Some of the key changes include the abolition of the concepts of par value and authorised capital, and allowing repurchased shares to be held as treasury shares. With the abolition of the concept of par value, shares of a company will no longer have any par (or nominal) value. Accordingly, the concepts of share premium and the issue of shares at a discount have also been abolished.

The Companies Amendment Act also introduced the concept of treasury shares. Consequently, shares which are the subject of a share repurchase by a company may be held by that company as treasury shares instead of being cancelled. For so long as the repurchased shares are held in treasury, the right to attend and vote at meetings and the right to dividend or other distributions will be suspended.

On 12 November 2007, the Singapore Exchange Limited announced amendments to various listing rules in the Listing Manual to (among other things) take into account the foregoing changes to the Companies Act. These amendments took effect on 3 December 2007.

Alterations are thus proposed to the Articles in order to update them generally and to be in line with the changes to the regulatory framework. The Company is also taking the opportunity to streamline and rationalise certain other provisions in the Articles. As many provisions of the Articles are proposed to be altered in this exercise, it is proposed that a new set of Articles of Association ("**New Articles**") incorporating the alterations which take into account the amendments introduced by the Companies Amendment Act, as well as other alterations for updating purposes, be adopted. For convenient reference, the more significant alterations that are proposed to be made to the Articles are set out in the Appendix to this Circular. A copy of the proposed New Articles is available for inspection at the registered office of the Company as provided in Paragraph 8 below.

2.2 Summary of main alterations. A summary of the main proposed alterations to the Articles is set out below.

(a) Article 2

Article 2 is the interpretation section of the Articles, and is proposed to be altered to provide for the following:

- (i) that the expression "treasury shares" is to have the meaning ascribed to it in the Companies Act, namely, shares which were (or are treated as having been) purchased by the Company in circumstances in which Section 76H of the Companies Act applies, and have been held by the Company continuously since the treasury shares were so purchased; and
- (ii) that, except where otherwise expressly provided in the Articles, references in the Articles to "Members", "shareholders" and "holders" of shares or a class of shares shall exclude the Company in relation to shares held by it as treasury shares.

Drafting changes are also proposed to Article 2 for clarity. In particular, it is proposed that the terms "Depositor", "Depository" and "Depository Register" shall have the meanings ascribed to them respectively in the Companies Act. It is also proposed to expressly provide in Article 2 that a Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of the Articles.

(b) Articles 3 and 4

Drafting changes are proposed to Article 3 to make it clear that the general powers of the Directors with respect to any issue of new shares is subject nevertheless to the provisions of the Companies Act and the Articles as regards authority, pre-emption rights and otherwise, and of any resolution of the Company passed in General Meeting passed pursuant thereto.

Article 4 stipulates that no shares in the capital of the Company may be issued to transfer a controlling interest in the Company without the prior approval of the members of the Company in a General Meeting. This Article is proposed to be deleted as it is no longer required by the Listing Manual to be included in the Articles. Such deletion would not, however, eliminate compliance by the Company with Rule 803 of the Listing Manual which provides that a listed company may not issue securities to transfer a controlling interest without the prior approval of its shareholders in general meeting. Under the Listing Manual, a person who holds directly or indirectly 15% or more of all issued voting shares in a listed company would *prima facie* be regarded as having a "controlling interest" in that company.

In conjunction with the deletion of existing Article 4, a new provision on treasury shares, to be numbered as new Article 4, is proposed to be inserted. This new provision will state that the Company may not exercise any right in respect of treasury shares other than as provided by the Companies Act but that subject thereto, the Company may hold or deal with its treasury shares in the manner authorised by, or prescribed pursuant to, the Companies Act.

(c) **Articles 5, 8, 9 and 50**

Article 5 provides that where preference shares are issued, the total nominal value of issued preference shares shall not exceed the total nominal value of issued ordinary shares. To obviate the need to alter Article 5 in the event that such proportion is revised by the SGX-ST in the future, it is proposed that Article 5 be altered to provide that preference shares may be issued subject to such limitation thereof as may be prescribed by any stock exchange upon which shares in the Company may be listed.

Article 9 provides that preferential or other rights attached to shares shall not be varied by the creation or issue of further shares ranking *pari passu* with them, while Article 8 deals with the variation of special rights or privileges attached to preference shares for the time being issued and Article 50 deals with the modification of rights attached to any class of shares. To streamline these provisions of the Articles, it is proposed that existing Articles 8 and 50 be merged and renumbered as new Article 9, and existing Article 9 be renumbered as Article 8. Consequently, new Article 9 will provide for the variation of rights in the event that the share capital structure of the Company is divided into different classes of shares as well as provide that preference capital, other than redeemable preference capital, may be repaid. New Article 9 will also deal with the application of its provisions to meetings of the holders of a class of shares to approve any variation of the rights attached to such class of shares.

(d) **Article 10**

Article 10 provides that the Company may exercise the powers of paying commissions on the issue of shares. Although Section 67 of the Companies Act relating to the power to pay commissions has been repealed pursuant to the Companies Amendment Act, the Company may nevertheless retain a power to pay commissions or brokerage under the Articles. Article 10 is thus proposed to be altered to provide that the Company may pay commissions or brokerage on any issue of shares at such rate or amount and in such manner as the Directors may deem fit.

(e) **Article 11**

Article 11 provides that no person (other than CDP) shall be recognised as holding a share on any trust and no person other than a registered holder shall be recognised by the Company as having an absolute right to the share. Article 11 is proposed to be altered to make it clear that such registered holder refers to a person whose name is entered on the Register of Members or the Depository Register in respect of that share. In addition, Article 11 will be expanded to include a nominee of CDP, in addition to CDP, so as to be in line with Sections 130CA and 130D of the Companies Act (as respectively amended with effect from 1 April 2004) which provide for the deposit of book-entry securities with a nominee of CDP, in addition to CDP.

(f) **Article 12**

Article 12(1) deals with offers of new shares to existing members, and is proposed to be altered to replace the reference to “amount” of existing shares with a reference to “number” of existing shares as the concept of par value has been abolished pursuant to the Companies Amendment Act. A drafting change is also proposed to provide, in addition to any permissive direction being given by the Company in General Meeting, that new shares need not be offered to existing members in proportion to their existing holdings if so permitted by the listing rules of the SGX-ST. This is in line with current listing rules of the SGX-ST which permit a listed company to obtain a general share issue mandate (as discussed below) in respect of which authority may be given, *inter alia*, for shares to be issued otherwise than on a *pro rata* basis to existing members.

Article 12(2) provides for a general mandate to be given to the Directors for share issues and reflects the position under the Listing Manual pre-July 2002. The current listing rules of the SGX-ST governing a general mandate for share issues permit a listed company to include within the scope of such a mandate, the issue of securities convertible into shares and the issue of shares arising from such convertible securities. In order to provide the Company with the flexibility permitted by the listing rules of the SGX-ST with respect to the obtaining of a general share issue mandate from Shareholders, it is proposed that the general authority which may be given to the Directors under a general share issue mandate, be extended to (i) encompass the making or granting of offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued (including the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares); and (ii) notwithstanding that such authority may have ceased to be in force, issue shares in pursuance of any Instrument made or granted while the authority was in force. Thus, Article 12(2), as updated, will provide that the Company may by Ordinary Resolution give to the Directors a general authority to issue shares in the capital of the Company as well as to grant options and securities convertible into shares, subject however to the specified limits mentioned below.

It is to be noted that under current requirements of the SGX-ST, a listed company cannot rely on a general share issue mandate for the issue of convertible securities in certain circumstances, for instance, where the maximum number of shares to be issued on conversion cannot be determined at the time of the issue of the convertible securities. Additionally, the SGX-ST may require specific shareholder approval to be obtained in circumstances where securities are to be issued to parties regarded to be connected to directors or substantial shareholders of a listed company. As such, Article 12(2) will also make it clear that the Company will comply with applicable listing requirements of the SGX-ST, unless such compliance has been waived by the SGX-ST.

Article 12(2) will also provide that the aggregate number of shares that may be issued pursuant to the general share issue mandate, including shares issuable in pursuance of Instruments made or granted under such authority, will be subject to such limits and manner of calculation as prescribed by the Listing Manual from time to time. This will obviate the need for the Company to alter its Articles as and when the relevant provisions of the Listing Manual relating to the general share issue mandate are altered by the SGX-ST.

Rule 806 of the Listing Manual currently provides that the aggregate number of shares and convertible securities that may be issued pursuant to a general share issue mandate must not exceed 50% of the issued shares (excluding treasury shares) in the capital of the listed company of which the aggregate number of shares and convertible securities issued other than on a *pro rata* basis must not exceed 20% of the issued shares (excluding treasury shares) in the capital of the company. For this purpose, the total number of issued shares (excluding treasury shares) is calculated based on the number of issued shares (excluding treasury shares) in the capital of the Company at the time the resolution authorising the general share issue mandate is passed, taking into account (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that the mandate is passed, and (ii) any subsequent bonus issue, consolidation or subdivision of shares. Accordingly, any Ordinary Resolution passed pursuant to Article 12(2) will continue to be subject to the specific limits and manner of calculation prescribed by the Listing Manual from time to time.

In addition, a new paragraph is proposed to be inserted as new Article 12(3) relating to (*inter alia*) recognising a renunciation of shares by an allottee in favour of another person. Article 12(3) will also provide that subject to the terms and conditions of any application for shares, the Directors shall allot shares applied for within ten Market Days of the closing date (or such other period as may be approved by any stock exchange upon which shares in the Company may be listed) of such application.

(g) **Articles 13 and 14**

Articles 13 and 14 deal with share certificates and matters relating thereto.

Article 13 provides for the entitlement of registered members to a share certificate for their shares. Article 13 is proposed to be altered to make it clear that share certificates are to be issued within ten Market Days following the closing date for any application of shares or lodgement of a registrable transfer of physical scrip, and that every share certificate shall specify the number of shares to which it relates and the amount paid thereon. In addition, the amount (if any) unpaid on the shares must also be specified in the share certificate, to be in line with the amendment of Section 123 of the Companies Act by the Companies Amendment Act. Article 13 will also deal with the registration of joint holders, and the delivery of share certificates to, and the giving of effectual receipts by, any one of such persons.

Article 14 currently provides for the issue of a replacement certificate where a share certificate has been worn out, defaced, destroyed, lost or stolen, and that a sum not exceeding S\$1.00 is payable for the replacement certificate. In line with current rules of the SGX-ST, Article 14 is proposed to be altered to provide that a sum not exceeding S\$2.00 will instead be payable. In addition, it is proposed that Article 14 be expanded to provide clarity with respect to the consolidation and splitting of share certificates representing shares of any one class, and to also provide that in the case of shares registered in joint names, any one of the joint holders may make the request.

(h) **Articles 15 and 17**

Articles 15 and 17 deal respectively with the Company's lien on unpaid shares. Article 15 is proposed to be altered, *inter alia*, to provide that the Directors have the discretion to (among other things) waive any lien that has arisen, and Article 17 is proposed to be altered to provide that the Company may authorise a person to effect the transfer of the shares sold to satisfy a lien, and that where the purchaser is a Depositor, the Directors may request CDP to enter the purchaser's name in the Depository Register as the holder of the shares so sold.

(i) **Articles 20, 22 and 26**

Articles 20, 22 and 26 deal with calls on members in respect of any money unpaid on their shares. Non-substantive drafting changes are proposed to Article 20 to streamline its provisions and Article 22 is proposed to be altered to make it clear that the Company's lien extends to interest due, in addition to all calls and instalments, payable on a share. Article 26 is proposed to be altered to remove all references to nominal (or par) value and share premium in line with the abolition of these concepts pursuant to the Companies Amendment Act.

(j) **Articles 28, 29, 30 and 31**

Articles 28 to 31 deal with transfers and registration of transfers of shares in physical scrip and matters incidental thereto.

Article 28 provides for certain restrictions on transfers and deals generally with the form and manner by which shares may be transferred. It is proposed that these provisions be revised and clarified. A drafting change is proposed to Article 28 to streamline its provisions to the effect that there shall be no restriction on the transfer of fully paid-up shares except where required by law or the listing rules of, or bye-laws and rules governing, any stock exchange on which the shares of the Company may be listed. In addition, Article 28 is proposed to be altered to provide that all transfers of legal title in shares may be effected by an instrument of transfer in the form approved by any stock exchange upon which shares in the Company may be listed or in any other form acceptable to the Directors. Article 28 also provides that the Directors may refuse to register any instrument of transfer of shares tendered for

registration where the Company has a lien and, in the case of shares not fully paid-up, may also decline to register a transfer to a transferee they do not approve. Article 28 is proposed to be altered to make it clear that where the Directors decline to register a transfer, they shall give notice of such refusal to the applicant within ten Market Days thereof or such other period as may be allowed by the stock exchange on which shares in the Company are listed.

Article 29 deals with the execution of transfers of shares. It is proposed that Article 29 be altered to, *inter alia*, make it clear that any instrument for the transfer of legal title in shares to CDP need not be signed by CDP or witnessed, and that this provision also be extended to a nominee of CDP, in addition to CDP.

The provisions relating to the documents to be submitted to the Company to effect registration of such transfers are proposed to be consolidated under Article 31. In addition, Article 31 is proposed to be updated in line with current requirements relating to e-stamping of documents chargeable with stamp duty to provide that any instrument of transfer so tendered for registration has to be accompanied by a certificate of payment of stamp duty (if any), and further altered to provide that the instrument of transfer must relate to only one class of shares.

Article 31 also deals with the suspension of the registration of transfers for not more than 30 days in a year (in line with Section 192 of the Companies Act). Article 31 is proposed to be altered to state that where the shares in the Company are listed on a stock exchange, prior notice of any such closure shall be given to that stock exchange.

(k) Articles 32 and 33

Articles 32 and 33 deal with the transmission of shares on death or bankruptcy of a member. Drafting changes are proposed to Article 32 to clarify these provisions with respect to transmission of shares held by members registered on the Register of Members or, as the case may be, the Depository Register. Article 33 is proposed to be altered to provide for the registration of persons entitled to the legal title in a share upon transmission or bankruptcy of a member. Consequential changes are also proposed to Article 33 dealing with the fee payable for registration of any probate, letter of administration, marriage certificate, etc., on the Register of Members.

(l) Articles 37, 39 and 42

Article 37 provides (*inter alia*) that where notice of forfeiture of a share has been given to a member, an entry to that effect is to be made in the Register of Members opposite to the shares. Article 37 is proposed to be altered to cater to the situation where the member whose share has been forfeited is a Depositor. Drafting clarifications are proposed to Article 39 (on the power of the Directors to dispose of a forfeited share) to make it clear that a forfeited share shall become the property of the Company for the purposes of such disposal, and to Article 42 to cater for registration of the purchaser of a forfeited share in the Register of Members, or if the purchaser is a Depositor, in the Depository Register in respect of that share. Article 42 will also be altered to provide, *inter alia*, that where a share has been sold to satisfy a lien of the Company and the purchaser of the share upon sale is a Depositor, the certificate in respect of such share shall be delivered to CDP or a nominee of CDP.

(m) Articles 43, 44, 45 and 46

Articles 43 to 46 deal with stock in the capital of the Company.

In view of the abolition of the concept of par value by the Companies Amendment Act, drafting changes are proposed to Article 43 which deals with the conversion of paid-up shares into stock and reconversion of such stock into paid-up shares, Article 44 which deals with the transfer of stock, and Article 45 which deals with rights of stockholders. It is proposed that Article 43 be altered to delete the reference to "denomination" in relation to shares reconverted from stock and to make it clear that an Ordinary Resolution is required to

effect a conversion of paid-up shares into stock (and their reconversion into shares), Article 44 be altered to remove the reference to “nominal amount” of shares, and Article 45 be altered to replace references to “amount of stock” with “number of stock units”. Consequential drafting alterations are proposed to the interpretation provision in Article 46 for consistency.

(n) Articles 47, 48, 49 and 49A

Article 47 provides that the Company may by Ordinary Resolution increase its capital by such sum to be divided into shares of such amount as the resolution shall prescribe. This provision is proposed to be deleted in view of the abolition of the concepts of par value and authorised capital by the Companies Amendment Act.

Article 48(1) provides that the Company may consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares, and Article 48(2) provides that the Company may subdivide its shares into shares of a smaller amount. It is proposed that the references to “amount” of shares be deleted in view of the abolition of the concept of par value by the Companies Amendment Act. Article 48(3) provides that the Company may cancel any shares which have not been taken by any person. It is proposed that such provision be deleted altogether as the concept of authorised capital has been abolished by the Companies Amendment Act, and that a new provision for the conversion (subject to the provisions of the statutes) of one class of shares into any other class of shares be inserted instead.

Article 49 provides that the Company may reduce its share capital and any capital redemption reserve fund in any manner authorised by law, and is proposed to be altered to delete the reference to the capital redemption reserve fund as, under the Companies Amendment Act, any amounts standing to the credit of the Company’s capital redemption reserve become part of its share capital. Article 49 is proposed to be further altered to provide that the Company may also reduce any undistributable reserve.

Article 49A provides that the Company may, subject to and in accordance with the Companies Act, purchase or otherwise acquire its issued shares. It is proposed that Article 49A be altered to cater for the holding of any purchased or acquired shares in treasury in accordance with the Companies Act, as amended by the Companies Amendment Act. It is further proposed that Article 49A be altered to make it clear that upon cancellation of any share purchased or otherwise acquired by the Company pursuant to a power in the Articles for the purchase or acquisition of its issued shares by the Company, the amount of share capital of the Company shall be reduced by the extent to which any such cancelled share was purchased or acquired out of the capital of the Company.

In conjunction with the deletion of Article 47, it is proposed that Articles 48, 49 and 49A be respectively renumbered as Articles 47, 48 and 49.

(o) Articles 51, 52, 53, 54, 55 and 56

Articles 51 to 55 dealing with General Meetings of the Company are proposed to be streamlined and rationalised. Editorial changes are proposed such that Article 51 defines an Annual General Meeting and prescribes the time-line for holding of such a meeting, Article 52 defines an Extraordinary General Meeting and Article 53 deals with the convening of Extraordinary General Meetings. In addition, all references in these provisions to “Extraordinary Meeting” will be corrected to “Extraordinary General Meeting”. Article 54, which deals with the giving of notices of General Meetings is proposed to be altered to specify the period of notice shall be exclusive of the day on which the notice is served or deemed served and of the day on which the meeting is to be held. Additionally, Article 54 will also be altered to provide that notice need only be given to members who are entitled to receive such notices under the provisions of the Articles and the Companies Act, as amended by the Companies Amendment Act. This is to make it clear that no notice of General Meeting needs to be given to the Company where it is a member by reason of its holding of its shares as treasury shares.

Article 55 provides that resolutions in writing, if signed by all the members entitled to vote, shall have the same effect as a resolution passed at a General Meeting duly held, convened and constituted. It is proposed that this provision be deleted since it has little practical relevance to the Company as a public listed company.

Article 56 sets out the routine business at an Annual General Meeting, and is proposed to be altered to clarify that the fixing of the remuneration of auditors includes the determining of the manner by which such remuneration is to be fixed.

In conjunction with the deletion of Article 55 (as referred to in this sub-paragraph (o)), the renumbering of Articles 48 to 49A as Articles 47 to 49 (as referred to in sub-paragraph (n) above) and the merging of Article 50 with Article 8 (as referred to in sub-paragraph (c) above), it is proposed that existing Articles 51 to 55 be respectively renumbered as Articles 50 to 53, a new Article 54 be inserted to consolidate the provisions dealing with the contents of a notice of General Meeting, and existing Article 56 be renumbered as Article 55.

(p) Articles 57, 58, 59 and 60

Article 57 provides that three members present in person or by proxy shall form a quorum at a General Meeting. It is proposed that Article 57 be altered to reduce the quorum for a General Meeting to two Members present in person or by proxy. Article 57 is also proposed to be clarified by providing that a proxy representing more than one member shall only count as one member for the purpose of determining the quorum, and where a member is represented by more than one proxy, such proxies shall count as only one member for the purpose of determining the quorum. Article 57 is proposed to be further altered to provide that no business other than the appointment of a chairman shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business.

Drafting changes are proposed to Article 58 to, *inter alia*, make it clear that where, owing to the absence of a quorum, a General Meeting is adjourned to the same day, at the same time in the following week, if such day falls on a public holiday, then it shall be adjourned to the next business day following the public holiday.

Article 59 deals with the selection of a person to chair a General Meeting in the absence of the Chairman of the Board and (if any) the Deputy Chairman and Vice Chairman. It is proposed that Article 59 be altered to provide that in the absence of the Chairman, Deputy Chairman and Vice Chairman, the chairman of the meeting is to be nominated by the Directors from among those present, failing which, the members present will choose the chairman from among themselves.

Article 60 provides (*inter alia*) that a General Meeting at which a quorum is present may, with consent of the members, be adjourned from time to time. It is proposed that Article 60 be altered to provide that the members may also consent to the adjournment of a meeting *sine die*. Consequential drafting changes are proposed in relation to reconvening of adjourned meetings.

In conjunction with the renumbering of existing Article 56 as Article 55 (as referred to in sub-paragraph (o) above), it is also proposed that existing Articles 57 to 60 be respectively renumbered as Articles 56 to 59, and that a new provision on the amendment of resolutions at a General Meeting be inserted as new Article 60, to add clarity in relation to such proceedings.

(q) Articles 61, 62 and 63

Article 61 provides that at any General Meeting, a resolution put to the vote shall be decided by a show of hands unless a poll is demanded by the chairman of the meeting or any person entitled to vote at the meeting. It is proposed that Article 61 be altered to provide, *inter alia*, that (in addition to the chairman's right to demand for a poll) a poll may be demanded by any

two members present in person or by proxy and entitled to vote at the meeting, or by a member or members present in person or by proxy and holding not less than 10% of the total number of paid-up shares of the Company (excluding treasury shares). In addition, Article 61 is proposed to be altered to make it clear that the demand for a poll may be withdrawn.

Drafting changes are proposed to Articles 62 and 63, which deal with the taking of a poll, to make it clear that a poll may be taken in such manner as directed by the chairman of the meeting, including appointing of scrutineers, that no notice need be given of a poll not taken immediately and that 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 poll was demanded will have a second or casting vote.

(r) **Articles 64, 66, 67, 68, 69, 70, 71 and 72**

Article 64 provides that subject to any rights or restrictions as to voting attached to any class or classes of shares, each member entitled to vote may vote in person or by proxy and that on a show of hands, every member who is present in person and each proxy shall have one vote. Article 64 is proposed to be altered to make it subject also to Article 4 (as proposed to be altered) which will provide, *inter alia*, that the Company shall not exercise any right (including the right to attend and vote at General Meetings) in respect of treasury shares other than as provided by the Companies Act. In addition, for greater clarity, Article 64 is proposed to be altered with respect to the determination of the number of votes which a Depositor or his proxy may cast on a poll by reference to the number of shares entered against that Depositor's name in the Depository Register.

Drafting changes are proposed to Article 67 (relating to voting rights of members of unsound mind) to provide that the person claiming to vote on behalf of the member concerned must provide such evidence of his authority as the Directors may require. Consequential drafting alterations are proposed to Article 66 (dealing with voting by joint holders) and Article 68 (dealing with the entitlement of a member to vote at a General Meeting), to *inter alia*, include references to the joint holders who are Depositors on the Depository Register.

Articles 69, 70 and 71 deal with the appointment of proxies, the deposit of the instrument of proxy and the form of the proxy instrument. Article 69 is proposed to be altered to streamline and clarify the provisions relating to the appointment of proxies by a member, the requirement to specify the proportion of the member's shareholding to be represented by each proxy, and the determination of the number of votes which a member, being a Depositor (or his proxy or proxies) may cast on a poll by reference to the number of shares entered against his name on the Depository Register, as certified by CDP to the Company. Article 69 is also proposed to be altered to make it clear that a duly appointed proxy may also move any resolution or amendment thereto and speak at a meeting, in addition to demanding or joining in demanding a poll. Article 70 is proposed to be altered to provide for the deposit of proxy instruments at any place other than the registered office of the Company, if such other place is specified in the notice convening the General Meeting, and to make it clear that an instrument of proxy shall (unless the contrary is stated thereon) be valid as well for any adjournment of the meeting as for the meeting to which it relates. In addition, Article 70 will be expanded to provide that votes given in accordance with the terms of an instrument of proxy shall be valid notwithstanding, *inter alia*, the previous death or insanity of the principal or revocation of the proxy, provided that no notice thereof has been received by the Company at least 48 hours before the time of the meeting or adjourned meeting at which the proxy is used. Article 71 is proposed to be altered to clarify that the signatures on the instrument of proxy need not be witnessed.

A new provision is proposed to be inserted as new Article 72 to provide clarity with respect to any objection that may be raised as to the qualification of any voter at a General Meeting.

Existing Article 72 relates to the appointment of representatives by corporations which are members to attend and vote at General Meetings of the Company. It is proposed that existing Article 72 be renumbered as Article 73 and be altered to provide that where a corporation is represented by a corporate representative, it shall be deemed, subject to the Companies Act, to be present in person at any meeting of the Company or of any class of members of the Company. This alteration is proposed for consistency with Section 179(4) of the Companies Act which stipulates that where a person present at a meeting is authorised to act as the representative of a corporation by virtue of an authority given under Section 179(3), and the person is not otherwise entitled to be present at the meeting, the corporation shall be deemed to be personally present at the meeting for the purposes of Section 179(1).

(s) **Articles 73, 74, 75, 76 and 77**

Article 73 provides that the Directors, all of whom shall be natural persons, shall not be less than two. It is proposed that Article 73 be altered to remove the references to the first Directors as this is historical and is no longer required to be stated in the Articles. Consequential drafting changes are proposed to Article 74 which empowers the Directors to appoint persons as additional Directors to clarify that this provision extends to the appointment of a person as a Director to fill a casual vacancy and to remove references to the limitation on the maximum number of Directors.

Article 75 provides that a Director need not be a member of the Company, and is proposed to be altered to make it clear that a Director who is not a member of the Company shall nevertheless be entitled to attend and speak at General Meetings of the Company. In addition, to streamline these provisions of the Articles, it is proposed that that existing Articles 73 and 74 be renumbered as Articles 74 and 75, and that the provisions of Article 75 (as proposed to be altered) be moved to Article 74 (as renumbered).

Article 76 provides that a Director may, with the consent of a majority of the other Directors, appoint a person (other than another Director or alternate Director) to be his alternate Director, and generally regulates matters relating to the functions of an alternate Director. It is proposed that Article 76 be expanded to clarify, *inter alia*, the extent of the powers of an alternate Director to act in place of his appointor at any meetings or other proceedings of the Directors, and to make it clear that an alternate Director shall not, except in the circumstances provided by the Articles, have power to act as a Director nor shall he be deemed to be a Director for the purposes of the Articles and that a person shall not concurrently act as alternate Director to more than one Director.

Consequential drafting changes are proposed to Article 77 on Directors' fees to make it clear that any fees proposed for payment to a non-executive Director including special remuneration for performing extra duties over and above his ordinary duties as a Director shall be by way of a fixed sum and not by commission on or a percentage of profits or turnover.

(t) **Articles 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88 and 90**

Article 78 which provides that Directors may be interested in other companies is proposed to be deleted and its provisions moved to, and included in, Article 88 which deals with the holding of office by Directors in the Company.

Articles 79 to 86 deal with the general powers and duties of Directors. Article 79 relates to the general powers of the Directors to manage the Company's business. Drafting changes are proposed to align Article 79 with Section 157A(2) of the Companies Act, which provides that the directors of a company may exercise all the powers of the company except any power that the Companies Act or the memorandum and articles of the company require the company to exercise in general meeting.

Article 80 which deals with the appointment of a Chairman, Deputy Chairman and Vice Chairman of the Board, presently exempts any Director appointed to such office from periodic retirement by rotation. Article 81, which deals with the appointment of a Managing Director of the Company, also presently exempts a Managing Director from periodic retirement by rotation. It is proposed that, in line with corporate governance best practices principles, Articles 80 and 81 be altered to include a Director holding the office of Chairman, Deputy Chairman, Vice Chairman or Managing Director for retirement by rotation, as with all other Directors who are subject to periodic retirement by rotation. In addition, Article 81 is proposed to be altered to extend all references to "Managing Director" to include a person holding a position equivalent to that of a Managing Director in line with current requirements of the Listing Manual. Consequential alterations are also proposed to Article 81 to make it clear that while a Managing Director shall cease to hold office if he ceases for any reason to be a Director, a person who ceases to be a Director should not, *ipso facto*, cease to hold any other executive office in the Company, unless the contract or resolution under which he holds office shall expressly state otherwise.

A drafting change is proposed to Article 82 which deals with the appointment of attorneys of the Company to, *inter alia*, provide for such appointments to be made by power of attorney as well as other modes. In conjunction with the deletion of Article 78, it is proposed that Article 79 to 82 be respectively renumbered as Articles 78 to 81, and that a new provision on the delegation by the Directors of their powers and discretions be inserted for clarity as new Article 82.

Article 83, which provides for the general powers of borrowing, is proposed to be altered to delete reference to "par", "discount" and "premium" in connection with the issue of debentures.

Article 84 provides for the continuing Directors to act notwithstanding vacancies in their body. Consequential drafting changes are proposed to allow two members to convene a General Meeting to appoint Directors if there are no Director or Directors able or willing to act.

Article 85 which provides that the Directors are to comply with the Companies Act in relation to, among others, the keeping of statutory registers, is proposed to be deleted and its provisions moved to, and included in, Article 86 which deals with the duties of the Directors to maintain minutes of proceeding of meetings of the Board and of the Company. In conjunction with the deletion of Article 85, a new provision is proposed to be inserted as new Article 85 on the powers of the Directors to grant pensions and similar benefits for staff and executive officers of the Company.

Article 87 provides, *inter alia*, that a Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest in accordance with the Companies Act. It is proposed that the references to "contract" and "contracting" be replaced with "transaction" and "transacting" in order to align Article 87 with Section 156 of the Companies Act, as amended with effect from 15 May 2003.

Drafting alterations are proposed to Article 90 relating to the automatic vacation of office of a Director to realign and clarify these provisions, in particular, with respect to the resignation of a Director by notice in writing to the Company where he holds executive office as Director for a fixed term. Article 90 also provides, *inter alia*, that a Director's office is automatically vacated if he shall have a receiving order made against him. It is proposed that the reference to "receiving order" be replaced with "bankruptcy order".

(u) **Articles 92, 93, 94 and 95**

Articles 92 to 95, which deal with the retirement by rotation, re-election and removal of Directors, are proposed to be streamlined and updated.

Article 92 provides for the retirement of Directors by rotation at an Annual General Meeting and the selection of Directors to retire. Drafting changes are proposed to Article 92 in conjunction with the alterations proposed to Article 81 (as mentioned in sub-paragraph (t) above) to make it clear that a Director holding the position of Managing Director or an equivalent position shall be subject to retirement by rotation, and will be taken into account in determining the number of Directors who are to retire by rotation at an Annual General Meeting.

Article 93 deals with the filling of vacancies arising on the election of Directors at an Annual General Meeting. A new provision is proposed to be inserted to provide clarity with respect to the re-election of retiring Directors at such a meeting. In particular, this new provision will provide that the office being vacated may be filled by electing thereto the retiring Director or some other person eligible for appointment and, in default, the retiring Director shall be deemed to have been re-elected except in certain circumstances. For instance, if a resolution for the re-election of a Director is moved in contravention of Article 93(2) (as proposed to be inserted) or a Director shall have attained any retiring age applicable to him as a Director, he shall not be deemed to have been re-elected. Another new provision, to be numbered as Article 93(2), is proposed to be inserted. This new provision will mirror Section 150 of the Companies Act which stipulates that a resolution for the appointment of two or more persons as Directors by a single resolution shall not be moved at any General Meeting unless a resolution that it shall be so moved has first been agreed to by the meeting without any vote being given against it.

Article 94 (which deals with a notice of intention to appoint a Director at a General Meeting) is proposed to be altered for greater clarity.

Article 95 dealing with the removal by the Company of any Director from office by Ordinary Resolution is proposed to be altered to make it clear that such removal shall not operate to prejudice any claim which such a Director may have for damages for breach of contract, and to provide that a person appointed in his place shall be subject to retirement by rotation at the same time as the Director he replaced.

(v) **Articles 96, 97, 98, 99, 100, 101, 102 and 103**

Article 96 relates to the convening of Board meetings, and is proposed to be altered to permit Directors to waive notice of any meeting, so as to cater for exigencies and other urgent situations where meetings might have to be convened expeditiously.

Article 97 relates to Board meetings, while Article 103(1) provides for resolutions in writing of the Directors in lieu of a physical meeting and Article 103(2) provides for the participation by Directors in a Board meeting *via* conference telephone or other electronic means. It is proposed that these provisions be streamlined and rationalised by combining the provisions on participation in Board meetings by conference telephone or other electronic means under Article 97, and that such provisions be altered to provide clarity with respect to matters such as including such participating Directors in the quorum for the meeting, and the determination of the place where the meeting is deemed to be held.

Consequential changes are proposed in the form of a new Article 98 to make it clear that a Board meeting at which a quorum is present shall be competent to exercise all the powers and discretions for the time being exercisable by the Directors.

Article 99 empowers the Directors to establish committees of the Board, Articles 100 and 101 relate to the meetings of such committees and provides for questions to be determined by majority vote, and Article 102 affirms (*inter alia*) the acts of a committee as regards persons dealing with the Company. As presently framed, such committees may comprise only Directors. It is proposed that these provisions relating to committees of the Board be expanded to allow for co-option, where the Directors consider appropriate, of persons other than Directors to such committees, in order to provide the Company with greater flexibility in harnessing relevant expertise from outside as well as within the Company, and to provide that the meetings and proceedings of such committees consisting of two or more members shall be governed in all respects by the provisions of the Articles relating to Board meetings in so far as the same are not superseded by any regulations made by the Board. In this connection, it is proposed that Article 100 be deleted, and Article 99 be renumbered as Article 100.

Article 103(1) provides for Directors' decisions to be effected by way of resolutions in writing, which includes approval by a Director by telex or telefax. It is proposed that for the facilitation of the Board's decision making process, Article 103(1) be expanded to allow for such resolutions to be approved, or signified as approved, if such approval by a Director is communicated or effected by electronic means (in addition to the existing traditional forms of writing and signature), to promote business efficacy generally.

(w) Articles 104, 105 and 106

Article 104 relating to the appointment of a Secretary is proposed to be expanded to provide for the appointment by the Directors of two or more persons as joint Secretaries as well as for the appointment (if thought fit) of assistant and deputy secretaries. To streamline this section of the Articles, the provisions in Article 105 on the appointment of a temporary or substitute Secretary are proposed to be brought under Article 104.

In the interests of clarity, a provision that deals with the authentication of company documents by any Director, Secretary or any other person appointed by the Directors is proposed to be inserted as new Article 105. For such purposes, authentication or certification may also be effected by electronic means in accordance with procedures approved by the Directors, in place of the traditional forms of authentication or certification.

Article 106, which deals with the common seal of the Company, is proposed to be clarified and updated with respect to the usage and affixation of the seal on to certificates for shares and other documents to improve administrative efficacy.

(x) Articles 107, 108, 109, 110, 110A, 111 and 112

Articles 107 to 110 and 112 deal with dividends and matters relating thereto.

Article 107, which provides for the apportionment of dividends according to the amounts paid on the shares, is proposed to be altered in view of the abolition of the concept of par value pursuant to the Companies Amendment Act. Article 107 as altered will provide that all dividends are to be paid in proportion to the number of shares held, and that where shares are partly paid, all dividends must be apportioned and paid proportionately to the amounts paid or credited as paid.

Drafting changes are proposed to Article 108 on the declaration of a dividend by the Company in General Meeting, and on the payment of preference and interim dividends, for clarity, and to include a provision relating to the record date for dividends.

Article 109 which provides for deductions from dividends on account of any calls owed by a member on his shares is proposed to be expanded to make it clear (*inter alia*) that the Company may deduct other moneys (in addition to any dividends) payable to a member on a share on account of any sums owed by him to the Company, and to provide that no dividends or other moneys payable on a share is to bear interest as against the Company.

Drafting changes are proposed to Article 110 to make it clear that the Company may, upon the recommendation of the Directors, by Ordinary Resolution direct the payment of a dividend *in specie*. A consequential drafting change is proposed to Article 110A relating to scrip dividends to remove the reference to “nominal value” in relation to a share in view of the repeal of the concept of par value.

Drafting changes are proposed to Article 112 dealing with dividend warrants for clarity, and to provide for the administration of unclaimed dividends. Article 112, as altered, will provide that dividends or other moneys payable on or in respect of a share that are unclaimed after a period of six years from the date of declaration may be forfeited, and if so, shall revert to the Company. Article 112, as altered, will also make it clear that where CDP returns any such unclaimed dividends or moneys to the Company, a Depositor shall not have any right or claim against the Company in respect of such returned unclaimed dividends or moneys.

To further streamline this section of the Articles, it is also proposed that Article 111 which deals with reserves, be renumbered as Article 112 and that existing Article 112 dealing with dividend warrants be renumbered as Article 111.

(y) **Articles 113, 116 and 117**

Article 113, which deals with the capitalisation of profits and reserves, is proposed to be altered to permit the issue of bonus shares for which no consideration is payable, and to delete the references to the capital redemption reserve fund and the share premium account since, under the Companies Amendment Act, any amounts standing to the credit of the Company’s capital redemption reserve and share premium account become part of its share capital. It is also proposed that Article 113 be altered to provide for the issue of shares for which no consideration is payable and/or the capitalisation of profits and reserves, in each case on terms that such shares shall, upon issue, be held by or for the benefit of participants of any share incentive or option scheme or plan implemented by the Company and approved by the Company in General Meeting, and on such terms as the Directors shall think fit. Such proposed alteration will facilitate and provide greater flexibility to the Company for the delivery of shares to participants in respect of share options and/or vested awards granted pursuant to any share-based incentive plan that may be implemented by the Company.

Article 116 relates to the preparation of the profit and loss account and balance sheet of the Company, and provides, *inter alia*, that the interval between the close of the Company’s financial year and the issue of audited accounts to be laid before the Company in General Meeting shall not exceed 6 months. Under current requirements of the Companies Act, such interval must not exceed 4 months. Article 116 is thus proposed to be altered to bring it in line with the Companies Act, and to provide that the Directors shall cause to be prepared and laid before the Company at its Annual General Meeting such accounts and reports as are required by the Companies Act.

Article 117, which deals with the audit of the Company’s accounts, is proposed to be altered to provide that the appointment and duties of the Auditors shall be in accordance with the Companies Act or other statute for the time being in force relating to such matters.

(z) **Articles 118, 120, 123 and 125**

Article 118 deals with the service of notices and documents on members and other persons entitled to receive notices or documents from the Company. The Companies Act was amended with effect from 1 April 2004 to provide for documents required under the Companies Act or the memorandum and articles of association of a company to be given, sent or served on members, auditors and officers of a company, to be so given, sent or served using electronic communications. Article 118 is thus proposed to be updated to provide for service of notices and documents to be effected by electronic communications in accordance with Sections 387A and 387B of the Companies Act and/or any other applicable regulations or procedures.

Drafting alterations are proposed to Article 120 (which deals with the service of notices on joint holders and on persons entitled to a share in consequence of the death or bankruptcy of a member) for clarity.

Article 123 provides that on a members' voluntary liquidation of the Company, the prior approval of members in General Meeting must be obtained for the payment of any commission or fee to the liquidator. As such a provision is no longer required by the Listing Manual to be included in the Articles, it is proposed that this provision be deleted. Notwithstanding such deletion, the Company will seek the approval of Shareholders for such payment if so required by applicable laws or listing rules of the SGX-ST at the relevant time.

To facilitate the administration of the winding up, it is proposed that a new provision be inserted as new Article 123 to require any member who is not for the time being in Singapore to serve notice in writing on the Company appointing some person in Singapore for the service of notices and process in relation to or under the winding up, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such member to appoint some such person in his stead.

Article 125 requires the SGX-ST's prior written approval to be obtained for alterations to the Articles. As this provision is no longer required by the Listing Manual to be included in the Articles, it is proposed that Article 125 be deleted. Notwithstanding such deletion, under current requirements of the Listing Manual, it would still be necessary for the Company to obtain the prior clearance of the SGX-ST for any proposed alterations to the Articles. In conjunction with the deletion of this provision, it is proposed that a new provision (to be numbered as new Article 125) be inserted to provide clarity with respect to the administration of the destruction of records such as transfer instruments that have been registered, share certificates that have been cancelled and dividend mandates and change of address notifications. In addition, a new Article 126 is proposed be inserted to reiterate the position that members are not entitled to require the Company to disclose to them any details of its trade or business which are of a proprietary or confidential nature and which the Directors consider it not to be in the interests of the Company to disclose. However, disclosure would be made in circumstances where it is required by law or to comply with disclosure rules of any stock exchange upon which the shares in the Company may be listed. At present, the Shares are listed and quoted on the SGX-ST only.

(za) ***Miscellaneous***

Minor editorial and non-substantive alterations are proposed to other provisions of the Articles for consistency. These are set out in the New Articles which is available for inspection at the registered office of the Company as provided in Paragraph 8 below.

- 2.3 Approval.** The proposed adoption of the New Articles is subject to Shareholders' approval, and will be proposed as a Special Resolution at the EGM.

3. DIRECTORS' RECOMMENDATION

The Directors are of the view, for the reasons set out in Paragraphs 2.1 and 2.2 above, that the proposed adoption of the New Articles, which is essentially to take into account changes in the regulatory framework and is facilitative in nature, is in the interests of the Company. They accordingly recommend that Shareholders vote in favour of the Special Resolution relating to the adoption of the New Articles at the EGM.

4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

4.1 Directors. The interests of the Directors in issued Shares, as recorded in the Register of Directors' Shareholdings as at the Latest Practicable Date, are set out below.

Directors	Number of Shares		Total % ⁽¹⁾
	Direct Interest	Deemed Interest	
Andrew Ng Sung On ⁽²⁾	300,000	54,449,428	49.91
Richard Ku Yuk Hing	141,000	—	0.13
Hui Wing Sun	410,028	—	0.37
Lu Tse Wan	100,000	—	0.09
Tsang Kwan Lung	120,000	—	0.11
Chau Kwok Wai	—	—	—
Cheng Wai Keung	70,000	—	0.06
Phua Bah Lee	80,000	—	0.07
Harald Eduard Kading	—	—	—

Notes:

(1) "Total %" is based on 109,687,168 issued Shares as at the Latest Practicable Date, of which none are treasury shares.

(2) Please see note (2) of the Notes in Paragraph 4.2 below.

4.2 Substantial Shareholders. The interests of the Substantial Shareholders in the issued Shares as recorded in the Register of Substantial Shareholders as at the Latest Practicable Date, are set out below.

Substantial Shareholders	Number of Shares		Total % ⁽¹⁾
	Direct Interest	Deemed Interest	
GP Industries Limited ("GPI")	53,916,096	—	49.15
Gold Peak Industries (Holdings) Limited ("Gold Peak")	—	53,916,096	49.15
Andrew Ng Sung On ⁽²⁾	300,000	54,449,428	49.91
Victor Lo Chung Wing ⁽³⁾	200,000	53,916,096	49.34

Notes:

(1) "Total %" is based on 109,687,168 issued Shares as at the Latest Practicable Date, of which none are treasury shares.

(2) Mr Andrew Ng Sung On has a deemed interest in 53,916,096 Shares pursuant to his aggregate direct and deemed interests in the shares of Gold Peak of approximately 28.81%, Gold Peak's direct interest in the shares of GPI of approximately 69.32%, and GPI's direct interest in the said 53,916,096 Shares.

(3) Mr Victor Lo Chung Wing has a deemed interest in 53,916,096 Shares pursuant to his aggregate direct and deemed interests in the shares of Gold Peak of approximately 29.68%, Gold Peak's direct interest in the shares of GPI of approximately 69.32%, and GPI's direct interest in the said 53,916,096 Shares.

5. EXTRAORDINARY GENERAL MEETING

The EGM, notice (the “**Notice**”) of which is set out on page 68 of this Circular, will be held at Marina Mandarin Singapore, Pisces & Aquarius Rooms, Level 1, 6 Raffles Boulevard, Marina Square, Singapore 039594 on 30 July 2008 at 10:15 a.m. (or as soon thereafter as the Annual General Meeting of the Company to be held at 10:00 a.m. on the same day and at the same place is concluded or adjourned) for the purpose of considering and, if thought fit, passing the Special Resolution set out in the Notice of EGM.

6. ACTION TO BE TAKEN BY SHAREHOLDERS

- 6.1 Lodgement of Proxies.** You will find the Notice of EGM and a Proxy Form enclosed with this Circular. If you are unable to attend the EGM and you wish to appoint a proxy to attend and vote on your behalf, you should complete, sign and return the attached Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the registered office of the Company at 97 Pioneer Road, Singapore 639579 not later than 10:15 a.m. on 28 July 2008.

Your completion and return of a Proxy Form will not prevent you from attending and voting in person at the EGM if you so wish. However, any appointment of a proxy or proxies by you shall be deemed to be revoked if you attend the EGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to, the EGM.

- 6.2 Depositors.** A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register, as certified by CDP as at 48 hours before the EGM.

7. DIRECTORS’ RESPONSIBILITY STATEMENT

The Directors collectively and individually accept responsibility for the accuracy of the information given in this Circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no material facts the omission of which would make any statement in this Circular misleading. Where information has been extracted and/or reproduced from published and publicly available sources, the sole responsibility of the Directors has been to ensure that such information is accurately reproduced in this Circular.

8. DOCUMENTS FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company during normal office hours from the date of this Circular up to and including the date of the EGM:

- (a) the Memorandum and Articles of Association of the Company; and
- (b) the proposed New Articles.

Yours faithfully

For and on behalf of the Board of Directors
of GP Batteries International Limited

Andrew Ng Sung On
Chairman & Chief Executive Officer

ALTERATIONS TO THE ARTICLES

For ease of reference, the more significant alterations to the Articles are set out below with the proposed changes/insertions indicated in bold, where appropriate. The full text of the Articles that are proposed to be altered have also been reproduced.

1. **EXISTING ARTICLE 2**

2. **INTERPRETATION CLAUSE.** *In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.*

WORDS		MEANINGS
<i>The Act</i>	-	<i>The Companies Act (Cap. 50) and every other Act for the time being in force concerning companies and affecting the Company.</i>
<i>The Statutes</i>	-	<i>The Act and every other legislation for the time being in force concerning companies and affecting the Company.</i>
<i>These Articles</i>	-	<i>These Articles of Association as originally framed or as altered from time to time by Special Resolution.</i>
<i>The Directors</i>	-	<i>The Directors for the time being of the Company.</i>
<i>Member</i>	-	<i>Any registered holder of shares in the Company.</i>
<i>The Office</i>	-	<i>The registered office for the time being of the Company.</i>
<i>The Seal</i>	-	<i>The Common Seal of the Company.</i>

The expression "Secretary" shall include any person appointed by the Directors to perform any of the duties of the Secretary of the Company and where two or more persons are appointed to act as Joint Secretaries shall include any one of those persons.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Words denoting the singular shall include the plural and vice versa. Words denoting the masculine gender only shall include the feminine gender. Words denoting persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Statutes shall, unless the context otherwise requires, bear the same meanings in these Articles.

Proposed alterations to Article 2

By deleting Article 2 in its entirety and substituting in its place the following:

2. **INTERPRETATION.** In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context.

WORDS		MEANINGS
the Act	-	The Companies Act (Cap. 50) or any statutory modification, amendment or re-enactment thereof for the time being in force.
these Articles	-	These Articles of Association as originally framed or as altered from time to time.
the Company	-	GP Batteries International Limited.
Directors	-	The Directors for the time being of the Company.
Market Day	-	A day on which the Singapore Exchange Securities Trading Limited is open for trading in securities.
Member	-	A member of the Company.
the Office	-	The registered office for the time being of the Company.
Seal	-	The Common Seal of the Company or in appropriate cases, the Official Seal or Share Seal.
the Statutes	-	The Act and every other legislation for the time being in force concerning companies and affecting the Company.

The expressions “Depositor”, “Depository”, “Depository Register” and “treasury shares” shall have the meanings ascribed to them respectively in the Act.

The expression “Secretary” shall include any person appointed by the Directors to perform any of the duties of the Secretary of the Company and where two or more persons are appointed to act as Joint Secretaries shall include any one of those persons.

References in these Articles to “Members”, “shareholders” or “holders” of shares or a class of shares shall:

- (a) exclude the Depository or its nominee (as the case may be) except where otherwise expressly provided in these Articles or where the term “registered holders” or “registered holder” is used in these Articles;**
- (b) where the context so requires, be deemed to include references to Depositors whose names are entered in the Depository Register in respect of those shares; and**
- (c) except where otherwise expressly provided in these Articles, exclude the Company in relation to shares held by it as treasury shares,**

and “holding” and “held” shall be construed accordingly.

Any reference in these Articles to “Singapore Exchange Securities Trading Limited” shall include any successor entity or body thereof for the time being.

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

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

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Words denoting the singular shall include the plural and *vice versa*. Words denoting the masculine gender only shall include the feminine gender. Words denoting persons shall include corporations.

The headings and headnotes are inserted for convenience only and shall not affect the construction of these Articles.

Subject as aforesaid, any words or expressions defined in the Statutes shall, unless the context otherwise requires, bear the same meanings in these Articles.

2. EXISTING ARTICLE 3

3. *ISSUE OF SHARES.* *The shares taken by the subscribers to the Memorandum of Association shall be issued by the Directors. Subject as aforesaid, the shares shall be under the control of the Directors, who may allot and issue the same to such persons on such terms and conditions and at such times as the Directors think fit but so that no shares shall be issued at a discount except in accordance with Section 68 of the Act.*

Proposed alterations to Article 3

By deleting Article 3 in its entirety and substituting in its place the following:

3. *ISSUE OF SHARES.* The shares taken by the subscribers to the Memorandum of Association shall be issued by the Directors. Subject as aforesaid **and to the Act and these Articles relating to authority, pre-emption rights and otherwise and of any resolution of the Company in General Meeting passed pursuant thereto, all new** shares shall be under the control of the Directors, who may allot and issue, **grant options over or otherwise dispose of** the same to such persons on such terms and conditions and at such times as the Directors think fit.

3. EXISTING ARTICLE 4

4. *RESTRICTION ON ISSUE OF SHARE TO TRANSFER A CONTROLLING INTEREST.* *No share shall be issued so as to transfer a controlling interest in the Company without the prior approval of the shareholders in a General Meeting.*

Proposed alterations to Article 4

By deleting Article 4 in its entirety and substituting in its place the following:

4. *TREASURY SHARES.* The Company shall not exercise any right in respect of treasury shares other than as provided by the Act. Subject thereto, the Company may hold or deal with its treasury shares in the manner authorised by, or prescribed pursuant to, the Act.

4. **EXISTING ARTICLE 5**

5. **SPECIAL RIGHTS.** *Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued 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; Provided Always That the total nominal value of issued preference shares shall not at any time exceed the total nominal value of issued ordinary shares of the Company.*

Proposed alterations to Article 5

By deleting Article 5 in its entirety and substituting in its place the following:

5. **SPECIAL RIGHTS.** Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued 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. **Provided always that preference shares may be issued subject to such limitation thereof as may be prescribed by any stock exchange upon which shares in the Company may be listed.**

5. **EXISTING ARTICLE 8**

8. **MODIFICATION OF RIGHTS OF PREFERENCE SHAREHOLDERS.** *The repayment of preference capital other than redeemable preference capital, or any other alteration of preference shareholders' rights, may only be made pursuant to a special resolution of the preference shareholders concerned; Provided Always That where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing, if obtained from the holders of three-fourths of the preference shares concerned within two months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting.*

Proposed alterations to Article 8

By deleting Article 8 in its entirety.

6. **NEW ARTICLE 9**

By inserting the following as a new Article 9 and renumbering existing Article 9 as Article 8:

9. **MODIFICATION OF RIGHTS.** Whenever the share capital is divided into different classes of shares, subject to the provisions of the Act, preference capital other than redeemable preference capital may be repaid and the special rights attached to any class may be modified, altered or abrogated either with the consent in writing of the holders of three-quarters of the issued shares of the class or the sanction of a Special Resolution passed at a separate meeting of the holders of the shares of the class (but not otherwise) and may be so repaid, modified, affected, altered or abrogated either whilst the Company is a going concern or during or in contemplation of a winding-up. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company and to the proceedings thereat shall *mutatis mutandis* apply, except that the necessary quorum shall be two persons at least holding or representing by proxy not less than one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll and that every such holder shall on a poll have one vote for every share of the class held by him. Provided always that where the necessary majority for such a Special Resolution is not obtained at the meeting, consent in writing if obtained from the holders of three-fourths of the issued shares of the class concerned within two months of the meeting shall be as valid and effectual as a Special Resolution carried at the meeting. The foregoing provisions of this Article shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the special rights whereof are to be varied.

7. **EXISTING ARTICLE 10**

10. **COMMISSION ON SUBSCRIPTION.** *The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether-absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company; Provided Always That such commission shall not exceed ten per cent of the price at which such shares are issued, or an amount equivalent to such percentage, and that the requirements of Section 67 of the Act shall be observed. Subject to the provisions of Section 63 of the Act, such commission may be satisfied by the payment of cash or the allotment of fully paid shares or partly in one way and partly in the other.*

Proposed alterations to Article 10

By deleting Article 10 in its entirety and substituting in its place the following:

10. **COMMISSION OR BROKERAGE ON SUBSCRIPTION.** The Company may pay commissions **or brokerage** to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company. **Such commissions or brokerage** may be satisfied by the payment of cash or the allotment of fully **or partly** paid shares or partly in one way and partly in the other.

8. **EXISTING ARTICLE 11**

11. **NO TRUSTS RECOGNISED.** *No person, other than The Central Depository Pte Ltd, shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be required in any way to recognise (even when having notice thereof) any equitable, contingent future or partial interest in any share or any other rights in respect of any share other than an absolute right to the entirety thereof in the registered holder, except only as by these Articles otherwise provided for or as required by the Statutes or pursuant to any order of Court.*

Proposed alterations to Article 11

By deleting Article 11 in its entirety and substituting in its place the following:

11. **NO TRUSTS RECOGNISED.** **Except only as by these Articles otherwise provided for or as required by the Statutes or pursuant to any order of Court, no** person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be required in any way to recognise (even when having notice thereof) any equitable, contingent future or partial interest in any share or any other rights in respect of any share other than an absolute right to the entirety thereof in the **person other than the Depository or its nominee (as the case may be) entered in the Register of Members as the registered holder thereof or (as the case may be) the person whose name is entered in the Depository Register in respect of that share.**

9. **EXISTING ARTICLE 12**

12. **OFFER OF NEW SHARES.**

(1) *Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares of whatever kind shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares to which they are entitled. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined and, after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this Article.*

- (2) *Notwithstanding Article 12(1), the Company may by ordinary resolution in general meeting give to the Directors a general authority, either unconditionally or subject to such conditions as may be specified in the ordinary resolution, to issue shares (whether by way of rights, bonus or otherwise) where:*
- (a) *the aggregate number of shares to be issued pursuant to such authority does not exceed fifty per cent (or such other limit as may be prescribed by the Stock Exchange of Singapore Limited) 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 twenty per cent (or such other limit as may be prescribed by the Stock Exchange of Singapore Limited) of the issued share capital of the Company for the time being; and*
 - (b) *unless previously revoked or varied by the Company in general 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 Act (whichever is the earliest).*
- (3) *Except so far as otherwise provided by the conditions of issue or by these Articles, all new shares shall be subject to the provisions of the Act and of these Articles with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture and otherwise.*

Proposed alterations to Article 12

By deleting Article 12 in its entirety and substituting in its place the following:

12. OFFER OF NEW SHARES.

- (1) Subject to any direction to the contrary that may be given by the Company in **General Meeting, or except as permitted by the listing rules of the Singapore Exchange Securities Trading Limited**, all new shares shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of **General Meetings** in proportion, as nearly as the circumstances admit, to the **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 and, after the expiration of that time or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this Article **12(1)**.
- (2) Notwithstanding Article 12(1), the Company may by **Ordinary Resolution** in **General Meeting** give to the Directors a general authority, either unconditionally or subject to such conditions as may be specified in the **Ordinary Resolution**, to:
- (a) (i) **issue shares whether by way of rights, bonus or otherwise; and/or**
 - (ii) **make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares; and**

- (b) (notwithstanding the authority conferred by the Ordinary Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the Ordinary Resolution was in force,

provided that:

- (A) the aggregate number of shares to be issued pursuant to the Ordinary Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to the Ordinary Resolution) shall be subject to such limits and manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited);
- (B) in exercising the authority conferred by the Ordinary Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance is waived by the Singapore Exchange Securities Trading Limited) and these Articles; and
- (C) (unless previously revoked or varied by the Company in General Meeting), the authority conferred by the Ordinary Resolution shall 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 Act (whichever is the earliest).
- (3) Subject to the terms and conditions of any application for shares, the Directors shall allot shares applied for within ten Market Days of the closing date (or such other period as may be approved by any stock exchange upon which the shares in the Company may be listed) of any such application. The Directors may, at any time after the allotment of any share but before any person has been entered in the Register of Members as the holder or (as the case may be) before that share is entered against the name of a Depositor in the Depository Register, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the Directors may think fit to impose.
- (4) Except so far as otherwise provided by the conditions of issue or by these Articles, all new shares shall be subject to the provisions of the Act and of these Articles with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture and otherwise.

10. **EXISTING ARTICLE 13**

13. SHARE CERTIFICATES. Every person whose name is entered as a Member in the Register of Members shall be entitled without payment to receive within one month after allotment or lodgment of any transfer one certificate under the seal of the Company in respect of each class of shares held by him for all his shares in that class or several certificates each for one or more of his shares in any one class upon payment of \$2.00 (or such lesser sum as the Directors shall from time to time determine) for every certificate after the first. Stamp duty payable on such certificate shall be borne by such Member unless otherwise directed by the Directors; Provided Always That in the case of joint holders the Company shall not be bound to issue more than one certificate and delivery of such certificate to any one of them shall be sufficient delivery to all such holders. Provided further that the Company shall not be bound to register more than three persons as the holders of any share except in the case of executors or administrators of the estate of a deceased Member.

Proposed alterations to Article 13

By deleting Article 13 in its entirety and substituting in its place the following:

13. **SHARE CERTIFICATES.** Every person whose name is entered as a Member in the Register of Members shall be entitled to receive **within ten Market Days (or such other period as may be approved by any stock exchange upon which the shares in the Company may be listed) of the closing date of any application for shares or, as the case may be, the date of lodgement of a registrable transfer,** one certificate **for all of his shares of any one class or several certificates in reasonable denominations,** each for **part only** of his shares in any one class **so allotted or transferred.** Where a Member transfers **part only of the shares comprised in a certificate,** the old certificate shall be cancelled and a new certificate or certificates issued for the balance of such shares in lieu thereof. Such Member shall prior to delivery thereof, pay a fee of \$2.00 (or such other sum as the Directors shall from time to time determine having regard to any limitation thereof as may be prescribed by any stock exchange upon which the shares in the Company may be listed) for every certificate after the first. Provided that:

- (a) every certificate shall be issued under the Seal and shall specify the number and class of shares to which it relates and the amount paid and amount (if any) unpaid thereon;
- (b) no certificate shall be issued representing shares of more than one class; and
- (c) the Company shall not be bound to register more than three persons as the holders of any share except in the case of executors or administrators of the estate of a deceased Member. In the case of a share registered jointly in the names of several persons, the Company shall not be bound to issue more than one certificate therefor and delivery of a certificate to any one of the registered joint holders shall be sufficient delivery to all.

11. EXISTING ARTICLE 14

14. **RENEWAL OF CERTIFICATES.** *If a share certificate be worn out, defaced, destroyed, lost or stolen, it may be renewed on payment of such fee not exceeding \$1.00 or in the event of the Company being listed on the Stock Exchange of Singapore Limited such other sum as may from time to time be prescribed by the Stock Exchange of Singapore Limited and on such terms, if any, as to evidence and indemnity and the payment of out-of-pocket expenses of the Company of investigating evidence including the payment of stamp duty on such certificate, as the Directors think fit and, in the case of defacement or wearing out, on delivery up of the old certificate.*

Proposed alterations to Article 14

By deleting Article 14 in its entirety and substituting in its place the following:

14. **RENEWAL OF CERTIFICATES.**

- (1) Any two or more certificates representing shares of any one class held by any person whose name is entered in the Register of Members may at his request be cancelled and a single new certificate for such shares issued in lieu without charge.
- (2) If any person whose name is entered in the Register of Members shall surrender for cancellation a share certificate representing shares held by him and request the Company to issue in lieu two or more share certificates representing such shares in such proportions as he may specify, the Directors may, if they think fit, comply with such request. Such person shall (unless such fee is waived by the Directors) pay a fee not exceeding \$2.00 for each share certificate issued in lieu of a share certificate surrendered for cancellation or such other fee as the Directors may from time to time determine having regard to any limitation thereof as may be prescribed by any stock exchange upon which shares in the Company may be listed.

- (3) **Subject to the Act, if any** share certificate **is** worn out, defaced, destroyed, lost or stolen, it may be renewed on payment of such fee not exceeding **\$2.00** or, in the event of the Company being listed on the **Singapore Exchange Securities Trading Limited**, such other sum as may from time to time be prescribed by the **Singapore Exchange Securities Trading Limited** and on such terms, if any, as to evidence and indemnity and the payment of out-of-pocket expenses of the Company of investigating evidence as the Directors think fit and, in the case of defacement or wearing out, on delivery up of the old certificate.
- (4) **In the case of shares registered jointly in the names of several persons any such request may be made by any one of the registered joint holders.**

12. **EXISTING ARTICLE 15**

15. ***COMPANY TO HAVE LIEN ON SHARES AND DIVIDENDS.*** *The Company shall have a lien on every share not being a fully-paid share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a lien on all shares other than fully-paid shares standing registered in the name of a single person for all monies presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.*

Proposed alterations to Article 15

By deleting Article 15 in its entirety and substituting in its place the following:

15. **COMPANY TO HAVE LIEN ON SHARES AND DIVIDENDS.** The Company shall have a lien on every share (not being a fully-paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of such share, and **for all monies as the Company may be called upon by law to pay in respect of the shares of the Member or deceased Member.** The Company's lien, if any, on a share shall extend to all dividends payable thereon. **The Directors may waive any lien which has arisen and may resolve that any share shall for some limited period be exempt wholly or partially from the provisions of this Article.**

13. **EXISTING ARTICLE 17**

17. ***DIRECTORS MAY AUTHORISE TRANSFER AND ENTER PURCHASER'S NAME IN REGISTER.*** *To give effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser and may enter the purchaser's name in the Register of Members as holders 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 reference to the sale.*

Proposed alterations to Article 17

By deleting Article 17 in its entirety and substituting in its place the following:

17. **DIRECTORS MAY AUTHORISE TRANSFER AND ENTER PURCHASER'S NAME IN REGISTER.** To give effect to any such sale the Directors may authorise some person to transfer **or effect the transfer of** the shares sold to the purchaser and **the Directors** may enter the purchaser's name in the Register of Members as **the** holder of the shares **or (where the purchaser is a Depositor) may request the Depository to enter the purchaser's name in the Depository Register as the holder thereof,** 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 reference to the sale.

14. **EXISTING ARTICLE 20**

20. **DIRECTORS MAY MAKE CALLS.** *The Directors may, subject to the provisions of these Articles, from time to time make such calls upon the members in respect of all moneys unpaid on their shares as they think fit; Provided Always That fourteen days' notice at least is given of each call and each member shall be liable to pay the amount of every call so made upon him to the persons, by the instalments (if any) and at the times and places appointed by the Directors.*

Proposed alterations to Article 20

By deleting Article 20 in its entirety and substituting in its place the following:

20. **DIRECTORS MAY MAKE CALLS.** The Directors may from time to time make such calls **as they think fit** upon the **Members** in respect of **any** moneys unpaid on their shares **and not by the terms of issue thereof made payable at fixed times, provided that** fourteen days' notice at least is given of each call and each **Member** shall be liable to pay the amount of every call so made upon him to the persons, by the instalments (if any) and at the times and places appointed by the Directors.

15. **EXISTING ARTICLE 22**

22. **LIABILITY OF JOINT HOLDERS.** *The joint holders of a share shall be jointly and severally liable to pay all calls and instalments in respect thereof.*

Proposed alterations to Article 22

By inserting **"and interest due"** after "instalments" in the last line.

16. **EXISTING ARTICLE 26**

26. **SUM PAYABLE ON ALLOTMENT DEEMED TO BE A CALL.** *Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall, for all purposes of these Articles, be deemed to be a call duly made and payable on the date fixed for payment, and in case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all the relevant provisions of these Articles, shall apply as if such sum were a call duly made and notified as hereby provided.*

Proposed alterations to Article 26

By deleting "whether on account of the amount of the share or by way of premium," in the 2nd and 3rd lines of Article 26.

17. **EXISTING ARTICLE 28**

28. **SHARES TO BE TRANSFERABLE.** *There shall be no restriction on the transfer of fully paid shares, except where required by law. Subject to the restrictions of these Articles, shares shall be transferable but every transfer shall be in writing in the form approved by the Directors and in the event of the Company being listed on the Stock Exchange of Singapore Ltd, by the Stock Exchange of Singapore Ltd. and shall be left at the office accompanied by the Certificate of the shares to be transferred and such other evidence (if any) as the Directors may reasonably require to show the right of the transferor to make the transfer.*

Proposed alterations to Article 28

By deleting Article 28 in its entirety and substituting in its place the following:

28. **TRANSFER OF SHARES.**

(1) There shall be no restriction on the transfer of fully paid up shares (except where required by law **or the listing rules of, or bye-laws or rules governing any stock exchange upon which the shares in the Company may be listed**) but the Directors may in their discretion decline to register any transfer of shares upon which the Company has a

lien and in the case of shares not fully paid up may refuse to register a transfer to a transferee of whom they do not approve. Provided always that in the event of the Directors refusing to register a transfer of shares, they shall within one month, or (in the event of the Company being listed on a stock exchange) within ten Market Days (or such other period as may be approved by the stock exchange upon which the shares in the Company are listed) beginning with the day on which the application for such transfer of shares was made, serve a notice in writing to the applicant stating the facts which are considered to justify the refusal as required by the Act.

- (2) Every transfer of the legal title in shares may be effected by the registered holders thereof by transfer in writing in the usual common form or such other form as the Directors may accept or (in the event of the Company being listed on a stock exchange) such form for the time being approved by any stock exchange upon which the Company may be listed.

18. **EXISTING ARTICLE 29**

29. **TRANSFERS TO BE EXECUTED BY BOTH PARTIES.** *The instrument of transfer of any share shall be executed by or on behalf of both the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.*

Proposed alterations to Article 29

By deleting Article 29 in its entirety and substituting in its place the following:

29. **TRANSFERS TO BE EXECUTED BY BOTH PARTIES.** The instrument of transfer of the legal title in any share shall be executed by or on behalf of both the transferor and the transferee and be witnessed provided that an instrument of transfer in respect of which the transferee is the Depository or its nominee (as the case may be) shall be effective although not signed or witnessed by or on behalf of the Depository or its nominee (as the case may be), and provided further that, at the discretion of the Directors, the signature of any other transferee or witness may be dispensed with. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

19. **EXISTING ARTICLE 30**

30. **TRANSFER FEE.** *The Company shall be entitled to charge a fee not exceeding \$2.00 for each instrument of transfer or in the event of the Company being listed on the Stock Exchange of Singapore Limited, such other sum as may from time to time be prescribed by the Stock Exchange of Singapore Limited on the registration of every transfer.*

Proposed alterations to Article 30

By deleting Article 30 in its entirety and substituting in its place the following:

30. **TRANSFER FEE.** The Company shall be entitled to charge a fee not exceeding \$2.00 for each instrument of transfer (or such other sum as the Directors may from time to time require having regard to any limitation thereof as may be prescribed by any stock exchange upon which the shares in the Company may be listed) on the registration of every transfer.

20. **EXISTING ARTICLE 31**

31. **REGISTRATION OF TRANSFERS MAY BE SUSPENDED.** *The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine; Provided Always That such registration shall not be suspended for more than thirty days in any year.*

Proposed alterations to Article 31

By deleting Article 31 in its entirety and substituting in its place the following:

31. REGISTRATION OF TRANSFERS.

(1) The Directors may in their sole discretion decline to register any instrument of transfer of shares unless:

- (a) such fee for the registration of the transfer is paid to the Company in respect thereof;**
- (b) the amount of proper duty (if any) with which each instrument of transfer is chargeable under any law for the time being in force relating to stamps is paid;**
- (c) the instrument of transfer is deposited at the Office or at such other place (if any) as the Directors may appoint accompanied by a certificate of payment of stamp duty (if any), the certificates of the shares to which the transfer relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer and, if the instrument of transfer is executed by some other person on his behalf, the authority of the person so to do; and**
- (d) the instrument of transfer is in respect of only one class of shares.**

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

(2) The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that such registration shall not be suspended for more than thirty days in any year. The Company shall give prior notice of such closure as may be required by any stock exchange on which the shares in the Company may be listed, stating the period of closure and the purpose or purposes of such closure.

21. EXISTING ARTICLE 32

32. *ON DEATH OF MEMBER, SURVIVOR OR EXECUTOR ONLY RECOGNISED.* *In the case of the death of a member the survivor or survivors, where the deceased was a joint holder, and the executors or administrators of the deceased, where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his shares, but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him.*

Proposed alterations to Article 32

By deleting Article 32 in its entirety and substituting in its place the following:

32. ON DEATH OF MEMBER, SURVIVOR OR EXECUTOR ONLY RECOGNISED.

- (1) In the case of the death of a Member whose name is registered in the Register of Members, the survivor or survivors, where the deceased was a joint holder, and the executors or administrators of the deceased, where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his shares.**
- (2) In the case of the death of a Member who is a Depositor, the survivors or survivor where the deceased is a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder and where such executors or administrators are entered in the Depository Register in respect of any shares of the deceased Member, shall be the only person(s) recognised by the Company as having any title to his interest in the shares.**

- (3) Nothing in Article 32(1) or Article 32(2) shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share held by him.

22. **EXISTING ARTICLE 33**

33. **PERSON ENTITLED MAY RECEIVE DIVIDENDS WITHOUT BEING REGISTERED AS A MEMBER, BUT MAY NOT EXERCISE OTHER RIGHTS.** *A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notice of or to attend or vote at meetings of the Company or, save as aforesaid, to exercise any of the rights or privileges as a member unless and until he shall become a member in respect of the share.*

Proposed alterations to Article 33

By deleting Article 33 in its entirety and substituting in its place the following:

33. **PERSON ENTITLED MAY RECEIVE DIVIDENDS WITHOUT BEING REGISTERED AS A MEMBER, BUT MAY NOT EXERCISE OTHER RIGHTS.**

- (1) Any person becoming entitled to the legal title in a share in consequence of the death or bankruptcy of a person whose name is entered in the Register of Members may (subject as hereinafter provided) upon supplying the Company with such evidence as the Directors may reasonably require to show his legal title to the share, either be registered himself as the holder of the share upon giving to the Company notice in writing of such his desire, or transfer such share to some other person. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the person whose name is entered in the Register of Members had not occurred and the notice or transfer were a notice or transfer executed by such person.
- (2) Save as otherwise provided by or in accordance with these Articles, a person entitled to a share pursuant to Article 32 or Article 33(1) shall be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notice of or to attend or vote at meetings of the Company or, save as aforesaid, to exercise any of the rights or privileges as a Member unless and until he shall become a Member in respect of the share.
- (3) There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney, stop notice or other document relating to or affecting the title to any shares, such fee, not exceeding \$2.00 as the Directors may from time to time require or prescribe.

23. **EXISTING ARTICLE 37**

37. **NOTICE OF FORFEITURE TO BE GIVEN AND ENTERED IN REGISTER OF MEMBERS.** *When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given and of the forfeiture with the date thereof, shall forthwith be made in the register of members opposite to the shares; but the provisions of this Article are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.*

Proposed alterations to Article 37

By deleting Article 37 in its entirety and substituting in its place the following:

37. **NOTICE OF FORFEITURE TO BE GIVEN.** When any share has been forfeited in accordance with these Articles, notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given and of the forfeiture with the date thereof, shall forthwith be made in the Register of Members opposite to the shares **or (as the case may be) the Directors shall procure that such an entry be made in the Depository Register;** but the provisions of this Article are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

24. **EXISTING ARTICLE 39**

39. ***DIRECTORS MAY DISPOSE OF FORFEITED SHARES.*** Every share which shall be forfeited may be sold, re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person upon such terms and in such manner as the Directors shall think fit, and the Directors may, if necessary, authorise some person to transfer the same to such other person as aforesaid.

Proposed alterations to Article 39

By deleting Article 39 in its entirety and substituting in its place the following:

39. **DIRECTORS MAY DISPOSE OF FORFEITED SHARES.** Every share **so** forfeited **shall become the property of the Company and** may be sold, re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person upon such terms and in such manner as the Directors shall think fit, and the Directors may, if necessary, authorise some person to transfer **or effect the transfer of** the same to such other person as aforesaid.

25. **EXISTING ARTICLE 42**

42. ***TITLE TO FORFEITED SHARE.*** A statutory declaration in writing that the declarant is a Director of the Company and that a share has been duly forfeited in pursuance of these Articles and stating the date upon which it was forfeited shall, as against all persons claiming to be entitled to the share adversely to the forfeiture thereof, be conclusive evidence of the facts therein stated, and such declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof, and a certificate of proprietorship of the share under the Seal delivered to the person to whom the same is sold or disposed of, shall constitute a good title to the share, and (subject to the execution of any necessary transfer) such person shall be registered as the holder of the share and shall be discharged from all calls made prior to such sale or disposition, and shall not be bound to see to application of the purchase money (if any) nor shall his title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

Proposed alterations to Article 42

By deleting Article 42 in its entirety and substituting in its place the following:

42. **TITLE TO FORFEITED SHARE.** A statutory declaration in writing that the declarant is a Director **or Secretary** of the Company and that a share has been duly forfeited in pursuance of these Articles and stating the date upon which it was forfeited shall, as against all persons claiming to be entitled to the share adversely to the forfeiture thereof, be conclusive evidence of the facts therein stated, and such declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposition thereof, and a certificate of proprietorship of the share under the Seal delivered to the person to whom the same is sold or disposed of, **or where such person is a Depositor, to the Depository or its nominee (as the case may be),**

shall constitute a good title to the share, and (subject to the execution of any necessary transfer) such person shall be registered **in the Register of Members or (where such person is a Depositor) the Company will procure that his name be entered in the Depository Register** as the holder of the share and shall be discharged from all calls made prior to such sale or disposition, and shall not be bound to see to **the** application of the purchase money (if any) nor shall his title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

26. EXISTING ARTICLES 43, 44, 45 AND 46

43. **POWER TO CONVERT INTO STOCK.** *The Company may by ordinary resolution passed at a general meeting convert any paid up shares into stock and reconvert any stock into paid up shares of any denomination.*

44. **TRANSFER OF STOCK.** *The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; but the Directors may from time to time fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, but the minimum shall not exceed the nominal amount of the shares from which the stock arose.*

45. **RIGHTS OF STOCKHOLDERS.** *The holders of stock shall according to the amount of the stock held by them have the same rights privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by any such aliquot part of stock which would not if existing in shares have conferred that privilege or advantage.*

46. **INTERPRETATION.** *Such of the regulations of the Company as are applicable to paid up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and stockholder".*

Proposed alterations to Article 43, 44, 45 and 46

By deleting Articles 43, 44, 45 and 46 in their entirety and substituting their place the following:

43. **POWER TO CONVERT INTO STOCK.** The Company may by **Ordinary Resolution** passed at a **General Meeting** convert any paid up shares into stock and reconvert any stock into paid up shares.

44. **TRANSFER OF STOCK.** The holders of stock may transfer the same or any part thereof in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit; but **no stock shall be transferable except in such units** as the Directors may from time to time **determine**.

45. **RIGHTS OF STOCKHOLDERS.** The holders of stock shall according to the **number** of stock **units** held by them have the same rights privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by **the number** of stock **units** which would not, if existing in shares, have conferred that privilege or advantage.

46. **INTERPRETATION.** Such of the **provisions of these Articles** as are applicable to paid up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and stockholder".

27. EXISTING ARTICLE 47

47. COMPANY MAY INCREASE ITS CAPITAL. *The Company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.*

Proposed alterations to Article 47

By deleting Article 47 in its entirety.

28. EXISTING ARTICLE 48

48. COMPANY MAY ALTER ITS CAPITAL. *The Company may by ordinary resolution:-*

- (1) *consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; or*
- (2) *sub-divide its existing 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 Statutes and so that as between the resulting shares, one or more of such shares may by the resolution by which such subdivision is effected be given any preference or advantage as regards dividend, capital, voting or otherwise over the others or any other of such shares; or*
- (3) *cancel any shares not taken or agreed to be taken by any person.*

Proposed alterations to Article 48

By deleting Article 48 in its entirety and substituting in its place the following:

47. COMPANY MAY ALTER ITS CAPITAL. The Company may by **Ordinary Resolution**:

- (a) consolidate and divide all or any of its shares; or
- (b) sub-divide its existing shares, or any of them, (subject, nevertheless, to the provisions of the Statutes) and so that as between the resulting shares, one or more of such shares may by the resolution by which such subdivision is effected be given any preference or advantage as regards dividend, capital, voting or otherwise over, **or may have such deferred rights or be subject to such restrictions as compared to**, the others or any other of such shares; or
- (c) **subject to the Statutes, convert any class of shares into any other class of shares.**

29. EXISTING ARTICLES 49 AND 49A

49. COMPANY MAY REDUCE ITS CAPITAL. *The Company may by special resolution reduce its share capital and any capital redemption reserve fund in any manner authorised and subject to any conditions prescribed by the Statutes.*

49A. REPURCHASE OF COMPANY'S SHARES. *Subject to and in accordance with the provisions of the Act, the Company may purchase or otherwise acquire its issued shares on such terms as the Company may think fit and in the manner prescribed by the Act. All shares so purchased or acquired by the Company as aforesaid shall be cancelled.*

Proposed alterations to Articles 49 and 49A

By deleting Articles 49 and 49A in their entirety and substituting in their place the following:

48. COMPANY MAY REDUCE ITS CAPITAL. The Company may reduce its share capital and any **undistributable** reserve in any manner authorised, and subject to any conditions prescribed, by the Statutes.

49. REPURCHASE OF COMPANY'S SHARES. Subject to and in accordance with the provisions of the Act, the Company may purchase or otherwise acquire its issued shares on such terms as the Company may think fit and in the manner prescribed by the Act. **If required by the Act, any share which is** so purchased or acquired by the Company as aforesaid shall, **unless held in treasury** in accordance with the Act, be deemed to be cancelled **immediately on purchase or acquisition by the Company.** **On the cancellation of any share as aforesaid, the rights and privileges attached to that share shall expire.** In any other instance, the Company may hold or deal with any such share which is so purchased or acquired by it in such manner as may be permitted by, and in accordance with, the Act. Without prejudice to the generality of the foregoing, upon cancellation of any share purchased or otherwise acquired by the Company pursuant to these Articles, the number of issued shares of the Company shall be diminished by the number of the shares so cancelled, and, where any such cancelled share was purchased or acquired out of the capital of the Company, the amount of share capital of the Company shall be reduced accordingly.

30. EXISTING ARTICLE 50

50. *RIGHTS OF SHAREHOLDERS MAY BE ALTERED.* Subject to the provisions of Section 74 of the Act, all or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares for the time being forming part of the share capital of the Company may from time to time be modified, affected, varied, extended or surrendered in any manner with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the Members of that class. To any such separate meeting all the provisions of these Articles as to general meetings of the Company shall *mutatis mutandis* apply, but so that the necessary quorum shall be Members of the class holding or representing by proxy one-third of the share capital paid or credited as paid on the issued shares of the class, and every holder of shares of the class in question shall be entitled on a poll to one vote for every such share held by him.

Proposed alterations to Article 50

By deleting Article 50 in its entirety.

31. EXISTING ARTICLES 51, 52 AND 53

51. *GENERAL MEETINGS.* A general meeting shall be held once in every calendar year, at such time and place as may be determined by the Directors, but so that not more than fifteen months shall be allowed to elapse between any two such general meetings.

52. *GENERAL AND EXTRAORDINARY MEETINGS.* The abovementioned general meetings shall be called General Meetings. All other general meetings shall be called Extraordinary Meetings.

53. *EXTRAORDINARY MEETINGS.* The Directors may call an Extraordinary Meeting whenever they think fit, and Extraordinary Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 176 of the Act.

Proposed alterations to Articles 51, 52 and 53

By deleting Articles 51, 52 and 53 in their entirety and substituting in their place the following:

50. ANNUAL GENERAL MEETINGS. Subject to the provisions of the Act, an Annual General Meeting shall be held once in every calendar year, at such time and place as may be determined by the Directors, but so that not more than fifteen months shall elapse between the date on one Annual General Meeting and the next.

51. EXTRAORDINARY GENERAL MEETINGS. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

52. CALLING OF EXTRAORDINARY GENERAL MEETINGS. The Directors may call an Extraordinary **General** Meeting whenever they think fit, and **Extraordinary** General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Act.

32. EXISTING ARTICLE 54

*54. **NOTICE OF MEETING.** Subject to the provisions of Sections 184 and 185 of the Act relating to the convening of meetings to pass special resolutions and resolutions of which special notice is required, fourteen days' notice at the least, specifying the place, the day and the hour of meeting, shall be given in manner hereinafter mentioned to such persons as are under the provisions of these Articles entitled to receive notices of general meetings from the Company, but with the consent of all persons for the time being entitled as aforesaid, a meeting may be convened upon a shorter notice, and in such manner as such persons may approve. Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business. In the event of the Company being listed on the Stock Exchange of Singapore Limited at least fourteen days' notice of every such meeting shall be given by advertisement in the daily press and in writing to the Stock Exchange of Singapore Limited. The accidental omission to give such notice to, or the non-receipt of such notice by, any such person shall not invalidate the proceedings or any resolution passed at any such meeting.*

Proposed alterations to Article 54

By deleting Article 54 in its entirety and substituting in its place the following:

53. NOTICE OF GENERAL MEETING.

(1) Any General Meeting at which it is proposed to pass a Special Resolution or (save as provided by the Act) a resolution of which special notice has been given to the Company, shall be called by twenty-one days' notice at least and an Annual General Meeting or any other Extraordinary General Meeting by fourteen days' notice at least. The period of notice shall in each case be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held, and shall be given in the manner hereinafter mentioned to such persons as are under the provisions of these Articles and the Act entitled to receive notices of General Meetings from the Company. Provided that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above, shall be deemed to have been duly called if it is so agreed by:

- (a) in the case of an Annual General Meeting, by all the Members entitled to attend and to vote thereat; and**
- (b) in the case of an Extraordinary General Meeting by that number or majority in number of the Members having a right to attend and vote thereat as is required by the Act.**

The accidental omission to give such notice to, or the non-receipt of such notice by, any such person shall not invalidate the proceedings or any resolution passed at any such meeting.

(2) So long as the shares in the Company are listed on a stock exchange, at least fourteen days' notice of every such meeting shall be given by advertisement in the daily press and in writing to such stock exchange on which the Company is listed.

54. **CONTENTS OF NOTICE.**

- (1) Every notice calling a General Meeting shall specify the place and the day and the hour of meeting, and there shall appear with reasonable prominence in every such notice a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a Member of the Company.
- (2) In the case of an Annual General Meeting, the notice shall also specify the meeting as such.
- (3) In the case of any General Meeting at which business other than routine business is to be transacted, the notice shall specify the general nature of the business, and if any resolution is to be proposed as a Special Resolution or as requiring special notice, the notice shall contain a statement to that effect.
- (4) Any notice of a meeting called to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution in respect of such special business.

33. **EXISTING ARTICLE 55**

*55. **RESOLUTION SIGNED BY ALL MEMBERS AS EFFECTIVE AS IF PASSED AT GENERAL MEETNG.** Subject to the Statutes, a resolution in writing signed by all the Members for the time being entitled to receive notice of and attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held, and may consist of several documents in the like form each signed by one or more Members.*

Proposed alterations to Article 55

By deleting Article 55 in its entirety.

34. **EXISTING ARTICLE 56**

*56. **SPECIAL BUSINESS.** All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at a general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and any other documents annexed to the balance sheets, the election of Directors in the place of those retiring and the fixing of the remuneration of the Directors and the appointment and fixing of the remuneration of the Auditors.*

Proposed alterations to Article 56

By deleting Article 56 in its entirety and substituting in its place the following:

55. ROUTINE AND SPECIAL BUSINESS. Routine business shall mean and include only business transacted at an Annual General Meeting of the following classes, that is to say, declaring dividends, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and any other documents annexed to the balance sheets, the election of Directors in the place of those retiring **at the meeting whether by rotation or otherwise**, the fixing of the remuneration of the Directors, and the appointment and fixing of the remuneration of the Auditors **or determining the manner in which such remuneration is to be fixed.** All business that is transacted at an Extraordinary General Meeting shall be deemed to be special business, and also all that is transacted at an Annual General Meeting other than routine business.

35. **EXISTING ARTICLES 57 AND 58**

57. ***NO BUSINESS TO BE TRANSACTED UNLESS QUORUM PRESENT.*** *No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be three members personally present or represented by proxy.*

58. ***IF NO QUORUM MEETING ADJOURNED OR DISSOLVED.*** *If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.*

Proposed alterations to Article 57 and 58

By deleting Articles 57 and 58 in their entirety and substituting in their place the following:

56. **NO BUSINESS TO BE TRANSACTED UNLESS QUORUM PRESENT.** No business (other than the appointment of a chairman) shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. **Save as otherwise provided in these Articles,** the quorum at any General Meeting shall be two Members personally present or represented by proxy. **Provided that (a) a proxy representing more than one Member shall only count as one Member for the purpose of determining the quorum; and (b) where a Member is represented by more than one proxy such proxies shall count as only one Member for the purpose of determining the quorum.**

57. **IF NO QUORUM MEETING ADJOURNED OR DISSOLVED.** If within half an hour from the time appointed for the holding of a General Meeting (or such longer interval as the chairman of the meeting may think fit to allow) a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week (or if that day is a public holiday, then to the next business day following that public holiday) at the same time and place or such other day, time or place as the Directors may by not less than ten days' notice appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, any one or more Members present in person or by proxy shall be a quorum.

36. **EXISTING ARTICLE 59**

59. ***CHAIRMAN OF BOARD TO PRESIDE AT ALL MEETINGS.*** *The Chairman of the Directors shall preside as Chairman at every General Meeting, in his absence, the Deputy Chairman, and in the absence of both the Chairman and the Deputy Chairman, the Vice-Chairman shall preside as Chairman at every General Meeting. If at any meeting the Chairman, the Deputy Chairman or the Vice-Chairman be not present within fifteen minutes after the time appointed for holding the meeting or be unwilling to act, the members present shall choose one of the Directors to be Chairman of the meeting, or if no Director be present or if all the Directors present decline to take the chair, one of their number present shall be Chairman.*

Proposed alterations to Article 59

By deleting Article 59 in its entirety and substituting in its place the following:

58. **CHAIRMAN OF BOARD TO PRESIDE AT ALL MEETINGS.** The Chairman of the Directors shall preside as chairman at every General Meeting, and in his absence, the Deputy Chairman, and in the absence of both the Chairman and the Deputy Chairman, the Vice-Chairman shall preside as chairman at every General Meeting. If at any meeting the Chairman, the Deputy Chairman or the Vice-Chairman are not present within fifteen minutes after the time appointed for holding the meeting or are unwilling to act, the **Directors present shall choose one of their number** (or if no Director is present or if all the Directors present decline to take the chair, **the Members shall choose one of their number present**) to be chairman of the meeting.

37. **EXISTING ARTICLE 60**

60. **NOTICE OF ADJOURNED MEETINGS.** *The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no member shall be entitled to any notice of any adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.*

Proposed alterations to Article 60

By deleting Article 60 in its entirety and substituting in its place the following:

59. **NOTICE OF ADJOURNED MEETINGS.** The chairman of any General Meeting at which a quorum is present may, with the consent of the meeting (and shall, if so directed by the meeting), adjourn the meeting from time to time and from place to place or *sine die*, but no business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. Where a meeting is adjourned *sine die*, the time and place for the adjourned meeting shall be fixed by the Directors. Whenever a meeting is adjourned for 30 days or more or *sine die*, not less than seven days' notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no Member shall be entitled to any notice of any adjournment or of the business to be transacted at an adjourned meeting.

60. **AMENDMENT OF RESOLUTIONS.** If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. In the case of a resolution duly proposed as a Special Resolution, no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.

38. **EXISTING ARTICLES 61, 62 AND 63**

61. **HOW RESOLUTION DECIDED.** *At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or on the declaration of the result of the show of hands a poll is demanded by the Chairman or by any person for the time being entitled to vote at the meeting, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, shall be conclusive, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.*

62. **HOW POLL TO BE TAKEN.** *A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place, and in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with at a meeting pending the taking of the poll.*

63. **CHAIRMAN TO HAVE CASTING VOTE.** *In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a second or casting vote.*

Proposed alterations to Articles 61, 62 and 63

By deleting Articles 61, 62 and 63 in their entirety and substituting in their place the following:

61. **HOW RESOLUTION DECIDED.** At any **General Meeting** a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or on the declaration of the result of the show of hands a poll is demanded by:

- (a) the chairman **of the meeting**; or
- (b) **not less than two Members present in person or by proxy and entitled to vote at the meeting**; or
- (c) **a Member present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting**; or
- (d) **a Member present in person or by proxy and holding not less than 10 per cent. of the total number of paid-up shares of the Company (excluding treasury shares),**

and, unless a poll is so demanded **(and the demand is not withdrawn)** a declaration by the chairman **of the meeting** that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, shall be conclusive, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution. **A demand for a poll may be withdrawn.**

62. **HOW POLL TO BE TAKEN.** A poll demanded on the election of a chairman **of the meeting** or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place, and in such manner as the chairman **of the meeting** 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 chairman may (and if so directed by the meeting, shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.** Any business other than that upon which a poll has been demanded may be proceeded with at a meeting pending the taking of the poll.

63. **CHAIRMAN TO HAVE CASTING VOTE.** 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 the poll is demanded** shall be entitled to a second or casting vote.

39. **EXISTING ARTICLE 64**

64. **NUMBER OF VOTES.** *Subject to any rights or restrictions for the time being attached to any class or classes of shares, every member present in person or by proxy or represented by attorney shall have one vote on a show of hands and shall have one vote for each share of which he is the holder on a poll. Where the shares of the Company are of different monetary denominations, a unit of capital in each such class of shares shall, when reduced to a common denominator, carry the same voting power when such right is exercisable.*

Proposed alterations to Article 64

By deleting Article 64 in its entirety and substituting in its place the following:

64. **NUMBER OF VOTES.** Subject to any rights or restrictions for the time being attached to any class or classes of shares **and to Article 4**, every Member **entitled to vote at a General Meeting may vote in person or by proxy.** On a show of hands every Member present in person or by proxy shall have one vote **(provided that in the case of a Member who is represented by two**

proxies, only one of the two proxies as determined by that Member or, failing such determination, by the chairman of the meeting (or by a person authorised by him) in his sole discretion shall be entitled to vote on a show of hands) and on a poll, every Member who is present in person or by proxy shall have one vote for each share which he holds or represents. For the purpose of determining the number of votes which a Member, being a Depositor, or his proxy may cast at any General Meeting on a poll, the reference to shares held or represented shall, in relation to shares of that Depositor, be the number of shares entered against his name in the Depository Register as at 48 hours before the time of the relevant General Meeting as certified by the Depository to the Company.

40. EXISTING ARTICLES 66, 67 AND 68

66. VOTES OF JOINT HOLDERS OF SHARES. *In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holder; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.*

67. VOTES OF LUNATIC MEMBER. *A person 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 legal curator and such last-mentioned persons may give their votes either personally or by proxy. :*

68. MEMBERS INDEBTED TO COMPANY IN RESPECT OF SHARES NOT ENTITLED TO VOTE. *No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.*

Proposed alterations to Articles 66, 67 and 68

By deleting Articles 66, 67 and 68 in their entirety and substituting in their place the following:

66. VOTES OF JOINT HOLDERS OF SHARES. In the case of joint holders of a share, any one of such persons may vote, but if more than one of such persons are present at a meeting, the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members or (as the case may be) the Depository Register in respect of that joint holding.

67. VOTES OF LUNATIC MEMBER. A person 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 legal curator (provided that such evidence of the appointment as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than 48 hours before the time appointed for holding the meeting) and such last-mentioned persons may give their votes either personally or by proxy.

68. MEMBERS INDEBTED TO COMPANY IN RESPECT OF SHARES NOT ENTITLED TO VOTE. No Member shall (unless the Directors otherwise determine) be entitled to vote at any General Meeting or to exercise any other right conferred by membership in relation to meetings of the Company unless all calls or other sums presently payable by him in respect of shares held by him in the Company, and whether alone or jointly with any other person, have been paid.

41. **EXISTING ARTICLE 69**

69. **APPOINTMENT OF PROXIES.** *A Member may appoint more than two proxies to attend at the same general meeting. Where a Member appoints two or more proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. 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 under the hand of an officer or attorney of the corporation. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A proxy or an attorney need not be a member of the Company.*

Proposed alterations to Article 69

By deleting Article 69 in its entirety and substituting in its place the following:

69. **APPOINTMENT OF PROXIES.**

- (1) A Member may appoint not more than two proxies to attend and vote at the same **General Meeting** **provided that if the member is a Depositor, the Company shall be entitled and bound:**
 - (a) **to reject any instrument of proxy lodged if the Depositor is not shown to have any shares entered against his name in the Depository Register as at 48 hours before the time of the relevant General Meeting as certified by the Depository to the Company; and**
 - (b) **to accept as the maximum number of votes which in aggregate the proxy or proxies appointed by the Depositor is or are able to cast on a poll a number which is the number of shares entered against the name of that Depositor in the Depository Register as at 48 hours before the time of the relevant General Meeting as certified 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 that Depositor.**
- (2) Where a Member appoints **more than one proxy to attend and vote at the same General Meeting**, he shall specify **on the instrument of proxy** the proportion of his shareholdings to be represented by each proxy **failing which, the appointment shall be deemed to be in the alternative.**
- (3) **The Company shall be entitled and bound, in determining rights to vote and other matters in respect of a completed instrument of proxy submitted to it, to have regard to the instructions (if any) given by and the notes (if any) set out in the instrument of proxy.**
- (4) **A proxy need not be a Member.**
- (5) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll, **to move any resolution or any amendment thereto, and to speak at the meeting.**

42. **EXISTING ARTICLE 70**

70. **INSTRUMENT APPOINTING A PROXY TO BE LEFT AT THE OFFICE.** *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 the Office not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.*

Proposed alterations to Article 70

By deleting Article 70 in its entirety and substituting in its place the following:

70. INSTRUMENT APPOINTING A PROXY TO BE LEFT AT THE OFFICE.

- (1)** The instrument appointing a proxy shall be deposited at the Office **or such other place (if any) as is specified for that purpose in the notice convening the meeting** not less than **48** hours before the time for holding the meeting or adjourned meeting **(or in the case of a poll before the time appointed for the taking of the poll)** at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. **An instrument appointing a proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.**
- (2)** A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Office (or such other place as may be specified for the deposit of instruments appointing proxies) at least 48 hours before the commencement of the meeting or adjourned meeting (or in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) before the time appointed for the taking of the poll at which the proxy is used.

43. EXISTING ARTICLE 71

*71. **FORM OF PROXY.** An instrument appointing a proxy shall be in writing in the common form or any other form approved by the Directors. In the event that forms of proxy are sent to members of the Company together with any notice of meeting, the accidental omission to include the form of proxy to, or the non-receipt of such form of proxy by any person entitled to receive a notice of meeting shall not invalidate any resolution passed or any proceeding at any such meeting.*

Proposed alterations to Article 71

By deleting Article 71 in its entirety and substituting in its place the following:

71. FORM OF PROXY.

- (1)** An instrument appointing a proxy shall be in writing in the common form or any other form approved by the Directors **and:**
 - (a)** **in the case of an individual, shall be signed by the appointor or by his attorney; and**
 - (b)** **in the case of a corporation, shall be either under its common seal or signed by its attorney or by an officer on behalf of the corporation.**

The signature on such instrument need not be witnessed. Where an instrument of proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney evidencing the authority of any such attorney or a duly certified copy thereof must (if not previously registered with the Company) be lodged with the instrument of proxy pursuant to Article 72, failing which the instrument may be treated as invalid.

- (2)** In the event that forms of proxy are sent to **Members** of the Company together with any notice of meeting, the accidental omission to include the form of proxy to, or the non-receipt of such form of proxy by any person entitled to receive a notice of meeting shall not invalidate any resolution passed or any proceeding at any such meeting.

72. OBJECTIONS. 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 of the meeting whose decision shall be final and conclusive.

44. EXISTING ARTICLE 72

72. CORPORATION ACTING BY REPRESENTATIVES AT MEETING. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

Proposed alterations to Article 72

By deleting Article 72 in its entirety and substituting in its place the following:

73. CORPORATION ACTING BY REPRESENTATIVES AT MEETING. Any corporation which is a Member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Company, **and such corporation shall for the purposes of these Articles (but subject to the Act) be deemed to be present in person at any such Meeting if a person so authorised is present thereat.**

45. EXISTING ARTICLES 73, 74 AND 75

73. NUMBER OF AND FIRST DIRECTORS. All the Directors of the Company shall be natural persons. Until otherwise determined by a general meeting the number of Directors shall be not less than two nor more than fifteen (15). The first Directors were **CHANG SEE HIANG** and **RAYMOND GWEE TIONG HAI**.

74. POWER TO ADD TO DIRECTORS. The Directors shall have power from time to time and at any time to appoint additional Directors; Provided Always That the total number of Directors shall not exceed the prescribed maximum. A Director so appointed shall retire from office at the close of the next Annual General Meeting, but shall be eligible for re-election.

75. DIRECTOR'S QUALIFICATION. A Director shall not be required to hold any share qualification in the Company.

Proposed alterations to Articles 73, 74 and 75

By deleting Articles 73, 74 and 75 in their entirety and substituting in their place the following:

74. NUMBER OF DIRECTORS AND QUALIFICATION.

- (1)** All the Directors of the Company shall be natural persons. Until otherwise determined by a General Meeting the number of Directors shall be not less than two.
- (2)** A Director shall not be required to hold any share qualification in the Company. A Director who is not a Member of the Company shall nevertheless be entitled to attend and speak at General Meetings.

75. POWER TO ADD TO DRECTORS. The Directors shall have power from time to time and at any time to appoint any person to be a Director either to fill a casual vacancy or as an additional Director. Any person so appointed by the Directors shall hold office only until the close of the next Annual General Meeting and shall be eligible for re-election but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

46. **EXISTING ARTICLE 76**

76. **ALTERNATE DIRECTORS.** Any Director may from time to time and at any time appoint any person (not disapproved by a majority of the other Directors for the time being and who shall not be a person who is already a Director of the Company and who is not already an alternate Director of the Company) to be alternate Director of the Company, and may at any time remove the alternate Director so appointed by him from office. An alternate Director so appointed shall be entitled to receive remuneration from the Company and to receive notices of and attend all meetings of the Directors, and to vote as a Director at any such meeting at which the Director appointing him is not present, and generally in the absence of his appointor to perform all the functions of his appointor as a Director. Any fee paid by the Company to the alternate Director shall be deducted from the remuneration payable to his appointor. All appointments and removals of alternate Directors made by any Director in pursuance of the provisions of this Article shall be in writing under the hand of the Director making the same and left at the office. The nomination of an alternate Director shall be valid if made by cable or telegram; Provided Always That such nomination shall be confirmed within three months from the date of such cable or telegram by a written nomination complying with the abovementioned requirements, and any act done by the alternate Director nominated in such cable or telegram between the date thereof and the date of the receipt within the prescribed period by the Company of the written nomination shall be as valid and effectual as if such alternate Director had been duly appointed in the first instance, whether such written nomination shall be received by the Company within the prescribed period or not.

Proposed alterations to Article 76

By deleting Article 76 in its entirety and substituting in its place the following:

76. **ALTERNATE DIRECTORS.**

- (1) Any Director may from time to time and at any time **by writing under his hand and deposited at the Office or delivered at a meeting of the Directors**, appoint any person **(other than another Director or an alternate Director)** not disapproved by a majority of the other Directors for the time being to be **his** alternate Director, and may at any time **in like manner terminate such appointment. A person shall not act as alternate Director to more than one Director at the same time.**
- (2) An alternate Director so appointed shall be entitled to receive notices of all meetings of the Directors **and to attend** and to vote as a Director at any such meeting at which the Director appointing him is not **personally** present, and generally **at such meeting** to perform all the functions of his appointor as a Director **in his absence and for the purposes of the proceedings of such meeting the provision of these Articles shall apply as if he (instead of his appointor) were a Director.** If his appointor is for the time being temporarily unable to act through ill health or disability, his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. To such extent as the Directors may from time to time determine in relation to any committee of the Directors, the foregoing provisions of this paragraph shall also apply *mutatis mutandis* to any meeting of any such committee of which his appointor is a member. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.
- (3) An alternate Director shall *ipso facto* cease to be an alternate Director upon the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases for any reason to be a Director otherwise than by retiring and being re-elected at the same meeting.

- (4) An alternate Director shall be entitled to transact 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 fee otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct. Any remuneration paid by the Company to the alternate Director as aforesaid shall be deducted from the remuneration payable to his appointor.

47. **EXISTING ARTICLE 77**

77. **DIRECTORS' REMUNERATION.** Fees payable to the Directors shall from time to time be determined by the Company in general meeting and such fees shall not be increased except pursuant to an ordinary resolution passed at a general meeting where notice of the proposed increase shall have been given in the notice convening the meeting. Unless otherwise directed by the said ordinary resolution, such fees shall be divided among the Directors in such proportions and manner as they may agree and in default of agreement equally, except that if a Director has held office for part only of the period in respect of which such fees are payable, such a Director shall be entitled only to that proportion of the fees as is related to the period during which he has held office. Fees payable to non-executive directors shall be by a fixed sum and not by way of commission on or percentage of profits or turnover. Salaries payable to executive directors may not include a commission on or percentage of turnover. The Directors shall also be paid such travelling, hotel and other expenses as may reasonably be incurred by them in the execution of their duties including any such expenses incurred in connection with their attendance at meetings of Directors. If by arrangement with the other Directors any Director shall perform or render any special duties or services outside his ordinary duties as a Director, the Directors may pay him special remuneration, in addition to his ordinary remuneration, and such special remuneration may be by way of salary, commission, participation in profits or otherwise, as may be arranged provided that for executive directors such special remuneration shall not be by way of commission on or percentage of turnover and for non-executive directors such special remuneration shall not be by way of commission on or percentage of profits or turnover.

Proposed alterations to Article 77

By deleting Article 77 in its entirety and substituting in its place the following:

77. **DIRECTORS' REMUNERATION.**

- (1) **The ordinary remuneration ("fees") of the Directors shall from time to time be determined by the Company in General Meeting and such fees shall not be increased except pursuant to an Ordinary Resolution passed at a General Meeting where notice of the proposed increase shall have been given in the notice convening the meeting. Unless otherwise directed by the said Ordinary Resolution, such fees shall be divided among the Directors in such proportions and manner as they may agree and in default of agreement equally, except that if a Director has held office for part only of the period in respect of which such fees are payable, such a Director shall be entitled only to that proportion of the fees as is related to the period during which he has held office. The fees payable to non-executive Directors (including any special remuneration under Article 77(3)) shall be by a fixed sum and not by way of commission on or percentage of profits or turnover. Salaries payable to executive Directors may not include a commission on or percentage of turnover.**
- (2) **The Directors shall also be paid such travelling, hotel and other expenses as may reasonably be incurred by them in the execution of their duties including any such expenses incurred in connection with their attendance at meetings of Directors or any committee of the Directors or General Meeting.**

- (3) If by arrangement with the other Directors, any Director shall perform or render any special duties or services outside his ordinary duties as a Director, the Directors may pay him special remuneration, in addition to his ordinary remuneration, and such special remuneration may be by way of salary, commission, participation in profits or otherwise, as may be arranged **provided that for executive Directors such special remuneration shall not be by way of commission on or percentage of turnover and for non-executive directors such special remuneration shall not be by way of commission on or percentage of profits or turnover.**

48. **EXISTING ARTICLE 78**

78. ***DIRECTOR MAY BE INTERESTED IN OTHER COMPANIES.*** A Director of the Company may be or become a Director or other officer of, or otherwise be interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such other company unless the Company otherwise directs.

Proposed alterations to Article 78

By deleting Article 78 in its entirety.

49. **EXISTING ARTICLE 79**

79. ***DIRECTOR TO MANAGE COMPANY'S BUSINESS.*** The business of the Company shall be managed by the Directors, who may pay all such expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Statutes or by these Articles required to be exercised or done by the Company in general meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Statutes, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made; *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.*

Proposed alterations to Article 79

By deleting Article 79 in its entirety and substituting in its place the following:

78. **DIRECTORS TO MANAGE COMPANY'S BUSINESS.** The business **and affairs** of the Company shall be managed by **or under the direction of** the Directors. **The Directors** may exercise all such powers of the Company as are not by the Statutes or by these Articles required to be exercised or done by the Company in **General Meeting**. **Provided that the Directors shall not carry into effect any proposal for the sale or disposal of the whole or substantially the whole of the Company's undertaking or property unless such proposal shall have been approved by the Company in General Meeting.** The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

50. **EXISTING ARTICLE 80**

80. ***CHAIRMAN, DEPUTY CHAIRMAN AND VICE-CHAIRMAN.*** The Directors may from time to time elect one of their body to be Chairman of the Company, another of their body to be Deputy Chairman of the Company and another of their body to be Vice-Chairman of the Company in each case for a fixed term not exceeding five years or without any limitation as to the period for which any such Director is to hold the office to which he is appointed and on such terms as they think fit. A Director so appointed to any one of these offices shall not while holding such office be subject to

retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company, his appointment shall be subject to determination ipso facto if he ceases from any cause to be a Director, or if the Directors resolve that his term of office be determined. A Director holding any such office as aforesaid shall receive such remuneration as the Directors may determine but shall not under any circumstances be remunerated by a commission on or percentage of turnover.

Proposed alterations to Article 80

By deleting Article 80 in its entirety and substituting in its place the following:

79. CHAIRMAN, DEPUTY CHAIRMAN AND VICE-CHAIRMAN. The Directors may from time to time elect one of their body to be **the Chairman of the board of Directors of the Company, and if desired** another of their body to be Deputy Chairman and another of their body to be Vice-Chairman in each case for a fixed term not exceeding five years or without any limitation as to the period for which any such Director is to hold the office to which he is appointed and on such terms as they think fit. **Without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company, his appointment shall be subject to determination ipso facto if he ceases from any cause to be a Director, or if the Directors resolve that his term of office be determined. A Director holding any such office as aforesaid shall receive such remuneration as the Directors may determine but shall not under any circumstances be remunerated by a commission on or percentage of turnover.**

51. EXISTING ARTICLE 81

81. MANAGING DIRECTORS. *The Directors may from time to time and at any time appoint one or more of their body to be Managing Director or Managing Directors for a term not exceeding five years and upon such terms and at such remuneration (whether by way of salary or commission or participation in profits, or by any or all of these modes or otherwise) as they may think fit, and a Director so appointed shall not, while holding that office, be subject retirement by rotation and he shall not be taken into account in determining the rotation of retirement of Directors or the number of Directors to retire, but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he ceases to hold the office of Director he shall ipso facto and immediately cease to be a Managing Director. A Managing Director shall at all times be subject to the control of the Directors.*

Proposed alterations to Article 81

By deleting Article 81 in its entirety and substituting in its place the following:

80. MANAGING DIRECTORS.

- (1)** The Directors may from time to time and at any time appoint one or more of their body to be Managing Director or Managing Directors **(or other equivalent position or positions) of the Company, for such period 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 and appoint another or others in his or their place or places. Where an appointment is for a fixed term, such term shall not exceed five years.**
- (2)** A Managing Director or person (being a Director) holding an equivalent position shall (without prejudice to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation, removal and retirement by rotation as the other Directors of the Company. The appointment of any Director to the office of Managing Director shall automatically determine if he ceases from any cause to be a Director, but without prejudice to any claim for damages for breach of any contract of service between him and the Company. The appointment of any Director to

any other executive office shall not automatically determine if he ceases from any cause to be a Director, unless the contract or resolution under which he holds office shall expressly state otherwise, in which event, such determination shall be without prejudice to any claim for damages for breach of contract of service between him and the Company.

- (3) **The remuneration of a Managing Director (or person holding an equivalent position) may be fixed by the Directors and may, subject to these Articles, be by way of salary or commission or participation in profits, or by any or all of these modes or otherwise as the Directors may think fit, but he shall not under any circumstances be remunerated by a commission on or a percentage of turnover.**
- (4) A Managing Director (or person holding an equivalent position) shall at all times be subject to the control of the Directors **but subject thereto the Directors may from time to time entrust to and confer upon a Managing Director (or person holding an equivalent position) for the time being such of the powers exercisable under these Articles by the Directors as they may think fit and may confer such powers for such time and to be exercised on such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.**

52. **EXISTING ARTICLES 82 AND 83**

82. **ATTORNEYS.** *The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.*

83. **DIRECTORS' BORROWING POWERS.** *The Directors may borrow or raise from time to time for the purposes of the Company or secure the payment of such sums as they may think fit, and may secure the repayment or payment of any such sums by mortgage or charge upon all or any of the property or assets of the Company or by the issue of debentures (whether at par or at a discount or premium) or otherwise as they may think fit.*

Proposed alterations to Articles 82 and 83

By deleting Articles 82 and 83 in their entirety and substituting in their place the following:

81. **ATTORNEYS.** The Directors may from time to time and at any time by power of attorney **or otherwise** appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to **sub**-delegate all or any of the powers, authorities and discretions vested in him.

82. **DELEGATION.** The Directors may from time to time delegate to any Director, manager, employee or agent any of the powers, authorities and discretions vested in the Directors with power to sub-delegate and such delegation may be made upon such terms and subject to such conditions as the Directors may think fit and the Directors may annul or vary such delegation.

83. **DIRECTORS' BORROWING POWERS.** The Directors may borrow or raise from time to time for the purposes of the Company or secure the payment of such sums as they may think fit, and may secure the repayment or payment of any such sums by mortgage or charge upon all or any of the property or assets of the Company or by the issue of debentures or otherwise as they may think fit.

53. **EXISTING ARTICLES 84 AND 85**

84. **VACANCIES IN BOARD.** *The continuing Directors may act at any time notwithstanding any vacancy in their body; Provided Always That in case the Directors shall at any time be reduced in number to less than the minimum number prescribed by these Articles, it shall be lawful for them to act as Directors for the purpose of filling up vacancies in their body, or of summoning a general meeting of the Company, but not for any other purpose.*

85. **DIRECTORS TO COMPLY WITH THE STATUTES.** *The Directors shall duly comply with the provisions of the Statutes, and particularly the provisions as to registration and keeping copies of mortgages and charges, keeping of the register of members, keeping a register of Directors and entering all necessary particulars therein, and sending a copy thereof or a notification of any changes therein to the Registrar of Companies, and sending to such Registrar an annual return, together with the Certificates and particulars required by Section 197 of the Act, notices as to increase of capital, returns of allotments and contracts relating thereto, copies of resolutions and agreements and other particulars connected with the above.*

Proposed alterations to Articles 84 and 85

By deleting Articles 84 and 85 in their entirety and substituting in their place the following:

84. **VACANCIES IN BOARD.** The continuing Directors may act at any time notwithstanding any vacancy in their body, **but if and so long as the number of Directors is reduced to less than the minimum** number prescribed by these Articles, **the Directors or Director may** act for the purpose of filling up vacancies in their body, or of summoning a **General Meeting** of the Company, but not for any other purpose. **If there are no Directors or Director able or willing to act, then any two Members may summon a General Meeting for the purpose of appointing Directors.**

85. **PENSIONS.** The Directors shall have power and shall be deemed always to have had power to establish and maintain and to concur with related corporations in establishing and maintaining any schemes or funds for providing pensions, superannuation benefits, sickness or compassionate allowance, life assurance or other benefits for staff (including any Director for the time being holding any executive office or any office of profit in the Company) or employees of the Company or any such related corporation and for the widows or other dependants of such persons and to make contributions out of the Company's money for any such schemes or funds.

54. **EXISTING ARTICLES 86, 87 AND 88**

86. **DIRECTORS TO CAUSE MINUTES TO BE MADE.** *The Directors shall cause proper minutes to be made of all general meetings of the Company and also of all appointments of officers, and of the proceedings of all meetings of Directors and committees, and of the attendances thereat, and of all business transacted at such meetings; and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be conclusive evidence without any further proof of the facts thereon stated.*

87. **DIRECTORS MAY CONTRACT WITH COMPANY.** *A Director may contract with and be interested in any contract or proposed contract with the Company and shall not be liable to account for any profit made by him by reason of any such contract; Provided Always That the nature of the interest of the Director in any such contract be declared at a meeting of the Directors as required*

by Section 156 of the Act. No Director shall vote as a Director in respect of any contract or arrangement in which he is interested, although he shall be counted in the quorum present at the meeting, but this prohibition shall not apply to any contract or arrangement with any other company in which he is interested only as an officer of the Company or as holder of shares or other securities.

88. **DIRECTORS MAY HOLD OTHER OFFICE OF PROFIT.** A Director may hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Directors may determine.

Proposed alterations to Articles 86, 87 and 88

By deleting Articles 86, 87 and 88 in their entirety and substituting in their place the following:

86. **MINUTES AND REGISTERS.**

- (1) The Directors shall cause proper minutes to be made of all **General Meetings** of the Company and also of all appointments of officers, and of the proceedings of all meetings of Directors and committees, and of the attendances thereat, and of all business transacted at such meetings; and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be conclusive evidence without any further proof of the facts thereon stated.
- (2) **The Directors shall duly comply with the provisions of the Act and in particular the provisions with regard to the registration of charges created by or affecting property of the Company, keeping a Register of Directors and Secretaries, a Register of Members, a Register of Mortgages and Charges and a Register of Directors' Share and Debenture Holdings and the production and furnishing of copies of such Registers and of any Register of holders of Debentures of the Company.**

87. **DIRECTORS MAY TRANSACT WITH COMPANY.** A Director may **transact** with and be interested in any **transaction** or proposed **transaction** with the Company and shall not be liable to account for any profit made by him by reason of any such **transaction**; provided always that the nature of the interest of the Director in any such **transaction** be declared at a meeting of the Directors as required by the Act. No Director shall vote as a Director in respect of any **transaction** or **proposed transaction** in which he **has directly or indirectly a personal material interest**, although he shall be counted in the quorum present at the meeting.

88. **DIRECTORS MAY HOLD OTHER OFFICE OF PROFIT.** A Director may hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his office of Director for such period and on such terms as to remuneration and otherwise as the Directors may determine. **A Director of the Company may be or become a director or other officer of, or otherwise be interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a Director or officer of, or from his interest in, such other company unless the Company otherwise directs.**

55. **EXISTING ARTICLE 90**

90. **OFFICE OF DIRECTOR VACATED IN CERTAIN CASES.** *Subject as herein otherwise provided or to the terms of any subsisting agreement, the office of a Director shall be vacated:-*

- (1) *If a receiving order is made against him or he makes any arrangement or composition with his creditors.*
- (2) *If he is prohibited from being a Director by reason of any order made under any provision of the Statutes.*

- (3) *If he is found lunatic or becomes of unsound mind.*
- (4) *If he resigns his office by notice in writing to the Company.*

Proposed alterations to Article 90

By deleting Article 90 in its entirety and substituting in its place the following:

90. **OFFICE OF DIRECTOR VACATED IN CERTAIN CASES.** Subject as herein otherwise provided or to the terms of any subsisting agreement, the office of a Director shall be vacated:

- (a) if a **bankruptcy** order is made against him or he makes any arrangement or composition with his creditors **generally**;
- (b) if he is prohibited from being a Director by reason of any order made under any provision of the Statutes;
- (c) if he becomes of unsound mind **or if in Singapore or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name call) to exercise powers with respect to his property or affairs**;
- (d) if **(not being a Director holding executive office as such (including that of Managing Director) for a fixed term)** he resigns his office by notice in writing to the Company **left at the Office, or if he shall in writing offer to resign and the Directors resolve to accept such offer; or**
- (e) if he is removed by the Company in General Meeting pursuant to these Articles.

56. EXISTING ARTICLES 92 AND 93

92. **ELECTION OF DIRECTORS.** *An election of Directors shall take place each year. All Directors except a Managing Director shall retire from office once at least in each three years but shall be eligible for re-election.*

93. **VACANCY TO BE FILLED BY DIRECTORS.** *Any vacancy occurring in the Board of Directors may be filled up by the Directors or the Members in the general meeting. A Director so appointed by the Directors shall retire from office at the next following General Meeting but shall be eligible for re-election.*

Proposed alterations to Articles 92 and 93

By deleting Articles 92 and 93 in their entirety and substituting in their place the following:

92. **ELECTION OF DIRECTORS.**

- (1) **Subject to these Articles and the Act, at each Annual General Meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number rounded up to the nearest one-third shall retire from office by rotation. A Director retiring at a meeting shall retain office until the close of the meeting, whether adjourned or not.**
- (2) **A retiring Director shall be eligible for re-election.**
- (3) **The Directors to retire in every year shall be those who have been longest in office since the last election or appointment, but as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.**

93. **VACANCY TO BE FILLED.**

- (1) The Company at the meeting at which a Director retires under any provision of these Articles may by Ordinary Resolution fill the office being vacated by electing thereto the retiring Director or some other person eligible for appointment. In default, the retiring Director shall be deemed to have been re-elected unless:
- (a) at such meeting it is expressly resolved not to fill up such office or a resolution for the re-election of such Director is put to the meeting and lost; or
 - (b) such Director is disqualified under the Act from holding office as a Director or has given notice in writing to the Company that he is unwilling to be re-elected; or
 - (c) the default is due to the moving of a resolution in contravention of Article 93(2); or
 - (d) such Director has attained any retiring age applicable to him as a Director.

The retirement shall not have effect until the conclusion of the meeting except where a resolution is passed to elect some other person in the place of the retiring Director or a resolution for his re-election is put to the meeting and lost and accordingly a retiring Director who is re-elected or deemed to have been reelected will continue in office without a break.

- (2) A resolution for the appointment of two or more persons as Directors by a single resolution shall not be moved at any General Meeting unless a resolution that it shall be so moved has first been agreed to by the meeting without any vote being given against it; and any resolution moved in contravention of this provision shall be void.

57. **EXISTING ARTICLES 94 AND 95**

94. ***NOMINATION OF DIRECTORS FOR ELECTION.*** No person not being a retiring director shall be eligible for election to the office of director at any general meeting unless the Member intending to propose him has, at least eleven clear days before the meeting, left at the office of the Company a notice in writing duly signed by the nominee, giving his consent to the nomination and signifying his candidature for the office, or the intention of such member to propose him; *Provided Always That in the case of a person recommended by the directors for election, nine clear days' notice only shall be necessary, and notice of each and every candidature for election to the Board of Directors shall be served on the registered holders of shares at least seven days prior to the meeting at which the election is to take place.*

95. ***DIRECTOR MAY BE REMOVED BY ORDINARY RESOLUTION.*** The Company may by Ordinary Resolution remove any Director before the expiration of his period of office, and may, if thought fit, by Ordinary Resolution appoint another Director in his stead.

Proposed alterations to Articles 94 and 95

By deleting Articles 94 and 95 in their entirety and substituting in their place the following:

94. **NOMINATION OF DIRECTORS FOR ELECTION.** No person not being a retiring Director or a person recommended by the Directors for election, shall be eligible for election to the office of Director at any General Meeting unless at least 11 clear days before the meeting, **there shall have been** left at the Office a notice in writing duly signed by **some Member duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by the person to be proposed** giving his consent to the nomination and signifying his candidature for the office. **Provided that** in the case of a person recommended by the Directors for election, nine clear days' notice only shall be necessary, and notice of each and every candidature for election shall be served on **all Members** at least seven days prior to the meeting at which the election is to take place.

95. **DIRECTOR MAY BE REMOVED BY ORDINARY RESOLUTION.** The Company may by Ordinary Resolution remove any Director before the expiration of his period of office (**notwithstanding any provision of these Articles or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement**), and may, if thought fit, by Ordinary Resolution appoint another Director in his stead. **Any person so appointed shall be subject to retirement by rotation at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy so arising may be filled by the Directors as a casual vacancy.**

58. **EXISTING ARTICLES 96, 97 AND 98**

96. ***DIRECTOR MAY CALL MEETING OF DIRECTORS.*** *A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.*

97. ***MEETINGS OF DIRECTORS.*** *The Directors may meet together for the despatch of business adjourn, and otherwise regulate their meetings, as they think fit. The quorum necessary for the transaction of business may be fixed by the Directors, and unless so fixed shall be two. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote; Provided Always That where two directors form a quorum, the Chairman of a meeting at which only such a quorum is present or at which only two directors are competent to vote in the question in issue, shall not have a casting vote.*

98. ***CHAIRMAN OF THE BOARD.*** *The Meetings of Directors shall be presided over by the Chairman and in his absence by the Deputy Chairman or in the absence of both the Chairman and the Deputy Chairman by the Vice-Chairman. If at any meeting the Chairman, the Deputy Chairman and the Vice-Chairman shall not be present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.*

Proposed alterations to Articles 96, 97 and 98

By (a) deleting Articles 96 and 97 in their entirety and substituting in their place the following, and (b) renumbering Article 98 as Article 99:

96. **DIRECTOR MAY CALL MEETING OF DIRECTORS.** A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. **A Director may waive notice of any meeting and such waiver may be retroactive.**

97. **MEETINGS OF DIRECTORS.**

(1) **Subject to these Articles,** the Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a simple majority of votes. In case of an equality of votes the Chairman **of the meeting** shall have a second or casting vote **except when only two Directors are present and** form a quorum or only two Directors are competent to vote **on** the question **at** issue.

(2) **Directors may participate in a meeting of the Directors by conference telephone, video conferencing or other audio or audio-visual communications equipment by which all persons participating in the meeting are able to hear each other without a Director being in the physical presence of another Director or Directors, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting. The Directors participating in any such meeting shall be counted in the quorum for such meeting and subject to there being a requisite quorum in accordance with Article 98, all resolutions agreed by the Directors in such meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the**

Directors duly convened and held. A meeting conducted by means of a conference telephone, video conferencing or other audio or audio-visual communications equipment as aforesaid shall be deemed to be held at the place agreed upon by the Directors attending the meeting, provided that at least one of the Directors present at the meeting was at that place for the duration of the meeting.

98. QUORUM. The quorum necessary for the transaction of business may be fixed by the Directors, and unless so fixed shall be two. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

99. CHAIRMAN OF THE BOARD. The meetings of Directors shall be presided over by the Chairman and in his absence by the Deputy Chairman or in the absence of both the Chairman and the Deputy Chairman by the Vice-Chairman. If at any meeting the Chairman, the Deputy Chairman and the Vice-Chairman shall not be present within **15** minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

59. EXISTING ARTICLES 99, 100, 101 AND 102

99. DIRECTORS MAY DELEGATE THEIR POWERS. *The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.*

100. CHAIRMAN OF COMMITTEES. *A committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.*

101. MEETINGS OF COMMITTEES. *A Committee may meet and adjourn as its members think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairman shall have a second or casting vote except when only two members are present and form a quorum or only two are competent to vote on the question at issue.*

102. ALL ACTS DONE BY DIRECTORS TO BE VALID. *All acts done bona fide by any meeting of Directors, or by a committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.*

Proposed alterations to Articles 99, 100, 101 and 102

By deleting Articles 99, 100, 101 and 102 in their entirety and substituting in their place the following:

100. DIRECTORS MAY DELEGATE THEIR POWERS. The Directors may delegate any of their powers **or discretion** to committees consisting of **one or more** members of their body **and (if thought fit) one or more other persons co-opted as hereinafter provided.** Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. **Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee.**

101. MEETINGS OF COMMITTEES. The meetings and proceedings of any such committee consisting of **two or more** members shall be governed *mutatis mutandis* by the provisions of these Articles regulating the meetings and proceedings of the Directors, so far as the same are not superseded by any regulations made by the Directors under Article 100.

102. **ALL ACTS DONE BY DIRECTORS TO BE VALID.** All acts done *bona fide* by any meeting of Directors, or by a committee of Directors, or by any person acting as a Director **or member of a committee**, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified **or had vacated office or were not entitled to vote**, be as valid as if every such person had been duly appointed and was qualified to be a Director **or member of the committee and had been entitled to vote**.

60. **EXISTING ARTICLE 103**

103. **RESOLUTIONS IN WRITING AND MEETINGS BY CONFERENCE CALLS.**

- (1) *A resolution in writing signed or approved by letter, telex or facsimile by a majority of the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted. Any such resolution may be contained in a single document or may consist of several documents all in like form.*
- (2) *The meetings of Directors may be conducted by means of telephone conferencing or other methods of simultaneous communication by electronic or telegraphic means and the minutes of such a meeting signed by the Chairman shall be conclusive evidence of any resolution of any meeting conducted in the manner as aforesaid.*

Proposed alterations to Article 103

By deleting Article 103 in its entirety and substituting in its place the following:

103. **RESOLUTIONS IN WRITING.** A resolution in writing signed by a majority of the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held and constituted. Any such resolution may be contained in a single document or may consist of several documents in the like form, **each signed by one or more of the Directors. The expressions “in writing” and “signed” include approval by any such Director by telefax, telex, cable or telegram or by any other form of electronic communication approved by the Directors for such purpose from time to time incorporating (if the Directors deem necessary) the use of security and/or identification procedures and devices.**

61. **EXISTING ARTICLES 104 AND 105**

104. **APPOINTMENT OF SECRETARY.** *The Secretary shall, and a Deputy or Assistant Secretary may, be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit; and any Secretary or Deputy or Assistant Secretary so appointed may be removed by them, but without prejudice to any claim he or they may have for damages for any breach of contract of service against the Company.*

105. **APPOINTMENT OF SUBSTITUTE.** *The Directors may from time to time by resolution appoint a temporary substitute for the Secretary, who shall be deemed to be the Secretary during the term of his appointment.*

Proposed alterations to Articles 104 and 105

By deleting Articles 104 and 105 in their entirety and substituting in their place the following:

104. **APPOINTMENT OF SECRETARY.** The Secretary shall, and a Deputy or Assistant Secretary may, be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit; and any Secretary or Deputy or Assistant Secretary so appointed may be removed by them, but without prejudice to any claim he or they may have for damages for any breach of contract of service against the Company. **If thought fit, two or more persons may be appointed as Joint Secretaries. The Directors may also from time to time by resolution appoint a temporary substitute for the Secretary, who shall be deemed to be the Secretary during the term of his appointment.**

105. POWER TO AUTHENTICATE. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors or any committee, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Office the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting, of the Company or of the Directors or any committee which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed, or as the case may be, that any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting. Any authentication or certification made pursuant to this Article may be made by any electronic means approved by the Directors for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors.

62. EXISTING ARTICLE 106

106. SEAL TO BE AFFIXED BY AUTHORITY OF RESOLUTION OF BOARD AND IN THE PRESENCE OF TWO DIRECTORS OR ONE DIRECTOR AND THE SECRETARY. *The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of two Directors or a Director and the Secretary or such other person as the Directors may appoint for the purpose and that the Directors or the Director and the Secretary or other person as aforesaid shall sign every instrument to which the Seal is so affixed in their presence, and in favour of any person bona fide dealing with the Company either autographically or mechanically by a method approved by the auditors, such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed. The Company may exercise the powers conferred by Section 41 and Section 124 of the Act with regard to having an official seal for use abroad and a duplicate common seal respectively, and such powers shall be exercised by the Directors.*

Proposed alterations to Article 106

By deleting Article 106 in its entirety and substituting in its place the following:

106. SEAL TO BE AFFIXED BY AUTHORITY OF RESOLUTION OF BOARD. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors **or of a committee authorised by the Directors in that behalf. Every instrument to which the Seal shall be affixed shall be signed autographically or by facsimile by one Director and the Secretary or a second Director or some other person as the Directors may appoint save that as regards any certificates for shares or debentures or other securities of the Company the Directors may by resolution determine that such signatures shall be dispensed with or affixed by some method of mechanical electronic signature or other method approved by the Directors.** The Company may exercise the powers conferred by Section 41 and Section 124 of the Act with regard to having an official seal for use abroad and a duplicate common seal respectively, and such powers shall be exercised by the Directors.

63. EXISTING ARTICLES 107 AND 108

107. *Subject to any preferential or other special rights for the time being attached to any special class of shares, the profits of the Company which it shall from time to time determine to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up or credited as paid up thereon respectively otherwise than in advance of calls.*

108. DECLARATION OF DIVIDENDS. *The Directors may, with the sanction of a General Meeting, from time to time declare dividends, but no such dividend shall be payable except out of the profits of the Company. The Directors may, if they think fit, from time to time declare and pay to the members such interim dividends as appear to them to be justified by the position of the Company, and may also from time to time if in their opinion such payment is so justified, pay any preferential dividends which by the terms of issue of any shares are made payable on fixed dates. No higher dividend shall be paid than is recommended by the Directors, and the declaration of the Directors as to the amount of the net profits shall be conclusive.*

Proposed alterations to Articles 107 and 108

By deleting Articles 107 and 108 in their entirety and substituting in their place the following:

107. DISTRIBUTION OF PROFITS. Subject to any preferential or other special rights or restrictions for the time being attached to any shares or class of shares and except as otherwise permitted by the Act:

- (a) all dividends in respect of shares shall be paid in proportion to the number of shares held by a Member but where shares are partly paid all dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the partly paid shares; and
- (b) all dividends shall be apportioned and paid proportionately to the amounts so paid or credited as paid during any portion or portions of the period in respect of which the dividend is paid.

108. DECLARATION OF DIVIDENDS. The Company may by Ordinary Resolution, from time to time declare dividends, but no such dividend shall be in excess of the amount recommended by the Directors. The Directors may, if they think fit, from time to time declare and pay to the Members such interim dividends as appear to them to be justified by the position of the Company, and may also from time to time if in their opinion such payment is so justified, pay any preferential dividends which by the terms of issue of any shares are made payable on fixed dates. No dividend shall be payable except out of the profits available for distribution under the provisions of the Statutes, and the declaration of the Directors as to the amount of the net profits shall be conclusive. 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 to the persons registered as the holders of such shares in the Register of Members or (as the case may be) the Depository Register at the close of business on a particular date and thereupon the dividend shall be payable to them in accordance with their respective holdings so registered, but without prejudice to the rights *inter se* in respect of such dividend of transferors and transferees of any such shares.

64. EXISTING ARTICLES 109 AND 110

109. DEDUCTION FROM DIVIDEND. *The Directors may deduct from any dividend payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.*

110. PAYMENT OTHERWISE THAN IN CASH. *Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors.*

Proposed alterations to Articles 109 and 110

By deleting Articles 109 and 110 in their entirety and substituting in their place the following:

109. DEDUCTION FROM DIVIDEND.

(1) The Directors may:

- (a)** deduct from any dividend **or other monies** payable to any Member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company;
- (b)** **retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists; and**
- (c)** **retain the dividends payable on shares in respect of which any person is under these Articles, as to the transmission of shares, entitled to become a Member, or which any person under those provisions is entitled to transfer, until such person shall become a Member in respect of such shares or shall duly transfer the same.**

(2) **No dividend or other moneys payable on or in respect of a share shall bear interest against the Company.**

110. PAYMENT OF DIVIDEND IN SPECIE. The Company may, upon the recommendation of the Directors, by Ordinary Resolution direct payment of a dividend wholly or partly by the distribution of specific assets and in particular of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any Members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors.

65. EXISTING ARTICLE 110A(1)(iv)

- (iv) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on ordinary shares in respect whereof the share election has been duly exercised (the “elected ordinary shares”) and in lieu and in satisfaction thereof ordinary shares shall be allotted and credited as fully paid to the holders of the elected ordinary shares on the basis of allotment determined as aforesaid and for such purpose, the Directors shall (i) capitalise and apply the amount standing to the credit of any of the Company’s reserve accounts as the Directors may determine, such sum as may be required to pay up in full (to the nominal value thereof) the appropriate number of ordinary shares for allotment and distribution to and among the holders of the elected ordinary shares on such basis or (ii) apply the sum which would otherwise have been payable in cash to the holders of the elected ordinary shares towards payment of the appropriate number of ordinary shares for allotment and distribution to and among the holders of the elected ordinary shares on such basis.*

Proposed alterations to Article 110A(1)(iv)

By renumbering Article 110A(1)(iv) as Article 110A(1)(d) and deleting “(to the nominal value thereof)” appearing in sub-paragraph (i) thereof.

66. EXISTING ARTICLES 111 AND 112

111. DIRECTORS MAY FORM RESERVE FUND AND INVEST. *The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves, which shall at the discretion of the Directors be applicable for meeting contingencies, or for repairing or maintaining any works connected with the business of the Company, or for equalising dividends, or for distribution by way of special dividend or bonus, or may be applied for such other purposes for which the profits of the Company may lawfully be applied as the Directors may think expedient in the interests of the Company, and pending such application the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company or invest the same in such securities, other than the shares of the Company, as they may select. The Directors may also from time to time carry forward such sums as they may deem expedient in the interests of the Company.*

112. DIVIDEND WARRANTS TO BE POSTED TO MEMBERS. *Every dividend warrant may, unless otherwise directed, be sent by post to the last registered address of the member entitled thereto, and the receipt of the person, whose name at the date of the declaration of the dividend appears on the register of members as the owner of any share or, in the case of joint holders, of any one of such joint holders, shall be a good discharge to the Company for all payments made in respect of such share. No unpaid dividend or interest shall bear interest as against the Company.*

Proposed alterations to Articles 111 and 112

By deleting Articles 111 and 112 in their entirety and substituting in their place the following:

111. DIVIDEND WARRANTS AND UNCLAIMED DIVIDENDS.

- (1)** Any dividend or other monies payable in cash or in respect of a share may be paid by cheque or warrant sent by post to the registered address appearing in the Register of Members or (as the case may be) the Depository Register of the Member or person entitled thereto (or, if several persons are registered in the Register of Members or (as the case may be) entered in the Depository Register as joint holders of the share or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons) or to such person at such address as such Member or person or persons entitled to the share may be writing direct. Every such cheque or warrant if purporting to be endorsed or the receipt of any such person shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby. Notwithstanding the foregoing provisions of this Article, the payment by the Company to the Depository of any dividend payable to a Depositor shall, to the extent of the payment made to the Depository, discharge the Company from any liability to the Depositor in respect of that payment.
- (2)** The payment by the Directors of any unclaimed dividends or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. All dividends and other moneys payable on or in respect of a share that are unclaimed after first becoming payable may be invested or otherwise made use of by the Directors for the benefit of the Company and any dividend or any such moneys unclaimed after a period of six years from the date they are first payable may be forfeited and if so shall revert to the Company but the Directors may at any time thereafter at their absolute discretion annul any such forfeiture and pay the dividends or money so forfeited to the person entitled thereto prior to the forfeiture. If the Depository returns any such dividend or moneys to the Company, the relevant Depositor shall not have any right or claim in respect of such dividend or moneys against the Company if a period of six years has elapsed from the date such dividend or other moneys were first payable.

112. DIRECTORS MAY FORM RESERVE FUND AND INVEST. The Directors may, **from time to time**, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves, which shall at the discretion of the Directors be applicable for meeting contingencies, or for repairing or maintaining any works connected with the business of the Company, or for equalising dividends, or for distribution by way of special dividend or bonus, or may be applied for such other purposes for which the profits of the Company may lawfully be applied as the Directors may think expedient in the interests of the Company, and pending such application the Directors may employ the sums from time to time so set apart as aforesaid in the business of the Company or invest the same in such securities, other than the shares of the Company, as they may select. The Directors may also from time to time carry forward such sums as they may deem expedient in the interests of the Company.

67. EXISTING ARTICLE 113

113. COMPANY MAY CAPITALISE RESERVES AND UNDIVIDED PROFITS. *The Company in general meeting may at any time and from time to time pass a resolution that any sum not required for the payment or provision of any fixed preferential dividend, and (1) for the time being standing to the credit of any reserve of the Company, including premiums received on the issue of any shares or debentures of the Company, or (2) being undivided net profits in the hands of the Company, be capitalised, and that such sum be appropriated as capital to and amongst the ordinary shareholders in the proportions in which they would have been entitled thereto if the same had been distributed by way of dividend on the ordinary shares, and in such manner as the resolution may direct, and such resolution shall be effective; and the Directors shall in accordance with such resolution apply such sum in paying up in full any unissued shares or debentures of the Company on behalf of the ordinary shareholders aforesaid, and appropriate such shares or debentures and distribute the same credited as fully paid up to and amongst such shareholders in the proportions aforesaid in satisfaction of the shares and interests of such shareholders in the said capitalised sum or shall apply such sum or any part thereof on behalf of the shareholders aforesaid in paying up the whole or part of any uncalled balance which shall for the time being be unpaid in respect of any issued ordinary shares held by such shareholders or otherwise deal with such sum as directed by such resolution. Where any difficulty arises in respect of any such distribution, the Directors may settle the same as they think expedient, and in particular they may issue fractional certificates, fix the value for distribution of any fully paid-up shares or debentures, make cash payments to any shareholders on the footing of the value so fixed in order to adjust rights, and vest any such shares or debentures in trustees upon such trust for the persons entitled to share in the appropriation and distribution as may seem just and expedient to the Directors. When deemed requisite a proper contract for the allotment and acceptance of any shares to be distributed as aforesaid shall be delivered to the Registrar of Companies for registration in accordance with Section 63 of the Act and the Directors may appoint any person to sign such contract on behalf of the persons entitled to share in the appropriation and distribution and such appointment shall be effective.*

Proposed alterations to Article 113

By deleting Article 113 in its entirety and substituting in its place the following:

113. COMPANY MAY ISSUE BONUS SHARES AND CAPITALISE PROFITS AND RESERVES.

- (1) The Directors may, with the sanction of an Ordinary Resolution (including any Ordinary Resolution passed pursuant to Article 12(2)):**
- (a) issue bonus shares for which no consideration is payable to the Company to the persons registered as holders of shares in the Register of Members or (as the case may be) in the Depository Register at the close of business on:**
 - (i) the date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided); or**

- (ii) (in the case of an Ordinary Resolution passed pursuant to Article 12(2)) such other date as may be determined by the Directors,

in proportion to their then holdings of shares; and/or

- (b) capitalise any sum for the time being standing to the credit of any of the Company's reserve accounts or other undistributable reserve or any sum standing to the credit of the profit and loss account or otherwise available for distribution (provided that such sum be not required for paying the dividends on any shares carrying a fixed cumulative preferential dividend) by appropriating such sum to be capitalised to the persons registered as holders of shares in the Register of Members or (as the case may be) the Depository Register as at the close of business on:

- (i) the date of the Ordinary Resolution (or such other date as may be specified therein or determined as therein provided); or

- (ii) (in the case of an Ordinary Resolution passed pursuant to Article 12(2)) on such other date as may be determined by the Directors,

in proportion to their then holdings of shares and applying such sum on their behalf in paying up any amounts for the time being unpaid on any shares held by them or respectively or paying up in full any new shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst them in the proportions aforesaid or partly in the one way and partly in the other.

- (2) The Directors may do all acts and things required to give effect to any such bonus issue and/or capitalisation under Article 113(1), with full power to the Directors to make such provisions as they think fit for any fractional entitlements which would arise on the basis aforesaid (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than to the Members concerned). The Directors may authorise any person to enter on behalf of all the Members entitled thereto into an agreement with the Company providing for any such bonus issue and/or capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all such Members.

- (3) In addition and without prejudice to the powers provided for by Articles 113(1) and 113(2), the Directors shall have power to issue shares for which no consideration is payable and/or to capitalise any undivided profits or other moneys of the Company not required for the payment or provision of any dividend on any shares entitled to cumulative or non-cumulative preferential dividends (including profits or other moneys carried and standing to any reserve or reserves) and to apply such profits or other moneys in paying up in full new shares, in each case on terms that such shares shall, upon issue, be held by or for the benefit of participants of any share incentive or option scheme or plan implemented by the Company and approved by shareholders in General Meeting and on such terms as the Directors shall think fit.

68. EXISTING ARTICLES 116 AND 117

116. ACCOUNTS TO BE LAID BEFORE COMPANY. *Once at least in every year but in any event before the expiry of six months from the close of a financial year of the Company the Directors shall lay before the Company in general meeting a profit and loss account and balance sheet for the period following the preceding account or (in the case of the first account) since the incorporation of the Company, made up to a date not more than six months before such meeting. The said account and balance sheet shall be accompanied by such reports and documents and shall contain such particulars as are prescribed by Section 201 of the Act.*

*117. **ACCOUNTS TO BE AUDITED.** Once at least in every year the accounts of the Company shall be examined, and the correctness of the profit and loss account and balance sheet ascertained by one or more Auditor or Auditors, and the provisions of Sections 205, 206, 207, 208 and 209 of the Act and any modification or re-enactment thereof for the time being in force in regard to audit and Auditors shall be observed.*

Proposed alterations to Articles 116 and 117

By deleting Articles 116 and 117 in their entirety and substituting in their place the following:

116. ACCOUNTS TO BE LAID BEFORE COMPANY. The Directors shall in accordance with the provisions of the Act, prepare and lay before the Company in General Meeting such profit and loss accounts, balance sheets and group accounts (if any) and reports as are required by the Act. The interval between the close of a financial year of the Company and the date of its Annual General Meeting shall not exceed four months (or such other period as may be prescribed or permitted by the Act).

117. ACCOUNTS TO BE AUDITED. Once at least in every year the accounts of the Company shall be examined, and the correctness of the profit and loss account and balance sheet ascertained by one or more Auditor or Auditors. **The appointment and duties of such Auditor or Auditors shall be in accordance with the provision of the Act, or any other statute which may be in force in relation to such matters.**

69. EXISTING ARTICLES 118 AND 120

*118. **SERVICE OF NOTICES.** A notice or any other document may be served by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the register of members, and any notice so given shall be sufficient notice to all the holders of such share.*

*120. **NOTICES IN CASE OF DEATH OR BANKRUPTCY.** A notice may be given by the Company to the persons entitled to any share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives or trustees of such deceased or bankrupt member, at the address (if any) supplied for the purpose by such person as aforesaid, or (until such an address has been supplied) by giving the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred.*

Proposed alterations to Articles 118 and 120

By deleting Articles 118 and 120 in their entirety and substituting in their place the following:

118. SERVICE OF NOTICES.

(1) Any notice or document (including a share certificate) may be served by the Company upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his registered address as appearing in the Register of Members or (as the case may be) the Depository Register, or (if he has no registered address within Singapore) to the address, if any, within Singapore as may be notified by him to the Company, or as the case may be, the Depository for the service of notices. All notices directed to be given to the Members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the Register of Members or (as the case may be) the Depository Register, and any notice so given shall be sufficient notice to all the holders of such share. **For such purpose, a joint holder having no registered address within Singapore for the service of notices shall be disregarded.**

- (2) Without prejudice to the provisions of Article 118(1), any notice or document (including, without limitation, any accounts, balance-sheet or report) which is required or permitted to be given, sent or served under the Act or under these Articles by the Company, or by the Directors, to a Member or an officer or Auditor of the Company may be given, sent or served using electronic communications to the current address of that person in accordance with the provisions of, or as otherwise provided by, the Act and/or any other applicable regulations or procedures. Such notice or document shall be deemed to have been duly given, sent or served upon transmission of the electronic communication to the current address of such person or as otherwise provided under the Act and/or any other applicable regulations or procedures.

120. **NOTICES IN CASE OF DEATH OR BANKRUPTCY.** A notice may be given by the Company to a person entitled to any share in consequence of the death or bankruptcy of a Member (**upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also to the Company or (as the case may be) the Depository an address within Singapore for the service of notices**) by sending it through the post in a prepaid letter addressed to him by name or by the title of representative or trustee of such deceased or bankrupt Member, at the address (if any) supplied for the purpose by such person as aforesaid, or (until such an address has been supplied) by giving **or serving** the notice in the manner in which the same would have been given if the death or bankruptcy had not occurred.

70. **EXISTING ARTICLES 123 AND 125**

*123. **REMUNERATION OF LIQUIDATOR.** If the Company shall be wound up voluntarily, no commission or fee shall be paid to the liquidator unless it shall have been ratified by members of the Company in a general meeting. The amount of such payment shall be notified to all shareholders at least seven days prior to the meeting at which it is to be considered.*

*125. **ALTERATION OF ARTICLES.** Where these Articles have been approved by any Stock Exchange upon which the shares in the Company may be listed, no provisions of these Articles shall be deleted, amended or added without the prior written approval of such Stock Exchange which had previously approved these Articles.*

Proposed alterations to Articles 123 and 125

By deleting Articles 123 and 125 in their entirety and substituting in their place the following:

123. MEMBER OUTSIDE SINGAPORE. In the event of a winding up of the Company every Member of the Company who is not for the time being in Singapore shall be bound, within 14 days after the passing of an effective resolution to wind up the Company voluntarily, or within the like period after the making of an order for the winding up of the Company, to serve notice in writing on the Company appointing some householder in Singapore upon whom all summonses, notices, processes, orders and judgments in relation to or under the winding up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such Member to appoint some such person, and service upon any such appointee shall be deemed to be a good personal service on such Member for all purposes, and where the liquidator makes any such appointment he shall, with all convenient speed, give notice thereof to such Member by advertisement in any leading daily newspaper in the English language in circulation in Singapore or by a registered letter sent through the post and addressed to such Member at his address as appearing in the Register of Members or (as the case may be) the Depository Register, and such notice shall be deemed to be served on the day following that on which the advertisement appears or the letter is posted.

125. TIME FRAME FOR DESTRUCTION. The Company shall be entitled to destroy all instruments of transfer which have been registered at any time after the expiration of six years from the date of registration thereof and all dividend mandates and notifications of change of address at any time after the expiration of two years from the date of recording thereof and all certificates which have been cancelled at any time after the expiration of one year from the date of the cancellation thereof and it shall be conclusively presumed in favour of the Company that every entry in the Register of Members purporting to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and every certificate so destroyed was a valid and effective certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company. Provided always that:

- (a) the provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
- (b) nothing herein contained 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 other circumstances which would not attach to the Company in the absence of this Article; and
- (c) references herein to the destruction of any document include references to the disposal thereof in any manner.

71. NEW ARTICLE 126

By inserting a new Article 126 as follows:

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

GP Batteries International Limited

(Incorporated in the Republic of Singapore)
(Co. Reg. No. 199002111N)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of the members of GP Batteries International Limited (the “**Company**”) will be held at Marina Mandarin Singapore, Pisces & Aquarius Rooms, Level 1, 6 Raffles Boulevard, Marina Square, Singapore 039594 on Wednesday, 30 July 2008 at 10:15 a.m. (or as soon thereafter as the Annual General Meeting of the Company to be held at 10:00 a.m. on the same day and at the same place is concluded or adjourned) for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a Special Resolution:

SPECIAL RESOLUTION

Adoption of New Articles of Association

That the regulations contained in the New Articles of Association submitted to this Meeting and, for the purposes of identification, subscribed by the Chairman thereof, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

By order of the Board

Tan San-Ju / Caroline Yeo Poh Noi
Company Secretaries

Singapore
7 July 2008

Notes:

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
2. The instrument appointing a proxy duly executed must be deposited at the Company's registered office at 97 Pioneer Road, Singapore 639579 not less than 48 hours before the time for holding the Extraordinary General Meeting.
3. The instrument appointing a proxy must be signed by his appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be either under its seal or under the hand of any officer or attorney duly authorised.

GP Batteries International Limited

(Incorporated in the Republic of Singapore)
(Co. Reg. No. 199002111N)

IMPORTANT

1. For investors who have used their CPF monies to buy shares in the capital of **GP Batteries International Limited**, this Circular is sent to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF investors who wish to attend the Extraordinary General Meeting as observers must submit their requests through their CPF Approved Nominees within the time frame specified. If they also wish to vote, they must submit their voting instructions to the CPF Approved Nominees within the time frame specified to enable them to vote on their behalf.

Proxy Form Extraordinary General Meeting

I/We _____ (Name)

of _____ (Address)
being a member/members of GP Batteries International Limited (the "**Company**"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

as my/our proxy/proxies to vote for me/us on my/our behalf at the Extraordinary General Meeting (the "**Meeting**") of the Company to be held at Marina Mandarin Singapore, Pisces & Aquarius Rooms, Level 1, 6 Raffles Boulevard, Marina Square, Singapore 039594 on Wednesday 30 July 2008 at 10:15 a.m. (or as soon thereafter as the Annual General Meeting of the Company to be held at 10:00 a.m. on the same day and at the same place is concluded or adjourned) and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolution to be proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion. The authority herein includes the right to demand or to join in demanding a poll and to vote on a poll.

(Please indicate your vote "For" or "Against" with a tick [✓] within the box provided.)

SPECIAL RESOLUTION	For	Against
To approve the adoption of New Articles of Association		

Dated this _____ day of _____ 2008.

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



Signature(s) of Member(s)/Common Seal

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. Completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the Meeting.
5. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 97 Pioneer Road, Singapore 639579 not less than 48 hours before the time appointed for the Meeting.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

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