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**COURAGE MARINE GROUP LIMITED**  
**勇利航業集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Hong Kong Stock Code: 1145)**

**(Singapore Stock Code: ATL.SI)**

**OVERSEAS REGULATORY ANNOUNCEMENT**

This overseas regulatory announcement is a reproduction of the announcement made by Courage Marine Group Limited (the “**Company**”) pursuant to the Listing Manual of the Singapore Exchange Securities Trading Limited. In compliance with Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (which requires a listed issuer to ensure that if securities of the listed issuer are also listed on other stock exchanges, the Stock Exchange shall be simultaneously informed of any information released to any of such other stock exchanges and that such information is released to the market in Hong Kong at the same time as it is released on other markets), please refer to the attached announcement on the next page issued on Singapore Exchange Securities Trading Limited on 10 November 2016.

By Order of the Board  
**Courage Marine Group Limited**  
**Sue Ka Lok**  
*Chairman*

Hong Kong, 10 November 2016

*As at the date of this announcement, the Board comprises Mr. Sue Ka Lok (Chairman), Mr. Lai Ming Wai (Chief Executive Officer), Ms. Chan Yuk Yee and Mr. Zhou Jifeng as Executive Directors and Mr. Ngiam Zee Moey, Mr. Zhou Qijin and Mr. To Yan Ming, Edmond as Independent Non-executive Directors.*



**COURAGE MARINE GROUP LIMITED**

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**PROPOSED CONVERSION OF LISTING STATUS ON THE SINGAPORE EXCHANGE  
SECURITIES TRADING LIMITED  
DESPATCH OF CIRCULAR AND THE NOTICE OF SPECIAL GENERAL MEETING**

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References are made to (i) the announcement (“**Announcement**”) of Courage Marine Group Limited (the “**Company**”) dated 2 August 2016 in relation to the in-principle approval from Singapore Exchange Securities Trading Limited (“**SGX-ST**”) for the proposed conversion of the Company’s listing status from a primary listing to a secondary listing on the Main Board of the SGX-ST (“**Conversion**”), while maintaining its primary listing status on The Stock Exchange of Hong Kong Limited (“**SEHK**”) and (ii) the circular of the Company to be dated 11 November 2016 (the “**Circular**”) in relation to, among other things, the Conversion.

Unless otherwise defined herein, all capitalised terms used herein shall have the same meanings as those defined in the Circular .

**DESPATCH OF CIRCULAR AND THE NOTICE OF SPECIAL GENERAL MEETING**

The Circular containing, among other things, further details on the Conversion and the amendments to the Bye-laws and the Notice of SGM for the purpose of seeking Shareholders’ approval on the Conversion and the Proposed Amendments to the Bye-laws will be despatched to the Shareholders on 11 November 2016.

Shareholders who do not receive the Circular within seven days from the date of this announcement should contact the Company’s Singapore share transfer agent or the Hong Kong branch share registrar and transfer office at the following addresses:

**Singapore**

Boardroom Corporate & Advisory Services Pte. Ltd.  
50 Raffles Place  
#32-01 Singapore Land Tower  
Singapore 048623

## **Hong Kong**

Tricor Investor Services Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong

Copies of the Circular and the Notice of SGM are available on the website of the Company, the SGX-ST and the SEHK.

### **IMPORTANT DATES AND TIMES**

Shareholders should note the following important dates and times in respect of the SGM:

Last date and time for lodgment of Proxy Form	:	10 December 2016 at 10:00 a.m.
Date and time of the SGM	:	12 December 2016 at 10:00 a.m.
Place of the SGM	:	Suntec Singapore International Convention & Exhibition Centre, Meeting Rooms 300-301, Level 3 1 Raffles Boulevard, Suntec City, Singapore 039593

By Order of the Board

Sue Ka Lok  
Chairman  
10 November 2016

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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

If you have sold or transferred all your shares in the capital of Courage Marine Group Limited (the "Company"), please forward this Circular (as defined herein) with the Notice of SGM (as defined herein) and the accompanying Proxy Form (as defined herein) immediately to the purchaser or the transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

If you have sold or transferred all your shares represented by physical share certificate(s), you should forward this Circular with the Notice of SGM and the accompanying Proxy Form immediately to the purchaser or the transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

The SGX-ST (as defined herein) assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.

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**COURAGE MARINE GROUP LIMITED**  
**勇利航業集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Hong Kong Stock Code: 1145)**

**(Singapore Stock Code: ATL.SI)**

**CIRCULAR TO SHAREHOLDERS**  
**IN RELATION TO**

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

**IMPORTANT DATES AND TIMES**

Last date and time for lodgment of Proxy Form	:	10 December 2016 at 10:00 a.m.
Date and time of Special General Meeting	:	12 December 2016 at 10:00 a.m.
Place of Special General Meeting	:	Suntec Singapore International Convention & Exhibition Centre, Meeting Rooms 300-301, Level 3, 1 Raffles Boulevard, Suntec City, Singapore 039593

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## DEFINITIONS

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*For the purpose of this Circular, the following definitions apply throughout unless the context otherwise requires or otherwise stated:*

“Bermuda Companies Act”	:	the Companies Act 1981 of Bermuda, as amended from time to time
“Board” or “Directors”	:	the directors of the Company as at the date of this Circular
“Bye-laws”	:	the bye-laws of the Company, as may be amended, varied or supplemented from time to time
“CCASS”	:	the Central Clearing and Settlement System established and operated by HKSCC
“CDP”	:	the Central Depository (Pte) Limited or its nominee(s), as the case may be
“Circular”	:	this circular to Shareholders dated 11 November 2016
“Company”	:	Courage Marine Group Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the SGX-ST and the Main Board of the SEHK
“Depositor Proxy Form”	:	has the meaning ascribed to it in Section 8 of this Circular
“Designated Stock Exchange”	:	the SGX-ST for so long as the Shares are listed and quoted on the SGX-ST, the SEHK for so long as the Shares are listed on the SEHK, and/or such other stock exchange in respect of which the Shares are listed or quoted
“Group”	:	the Company and its subsidiaries
“HK Companies Ordinance”	:	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as may be amended, varied or supplemented from time to time
“HK Listing Rules”	:	the Rules Governing the Listing of Securities on the SEHK, as may be amended, varied or supplemented from time to time
“HK Proxy Form”	:	has the meaning ascribed to it in Section 8 of this Circular
“HK Takeovers Code”	:	The Hong Kong Code on Takeovers and Mergers and Share Buy-backs, as may be amended, varied or supplemented from time to time

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## DEFINITIONS

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“HKSCC”	:	The Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominee”	:	HKSCC Nominees Limited
“Hong Kong”	:	the Hong Kong Special Administrative Region of the PRC
“In-Principle Approval”	:	has the meaning ascribed to it in Section 3.1 of this Circular
“Latest Practicable Date”	:	31 October 2016, being the latest practicable date prior to the printing of this Circular
“Listing Manual”	:	the listing manual of the SGX-ST, as may be amended, varied or supplemented from time to time
“Notice of SGM”	:	the notice of the SGM as set out on pages 23 to 25 of this Circular
“Ordinary Resolution”	:	the ordinary resolution for the approval of the Proposed Conversion by the Shareholders, as set out in the Notice of SGM on pages 23 to 25 of this Circular
“PRC”	:	the People’s Republic of China, which for the purpose of this Circular, shall exclude Hong Kong, The Macau Special Administrative Region of the PRC and Taiwan
“Proposed Amendments”	:	the proposed amendments to the Bye-laws as set out in Appendix B by way of adoption of a new set of Bye-laws as set out in Appendix C following the completion of the Proposed Conversion
“Proposed Conversion”	:	the proposed conversion of the Company’s listing status from a primary listing to a secondary listing on the Main Board of the SGX-ST
“Proxy Form”	:	the Singapore Proxy Form, Depositor Proxy Form and/or HK Proxy Form, as the case may be, despatched with this Circular
“Relevant Laws”	:	The Bermuda Companies Act and any other relevant rule, law, regulation or guidelines enacted, promulgated or issued by any relevant competent authority (including the Designated Stock Exchange (if applicable)) from time to time

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## DEFINITIONS

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“SEHK”	:	The Stock Exchange of Hong Kong Limited
“SFA”	:	the Securities and Futures Act, Chapter 289 of Singapore, as may be amended, varied or supplemented from time to time
“SFC”	:	Securities and Futures Commission of Hong Kong
“SFO”	:	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	:	the special general meeting of the Company to be held on Monday, 12 December 2016, the notice of which is set out on pages 23 to 25 of this Circular
“SGX-ST” or “Exchange”	:	the Singapore Exchange Securities Trading Limited
“Shareholders”	:	registered holders of Share(s) in the Register of Members of the Company and the term “ <b>Shareholder</b> ” shall be construed accordingly
“Shares”	:	the ordinary shares in the share capital of the Company, and the term “ <b>Share</b> ” shall be construed accordingly
“Singapore Companies Act”	:	the Companies Act, Chapter 50 of Singapore, as may be amended, varied or supplemented from time to time
“Singapore Proxy Form”	:	has the meaning ascribed to it in Section 8 of this Circular
“Singapore Take-over Code”	:	The Singapore Code on Take-overs and Mergers, as may be amended, varied or supplemented from time to time
“Special Resolution”	:	the special resolution for the approval of the Proposed Amendments by the Shareholders, as set out in the Notice of SGM on pages 23 to 25 of this Circular
“Substantial Shareholder”	:	a Shareholder who has an interest or interests in the Shares, where the total votes attached to those Shares is not less than 5.0% or more of the total votes attached to all Shares
“%” or “per cent”	:	percentage or per centum

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

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

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## DEFINITIONS

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

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

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

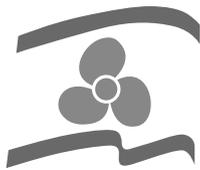
Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

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

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## LETTER TO SHAREHOLDERS

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### **COURAGE MARINE GROUP LIMITED** **勇利航業集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Hong Kong Stock Code: 1145)**

**(Singapore Stock Code: ATL.SI)**

*Executive Directors:*

Mr. Sue Ka Lok (*Chairman*)  
Mr. Lai Ming Wai (*Chief Executive Officer*)  
Ms. Chan Yuk Yee  
Mr. Zhou Jifeng

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Independent Non-Executive Directors:*

Mr. Ngiam Zee Moey  
Mr. Zhou Qijin  
Mr. To Yan Ming, Edmond

*Principal place of business in Hong Kong:*

Suite 1510  
15th Floor, Great Eagle Centre  
23 Harbour Road, Wanchai  
Hong Kong

11 November 2016

*To: Shareholders of Courage Marine Group Limited*

Dear Sir/Madam

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

#### **1. INTRODUCTION**

- 1.1 The Board proposes to convene the SGM on Monday, 12 December 2016 to seek Shareholders' approval for the following matters:
- (a) the Ordinary Resolution pertaining to the Proposed Conversion; and
  - (b) subject to the approval of the Proposed Conversion by the Shareholders in paragraph (a) above, the Special Resolution pertaining to the Proposed Amendments.

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## LETTER TO SHAREHOLDERS

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- 1.2 The purpose of this Circular is to provide Shareholders with information relating to, and to explain the rationale for, the abovementioned matters, as well as the implications of the Proposed Conversion, and to seek Shareholders' approval for the resolutions to be proposed at the SGM, as set out in the Notice of SGM.
- 1.3 The SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions expressed in this Circular.

## 2. PROPOSED CONVERSION

### 2.1 Listing of the Company

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

### 2.2 Rationale

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

#### (a) *Compliance Costs*

Due to the Company's dual primary listing on the SGX-ST and SEHK, the Company is required to comply with the listing rules of both exchanges. Where there is any conflict between the Listing Manual and the HK Listing Rules, the Company is required to comply with the stricter of the rules of the exchanges. Considerable financial and human resources have to be devoted for such compliance.

The Proposed Conversion will result in the Company having to comply mainly with the HK Listing Rules, save for certain requirements under the Listing Manual generally applicable to corporations with a secondary listing status on the SGX-ST or such requirements that the SGX-ST may impose in connection with the Proposed Conversion. The Proposed Conversion will enable the Company to substantially reduce its legal and compliance costs, as well as free up resources for other critical aspects of its business, growth and operations.

#### (b) *Shareholders Profile*

The Company has an issued share capital comprising 127,058,928 Shares. As at the Latest Practicable Date, the bulk of the Shares (i.e. approximately 89.97%) is registered under the Company's share register in Hong Kong for trading on the SEHK, and the balance 10.03% under the Company's share register in Singapore for trading on the SGX-ST.

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## LETTER TO SHAREHOLDERS

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The Proposed Conversion would help reflect the geographic profile of the holdings of the Shares.

**(c) Trading Volume**

For the last three financial years, the total and average daily trading volumes of the Shares on the SGX-ST have been consistently and significantly lower than the trading of the Shares on the SEHK. The Company has also observed that share prices of the Company are also generally higher, with more active trading on the SEHK.

The respective total and average daily trading volumes of the Shares on the SGX-ST and the SEHK between 2013 and 2015 are set out in the table below.

		<b>SGX-ST</b>	<b>SEHK</b>
Total Trading Volume	2015	5,581,600	86,539,900
	2014	1,999,000	49,348,900
	2013	4,971,700	77,739,100
Average Daily Trading Volume <sup>(Note)</sup>	2015	22,149	354,672
	2014	7,933	202,250
	2013	19,729	318,603

*Note:*

*For illustration purpose, this is computed based on the number of working days per year and it is assumed that Singapore has 252 working days per year and Hong Kong has 244 working days per year (due to differences in public holidays, but excluding occurrences of typhoon).*

**(d) Business Profile**

The Company's principal place of business is currently located in Hong Kong, and its business activities originate mainly from Hong Kong and the PRC.

The Proposed Conversion would help reflect the geographical business profile of the Company.

**(e) No Adverse Effect on Shareholders**

Shareholders registered on the register of members in Singapore would not be adversely affected by the Proposed Conversion and the Proposed Conversion would also not affect the rights of the Shareholders holding Shares in Singapore or Hong Kong. The ability of Shareholders to trade shares on the SGX-ST would not be in any way affected and Shareholders will not be prejudiced by the Proposed Conversion as the Company will still be required to comply with the HK Listing Rules.

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## LETTER TO SHAREHOLDERS

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The Proposed Conversion is expected to streamline the Company's compliance obligations, create efficiencies in resources, allow the Company greater flexibility in its activities, and better reflect the Shareholder profile and geographic business profile of the Company, without any adverse effect on Shareholders.

### 3. IMPLICATIONS FOR THE COMPANY

#### 3.1 Implications under the Listing Manual

The Company made an application to the SGX-ST to seek an in-principle approval to proceed with the Proposed Conversion on 20 May 2016. On 2 August 2016, the SGX-ST replied that it had no objection to the Proposed Conversion subject to the following conditions:

- (a) Shareholders' approval at the SGM on the Proposed Conversion;
- (b) Compliance with the SGX-ST's listing requirements and other such requirements that the SGX-ST may impose from time to time;
- (c) The Company maintaining its primary listing on the SEHK;
- (d) Submission of a written undertaking from the Company that it will provide arrangements such as video conference for Singapore Shareholders to attend, speak and vote at shareholders' meetings;
- (e) Submission of a written undertaking from the Company that in the event the Company is delisted from the Official List of the SGX-ST within three (3) years of the Proposed Conversion:
  - (i) the Company would offer a reasonable exit alternative, which should normally be in cash, to the (1) Shareholders and (2) holders of any other classes of the listed securities to be delisted; and
  - (ii) the Company should normally appoint an independent financial adviser to advise on the exit offer;
- (f) Proper disclosure in the shareholders' circular that the requirement for a reasonable exit offer to be provided to the Shareholders and holders of any other classes of the listed securities is not applicable should the Company decide to delist after three years of the Proposed Conversion;
- (g) Submission of a written undertaking from the Company that it would comply with the following as set out in Rule 217 of the Listing Manual:
  - (i) to release all information and documents in English to the SGX-ST via SGXNET at the same time as they are released to the SEHK;

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## LETTER TO SHAREHOLDERS

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- (ii) to inform the SGX-ST of any issue of additional securities in a class already listed on the SGX-ST and the decision of the SEHK; and
  - (iii) to comply with such other listing rules as may be applied by the SGX-ST from time to time;
- (h) Submission of a written undertaking from the Company that it would comply with the following as set out in Rule 751 of the Listing Manual:
- (i) maintain its primary listing on the SEHK;
  - (ii) be subject to all the applicable HK Listing Rules (unless a waiver has been obtained for any non-compliance); and
  - (iii) provide an annual certification in the form prescribed at Appendix 7.6 that it has complied with the applicable continuing listing obligations in the Listing Manual;
- (i) Submission of a written undertaking from the Company that an announcement via SGXNET will be made as soon as there is any change in the law of its country of incorporation, which may affect or change Shareholders' rights or obligations over its securities, including:
- (i) the right to attend, speak, vote at Shareholders' meetings and the right to appoint proxies;
  - (ii) the right to receive rights offering and any other entitlements;
  - (iii) withholding taxes on its securities;
  - (iv) stamp duties on its securities; and
  - (v) obligations to file documents or make declarations in respect of its securities;
- (j) Submission of a written undertaking from the Company that in the event of a need for a trading halt in the Shares, the Company would request for a trading halt on all exchanges at the same time; and
- (k) Submission of an undertaking in the form set out in Appendix 2.3.2 of the Listing Manual,

collectively, the **"In-Principle Approval"**.

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

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## LETTER TO SHAREHOLDERS

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As at the date of this Circular, the Company has provided the SGX-ST with the written undertakings referred to above.

### **3.2 Implications under the Singapore Take-over Code**

The Singapore Take-over Code will cease to apply to the Company after the completion of the Proposed Conversion and the adoption of the amended Bye-laws (which incorporates the Proposed Amendments) as the Singapore Take-over Code applies to corporations with a primary listing in Singapore and the Company would cease to have such primary listing in Singapore. The Company will continue to be regulated by the HK Takeovers Code.

Where the Singapore Take-over Code ceases to apply to the Company, the Company may become more attractive for potential offeror(s), as they will only be required to comply with the HK Takeovers Code. There is also no prejudice to Shareholders as they will continue to have their rights protected under the HK Takeovers Code.

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

Part VII of the SFA which provides for, *inter alia*, disclosure of interests in the shares of a corporation by its directors, chief executive officer and substantial shareholders, and the corporation's obligation to announce such notifications received will cease to apply in respect of the Company after completion of the Proposed Conversion and adoption of the amended Bye-laws (which incorporates the Proposed Amendments) pursuant to Section 130(2) of the SFA because the Company is incorporated out of Singapore and will cease to have a primary listing in Singapore.

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

## **4. IMPLICATIONS FOR THE SHAREHOLDERS**

### **4.1 Compliance with the HK Listing Rules**

The Company notes that upon the completion of the Proposed Conversion, it will only be subject to the HK Listing Rules and the Company will not be required to comply with the Listing Manual save for Rules 217 and 751 of the Listing Manual (requirements of which are set out in Sections 3.1(g) and (h) of this Circular respectively), Rule 210(1)(b)(i), which, *inter alia*, requires the Company to have at least 500 shareholders worldwide, Rule 220, which requires the Company's periodic financial reports to be reconciled to the Singapore Financial Reporting Standards, International Financial Reporting Standards or US Generally Accepted Accounting Principles, and Part XII of Chapter 8 of the Listing Manual in relation to procedures for additional listing applications of Shares of the Company, and any other listing rules of the Listing Manual as may be applied by the SGX-ST from time to time.

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

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## LETTER TO SHAREHOLDERS

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### 4.2 Non-applicability of the Singapore Take-over Code

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

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

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

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

### 4.4 Rights of Shareholders following the completion of the Proposed Conversion

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

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

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

- (a) the Company would offer a reasonable exit alternative, which should normally be in cash, to the (1) Shareholders and (2) holders of any other classes of the listed securities to be delisted; and
- (b) the Company should normally appoint an independent financial adviser to advise on the exit offer.

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

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## LETTER TO SHAREHOLDERS

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

### 5. THE PROPOSED AMENDMENTS TO THE BYE-LAWS

#### 5.1 Introduction

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

Following completion of the Proposed Conversion, the Company will not be required to comply with the Listing Manual (including Appendix 2.2 thereto) save for Rules 217 and 751 of the Listing Manual (requirements of which are set out in Sections 3.1(g) and (h) of this Circular respectively), Rule 210(1)(b)(i), which, *inter alia*, requires the Company to have at least 500 shareholders worldwide, Rule 220, which requires the Company's periodic financial reports to be reconciled to the Singapore Financial Reporting Standards, International Financial Reporting Standards or US Generally Accepted Accounting Principles, and Part XII of Chapter 8 of the Listing Manual in relation to procedures for additional listing applications of Shares of the Company, and any other listing rules of the Listing Manual as may be applied by the SGX-ST from time to time. As such, the amended Bye-laws will not comply with Appendix 2.2 of the Listing Manual but will continue to comply with the requirements under Appendix 3 and Section 1 of Part A of Appendix 13 to the HK Listing Rules pertaining to bye-laws of companies incorporated in Bermuda and with a primary listing on the SEHK.

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

- (a) that the provisions under the Singapore Companies Act and/or the SFA regarding substantial shareholding notifications and disclosure by the directors and the chief executive officer of the Company of their interests in the Shares will no longer apply in respect of Shares in the Company after completion of the Proposed Conversion;
- (b) that the Singapore Take-over Code and Section 215 of the Singapore Companies Act will no longer apply in respect of the Company after completion of the Proposed Conversion;
- (c) an update to the par value of the Shares to reflect the existing par value of US\$0.18 each following the share consolidation exercise undertaken by the Company in 2015; and
- (d) certain amendments made to the Bermuda Companies Act, the Singapore Companies Act and the SFA.

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## LETTER TO SHAREHOLDERS

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### 5.2 Summary of the Proposed Amendments

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

The following is a summary of the key Proposed Amendments to the Bye-laws:

**(a) Bye-law 3(1)**

The Company proposes to update the par value of its Shares as set out in the Bye-laws to reflect the existing par value of US\$0.18 of each Share following the share consolidation exercise undertaken by the Company in 2015.

**(b) Bye-law 3(2)**

The existing Bye-law 3(2) relates to the right of the Company to purchase its own Shares and sets out the requirement for prior approval of Shareholders in general meeting for such purchase by the Company, which reflects the requirements of the Listing Manual. The Company proposes to amend the Bye-law to remove such requirement for prior approval of Shareholders in general meeting to reflect compliance only with the Bermuda Companies Act and the HK Listing Rules.

**(c) Bye-laws 9(1) and 9(3)**

The existing Bye-laws 9(1) and 9(3) relate to the total issuable number of preference shares, the rights attached to such shares and the Company's power to issue further preference capital ranking equally with, or in priority to preference shares already issued. The Company proposes to delete Bye-laws 9(1) and 9(3) in their entirety to reflect compliance with only the Bermuda Companies Act and the HK Listing Rules. The existing Bye-law 9(2) will remain and be re-numbered as Bye-law 9.

**(d) Bye-law 12**

The existing Bye-laws 12(1)(a) to (c) and 12(2) were included solely for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought listing of its shares on the SGX-ST. The Company proposes to delete Bye-laws 12(1)(a) to (c) and 12(2) to reflect compliance only with the Bermuda Companies Act and the HK Listing Rules. The existing Bye-law 12(3) was included to take into account the general mandate to issue shares

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## LETTER TO SHAREHOLDERS

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permitted under the Listing Manual. Upon the Proposed Conversion, this provision is no longer required. Accordingly, the Company proposes to delete Bye-law 12(3). The existing Bye-laws 12(4) and 12(5) will remain and be re-numbered as Bye-laws 12(2) and 12(3).

**(e) Bye-law 16**

The existing Bye-law 16 relates to, *inter alia*, the issue of share certificates. The Company proposes to replace the existing Bye-law 16 with provisions common in Bermuda companies listed on the SEHK, in compliance with the HK Listing Rules.

**(f) Bye-law 18(2)**

The existing Bye-law 18 relates to the fee payable by Shareholders for the issuance of such certificates, as well as the cancellation of share certificates and the issuance of new certificates upon every transfer of Shares, and sets out that such fee shall not exceed S\$2 (or the equivalent in Hong Kong dollars). The limit to the said fees was included in the Bye-laws solely for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought listing of its Shares on the SGX-ST. The said limit is not required by Bermuda law to be included in the Bye-laws, and the Company proposes to amend Bye-law 18(2) by removing reference to the said limit to reflect compliance with only the HK Listing Rules and Bermuda law.

**(g) Bye-law 21**

The existing Bye-law 21 relates to fees payable by Shareholders upon the replacement of share certificates, and sets out that such fee shall not exceed S\$2 (or the equivalent in Hong Kong dollars). The limit to the said fees was included in the Bye-laws solely for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought listing of its Shares on the SGX-ST. The said limit is not required by Bermuda law to be included in the Bye-laws, and the Company proposes to amend Bye-law 21 by removing reference to the said limit to reflect compliance with only the HK Listing Rules and Bermuda law.

**(h) Bye-law 22**

The existing Bye-law 22 relates to, *inter alia*, the scope of the Company's lien on shares which are not fully paid up. For purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought listing of its Shares on the SGX-ST, the Bye-laws set out that such lien by the Company was to be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid and to such amounts as the Company may be called upon by law to pay in respect of Shares of a Shareholder or deceased Shareholder. The said restriction is not required by Bermuda law to be included in the Bye-laws, and the Company proposes to amend the Bye-law by removing reference to the said restriction to reflect compliance with only the Bermuda Companies Act and the HK Listing Rules.

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## LETTER TO SHAREHOLDERS

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**(i) *Bye-law 24***

The existing Bye-law 24 relates to, *inter alia*, the application of the net proceeds of the sale shares on which the Company has a lien. The Company proposes to amend Bye-law 24 to, *inter alia*, remove reference to such net proceeds being payable to the executors, administrators or assignees of a person entitled to such shares at the time of the sale or as directed by him/her (which had been included for purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought listing of its Shares on the SGX-ST), so as to reflect compliance with only the Bermuda Companies Act and the HK Listing Rules.

**(j) *Bye-law 33***

The existing Bye-law 33 relates to capital paid on shares in advance of calls not being conferred a right to participate in profits. The Company proposes to amend Bye-law 33 to remove such restriction in compliance with only the Bermuda Companies Act and the HK Listing Rules.

**(k) *Bye-law 48(1)***

The existing Bye-law 48(1) relates to the circumstances in which the Board has discretion to refuse to register a transfer of shares, including that the Company shall not be bound to register more than four (4) persons as joint holders of a share except in the case of executors, administrators or trustees of the estate of a deceased shareholder. The Company proposes to amend Bye-law 48(1) to reflect compliance with only the HK Listing Rules and Bermuda law by removing the exception.

**(l) *Bye-law 49(a)***

The existing Bye-law 49(a) provides for the fee payable upon a transfer of securities and sets out that such fee shall not exceed S\$2 (or the equivalent in Hong Kong dollars). The limit to the said fees was included in the Bye-laws solely for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought listing of its Shares on the SGX-ST. The said limit is not required by Bermuda law to be included in the Bye-laws, and the Company proposes to amend Bye-law 49(a) by removing reference to the said limit to reflect compliance with only the HK Listing Rules and Bermuda law.

**(m) *Bye-law 55***

The existing Bye-law 55 relates to the convening of the annual general meeting of the Company. The Company is proposing to amend Bye-law 55 to remove the requirement for the interval between the close of the Company's financial year and the date of the annual general meeting to be no longer than four (4) months. The Company will continue to conduct the annual general meeting of the Company in accordance with the requirements of the HK Listing Rules and Bermuda law, which require the Company to hold its annual general meeting no later than 6 months after the close of the Company's financial year.

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## LETTER TO SHAREHOLDERS

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**(n) Bye-law 58**

It is proposed that Bye-law 58 be amended to reflect compliance with only the HK Listing Rules and Bermuda law by removing, *inter alia*, the requirement for the Company to place a notice of any general meeting by advertisement in an English daily newspaper in Singapore and in writing to the SGX-ST. The Company will no longer be required to place a notice of any general meeting by advertisement in an English daily newspaper in Singapore and in writing to the SGX-ST, but will continue to make the announcement of any notice of general meeting on the website of the SGX-ST. The existing Bye-law 58 also requires notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days to call a special general meeting at which the passing of a special resolution is to be considered. This will be amended to the effect that all special general meetings shall be called by notice of not less than fourteen (14) clear days and not less than ten (10) clear business days, in compliance with only the HK Listing Rules and Bermuda law.

**(o) Bye-law 87**

The existing Bye-law 87 relates to the eligibility for election of a director. The process for the eligibility of a person to be elected as a director has been streamlined such that there will no longer be a requirement for, *inter alia*, a Shareholder to propose a person to be elected as director in writing 11 clear days before the meeting. The proposed amendment is to streamline the process of the election of directors to reflect the requirements of the HK Listing Rules.

**(p) Bye-law 88**

The existing Bye-law 88 relates to the disqualification of a director from acting as a director in any jurisdiction for reasons other than on technical grounds. The Company proposes to amend Bye-law 88 to remove this event and reflect compliance with only the Bermuda Companies Act and the HK Listing Rules.

**(q) Bye-law 89**

The existing Bye-law 89 relates to the appointment of a managing director. The Company proposes to amend Bye-law 89 to remove the restriction on the term of the appointment of the managing director, and to delete the statement that the managing director is subject to the control of the Board, to reflect compliance with only the requirements of the Bermuda Companies Act and the HK Listing Rules.

**(r) Bye-law 91**

Bye-law 91 relates to the appointment of alternate directors. The Company proposes to amend Bye-law 91 to reflect compliance with only the requirements of the Bermuda Companies Act and the HK Listing Rules by providing that an alternate director may be a director in his own right and be able to act as alternate to more than one director.

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## LETTER TO SHAREHOLDERS

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(s) ***Bye-law 95***

The existing Bye-law 95 relates to the remuneration of directors and provides that fees payable to directors shall not be increased except at a general meeting convened by notice. This requirement for any increase in the remuneration of directors was included in the Bye-laws solely for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought listing of its Shares on the SGX-ST. The said requirement is not required by Bermuda law to be included in the Bye-laws, and the Company proposes to amend this Bye-law by removing reference to the said requirement to reflect compliance with only Bermuda Companies Act and the HK Listing Rules.

(t) ***Bye-law 97(2)***

The existing Bye-law 97(2) relates to the remuneration of non-executive directors and mandates that such remuneration shall not be payable by commission on or a percentage of the profits or turnover of the Company. The Company proposes to remove this Bye-law to reflect compliance with only the Bermuda Companies Act and the HK Listing Rules.

(u) ***Bye-law 102***

The existing Bye-law 102 relates to a prohibition on directors from voting on resolutions involving any contract or arrangement in which he/she is considered to have a material interest. The Company proposes to amend this Bye-law by inserting circumstances under which the said prohibition will not apply, to reflect provisions common in Bermuda companies listed on the SEHK for compliance with only the Bermuda Companies Act and the HK Listing Rules.

(v) ***Bye-law 113***

The existing Bye-law 113 relates to the determination of questions arising at any board meeting. In order to reflect compliance with only the Bermuda Companies Act and the HK Listing Rules, the Company proposes to amend this Bye-law to remove the restriction that the chairman of the meeting shall not have a casting vote in the event that there are only two directors present or competent to vote on the issue.

(w) ***Bye-law 167***

The existing Bye-law 167 relates to the disclosure by Directors and Substantial Shareholders of their shareholding interest in the Company and any change of such interest. The Company proposes to delete Bye-law 167 in its entirety because Part VII of the SFA which provides for, *inter alia*, disclosure of interests in the shares of a corporation by its directors, chief executive officer and substantial shareholders, and the corporation's obligation to announce such notifications received does not apply to foreign corporations with a secondary listing on the SGX-ST.

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## LETTER TO SHAREHOLDERS

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(x) *Bye-law 168*

The existing Bye-law 168 relates to compliance with specified provisions under the SFA, the Singapore Companies Act and the Singapore Take-over Code in relation to all take-over offers for the Company. The existing Bye-law 168 was incorporated into the Bye-laws at the Company's point of listing on the SGX-ST as the previous version of the Singapore Take-over Code only applied to Singapore-incorporated companies. The Singapore Take-over Code was subsequently amended to extend its application to foreign corporations with a primary listing of their equity securities in Singapore. The Company proposes to delete Bye-law 168 in its entirety as the Singapore Take-over Code will not apply to the Company upon completion of the Proposed Conversion.

### 5.3 Shareholders' Approval

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

## 6. INTERESTS OF THE DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of the Directors and Substantial Shareholders in the issued share capital of the Company as at the Latest Practicable Date are set out in the table below:

	Direct Interest	Deemed Interest	Total	Percentage of the Company's issued share capital
<b>Directors</b>				
Mr. Sue Ka Lok	–	–	–	–
Mr. Lai Ming Wai	–	–	–	–
Ms. Chan Yuk Yee	–	–	–	–
Mr. Zhou Jifeng	–	–	–	–
Mr. Ngiam Zee Moey	–	–	–	–
Mr. Zhou Qijin	–	–	–	–
Mr. To Yan Ming, Edmond	–	–	–	–
<b>Substantial Shareholders</b>				
Success United Development Limited ("Success United") <sup>(1)</sup>	29,090,022	–	29,090,022	22.89%
Brilliant Epic Asia Limited ("Brilliant Epic") <sup>(1)</sup>	–	29,090,022	29,090,022	22.89%
Mr. Suen Cho Hung, Paul ("Mr. Suen") <sup>(1)</sup>	–	29,090,022	29,090,022	22.89%
Zhou Xunlan	8,595,200	–	8,595,200	6.76%

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## LETTER TO SHAREHOLDERS

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*Note:*

- (1) Success United is wholly owned by Brilliant Epic, which is in turn wholly owned by Mr. Suen. Accordingly, Mr. Suen and Brilliant Epic are deemed to be interested in 29,090,022 Shares under the SFO.

To the best knowledge of the Directors, other than through their respective shareholdings in the Company, none of the Directors and Substantial Shareholders of the Company has any interest, direct or indirect, in the Proposed Conversion and Proposed Amendments.

### **7. SPECIAL GENERAL MEETING**

The SGM, notice of which is set out on pages 23 to 25 of this Circular, will be held at Suntec Singapore International Convention & Exhibition Centre, Meeting Rooms 300-301, Level 3, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Monday, 12 December 2016, at 10:00 a.m., for the purposes of considering and, if thought fit, passing with or without any modifications, the Ordinary Resolution to approve the Proposed Conversion and Special Resolution to approve the Proposed Amendments.

Pursuant to the Bye-laws, the vote of Shareholders at a general meeting must be taken by poll.

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

#### **Singapore**

If a Shareholder is unable to attend the SGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the accompanying Singapore proxy form ("Singapore Proxy Form") in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the office of the Company's Singapore share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than forty-eight (48) hours before the time fixed for the SGM. The completion and return of the Singapore Proxy Form by a Shareholder will not prevent him from attending and voting at the SGM in person if he so wishes, and in such event the Singapore Proxy Form submitted bearing his name shall be deemed to be revoked. Please note that this paragraph is only applicable to Shareholders who do not hold Shares through an account with CDP (i.e. who hold Shares in scrip).

Under the Bermuda Companies Act, only a person who agrees to become a shareholder of a Bermuda Company and whose name is entered in the register of members of such a Bermuda company is considered a member with rights to attend and vote at general meetings of such company.

Accordingly, under Bermuda law, a Depositor holding Shares through the CDP would not be recognised as a shareholder of the Company, and would not have the right to attend and vote at general meetings convened by the Company. In the event that a Depositor wishes to attend and vote at the SGM, the Depositor would have to do so through CDP appointing him as a proxy, pursuant to the Bye-laws and the Bermuda Companies Act.

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## LETTER TO SHAREHOLDERS

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Pursuant to Bye-law 77 of the Bye-laws, unless the CDP specifies otherwise in a written notice to the Company, the CDP shall be deemed to have appointed the Depositors who are individuals and whose names are shown in the records of the CDP as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting supplied by the CDP to the Company as the CDP's proxies to vote on behalf of the CDP at a general meeting of the Company. Notwithstanding any other provisions in the Bye-laws, the appointment of proxies by virtue of Bye-law 77 shall not require an instrument of proxy or the lodgement of any instrument of proxy.

Accordingly, Depositors (other than Depositors which are corporations) whose names are listed in the Depository Register as at forty-eight (48) hours before the time of the SGM may attend and vote as CDP's proxies at the SGM without having to complete or return any form of proxy. A Depositor which is a corporation and who wishes to attend and vote at the SGM must complete and return the accompanying Depositor proxy form ("Depositor Proxy Form"), for the nomination of person(s) to attend and vote at the SGM on its behalf as CDP's proxy, in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the office of the Company's Singapore share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not less than forty-eight (48) hours before the time fixed for the SGM.

If an individual Depositor is unable to attend the SGM personally and wishes to appoint nominee(s) to attend the meeting and vote on his behalf, he must complete, sign and return the accompanying Depositor Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the office of the Company's Singapore share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than forty-eight (48) hours before the time fixed for the SGM.

The completion and return of the Depositor Proxy Form by a Depositor (who is an individual) will not prevent him from attending and voting in person at the SGM as a proxy of CDP if he subsequently wishes to do so, and in which event the Depositor Proxy Form submitted bearing his name shall be deemed to be revoked.

### **Hong Kong**

Shareholders (whether or not able to attend the SGM) are requested to complete and return the Hong Kong proxy form ("HK Proxy Form") in accordance with the instructions printed thereon and deposit with the Hong Kong branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than forty-eight (48) hours before the time appointed for the holding of the SGM or any adjourned meeting thereof (as the case may be). Completion and return of the HK Proxy Form will not preclude Shareholders from attending and voting in person at the SGM or any adjourned meeting thereof (as the case may be) should they elect to do so. In such event, the relevant HK Proxy Form will be deemed to be revoked. Please note that this paragraph is only applicable to Shareholders whose Shares are registered in the branch register of shareholders in Hong Kong.

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## LETTER TO SHAREHOLDERS

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The resolutions proposed to be approved at the SGM will be taken by poll and an announcement on the outcome of the SGM will be made by the Company following the SGM.

### 9. DIRECTORS' RECOMMENDATIONS

#### 9.1 Proposed Conversion

After having considered the rationale and benefits of the Proposed Conversion, the Board is of the opinion that the Proposed Conversion is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the Ordinary Resolution relating to the Proposed Conversion as set out in the Notice of SGM.

#### 9.2 Proposed Amendments

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

### 10. DIRECTORS' RESPONSIBILITY STATEMENT

#### **In compliance with paragraph 2, Part B of Appendix 1 to the HK Listing Rules**

This Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the HK Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Circular misleading.

#### **In compliance with the Listing Manual**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Conversion and the Proposed Amendments, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

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## LETTER TO SHAREHOLDERS

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### 11. DOCUMENTS AVAILABLE FOR INSPECTION

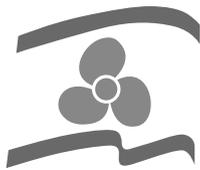
Copies of the Memorandum of Association and Bye-laws and the annual report of the Company for the financial year ended 31 December 2015 may be inspected at the Company's principal place of business in Hong Kong at Suite 1510, 15th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong and at the office of the Company's Singapore share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, during normal business hours from the date hereof up to and including the date of the SGM.

Yours faithfully  
For and on behalf of the Board of Directors of  
**Courage Marine Group Limited**  
**Sue Ka Lok**  
*Chairman*

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## NOTICE OF SPECIAL GENERAL MEETING

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### **COURAGE MARINE GROUP LIMITED** **勇利航業集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Hong Kong Stock Code: 1145)**

**(Singapore Stock Code: ATL.SI)**

**NOTICE IS HEREBY GIVEN** that the special general meeting (“Special General Meeting”) of Courage Marine Group Limited (the “Company”) will be held at Suntec Singapore International Convention & Exhibition Centre, Meeting Rooms 300-301, Level 3, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Monday, 12 December 2016 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendment(s), the following ordinary and special resolutions.

*Unless otherwise defined, all capitalised terms herein shall have the same meanings as defined in the circular of the Company dated 11 November 2016 issued by the Company to Shareholders (the “Circular”).*

#### **ORDINARY RESOLUTION –**

#### **THE PROPOSED CONVERSION OF THE COMPANY’S LISTING STATUS FROM A PRIMARY LISTING TO A SECONDARY LISTING ON THE MAIN BOARD OF THE SGX-ST**

**“That:**

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

#### **SPECIAL RESOLUTION –**

#### **THE PROPOSED AMENDMENTS TO THE BYE-LAWS IN CONNECTION WITH THE PROPOSED CONVERSION**

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

- (a) the amended Bye-laws as contained in Appendix C of the Circular (which incorporates the Proposed Amendments to the Bye-laws as contained in Appendix B to the Circular) and submitted to this Special General Meeting be approved and adopted as the Bye-laws in substitution for, and to the exclusion of, the existing Bye-laws with effect from the date of completion of the Proposed Conversion; and

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## NOTICE OF SPECIAL GENERAL MEETING

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- (b) any Director be and is hereby authorised to complete and do all such acts and things (including but not limited to executing or amending all such documents as may be required) as he/she may consider expedient, necessary, appropriate or desirable to give effect to this resolution.”

Singapore and Hong Kong, 11 November 2016

By Order of the Board  
**Lee Pih Peng**  
*Company Secretary*

*Notes:*

1. A Singapore Proxy Form (for Singapore Shareholders), a HK Proxy Form (for Hong Kong Shareholders) or a Depositor Proxy Form (for Depositors) is enclosed herewith.
2. A Shareholder who is entitled to attend and vote at the Special General Meeting is entitled to appoint no more than two proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder.
3. A Shareholder in Singapore who wishes to appoint a proxy should complete the Singapore Proxy Form. Thereafter, the Singapore Proxy Form must be lodged at the office of the Company's Singapore share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than forty-eight (48) hours before the time appointed for the Special General Meeting or any adjourned meeting thereof (as the case may be).
4. A Shareholder in Hong Kong who wishes to appoint a proxy should complete the HK Proxy Form. Thereafter, the HK Proxy Form must be lodged at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than forty-eight (48) hours before the time appointed for the Special General Meeting or any adjourned meeting thereof (as the case may be).
5. Subject to paragraph 6 below, pursuant to Bye-law 77 of the Bye-laws, unless the CDP specifies otherwise in a written notice to the Company, CDP shall be deemed to have appointed Depositors who are individuals and whose names are shown in the Depository Register (as defined in Section 81SF of the SFA) as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting supplied by the CDP to the Company as the CDP's proxies to vote on behalf of the CDP at a general meeting of the Company, in respect of such number of shares of the Company set out opposite their respective names in the Depository Register as at the date falling forty-eight (48) hours before the relevant general meeting. Accordingly, a Depositor who wishes to attend and vote in person at the Special General Meeting can do so without having to submit the Depositor Proxy Form, provided that a Depositor who is a corporation and who wishes to attend the Special General Meeting must submit the Depositor Proxy Form for the appointment of person(s) to attend and vote at the Special General Meeting on its behalf.
6. A Depositor whose name appears in the Depository Register and who is unable to attend personally but wishes to appoint a nominee to attend and vote on his/her behalf, or if such Depositor is a corporation, should complete the Depositor Proxy Form and lodge the same at the office of the Company's Singapore share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not later than forty-eight (48) hours before the time appointed for the Special General Meeting or any adjourned meeting thereof (as the case may be).
7. Where a Shareholder appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified.

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## NOTICE OF SPECIAL GENERAL MEETING

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8. The instrument appointing a proxy shall be in writing under the hand of the appointor or by his/her attorney duly authorised in writing. If a Shareholder or Depositor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
9. Completion and return of the Shareholder Proxy Form, the HK Proxy Form or the Depositor Proxy Form will not preclude members from attending and voting in person at the meeting or at any adjournment thereof (as the case may be) should they so wish, and in such event, such proxy form shall be deemed to be revoked.
10. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the Shares shall be accepted to the exclusion of the votes of the other registered holders.

### **Personal data privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Special General Meeting and/or any adjournment thereof, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Special General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Special General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.

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

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

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<b>REPORTING REQUIREMENTS</b>	
<p><b>Chapter 13 of the HK Listing Rules (Continuing obligations)</b></p> <p><b>Part XVIA, SFO</b></p> <p><b>General obligation of disclosure</b></p> <p><i>Rule 13.09 of the HK Listing Rules</i></p> <p>Without prejudice to Rule 13.10, where in the view of the SEHK there is or there is likely to be a false market in an issuer’s securities, the issuer must, as soon as reasonably practicable after consultation with the SEHK, announce the information necessary to avoid a false market in its securities.</p> <p><i>Rule 13.10 of the HK Listing Rules</i></p> <p>Where the SEHK makes enquiries concerning unusual movements in the price or trading volume of an issuer’s listed securities, the possible development of a false market in its securities, or any other matters, the issuer must respond promptly as follows:</p> <p>(1) provide to the SEHK and, if requested by the SEHK, announce, any information relevant to the subject matter(s) of the enquiries which is available to it, so as to inform the market or to clarify the situation; or</p>	<p><b>Chapter 7 of the Listing Manual (Continuing obligations)</b></p> <p><b>Part II Equity Securities – Immediate Announcements</b></p> <p><b>Disclosure of Material Information</b></p> <p><i>Rule 703, Listing Manual</i></p> <p>(1) An issuer must announce any information known to the issuer concerning it or any of its subsidiaries or associated companies which:–</p> <p>(a) is necessary to avoid the establishment of a false market in the issuer’s securities; or</p> <p>(b) would be likely to materially affect the price or value of its securities.</p> <p>(2) Rule 703(1) does not apply to information which it would be a breach of law to disclose.</p> <p>(3) Rule 703(1) does not apply to particular information while each of the following conditions applies.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>(2) if, and only if, the directors of the issuer, having made such enquiry with respect to the issuer as may be reasonable in the circumstances, are not aware of any matter or development that is or may be relevant to the unusual trading movement of its listed securities, or information necessary to avoid a false market, or any inside information which needs to be disclosed under the Inside Information Provisions, and if requested by the SEHK, make an announcement containing a statement to that effect.</p> <p><b>Part XIVA of the SFO</b></p> <p>Section 307B of the SFO: –</p> <p>(1) A listed corporation must, as soon as reasonably practicable after any inside information has come to its knowledge, disclose the information to the public.</p> <p>(2) For the purposes of subsection (1), inside information has come to the knowledge of a listed corporation if–</p> <p>(a) information has, or ought reasonably to have, come to the knowledge of an officer of the corporation in the course of performing functions as an officer of the corporation; and</p> <p>(b) a reasonable person, acting as an officer of the corporation, would consider that the information is inside information in relation to the corporation.</p>	<p>Condition 1: a reasonable person would not expect the information to be disclosed;</p> <p>Condition 2: the information is confidential; and</p> <p>Condition 3: one or more of the following applies:</p> <p>(a) the information concerns an incomplete proposal or negotiation;</p> <p>(b) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;</p> <p>(c) the information is generated for the internal management purposes of the entity;</p> <p>(d) the information is a trade secret.</p> <p>(4) In complying with the Exchange’s disclosure requirements, an issuer must:</p> <p>(a) observe the Corporate Disclosure Policy set out in Appendix 7.1 of the Manual, and</p> <p>(b) ensure that its directors and executive officers are familiar with the Exchange’s disclosure requirements and Corporate Disclosure Policy.</p> <p>(5) The Exchange will not waive any requirements under this Rule.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>(3) Without limiting subsection (1), a listed corporation fails to disclose the inside information required under that subsection if–</p> <p>(a) the information disclosed is false or misleading as to a material fact, or is false or misleading through the omission of a material fact; and</p> <p>(b) an officer of the corporation knows or ought reasonably to have known that, or is reckless or negligent as to whether, the information disclosed is false or misleading as to a material fact, or is false or misleading through the omission of a material fact.</p> <p>Section 307A(1) of the SFO states that “inside information”, in relation to a listed corporation, means specific information that is about:</p> <p>(1) the corporation;</p> <p>(2) a shareholder or officer of the corporation; or</p> <p>(3) the listed securities of the corporation or their derivatives; and</p> <p>is not generally known to the persons who are accustomed or would be likely to deal in the listed securities of the corporation but would if generally known to them be likely to materially affect the price of the listed securities.</p>	

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p data-bbox="199 321 491 348"><i>Section 307D of the SFO</i></p> <p data-bbox="199 400 788 612">(1) A listed corporation is not required to disclose any inside information under section 307B if and so long as the disclosure is prohibited under, or would constitute a contravention of a restriction imposed by, an enactment or an order of a court.</p> <p data-bbox="199 661 788 761">(2) A listed corporation is not required to disclose any inside information under section 307B if and so long as–</p> <p data-bbox="261 810 788 910">(a) the corporation takes reasonable precautions for preserving the confidentiality of the information;</p> <p data-bbox="261 959 788 1023">(b) the confidentiality of the information is preserved; and</p> <p data-bbox="261 1072 788 1100">(c) one or more of the following applies–</p> <p data-bbox="323 1149 788 1212">(i) the information concerns an incomplete proposal or negotiation;</p> <p data-bbox="323 1261 788 1289">(ii) the information is a trade secret;</p> <p data-bbox="323 1338 788 1774">(iii) the information concerns the provision of liquidity support from the Exchange Fund established by the Exchange Fund Ordinance (Cap 66) or from an institution which performs the functions of a central bank (including such an institution of a place outside Hong Kong) to the corporation or, if the corporation is a member of a group of companies, to any other member of the group;</p>	

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>(iv) the disclosure is waived by the Commission under section 307E(1), and any condition imposed under section 307E(2) in relation to the waiver is complied with.</p> <p><b>Announce information disclosed to other stock exchanges</b></p> <p><i>Rule 13.10B of the HK Listing Rules</i></p> <p>An issuer must announce any information released to any other stock exchange on which its securities are listed at the same time as the information is released to that other exchange.</p> <p><b>SPECIFIC MATTERS RELEVANT TO THE ISSUER'S BUSINESS</b></p> <p><b>(I) Advance to an entity</b></p> <p><i>Rules 13.13 to 13.15A of the HK Listing Rules</i></p> <p>Where the relevant advance to an entity exceeds 8% under the assets ratio defined under Rule 14.07(1), the issuer must announce the information in Rule 13.15 as soon as reasonably practicable. For the avoidance of doubt, an advance to a subsidiary of the issuer will not be regarded as an advance to an entity.</p> <p>Where the relevant advance to an entity increases from that previously disclosed under Rule 13.13, 13.14 or 13.20 and the amount of the increase since the previous disclosure is 3% or more under the assets ratio defined under Rule 14.07(1), the issuer must announce the information in Rule 13.15 as soon as reasonably practicable.</p>	<p><b>Part II Equity Securities – Immediate Announcements</b></p> <p><b>Announcement of Specific Information</b></p> <p><i>Rule 704, Listing Manual</i></p> <p>In addition to Rule 703, an issuer must immediately announce the following:–</p> <p><b>General</b></p> <p>(1) Any change of address of the registered office of the issuer or of any office at which the Register of Members or any other register of securities of the issuer is kept.</p> <p>(2) Any proposed alteration to the Memorandum of Association or Articles of Association or Constitution of the issuer (see Rule 730 which requires issuers to seek the Exchange's approval for any alteration to their Articles or constituent documents).</p> <p>(3) [Deleted]</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>Under Rule 13.13 or 13.14, issuers must announce details of the relevant advance to an entity, including details of the balances, the nature of events or transactions giving rise to the amounts, the identity of the debtor group, interest rate, repayment terms and collateral.</p> <p>For the purpose of Rules 13.13 and 13.14, any trade receivable is not regarded as a relevant advance to an entity if:</p> <p>(1) it arose in the issuer's ordinary and usual course of business (other than as a result of the provision of financial assistance); and</p> <p>(2) the transaction from which the trade receivable arose was on normal commercial terms.</p> <p><b>(II) Financial assistance and guarantees to affiliated companies of an issuer</b></p> <p><i>Rule 13.16 of the HK Listing Rules</i></p> <p>Where the financial assistance to affiliated companies of an issuer, and guarantees given for facilities granted to affiliated companies of an issuer, together in aggregate exceeds 8% under the assets ratio defined under Rule 14.07(1), the issuer must announce as soon as reasonably practicable the information as set out in Rule 13.16 of the HK Listing Rules.</p>	<p>(4) Any call to be made on partly paid securities of the issuer or of any of its principal subsidiaries.</p> <p>(5) Any qualification or emphasis of a matter by the auditors on the financial statements of:–</p> <p>(a) the issuer; or</p> <p>(b) any of the issuer's subsidiaries or associated companies, if the qualification or emphasis of a matter has a material impact on the issuer's consolidated accounts or the group's financial position.</p> <p>(6) If an issuer has previously announced its preliminary full-year results, any material adjustments to its preliminary full-year results made subsequently by auditors.</p> <p><b>Appointment Or Cessation of Service</b></p> <p>(7) (a) Any appointment or cessation of service of key persons such as director, chief executive officer, chief financial officer, chief operating officer, general manager, qualified person or other executive officer of equivalent authority, company secretary, registrar or auditors of the issuer. The announcement of an appointment or cessation of service of key persons such as director, chief executive officer, chief financial officer, chief operating officer, general manager, qualified person or other executive officer of equivalent authority must contain the information contained in Appendix 7.4.1 or Appendix 7.4.2, as the case may be.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p><b>(III) Pledging of shares by the controlling shareholder</b></p> <p><i>Rule 13.17 of the HK Listing Rules</i></p> <p>Where the issuer's controlling shareholder has pledged all or part of its interest in the issuer's shares to secure the issuer's debts or to secure guarantees or other support of its obligations, the issuer must announce the information as set out in Rule 13.17 of the HK Listing Rules as soon as reasonably practicable.</p> <p><b>(IV) Loan agreements with covenants relating to specific performance of the controlling shareholder</b></p> <p><i>Rule 13.18 of the HK Listing Rules</i></p> <p>Where an issuer (or any of its subsidiaries) enters into a loan agreement that includes a condition imposing specific performance obligations on any controlling shareholder (e.g. a requirement to maintain a specified minimum holding in the share capital of the issuer) and breach of such an obligation will cause a default in respect of loans that are significant to the issuer's operations, the issuer must announce the information as set out in Rule 13.18 of the HK Listing Rules as soon as reasonably practicable.</p> <p><b>(V) Breach of loan agreement by an issuer</b></p> <p><i>Rule 13.19 of the HK Listing Rules</i></p> <p>When an issuer breaches the terms of its loan agreements, for loans that are significant to its operations, such that the lenders may demand their immediate repayment, and where the lenders have not issued a waiver in respect of the breach, the issuer must announce such information as soon as reasonably practicable.</p>	<p>(b) In the case of a cessation of service of any director, chief executive officer, chief financial officer, chief operating officer, general manager or other executive officer of equivalent authority, such persons must inform the Exchange in writing as soon as possible if he is aware of any irregularities in the issuer which would have a material impact on the group, including financial reporting.</p> <p>(8) Any appointment or reappointment of a director to the audit committee. The issuer must state in the announcement whether the board considers the director to be independent. The issuer must also provide such additional disclosure as may be appropriate in the circumstances to enable its shareholders to assess the independence or otherwise of the appointed director. In the event of any retirement or resignation which renders the audit committee unable to meet the minimum number (not less than three) the issuer should endeavour to fill the vacancy within two months, but in any case not later than three months.</p> <p>(9) Any appointment of a person who is a relative of a director or chief executive officer or substantial shareholder of the issuer to a managerial position in the issuer or any of its principal subsidiaries. The announcement must state the job title, duties and responsibilities of the appointee, and the information required in Rule 704(7).</p> <p>(10) Any promotion of an appointee referred to in Rule 704(9).</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p><b>(VI) Sufficient operations</b></p> <p><i>Rules 13.24 to 13.24A of the HK Listing Rules</i></p> <p>An issuer shall carry out, directly or indirectly, a sufficient level of operations or have tangible assets of sufficient value and/or intangible assets for which a sufficient potential value can be demonstrated to SEHK to warrant the continued listing of the issuer's securities. An issuer must, after trading in its listed securities has been suspended, publish periodic announcements of its developments.</p> <p><b>(VII) Material matters which impact on profit forecasts</b></p> <p><i>Rule 13.24B of the HK Listing Rules</i></p> <p>If, during the profit forecast period, an event occurs which, had it been known when the profit forecast was made, would have caused any of the assumptions upon which the forecast is based to have been materially different, the issuer must promptly announce the event. In the announcement, the issuer must also indicate its view of the likely impact of that event on the profit forecast already made.</p> <p>If profit or loss generated by some activity outside the issuer's ordinary and usual course of business which was not disclosed as anticipated in the document containing the profit forecast, materially contributes to or reduces the profits for the period to which the profit forecast relates, the issuer must announce this information, including an indication of the level to which the unusual activity has contributed to or reduced the profit.</p>	<p>(11) Any appointment of, or change in legal representative(s) (or person(s) of equivalent authority, however described), appointed as required by any relevant law applicable to the issuer and/or any of its principal subsidiaries, with sole powers to represent, exercise rights on behalf of, the issuer and/or that principal subsidiary.</p> <p>(12) For issuers with principal subsidiaries based in jurisdictions other than Singapore, any of its independent directors' appointment or cessation of service from the boards of these principal subsidiaries.</p> <p>(13) Within 60 days after each financial year, the issuer must make an announcement of each person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer as set out in Appendix 7.2 Part II. If there are no such persons, the issuer must make an appropriate negative statement. The Exchange may require the issuer to provide additional information on any such person, including his remuneration, any changes to his duties, responsibilities and remuneration package.</p> <p><b>Appointment of Special Auditors</b></p> <p>(14) The Exchange may require an issuer to appoint a special auditor to review or investigate the issuer's affairs and report its findings to the Exchange or the issuer's Audit Committee or such other party as the Exchange may direct. The issuer may be required by the Exchange to immediately announce the requirement, together with such other information as the Exchange directs. The issuer may be required by the Exchange to announce the findings of the special auditors.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws																
<p>The issuer must announce the information under Rule 13.24B(2)(a) as soon as it becomes aware that it is likely that the contribution to or reduction in the profits made or to be made by the profit or loss generated or to be generated will be material.</p> <p><b>(VIII) Winding-up and liquidation</b></p> <p><i>Rule 13.25 of the HK Listing Rules</i></p> <p>(i) An issuer shall inform SEHK of the happening of any of the following events as soon as it comes to its attention:–</p> <p>(a) the appointment of a receiver or manager either by any court having jurisdiction or under the terms of a debenture or any application to any court having jurisdiction for the appointment of a receiver or manager, or equivalent action in the country of incorporation or other establishment, in respect of the business or any part of the business of the issuer or the property of the issuer, its holding company or any subsidiary falling under Rule 13.25(2);</p> <p>(b) the presentation of any winding-up petition, or equivalent application in the country of incorporation or other establishment, or the making of any winding-up order or the appointment of a provisional liquidator, or equivalent action in the country of incorporation or other establishment, against or in respect of the issuer, its holding company or any subsidiary falling under Rule 13.25(2);</p>	<p><b>General Meetings</b></p> <p>(15) The date, time and place of any general meeting. All notices convening meetings must be sent to shareholders at least 14 calendar days before the meeting (excluding the date of notice and the date of meeting). For meetings to pass special resolution(s), the notice must be sent to shareholders at least 21 calendar days before the meeting (excluding the date of notice and the date of meeting).</p> <p>(16) Immediately after each general meeting and before the commencement of the pre-opening session on the market day following the general meeting, whether the resolutions put to a general meeting of an issuer were passed. The announcement shall include:</p> <p>(a) Breakdown of all valid votes cast at the general meeting, in the following format:</p> <table border="1" data-bbox="810 1129 1390 1421"> <thead> <tr> <th rowspan="2">Resolution number and details</th> <th rowspan="2">Total number of shares represented by votes for and against the relevant resolution</th> <th colspan="2">For</th> <th colspan="2">Against</th> </tr> <tr> <th>Number of shares</th> <th>As a percentage of total number of votes for and against the resolution (%)</th> <th>Number of shares</th> <th>As a percentage of total number of votes for and against the resolution (%)</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table> <p>(b) Details of parties who are required to abstain from voting on any resolution(s), including the number of shares held and the individual resolution(s) on which they are required to abstain from voting; and</p> <p>(c) Name of firm and/or person appointed as scrutineer.</p>	Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)						
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		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)												

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>(c) the passing of any resolution by the issuer, its holding company or any subsidiary falling under Rule 13.25(2) that it be wound up by way of members' or creditors' voluntary winding up, or equivalent action in the country of incorporation or other establishment;</p> <p>(d) the entry into possession of or the sale by any mortgagee of a portion of the issuer's assets where the aggregate value of the total assets or the aggregate amount of profits or revenue attributable to such assets represents more than 5% under any of the percentage ratios defined under Rule 14.04(9); or</p> <p>(e) the making of any final judgment, declaration or order by any court or tribunal of competent jurisdiction whether on appeal or at first instance which is not subject to any or further appeal, which may adversely affect the issuer's enjoyment of any portion of its assets where the aggregate value of the total assets or the aggregate amount of profits or revenue attributable to such assets represents more than 5% under any of the percentage ratios defined under Rule 14.04(9).</p>	<p><b>Acquisitions and Realisations</b></p> <p>(17) Any acquisition of –</p> <p>(a) shares resulting in the issuer holding 10% or more of the total number of issued shares excluding treasury shares of a quoted company;</p> <p>(b) except for an issuer which is a bank, finance company, securities dealing company or approved financial institution, quoted securities resulting in the issuer's aggregate cost of investment exceeding each multiple of 5% of the issuer's latest audited consolidated net tangible assets. The announcement must state:–</p> <p>(i) the aggregate cost of the issuer's quoted investments before and after the acquisition, and such amounts as a percentage of the latest audited consolidated net tangible assets of the issuer;</p> <p>(ii) the total market value of its quoted investments before and after the acquisition; and</p> <p>(iii) the amount of any provision for diminution in value of investments;</p> <p>(c) shares resulting in a company becoming a subsidiary or an associated company of the issuer (providing the information required by Rule 1010(3) and (5)); and</p> <p>(d) shares resulting in the issuer increasing its shareholding in a subsidiary or an associated company (providing the information required by Rule 1010(3) and (5)).</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>(ii) Rules 13.25(1)(a), (b) and (c) will apply to a subsidiary of the issuer if the value of that subsidiary's total assets, profits or revenue represents 5% or more under any of the percentage ratios defined under Rule 14.04(9). For the purpose of this Rule 13.25(2), 100% of that subsidiary's total assets, profits or revenue (as the case may be) or, where that subsidiary itself has subsidiaries, the consolidated total assets, profits or revenue (as the case may be) of that subsidiary is to be compared to the total assets, profits or revenue (as the case may be) shown in the issuer's latest published audited consolidated financial statements irrespective of the interest held in the subsidiary.</p> <p><b>GENERAL MATTERS RELEVANT TO THE ISSUER'S BUSINESS</b></p> <p><b>(I) Changes in issued shares</b></p> <p><i>Rule 13.25A of the HK Listing Rules</i></p> <p>An issuer must, whenever there is a change in its issued shares as a result of or in connection with any of the events referred to in Rule 13.25A(2), submit through SEHK-EPS, or such other means as SEHK may from time to time prescribe, for publication on SEHK's website a return in such form and containing such information as SEHK may from time to time prescribe by not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day next following the relevant event.</p>	<p>(18) Any sale of –</p> <p>(a) shares resulting in the issuer holding less than 10% of the total number of issued shares excluding treasury shares of a quoted company;</p> <p>(b) except for an issuer which is a bank, a finance company, a securities dealing company or an approved financial institution, quoted securities resulting in the issuer's aggregate cost of investment in quoted securities falling below each multiple of 5% of the issuer's latest audited consolidated net tangible assets. The announcement must contain the same information as required under Rule 704(17)(b)(i) to (iii), relating to a sale instead of an acquisition;</p> <p>(c) shares resulting in a company ceasing to be a subsidiary or an associated company of the issuer (providing the information required by Rule 1010(3) and (5)); and</p> <p>(d) shares resulting in the issuer reducing its shareholding in a subsidiary or an associated company (providing the information required by Rule 1010(3) and (5)).</p> <p>(19) Any acquisition or disposal of shares or other assets which is required to be announced under Chapter 10.</p> <p><b>Winding Up, Judicial Management, etc</b></p> <p>(20) Any application filed with a court to wind up the issuer or any of its subsidiaries, or to place the issuer or any of its subsidiaries under judicial management.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p><b>(II) Monthly return</b></p> <p><i>Rule 13.25B of the HK Listing Rules</i></p> <p>A listed issuer shall, by no later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the fifth business day next following the end of each calendar month, submit through SEHK-EPS, or such other means as SEHK may from time to time prescribe, for publication on SEHK's website a monthly return in relation to movements in the listed issuer's equity securities, debt securities and any other securitised instruments, as applicable, during the period to which the monthly return relates, in such form and containing such information as SEHK may from time to time prescribe (irrespective of whether there has been any change in the information provided in its previous monthly return).</p> <p><b>(III) Issues of securities</b></p> <p><i>Rule 13.28 of the HK Listing Rules</i></p> <p>Where the directors agree to issue securities for cash in accordance with Rule 13.36(1)(a) or 13.36(2), an issuer shall publish an announcement as soon as possible, but in any event not later than the time that is 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the next business day, containing the information in accordance with this Rule.</p>	<p>(21) The appointment of a receiver, judicial manager or liquidator of the issuer or any of its subsidiaries.</p> <p>(22) Any breach of any loan covenants or any notice received from principal bankers or from the trustee of any debenture holders to demand repayment of loans granted to the issuer or any of its subsidiaries which, in the opinion of the issuer's directors, would result in the issuer facing a cash flow problem.</p> <p>(23) Where Rule 704(20), (21) or (22) applies, a monthly update must be announced regarding the issuer's financial situation, including:-</p> <ul style="list-style-type: none"> <li>(a) the state of any negotiations between the issuer and its principal bankers or trustee; and</li> <li>(b) the issuer's future direction, or other material development that may have a significant impact on the issuer's financial position.</li> </ul> <p>If any material development occurs between the monthly updates, it must be announced immediately.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p data-bbox="199 314 486 346"><b>(IV) Pre-emptive rights</b></p> <p data-bbox="199 393 609 421"><i>Rule 13.36 of the HK Listing Rules</i></p> <p data-bbox="199 468 788 649">(1) (a) Except in the circumstances mentioned in Rule 13.36(2), the directors of the issuer shall obtain the consent of shareholders in general meeting prior to allotting, issuing or granting:–</p> <ul style="list-style-type: none"> <li data-bbox="322 691 459 719">(i) shares;</li> <li data-bbox="322 766 788 832">(ii) securities convertible into shares; or</li> <li data-bbox="322 878 788 981">(iii) options, warrants or similar rights to subscribe for any shares or such convertible securities.</li> </ul> <p data-bbox="260 1027 788 1321">(b) Notwithstanding Rule 13.36(2)(b), the directors of the issuer (other than a PRC issuer, to which the provisions of Rule 19A.38 apply) shall obtain the consent of the shareholders in general meeting prior to allotting any voting shares if such allotment would effectively alter the control of the issuer.</p>	<p data-bbox="805 314 1302 346"><b>Announcement of Results, Dividends, etc</b></p> <p data-bbox="805 393 1390 944">(24) Any recommendation or declaration of a dividend (including a bonus or special dividend, if any), the rate and amount per share and date of payment. If dividends are not taxable in the hands of shareholders, this must be stated in the announcement and in the dividend advice to shareholders. If there is a material variation in the interim or final dividend rate compared to that for the previous corresponding period, the directors must state the reasons for the variation at the time the dividend is recommended or declared. If the directors decide not to declare or recommend a dividend, this must be announced.</p> <p data-bbox="805 991 1390 1134">(25) After the end of each of the first three quarters of its financial year, half year or financial year, as the case may be, an issuer must not announce any:–</p> <ul style="list-style-type: none"> <li data-bbox="866 1181 1034 1208">(a) dividend;</li> <li data-bbox="866 1255 1257 1283">(b) capitalisation or rights issue;</li> <li data-bbox="866 1330 1169 1357">(c) closing of the books;</li> <li data-bbox="866 1404 1086 1432">(d) capital return;</li> <li data-bbox="866 1478 1217 1506">(e) passing of a dividend; or</li> <li data-bbox="866 1553 1121 1581">(f) sales or turnover</li> </ul> <p data-bbox="866 1627 1390 1727">unless it is accompanied by the results of the quarter, half year or financial year, as the case may be, or the results have been announced.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>(2) No such consent as is referred to in Rule 13.36(1)(a) shall be required:-</p> <p>(a) for the allotment, issue or grant of such securities pursuant to an offer made to the shareholders of the issuer which excludes for that purpose any shareholder that is resident in a place outside Hong Kong provided the directors of the issuer consider such exclusion to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place and, where appropriate, to holders of other equity securities of the issuer entitled to be offered them, pro rata (apart from fractional entitlements) to their existing holdings; or</p>	<p><b>Books Closure</b></p> <p>(26) Any intention to fix a books closure date, stating the date, reason and address of the share registry at which the relevant documents will be accepted for registration. At least 5 market days of notice (excluding the date of announcement and the books closure date) must be given for any books closure date. Issuers could consider a longer notice period, where necessary. Subject to the provisions of the Singapore Companies Act, the Exchange may agree to a shorter books closure period. In fixing a books closure date, an issuer must ensure that the last day of trading on a cum basis falls at least 1 day after the general meeting, if a general meeting is required to be held.</p> <p>(27) The issuer must not close its books for any purpose until at least 8 market days after the last day of the previous books closure period. This rule does not prohibit identical books closure dates for different purposes.</p> <p><b>Treasury Shares</b></p> <p>(28) Any sale, transfer, cancellation and/or use of treasury shares, stating the following:-</p> <p>(a) Date of the sale, transfer, cancellation and/or use;</p> <p>(b) Purpose of such sale, transfer, cancellation and/or use;</p> <p>(c) Number of treasury shares sold, transferred, cancelled and/or used;</p> <p>(d) Number of treasury shares before and after such sale, transfer, cancellation and/or use;</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>(b) if, but only to the extent that, the existing shareholders of the issuer have by ordinary resolution in general meeting given a general mandate to the directors of the issuer, either unconditionally or subject to such terms and conditions as may be specified in the resolution, to allot or issue such securities or to grant any offers, agreements or options which would or might require securities to be issued, allotted or disposed of, whether during the continuance of such mandate or thereafter, subject to a restriction that the aggregate number of securities allotted or agreed to be allotted must not exceed the aggregate of (i) 20% of the number of issued shares of the issuer as at the date of the resolution granting the general mandate (or in the case of a scheme of arrangement involving an introduction in the circumstances set out in Rule 7.14(3), 20% of the number of issued shares of an overseas issuer following the implementation of such scheme) and (ii) the number of such securities repurchased by the issuer itself since the granting of the general mandate (up to a maximum number equivalent to 10% of the number of issued shares of the issuer as at the date of the resolution granting the repurchase mandate), provided that the existing shareholders of the issuer have by a separate ordinary resolution in general meeting given a general mandate to the directors of the issuer to add such repurchased securities to the 20% general mandate.</p>	<p>(e) Percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and</p> <p>(f) Value of the treasury shares if they are used for a sale or transfer, or cancelled.</p> <p><b>Employee share option or share scheme</b></p> <p>(29) Any grant of options or shares. The announcement must be made on the date of the offer and provide details of the grant, including the following:–</p> <p>(a) Date of grant;</p> <p>(b) Exercise price of options granted;</p> <p>(c) Number of options or shares granted;</p> <p>(d) Market price of its securities on the date of grant;</p> <p>(e) Number of options or shares granted to each director and controlling shareholder (and each of their associates), if any; and</p> <p>(f) Validity period of the options.</p> <p><b>Use of Proceeds</b></p> <p>(30) The use of the IPO proceeds and any proceeds arising from any offerings pursuant to Chapter 8 as and when such funds are materially disbursed and whether such a use is in accordance with the stated use and in accordance with the percentage allocated in the prospectus or the announcement of the issuer. Where there is any material deviation from the stated use of proceeds, the issuer must announce the reasons for such deviation.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>(3) A general mandate given under Rule 13.36(2) shall only continue in force until:-</p> <p>(a) the conclusion of the first annual general meeting of the issuer following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; or</p> <p>(b) revoked or varied by ordinary resolution of the shareholders in general meeting, whichever occurs first.</p> <p>(4) Where the issuer has obtained a general mandate from its shareholders pursuant to Rule 13.36(2)(b), any refreshments of the general mandate before the next annual general meeting shall be subject to the following provisions:</p> <p>(a) any controlling shareholders and their associates or, where there are no controlling shareholders, directors (excluding independent non-executive directors) and the chief executive of the issuer and their respective associates shall abstain from voting in favour;</p>	<p><b>Loan agreements/Issue of Debt Securities</b></p> <p>(31) When the issuer or any of its subsidiaries enters into a loan agreement or issues debt securities that contain a condition making reference to shareholding interests of any controlling shareholder in the issuer, or places restrictions on any change in control of the issuer, and the breach of this condition or restriction will cause a default in respect of the loan agreement or debt securities, significantly affecting the operations of the issuer:-</p> <p>(a) The details of the condition(s) making reference to shareholding interests of such controlling shareholder in the issuer or restrictions placed on any change in control of the issuer; and</p> <p>(b) The aggregate level of these facilities that may be affected by breach of such condition or restriction.</p> <p>(32) Any breach of the terms of loan agreements or debt issues which may have a significant impact on the operations of the issuer.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>(b) SEHK reserves the right to require the following parties to abstain from voting in favour of the relevant resolution at the general meeting:</p> <p>(i) any parties who were controlling shareholders of the issuer at the time the decision to seek a refreshment of the mandate was made or approved by the board, and their associates; or</p> <p>(ii) where there were no such controlling shareholders, directors (excluding independent non-executive directors) and the chief executive of the issuer at the time the decision to seek a refreshment of the mandate was made or approved by the board, and their respective associates;</p> <p>(c) the issuer must comply with the requirements set out in Rules 13.39(6) and (7), 13.40, 13.41 and 13.42;</p> <p>(d) the relevant circular to shareholders must contain information relating to the issuer's history of refreshments of mandate since the last annual general meeting, the amount of proceeds raised from the utilisation of such mandate, the use of such proceeds, the intended use of any amount not yet utilised and how the issuer has dealt with such amount. The circular must also contain information required under Rule 2.17; and</p>	

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>(e) where the issuer offers or issues securities to its shareholders pro rata to their existing holdings (including where overseas shareholders are excluded for legal or regulatory reasons), it will not be necessary for the issuer to comply with Rules 13.36(4)(a), (b) or (c) in order for it to refresh its general mandate immediately thereafter such that the amount in percentage terms of the unused part of the general mandate upon refreshment is the same as the unused part of the general mandate immediately before the issue of securities. In such cases, it need only obtain approval from its shareholders and comply with Rule 13.36(4)(d).</p> <p>(5) In the case of a placing of securities for cash consideration, the issuer may not issue any securities pursuant to a general mandate given under Rule 13.36(2)(b) if the relevant price represents a discount of 20% or more to the benchmarked price of the securities, such benchmarked price being the higher of:</p> <p>(a) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the general mandate; and</p>	

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>(b) the average closing price in the 5 trading days immediately prior to the earlier of:</p> <p>(i) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities under the general mandate;</p> <p>(ii) the date of the placing agreement or other agreement involving the proposed issue of securities under the general mandate; and</p> <p>(iii) the date on which the placing or subscription price is fixed,</p> <p>unless the issuer can satisfy SEHK that it is in a serious financial position and that the only way it can be saved is by an urgent rescue operation which involves the issue of new securities at a price representing a discount of 20% or more to the benchmarked price of the securities or that there are other exceptional circumstances. The issuer shall provide SEHK with detailed information on the allottees to be issued with securities under the general mandate.</p> <p><i>Rule 13.51 of the HK Listing Rules</i></p> <p>An issuer must publish an announcement as soon as practicable in regard to:-</p> <p>(1) any proposed alteration of the issuer's memorandum or articles of association or equivalent documents, and in the case of a PRC issuer, any proposed request by the PRC issuer to a PRC competent authority to waive or otherwise modify any provision of the Regulations.</p>	

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<p>(2) any changes in its directorate or supervisory committee, and shall procure that each new director or supervisor or member of its governing body shall sign and lodge with SEHK as soon as practicable after their appointment a declaration and undertaking in the form set out in Form B, H or I, where applicable in Appendix 5.</p> <p>Where a new director, supervisor or chief executive is appointed or the resignation, redesignation, retirement or removal of a director, supervisor or chief executive takes effect, the issuer must announce the change as soon as practicable and include the details in the announcement in accordance with this Rule.</p> <p>The issuer must also disclose in the announcement of resignation or removal of a director, supervisor or chief executive the reasons given by or to him for his resignation or removal (including, but not limited to, any information relating to his disagreement with the board and a statement whether or not there are any matters that need to be brought to the attention of holders of securities of the issuer).</p> <p>The issuer must notify SEHK and publish an announcement on any important change in the holding of an executive office, including changes to any important functions or executive responsibilities of director.</p> <p>(3) any change in the rights attaching to any class of listed securities and any change in the rights attaching to any shares into which any listed debt securities are convertible or exchangeable;</p>	

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>(4) any change in its auditors or financial year end, the reason(s) for the change and any other matters that need to be brought to the attention of holders of securities of the issuer (including, but not limited to, information set out in the outgoing auditors' confirmation in relation to the change in auditors);</p> <p>(5) any change in its secretary, share registrar (including any change in overseas branch share registrar) or registered address or where applicable, agent for the service of process in Hong Kong or registered office or registered place of business in Hong Kong;</p> <p>(6) any change in its Compliance Adviser; and</p> <p>(7) any revision of interim reports, annual reports or summary financial reports, the reason leading to the revision of published financial reports, and the financial impacts, if any.</p> <p><b>General Meeting</b></p> <p><i>Rule 13.39(4) of the HK Listing Rules</i></p> <p>Any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The issuer must announce the results of the poll in the manner prescribed under Rule 13.39(5).</p>	

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p><b>Employee share option or share scheme</b></p> <p><i>Rule 17.06A of the HK Listing Rules</i></p> <p>As soon as possible upon the granting by the listed issuer of an option under the scheme, the listed issuer must publish an announcement in accordance with Rule 2.07C setting out the following details:</p> <ol style="list-style-type: none"> <li>(1) date of grant;</li> <li>(2) exercise price of options granted;</li> <li>(3) number of options granted;</li> <li>(4) market price of its securities on the date of grant;</li> <li>(5) where any of the grantees is a director, chief executive or substantial shareholder of the listed issuer, or an associate of any of them, the names of such grantees and the number of options granted to each of them; and</li> <li>(6) validity period of the options.</li> </ol> <p><b>Notifiable transactions</b></p> <p><i>Rule 14.04 of the HK Listing Rules</i></p> <p>Any reference to a “<b>transaction</b>” by a listed issuer:</p> <ol style="list-style-type: none"> <li>(1) includes the acquisition or disposal of assets, including deemed disposals as referred to in Rule 14.29;</li> <li>(2) includes any transaction involving a listed issuer writing, accepting, transferring, exercising or terminating an option to acquire or dispose of assets or to subscribe for securities;</li> </ol>	

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<p>(3) includes entering into or terminating finance leases where the financial effects of such leases have an impact on the balance sheet and/or profit and loss account of the listed issuer;</p> <p>(4) includes entering into or terminating operating leases which, by virtue of their size, nature or number, have a significant impact on the operations of the listed issuer. (e.g. if such lease(s), by virtue of its/their total monetary value or the number of leases involved, represent(s) a 200% or more increase in the scale of the listed issuer's existing operations conducted through lease arrangements of such kind);</p> <p>(5) includes granting an indemnity or a guarantee or providing financial assistance by a listed issuer, other than by a listed issuer which:</p> <p>(a) is a banking company and provides the financial assistance in its ordinary and usual course of business;</p> <p>(b) grants an indemnity or a guarantee, or provides financial assistance to its subsidiaries; or</p> <p>(c) is a securities house and provides the financial assistance in its ordinary and usual course of business and upon normal commercial terms;</p>	

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>(6) includes entering into any arrangement or agreement involving the formation of a joint venture entity in any form, such as a partnership or a company, or any other form of joint arrangement, other than a joint venture where:</p> <p>(i) the joint venture is engaging in a single purpose project/transaction which is of a revenue nature in the ordinary and usual course of business of the issuer;</p> <p>(ii) the joint venture arrangement is on an arm's length basis and on normal commercial terms; and</p> <p>(iii) the joint venture agreement contains clause(s) to the effect that the joint venture may not, without its partners' unanimous consent:</p> <p>(A) change the nature or scope of its business; or</p> <p>(B) enter into any transactions which are not on an arm's length basis; and</p> <p>(7) to the extent not expressly provided in (1) to (6) above, excludes any transaction of a revenue nature in the ordinary and usual course of business of the listed issuer.</p>	

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<p><b>Classification and Explanation of Terms</b></p> <p><i>Rule 14.06 of the HK Listing Rules</i></p> <p>The transaction classification is made by using the percentage ratios set out in Rule 14.07. The classifications are:–</p> <ol style="list-style-type: none"> <li>(1) share transaction – an acquisition of assets (excluding cash) by a listed issuer where the consideration includes securities for which listing will be sought and where all percentage ratios are less than 5%;</li> <li>(2) discloseable transaction – a transaction or a series of transactions by a listed issuer where any percentage ratio is 5% or more, but less than 25%;</li> <li>(3) major transaction – a transaction or a series of transactions by a listed issuer where any percentage ratio is 25% or more, but less than 100% for an acquisition or 75% for a disposal;</li> <li>(4) very substantial disposal – a disposal or series of disposals of assets (including deemed disposals) by a listed issuer where any percentage ratio is 75% or more;</li> <li>(5) very substantial acquisition – an acquisition or a series of acquisitions of assets by a listed issuer where any percentage ratio is 100% or more; and</li> <li>(6) reverse takeover – an acquisition or a series of acquisitions of assets by a listed issuer which, in the opinion of SEHK, constitutes, or is part of a transaction or arrangement or series of transactions or arrangements which constitute, an attempt to achieve a listing of the assets to be acquired and a means to circumvent the requirements for new applicants as set out in Chapter 8 of the HK Listing Rules.</li> </ol>	<p><b>Chapter 10 of the Listing Manual (Acquisitions and Realisations)</b></p> <p><b>Part IV Classification of Transactions</b></p> <p><i>Rule 1004, Listing Manual</i></p> <p>Transactions are classified into the following categories:–</p> <ol style="list-style-type: none"> <li>(a) Non-discloseable transactions;</li> <li>(b) Discloseable transactions;</li> <li>(c) Major transactions; and</li> <li>(d) Very substantial acquisitions or reverse takeovers.</li> </ol> <p><i>Rule 1006, Listing Manual</i></p> <p>A transaction may fall into category (a), (b), (c) or (d) of Rule 1004 depending on the size of the relative figures computed on the following bases:–</p> <ol style="list-style-type: none"> <li>(a) The net asset value of the assets to be disposed of, compared with the group’s net asset value. This basis is not applicable to an acquisition of assets.</li> <li>(b) The net profits attributable to the assets acquired or disposed of, compared with the group’s net profits.</li> <li>(c) The aggregate value of the consideration given or received, compared with the issuer’s market capitalisation based on the total number of issued shares excluding treasury shares.</li> </ol>

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<p>A “reverse takeover” normally refers to:–</p> <p>(a) an acquisition or a series of acquisitions of assets constituting a very substantial acquisition where there is or which will result in a change in control (as defined in the Takeovers Code) of the listed issuer (other than at the level of its subsidiaries); or</p> <p>(b) acquisition(s) of assets from a person or a group of persons or any of his/their associates pursuant to an agreement, arrangement or understanding entered into by the listed issuer within 24 months of such person or group of persons gaining control (as defined in the Takeovers Code) of the listed issuer (other than at the level of its subsidiaries), where such gaining of control had not been regarded as a reverse takeover, which individually or together constitute(s) a very substantial acquisition.</p> <p><b>Percentage ratios</b></p> <p><i>Rule 14.07 of the HK Listing Rules</i></p> <p>The percentage ratios are the figures, expressed as percentages resulting from each of the following calculations:–</p> <p>(1) Assets ratio – the total assets which are the subject of the transaction divided by the total assets of the listed issuer (see in particular Rules 14.09 to 14.12, 14.16, 14.18 and 14.19);</p> <p>(2) Profits ratio – the profits attributable to the assets which are the subject of the transaction divided by the profits of the listed issuer (see in particular Rules 14.13 and 14.17);</p>	<p>(d) The number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue.</p> <p>(e) The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group’s proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets.</p> <p><b>Part VI Discloseable Transactions</b></p> <p><i>Rule 1010, Listing Manual</i></p> <p>Where any of the relative figures computed on the bases set out in Rule 1006 exceeds 5% but does not exceed 20%, an issuer must, after terms have been agreed, immediately announce the following:–</p> <p>(1) Particulars of the assets acquired or disposed of, including the name of any company or business, where applicable;</p> <p>(2) A description of the trade carried on, if any;</p> <p>(3) The aggregate value of the consideration, stating the factors taken into account in arriving at it and how it will be satisfied, including the terms of payment;</p> <p>(4) Whether there are any material conditions attaching to the transaction including a put, call or other option and details thereof;</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>(3) Revenue ratio – the revenue attributable to the assets which are the subject of the transaction divided by the revenue of the listed issuer (see in particular Rules 14.14 and 14.17);</p> <p>(4) Consideration ratio – the consideration divided by the total market capitalisation of the listed issuer. The total market capitalisation is the average closing price of the listed issuer’s securities as stated in SEHK’s daily quotations sheets for the five (5) business days immediately preceding the date of the transaction (see in particular Rule 14.15); and</p> <p>(5) Equity capital ratio – the nominal value of the listed issuer’s equity capital issued as consideration divided by the nominal value of the listed issuer’s issued equity capital immediately before the transaction.</p> <p><i>Notes:</i> (1) The numerator includes shares that may be issued upon conversion or exercise of any convertible securities or subscription rights to be issued or granted by the listed issuer as consideration.</p> <p>(2) The value of the listed issuer’s debt capital (if any), including any preference shares, shall not be included in the calculation of the equity capital ratio.</p> <p>Listed issuers must consider all the percentage ratios to the extent applicable for classifying a transaction. In the case of an acquisition where the target entity uses accounting standards different from those of the listed issuer, the listed issuer must, where applicable, perform an appropriate and meaningful reconciliation of the relevant figures for the purpose of calculating the percentage ratios.</p>	<p>(5) The value (book value, net tangible asset value and the latest available open market value) of the assets being acquired or disposed of, and in respect of the latest available valuation, the value placed on the assets, the party who commissioned the valuation and the basis and date of such valuation;</p> <p>(6) In the case of a disposal, the excess or deficit of the proceeds over the book value, and the intended use of the sale proceeds. In the case of an acquisition, the source(s) of funds for the acquisition;</p> <p>(7) The net profits attributable to the assets being acquired or disposed of. In the case of a disposal, the amount of any gain or loss on disposal;</p> <p>(8) The effect of the transaction on the net tangible assets per share of the issuer for the most recently completed financial year, assuming that the transaction had been effected at the end of that financial year;</p> <p>(9) The effect of the transaction on the earnings per share of the issuer for the most recently completed financial year, assuming that the transaction had been effected at the beginning of that financial year;</p> <p>(10) The rationale for the transaction including the benefits which are expected to accrue to the issuer as a result of the transaction;</p> <p>(11) Whether any director or controlling shareholder has any interest, direct or indirect, in the transaction and the nature of such interests;</p> <p>(12) Details of any service contracts of the directors proposed to be appointed to the issuer in connection with the transaction; and</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws																																										
<p><b>Notification, publication and shareholders' approval requirements</b></p> <p><i>Rule 14.33 of the HK Listing Rules</i></p> <p>The table below summarises the notification, publication and shareholders' approval requirements which will generally apply to each category of notifiable transaction. However, listed issuers should refer to the relevant rules for the specific requirements.</p> <table border="1" data-bbox="196 761 786 1068"> <thead> <tr> <th></th> <th>Notification to Stock Exchange</th> <th>Publication of an announcement in accordance with Rule 2.07C</th> <th>Circular to shareholders</th> <th>Shareholders' Approval</th> <th>Accountants' report</th> </tr> </thead> <tbody> <tr> <td>Share transaction</td> <td>Yes</td> <td>Yes</td> <td>No</td> <td>No</td> <td>No</td> </tr> <tr> <td>Disclosable transaction</td> <td>Yes</td> <td>Yes</td> <td>No</td> <td>No</td> <td>No</td> </tr> <tr> <td>Major transaction</td> <td>Yes</td> <td>Yes</td> <td>Yes</td> <td>Yes</td> <td>Yes</td> </tr> <tr> <td>Very substantial disposal</td> <td>Yes</td> <td>Yes</td> <td>Yes</td> <td>Yes</td> <td>No</td> </tr> <tr> <td>Very substantial acquisition</td> <td>Yes</td> <td>Yes</td> <td>Yes</td> <td>Yes</td> <td>Yes</td> </tr> <tr> <td>Reverse takeover</td> <td>Yes</td> <td>Yes</td> <td>Yes</td> <td>Yes</td> <td>Yes</td> </tr> </tbody> </table>		Notification to Stock Exchange	Publication of an announcement in accordance with Rule 2.07C	Circular to shareholders	Shareholders' Approval	Accountants' report	Share transaction	Yes	Yes	No	No	No	Disclosable transaction	Yes	Yes	No	No	No	Major transaction	Yes	Yes	Yes	Yes	Yes	Very substantial disposal	Yes	Yes	Yes	Yes	No	Very substantial acquisition	Yes	Yes	Yes	Yes	Yes	Reverse takeover	Yes	Yes	Yes	Yes	Yes	<p>(13) The relative figures that were computed on the bases set out in Rule 1006.</p>
	Notification to Stock Exchange	Publication of an announcement in accordance with Rule 2.07C	Circular to shareholders	Shareholders' Approval	Accountants' report																																						
Share transaction	Yes	Yes	No	No	No																																						
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Major transaction	Yes	Yes	Yes	Yes	Yes																																						
Very substantial disposal	Yes	Yes	Yes	Yes	No																																						
Very substantial acquisition	Yes	Yes	Yes	Yes	Yes																																						
Reverse takeover	Yes	Yes	Yes	Yes	Yes																																						

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<b>ANNOUNCEMENT OF FINANCIAL RESULTS AND ANNUAL REPORTS</b>	
<p><b>Disclosure of Financial Information</b></p> <p><i>Rule 13.46(1) of the HK Listing Rules</i></p> <p>In the case of an issuer (other than an overseas issuer and a PRC issuer), such issuer shall send to:–</p> <p>(i) every member of the issuer; and</p> <p>(ii) every other holder of its listed securities (not being bearer securities),</p> <p>a copy of either (A) its annual report including its annual accounts and, where the issuer prepares consolidated financial statements within the meaning of Section 379(2) of the Companies Ordinance, the consolidated financial statements, together with a copy of the auditors' report thereon, or (B) its summary financial report not less than 21 days before the date of the issuer's annual general meeting and in any event not more than four months after the end of the financial year to which they relate. The issuer may send a copy of its summary financial report to a member and a holder of its listed securities in place of a copy of its annual report and accounts, provided that it complies with the relevant provisions set out in Sections 437 to 446 of the Companies Ordinance and in the Companies (Summary Financial Reports) Regulation.</p>	<p><b>Part III Equity Securities – Periodic Reports</b></p> <p><b>Financial Statements</b></p> <p><i>Rule 705, Listing Manual</i></p> <p>(1) An issuer must announce the financial statements for the full financial year (as set out in Appendix 7.2) immediately after the figures are available, but in any event not later than 60 days after the relevant financial period.</p> <p>(2) An issuer must announce the financial statements for each of the first three quarters of its financial year (as set out in Appendix 7.2) immediately after the figures are available, but in any event not later than 45 days after the quarter end if:–</p> <p>(a) its market capitalization exceeded S\$75 million as at 31 March 2003; or</p> <p>(b) it was listed after 31 March 2003 and its market capitalization exceeded S\$75 million at the time of listing (based on the IPO issue price); or</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p><b>Annual Reports</b></p> <p><i>Rule 13.47 of the HK Listing Rules</i></p> <p>An issuer's annual report must comply with the provisions set out in Appendix 16 in relation to annual reports. The issuer's summary financial report must comply with the provisions set out in the Companies (Summary Financial Reports of Listed Companies) Regulation.</p> <p><b>Interim Reports</b></p> <p><i>Rule 13.48 of the HK Listing Rules</i></p> <p>In respect of the first six months of each financial year of an issuer unless that financial year is of six months or less, the issuer shall send to the persons listed in Rule 13.46(1), either (i) an interim report, or (ii) a summary interim report not later than three months after the end of that period of six months. The issuer may send a copy of its summary interim report to a member and a holder of its listed securities in place of a copy of its interim report, provided that such summary interim report complies with the relevant provisions of the Companies (Summary Financial Reports of Listed Companies) Regulation governing summary financial reports.</p>	<p>(c) its market capitalization is S\$75 million or higher on the last trading day of each calendar year commencing from 31 December 2006. An issuer whose obligation falls within this sub-section (c) will have a grace period of a year to prepare for quarterly reporting. As an illustration, an issuer whose market capitalization is S\$75 million or higher as at the end of the calendar year 31 December 2006 must announce its quarterly financial statements for any quarter of its financial year commencing in 2008. Notwithstanding the grace period, all issuers whose obligation falls under this subsection (c) are strongly encouraged to adopt quarterly reporting as soon as possible.</p> <p>(3) (a) An issuer who falls within the sub-sections in Rule 705(2) above must comply with Rule 705(2) even if its market capitalization subsequently decreases below S\$75 million.</p> <p>(b) An issuer who does not fall within the sub-sections in Rule 705(2) above must announce its first half financial statements (as set out in Appendix 7.2) immediately after the figures are available, but in any event not later than 45 days after the relevant financial period.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p><b>Preliminary Announcements of Results – Full Financial Year</b></p> <p><i>Rule 13.49 of the HK Listing Rules</i></p> <p>(1) An issuer shall publish in accordance with Rule 2.07C its preliminary results in respect of each financial year as soon as possible, but in any event not later than the time that is 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the next business day after approval by or on behalf of the board. The issuer must publish such results not later than three months after the end of the financial year.</p> <p>(2) The preliminary announcement shall be based on the issuer’s financial statements for the financial year which shall have been agreed with the auditors.</p> <p>(3) (i) Where an issuer is unable to make an announcement of its preliminary results based on its financial statements in accordance with Rules 13.49(1) and 13.49(2), it must make an announcement not later than three months after the end of the financial year.</p>	<p>(4) Notwithstanding the foregoing, with respect to the first announcement to be made by the issuer pursuant to Rules 705(1) or (2) following its listing on the Exchange, where the time period between the date of its listing and the final date for the issuer to make the relevant announcement pursuant to Rule 705(1) or (2) above is less than 30 days, the issuer shall have 30 days from the relevant deadline to make the relevant announcement of the financial statements provided that the following conditions are satisfied:</p> <p>(a) the extension is announced by the issuer at the time of the issuer’s listing; and</p> <p>(b) in the announcement referred to in paragraph (a), the issuer must confirm that there is no material adverse change to the financial position of the issuer since the date of its prospectus or introductory document issued in connection with its listing on the Exchange.</p> <p>(5) In the case of an announcement of interim financial statements (quarterly or half-yearly, as applicable, but excluding full year financial statements), an issuer’s directors must provide a confirmation that, to the best of their knowledge, nothing has come to the attention of the board of directors which may render the interim financial statements to be false or misleading in any material aspect. In order to make this confirmation, directors would not be expected to commission an audit of these financial statements. The confirmation may be signed by 2 directors on behalf of the board of directors.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>The announcement must contain at least the following information:-</p> <p>(a) a full explanation for its inability to make an announcement based on financial statements which have been agreed with the auditors. Where there are uncertainties arising from the lack of supporting evidence or relating to the valuation of assets or liabilities, sufficient information to allow investors to determine the significance of the assets or liabilities;</p> <p>(b) the expected date of announcement of the financial results for the financial year which shall have been agreed with the auditors; and</p> <p>(c) so far as the information is available, results for the financial year based on financial results which have yet to be agreed with the auditors. Where possible, those results must have been reviewed by the issuer's audit committee. In the event that the audit committee disagreed with an accounting treatment which had been adopted or the particulars published in accordance with Rule 13.49(3)(i)(a), full details of such disagreement.</p>	<p><b>Use of Funds/Cash for Life Science Companies and Mineral, Oil and Gas Companies that Qualified for Listing pursuant to Rule 210(8) and Rule 210(9) respectively</b></p> <p>(6) An issuer which qualified for listing pursuant to Rule 210(8) or Rule 210(9) must make a quarterly announcement on the use of funds/cash for the quarter and a projection on the use of funds/cash for the next immediate quarter, including material assumptions, immediately after the figures are available but in any event not later than 45 days after the relevant financial period. The issuer's directors must also provide a confirmation that, to the best of their knowledge, nothing has come to their attention which may render such information provided false or misleading in any material aspect. In order to make this confirmation, the directors would not be expected to commission an external audit or review of the statements. The confirmation may be signed by 2 directors on behalf of the board of directors.</p> <p>This rule ceases to apply:</p> <p>(i) For life science companies, once the issuer is able to meet the profit criteria under Rule 210(2)(a) or all its principal products have reached commercialisation;</p> <p>(ii) For mineral, oil or gas companies, once the issuer is able to meet the profit criteria under Rule 210(2)(a) or all its principal mineral, oil or gas assets are in production.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>(ii) Where an issuer makes an announcement in accordance with Rule 13.49(3)(i), then:</p> <p>(a) the issuer will be required to comply with the requirements set out in Rule 13.49(2), as soon as the financial results for the financial year have been agreed with the auditors; and</p> <p>(b) where the financial results for the financial year which have been agreed by the auditors differ materially from the financial results published by the issuer in accordance with Rule 13.49(3)(i)(c), full particulars of, and reasons for, the difference must be set out in the preliminary announcement of such agreed results.</p> <p>(4) The preliminary announcement of results (made in accordance with Rule 13.49(2) or 13.49(3)) must comply with the provisions set out in Appendix 16 in relation to preliminary announcements of results for the full financial year.</p> <p>(5) [Repealed]</p>	<p>(7) In the announcements required by Rule 705(1) and (6), a mineral, oil and gas company must also include:</p> <p>(a) details of exploration (including geophysical surveys), development and/or production activities undertaken by the issuer and a summary of the expenditure incurred on those activities, including explanations for any material variances with previous projections, for the period under review. If there has been no exploration, development and/or production activity respectively, that fact must be stated; and</p> <p>(b) an update on its reserves and resources, where applicable, in accordance with the requirements as set out in Practice Note 6.3, including a summary of reserves and resources as set out in Appendix 7.5.</p> <p><b>Annual Report</b></p> <p><i>Rule 707, Listing Manual</i></p> <p>(1) The time between the end of an issuer's financial year and the date of its annual general meeting (if any) must not exceed four months.</p> <p>(2) An issuer must issue its annual report to shareholders and the Exchange at least 14 days before the date of its annual general meeting.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p><b>Preliminary Announcements of Results – First Half of The Financial Year</b></p> <p>(6) The issuer shall publish in accordance with Rule 2.07C a preliminary announcement in respect of its results for the first six months of each financial year, unless that financial year is of six months or less, as soon as possible, but in any event not later than the time that is 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the next business day after approval by or on behalf of the board. The issuer must publish such results not later than two months after the end of that period of six months.</p> <p>In circumstances where the issuer is unable to make such an announcement, the issuer must make an announcement within the required time referred to above. The announcement must contain:–</p> <p>(i) a full explanation for its inability to make an announcement based on unaudited financial statements; and</p> <p>(ii) the expected date of announcement of the unaudited results for the first half of the financial year.</p> <p>(7) The preliminary announcement of interim results must comply with the provisions set out in Appendix 16 in relation to preliminary announcements of interim results.</p>	<p>(3) Notwithstanding Rules 707(1) and (2), with respect to the first annual general meeting immediately following the issuer’s listing on the Exchange, where the time period between its listing on the Exchange and the final date for the issuer to hold its annual general meeting pursuant to Rule 707(1) above is less than 30 days, the issuer shall have 30 days from the relevant deadline to hold its annual general meeting, provided that:</p> <p>(a) such an extension is permitted by and in accordance with all relevant laws and regulations governing the issuer in its place of constitution;</p> <p>(b) the Exchange is notified of such an extension at the time of the issuer’s listing;</p> <p>(c) the extension is announced by the issuer at the time of the issuer’s listing; and</p> <p>(d) in the announcement referred to in paragraph (c), the issuer must confirm that:</p> <p>(i) there is no material adverse change to the financial position of the issuer since the date of its prospectus or introductory document issued in connection with its listing on the Exchange; and</p> <p>(ii) the extension is permitted by and in accordance with all relevant laws and regulations governing the issuer in its place of constitution.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p><b>Suspension on Failure to Publish Timely Financial Information</b></p> <p><i>Rule 13.50 of the HK Listing Rules</i></p> <p>Without prejudice to the generality of Rules 13.46, 13.47, 13.48 and 13.49, SEHK will normally require suspension of trading in an issuer's securities if an issuer fails to publish periodic financial information in accordance with the HK Listing Rules. The suspension will normally remain in force until the issuer publishes an announcement in accordance with Rule 2.07C containing the requisite financial information.</p> <p><b>Reporting Accountants</b></p> <p><i>Rule 4.03 of the HK Listing Rules</i></p> <p>All accountants' reports must normally be prepared by certified public accountants who are qualified under the Professional Accountants Ordinance for appointment as auditors of a company and who are independent both of the issuer and of any other company concerned to the same extent as that required of an auditor under the Companies Ordinance and in accordance with the requirements on independence issued by the Hong Kong Institute of Certified Public Accountants, provided that, in the case of a circular issued by a listed issuer in connection with the acquisition of an overseas company, SEHK may be prepared to permit the accountants' report to be prepared by a firm of practising accountants which is not so qualified but which is acceptable to SEHK. Such a firm must normally have an international name and reputation and be a member of a recognised body of accountants.</p>	<p><b>Appointment of Auditors</b></p> <p><i>Rules 712, Listing Manual</i></p> <p>(1) An issuer must appoint a suitable auditing firm to meet its audit obligations, having regard to the adequacy of the resources and experience of the auditing firm and the audit engagement partner assigned to the audit, the firm's other audit engagements, the size and complexity of the listed group being audited, and the number and experience of supervisory and professional staff assigned to the particular audit. A mineral, oil and gas company must appoint an auditing firm where the auditing firm and audit partner-in-charge have the relevant industry experience.</p> <p>(2) The auditing firm appointed by the issuer must be:-</p> <p>(a) Registered with the Accounting and Corporate Regulatory Authority ("ACRA");</p> <p>(b) Registered with and/or regulated by an independent audit oversight body acceptable to the Exchange. Such oversight bodies should be members of the International Forum of Independent Audit Regulators, independent of the accounting profession and directly responsible for the system of recurring inspection of accounting firms or are able to exercise oversight of inspections undertaken by professional bodies; or</p> <p>(c) Any other auditing firm acceptable by the Exchange.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p><b>Risk management and internal control</b></p> <p><i>Paragraph C2 of Appendix 14 of the HK Listing Rules</i></p> <p>The board is responsible for evaluating and determining the nature and extent of the risks it is willing to take in achieving the issuer's strategic objectives, and ensuring that the issuer establishes and maintains appropriate and effective risk management and internal control systems. The board should oversee management in the design, implementation and monitoring of the risk management and internal control systems, and management should provide a confirmation to the board on the effectiveness of these systems.</p> <p>The directors should oversee the issuer's risk management and internal control systems on an ongoing basis, ensure that a review of the effectiveness of the issuers' and its subsidiaries' risk management and internal control systems has been conducted at least annually and report to shareholders that they have done so in their Corporate Governance Report. The review should cover all material controls, including financial, operational and compliance controls.</p> <p>The board's annual review should, in particular, consider the adequacy of resources, staff qualifications and experience, training programmes and budget of the issuer's accounting and financial reporting function.</p>	<p>(3) A change in auditing firm must be specifically approved by shareholders in a general meeting.</p> <p><i>Rule 713, Listing Manual</i></p> <p>(1) An issuer must disclose in its annual report the date of appointment and the name of the audit partner in charge of auditing the issuer and its group of companies. The audit partner must not be in charge of more than 5 consecutive audits for a full financial year, the first audit being for the financial year beginning on or after 1 January 1997, regardless of the date of listing. The audit partner may return after two years.</p> <p>(2) If the listing of an issuer occurs after 5 consecutive audits by the same audit partner in charge, the same audit partner may complete the audit of the financial year in which the issuer lists.</p> <p><b>Part IV Equity Securities – Other Obligations</b></p> <p><b>Suspected Fraud or Irregularity</b></p> <p><i>Rule 719, Listing Manual</i></p> <p><b>(1) Internal Controls</b></p> <p>An issuer should have a robust and effective system of internal controls, addressing financial, operational and compliance risks. The audit committee (or such other committee responsible) may commission an independent audit on internal controls for its assurance, or where it is not satisfied with the systems of internal control.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p><b>Appointment of Directors</b></p> <p><i>Rule 3.09 of the HK Listing Rules</i></p> <p>Every director of a listed issuer must satisfy SEHK that he has the character, experience and integrity and is able to demonstrate a standard of competence commensurate with his position as a director of a listed issuer. SEHK may request further information regarding the background, experience, other business interests or character of any director or proposed director of a listed issuer.</p> <p><b>Provision of information in respect of and by directors, supervisors and chief executive</b></p> <p><i>Rules 13.51B to 13.51C of the HK Listing Rules</i></p> <p>Where there is a change in any of the information required to be disclosed pursuant to Rule 13.51(2) during the course of the director's, supervisor's or chief executive's term of office, the issuer must inform SEHK and publish the information in an announcement/annual or interim report of the listed issuer and ensure that the change and the updated information regarding the director, supervisor or chief executive is properly disclosed.</p>	<p><b>(2) Suspected Fraud Or Irregularity</b></p> <p>If the audit committee of an issuer becomes aware of any suspected fraud or irregularity, or suspected infringement of any Singapore laws or regulations or rules of the Exchange or any other regulatory authority in Singapore, which has or is likely to have a material impact on the issuer's operating results or financial position, the audit committee must discuss such matter with the external auditor and, at an appropriate time, report the matter to the board.</p> <p><b>Directors &amp; Management</b></p> <p><i>Rule 720, Listing Manual</i></p> <p>(1) An issuer must procure undertakings to comply with the Exchange's listing rules from all its directors and executive officers (in the form set out in Appendix 7.7) and submit the undertakings to the Exchange if required. An issuer must comply with Rule 210(5), Rule 221 (if applicable) and Rule 210(9)(e) (if applicable) on a continuing basis.</p> <p>(2) Without limiting the generality of the foregoing, where a director is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds, he must immediately resign from the board of directors of the issuer. An announcement containing the details in Appendix 7.4.2 must be made.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
	<p>(3) (a) The Exchange may require an issuer to obtain the approval of the Exchange for the appointment of a director, a chief executive officer and chief financial officer (or its equivalent rank).</p> <p>(b) The circumstances under which the Exchange may effect Rule 720(3)(a) include but are not limited to:-</p> <p>(i) Where the issuer is the subject of an investigation into the affairs of the issuer by a special auditor appointed under Rule 704(12), or a regulatory or enforcement agency;</p> <p>(ii) Where the integrity of the market may be adversely affected;</p> <p>(iii) Where the Exchange thinks it necessary in the interests of the public or for the protection of investors; and</p> <p>(iv) Where the issuer refused to extend cooperation to the Exchange on regulatory matters.</p> <p>(c) The Exchange will give prior notice to the issuer where 3(a) is applicable.</p> <p>(4) [deleted]</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<b>SHARE DISPERSION REQUIREMENT</b>	
<p><b>Minimum prescribed public holdings and other listings</b></p> <p><i>Rules 8.08 and 13.32 of the HK Listing Rules</i></p> <p>Issuers shall maintain the minimum percentage of listed securities as prescribed by Rule 8.08 at all times in public hands (at least 25% of the issuer's total number of issued shares must at all times be held by the public for listed issuer with market capitalisation not less than HK\$50,000,000). An issuer shall inform SEHK and take certain steps according to this Rule if the number of listed securities in the hands of the public has fallen below the relevant prescribed minimum percentage.</p> <p>If the percentage falls below the minimum, SEHK reserves the right to require suspension of trading in an issuer's securities until appropriate steps have been taken to restore the minimum percentage of securities in public hands. In this connection, SEHK will normally require suspension of trading in an issuer's securities where the percentage of its public float falls below 15% (or 10% in the case of an issuer that has been granted a public float waiver under the HK Listing Rules).</p>	<p><b>Part IV Equity Securities – Other Obligations</b></p> <p><b>Free Float</b></p> <p><i>Rule 723, Listing Manual</i></p> <p>An issuer must ensure that at least 10% of the total number of issued shares excluding treasury shares (excluding preference shares and convertible equity securities) in a class that is listed is at all times held by the public.</p> <p><i>Rule 724, Listing Manual</i></p> <p>(1) If the percentage of securities held in public hands falls below 10%:-</p> <p>(a) The issuer must, as soon as practicable, announce that fact; and</p> <p>(b) The Exchange may suspend trading of the class, or all the securities of the issuer.</p> <p>(2) The Exchange may allow the issuer a period of 3 months, or such longer period as the Exchange may agree, to raise the percentage of securities in public hands to at least 10%. The issuer may be removed from the Official List if it fails to restore the percentage of securities in public hands to at least 10% after the period.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<b>SHAREHOLDERS' REPORTING OBLIGATIONS</b>	
<p><b>Disclosure of interests in shares</b></p> <p>The HK Listing Rules require that the interests held by directors and chief executives and substantial shareholders (i.e. shareholders interested in 10% or more of the voting power) be disclosed in annual reports, interim reports and circulars of the listed company.</p>	<p><b>Obligations to notify Company and SGX-ST of substantial shareholding and change in substantial shareholding. (Sections 135–137 of the SFA and Rule 253(3) of the Listing Manual)</b></p> <p><b>Substantial shareholder</b></p> <p>Under the SFA, a substantial shareholder shall within 2 business days after becoming a substantial shareholder, or when there is a change in the percentage level of the substantial shareholder's interest, or when he ceases to be a substantial shareholder give notice in writing to the Company.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>The SFO provides that substantial shareholders (i.e. shareholders interested in 5% or more of the shares in the listed company) are required to disclose their interest and short positions (when such substantial shareholder has or ceases to have more than 1% short position) in the shares of the listed company.</p> <p>Directors and chief executives of a listed company are required to disclose their interest and short position in any shares in a listed company (or any of its associated companies) and their interest in any debentures of the listed company (or any of its associated companies).</p> <p>The time allowed for disclosure of interest is 10 business days for “initial notification”, and 3 business days in any other cases.</p> <p>For a director or chief executive, “initial notification” includes the notification of interests and short position he makes when the company becomes listed, or when he first becomes a director or chief executive. For a substantial shareholder, “initial notification” includes the notification of interests he makes when he has an interest of more than 5% in the shares on the listing of the company.</p>	<p><b>Section 2(5), SFA</b></p> <p>A person has a substantial shareholding in a corporation if he has an “interest” in voting shares (excluding treasury shares) in the company, and the total votes attached to those shares is not less than 5 per cent of the total votes attached to all the voting shares (excluding treasury shares) in the company.</p> <p><b>Section 135, SFA</b></p> <p>A substantial shareholder of a corporation is required to notify the corporation of his “interests” in the voting shares in the corporation within two business days after becoming a substantial shareholder.</p> <p><b>Sections 136, SFA</b></p> <p>A substantial shareholder is required to notify the company of changes in the “percentage level” of his shareholding or his ceasing to be a substantial shareholder, again within two business days after he is aware of such changes.</p> <p>“Percentage level” means the percentage figure ascertained by expressing the total votes attached to all the voting shares in which the substantial shareholder has an interest or interests immediately before (or as the case may be) immediately after the relevant time, as a percentage of the total votes attached to all the voting shares (excluding treasury shares) in the corporation, and if it is not a whole number, rounding that figure down to the next whole number.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
	<p><b>Section 137(1), SFA</b></p> <p>A substantial shareholder who ceases to be a substantial shareholder is also required to give written notifications to the Company within two business days after he becomes aware that he has ceased to be a substantial shareholder.</p>
<b>DIRECTORS' OBLIGATIONS ON SECURITIES TRANSACTIONS AND INTERESTS IN SHARES</b>	
<p><b>Model Code for Securities Transactions by Directors of Listed Issuers</b></p> <p>Appendix 10 of the HK Listing Rules (the “Model Code”) sets a required standard against which directors must measure their conduct regarding transactions in securities of their listed issuers. Any breach of such required standard will be regarded as a breach of the HK Listing Rules. A director must seek to secure that all dealings in which he is or is deemed to be interested be conducted in accordance with the Model Code.</p> <p><b>Basic Principles</b></p> <ol style="list-style-type: none"> <li>The Model Code sets a required standard against which directors must measure their conduct regarding transactions in securities of their listed issuers. Any breach of such required standard will be regarded as a breach of the HK Listing Rules. A director must seek to secure that all dealings in which he is or is deemed to be interested be conducted in accordance with the Model Code.</li> <li>A listed issuer may adopt its own code on terms no less exacting than those set out in the Model Code if it so wishes. Any breach of such code will not be a breach of the HK Listing Rules unless it is also a breach of the required standard contained in the Model Code.</li> </ol>	<p><b>Disclosure of interests by directors and chief executive officers</b></p> <p>Under Section 133(1) of the SFA, every director and chief executive officer of a corporation shall give notice in writing to the corporation of particulars of:</p> <ol style="list-style-type: none"> <li>shares in the corporation or in a related corporation of the corporation, which he holds, or in which he has an interest and the nature and extent of that interest;</li> <li>debentures of or participatory interests made available by the corporation or a related corporation of the corporation, which he holds, or in which he has an interest and the nature and extent of that interest;</li> <li>his rights or options, or rights or options of his and another person or other persons, in respect of the acquisition or disposal of shares in or debentures of the corporation or a related corporation of the corporation;</li> <li>contracts to which he is a party, or under which he is entitled to a benefit, being contracts under which a person has a right to call for or to make delivery of shares in the corporation or in a related corporation of the corporation; and</li> </ol>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>3. The SEHK regards it as highly desirable that directors of a listed issuer should hold securities in the listed issuer.</p>	<p>(e) any change in respect of the particulars of any matter referred to in the foregoing paragraphs (a) to (d).</p>
<p>4. Directors wishing to deal in any securities in a listed issuer must first have regard to the provisions of Parts XIII and XIV of the Securities and Futures Ordinance with respect to insider dealing and market misconduct. However, there are occasions where directors should not be free to deal in the listed issuer's securities even though the statutory requirements will not be contravened.</p>	<p>Section 4 of the SFA shall apply for the purpose of determining whether a person has an interest in securities under the aforesaid sections of the SFA.</p> <p>Further, a director or chief executive officer of a corporation shall be deemed to have an interest in securities referred to in Section 133(1) of the SFA if a family member (i.e. a spouse, or a son, adopted son, step-son, daughter, adopted daughter or step-daughter below the age of 21 years) of the director or chief executive officer (not being himself a director or chief executive officer of the corporation), as the case may be, holds or has an interest in those securities; and any contract entered into by, any assignment or right of subscription made or exercised by, or any grant made to, a family member of a director or chief executive officer of a corporation (not being himself a director or chief executive officer of the corporation) shall be deemed to have been entered into by, made or exercised by or made to the director or chief executive officer.</p>
<p>5. The single most important thrust of the Model Code is that directors who are aware of or privy to any negotiations or agreements related to intended acquisitions or disposals which are notifiable transactions or connected transactions under HK Listing Rules or any inside information must refrain from dealing in the issuer's securities as soon as they become aware of them or privy to them until the information has been announced. Directors who are privy to relevant negotiations or agreements or any inside information should caution those directors who are not so privy that there may be inside information and that they must not deal in the issuer's securities for a similar period.</p>	<p>The aforesaid references in the SFA to a corporation refer to (a) a company (as defined in Section 4(1) of the Singapore Companies Act) any or all of the shares in which are listed for quotation of the official list of the SGX-ST; or (b) a corporation (not being a company, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing.</p>
<p>6. In addition, a director must not make any unauthorised disclosure of confidential information, whether to co-trustees or to any other person (even those to whom he owes a fiduciary duty) or make any use of such information for the advantage of himself or others.</p>	

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>Directors and chief executives of a listed company are required to disclose their interest and short position in any shares in a listed company (or any of its associated companies) and their interest in any debentures of the listed company (or any of its associated companies). Please refer to the paragraph headed “Shareholders’ Reporting Obligations” for more information.</p>	<p><b>Rule 1207(19), Listing Manual</b></p> <p>Under Rule 1207(19) of the Listing Manual, an issuer must include in its annual report, a statement whether and how the issuer has complied with the following best practices on dealings in securities–</p> <ul style="list-style-type: none"> <li>(a) a listed issuer should devise and adopt its own internal compliance code to provide guidance to its officers with regard to dealing by the listed issuer and its officer in its securities;</li> <li>(b) an officer should not deal in his company’s securities on short-term considerations; and</li> <li>(c) a listed issuer and its officers should not deal in the listed issuer’s securities during the period commencing two weeks before the announcement of the company financial statements for each of the first three quarters in its financial year and one month before the announcement of the company’s full year financial statements (if required to announce quarterly financial statements), or one month before the announcement of the company’s half year and full year financial statements (if not required to announce quarterly financial statements).</li> </ul> <p><b>Appendix 7.1, Listing Manual</b></p> <p>Under paragraphs 27 to 30 of Appendix 7.1 of the Listing Manual:</p> <ul style="list-style-type: none"> <li>(27) Issuers and parties who may be regarded as insiders should be fully aware of the provisions in any applicable legislation on insider trading.</li> </ul>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
	<p>(28) Persons who come into possession of material information, before its public release, are considered insiders for the purposes of the SGX-ST's corporate disclosure policies. Such persons include substantial shareholders, directors, executive officers and other employees, and frequently also include the issuer's lawyers, accountants, bankers, investment bankers, public relations consultants, advertising agencies, consultants, valuers and other third parties. The associates (as defined in "Definitions and Interpretation") of, and those under the control of, insiders may also be regarded as insiders. Where an issuer is involved in the negotiation of an acquisition or transaction, the other parties to the negotiation may also be regarded as insiders.</p> <p>(29) Issuers should make insiders (and others who have access to material information on the issuer before it is publicly disclosed) aware that trading in the issuer's securities while in possession of undisclosed material information or tipping such information is an offence under Singapore's securities laws and may also give rise to civil liability. Issuers are advised to refer to the best practices guide which provides guidance on the principles and best practices with regard to dealings by the directors and employees of the issuers in their respective issuer's securities.</p> <p>(30) Issuers should establish, publish and enforce effective procedures applicable to the purchase and sale of the securities of the issuer and listed members of its group by officers, directors, employees and other insiders. The procedures should be designed not only to prevent improper trading, but also to avoid any question of the propriety of insider purchases or sales.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<b>ON-MARKET SHARE BUYBACKS</b>	
<p><i>Rule 10.06 of the HK Listing Rules</i></p> <p>An issuer whose primary listing is on SEHK may only purchase shares on SEHK, either directly or indirectly, if (i) the shares proposed to be purchased by the issuer are fully-paid up, (ii) the issuer has previously sent to its shareholders an Explanatory Statement complying with the provisions of Rule 10.06(1)(b); and (iii) its shareholders have given a specific approval or a general mandate to its directors to make the purchase(s), by way of an ordinary resolution which complies with Rule 10.06(1)(c) and which has been passed at a General Meeting of the issuer duly convened and held.</p> <p>The issuer must send to its shareholders an Explanatory Statement (at the same time as the notice of the relevant shareholders' meeting) containing all the information reasonably necessary to enable those shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the purchase by the issuer of shares including the information set out in Rule 10.06(1)(b).</p> <p>At the same time as the Explanatory Statement is sent to shareholders of the issuer, the issuer should submit to SEHK (a) a confirmation from the issuer that the Explanatory Statement contains the information required under Rule 10.06(1)(b) and that neither the Explanatory Statement nor the proposed share repurchase has unusual features; and (b) the undertaking from its directors to SEHK according to Rule 10.06(1)(b)(vi).</p>	<p><b>Part XIII Share Buy-Back</b></p> <p><b>Shareholder Approval</b></p> <p><i>Rule 881, Listing Manual</i></p> <p>An issuer may purchase its own shares ("share buy-back") if it has obtained the prior specific approval of shareholders in general meeting.</p> <p><i>Rule 882, Listing Manual</i></p> <p>A share buy-back may only be made by way of on-market purchases transacted through the Exchange's trading system or on another stock exchange on which the issuer's equity securities are listed ("market acquisition") or by way of an off-market acquisition in accordance with an equal access scheme as defined in Section 76C of the Singapore Companies Act. Unless a lower limit is prescribed under the issuer's law of incorporation, such share buy-back shall not exceed 10 per cent of the total number of issued ordinary shares in the capital of the issuer as at the date of the resolution passed by shareholders for the share buy-back.</p> <p><i>Rule 883, Listing Manual</i></p> <p>For the purpose of obtaining shareholder approval, the issuer must provide at least the following information to shareholders:–</p> <ol style="list-style-type: none"> <li>(1) The information required under the Singapore Companies Act;</li> <li>(2) The reasons for the proposed share buy-back;</li> <li>(3) The consequences, if any, of share purchases by the issuer that will arise under the Singapore Take-over Code or other applicable takeover rules;</li> </ol>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>The ordinary resolution proposed to shareholders to give the directors of the issuer a specific approval or general mandate to purchase shares must include:</p> <p>(i) the total number and description of the shares which the issuer is authorised to purchase, provided that the number of shares which the issuer is authorised to purchase on SEHK or on another stock exchange recognised for this purpose by the SFC and SEHK under the Code on Share Buy-backs, may not exceed 10 per cent. of the number of issued shares of the issuer and the total number of warrants to subscribe for or purchase shares (or other relevant class of securities) authorised to be so purchased may not exceed 10 per cent. of the warrants of the issuer (or such other relevant class of securities, as the case may be), in each case as at the date of the resolution granting the general mandate; and (ii) the dates on which the authority conferred by the resolution will commence and determine. Such authority may only continue in force until:–</p> <ol style="list-style-type: none"> <li>1. the conclusion of the first annual general meeting of the issuer following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or</li> <li>2. revoked or varied by ordinary resolution of the shareholders in general meeting, whichever occurs first.</li> </ol> <p>The issuer must report the outcome of the General Meeting called to consider the proposed purchases to the SEHK immediately following the meeting.</p>	<ol style="list-style-type: none"> <li>(4) Whether the share buy-back, if made, could affect the listing of the issuer's equity securities on the Exchange;</li> <li>(5) Details of any share buy-back made by the issuer in the previous 12 months (whether market acquisitions or off-market acquisitions in accordance with an equal access scheme), giving the total number of shares purchased, the purchase price per share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and</li> <li>(6) Whether the shares purchased by the issuer will be cancelled or kept as treasury shares.</li> </ol>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p><b>Dealing Restrictions</b></p> <p>(i) An issuer shall not purchase its shares on SEHK if the purchase price is higher by 5% or more than the average closing market price for the 5 preceding trading days on which its shares were traded on SEHK;</p> <p>(ii) an issuer shall not purchase its shares on SEHK for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the SEHK from time to time;</p> <p>(iii) an issuer shall not knowingly purchase its shares from a core connected person and a core connected person shall not knowingly sell shares to the issuer, on SEHK;</p> <p>(iv) an issuer shall procure that any broker appointed by the issuer to effect the purchase of its shares shall disclose to SEHK such information with respect to purchases made on behalf of the issuer as SEHK may request;</p> <p>(v) an issuer shall not purchase its shares on SEHK at any time after inside information has come to its knowledge until the information is made publicly available. In particular, during the period of one month immediately preceding the earlier of:</p> <p>(i) the date of the board meeting (as such date is first notified to SEHK in accordance with the HK Listing Rules) for the approval of the issuer's results for any year, half-year, quarterly or any other interim period (whether or not required under the HK Listing Rules); and</p>	<p><b>Part XIII Share Buy-Back</b></p> <p><b>Dealing Restriction</b></p> <p><i>Rule 884, Listing Manual</i></p> <p>An issuer may only purchase shares by way of a market acquisition at a price which is not more than 5% above the average closing market price. For this purpose, the average closing market price is:–</p> <p>(1) the average of the closing market prices of the shares over the last 5 market days, on which transactions in the share were recorded, before the day on which the purchases are made; and</p> <p>(2) deemed to be adjusted for any corporate action that occurs after the relevant 5-day period.</p> <p><b>Off-Market Acquisition on an Equal Access Scheme</b></p> <p><i>Rule 885, Listing Manual</i></p> <p>An issuer making an off-market acquisition in accordance with an equal access scheme must issue an offer document to all shareholders containing at least the following information:–</p> <p>(1) Terms and conditions of the offer;</p> <p>(2) Period and procedures for acceptances; and</p> <p>(3) Information in Rule 883 (2), (3), (4), (5) and (6).</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>(ii) the deadline for the issuer to announce its results for any year or half-year under the HK Listing Rules, or quarterly or any other interim period (whether or not required under the HK Listing Rules),</p> <p>and ending on the date of the results announcement, the issuer may not purchase its shares on SEHK, unless the circumstances are exceptional;</p> <p>(vi) an issuer whose primary listing is on SEHK may not purchase its shares on the SEHK if that purchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage for that issuer (as determined by SEHK at the time of listing under Rule 8.08); and</p> <p>(vii) SEHK may waive all or part of the above restrictions if, in the opinion of SEHK, there are exceptional circumstances (such as, but without limitation, political or economic events having a material adverse effect on the price of shares of the issuer or issuers listed on SEHK generally) justifying the waiver of such restrictions. A waiver may be granted either with respect to a fixed amount of securities of an issuer or generally or on such conditions as SEHK shall specify and may be expressed to continue for a stated period of time or until further notice.</p>	<p><b>Reporting Requirements</b></p> <p><i>Rule 886, Listing Manual</i></p> <p>(1) An issuer must notify the Exchange of any share buy-back as follows:-</p> <p>(a) In the case of a market acquisition, by 9.00 am on the market day following the day on which it purchased shares,</p> <p>(b) In the case of an off market acquisition under an equal access scheme, by 9.00 am on the second market day after the close of acceptances of the offer.</p> <p>(2) Notification must be in the form of Appendix 8.3.1 (or 8.3.2 for an issuer with a dual listing on another stock exchange).</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p><b>Subsequent Issues</b></p> <p>An issuer whose primary listing is on the SEHK may not make a new issue of shares or announce a proposed new issue of shares for a period of 30 days after any purchase by it of shares, whether on SEHK or otherwise (other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the issuer to issue securities, which were outstanding prior to that purchase of its own securities), without the prior approval of SEHK.</p> <p><b>Reporting Requirements</b></p> <p>An issuer shall:-</p> <p>(a) submit for publication to the SEHK not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day following any day on which the issuer makes a purchase of shares (whether on SEHK or otherwise) details of the repurchase as required under Rule 10.06(4)(a); and</p> <p>(b) include in its annual report and accounts a monthly breakdown of purchases of shares made during the financial year under review showing the details of the shares purchased each month (whether on SEHK or otherwise) as required under Rule 10.06(4)(b).</p>	

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

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	<p>(b) if the conversion price is based on a formula, any discount in the price-fixing formula must not be more than 10% of the prevailing market price of the underlying shares before conversion.</p> <p>(3) Rule 811(1) and (2) is not applicable if specific shareholder approval is obtained for the issue of shares, company warrants or other convertible securities.</p> <p>(4) Where specific shareholders' approval is sought, the circular must include the following:-</p> <p>(a) Information required under Rule 810; and</p> <p>(b) The basis upon which the discount was determined.</p> <p>(5) In the case of REITs and business trusts, for the purpose of Rule 811, the discount or premium of the issue price may be computed with reference to the weighted average price excluding declared distributions for trades done for the underlying units on the Exchange for the full market day on which the placement or subscription agreement is signed, provided that the placees are not entitled to the declared distributions.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
	<p data-bbox="805 321 1390 385"><b>Part II General Requirements for an Issue of Securities</b></p> <p data-bbox="805 434 1018 459"><b>General Mandate</b></p> <p data-bbox="805 508 1134 534"><i>Rule 806(2), Listing Manual</i></p> <p data-bbox="805 583 1390 1059">A general mandate must limit the aggregate number of shares and convertible securities that may be issued. The limit must be not more than 50% of the total number of issued shares excluding treasury shares, of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more than 20% of the total number of issued shares excluding treasury shares. Unless prior shareholder approval is required under the Listing Rules, an issue of treasury shares will not require further shareholder approval, and will not be included in the aforementioned limits.</p> <p data-bbox="805 1108 1390 1172"><b>Part VI Issue of Company Warrants and Other Convertible Securities</b></p> <p data-bbox="805 1221 1102 1247"><i>Rule 833, Listing Manual</i></p> <p data-bbox="805 1295 1390 1402">The following additional requirements apply to an offer of company warrants or other convertible securities by way of a rights issue or bought deal:-</p> <p data-bbox="805 1451 1390 1515">(1) The issuer's announcement of the rights issue or bought deal must include either:-</p> <p data-bbox="868 1564 1390 1664">(a) the exercise or conversion price of the company warrants or other convertible securities, or</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
	<p>(b) a price-fixing formula to determine the exercise or conversion price. The price-fixing formula must not contain any discretionary element and the amount of premium or discount (in relation to the underlying share price) must be specified.</p> <p>(2) Where a price-fixing formula is adopted:-</p> <p>(a) if the issue is not underwritten, the issuer must fix and announce the exercise or conversion price before the close of the offer; or</p> <p>(b) if the issue is underwritten, the issuer must fix and announce the exercise or conversion price before the commencement of nil-paid rights trading.</p> <p>(3) An offer of company warrants or convertible securities by way of a bought deal must comply with Part V of this Chapter.</p> <p><b>Part VII Bonus Issues, Capitalisation Issues and Subdivision of Shares</b></p> <p><i>Rule 838, Listing Manual</i></p> <p>An issuer must satisfy the Exchange that its daily weighted average price, adjusted for the capitalization issue or subdivision of shares (“adjusted price”), will not be less than S\$0.50. When deciding, the Exchange may take into account an issuer’s adjusted price for the month preceding the application date.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p data-bbox="199 321 783 385"><b>Chapter 17 of the HK Listing Rules (Share Option Schemes)</b></p> <p data-bbox="199 434 608 463"><i>Rule 17.03 of the HK Listing Rules</i></p> <p data-bbox="199 512 783 612">The scheme document must include the following provisions and/or provisions as to the following (as the case may be):</p> <ol data-bbox="199 661 783 1917" style="list-style-type: none"> <li data-bbox="199 661 783 691">(1) the purpose of the scheme;</li> <li data-bbox="199 740 783 804">(2) the participants of the scheme and the basis of determining the eligibility of participants;</li> <li data-bbox="199 853 783 1066">(3) the total number of securities which may be issued upon exercise of all options to be granted under the scheme, together with the percentage of the issued shares that it represents at the date of approval of the scheme;</li> <li data-bbox="199 1115 783 1178">(4) the maximum entitlement of each participant under the scheme;</li> <li data-bbox="199 1227 783 1364">(5) the period within which the securities must be taken up under the option, which must not be more than 10 years from the date of grant of the option;</li> <li data-bbox="199 1412 783 1476">(6) the minimum period, if any, for which an option must be held before it can be exercised;</li> <li data-bbox="199 1525 783 1625">(7) the performance targets, if any, that must be achieved before the options can be exercised or, if none, a negative statement to that effect;</li> <li data-bbox="199 1674 783 1810">(8) the amount, if any, payable on application or acceptance of the option and the period within which payments or calls must or may be made or loans for such purposes must be repaid;</li> <li data-bbox="199 1859 783 1923">(9) the basis of determination of the exercise price;</li> </ol>	<p data-bbox="805 321 1382 385"><b>Part VIII Share Option Schemes or Share Schemes</b></p> <p data-bbox="805 434 1023 463"><b>Terms of Schemes</b></p> <p data-bbox="805 512 1086 542"><i>Rule 845, Listing Manual</i></p> <p data-bbox="805 591 1390 804">A limit on the size of each scheme, the maximum entitlement for each class or category of participant (where applicable), and the maximum entitlement for any one participant (where applicable) must be stated. For SGX Main Board issuers, the following limits must not be exceeded:-</p> <ol data-bbox="805 853 1390 1768" style="list-style-type: none"> <li data-bbox="805 853 1390 989">(1) The aggregate number of shares available under all schemes must not exceed 15% of the total number of issued shares excluding treasury shares from time to time;</li> <li data-bbox="805 1038 1390 1174">(2) The aggregate number of shares available to controlling shareholders and their associates must not exceed 25% of the shares available under a scheme;</li> <li data-bbox="805 1223 1390 1359">(3) The number of shares available to each controlling shareholder or his associate must not exceed 10% of the shares available under a scheme;</li> <li data-bbox="805 1408 1390 1587">(4) The aggregate number of shares available to directors and employees of the issuer's parent company and its subsidiaries must not exceed 20% of the shares available under a scheme; and</li> <li data-bbox="805 1636 1390 1772">(5) The maximum discount under the scheme must not exceed 20%. The discount must have been approved by shareholders in a separate resolution.</li> </ol>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>(10) the voting, dividend, transfer and other rights, including those arising on a liquidation of the listed issuer, attaching to the securities and (if appropriate) any such rights attaching to the options themselves;</p> <p>(11) the life of the scheme, which must not be more than 10 years;</p> <p>(12) the circumstances under which options will automatically lapse;</p> <p>(13) a provision for adjustment of the exercise price or the number of securities subject to options already granted and to the scheme in the event of a capitalisation issue, rights issue, sub-division or consolidation of shares or reduction of capital;</p> <p>(14) a provision for the cancellation of options granted but not exercised;</p> <p>(15) unless the securities subject to the scheme are identical with other securities, a provision that they must be separately designated;</p> <p>(16) where there is a provision for termination of the operation of the scheme before the end of its life, a provision for the treatment of options granted under the scheme but not yet exercised at the time of termination;</p> <p>(17) transferability of options; and</p> <p>(18) the specific terms of the scheme that can be changed by directors or scheme administrators without the approval of shareholders of the listed issuer in general meeting.</p>	<p><b>Offering of Securities in Singapore</b></p> <p>No person shall make an offer of securities in Singapore unless that offer is made in or accompanied by a prospectus or falls within any of the exemptions provided under the SFA.</p> <p><b>Part II General Requirements for an Issue of Securities</b></p> <p><i>Rule 806(1), Listing Manual</i></p> <p><b>General Mandate</b></p> <p>(1) Approval by an issuer's shareholders under Rule 805(1) is not required if shareholders had, by ordinary resolution in a general meeting, given a general mandate to the directors of the issuer, either unconditionally or on such conditions to issue:–</p> <p>(i) shares; or</p> <p>(ii) convertible securities; or</p> <p>(iii) additional convertible securities issued pursuant to Rule 829, notwithstanding that the general mandate may have ceased to be in force at the time the securities are issued, provided that the adjustment does not give the holder a benefit that a shareholder does not receive; or</p> <p>(iv) shares arising from the conversion of the securities in (ii) and (iii), notwithstanding that the general mandate may have ceased to be in force at the time the shares are to be issued.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
	<p data-bbox="804 314 1134 348"><i>Rule 806(2), Listing Manual</i></p> <p data-bbox="804 395 1390 874">A general mandate must limit the aggregate number of shares and convertible securities that may be issued. The limit must be not more than 50% of the total number of issued shares excluding treasury shares, of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more than 20% of the total number of issued shares excluding treasury shares. Unless prior shareholder approval is required under the Listing Rules, an issue of treasury shares will not require further shareholder approval, and will not be included in the aforementioned limits.</p> <p data-bbox="804 917 1134 951"><i>Rule 806(6), Listing Manual</i></p> <p data-bbox="804 993 1390 1061">A general mandate may remain in force until the earlier of the following:-</p> <ul style="list-style-type: none"> <li data-bbox="804 1108 1390 1321">(a) the conclusion of the first annual general meeting of the issuer following the passing of the resolution. By an ordinary resolution passed at that meeting, the mandate may be renewed, either unconditionally or subject to conditions; or</li> <li data-bbox="804 1370 1390 1438">(b) it is revoked or varied by ordinary resolution of the shareholders in general meeting.</li> </ul> <p data-bbox="804 1481 1015 1515"><b>Specific Mandate</b></p> <p data-bbox="804 1557 1390 1625"><b>Part VI Issue of Company Warrants and Other Convertible Securities</b></p> <p data-bbox="804 1668 1102 1702"><i>Rule 824, Listing Manual</i></p> <p data-bbox="804 1744 1390 1887">Every issue of company warrants or other convertible securities not covered under a general mandate must be specifically approved by shareholders in general meeting.</p>

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	<p data-bbox="805 321 1385 385"><b>Part X Listing Application for Additional Equity Securities</b></p> <p data-bbox="805 434 1098 463"><i>Rule 864, Listing Manual</i></p> <p data-bbox="805 512 1390 612">In considering an application for listing of additional equity securities the Exchange takes into account, among other factors, the following:–</p> <ol style="list-style-type: none"> <li data-bbox="805 661 1134 691">(1) Rationale for the issue;</li> <li data-bbox="805 740 1390 804">(2) Whether the issuer is and has been in compliance with the listing rules;</li> <li data-bbox="805 853 1390 1172">(3) Whether the issuer has made full disclosure of the material facts relating to the issue necessary for the Exchange to decide on the application. The purpose of the information supplied to the Exchange is for the Exchange to assess whether the shares qualify for listing. Approval for listing of the additional shares is not an indication of the merits of the transaction; and</li> <li data-bbox="805 1221 1390 1364">(4) The Exchange must be notified immediately if, before the commencement of dealing in any equity securities which are the subject of an application, the issuer becomes aware that:– <ol style="list-style-type: none"> <li data-bbox="868 1412 1390 1513">(a) There has been a significant change affecting any matter contained in the application; or</li> <li data-bbox="868 1561 1390 1736">(b) A significant new matter has arisen, which would have been required to be included in the application if it had arisen before the application was submitted.</li> </ol> </li> </ol>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
	For the purpose of this rule, “ <b>significant</b> ” means significant for the purpose of making an assessment of the activities, assets and liabilities, financial position, management and prospects of the group, and of its profits and losses and of the rights attaching to the securities.
<b>PROHIBITION OF UNFAIR TRADING ACTIVITIES</b>	
<p><b>Insider Dealing – Section 270 of Part XIII of the SFO:</b></p> <ul style="list-style-type: none"> <li>– insider dealing means a person connected with a listed company utilizing inside information, directly or indirectly, for trading in such listed company’s listed securities;</li> <li>– in practical terms, insider dealing refers to intended use of inside information of a listed company for trading in such listed company’s listed securities or disclose to those inside information who are intended to use those information for trading in securities of listed company;</li> <li>– “a person connected with a listed company” includes directors, employees, substantial shareholders of the listed company or related company of the listed company. It also includes a person who has access to or who is reasonably expected to have access to the inside information (please refer to Section 247 of the SFO);</li> <li>– “<b>inside information</b>” refers to information which has not been disclosed to the public. In simple terms, it is some specific information which is not known to the general investor but if it is published, it may materially affect the share price (please refer to Section 245 of the SFO);</li> </ul>	<p><b>Sections 218 and 219, SFA</b></p> <p>Sections 218 and 219 of the SFA prohibit persons from dealing in securities of a corporation if any such person knows or reasonably ought to know that he is in possession of information that is not generally available, and if it was generally available if might have a material effect on the price or value of securities of that corporation.</p> <p>Such persons include:</p> <ol style="list-style-type: none"> <li>(1) Officers of a corporation or a related corporation;</li> <li>(2) Substantial shareholders of a corporation or a related corporation; and</li> <li>(3) Person who occupy position reasonably expected to give him access to inside information by virtue of: <ul style="list-style-type: none"> <li>– professional or business relationship existing between himself (or his employer or a corporation of which he is an officer) and that corporation or a related corporation; or</li> <li>– being an officer of a substantial shareholder in that corporation or in a related corporation.</li> </ul> </li> </ol>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>– Directors of a listed company have the obligation to take reasonable measures to prevent the happening of insider dealing.</p> <p><b>False Trading – Section 274 of Part XIII of the SFO:</b></p> <p>When a person carries out the following activities with intent or recklessly, false trading is considered to have been committed:</p> <p>(a) in relation to securities or futures contracts, creating a false or misleading appearance of active trading or in creating an artificial price, or maintaining at a level that is artificial a price for dealings in securities or futures contracts; or</p> <p>(b) to effect “false trading” (i.e. there is actual trading in securities but there had been no change in beneficial interest) or (the asking price is the same or almost the same as the bidding price and vice versa).</p> <p><b>Price Rigging – Section 275 of Part XIII of the SFO:</b></p> <p>When a person carries out the following activities, price rigging is considered to have been committed:</p> <p>(a) carry out securities transaction which does not involve a change in the beneficial ownership that has the effect of maintaining, increasing, reducing, stabilizing or causing fluctuations in the price of the securities; or</p> <p>(b) carry out fictitious or artificial securities transaction with intent or recklessly that has the effect of maintaining, increasing, reducing, stabilizing or causing fluctuations in the price of the securities or dealing in futures contracts.</p>	<p><b>False trading and market rigging transactions</b></p> <p><i>Section 197, SFA</i></p> <p>(1) No person shall do any thing, cause any thing to be done or engage in any course of conduct, if his purpose, or any of his purposes, for doing that thing, causing that thing to be done or engaging in that course of conduct, as the case may be, is to create a false or misleading appearance–</p> <p>(a) of active trading in any securities on a securities market; or</p> <p>(b) with respect to the market for, or the price of, such securities.</p> <p>(1A) No person shall do any thing, cause any thing to be done or engage in any course of conduct that creates, or is likely to create, a false or misleading appearance of active trading in any securities on a securities market, or with respect to the market for, or the price of, such securities, if–</p> <p>(a) he knows that doing that thing, causing that thing to be done or engaging in that course of conduct, as the case may be, will create, or will be likely to create, that false or misleading appearance; or</p> <p>(b) he is reckless as to whether doing that thing, causing that thing to be done or engaging in that course of conduct, as the case may be, will create, or will be likely to create, that false or misleading appearance.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p><b>Disclosure of False or Misleading Information inducing transactions – Section 277 of Part XIII of the SFO:</b></p> <p>Disclosure of false or misleading information that is likely to induce another person to subscribe for securities, or deal in futures contracts; or sale or purchase of securities; or maintain, increase, reduce or stabilize the price of securities or dealings in futures contracts and those information is false or misleading as to a fact or is false or misleading through omission of a material fact and the person who discloses the information knows or is reckless or negligent as to whether the information is false or misleading as to a material fact or is false or misleading through the omission of a material fact.</p> <p><b>Stock Market Manipulation – Section 278 of Part XIII of the SFO:</b></p> <p>When a person carries out directly or indirectly 2 or more transactions in securities of a listed company with the intention to induce another person to purchase or subscribe for or refrain from selling securities of the listed company or related company of the listed company as a result of which or in conjunction with any other transaction causing the following shall be regarded as stock market manipulation:</p> <p>(a) increase or are likely to increase the price of any securities;</p> <p>(b) reduce or are likely to reduce the price of any securities; or</p> <p>(c) maintain or stabilize or are likely to maintain or stabilize the price of any securities.</p>	<p>(2) No person shall, by means of any purchase or sale of any securities that do not involve a change in the beneficial ownership of those securities, or by any fictitious transaction or device, maintain, inflate, depress, or cause fluctuations in, the market price of any securities.</p> <p>(3) Without prejudice to the generality of subsection (1), where a person –</p> <p>(a) effects, takes part in, is concerned in or carries out, directly or indirectly, any transaction of purchase or sale of any securities, being a transaction that does not involve any change in the beneficial ownership of the securities;</p> <p>(b) makes or causes to be made an offer to sell any securities at a specified price where he has made or caused to be made or proposes to make or to cause to be made, or knows that a person associated with him has made or caused to be made or proposes to make or to cause to be made, an offer to purchase the same number, or substantially the same number, of securities at a price that is substantially the same as the firstmentioned price; or</p> <p>(c) makes or causes to be made an offer to purchase any securities at a specified price where he has made or caused to be made or proposes to make or to cause to be made, or knows that a person associated with him has made or caused to be made or proposes to make or to cause to be made, an offer to sell the same number, or substantially the same number, of securities at a price that is substantially the same as the first-mentioned price,</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p><b>Orders of Market Misconduct Tribunal – Section 257 of Part XIII of the SFO:</b></p> <p>If in breach of the above provisions of market misconduct, the Market Misconduct Tribunal may impose sanctions and has the power to make order:</p> <ul style="list-style-type: none"> <li>– prohibiting relevant persons from participating in management of a listed company for 5 years;</li> <li>– prohibiting relevant persons from sale and purchase of specific financial product and carrying out specific market misconducts;</li> <li>– ordering relevant persons to pay to the government an amount not exceeding the amount gained or amount of loss avoided as a result of committing market misconduct and to indemnify the government and the SFC reasonable costs and expenses incidental to proceedings or investigation brought about; and</li> <li>– ordering that any body which may take disciplinary action against the relevant person be recommended to take disciplinary action against him.</li> </ul> <p><b>Penalties on Offenses relating to dealings in securities and futures contracts – Section 303 of Part XIV of the SFO:</b></p> <p>In breach of the above provisions of market misconducts may entail criminal prosecution. If convicted on indictment, the maximum penalty is fine of HK\$10,000,000 and 10 years imprisonment. If convicted on summary conviction, the maximum penalty is fine of HK\$1,000,000 and 3 years imprisonment.</p>	<p>it shall be presumed that his purpose, or one of his purposes, for doing so is to create a false or misleading appearance of active trading in securities on a securities market.</p> <p>(4) The presumption under subsection (3) may be rebutted if the defendant establishes that the purpose or purposes for which he did the act was not, or did not include, the purpose of creating a false or misleading appearance of active trading in securities on a securities market.</p> <p>(5) For the purposes of this section, a purchase or sale of securities does not involve a change in the beneficial ownership if a person who had an interest in the securities before the purchase or sale, or a person associated with the first-mentioned person in relation to those securities, has an interest in the securities after the purchase or sale.</p> <p>(6) In any proceedings against a person for a contravention of subsection (2) in relation to a purchase or sale of securities that did not involve a change in the beneficial ownership of those securities, it is a defence if the defendant establishes that the purpose or purposes for which he purchased or sold the securities was not, or did not include, the purpose of creating a false or misleading appearance with respect to the market for, or the price of, securities.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>Sections 281 and 305 of the SFO further stipulate that any person suffering monetary loss as a result of market misconduct of others has the right to take out civil proceedings for compensation. Those who have committed market misconduct are required to pay compensation to those who have suffered monetary losses as a result of his market misconduct.</p>	<p>(7) The reference in subsection (3)(a) to a transaction of purchase or sale of securities includes–</p> <ul style="list-style-type: none"> <li>(a) a reference to the making of an offer to purchase or sell securities; and</li> <li>(b) a reference to the making of an invitation, however expressed, that expressly or impliedly invites a person to offer to purchase or sell securities.</li> </ul> <p><b>Securities market manipulation</b></p> <p><i>Section 198, SFA</i></p> <p>(1) No person shall effect, take part in, be concerned in or carry out, directly or indirectly, 2 or more transactions in securities of a corporation, being transactions that have, or are likely to have, the effect of raising, lowering, maintaining or stabilising the price of securities of the corporation on a securities market, with intent to induce other persons to subscribe for, purchase or sell securities of the corporation or of a related corporation.</p> <p>(1A) No person shall effect, take part in, be concerned in or carry out, directly or indirectly, 2 or more transactions in securities of a business trust, being transactions that have, or are likely to have, the effect of raising, lowering, maintaining or stabilising the price of securities of the business trust on a securities market, with intent to induce other persons to subscribe for, purchase or sell securities of the business trust.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
	<p>(2) A reference in subsection (1) or (1A) to transactions in securities of a corporation or securities of a business trust, as the case may be, includes–</p> <p>(a) a reference to the making of an offer to purchase or sell such securities of the corporation or such securities of the business trust, as the case may be; and</p> <p>(b) a reference to the making of an invitation, however expressed, that directly or indirectly invites a person to offer to purchase or sell such securities of the corporation or such securities of the business trust, as the case may be.</p> <p><b>False or misleading statements, etc.</b></p> <p><i>Section 199, SFA</i></p> <p>No person shall make a statement, or disseminate information, that is false or misleading in a material particular and is likely–</p> <p>(a) to induce other persons to subscribe for securities;</p> <p>(b) to induce the sale or purchase of securities by other persons; or</p> <p>(c) to have the effect of raising, lowering, maintaining or stabilising the market price of securities,</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
	<p>if, when he makes the statement or disseminates the information–</p> <p>(i) he does not care whether the statement or information is true or false; or</p> <p>(ii) he knows or ought reasonably to have known that the statement or information is false or misleading in a material particular.</p> <p><b>Board composition</b></p> <p><i>Rule 720 (read with Rules 210(5) &amp; 221), Listing Manual</i></p> <p>The issuer’s board must have at least two non-executive directors who are independent and free of any material business or financial connection with the issuer.</p>
<b>CORPORATE GOVERNANCE</b>	
<p>The Code on Corporate Governance Practices (“CGC”) in the HK Listing Rules sets out principles of good corporate governance. The listed company is expected to comply with, but may choose to deviate from, the code provisions under the CGC, while the recommended best practices under the CGC are for guidance only. The listed company is also required to issue to shareholders an annual corporate governance report.</p> <p>The CGC sets out principles relating to matters including:</p> <ul style="list-style-type: none"> <li>– the responsibility and the composition of the board of directors;</li> <li>– the appointment, re-election and removal of directors;</li> <li>– remuneration of directors and senior management;</li> </ul>	<p>The Code of Corporate Governance (“COCG”) was first issued by the Corporate Governance Committee on 21 March 2001. Compliance with the Code is not mandatory but listed companies are required under the Listing Manual to disclose their corporate governance practices and give explanations for deviations from the Code in their annual reports.</p> <p><b>Audit Committee</b></p> <p><i>Rule 12, COCG</i></p> <p>The Board should establish an Audit Committee (“AC”) with written terms of reference which clearly set out its authority and duties.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<ul style="list-style-type: none"> <li>– accountability and audit;</li> <li>– delegation by the board; and</li> <li>– communication with shareholders voting by poll.</li> </ul> <p><b>Audit Committee</b></p> <p>The board should establish formal and transparent arrangements to consider how it will apply financial reporting and internal control principles and maintain an appropriate relationship with the issuer’s auditors. The audit committee should be established with clear terms of reference.</p> <p>A former partner of the issuer’s existing auditing firm should be prohibited from acting as a member of its audit committee for a period of 1 year from the date of his ceasing (a) to be a partner of the firm; or (b) to have any financial interest in the firm, whichever is later.</p> <p>Where the board disagrees with the audit committee’s view on the selection, appointment, resignation or dismissal of the external auditors, the issuer should include in the Corporate Governance Report a statement from the audit committee explaining its recommendation and also the reason(s) why the board has taken a different view.</p> <p>The audit committee should be provided with sufficient resources to perform its duties.</p>	<p><i>Rule 12.1, COCG</i></p> <p>The AC should comprise at least three directors, the majority of whom, including the AC Chairman, should be independent. All of the members of the AC should be non-executive directors. The Board should disclose in the company’s Annual Report the names of the members of the AC and the key terms of reference of the AC, explaining its role and the authority delegated to it by the Board.</p> <p><i>Rule 12.2, COCG</i></p> <p>The Board should ensure that the members of the AC are appropriately qualified to discharge their responsibilities. At least two members, including the AC Chairman, should have recent and relevant accounting or related financial management expertise or experience, as the Board interprets such qualification in its business judgement.</p> <p><b>Remuneration Committee</b></p> <p><i>Rule 7.1, COCG</i></p> <p>The Board should establish a Remuneration Committee (“RC”) with written terms of reference which clearly set out its authority and duties. The RC should comprise at least three directors, the majority of whom, including the RC Chairman, should be independent. All of the members of the RC should be non-executive directors. This is to minimise the risk of any potential conflict of interest. The Board should disclose in the company’s Annual Report the names of the members of the RC and the key terms of reference of the RC, explaining its role and the authority delegated to it by the Board.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p><b>Remuneration Committee</b></p> <p>An issuer should disclose its directors' remuneration policy and other remuneration related matters. The procedures for setting policy on executive directors' remuneration and all directors' remuneration packages should be formal and transparent. Remuneration levels should be sufficient to attract and retain directors to run the company successfully without paying more than necessary. No director should be involved in deciding his own remuneration.</p> <p>The remuneration committee should consult the chairman and/or chief executive about their remuneration proposals for other executive directors. The remuneration committee should have access to independent professional advice if necessary.</p> <p>Issuers should disclose details of any remuneration payable to members of senior management by band in their annual reports.</p> <p><b>Nomination Committee</b></p> <p>Issuers should establish a nomination committee which is chaired by the chairman of the board or an independent non-executive director and comprises a majority of independent non-executive directors.</p> <p>The nomination committee should be established with specific written terms of reference which deal clearly with its authority and duties. It should perform the duties as set out in this code provision.</p>	<p><b>Nominating Committee</b></p> <p><i>Rule 4.1, COCG</i></p> <p>The Board should establish a Nominating Committee ("NC") to make recommendations to the Board on all board appointments, with written terms of reference which clearly set out its authority and duties. The NC should comprise at least three directors, the majority of whom, including the NC Chairman, should be independent. The lead independent director, if any, should be a member of the NC. The Board should disclose in the company's Annual Report the names of the members of the NC and the key terms of reference of the NC, explaining its role and the authority delegated to it by the Board.</p>

**APPENDIX A                      COMPARISON OF A SUMMARY OF THE PRINCIPAL LISTING RULES OF THE SGX-ST AND THE SEHK**

<b>HK Listing Rules and Hong Kong laws</b>	<b>Listing Manual and Singapore laws</b>
<p>Issuers should provide the nomination committee sufficient resources to perform its duties. Where necessary, the nomination committee should seek independent professional advice, at the issuer’s expense, to perform its responsibilities.</p> <p>Where the board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent.</p>	
<b>INTERESTED PERSON TRANSACTIONS OR CONNECTED TRANSACTIONS</b>	
<p><b>Chapter 14A of the HK Listing Rules (Connected transactions)</b></p> <p><b>Definition of connected person</b></p> <p><i>Rule 14A.07 of the HK Listing Rules</i></p> <p>A “<b>connected person</b>” is:</p> <ol style="list-style-type: none"> <li>(1) a director, chief executive or substantial shareholder of the listed issuer or any of its subsidiaries;</li> <li>(2) any person who was a director of the listed issuer or any of its subsidiaries in the last 12 months;</li> <li>(3) a supervisor of a PRC issuer or any of its subsidiaries;</li> <li>(4) an associate of any of the above persons;</li> <li>(5) a connected subsidiary; or</li> <li>(6) a person deemed to be connected by the SEHK.</li> </ol>	<p><b>Chapter 9, Listing Manual</b></p> <p>The objective of Chapter 9 is to guard against the risk that interested persons could influence the issuer, its subsidiaries or associated companies, to enter into transactions with interested persons that may adversely affect the interests of the issuer or its shareholders.</p> <p><b>Part II Definitions</b></p> <p><i>Rule 904, Listing Manual</i></p> <p>For the purposes of this Chapter, the following definitions apply:–</p> <ol style="list-style-type: none"> <li>(1) “<b>approved exchange</b>” means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to this Chapter.</li> <li>(2) “<b>entity at risk</b>” means: <ol style="list-style-type: none"> <li>(a) the issuer;</li> </ol> </li> </ol>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p><b>Definition of associate</b></p> <p><i>Rule 14A.12 of the HK Listing Rules</i></p> <p>An “<b>associate</b>” of a connected person described in Rule 14A.07(1), (2) or (3) who is an individual includes:</p> <p>(1) (a) his spouse; his (or his spouse’s) child or step-child, natural or adopted, under the age of 18 years (each an “immediate family member”);</p> <p>(b) the trustees, acting in their capacity as trustees of any trust of which the individual or his immediate family member is a beneficiary or, in the case of a discretionary trust, is (to his knowledge) a discretionary object (other than a trust which is an employees’ share scheme or occupational pension scheme established for a wide scope of participants and the connected persons’ aggregate interests in the scheme are less than 30%) (the “trustees”); or</p> <p>(c) a 30%-controlled company held, directly or indirectly, by the individual, his immediate family members and/or the trustees (individually or together), or any of its subsidiaries; or</p> <p>(2) (a) a person cohabiting with him as a spouse, or his child, step-child, parent, step-parent, brother, step-brother, sister or step-sister (each a “family member”); or</p>	<p>(b) a subsidiary of the issuer that is not listed on the Exchange or an approved exchange; or</p> <p>(c) an associated company of the issuer that is not listed on the Exchange or an approved exchange, provided that the listed group, or the listed group and its interested person(s), has control over the associated company.</p> <p>(3) “<b>financial assistance</b>” includes:</p> <p>(a) the lending or borrowing of money, the guaranteeing or providing security for a debt incurred or the indemnifying of a guarantor for guaranteeing or providing security; and</p> <p>(b) the forgiving of a debt, the releasing of or neglect in enforcing an obligation of another, or the assuming of the obligations of another.</p> <p>(4) (a) In the case of a company, “<b>interested person</b>” means:–</p> <p>(i) a director, chief executive officer, or controlling shareholder of the issuer; or</p> <p>(ii) an associate of any such director, chief executive officer, or controlling shareholder.</p> <p>(b) In the case of a REIT, “<b>interested person</b>” shall have the meaning defined in the Code on Collective Investment Schemes issued by the MAS.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>(b) a majority-controlled company held, directly or indirectly, by the family members (individually or together), or held by the family members together with the individual, his immediate family members and/or the trustees, or any of its subsidiaries.</p> <p><i>Rule 14A.13 of the HK Listing Rules</i></p> <p>An “<b>associate</b>” of a connected person described in Rule 14A.07(1), (2) or (3) who is a company includes:</p> <p>(1) its subsidiary or holding company, or a fellow subsidiary of the holding company;</p> <p>(2) the trustees, acting in their capacity as trustees of any trust of which the company is a beneficiary or, in the case of a discretionary trust, is (to its knowledge) a discretionary object (the “trustees”); or</p> <p>(3) a 30%-controlled company held, directly or indirectly, by the company, the companies referred to in (1) above, and/or the trustees (individually or together), or any of its subsidiaries.</p> <p><i>Rule 14A.14 of the HK Listing Rules</i></p> <p>A 30%-controlled company held by a person will not be regarded as his or its associate if the person’s and his or its associates’ interests in the company, other than those indirectly held through the listed issuer’s group, are together less than 10%.</p>	<p>(c) In the case of a business trust, “<b>interested person</b>” means:–</p> <p>(i) a director, chief executive officer, or controlling shareholder of the trustee-manager of the business trust;</p> <p>(ii) the trustee-manager or controlling unitholder of the business trust; or</p> <p>(iii) an associate of any of the persons or entities in (i) or (ii) above.</p> <p>(d) In the case of an investment fund which is not a REIT or business trust, “<b>interested person</b>” means:–</p> <p>(i) a director, chief executive officer or controlling shareholder of the investment manager(s) (or any equivalent) of the investment fund;</p> <p>(ii) the investment manager(s) (or any equivalent), the trustee or controlling unitholder of the investment fund; or</p> <p>(iii) any associate of any of the persons or entities in (i) or (ii) above.</p> <p>(5) “<b>interested person transaction</b>” means a transaction between an entity at risk and an interested person.</p> <p>(6) “<b>transaction</b>” includes:–</p> <p>(a) the provision or receipt of financial assistance;</p> <p>(b) the acquisition, disposal or leasing of assets;</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p><i>Rule 14A.15 of the HK Listing Rules</i></p> <p>For PRC issuers only, a person's associates include any joint venture partner of a cooperative or contractual joint venture (whether or not it is a separate legal entity) where:</p> <p>(1) the person (being an individual), his immediate family members and/or the trustees; or</p> <p>(2) the person (being a company), any company which is its subsidiary or holding company or a fellow subsidiary of the holding company, and/or the trustees,</p> <p>together directly or indirectly hold 30% (or an amount that would trigger a mandatory general offer or establish legal or management control over a business enterprise under the PRC law) or more in the joint venture's capital or assets contributions, or the contractual share of its profits or other income.</p>	<p>(c) the provision or receipt of services;</p> <p>(d) the issuance or subscription of securities;</p> <p>(e) the granting of or being granted options; and</p> <p>(f) the establishment of joint ventures or joint investments;</p> <p>whether or not in the ordinary course of business, and whether or not entered into directly or indirectly (for example, through one or more interposed entities).</p>
<p><b>Definition of connected subsidiary</b></p>	<p><b>When Announcement Required</b></p>
<p><i>Rule 14A.16 of the HK Listing Rules</i></p>	<p><b>Part III General Requirements</b></p>
<p>A "connected subsidiary" is:</p>	<p><i>Rule 905, Listing Manual</i></p>
<p>(1) a non wholly-owned subsidiary of the listed issuer where any connected person(s) at the issuer level, individually or together, can exercise or control the exercise of 10% or more of the voting power at the subsidiary's general meeting. This 10% excludes any indirect interest in the subsidiary which is held by the connected person(s) through the listed issuer; or</p>	<p>(1) An issuer must make an immediate announcement of any interested person transaction of a value equal to, or more than, 3% of the group's latest audited net tangible assets.</p> <p>(2) If the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to 3% or more of the group's latest audited net tangible assets, the issuer must make an immediate announcement of the latest transaction and all future transactions entered into with that same interested person during that financial year.</p> <p>(3) Rule 905(1) and (2) does not apply to any transaction below \$100,000.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>(2) any subsidiary of a non wholly-owned subsidiary referred to in (1) above.</p> <p><i>Rule 14A.17 of the HK Listing Rules</i></p> <p>If a listed issuer's subsidiaries are connected persons only because they are the subsidiaries of a connected subsidiary, transactions between these subsidiaries will not be treated as connected transactions.</p> <p><i>Rule 14A.18 of the HK Listing Rules</i></p> <p>A subsidiary of the listed issuer is not a connected person if:</p> <p>(1) it is directly or indirectly wholly-owned by the listed issuer; or</p> <p>(2) it falls under the definition of connected person only because it is:</p> <p>(a) a substantial shareholder of another subsidiary of the listed issuer; or</p> <p>(b) an associate of a director (or a person who was in the past 12 months a director), a chief executive, a substantial shareholder or a supervisor of any subsidiary of the listed issuer.</p> <p><b>Definition of deemed connected persons</b></p> <p><i>Rule 14A.19 of the HK Listing Rules</i></p> <p>The SEHK has the power to deem any person to be a connected person.</p>	<p><b>When Shareholder Approval Required</b></p> <p><i>Rule 906, Listing Manual</i></p> <p>(1) An issuer must obtain shareholder approval for any interested person transaction of a value equal to, or more than:–</p> <p>(a) 5% of the group's latest audited net tangible assets; or</p> <p>(b) 5% of the group's latest audited net tangible assets, when aggregated with other transactions entered into with the same interested person during the same financial year. However, a transaction which has been approved by shareholders, or is the subject of aggregation with another transaction that has been approved by shareholders, need not be included in any subsequent aggregation.</p> <p>(2) Rule 906(1) does not apply to any transaction below \$100,000.</p> <p><i>Rule 907, Listing Manual</i></p> <p>An issuer must disclose the aggregate value of interested person transactions entered into during the financial year under review in its annual report. The name of the interested person and the corresponding aggregate value of the interested person transactions entered into with the same interested person must be presented in the following format:–</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws		
<p><i>Rule 14A.20 of the HK Listing Rules</i></p> <p>A deemed connected person includes a person:</p> <p>(1) who has entered, or proposes to enter, into:</p> <p>(a) a transaction with the listed issuer's group; and</p> <p>(b) an agreement, arrangement, understanding or undertaking (whether formal or informal and whether express or implied) with a connected person described in Rule 14A.07(1), (2) or (3) with respect to the transaction; and</p> <p>(2) who, in the Exchange's opinion, should be considered as a connected person.</p>	<p>Name of interested person</p>	<p>Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)</p>	<p>Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than \$100,000)</p>
<p><i>Rule 14A.21 of the HK Listing Rules</i></p> <p>A deemed connected person also includes a person:</p> <p>(1) who is:</p> <p>(a) a father in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, grandparent, grandchild, uncle, aunt, cousin, nephew or niece (each a "relative") of a connected person described in Rule 14A.07(1), (2) or (3); or</p> <p>(b) a majority-controlled company held, directly or indirectly, by the relatives (individually or together) or held by the relatives together with the connected person as described in Rule 14A.07(1), (2) or (3), the trustees, his immediate family members and/or family members, or any subsidiary of that majority-controlled company; and</p>	<p><i>Rule 908, Listing Manual</i></p> <p>In interpreting the term "same interested person" for the purpose of aggregation in Rules 905 and 906, the following applies:-</p> <p>(1) Transactions between an entity at risk and interested persons who are members of the same group are deemed to be transactions between the entity at risk with the same interested person.</p> <p>(2) If an interested person, (which is a member of a group) is listed, its transactions with the entity at risk need not be aggregated with transactions between the entity at risk and other interested persons of the same group, provided that the listed interested person and other listed interested persons have boards the majority of whose directors are different and are not accustomed to act on the instructions of the other interested persons and their associates and have audit committees whose members are completely different.</p>		

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>(2) whose association with the connected person is such that, in the Exchange's opinion, the proposed transaction should be subject to the connected transaction requirements.</p> <p><i>Rule 14A.22 of the HK Listing Rules</i></p> <p>The listed issuer must inform the SEHK of any proposed transaction with the person described in Rule 14A.20(1) or 14A.21(1) unless it is exempt from all of the connected transaction requirements. It must provide information to the SEHK to demonstrate whether or not the transaction should be subject to connected transaction requirements.</p> <p><b>Definition of connected transactions</b></p> <p><i>Rule 14A.23 of the HK Listing Rules</i></p> <p>Connected transactions are transactions with connected persons, and specified categories of transactions with third parties that may confer benefits on connected persons through their interests in the entities involved in the transactions. They may be one-off transactions or continuing transactions.</p> <p><i>Rule 14A.24 of the HK Listing Rules</i></p> <p>Transaction include both capital and revenue nature transactions, whether or not conducted in the ordinary and usual course of business of the listed issuer's group. This includes the following types of transactions:</p> <p>(1) any acquisition or disposal of assets by a listed issuer's group including a deemed disposal;</p>	<p>As an example, Entity-At-Risk A, Listed B and Listed C are all subsidiaries of Ultimate D. Listed B, Listed C and Ultimate D have boards, the majority of whose directors are different and are not accustomed to act on the instructions of Ultimate D and its associates and have audit committees whose members are completely different. Transactions between Entity-At-Risk A and Listed B need not be aggregated with transactions between Entity-At-Risk A and Listed C or with transactions between Entity-At-Risk A and Ultimate D.</p> <p><b>Part VII Shareholder Approval</b></p> <p><i>Rule 918, Listing Manual</i></p> <p>If a transaction requires shareholder approval, it must be obtained either prior to the transaction being entered into or, if the transaction is expressed to be conditional on such approval, prior to the completion of the transaction.</p> <p><i>Rule 919, Listing Manual</i></p> <p>In a meeting to obtain shareholder approval, the interested person and any associate of the interested person must not vote on the resolution, nor accept appointments as proxies unless specific instructions as to voting are given.</p> <p><b>Part V Exceptions</b></p> <p><i>Rule 915, Listing Manual</i></p> <p>The following transactions are not required to comply with Rules 905, 906 and 907:–</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>(2) (a) a listed issuer's group granting, accepting, exercising, transferring or terminating an option to acquire or dispose of assets or to subscribe for securities; or</p> <p><i>Note:</i> Terminating an option is not a transaction if it is made under the terms of the original agreement and the listed issuer's group has no discretion over the termination.</p> <p>(b) a listed issuer's group deciding not to exercise an option to acquire or dispose of assets or to subscribe for securities;</p> <p>(3) entering into or terminating finance leases or operating leases or sub-leases;</p> <p>(4) granting an indemnity or providing or receiving financial assistance. "<b>Financial assistance</b>" includes granting credit, lending money, or providing an indemnity against obligations under a loan, or guaranteeing or providing security for a loan;</p> <p>(5) entering into an agreement or arrangement to set up a joint venture in any form (e.g. a partnership or a company), or any other form of joint arrangement;</p> <p>(6) issuing new securities of the listed issuer or its subsidiaries;</p> <p>(7) providing, receiving or sharing services; or</p> <p>(8) acquiring or providing raw materials, intermediate products and/or finished goods.</p>	<p>(1) A payment of dividends, a subdivision of shares, an issue of securities by way of a bonus issue, a preferential offer, or an off-market acquisition of the issuer's shares, made to all shareholders on a pro-rata basis, including the exercise of rights, options or company warrants granted under the preferential offer.</p> <p>(2) The grant of options, and the issue of securities pursuant to the exercise of options, under an employees' share option scheme approved by the Exchange.</p> <p>(3) A transaction between an entity at risk and an investee company, where the interested person's interest in the investee company, other than that held through the issuer, is less than 5%.</p> <p>(4) A transaction in marketable securities carried out in the open market where the counterparty's identity is unknown to the issuer at the time of the transaction.</p> <p>(5) A transaction between an entity at risk and an interested person for the provision of goods or services if:-</p> <p>(a) the goods or services are sold or rendered based on a fixed or graduated scale, which is publicly quoted; and</p> <p>(b) the sale prices are applied consistently to all customers or class of customers.</p> <p>Such transactions include telecommunication and postal services, public utility services, and sale of fixed price goods at retail outlets.</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p><b>Transactions with connected persons</b></p> <p><i>Rule 14A.25 of the HK Listing Rules</i></p> <p>Any transaction between a listed issuer’s group and a connected person is a connected transaction.</p> <p><b>Transactions with third parties</b></p> <p><i>Financial assistance to or from commonly held entities</i></p> <p><i>Rule 14A.26 of the HK Listing Rules</i></p> <p>Financial assistance provided by a listed issuer’s group to, or received by a listed issuer’s group from, a commonly held entity is a connected transaction.</p> <p><i>Rule 14A.27 of the HK Listing Rules</i></p> <p>A “<b>commonly held entity</b>” is a company whose shareholders include:</p> <p>(1) a member of the listed issuer’s group; and</p> <p>(2) any connected person(s) at the issuer level who, individually or together, can exercise or control the exercise of 10% or more of the voting power at the company’s general meeting. This 10% excludes any indirect interest held by the person(s) through the listed issuer.</p>	<p>(6) The provision of financial assistance or services by a financial institution that is licensed or approved by the Monetary Authority of Singapore, on normal commercial terms and in the ordinary course of business.</p> <p>(7) The receipt of financial assistance or services from a financial institution that is licensed or approved by the Monetary Authority of Singapore, on normal commercial terms and in the ordinary course of business.</p> <p>(8) Director’s fees and remuneration, and employment remuneration (excluding “golden parachute” payments).</p>

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p data-bbox="199 321 624 348"><i>Other transactions with third parties</i></p> <p data-bbox="199 400 624 427"><i>Rule 14A.28 of the HK Listing Rules</i></p> <p data-bbox="199 474 786 612">A listed issuer’s group acquiring an interest in a company (the “target company”) from a person who is not a connected person is a connected transaction if the target company’s substantial shareholder:</p> <p data-bbox="199 661 786 910">           (1) is, or is proposed to be, a controller. A “<b>controller</b>” is a director, chief executive or controlling shareholder of the listed issuer; or            (2) is, or will, as a result of the transaction, become, an associate of a controller or proposed controller.         </p> <p data-bbox="199 959 786 1076"><i>Note:</i> Acquiring the target company’s assets is also a connected transaction if these assets account for 90% or more of the target company’s net assets or total assets.</p> <p data-bbox="199 1125 624 1153"><i>Rule 14A.29 of the HK Listing Rules</i></p> <p data-bbox="199 1200 786 1338">The SEHK may aggregate the interests of the controller and his or its associates in the target company to decide whether they together are the target company’s substantial shareholder.</p> <p data-bbox="199 1387 624 1415"><i>Rule 14A.30 of the HK Listing Rules</i></p> <p data-bbox="199 1461 786 1666">Rule 14A.28 does not apply to a listed issuer’s proposed acquisition if the controller or his or its associate(s) is or are together the target company’s substantial shareholders only because of their indirect shareholdings in the target company held through the listed issuer’s group.</p>	

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p><b>Definition of continuing connected transaction</b></p> <p><i>Rule 14A.31 of the HK Listing Rules</i></p> <p>Continuing connected transactions are connected transactions involving the provision of goods or services or financial assistance, which are carried out on a continuing or recurring basis and are expected to extend over a period of time. They are usually transactions in the ordinary and usual course of business of the issuer's group.</p> <p><b>Requirements for connected transactions</b></p> <p><i>Rule 14A.34 of the HK Listing Rules</i></p> <p>The listed issuer's group must enter into a written agreement for a connected transaction.</p> <p><i>Rule 14A.35 of the HK Listing Rules</i></p> <p>The listed issuer must announce the connected transaction as soon as practicable after its terms have been agreed.</p> <p><i>Note:</i> If the connected transaction is subsequently terminated or there is any material variation of its terms or material delay in the completion, the listed issuer must announce this fact as soon as practicable. The listed issuer must also comply with all other applicable provisions under the HK Listing Rules.</p> <p><b>Shareholders' approval</b></p> <p><i>Rule 14A.36 of the HK Listing Rules</i></p> <p>The connected transaction must be conditional on shareholders' approval at a general meeting held by the listed issuer. Any shareholder who has a material interest in the transaction must abstain from voting on the resolution.</p>	

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p data-bbox="197 321 624 348"><i>Rule 14A.37 of the HK Listing Rules</i></p> <p data-bbox="197 400 783 497">The SEHK may waive the general meeting requirement and accept a written shareholders' approval, subject to the conditions that:</p> <p data-bbox="197 549 783 646">(1) no shareholder of the listed issuer is required to abstain from voting if a general meeting is held to approve the transaction; and</p> <p data-bbox="197 697 783 838">(2) the approval is given by a shareholder or a closely allied group of shareholders who (together) hold more than 50% of the voting rights in the general meeting.</p> <p data-bbox="197 889 624 917"><i>Rule 14A.38 of the HK Listing Rules</i></p> <p data-bbox="197 968 783 1172">If the listed issuer discloses inside information to any shareholder in confidence to solicit the written approval, it must ensure that the shareholder is aware that he must not deal in the securities before the information has been made available to the public.</p> <p data-bbox="197 1223 624 1251"><i>Rule 14A.39 of the HK Listing Rules</i></p> <p data-bbox="197 1302 783 1442">If the connected transaction requires shareholders' approval, the listed issuer must (1) set up an independent board committee; and (2) appoint an independent financial adviser.</p> <p data-bbox="197 1493 560 1521"><b>Independent board committee</b></p> <p data-bbox="197 1572 624 1600"><i>Rule 14A.40 of the HK Listing Rules</i></p> <p data-bbox="197 1651 783 1770">The independent board committee must, taking into account the recommendation of an independent financial adviser, advise the listed issuer's shareholders:</p> <p data-bbox="197 1821 783 1879">(1) whether the terms of the connected transaction are fair and reasonable;</p>	

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p>(2) whether the connected transaction is on normal commercial terms or better and in the ordinary and usual course of business of the listed issuer's group;</p> <p>(3) whether the connected transaction is in the interests of the listed issuer and its shareholders as a whole; and</p> <p>(4) how to vote on the connected transaction.</p> <p><i>Rule 14A.41 of the HK Listing Rules</i></p> <p>The independent board committee must consist only of independent non-executive directors who do not have a material interest in the transaction.</p> <p><i>Rule 14A.42 of the HK Listing Rules</i></p> <p>If all the independent non-executive directors have a material interest in the transaction, an independent board committee will not be formed.</p> <p><i>Rule 14A.43 of the HK Listing Rules</i></p> <p>If an independent board committee is formed, the circular must include a letter from the independent board committee containing its opinion on the matters in Rule 14A.40 and its recommendation.</p> <p><b>Independent financial adviser</b></p> <p><i>Rule 14A.44 of the HK Listing Rules</i></p> <p>The listed issuer must appoint an independent financial adviser acceptable to the SEHK to make recommendations to the independent board committee and shareholders on the matters in Rules 14A.45(1) to (4). The independent financial adviser will give its opinion based on the written agreement for the transaction.</p>	

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p><b>Exemptions</b></p> <p><i>Rule 14A.73 of the HK Listing Rules</i></p> <p>Exemptions from the connected transaction requirements are available for the following types of transactions:</p> <ol style="list-style-type: none"> <li>(1) de minimis transactions (Rule 14A.76);</li> <li>(2) financial assistance (Rules 14A.87 to 14A.91);</li> <li>(3) issues of new securities by the listed issuer or its subsidiary (Rule 14A.92);</li> <li>(4) dealings in securities on stock exchanges (Rule 14A.93);</li> <li>(5) repurchases of securities by the listed issuer or its subsidiary (Rule 14A.94);</li> <li>(6) directors' service contracts and insurance (Rules 14A.95 and 14A.96);</li> <li>(7) buying or selling of consumer goods or services (Rule 14A.97);</li> <li>(8) sharing of administrative services (Rule 14A.98);</li> <li>(9) transactions with associates of passive investors (Rules 14A.99 and 14A.100); and</li> <li>(10) transactions with connected persons at the subsidiary level (Rule 14A.101).</li> </ol>	

HK Listing Rules and Hong Kong laws	Listing Manual and Singapore laws
<p><i>Rule 14A.74 of the HK Listing Rules</i></p> <p>The exemptions are broadly divided into two categories:</p> <p>(1) fully exempt from shareholders' approval, annual review and all disclosure requirements; and</p> <p>(2) exempt from shareholders' approval requirement.</p> <p><i>Rule 14A.75 of the HK Listing Rules</i></p> <p>The SEHK has the power to specify that an exemption will not apply to a particular transaction.</p>	
<b>RESTRICTIONS ON DEALINGS OF DIRECTORS BEFORE PUBLICATION OF THE FINANCIAL RESULTS</b>	
<p><i>Rule A3 of Appendix 10 of the HK Listing Rules</i></p> <p>A director must not deal in any securities of the listed issuer on any day on which its financial results are published and:</p> <p>(i) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and</p> <p>(ii) during the period of 30 days immediately preceding the publication date of the quarterly results (if any) and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results, unless the circumstances are exceptional, for example, where a pressing financial commitment has to be met as described in Appendix 10 to the HK Listing Rules. In any event, the director must comply with the procedure in the rules of Appendix 10 to the HK Listing Rules.</p>	<p><b>Part III Annual Reports</b></p> <p><i>Rule 1207(19)(c), Listing Manual</i></p> <p><b>Dealings in Securities</b></p> <p>A listed issuer and its officers should not deal in the listed issuer's securities during the period commencing two weeks before the announcement of the company financial statements for each of the first three quarters of its financial year and one month before the announcement of the company's full year financial statements (if required to announce quarterly financial statements), or one month before the announcement of the company's half year and full year financial statements (if not required to announce quarterly financial statements).</p>

**APPENDIX B**

**SUMMARY OF PROPOSED MATERIAL CHANGES  
TO THE BYE-LAWS OF THE COMPANY**

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
1.	<p>Bye-law 3(1):</p> <p>(1) The share capital of the Company at the date on which these Bye-laws come into effect shall be divided into shares of a par value of US\$0.018 each.</p>	<p>Bye-law 3(1):</p> <p>(1) The share capital of the Company at the date on which these Bye-laws come into effect shall be divided into shares of a par value of <b>US\$0.18</b> each <del>US\$0.018 each</del>.</p>	<p>The Company proposes to update the par value of its Shares to reflect the existing par value following the share consolidation exercise in 2015.</p>
2.	<p>Bye-law 3(2):</p> <p>(2) The Company may purchase its own shares for cancellation or acquire them as Treasury Shares in accordance with the Act on such terms as the Board shall think fit, provided that the Company may acquire and hold Treasury Shares subject to the rules and regulations of the Designated Stock Exchange. Any power of the Company to purchase or otherwise acquire its own shares shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit and shall also be subject to the Act, the Company's memorandum of association and, for so long as the shares of the Company are listed on the Designated Stock Exchange, the prior approval of the Members in general meeting for such purchase or acquisition. Such approval of the Members shall remain in force until (i) the</p>	<p>Bye-law 3(2):</p> <p>(2) The Company may purchase its own shares for cancellation or acquire them as Treasury Shares in accordance with the Act on such terms as the Board shall think fit, provided that the Company may acquire and hold Treasury Shares subject to the rules and regulations of the Designated Stock Exchange. Any power of the Company to purchase or otherwise acquire its own shares shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit and shall also be subject to the Act, the Company's memorandum of association and, for so long as the shares of the Company are listed on the Designated Stock Exchange, <b>the rules and regulations of the Designated Stock Exchange.</b> <del>the prior approval of the Members in general meeting for such purchase or acquisition. Such</del></p>	<p>The existing Bye-law 3(2) reflects the requirements of the Listing Manual. The amendments will reflect the requirements of the Bermuda Companies Act and the HK Listing Rules.</p>

<b>No.</b>	<b>Existing Bye-laws</b>	<b>Proposed New Bye-laws</b>	<b>Rationale</b>
	<p>conclusion of the annual general meeting of the Company following the passing of the resolution granting the said authority or (ii) the date by which such annual general meeting is required to be held or (iii) it is revoked or varied by ordinary resolution of the Company in general meeting, whichever is the earliest, and may thereafter be renewed by the Members in general meeting. For so long as the shares of the Company are listed on the Designated Stock Exchange, the Company shall make an announcement to the Designated Stock Exchange of any purchase or acquisition by the Company of its own shares on the market day following the day of such purchase or acquisition.</p>	<p><del>approval of the Members shall remain in force until (i) the conclusion of the annual general meeting of the Company following the passing of the resolution granting the said authority or (ii) the date by which such annual general meeting is required to be held or (iii) it is revoked or varied by ordinary resolution of the Company in general meeting, whichever is the earliest, and may thereafter be renewed by the Members in general meeting. For so long as the shares of the Company are listed on the Designated Stock Exchange, the Company shall make an announcement to the Designated Stock Exchange of any purchase or acquisition by the Company of its own shares on the market day following the day of such purchase or acquisition.</del></p>	

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
3.	<p>Bye-law 9:</p> <p>(1) In the event of preference shares being issued the total number of issued preference shares shall not at any time exceed the total number of the issued ordinary shares (or such limit which may be applicable from time to time) and preference shareholders shall have the same rights as ordinary shareholders as regards receiving of notices, reports and balance sheets and attending general meetings of the Company, and preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding-up or sanctioning a sale of the undertaking or where the proposition to be submitted to the meeting directly affects their rights and privileges or when the dividend on the preference shares is more than six (6) months in arrear.</p>	<p>Bye-law 9:</p> <p><del>(1) In the event of preference shares being issued the total number of issued preference shares shall not at any time exceed the total number of the issued ordinary shares (or such limit which may be applicable from time to time) and preference shareholders shall have the same rights as ordinary shareholders as regards receiving of notices, reports and balance sheets and attending general meetings of the Company, and preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding up or sanctioning a sale of the undertaking or where the proposition to be submitted to the meeting directly affects their rights and privileges or when the dividend on the preference shares is more than six (6) months in arrear.</del></p>	<p>The existing Bye-laws 9(1) and 9(3) were included solely for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought listing of its shares on the S G X - S T . T h e s e provisions are not required by Bermuda law to be included in the Bye-laws and their removal does not contravene Bermuda law.</p>

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
	<p>(2) Subject to Sections 42 and 43 of the Act, these Bye-laws, and to any special rights conferred on the holders or any shares or attaching to any class of shares, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder if so authorised by its memorandum of association, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution of the Members determine. Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.</p>	<p>(2) Subject to Sections 42 and 43 of the Act, these Bye-laws, and to any special rights conferred on the holders or any shares or attaching to any class of shares, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder if so authorised by its memorandum of association, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution of the Members determine. Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.</p>	
	<p>(3) The Company has power to issue further preference capital ranking equally with, or in priority to, preference shares already issued.</p>	<p><del>(3) The Company has power to issue further preference capital ranking equally with, or in priority to, preference shares already issued.</del></p>	

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
4.	<p>Bye-laws 12(1) to 12(5):</p> <p>(1) Subject to the Act, no shares may be issued by the Board without the prior approval of the Company in general meeting but subject thereto and to these Bye-laws and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount, provided always that:-</p>	<p>Bye-laws 12(1) to 12(5):</p> <p>(1) Subject to the Act, no shares may be issued by the Board without the prior approval of the Company in general meeting but subject thereto and to these Bye-laws and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine. <del>but so that no shares shall be issued at a discount, provided always that:-</del></p>	<p>The existing Bye-laws 12(1)(a) to (c) and 12(2) were included solely for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought listing of its shares on the S G X - S T . These provisions are not required by Bermuda law to be included in the Bye-laws and their removal does not contravene Bermuda law.</p> <p>The existing Bye-law 12(3) was included to take into account the general mandate to issue shares permitted under the Listing Manual. Upon the conversion, this provision is no longer required.</p>

<b>No.</b>	<b>Existing Bye-laws</b>	<b>Proposed New Bye-laws</b>	<b>Rationale</b>
	<p>(a) no shares shall be issued to transfer a controlling interest in the Company without the prior approval of the Members in general meeting;</p> <p>(b) (subject to any direction to the contrary that may be given by the Company in general meeting) any issue of shares for cash to Members holding shares of any class shall be offered to such Members in proportion as nearly as may be to the number of shares of such class then held by them and the provisions of the second sentence of Bye-law 12(2) with such adaptations as are necessary shall apply; and</p>	<p><del>(a) no shares shall be issued to transfer a controlling interest in the Company without the prior approval of the Members in general meeting;</del></p> <p><del>(b) (subject to any direction to the contrary that may be given by the Company in general meeting) any issue of shares for cash to Members holding shares of any class shall be offered to such Members in proportion as nearly as may be to the number of shares of such class then held by them and the provisions of the second sentence of Bye law 12(2) with such adaptations as are necessary shall apply; and</del></p>	

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
	<p>(c) any other issue of shares, the aggregate of which would exceed the limits referred to in Bye-law 12(3), shall be subject to the approval of the Company in general meeting.</p> <p>Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.</p>	<p><del>(e) any other issue of shares, the aggregate of which would exceed the limits referred to in Bye-law 12(3), shall be subject to the approval of the Company in general meeting.</del></p> <p>Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.</p>	

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
	<p>(2) Except as permitted under the rules or regulations of the Designated Stock Exchange or any direction given by the Company in general meeting, all new shares shall before issue be offered to such persons who as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as far as the circumstances admit, to the 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. 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 Board may dispose of those shares in such manner as they think most beneficial to the Company. The Board 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 Board, be conveniently offered under this Bye-law 12(2).</p>	<p><del>(2) Except as permitted under the rules or regulations of the Designated Stock Exchange or any direction given by the Company in general meeting, all new shares shall before issue be offered to such persons who as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as far as the circumstances admit, to the 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. 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 Board may dispose of those shares in such manner as they think most beneficial to the Company. The Board 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 Board, be conveniently offered under this Bye-law 12(2).</del></p>	

<b>No.</b>	<b>Existing Bye-laws</b>	<b>Proposed New Bye-laws</b>	<b>Rationale</b>
	<p>(3) Notwithstanding Bye-law 12(2) above but subject to the Statutes and the rules or regulations of the Designated Stock Exchange (if applicable), the Company in general meeting may by ordinary resolution grant to the Directors a general authority, either unconditionally or subject to such conditions as may be specified in the said ordinary resolution, (including but not limited to the aggregate number of shares which may be issued and the duration of the general authority), to issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or make or grant offers, agreements or options (collectively, “Instruments”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares; Provided that unless otherwise specified in the ordinary resolution or required by any applicable rules or regulations of the Designated Stock Exchange, such general authority will continue (notwithstanding the authority conferred by the said ordinary resolution may have ceased to be in force) in relation to the issue of shares pursuant to any Instrument made or granted by the Directors while the said ordinary resolution was in force.</p>	<p><del>(3) Notwithstanding Bye law 12(2) above but subject to the Statutes and the rules or regulations of the Designated Stock Exchange (if applicable), the Company in general meeting may by ordinary resolution grant to the Directors a general authority, either unconditionally or subject to such conditions as may be specified in the said ordinary resolution, (including but not limited to the aggregate number of shares which may be issued and the duration of the general authority), to issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or make or grant offers, agreements or options (collectively, “Instruments”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares; Provided that unless otherwise specified in the ordinary resolution or required by any applicable rules or regulations of the Designated Stock Exchange, such general authority will continue (notwithstanding the authority conferred by the said ordinary resolution may have ceased to be in force) in relation to the issue of shares pursuant to any Instrument made or granted by the Directors while the said ordinary resolution was in force.</del></p>	

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
	<p>(4) The Board may issue warrants conferring the right upon the holders thereof to subscribe for any class of shares or securities in the capital of the Company on such terms as it may from time to time determine, provided that such issue must be specifically approved by the Company in general meeting if required by the rules or regulations of the Designated Stock Exchange. Where warrants are issued to bearer, no certificate thereof shall be issued to replace any warrant certificate which has been lost, unless the Directors are satisfied beyond reasonable doubt that the original certificate has been destroyed and the Company has received an indemnity in such form as the Directors shall think fit with regards to the issue of any such replacement certificate to the warrant holder.</p>	<p><del>(4)</del>(2)The Board may issue warrants conferring the right upon the holders thereof to subscribe for any class of shares or securities in the capital of the Company on such terms as it may from time to time determine, provided that such issue must be specifically approved by the Company in general meeting if required by the rules or regulations of the Designated Stock Exchange. Where warrants are issued to bearer, no certificate thereof shall be issued to replace any warrant certificate which has been lost, unless the Directors are satisfied beyond reasonable doubt that the original certificate has been destroyed and the Company has received an indemnity in such form as the Directors shall think fit with regards to the issue of any such replacement certificate to the warrant holder.</p>	

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
	(5) Subject to the approval of the Designated Stock Exchange, the Depository and the clearing house, the Company may issue its shares in fractional denominations and deal with such fractions to the same extent as its whole shares and shares in fractional denominations shall have in proportion to the respective fractions represented thereby all of the rights of whole shares including (but without limiting the generality of the foregoing) the right to vote, to receive dividends and distributions and to participate in a winding-up.	<del>(5)</del> (3) Subject to the approval of the Designated Stock Exchange, the Depository and the clearing house, the Company may issue its shares in fractional denominations and deal with such fractions to the same extent as its whole shares and shares in fractional denominations shall have in proportion to the respective fractions represented thereby all of the rights of whole shares including (but without limiting the generality of the foregoing) the right to vote, to receive dividends and distributions and to participate in a winding-up.	

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
5.	<p>Bye-law 16:</p> <p>Every share certificate shall be issued under the Seal or a facsimile thereof, which shall only be affixed with the authority of the Directors and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. No certificate shall be issued representing shares of more than one class. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures affixed with the authority of the Directors on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon or that such certificates need not be signed by any person.</p>	<p>Bye-law 16:</p> <p>Every share certificate shall be issued under the Seal or a facsimile thereof or with the Seal printed thereon and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. The seal of the Company may only be affixed to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors. No certificate shall be issued and representing shares of more than one class. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon or that such certificates need not be signed by any person.</p>	<p>The existing Bye-law 16 has been replaced with provisions common in Bermuda companies listed on the SEHK, in compliance with the HK Listing Rules.</p>

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
6.	<p>Bye-law 18(2):</p> <p>(2) The fee payable in respect of share certificates referred to in this Bye-law and Bye-law 19 shall be an amount not exceeding two Singapore dollars (S\$2.00) (or the equivalent Hong Kong dollars) per certificate or such other maximum amount as the Designated Stock Exchange may from time to time determine provided that the Board may at any time waive such fee or determine a lower amount for such fee.</p>	<p>Bye-law 18(2):</p> <p>(2) The fee payable in respect of share certificates referred to in this Bye-law and Bye-law 19 shall be <del>an amount not exceeding two Singapore dollars (S\$2.00) (or the equivalent Hong Kong dollars) per certificate or such other maximum amount</del> <b>such amount as the Directors may from time to time determine (not exceeding such maximum amount</b> as the Designated Stock Exchange may from time to time determine) provided that the Board may at any time waive such fee or determine a lower amount for such fee.</p>	<p>The limit of S\$2 (or the equivalent Hong Kong dollars) to the fee in the existing Bye-law 18(2) was included solely for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought listing of its shares on the SGX-ST. The said limit is not required by Bermuda law to be included in the Bye-laws and its removal does not contravene Bermuda law.</p>

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
7.	<p>Bye-law 21:</p> <p>Subject to the provisions of the Statutes, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled, purchaser, member firm or member company of the Designated Stock Exchange or on behalf of its or their client or clients as the Directors shall require, and (in case of defacement or wearing out) on delivery of the old certificate and in any case on payment of such sum not exceeding two Singapore dollars (S\$2.00) (or the equivalent Hong Kong dollars) as the Directors may from time to time require together with the amount of the stamp duty payable (if any) on each share certificate. In the case of destruction, loss or theft, a shareholder or person entitled to whom such renewed certificate is given shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss.</p>	<p>Bye-law 21:</p> <p>Subject to the provisions of the Statutes, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled, purchaser, member firm or member company of the Designated Stock Exchange or on behalf of its or their client or clients as the Directors shall require, and (in case of defacement or wearing out) on delivery of the old certificate and in any case on payment of such sum <b>(not exceeding such maximum amount as the Designated Stock Exchange may from time to time determine)</b> <del>not exceeding two Singapore dollars (S\$2.00) (or the equivalent Hong Kong dollars)</del> as the Directors may from time to time require together with the amount of the stamp duty payable (if any) on each share certificate. In the case of destruction, loss or theft, a shareholder or person entitled to whom such renewed certificate is given shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss.</p>	<p>The limit of S\$2 (or the equivalent Hong Kong dollars) to the fee in the existing Bye-law 21 was included solely for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought listing of its shares on the SGX-ST. The said limit is not required by Bermuda law to be included in the Bye-laws and its removal does not contravene Bermuda law.</p>

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
8.	<p>Bye-law 22:</p> <p>The Company shall have a first and paramount lien on all the shares not fully paid up which are registered in the name of a Member (whether solely or jointly with others). Such lien shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts 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 on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The Board may at any time, generally or in any particular case, waive any lien that has arisen or declare any share exempt in whole or in part, from the provisions of this Bye-law.</p>	<p>Bye-law 22:</p> <p>The Company shall have a first and paramount lien on all the shares not fully paid up which are registered in the name of a Member (whether solely or jointly with others). <del>Such lien shall be restricted to unpaid calls and instalments upon the specific shares in respect of which such moneys are due and unpaid, and to such amounts as the Company may be called upon by law to pay in respect of the shares of the Member or deceased Member.</del> The Company's lien on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The Board may at any time, generally or in any particular case, waive any lien that has arisen or declare any share exempt in whole or in part, from the provisions of this Bye-law.</p>	<p>The deleted words in the existing Bye-law 22 were included solely for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought listing of its shares on the S G X - S T . These provisions are not required by Bermuda law to be included in the Bye-laws and their removal does not contravene Bermuda law.</p>

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
9.	<p>Bye-law 24:</p> <p>The net proceeds of the sale shall be received by the Company and applied in or towards payment or discharge of the debt or liability in respect of which the lien exists, so far as the same is presently payable, and any residue shall be paid to the person entitled to the share at the time of the sale or to his executors, administrators or assignees or as he may direct. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares so transferred and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.</p>	<p>Bye-law 24:</p> <p>The net proceeds of the sale shall be received by the Company and applied in or towards payment or discharge of the debt or liability in respect of which the lien exists, so far as the same is presently payable, and any residue shall <b>(subject to a like lien for debts or liabilities not presently payable as existed upon the share prior to the sale)</b> be paid to the person entitled to the share at the time of the sale <del>or to his executors, administrators or assignees or as he may direct.</del> To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares so transferred and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.</p>	<p>The deleted words in the existing Bye-law 24 were included solely for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought listing of its shares on the S G X - S T . T h e s e provisions are not required by Bermuda law to be included in the Bye-laws and their removal does not contravene Bermuda law.</p> <p>The additional words inserted reflect provisions common in Bermuda companies listed on the SEHK.</p>

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
10.	<p>Bye-law 33:</p> <p>The Board may, if it thinks fit, receive from any Member willing to advance the same, and either in money or money's worth, all or any part of the moneys uncalled and unpaid or instalments payable upon any shares held by him and upon all or any of the moneys so advanced (until the same would, but for such advance, become presently payable) pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such Member not less than one month's Notice of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. Such payment in advance shall not entitle the holder of such share or shares to participate in respect thereof in a dividend subsequently declared or in profits.</p>	<p>Bye-law 33:</p> <p>The Board may, if it thinks fit, receive from any Member willing to advance the same, and either in money or money's worth, all or any part of the moneys uncalled and unpaid or instalments payable upon any shares held by him and upon all or any of the moneys so advanced (until the same would, but for such advance, become presently payable) pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such Member not less than one month's Notice of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. Such payment in advance shall not entitle the holder of such share or shares to participate in respect thereof in a dividend subsequently declared <del>or in profits.</del></p>	<p>The deleted words in the existing Bye-law 33 were included solely for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought listing of its shares on the S G X - S T . T h e s e provisions are not required by Bermuda law to be included in the Bye-laws and their removal does not contravene Bermuda law.</p>

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
11.	<p>Bye-law 48(1):</p> <p>(1) The Board may, in its absolute discretion and without giving any reason therefor, refuse to register a transfer of any share (not being a fully paid up share) to a person of whom it does not approve, or any share issued under any share incentive scheme for employees upon which a restriction on transfer imposed thereby still subsists, and it may also, without prejudice to the foregoing generality, refuse to register a transfer of any share (not being a fully paid up share) on which the Company has a lien or, except in the case of a transfer to executors, administrators or trustees of the estate of a deceased Member, a transfer of any share to more than four (4) joint holders.</p>	<p>Bye-law 48(1):</p> <p>(1) The Board may, in its absolute discretion and without giving any reason therefor, refuse to register a transfer of any share (not being a fully paid up share) to a person of whom it does not approve, or any share issued under any share incentive scheme for employees upon which a restriction on transfer imposed thereby still subsists, and it may also, without prejudice to the foregoing generality, refuse to register a transfer of any share (not being a fully paid up share) on which the Company has a lien or, <del>except in the case of a transfer to executors, administrators or trustees of the estate of a deceased Member,</del> a transfer of any share to more than four (4) joint holders.</p>	<p>The deleted words in the existing Bye-law 48(1) were included solely for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought listing of its shares on the SGX-ST. These provisions are not required by Bermuda law to be included in the Bye-laws and their removal does not contravene Bermuda law.</p>
12.	<p>Bye-law 49(a):</p> <p>Without limiting the generality of the last preceding Bye-law, the Board may decline to recognise any instrument of transfer unless:-</p> <p>(a) a fee of such sum (not exceeding two Singapore dollars (S\$2.00) or the equivalent Hong Kong dollars) or such other maximum sum as the Designated Stock Exchange may determine to be payable as the Board may from time to time require is paid to the Company in respect thereof;</p>	<p>Bye-law 49(a):</p> <p>Without limiting the generality of the last preceding Bye-law, the Board may decline to recognise any instrument of transfer unless:-</p> <p>(a) a fee of such <del>sum (not exceeding two Singapore dollars (S\$2.00) or the equivalent Hong Kong dollars)</del> or such other maximum sum as the Designated Stock Exchange may determine to be payable <u>or such lesser sum</u> as the Board may from time to time require is paid to the Company in respect thereof;</p>	<p>The limit to the fee of S\$2 in the existing Bye-law 49(a) was included solely for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought listing of its shares on the SGX-ST. The said limit to the fee is not required by Bermuda law to be included in the Bye-laws and its removal does not contravene Bermuda law.</p>

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
13.	<p>Bye-law 55:</p> <p>An annual general meeting of the Company shall be held in each year other than the year in which its statutory meeting is convened at such time (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting unless a longer period would not infringe the rules or regulations of the Designated Stock Exchange, if any) and place as may be determined by the Board. In addition, for so long as the shares of the Company are listed on the Designated Stock Exchange, the interval between the close of the Company's financial year and the date of the Company's annual general meeting shall not exceed four (4) months or such other period as may be prescribed or permitted by the Designated Stock Exchange.</p>	<p>Bye-law 55:</p> <p>An annual general meeting of the Company shall be held in each year other than the year in which its statutory meeting is convened at such time (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting unless a longer period would not infringe the rules or regulations of the Designated Stock Exchange, if any) and place as may be determined by the Board. <del>In addition, for so long as the shares of the Company are listed on the Designated Stock Exchange, the interval between the close of the Company's financial year and the date of the Company's annual general meeting shall not exceed four (4) months or such other period as may be prescribed or permitted by the Designated Stock Exchange.</del></p>	<p>The deleted words in the existing Bye-law 55 were included solely for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought listing of its shares on the S G X - S T . T h e s e provisions are not required by Bermuda law to be included in the Bye-laws and their removal does not contravene Bermuda law.</p>

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
14.	<p>Bye-law 58:</p> <p>(1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any special general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other special general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:-</p> <p>(a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and</p>	<p>Bye-law 58:</p> <p>(1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days <del>and any special general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days.</del> All other <del>special</del> general meetings <b>(including a special general meeting) shall may</b> be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:-</p> <p>(a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and</p>	<p>The amendment to Bye-law 58 will reflect compliance with only the HK Listing Rules and Bermuda law. The amendment does not contravene Bermuda law.</p>

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
	<p>(b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.</p> <p>(2) For so long as the shares of the Company are listed on the Singapore Exchange Securities Trading Limited, at least fourteen (14) days' notice of any general meeting shall be given by advertisement in an English daily newspaper in circulation in Singapore and in writing to the Singapore Exchange Securities Trading Limited and by such other means as the Board may decide in accordance with these Bye-laws and the rules of the Singapore Exchange Securities Trading Limited.</p>	<p>(b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) <b>of the total voting rights at the meeting of all the Members</b><del>in nominal value of the issued shares giving that right.</del></p> <p><del>(2) For so long as the shares of the Company are listed on the Singapore Exchange Securities Trading Limited, at least fourteen (14) days' notice of any general meeting shall be given by advertisement in an English daily newspaper in circulation in Singapore and in writing to the Singapore Exchange Securities Trading Limited and by such other means as the Board may decide in accordance with these Bye laws and the rules of the Singapore Exchange Securities Trading Limited.</del></p>	

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
	<p>(3) The period of notice shall be exclusive of the day on which it is served or deemed to be served and exclusive of the day on which the meeting is to be held, and the Notice shall specify the day, time and place of the meeting and, in case of special business, the general nature of the business. Any Notice of a general meeting to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution on the Company in respect of such special business. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Bye-laws or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.</p>	<p><del>(3)</del>(2)The period of notice shall be exclusive of the day on which it is served or deemed to be served and exclusive of the day on which the meeting is to be held, and the Notice shall specify the day, time and place of the meeting and, in case of special business, the general nature of the business. Any Notice of a general meeting to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution on the Company in respect of such special business. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Bye-laws or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.</p>	

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
	(4) The Secretary may postpone any general meeting called in accordance with the provisions of these Bye-laws (other than a meeting requisitioned under these Bye-laws) provided that notice of postponement is given to each Member before the time for such meeting. Fresh notice of the date, time and place for the postponed meeting shall be given to each Member in accordance with the provisions of these Bye-laws.	<del>(4)</del> (3)The Secretary may postpone any general meeting called in accordance with the provisions of these Bye-laws (other than a meeting requisitioned under these Bye-laws) provided that notice of postponement is given to each Member before the time for such meeting. Fresh notice of the date, time and place for the postponed meeting shall be given to each Member in accordance with the provisions of these Bye-laws.	

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
15.	<p>Bye-law 87:</p> <p>A person who is not a retiring Director shall be eligible for election to office of Director at any general meeting if a Member intending to propose him has, at least eleven (11) clear days before the meeting, left at the Office a Notice 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. In the case of a person recommended by the Directors for election, nine (9) clear days' Notice only shall be necessary. Notice of each and every candidature for election to the Board shall be served on the Members at least seven (7) days prior to the meeting at which the election is to take place provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notice(s) are submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgement of such Notice(s) shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.</p>	<p>Bye-law 87:</p> <p>No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) 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 a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.</p>	<p>The existing Bye-law 87 contained requirements for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought listing of its shares on the SGX-ST. These provisions are not required by Bermuda law to be included in the Bye-laws and their removal does not contravene Bermuda law.</p> <p>The entire Bye-law has been replaced with provisions common in Bermuda companies listed on the SEHK.</p>

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
16.	<p>Bye-law 88:</p> <p>The office of a Director shall be vacated if the Director:–</p> <p>(1) resigns his office by notice in writing delivered to the Company at the Office or tendered at a meeting of the Board;</p> <p>(2) becomes of unsound mind or dies;</p> <p>(3) without special leave of absence from the Board, is absent from meetings of the Board for six (6) consecutive months, and his alternate Director, if any, shall not during such period have attended in his stead and the Board resolves that his office be vacated; or</p> <p>(4) becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors;</p> <p>(5) is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds;</p> <p>(6) is prohibited by law from being a Director; or</p> <p>(7) ceases to be a Director by virtue of any provision of the Statutes or is removed from office pursuant to these Bye-laws.</p>	<p>Bye-law 88:</p> <p>The office of a Director shall be vacated if the Director:–</p> <p>(1) resigns his office by notice in writing delivered to the Company at the Office or tendered at a meeting of the Board;</p> <p>(2) becomes of unsound mind or dies;</p> <p>(3) without special leave of absence from the Board, is absent from meetings of the Board for six (6) consecutive months, and his alternate Director, if any, shall not during such period have attended in his stead and the Board resolves that his office be vacated; or</p> <p>(4) becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors;</p> <p><del>(5) is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds;</del></p> <p><del>(6)</del>(5) is prohibited by law from being a Director; or</p> <p><del>(7)</del>(6) ceases to be a Director by virtue of any provision of the Statutes or is removed from office pursuant to these Bye-laws.</p>	<p>The deleted existing Bye-law 88(5) was included solely for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought listing of its shares on the SGX-ST. These provisions are not required by Bermuda law to be included in the Bye-laws and their removal does not contravene Bermuda law.</p>

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
17.	<p>Bye-law 89:</p> <p>(1) The Board may from time to time appoint any one or more of its body to be a managing director or a person holding an equivalent position, joint managing director or deputy managing director or to hold any other employment or executive office with the Company for such period (subject to their continuance as Directors) and upon such terms as the Board may determine and the Board may revoke or terminate any of such appointments. Any such revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Company or the Company may have against such Director. A Director appointed to an office under this Bye-law shall be subject to the same provisions as to removal as the other Directors of the Company, and he shall (subject to the provisions of any contract between him and the Company) ipso facto and immediately cease to hold such office if he shall cease to hold the office of Director for any cause. Where the appointment is for a fixed term, such term shall not exceed five (5) years.</p>	<p>Bye-law 89:</p> <p>(+) The Board may from time to time appoint any one or more of its body to be a managing director or a person holding an equivalent position, joint managing director or deputy managing director or to hold any other employment or executive office with the Company for such period (subject to their continuance as Directors) and upon such terms as the Board may determine and the Board may revoke or terminate any of such appointments. Any such revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Company or the Company may have against such Director. A Director appointed to an office under this Bye-law shall be subject to the same provisions as to removal as the other Directors of the Company, and he shall (subject to the provisions of any contract between him and the Company) ipso facto and immediately cease to hold such office if he shall cease to hold the office of Director for any cause. <del>Where the appointment is for a fixed term, such term shall not exceed five (5) years.</del></p>	<p>The deleted words in the existing Bye-law 89 were included solely for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought listing of its shares on the S G X - S T . T h e s e provisions are not required by Bermuda law to be included in the Bye-laws and their removal does not contravene Bermuda law.</p>

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
	(2) A managing director or a person holding an equivalent position shall at all times be subject to the control of the Board but subject thereto the Board may from time to time entrust to and confer upon a managing director for the time being such of the powers exercisable under these Bye-laws by the Board 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 Board in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.	<del>(2) A managing director or a person holding an equivalent position shall at all times be subject to the control of the Board but subject thereto the Board may from time to time entrust to and confer upon a managing director for the time being such of the powers exercisable under these Bye laws by the Board 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 Board in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.</del>	
18.	Bye-law 91:  Any Director may at any time by Notice delivered to the Office or head office or at a meeting of the Directors appoint any person (other than another Director) to be his alternate Director. Such appointment, unless previously approved by a majority of the Board, shall have effect only upon and subject to being so approved. Any person so appointed shall have all the rights and powers of the Director or Directors for whom such person is appointed in the alternative provided that such person shall not be counted more than once in determining whether or not a quorum is present. An alternate	Bye-law 91:  Any Director may at any time by Notice delivered to the Office or head office or at a meeting of the Directors appoint any person ( <del>other than another Director</del> ) to be his alternate Director. <del>Such</del> appointment, unless previously approved by a majority of the Board, shall have effect only upon and subject to being so approved. Any person so appointed shall have all the rights and powers of the Director or Directors for whom such person is appointed in the alternative provided that such person shall not be counted more than once in determining whether or not a quorum is present. An alternate	The deleted words in the existing Bye-law 91 were included solely for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought listing of its shares on the SGX-ST. These provisions are not required by Bermuda law to be included in the Bye-laws and their removal does not contravene Bermuda law.  The additional words inserted reflect provisions common in Bermuda companies listed on the SEHK.

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
	<p>Director may be removed at any time by the person who appointed him or by the Board and, subject thereto, the office of alternate Director shall continue until the Director for whom such alternate Director was appointed ceases for any reason to be a Director. Any appointment or removal of an alternate Director may be effected by Notice signed by the appointor and delivered to the Office or head office or tendered at a meeting of the Board. An alternate Director may not act as alternate to more than one Director. An alternate Director shall be entitled to receive notices of meetings of the Board or of committees of the Board to the same extent as the Director appointing him and shall be entitled to such extent to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Bye-laws shall apply as if he were a Director.</p>	<p>Director may be removed at any time by the person who appointed him or by the Board and, subject thereto, the office of alternate Director shall continue until the <b>happening of any event which, if he were a Director, would cause him to vacate such office or if</b> the Director for whom such alternate Director was appointed ceases for any reason to be a Director. Any appointment or removal of an alternate Director may be effected by Notice signed by the appointor and delivered to the Office or head office or tendered at a meeting of the Board. <b>An alternate Director may also be a Director in his own right and may act as alternate to more than one Director. An alternate Director may not act as alternate to more than one Director.</b> An alternate Director shall be entitled to receive notices of meetings of the Board or of committees of the Board to the same extent as the Director appointing him and shall be entitled to such extent to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Bye-laws shall apply as if he were a Director <b>save that as an alternate for more than one Director his voting rights shall be cumulative.</b></p>	

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
19.	<p>Bye-law 95:</p> <p>The ordinary remuneration of the Directors shall from time to time be determined by the Company in general meeting, 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 general meeting, and shall (unless otherwise directed by the resolution by which it is voted) be divided amongst the Board in such proportions and in such manner as the Board may agree or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. Such remuneration shall be deemed to accrue from day to day.</p>	<p>Bye-law 95:</p> <p>The ordinary remuneration of the Directors shall from time to time be determined by the Company in general meeting, <del>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 general meeting,</del> and shall (unless otherwise directed by the resolution by which it is voted) be divided amongst the Board in such proportions and in such manner as the Board may agree or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. Such remuneration shall be deemed to accrue from day to day.</p>	<p>The deleted words in the existing Bye-law 95 were included solely for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought listing of its shares on the S G X - S T . T h e s e provisions are not required by Bermuda law to be included in the Bye-laws and their removal does not contravene Bermuda law.</p>

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
20.	<p>Bye-law 97:</p> <p>(1) Any Director who, by request, goes or resides abroad for any purpose of the Company or who performs services which in the opinion of the Board go beyond the ordinary duties of a Director may be paid such extra remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Board may determine and such extra remuneration shall be in addition to or in substitution for any ordinary remuneration provided for by or pursuant to any other Bye-law.</p> <p>(2) The remuneration (including any remuneration under Bye-law 97(1) above) in the case of a Director other than an executive Director shall be payable by a fixed sum and shall not at any time be by commission on or percentage of the profits or turnover, and no director whether an executive Director or otherwise shall be remunerated by a commission on or percentage of turnover.</p>	<p>Bye-law 97:</p> <p>(1) Any Director who, by request, goes or resides abroad for any purpose of the Company or who performs services which in the opinion of the Board go beyond the ordinary duties of a Director may be paid such extra remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Board may determine and such extra remuneration shall be in addition to or in substitution for any ordinary remuneration provided for by or pursuant to any other Bye-law.</p> <p><del>(2) The remuneration (including any remuneration under Bye-law 97(1) above) in the case of a Director other than an executive Director shall be payable by a fixed sum and shall not at any time be by commission on or percentage of the profits or turnover, and no director whether an executive Director or otherwise shall be remunerated by a commission on or percentage of turnover.</del></p>	<p>The deleted words in the existing Bye-law 97(2) were included solely for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought listing of its shares on the S G X - S T . These provisions are not required by Bermuda law to be included in the Bye-laws and their removal does not contravene Bermuda law.</p>

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
21.	<p>Bye-law 102:</p> <p>A Director shall not vote on any resolution of the Board in respect of any contract or arrangement or proposed contract or arrangement in which he or any of his associates has directly or indirectly a personal material interest.</p>	<p>Bye-law 102:</p> <p>(1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:</p> <p>(i) any contract or arrangement for the giving to such Director or his close associate(s) any security or indemnity in respect of money lent by him or any of his close associate(s) or obligations incurred or undertaken by him or any of his close associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;</p> <p>(ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/ themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;</p>	<p>The existing Bye-law 102 contained requirements for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought listing of its shares on the SGX-ST. The provision is not required by Bermuda law to be included in the Bye-laws and their removal does not contravene Bermuda law. The entire Bye-law has been replaced with provisions common in Bermuda companies listed on the SEHK.</p>

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
		<p>(iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub underwriting of the offer;</p> <p>(iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company;</p>	

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
		<p>(v) any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder in which the Director and any of his associates are not in aggregate beneficially interested in five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of any of his associate(s) is derived); or</p> <p>(vi) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors or his close associate(s) and to employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.</p>	

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
		<p>(2) A company shall be deemed to be a company in which a Director and/or his associate(s) owns five (5) per cent or more if and so long as (but only if and so long as) he and/or his associates, (either directly or indirectly) are the holders of or beneficially interested in five (5) per cent or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder.</p>	

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
		<p>(3) Where a company in which a Director and/or his associate(s) holds five (5) per cent or more is materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.</p> <p>(4) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.</p>	

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
22.	<p>Bye-law 113:</p> <p>The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it considers appropriate. Questions arising at any meeting shall be determined by a majority of votes. In the case of any equality of votes (except where only two (2) Directors are present and form the quorum or when only two (2) Directors are competent to vote on the matter at issue) the chairman of the meeting shall have an additional or casting vote.</p>	<p>Bye-law 113:</p> <p>The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it considers appropriate. Questions arising at any meeting shall be determined by a majority of votes. In the case of any equality of votes <del>(except where only two (2) Directors are present and form the quorum or when only two (2) Directors are competent to vote on the matter at issue)</del> the chairman of the meeting shall have an additional or casting vote.</p>	<p>The deleted words in the existing Bye-law 113 were included solely for the purposes of complying with Appendix 2.2 of the Listing Manual at the time the Company sought listing of its shares on the SGX-ST. These provisions are not required by Bermuda law to be included in the Bye-laws and their removal does not contravene Bermuda law.</p>
23.	<p>Bye-law 167:</p> <p>(1) For so long as the shares of the Company are listed on the Singapore Exchange Securities Trading Limited, each Director shall, upon his appointment to the Board, give an undertaking to the Company that, for so long as he remains a Director, he shall forthwith notify the Secretary of the particulars of the shares beneficially owned by him at the time of his appointment and of any change in such particulars.</p>	<p><del>Bye-law 167:</del></p> <p><del>(1) For so long as the shares of the Company are listed on the Singapore Exchange Securities Trading Limited, each Director shall, upon his appointment to the Board, give an undertaking to the Company that, for so long as he remains a Director, he shall forthwith notify the Secretary of the particulars of the shares beneficially owned by him at the time of his appointment and of any change in such particulars.</del></p>	<p>The existing Bye-law 167 was to correspond with Part VII of the SFA which provides for, <i>inter alia</i>, disclosure of interests in the shares of a corporation by its directors, chief executive officer and substantial shareholders, and the corporation's obligation to announce such notifications received. However, as this provision does not apply to foreign corporations with a secondary listing on the SGX-ST, upon completion of the Proposed Conversion, the provision will no longer apply to the Company and the Company proposes to delete Bye-law 167 in its entirety.</p>

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
	<p>(2) For so long as the shares of the Company are listed on the Singapore Exchange Securities Trading Limited, each Member shall, (a) upon becoming a substantial shareholder of the Company, (b) for so long as he remains a substantial shareholder of the Company, upon a change in the percentage level of his interest or interests in the Company and (c) upon ceasing to be a substantial shareholder of the Company, give the Singapore Exchange Securities Trading Limited and the Secretary a notice in writing of (i) the particulars of the shares beneficially owned by him, or (ii) the particulars of the change in interests (including the date of change and the circumstances by reason of which that change has occurred), or (iii) the particulars of the date and circumstances of the cessation of substantial shareholding, as the case may be, within two (2) business days after (aa) becoming a substantial shareholder, (bb) the date of change in the percentage level of his interests, or (cc) the date of cessation, as the case may be.</p>	<p><del>(2) For so long as the shares of the Company are listed on the Singapore Exchange Securities Trading Limited, each Member shall, (a) upon becoming a substantial shareholder of the Company, (b) for so long as he remains a substantial shareholder of the Company, upon a change in the percentage level of his interest or interests in the Company and (c) upon ceasing to be a substantial shareholder of the Company, give the Singapore Exchange Securities Trading Limited and the Secretary a notice in writing of (i) the particulars of the shares beneficially owned by him, or (ii) the particulars of the change in interests (including the date of change and the circumstances by reason of which that change has occurred), or (iii) the particulars of the date and circumstances of the cessation of substantial shareholding, as the case may be, within two (2) business days after (aa) becoming a substantial shareholder, (bb) the date of change in the percentage level of his interests, or (cc) the date of cessation, as the case may be.</del></p>	

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
	<p>For the purposes of this Bye-law 167(2), the term “substantial shareholder” shall have the same meaning ascribed to it in Section 81(1) and 81(2) of the Companies Act, Chapter 50 of Singapore (the “Singapore Companies Act”), the term “interest” or “interests” shall have the same meaning ascribed to it in Section 7 of the Singapore Companies Act and the term “percentage level” shall have the meaning ascribed to it in Section 83(3) of the Singapore Companies Act. The requirement to give notice under this Bye-law 167(2) shall not apply to the Depository.</p> <p>(3) For so long as the shares of the Company are listed on the Singapore Exchange Securities Trading Limited, the provisions of Section 92 of the Singapore Companies Act, giving the Company power to require disclosure of beneficial interest in its shares, shall apply.</p>	<p><del>For the purposes of this Bye-law 167(2), the term “substantial shareholder” shall have the same meaning ascribed to it in Section 81(1) and 81(2) of the Companies Act, Chapter 50 of Singapore (the “Singapore Companies Act”), the term “interest” or “interests” shall have the same meaning ascribed to it in Section 7 of the Singapore Companies Act and the term “percentage level” shall have the meaning ascribed to it in Section 83(3) of the Singapore Companies Act. The requirement to give notice under this Bye law 167(2) shall not apply to the Depository.</del></p> <p><del>(3) For so long as the shares of the Company are listed on the Singapore Exchange Securities Trading Limited, the provisions of Section 92 of the Singapore Companies Act, giving the Company power to require disclosure of beneficial interest in its shares, shall apply.</del></p>	

No.	Existing Bye-laws	Proposed New Bye-laws	Rationale
24.	<p>Bye-law 168:</p> <p>For so long as the shares of the Company are listed on the Designated Stock Exchange, the provisions of Sections 138, 139 and 140 of the Singapore Securities and Futures Act (Chapter 289) and the Singapore Code on Take-overs and Mergers shall apply, mutatis mutandis, to all take-over offers for the Company.</p>	<p><del>Bye law 168:</del></p> <p><del>For so long as the shares of the Company are listed on the Designated Stock Exchange, the provisions of Sections 138, 139 and 140 of the Singapore Securities and Futures Act (Chapter 289) and the Singapore Code on Take overs and Mergers shall apply, mutatis mutandis, to all take over offers for the Company.</del></p>	<p>The existing Bye-law 168 relates to compliance with specified provisions under the SFA, the Singapore Companies Act and the Singapore Take-over Code in relation to all take-over offers for the Company. The existing Bye-law 168 was incorporated into the Bye-laws at the Company's point of listing on the SGX-ST as the previous version of the Singapore Take-over Code only applied to Singapore-incorporated companies. The Singapore Take-over Code was subsequently amended to extend its application to foreign corporations with a primary listing of their equity securities in Singapore. The Company proposes to delete Bye-law 168 in its entirety as the Singapore Take-over Code will not apply to the Company upon completion of the Proposed Conversion.</p>

New Bye-laws

of

**COURAGE MARINE GROUP LIMITED**

(as adopted by a Special Resolution passed on [•••] with effect  
from the date of completion of the Proposed Conversion  
(as defined under the Circular of the Company dated 11 November 2016))

**COURAGE MARINE GROUP LIMITED***(Incorporated in Bermuda with limited liability)*

(Company Registration no: 36692)

**INTERPRETATION**

1. In these Bye-laws, the following words and expressions shall, where not inconsistent with the context, have the following meanings, respectively:

<b>WORD</b>	<b>MEANING</b>
“Act”	the Companies Act 1981 of Bermuda as amended from time to time.
“Auditor”	the auditor of the Company for the time being and may include any individual or partnership.
“Bye-laws”	these Bye-laws in their present form or as supplemented or amended or substituted from time to time.
“Board”	the board of directors appointed or elected pursuant to these Bye-laws and acting by resolution in accordance with the Act and these Bye-laws or the directors present at a meeting of directors at which there is a quorum.
“business day”	a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong and Singapore. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these presents be counted as a business day.
“capital”	the share capital from time to time of the Company.
“close associate”	has the meaning attributed to it in the rules of the relevant Designated Stock Exchange, as applicable.
“clear days”	in relation to the period of notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

“clearing house”	means a clearing house (or its nominee(s)) recognised by the laws of any jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction.
“Company”	Courage Marine Group Limited.
“debenture” and “debenture holder”	include debenture stock and debenture stockholder respectively.
“Depositor”	a person being a Depository Agent or a holder of a Securities Account maintained with the Depository, but excluding a subaccount holder.
“Depository”	The Central Depository (Pte) Limited, a company incorporated in the Republic of Singapore and a wholly-owned subsidiary of the Singapore Exchange Limited, and (where the context requires) shall include any person specified by it in a notice given to the Company, as its nominee.
“Depository Agent”	an entity registered as a Depository Agent with the Depository for the purpose of maintaining securities sub-accounts for its own account and for the account of others.
“Designated Stock Exchange”	the stock exchange(s) on which the shares of the Company are listed or quoted, and shall where the context requires and where it is applicable, refer to the Singapore Exchange Securities Trading Limited and/or The Stock Exchange of Hong Kong Limited, as the case may be.
“Director”	a director of the Company and shall include an alternate director.
“HK Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited as may be amended from time to time.
“head office”	such office of the Company as the Directors may from time to time determine to be the principal office of the Company.
“market day”	a day on which the Designated Stock Exchange is open for trading in securities.
“Member” or “shareholder”	a duly registered holder from time to time of the shares in the capital of the Company.

“month”	a calendar month.
“Notice”	written notice as further provided in these Bye-laws unless otherwise specifically stated.
“Office”	the registered office of the Company for the time being.
“paid-up”	paid up or credited as paid up.
“Register”	the principal register of Members and where applicable, any branch register of Members to be kept pursuant to the provisions of the Act.
“Registration Office”	in respect of any class of share capital such place as the Board may from time to time determine to keep a branch register of Members in respect of that class of share capital and where (except in cases where the Board otherwise directs) the transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered.
“Seal”	common seal or any one or more duplicate seals of the Company (including a securities seal) for use in Bermuda or in any place outside Bermuda.
“Secretary”	any person firm or corporation appointed by the Board to perform any of the duties of secretary of the Company and includes any assistant, deputy, temporary or acting secretary.
“Special Resolution”	a resolution passed by Members holding three-fourths of the voting rights of those present and voting in person or by proxy at a meeting of Members.
“Statutes”	any applicable act, ordinance, statute or statutory provision of Bermuda, Singapore, Hong Kong and such other relevant jurisdictions, as the case may be.
“Treasury Shares”	a share of the Company that was or is treated as having been acquired and held by the Company and has been held continuously by the Company since it was so acquired and has not been cancelled.
“year”	a calendar year.

2. In these Bye-laws, unless there be something within the subject or context inconsistent with such construction:-
- (a) words importing the singular include the plural and vice versa;
  - (b) words denoting the masculine gender include the feminine and neuter genders;
  - (c) words importing persons include companies, associations and bodies of persons whether corporate or not;
  - (d) the words:-
    - (i) “may” shall be construed as permissive;
    - (ii) “shall” or “will” shall be construed as imperative;
  - (e) expressions referring to writing or its cognates shall be construed as including facsimile printing, lithography, photography, electronic mail and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations;
  - (f) references to any act, ordinance, statute or statutory provision shall be interpreted as relating to any statutory modification or re-enactment thereof for the time being in force;
  - (g) save as aforesaid words and expressions defined in the Statutes shall bear the same meanings in these Bye-laws;
  - (h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by Members, being entitled so to do, voting in person or, in the case of Members being corporations, by their respective duly authorised representatives or, where proxies are allowed, by proxy;
  - (i) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by Members, being entitled so to do, voting in person or, in the case of any Member being a corporations, by its duly authorised representative or, where proxies are allowed, by proxy;
  - (j) a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Bye-laws or the Statutes; and

- (k) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.

### **SHARE CAPITAL**

3. (1) The share capital of the Company at the date on which these Bye-laws come into effect shall be divided into shares of a par value of US\$0.18 each.
- (2) The Company may purchase its own shares for cancellation or acquire them as Treasury Shares in accordance with the Act on such terms as the Board shall think fit, provided that the Company may acquire and hold Treasury Shares subject to the rules and regulations of the Designated Stock Exchange. Any power of the Company to purchase or otherwise acquire its own shares shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit and shall also be subject to the Act, the Company's memorandum of association and, for so long as the shares of the Company are listed on the Designated Stock Exchange, the rules and regulations of the Designated Stock Exchange.
- (3) Subject to compliance with the laws, rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority or applicable laws, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.
- (4) No share shall be issued to bearer.

### **ALTERATION OF CAPITAL**

4. The Company may from time to time by ordinary resolution in accordance with Section 45 of the Act:-
- (a) increase its capital by such sum, to be divided into shares of such amounts, as the resolution shall prescribe;
- (b) consolidate and divide all or any of its capital into shares of larger amount than its existing shares;
- (c) divide its shares into several classes and without prejudice to any special rights previously conferred on the holders of existing shares attach thereto respectively any preferential, deferred, qualified or special rights, privileges, conditions or such restrictions which in the absence of any such determination by the Company in general meeting, as the Directors may determine provided always that where the Company issues shares which do not carry voting rights, the words "non-voting" shall appear in the designation of such shares and where the

equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words “restricted voting” or “limited voting”;

- (d) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum of association (subject, nevertheless, to the Act), and may by such resolution determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred rights or be subject to any such restrictions as compared with the other or others as the Company has power to attach to unissued or new shares;
  - (e) change the currency denomination of its share capital;
  - (f) make provision for the issue and allotment of shares which do not carry any voting rights; and
  - (g) cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person, and diminish the amount of its capital by the amount of the shares so cancelled.
5. The Board may settle as it considers expedient any difficulty which arises in relation to any consolidation and division under the last preceding Bye-law and in particular but without prejudice to the generality of the foregoing may issue certificates in respect of fractions of shares or arrange for the sale of the shares representing fractions and the distribution of the net proceeds of sale (after deduction of the expenses of such sale) in due proportion amongst the Members who would have been entitled to the fractions, and for this purpose the Board may authorise some person to transfer the shares representing fractions to their purchaser or resolve that such net proceeds be paid to the Company for the Company’s benefit. Such purchaser will not be bound to see to the application of the purchase money nor will his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.
6. The Company may from time to time by special resolution, subject to any confirmation or consent required by law, reduce its authorised or issued share capital or any share premium account or other undistributable reserve in any manner permitted by law.
7. Except so far as otherwise provided by the conditions of issue, or by these Bye-laws, any capital raised by the creation of new shares shall be treated as if it formed part of the original capital of the Company, and such shares shall be subject to the provisions contained in these Bye-laws with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, cancellation, surrender, voting and otherwise.

### **SHARE RIGHTS**

8. (1) Subject to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return

of capital or otherwise as the Company may by ordinary resolution determine or, if there has not been any such determination or so far as the same shall not make specific provision, as the Board may determine.

- (2) All the rights attaching to a Treasury Share shall be suspended and shall not be exercisable by the Company while it holds such Treasury Share and, except where required by the Act, all Treasury Shares shall be excluded from the calculation of any percentage or fraction of the share capital or shares, of the Company.
9. Subject to Sections 42 and 43 of the Act, these Bye-laws, and to any special rights conferred on the holders or any shares or attaching to any class of shares, any preference shares may be issued or converted into shares that, at a determinable date or at the option of the Company or the holder if so authorised by its memorandum of association, are liable to be redeemed on such terms and in such manner as the Company before the issue or conversion may by ordinary resolution of the Members determine. Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.

#### **VARIATION OF RIGHTS**

10. Whenever the share capital of the Company is divided into different classes of shares, subject to the provisions of the Statutes, preference capital other than redeemable preference capital may be repaid and the special rights attached to any class may be varied or abrogated with the sanction of a special resolution passed at a separate general meeting of the holders of the shares holding three-fourths of the voting rights of that class (but not otherwise) and may be so repaid, varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding-up. To every such separate general meeting and all adjournments thereof all the provisions of these Bye-laws relating to general meetings of the Company and to the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum (other than at an adjourned meeting) shall be two persons at least holding or representing by proxy at least one-third in voting rights of that class and at any adjourned meeting of such holders, two holders present in person or by proxy (whatever the number of shares held by them) shall be a quorum and that any holder of shares of the class present in person or by proxy may demand a poll and that every such holder shall on a poll have one vote for every share of the class held by him, provided always that where the necessary majority for such a special resolution is not obtained at such general meeting, consent in writing if obtained from the holders of the shares holding three-fourths of the voting rights of that class within two months of such general meeting shall be as valid and effectual as a special resolution carried at such general meeting. The foregoing provisions of this Bye-law 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.

11. The special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided in the rights attaching to or the terms of issue of such shares, be deemed to be varied, modified or abrogated by the creation or issue of further shares ranking *pari passu* therewith.

### **SHARES**

12. (1) Subject to the Act, no shares may be issued by the Board without the prior approval of the Company in general meeting but subject thereto and to these Bye-laws and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine.

Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.

- (2) The Board may issue warrants conferring the right upon the holders thereof to subscribe for any class of shares or securities in the capital of the Company on such terms as it may from time to time determine, provided that such issue must be specifically approved by the Company in general meeting if required by the rules or regulations of the Designated Stock Exchange. Where warrants are issued to bearer, no certificate thereof shall be issued to replace any warrant certificate which has been lost, unless the Directors are satisfied beyond reasonable doubt that the original certificate has been destroyed and the Company has received an indemnity in such form as the Directors shall think fit with regards to the issue of any such replacement certificate to the warrant holder.
- (3) Subject to the approval of the Designated Stock Exchange, the Depository and the clearing house, the Company may issue its shares in fractional denominations and deal with such fractions to the same extent as its whole shares and shares in fractional denominations shall have in proportion to the respective fractions represented thereby all of the rights of whole shares including (but without limiting the generality of the foregoing) the right to vote, to receive dividends and distributions and to participate in a winding-up.
13. The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the Act. Subject to the Act, the commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one and partly in the other.

14. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or required in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any fractional part of a share or (except only as otherwise provided by these Bye-laws or by law) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
15. (1) Subject to the terms and conditions of any application for shares, the Board shall allot shares applied for within ten (10) market days of the closing date of any such application (or such other period as may be approved by the Designated Stock Exchange).
- (2) Subject to the Act and these Bye-laws, the Board may at any time after the allotment of shares but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in 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 Board considers fit to impose.

### **SHARE CERTIFICATES**

16. Every share certificate shall be issued under the Seal or a facsimile thereof or with the Seal printed thereon and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. The seal of the Company may only be affixed to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors. No certificate shall be issued and representing shares of more than one class. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon or that such certificates need not be signed by any person.
17. (1) In the case of a share held jointly by several persons, the Company shall not be bound to issue more than one certificate therefor and delivery of a certificate to one of several joint holders shall be sufficient delivery to all such holders.
- (2) The Company shall not be bound to register more than four persons as joint holders of a share except in the case of the legal personal representatives of a deceased member. Where a share stands in the names of two or more persons, the person first named in the Register shall as regards service of notices and, subject to the provisions of these Bye-laws, all or any other matters connected with the Company, except the transfer of the shares, be deemed the sole holder thereof.
- (3) Where a share stands in the names of two or more persons, any request relating to cancellation or issue of share certificates may be made by any one of the registered joint holders.

18. (1) Every person whose name is entered as a Member in the Register shall be entitled, without payment, to receive one certificate for all shares of any one class or several certificates each for one or more of such shares of such class upon payment for every certificate after the first of such fee as is provided in Bye-law 18(2).
- (2) The fee payable in respect of share certificates referred to in this Bye-law and Bye-law 19 shall be such amount as the Directors may from time to time determine (not exceeding such maximum amount as the Designated Stock Exchange may from time to time determine) provided that the Board may at any time waive such fee or determine a lower amount for such fee.
19. (1) Upon every transfer of shares the certificate held by the transferor shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall be issued to the transferee in respect of the shares transferred to him.
- (2) Where a Member transfers part only of the shares comprised in a certificate or where a Member requires the Company to cancel any certificate or certificates and issue new certificates for the purpose of subdividing his holding in a different manner the old certificate or certificates shall be cancelled and a new certificate or certificates for the balance of such shares issued in lieu thereof and such Member shall pay all or any part of the stamp duty payable (if any) on each share certificate prior to the delivery thereof which the Board in its absolute discretion may require and such fee as is provided in Bye-law 18(2).
20. Subject to the payment of all or any part of the stamp duty payable (if any) on each share certificate prior to the delivery thereof which the Board in its absolute discretion may require, every person whose name is entered as a Member in the Register shall be entitled to receive within ten (10) market days of the date of allotment (or such other period as may be approved by the Designated Stock Exchange) or within ten (10) market days after the date of lodgement of a registrable transfer (or such other period as may be approved by the Designated Stock Exchange) share certificates in reasonable denominations for the shares so allotted or transferred.
21. Subject to the provisions of the Statutes, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled, purchaser, member firm or member company of the Designated Stock Exchange or on behalf of its or their client or clients as the Directors shall require, and (in case of defacement or wearing out) on delivery of the old certificate and in any case on payment of such sum (not exceeding such maximum amount as the Designated Stock Exchange may from time to time determine) as the Directors may from time to time require together with the amount of the stamp duty payable (if any) on each share certificate. In the case of destruction, loss or theft, a shareholder or person entitled to whom such renewed certificate is given shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss.

**LIEN**

22. The Company shall have a first and paramount lien on all the shares not fully paid up which are registered in the name of a Member (whether solely or jointly with others). The Company's lien on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The Board may at any time, generally or in any particular case, waive any lien that has arisen or declare any share exempt in whole or in part, from the provisions of this Bye-law.
23. Subject to these Bye-laws, the Company may sell in such manner as the Board determines any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged nor until the expiration of fourteen (14) clear days after a notice in writing, stating and demanding payment of the sum presently payable, or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving notice of the intention to sell in default, has been served on the registered holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.
24. The net proceeds of the sale shall be received by the Company and applied in or towards payment or discharge of the debt or liability in respect of which the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the share prior to the sale) be paid to the person entitled to the share at the time of the sale. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares so transferred and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

**CALLS ON SHARES**

25. Subject to these Bye-laws and to the terms of allotment, the Board may from time to time make calls upon the Members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium), and each Member shall (subject to being given at least fourteen (14) clear days' Notice specifying the time and place of payment) pay to the Company as required by such notice the amount called on his shares. A call may be extended, postponed or revoked in whole or in part as the Board determines but no Member shall be entitled to any such extension, postponement or revocation except as a matter of grace and favour.
26. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be made payable either in one lump sum or by instalments.
27. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect of which the call was made. The joint holders of a share shall be jointly and severally liable to pay all calls and instalments due in respect thereof or other moneys due in respect thereof.

28. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the amount unpaid from the day appointed for payment thereof to the time of actual payment at such rate (not exceeding twenty per cent. (20%) per annum) as the Board may determine, but the Board may in its absolute discretion waive payment of such interest wholly or in part.
29. No Member shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another Member) at any general meeting either personally or by proxy, or be reckoned in a quorum, or exercise any other privilege as a Member until all calls or instalments due by him to the Company, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.
30. On the trial or hearing of any action or other proceedings for the recovery of any money due for any call, it shall be sufficient to prove that the name of the Member sued is entered in the Register as the holder, or one of the holders, of the shares in respect of which such debt accrued, that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the Member sued, in pursuance of these Bye-laws; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.
31. Any amount payable in respect of a share upon allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call duly made and payable on the date fixed for payment and if it is not paid the provisions of these Bye-laws shall apply as if that amount had become due and payable by virtue of a call duly made, and notified.
32. On the issue of shares the Board may differentiate between the allottees or holders as to the amount of calls to be paid and the times of payment.
33. The Board may, if it thinks fit, receive from any Member willing to advance the same, and either in money or money's worth, all or any part of the moneys uncalled and unpaid or instalments payable upon any shares held by him and upon all or any of the moneys so advanced (until the same would, but for such advance, become presently payable) pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such Member not less than one month's Notice of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. Such payment in advance shall not entitle the holder of such share or shares to participate in respect thereof in a dividend subsequently declared.

#### **FORFEITURE OF SHARES**

34. (1) If a call remains unpaid after it has become due and payable the Board may give to the person from whom it is due not less than fourteen (14) clear days' Notice:—
- (a) requiring payment of the amount unpaid together with any interest which may have accrued and which may still accrue up to the date of actual payment; and

- (b) stating that if the Notice is not complied with the shares on which the call was made will be liable to be forfeited.
  - (2) If the requirements of any such Notice are not complied with, any share in respect of which such Notice has been given may at any time thereafter, before payment of all calls and interest due in respect thereof has been made, be forfeited by a resolution of the Board to that effect, and such forfeiture shall include all dividends and bonuses declared in respect of the forfeited share but not actually paid before the forfeiture.
35. When any share has been forfeited, notice of the forfeiture shall be served upon the person who was before forfeiture the holder of the share. No forfeiture shall be invalidated by any omission or neglect to give such Notice.
36. The Board may accept the surrender of any share liable to be forfeited hereunder and, in such case, references in these Bye-laws to forfeiture will include surrender.
37. Until cancelled in accordance with the requirements of the Act, a forfeited share shall be the property of the Company and may be sold, re-allotted or otherwise disposed of to such person, upon such terms and in such manner as the Board determines, and at any time before a sale, re-allotment or disposition the forfeiture may be annulled by the Board on such terms as the Board determines.
- 37A. If any shares are forfeited and sold, any residue after the satisfaction of the unpaid calls and any accrued interests and expenses shall be paid to the person whose shares have been forfeited, or his executors, administrators or assignees or as he directs.
38. A person whose shares have been forfeited shall cease to be a Member in respect of the forfeited shares but nevertheless shall remain liable to pay the Company all moneys which at the date of forfeiture were presently payable by him to the Company in respect of the shares, with (if the Directors shall in their discretion so require) interest thereon from the date of forfeiture until payment at such rate (not exceeding twenty per cent. (20%) per annum) as the Board determines. The Board may enforce payment thereof if it thinks fit, and without any deduction or allowance for the value of the forfeited shares, at the date of forfeiture, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares. For the purposes of this Bye-law any sum which, by the terms of issue of a share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, whether on account of the nominal value of the share or by way of premium, shall notwithstanding that time has not yet arrived be deemed to be payable at the date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment.
39. A declaration by a Director or the Secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and such declaration shall (subject to the execution of an instrument of transfer by the Company if necessary) constitute a good title to the share, and the person to whom the share is disposed of shall be registered as the holder of the share and shall not be bound to see to the

application of the consideration (if any), nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture, sale or disposal of the share. When any share shall have been forfeited, notice of the declaration shall be given to the Member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the register, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or make any such entry.

40. Notwithstanding any such forfeiture as aforesaid the Board may at any time, before any shares so forfeited shall have been sold, re-allotted or otherwise disposed of, permit the shares forfeited to be bought back upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share, and upon such further terms (if any) as it thinks fit.
41. The forfeiture of a share shall not prejudice the right of the Company to any call already made or instalment payable thereon.
42. The provisions of these Bye-laws as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### **REGISTER OF MEMBERS**

43. (1) The Company shall keep in one or more books a Register and shall enter therein particulars required by the Act.  
  
(2) Subject to the Act, the Company may keep an overseas or local or other branch register of Members resident in any place, and the Board may make and vary such regulations as it determines in respect of the keeping of any such register and maintaining a Registration Office in connection therewith.
44. The Register and branch register of Members, as the case may be, shall be open to inspection between 10.00 a.m. and 12.00 noon on every business day by members of the public without charge, at the Office or such other place in Bermuda at which the Register is kept in accordance with the Act or, if appropriate, at the Registration Office or at the office of a share transfer agent of the Company. The Register including any overseas or local or other branch register of Members may; after notice has been given by advertisement in an appointed newspaper and in accordance with the requirements of the Designated Stock Exchange or by any electronic means as may be accepted by the Designated Stock Exchange, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.

**RECORD DATES**

45. Notwithstanding any other provision of these Bye-laws but subject always to the rules of the relevant Designated Stock Exchange, the Company or the Directors may fix any date as the record date for:–
- (a) determining the Members entitled to receive any dividend, distribution, allotment or issue and such record date may be on, or at any time not more than thirty (30) days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made; and
  - (b) determining the Members entitled to receive notice of and to vote at any general meeting of the Company.

**TRANSFER OF SHARES**

46. Subject to these Bye-laws, any Member may transfer all or any of his shares in any manner permitted by and in accordance with the rules of the Designated Stock Exchange, or by an instrument of transfer in the form acceptable to the Board provided always that the Company shall accept for registration an instrument of transfer in a form approved by the Designated Stock Exchange.
47. The instrument of transfer of any share shall be signed by or on behalf of the transferor and the transferee and be witnessed, provided that an instrument of transfer in respect of which the transferee is the Depository shall be effective although not signed or witnessed by or on behalf of the Depository and provided further that when a corporation executes an instrument of transfer under seal, the affixation and attestation of the corporation's seal may be accepted as compliance with the requirements of this Bye-law. If the transferor or transferee is a clearing house or its nominee(s), the instrument of transfer may be executed by hand or by machine imprinted signature. The Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers. The instrument of transfer and other documents relating to or affecting the title to any registered share shall be registered. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. Nothing in these Bye-laws shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.
48. (1) The Board may, in its absolute discretion and without giving any reason therefor, refuse to register a transfer of any share (not being a fully paid up share) to a person of whom it does not approve, or any share issued under any share incentive scheme for employees upon which a restriction on transfer imposed thereby still subsists, and it may also, without prejudice to the foregoing generality, refuse to register a transfer of any share (not being a fully paid up share) on which the Company has a lien or a transfer of any share to more than four (4) joint holders.
- (2) No transfer shall be made to an infant or to a person of unsound mind or under other legal disability.

- (3) The Board in so far as permitted by any applicable law may, in its absolute discretion, at any time and from time to time transfer any share upon the Register to any branch register or any share on any branch register to the Register or any other branch register. In the event of any such transfer, the shareholder requesting such transfer shall bear the cost of effecting the transfer unless the Board otherwise determines.
  - (4) Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time determine, and which agreement the Board shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold), no shares upon the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Office or such other place in Bermuda at which the Register is kept in accordance with the Act.
  - (5) Save as provided in the Bye-laws, fully paid up shares shall be free from all liens and there shall be no restriction on the transfer of fully paid up shares (except where required by law or the rules or regulations of the Designated Stock Exchange).
49. Without limiting the generality of the last preceding Bye-law, the Board may decline to recognise any instrument of transfer unless:–
- (a) a fee of such maximum sum as the Designated Stock Exchange may determine to be payable or such lesser sum as the Board may from time to time require is paid to the Company in respect thereof;
  - (b) the instrument of transfer is in respect of only one class of share;
  - (c) the instrument of transfer is lodged at the Office or such other place in Bermuda at which the Register is kept in accordance with the Act or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and
  - (d) if applicable, the instrument of transfer is duly and properly stamped.
50. If the Board refuses to register a transfer of any share, it shall, within one (1) month after the date on which the transfer was lodged with the Company, send to each of the transferor and transferee notice of the refusal.

51. The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in an appointed newspaper and in accordance with the requirements of the Designated Stock Exchange be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.

### **TRANSMISSION OF SHARES**

52. In the case of the death of a Member, the survivor or survivors where the deceased Member was a joint holder, and the legal personal representatives of the deceased Member where the deceased Member was a sole holder, shall be the only persons recognised by the Company as having any title to the deceased Member's interest in the shares. Nothing herein shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by such deceased Member with other persons. Subject to the provisions of the Act, for the purpose of this Bye-law, legal personal representative means the executor or administrator of a deceased Member or such other person as the Board may, in its absolute discretion, decide as being properly authorised to deal with the shares of a deceased Member. Where two or more persons are registered as joint holders of a share or shares, then in the event of the death of any joint holder or holders the remaining joint holder or holders shall be absolutely entitled to the said share or shares and the Company shall recognise no claim in respect of the estate of any joint holder except in the case of the last survivor of such joint holders.
53. Subject to Section 52 of the Act, any person becoming entitled to a share in consequence of the death or bankruptcy or winding-up of a Member may, upon such evidence as to his title being produced as may be required by the Board, elect either to become the holder of the share or to have some person nominated by him registered as the transferee thereof. If he elects to become the holder he shall notify the Company in writing either at the Registration Office or Office, as the case may be, to that effect. If he elects to have another person registered he shall execute a transfer of the share in favour of that person. The provisions of these Bye-laws relating to the transfer and registration of transfers of shares shall apply to such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer signed by such Member.
54. A person becoming entitled to a share by reason of the death or bankruptcy or winding-up of a Member shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share. However, the Board may, if it thinks fit, withhold the payment of any dividend payable or other advantages in respect of such share until such person shall become the registered holder of the share or shall have effectually transferred such share, but, subject to the requirements of Bye-law 74(2) being met, such a person may vote at meetings.

### **UNTRACEABLE MEMBERS**

- 54A. (1) Without prejudice to the rights of the Company under paragraph (2) of this Bye-law, the Company may cease sending cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the

Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.

- (2) The Company shall have the power to sell, in such manner as the Board thinks fit, any shares of a Member who is untraceable, but no such sale shall be made unless:
  - (a) all cheques or warrants in respect of dividends of the shares in question, being not less than three in total number, for any sum payable in cash to the holder of such shares in respect of them sent during the relevant period in the manner authorised by the Bye-laws of the Company have remained uncashed;
  - (b) so far as it is aware at the end of the relevant period, the Company has not at any time during the relevant period received any indication of the existence of the Member who is the holder of such shares or of a person entitled to such shares by death, bankruptcy or operation of law; and
  - (c) the Company, if so required by the rules of the Designated Stock Exchange, has given notice to, and caused advertisement in newspapers in accordance with the requirements of, the Designated Stock Exchange to be made of its intention to sell such shares in the manner required by the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.

For the purpose of the foregoing, the “relevant period” means the period commencing twelve years before the date of publication of the advertisement referred to in paragraph (c) of this Bye-law and ending at the expiry of the period referred to in that paragraph.

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

**GENERAL MEETINGS**

55. An annual general meeting of the Company shall be held in each year other than the year in which its statutory meeting is convened at such time (within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting unless a longer period would not infringe the rules or regulations of the Designated Stock Exchange, if any) and place as may be determined by the Board.
56. Each general meeting, other than an annual general meeting, shall be called a special general meeting. General meetings may be held in any part of the world as may be determined by the Board.
57. The Board may whenever it thinks fit call special general meetings, and, subject to the Act, Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Act.

**NOTICE OF GENERAL MEETINGS**

58. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days. All other general meetings (including a special general meeting) shall be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:—
- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) of the total voting rights at the meeting of all the Members.
- (2) The period of notice shall be exclusive of the day on which it is served or deemed to be served and exclusive of the day on which the meeting is to be held, and the Notice shall specify the day, time and place of the meeting and, in case of special business, the general nature of the business. Any Notice of a general meeting to consider special business shall be accompanied by a statement regarding the effect of any proposed resolution on the Company in respect of such special business. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Bye-laws or the terms of issue of the shares

they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.

- (3) The Secretary may postpone any general meeting called in accordance with the provisions of these Bye-laws (other than a meeting requisitioned under these Bye-laws) provided that notice of postponement is given to each Member before the time for such meeting. Fresh notice of the date, time and place for the postponed meeting shall be given to each Member in accordance with the provisions of these Bye-laws.
59. The accidental omission to give Notice of a meeting or (in cases where instruments of proxy are sent out with the Notice) to send such instrument of proxy to, or the nonreceipt of such Notice or such instrument of proxy by, any person entitled to receive such Notice shall not invalidate any resolution passed or the proceedings at that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

60. (1) Members may participate in any general meeting by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.
- (2) All business shall be deemed special that is transacted at a special general meeting, and also all business that is transacted at an annual general meeting, with the exception of declaring a dividend, the reading, considering and adopting of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet, the election of Directors and appointment of Auditors and other officers in the place of those retiring, the fixing of the remuneration of the Auditors, and the voting of remuneration or extra remuneration to the Directors.
- (3) No business, other than the appointment of a chairman of a meeting, shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Except as herein otherwise provided, two (2) Members present in person (or, in the case of a Member being a corporation (other than the Depository), by its duly authorised representative) or by proxy shall form a quorum, provided that if the Company shall at any time have only one Member, one Member present in person or by proxy, or being a corporation by its representative duly authorised, shall form a quorum for the transaction of business at any general meeting of the Company held during such time. For the purposes of this Bye-law Member includes a person attending as a proxy or as a duly authorised representative of the Depository (where the Depository is a Member) or a clearing house (or its nominee(s)) (where the clearing house (or its nominee(s)) is a Member).
61. If within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the 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 or to such time and place as the Board may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.

62. The president of the Company or the chairman shall preside as chairman at every general meeting. If at any meeting the president or the chairman, as the case may be, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or by proxy and entitled to vote shall elect one of their number to be chairman.
63. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.
64. If an amendment is proposed to any resolution under consideration but is in good faith 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.

### **VOTING**

65. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting (i) on a show of hands every Member present in person (or being a corporation, is present by a representative duly authorised under Section 78 of the Act), or by proxy shall have one vote and the chairman of the meeting shall determine which proxy shall be entitled to vote where a Member (other than a Member which is the Depository) or a clearing house (or its nominee(s)) is represented by two proxies, and (ii) on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder or which he represents and in respect of which all calls due to the Company have been paid, but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. In the event that a Member participates in a general meeting by telephone or electronic means or other communication facilities, the chairman of the meeting shall direct the manner in which such Member may cast his vote on a show of hands or by poll, as the case may be. Notwithstanding anything contained in these Bye-laws, where one or more than one proxy is

appointed by a Member which is the Depository or a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands or one vote for each fully paid share by poll. At any general meeting a resolution put to the vote of the meeting shall be decided on a poll except for resolution relating purely to a procedural or administrative matter (which has the meaning ascribed to it in the HK Listing Rules), in which case, the chairman of the meeting may, in good faith, decide to allow such resolution to be voted on by a show of hands. When a show of hands is allowed, before or on the declaration of the results of the show of hands, a poll may be demanded:—

- (a) by at least three Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (b) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or;
- (c) by Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or
- (d) where the Depository is a Member, by at least three proxies representing the Depository.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Member.

- 66. Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.
- 66A. There is no power to freeze or otherwise impair any rights attaching to any share by reason only that the person(s) who are interested directly or indirectly in a resolution have failed to disclose their interests to the Company.
- 67. Where a resolution is voted on by poll, the result of the poll shall be deemed to be the resolution of the meeting.
- 68. A poll demanded on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken in such manner (including the use of ballot or voting papers or tickets) and either forthwith or at such time (being not later than thirty (30) days after the date of the demand) and place as the chairman directs. It shall not be necessary (unless the chairman otherwise directs) for notice to be given of a poll not taken immediately.

69. The demand for a poll shall not prevent the continuance of a meeting or the transaction of any business other than the question on which the poll has been demanded, and, with the consent of the chairman, it may be withdrawn at any time before the close of the meeting or the taking of the poll, whichever is the earlier.
70. On a poll votes may be given either personally or by proxy.
71. A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.
72. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.
73. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any 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 in respect of the joint holding. Several executors or administrators of a deceased Member in whose name any share stands shall for the purposes of this Bye-law be deemed joint holders thereof.
74. (1) A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, whether on a show of hands or on a poll, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote on a poll by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting or poll, as the case may be.
- (2) Any person entitled under Bye-law 53 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight (48) hours at least before the time of the holding of the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his entitlement to such shares, or the Board shall have previously admitted his right to vote at such meeting in respect thereof.
75. (1) No Member shall, unless the Board otherwise determines, be entitled to attend and vote and to be reckoned in a quorum at any general meeting unless he is duly registered and all calls or other sums presently payable by him in respect of shares in the Company have been paid.

- (2) Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.

76. If:–

- (a) any objection shall be raised to the qualification of any voter; or
- (b) any votes have been counted which ought not to have been counted or which might have been rejected; or
- (c) any votes are not counted which ought to have been counted, the objection or error shall not vitiate the decision of the meeting or adjourned meeting on any resolution unless the same is raised or pointed out at the meeting or, as the case may be, the adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same may have affected the decision of the meeting. The decision of the chairman on such matters shall be final and conclusive.

### **PROXIES**

77. (1) Any Member entitled to attend and vote at a meeting of the Company who is the holder of two or more shares shall be entitled to appoint not more than two proxies to attend and vote instead of him at the same general meeting provided that if the Member is the Depository or a clearing house (or its nominee(s)):

- (a) the Depository or a clearing house (or its nominee(s)) (as the case may be) may appoint more than two proxies to attend and vote at the same general meeting and each proxy shall be entitled to exercise the same powers on behalf of the Depository or a clearing house (or its nominee(s)) (as the case may be) as the Depository or a clearing house (or its nominee(s)) (as the case may be) could exercise, including, notwithstanding Bye-law 65, the right to vote individually on a show of hands;
- (b) unless the Depository specifies otherwise in a written notice to the Company, the Depository shall be deemed to have appointed as the proxies of the Depository to vote on behalf of the Depository at a general meeting of the Company each of the Depositors who are individuals and whose names are shown in the records of the Depository as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting supplied by the Depository to the Company and notwithstanding any other provisions in these Bye-laws, the appointment of proxies by virtue of this Bye-law 77(1)(b) shall not require an instrument of proxy or the lodgement of any instrument of proxy;

- (c) the Company shall accept as valid in all respects the form of instrument of proxy approved by the Depository (the “Proxy Form”) for use at the date relevant to the general meeting in question naming a Depositor (the “Nominating Depositor”) and permitting that Nominating Depositor to nominate a person or persons other than himself as the proxy or proxies appointed by the Depository. The Company shall, in determining rights to vote and other matters in respect of a completed Proxy Form submitted to it, have regard to the instructions given by and the notes (if any) set out in the Proxy Form. The submission of any Proxy Form shall not affect the operation of Bye-law 77(1)(b) and shall not preclude a Depositor appointed as a proxy by virtue of Bye-law 77(1)(b) from attending and voting at the relevant meeting but in the event of attendance by such Depositor the Proxy Form submitted bearing his name as the Nominating Depositor shall be deemed to be revoked;
  - (d) the Company shall reject any Proxy Form of a Nominating Depositor if his name is not shown in the records of the Depository as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting supplied by the Depository to the Company; and
  - (e) on a poll the maximum number of votes which a Depositor, or proxies appointed pursuant to a Proxy Form in respect of that Depositor, is able to cast shall be the number of shares credited to the Securities Account of that Depositor as shown in the records of the Depository as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting supplied by the Depository to the Company, whether that number is greater or smaller than the number specified in any Proxy Form or instrument of proxy executed by or on behalf of the Depository.
- (2) In any case where an instrument of proxy appoints more than one proxy (including the case when a Proxy Form is used), the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument of proxy.
  - (3) A proxy need not be a Member. In addition, subject to Bye-law 77(1), a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise, including, notwithstanding Bye-law 65, the right to vote individually on a show of hands. On a poll, a proxy need not use all the votes he is entitled to cast or cast all such votes in the same way.
78. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same or, in the case of the Depository or a clearing house (or its nominee(s)) (as the case may be), signed by its duly authorised officer by some method or system of mechanical signature as the Depository or a clearing house (or its nominee(s)) (as the case may be) may deem appropriate. In the case of an instrument of proxy

purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.

79. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed on behalf of the appointor (which shall, for this purpose, include a Depositor), or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
80. Instruments of proxy shall be in any usual or common form (including any form approved from time to time by the Depository or the clearing house (or its nominee(s)) (as the case may be)) or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.
81. 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 instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement of the meeting or adjourned meeting, or the taking of the poll, at which the instrument of proxy is used.
82. Anything which under these Bye-laws a Member may do by proxy he may likewise do by his duly appointed attorney and the provisions of these Bye-laws relating to proxies and instruments appointing proxies shall apply mutatis mutandis in relation to any such attorney and the instrument under which such attorney is appointed.

**CORPORATIONS ACTING BY REPRESENTATIVES**

83. (1) Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of Members. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual Member and such corporation shall for the purposes of these Bye-laws be deemed to be present in person at any such meeting if a person so authorised is present thereat.
- (2) Where a Member is the Depository or a clearing house (or its nominee(s), in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Depository or the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the Depository or the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including the right to vote individually on a show of hands.
- (3) Any reference in these Bye-laws to a duly authorised representative of a Member being a corporation shall mean a representative authorised under the provisions of this Bye-law.

**WRITTEN RESOLUTIONS OF MEMBERS**

84. (1) Subject to the Act, a resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all persons for the time being entitled to receive notice of and to attend and vote at general meetings of the Company shall, for the purposes of these Bye-laws, be treated as a resolution duly passed at a general meeting of the Company and, where relevant, as a special resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last Member to sign, and where the resolution states a date as being the date of his signature thereof by any Member the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant Members.
- (2) Notwithstanding any provisions contained in these Bye-laws, a resolution in writing shall not be passed for the purpose of removing a Director before the expiration of his term of office under Bye-law 85(4) or for the purposes set out in Bye-law 152(3) relating to the removal and appointment of the Auditor.

**BOARD OF DIRECTORS**

85. (1) The Company may from time to time by ordinary resolution, determine the maximum number of directors and increase or reduce the number of Directors but so that the number of Directors shall never be less than two (2). All Directors shall be natural persons. The Directors shall be elected or appointed in the first place at the statutory meeting of Members and thereafter the Company may by ordinary resolution appoint any person to be a Director either as an additional Director or to fill a casual vacancy.
- (2) The Board shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or, where a maximum number of Directors has been determined by the Members and the Members have authorised the Board to appoint additional Directors, as an additional Director.
- (3) Neither a Director nor an alternate Director shall be required to hold any shares of the Company by way of qualification and a Director or alternate Director (as the case may be) who is not a Member shall be entitled to receive notice of and to attend and speak at any general meeting of the Company and of all classes of shares of the Company.
- (4) Unless otherwise provided by law, the Members may, at any general meeting convened and held in accordance with these Bye-laws, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the Notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.
- (5) A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (4) above may be filled by the election or appointment by the Members at the meeting at which such Director is removed or, in the absence of such election or appointment, such general meeting may authorise the Board to appoint a Director to fill any vacancy in the number left unfilled.
- (6) Any Director appointed by the Board shall retire at the next annual general meeting of the Company and shall then be eligible for re-election at that meeting.
- (7) Notwithstanding any other provisions in these Bye-laws and for so long as the shares of the Company are listed on the Designated Stock Exchange, a Director shall resign or retire from the Board if so required by the rules or regulations of the Designated Stock Exchange.

**RETIREMENT OF DIRECTORS**

86. (1) Each Director shall retire at least once every three (3) years.

- (2) A retiring Director shall be eligible for re-election.
- (3) The Company at the meeting at which a Director retires under any provision of these Bye-laws 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 except in any of the following cases:-
  - (a) where at such meeting it is expressly resolved not to fill such office or a resolution for the re-election of such Director is put to the meeting and lost; or
  - (b) where such Director has given notice in writing to the Company that he is unwilling to be re-elected.

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 re-elected will continue in office without a break.

87. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) 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 a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

#### **DISQUALIFICATION OF DIRECTORS**

88. The office of a Director shall be vacated if the Director:-
  - (1) resigns his office by notice in writing delivered to the Company at the Office or tendered at a meeting of the Board;
  - (2) becomes of unsound mind or dies;
  - (3) without special leave of absence from the Board, is absent from meetings of the Board for six (6) consecutive months, and his alternate Director, if any, shall not during such period have attended in his stead and the Board resolves that his office be vacated;
  - (4) becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors;

- (5) is prohibited by law from being a Director; or
- (6) ceases to be a Director by virtue of any provision of the Statutes or is removed from office pursuant to these Bye-laws.

### **EXECUTIVE DIRECTORS**

- 89. The Board may from time to time appoint any one or more of its body to be a managing director or a person holding an equivalent position, joint managing director or deputy managing director or to hold any other employment or executive office with the Company for such period (subject to their continuance as Directors) and upon such terms as the Board may determine and the Board may revoke or terminate any of such appointments. Any such revocation or termination as aforesaid shall be without prejudice to any claim for damages that such Director may have against the Company or the Company may have against such Director. A Director appointed to an office under this Bye-law shall be subject to the same provisions as to removal as the other Directors of the Company, and he shall (subject to the provisions of any contract between him and the Company) ipso facto and immediately cease to hold such office if he shall cease to hold the office of Director for any cause.
- 90. Notwithstanding Bye-laws 95, 96, 97 and 98, an executive director appointed to an office under Bye-law 89 hereof shall receive such remuneration (whether by way of salary, commission, participation in profits or otherwise or by all or any of those modes) and such other benefits (including pension and/or gratuity and/or other benefits on retirement) and allowances as the Board may from time to time determine, and either in addition to or in lieu of his remuneration as a Director, but he shall not in any circumstances be remunerated by a commission on or a percentage of turnover.

### **ALTERNATE DIRECTORS**

- 91. Any Director may at any time by Notice delivered to the Office or head office or at a meeting of the Directors appoint any person to be his alternate Director. Any person so appointed shall have all the rights and powers of the Director or Directors for whom such person is appointed in the alternative provided that such person shall not be counted more than once in determining whether or not a quorum is present. An alternate Director may be removed at any time by the person who appointed him or by the Board and, subject thereto, the office of alternate Director shall continue until the happening of any event which, if he were a Director, would cause him to vacate such office or if the Director for whom such alternate Director was appointed ceases for any reason to be a Director. Any appointment or removal of an alternate Director may be effected by Notice signed by the appointor and delivered to the Office or head office or tendered at a meeting of the Board. An alternate Director may also be a Director in his own right and may act as alternate to more than one Director. An alternate Director shall be entitled to receive notices of meetings of the Board or of committees of the Board to the same extent as the Director appointing him and shall be entitled to such extent to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to exercise and discharge all the functions, powers and duties of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Bye-laws shall apply as if he were a Director save that as an alternate for more than one Director his voting rights shall be cumulative.

92. An alternate Director shall only be a Director for the purposes of the Act and shall only be subject to the provisions of the Act insofar as they relate to the duties and obligations of a Director when performing the functions of the Director for whom he is appointed in the alternative and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the Director appointing him. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except only such part, if any, of the remuneration otherwise payable to his appointor as such appointor may by Notice to the Company from time to time direct.
93. If the appointor of an alternate director is for the time being absent from his usual place of residence or otherwise not available or unable to act, the signature of an alternate Director to any resolution in writing of the Board or a committee of the Board of which his appointor is a member shall, unless the notice of his appointment provides to the contrary, be as effective as the signature of his appointor.
94. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director, however, such alternate Director or any other person may be re-appointed by the Directors to serve as an alternate Director PROVIDED always that, if at any meeting any Director retires but is re-elected at the same meeting, any appointment of such alternate Director pursuant to these Bye-laws which was in force immediately before his retirement shall remain in force as though he had not retired.

#### **DIRECTORS' FEES AND EXPENSES**

95. The ordinary remuneration of the Directors shall from time to time be determined by the Company in general meeting and shall (unless otherwise directed by the resolution by which it is voted) be divided amongst the Board in such proportions and in such manner as the Board may agree or, failing agreement, equally, except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office. Such remuneration shall be deemed to accrue from day to day.
96. Each Director shall be entitled to be repaid or prepaid all travelling, hotel and incidental expenses reasonably incurred or expected to be incurred by him in attending meetings of the Board or committees of the Board or general meetings or separate meetings of any class of shares or of debentures of the Company or otherwise in connection with the discharge of his duties as a Director.
97. Any Director who, by request, goes or resides abroad for any purpose of the Company or who performs services which in the opinion of the Board go beyond the ordinary duties of a Director may be paid such extra remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Board may determine and such extra remuneration shall be in addition to or in substitution for any ordinary remuneration provided for by or pursuant to any other Bye-law.

98. The Board shall obtain the approval of the Company in general meeting before making any payment to any Director or past Director of the Company by way of compensation for loss of office, or as consideration for or in connection with his retirement from office (not being payment to which the Director is contractually entitled).

#### **DIRECTORS' INTERESTS**

99. A Director may:—
- (a) 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, subject to the relevant provisions of the Act, upon such terms as the Board may determine. Any remuneration (whether by way of salary, commission, participation in profits or otherwise) paid to any Director in respect of any such other office or place of profit shall be in addition to any remuneration provided for by or pursuant to any other Bye-law; and/or
  - (b) act by himself or his firm in a professional capacity for the Company (otherwise than as Auditor) and he or his firm may be remunerated for professional services as if he were not a Director; and/or
  - (c) continue to be or become a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any other company promoted by the Company or in which the Company may be interested as a vendor, shareholder or otherwise and (unless otherwise agreed) no such Director shall be accountable for any remuneration, profits or other benefits received by him as a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of or from his interests in any such other company. Subject as otherwise provided by these Bye-laws the Directors may exercise or cause to be exercised the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by them as directors of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors, managing directors, joint managing directors, deputy managing directors, executive directors, managers or other officers of such company) or voting or providing for the payment of remuneration to the director, managing director, joint managing director, deputy managing director, executive director, manager or other officers of such other company and any Director may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or about to be, appointed a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer of such a company, and that as such he is or may become interested in the exercise of such voting rights in manner aforesaid.
100. Subject to the Act and to these Bye-laws, no Director or proposed or intending Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable

to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the Members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Bye-law 101 herein.

101. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first considered, if he knows his interest then exists, or in any other case at the first meeting of the Board after he knows that he is or has become so interested. For the purposes of this Bye-law, a general Notice to the Board by a Director to the effect that:-

- (a) he is a member or officer of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the Notice be made with that company or firm; or
- (b) he is to be regarded as interested in any contract or arrangement which may after the date of the Notice be made with a specified person who is connected with him;

shall be deemed to be a sufficient declaration of interest under this Bye-law in relation to any such contract or arrangement, provided that no such Notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.

102. (1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

- (i) any contract or arrangement for the giving to such Director or his close associate(s) any security or indemnity in respect of money lent by him or any of his close associate(s) or obligations incurred or undertaken by him or any of his close associate(s) at the request of or for the benefit of the Company or any of its subsidiaries;
- (ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;

- (iii) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub underwriting of the offer;
  - (iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company;
  - (v) any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder in which the Director and any of his associates are not in aggregate beneficially interested in five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or of any third company through which his interest or that of any of his associate(s) is derived); or
  - (vi) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors or his close associate(s) and to employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.
- (2) A company shall be deemed to be a company in which a Director and/or his associate(s) owns five (5) per cent or more if and so long as (but only if and so long as) he and/or his associates, (either directly or indirectly) are the holders of or beneficially interested in five (5) per cent or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his associate(s) is/are interested only as a unit holder.
- (3) Where a company in which a Director and/or his associate(s) holds five (5) per cent or more is materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.
- (4) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting

and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman as known to such chairman has not been fairly disclosed to the Board.

### **GENERAL POWERS OF THE DIRECTORS**

103. (1) The business of the Company shall be managed and conducted by the Board, which may pay all expenses incurred in forming and registering the Company and may exercise all powers of the Company (whether relating to the management of the business of the Company or otherwise) except powers that by the Statutes or by these Bye-laws are required to be exercised by the Company in general meeting. The general powers given by this Bye-law shall not be limited or restricted by any special authority or power given to the Board by any other Bye-law.
- (2) Any person contracting or dealing with the Company in the ordinary course of business shall be entitled to rely on any written or oral contract or agreement or deed, document or instrument entered into or executed as the case may be by any two of the Directors acting jointly on behalf of the Company and the same shall be deemed to be validly entered into or executed by the Company as the case may be and shall, subject to any rule of law, be binding on the Company.
- (3) Without prejudice to the general powers conferred by these Bye-laws it is hereby expressly declared that the Board shall have the following powers:—
- (a) to give to any person the right or option of requiring at a future date that an allotment shall be made to him of any share at par or at such premium as may be agreed.
  - (b) to give to any Directors, officers or servants of the Company an interest in any particular business or transaction or participation in the profits thereof or in the general profits of the Company either in addition to or in substitution for a salary or other remuneration.
  - (c) to resolve that the Company be discontinued in Bermuda and continued in a named country or jurisdiction outside Bermuda subject to the provisions of the Act.
104. The Board may establish any regional or local boards or agencies for managing any of the affairs of the Company in any place, and may appoint any persons to be members of such local boards, or any managers or agents, and may fix their remuneration (either by way of salary or by commission or by conferring the right to participation in the profits of the Company or by a combination of two or more of these modes) and pay the working expenses of any staff employed by them upon the business of the Company. The Board may delegate to any regional or local board, manager or agent any of the

powers, authorities and discretions vested in or exercisable by the Board (other than its powers to make calls and forfeit shares), with power to sub-delegate, and may authorise the members of any of them to fill any vacancies therein and to act notwithstanding vacancies. Any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person appointed as aforesaid, and may revoke or vary such delegation, but no person dealing in good faith and without notice of any such revocation or variation shall be affected thereby.

105. The Board may by power of attorney appoint under the Seal any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Bye-laws) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him. Such attorney or attorneys may, if so authorised under the Seal of the Company, execute any deed or instrument under their personal seal with the same effect as the affixation of the Seal.
106. The Board may entrust to and confer upon a managing director, joint managing director, deputy managing director, an executive director or any Director any of the powers exercisable by it upon such terms and conditions and with such restrictions as it thinks fit, and either collaterally with, or to the exclusion of its own powers, and may from time to time revoke or vary all or any of such powers but no person dealing in good faith and without notice of such revocation or variation shall be affected thereby.
107. All cheques, promissory notes, drafts, bills of exchange and other instruments, whether negotiable or transferable or not, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine. The Company's banking accounts shall be kept with such banker or bankers as the Board shall from time to time determine.
108. (1) The Board may establish or concur or join with other companies (being subsidiary companies of the Company or companies with which it is associated in business) in establishing and making contributions out of the Company's moneys to any schemes or funds for providing pensions, sickness or compassionate allowances, life assurance or other benefits for employees (which expression as used in this and the following paragraph shall include any Director or ex-Director who may hold or have held any executive office or any office of profit under the Company or any of its subsidiary companies) and ex-employees of the Company and their dependants or any class or classes of such person.
- (2) The Board may pay, enter into agreements to pay or make grants of revocable or irrevocable, and either subject or not subject to any terms or conditions, pensions or other benefits to employees and ex-employees and their dependants, or to any of such persons, including pensions or benefits additional to those, if any, to which such employees or ex-employees or

their dependants are or may become entitled under any such scheme or fund as mentioned in the last preceding paragraph. Any such pension or benefit may, as the Board considers desirable, be granted to an employee either before and in anticipation of or upon or at any time after his actual retirement.

### **BORROWING POWERS**

109. The Board may exercise all the powers of the Company to raise or borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and, subject to the Act, to issue debentures, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
110. Debentures, bonds and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
111. Any debentures, bonds or other securities may be issued at a discount (other than shares), premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise.
112. (1) Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject to such prior charge, and shall not be entitled, by notice to the Members or otherwise, to obtain priority over such prior charge.
- (2) The Board shall cause a proper register to be kept, in accordance with the provisions of the Act, of all charges specifically affecting the property of the Company and of any series of debentures issued by the Company and shall duly comply with the requirements of the Act in regard to the registration of charges and debentures therein specified and otherwise.

### **PROCEEDINGS OF THE DIRECTORS**

113. The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it considers appropriate. Questions arising at any meeting shall be determined by a majority of votes. In the case of any equality of votes the chairman of the meeting shall have an additional or casting vote.
114. A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board of which notice may be given in writing or by telephone, electronic means or in such other manner as the Board may from time to time determine whenever he shall be required so to do by the president or chairman, as the case may be, or any Director.
115. (1) The quorum necessary for the transaction of the business of the Board may be fixed by the Board and, unless so fixed at any other number, shall be two (2). An alternate Director shall be counted in a quorum in the case of the absence of a Director for whom he is the alternate.

- (2) Directors may participate in any meeting of the Board by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.
- (3) Any Director who ceases to be a Director at a Board meeting may continue to be present and to act as a Director and be counted in the quorum until the termination of such Board meeting if no other Director objects and if otherwise a quorum of Directors would not be present.
116. The continuing Directors or a sole continuing Director may act notwithstanding any vacancy in the Board provided that if the number of Directors is reduced below the minimum number fixed by or in accordance with these Bye-laws as the quorum, the continuing Directors or Director, notwithstanding that the number of Directors is below the number fixed by or in accordance with these Bye-laws as the quorum or that there is only one continuing Director may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number, or summoning a general meeting of the Company. If there be no Directors or Director able or willing to act, then any two (2) Members may summon a general meeting for the purpose of appointing Directors.
117. The Board may elect a chairman and one or more deputy chairman of its meetings and determine the period for which they are respectively to hold such office. If no chairman or deputy chairman is elected, or if at any meeting neither the chairman nor any deputy chairman is present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.
118. A meeting of the Board at which a quorum is present shall be competent to exercise all the powers, authorities and discretions for the time being vested in or exercisable by the Board.
119. (1) The Board may delegate any of its powers, authorities and discretions to committees, consisting of such Director or Directors and other persons as it thinks fit, and they may, from time to time, revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purposes. Any committee so formed shall, in the exercise of the powers, authorities and discretions so delegated, conform to any directions which may be imposed on it by the Board.
- (2) All acts done by any such committee in conformity with such directions, and in fulfilment of the purposes for which it was appointed, but not otherwise, shall have like force and effect as if done by the Board, and the Board shall have power, with the consent of the Company in general meeting, to remunerate the members of any such committee, and charge such remuneration to the current expenses of the Company.
120. The meetings and proceedings of any committee consisting of two (2) or more members shall be governed by the provisions contained in these Bye-laws for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any directions imposed by the Board under the last preceding Bye-law.

121. A resolution in writing signed by the majority of Directors shall be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held provided that such number of Directors approving the resolution is sufficient to constitute a quorum and that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Bye-laws and further provided that no Director approving the resolution is aware of or has received any objection to the resolution from any Director. Such resolution may be contained in one document or in several documents in, like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid. Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matters or businesses in which a substantial shareholder (as defined in HK Listing Rules) or a Director has a conflict of interest which the Board has determined to be material.
122. All acts done in good faith by the Board or by any committee or by any person acting as a Director or members of a committee, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the Board or such committee or person acting as aforesaid or that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of such committee.

### **MANAGERS**

123. The Board may from time to time appoint a general manager, a manager or managers of the Company and may fix his or their remuneration either by way of salary or commission or by conferring the right to participation in the profits of the Company or by a combination of two or more of these modes and pay the working expenses of any of the staff of the general manager, manager or managers who may be employed by him or them upon the business of the Company.
124. The appointment of such general manager, manager or managers may be for such period as the Board may decide, and the Board may confer upon him or them all or any of the powers of the Board as it may think fit.
125. The Board may enter into such agreement or agreements with any such general manager, manager or managers upon such terms and conditions in all respects as the Board may in their absolute discretion think fit, including a power for such general manager, manager or managers to appoint an assistant manager or managers or other employees whatsoever under them for the purpose of carrying on the business of the Company.

### **OFFICERS**

126. (1) The officers of the Company shall consist of the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Act and these Bye-laws.

The officers shall receive such remuneration as the Board may from time to time determine.

- (2) Where the Company appoints and maintains a resident representative ordinarily resident in Bermuda in accordance with the Act, the resident representative shall comply with the provisions of the Act.

The Company shall provide the resident representative with such documents and information as the resident representative may require in order to be able to comply with the provisions of the Act. The resident representative shall be entitled to have notice of, attend and be heard at all meetings of the Board or of any committee appointed by the Board or general meetings of the Company.

127. (1) The Secretary and additional officers, if any, shall be appointed by the Board and shall hold office on such terms and for such period as the Board may determine. If thought fit, two (2) or more persons may be appointed as joint Secretaries. The Board may also appoint from time to time on such terms as it thinks fit one or more assistant or deputy Secretaries.
- (2) The Secretary shall attend all meetings of the Members and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Act or these Bye-laws or as may be prescribed by the Board.

128. The president or the chairman, as the case may be, shall act as chairman at all meetings of the Members and of the Board at which he is present. In his absence or if he is not willing to act as chairman, a chairman shall be appointed or elected by those present at the meeting in accordance with these Bye-laws.

129. The officers of the Company shall have such powers and perform such duties in the management, business and affairs of the Company as may be delegated to them by the Board from time to time.

130. A provision of the Act or of these Bye-laws requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.

#### **REGISTER OF DIRECTORS AND OFFICERS**

131. (1) The Board shall cause to be kept in one or more books at the Office a Register of Directors and Officers and shall enter therein the following particulars with respect to each Director and Officer, that is to say:-
- (a) in the case of an individual, his or her present first name, surname and address; and
- (b) in the case of a company, its name and registered office.

- (2) The Board shall within a period of fourteen (14) days from the occurrence of:–
  - (a) any change among the Directors and Officers; or
  - (b) any change in the particulars contained in the Register of Directors and Officers, cause to be entered on the Register of Directors and Officers the particulars of such change and of the date on which it occurred.
- (3) The Register of Directors and Officers shall be open to inspection by members of the public without charge at the Office between 10:00 a.m. and 12:00 noon on every business day.
- (4) In this Bye-law “Officer” has the meaning ascribed to it in Section 92A(7) of the Act.

### **MINUTES**

132. (1) The Board shall cause Minutes to be duly entered in books provided for the purpose:–
  - (a) of all elections and appointments of officers;
  - (b) of the names of the Directors present at each meeting of the Board and of any committee appointed by the Board;
  - (c) of all resolutions and proceedings of each general meeting of the Members and meetings of the Board.
- (2) Minutes prepared in accordance with the Act and these Bye-laws shall be kept by the Secretary at the Office.

### **SEAL**

133. (1) The Company shall have one or more Seals, as the Board may determine. For the purpose of sealing documents creating or evidencing securities issued by the Company, the Company may have a securities seal which is a facsimile of the Seal with the addition of the words “Securities Seal” on its face or in such other form as the Board may approve. The Board shall provide for the custody of each Seal and no Seal shall be used without the authority of the Board or of a committee of the Board authorised by the Board in that behalf. Subject as otherwise provided in these Bye-laws, any instrument to which a Seal is affixed shall be signed autographically by one Director and the Secretary or by two Directors or by such other person (including a Director) or persons as the Board may appoint, either generally or in any particular case, save that as regards any certificates for shares or debentures or other securities of the Company the Board may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature. Every instrument executed in the manner provided by this Bye-law shall be deemed to be sealed and executed with the authority of the Board previously given.

- (2) Where the Company has a Seal for use abroad, the Board may by writing under the Seal appoint any agent or committee abroad to be the duly authorised agent of the Company for the purpose of affixing and using such Seal and the Board may impose restrictions on the use thereof as may be thought fit. Wherever in these Bye-laws reference is made to the Seal, the reference shall, when and so far as may be applicable, be deemed to include any such other Seal as aforesaid.

#### **AUTHENTICATION OF DOCUMENTS**

134. Any Director or the Secretary or any person appointed by the Board for the purpose may authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Board 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 if any books, records, documents or accounts are elsewhere than at the Office or the head office the local manager or other officer of the Company having the custody thereof shall be deemed to be a person so appointed by the Board. 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 Board or any committee which is so certified shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.

#### **DESTRUCTION OF DOCUMENTS**

135. (1) The Company shall be entitled to destroy the following documents at the following times:-
- (a) any share certificate which has been cancelled at any time after the expiry of one (1) year from the date of such cancellation;
  - (b) any dividend mandate or any variation or cancellation thereof or any notification of change of name or address at any time after the expiry of two (2) years from the date such mandate variation cancellation or notification was recorded by the Company;
  - (c) any instrument of transfer of shares which has been registered at any time after the expiry of seven (7) years from the date of registration;
  - (d) any allotment letters after the expiry of seven (7) years from the date of issue thereof; and
  - (e) copies of powers of attorney, grants of probate and letters of administration at any time after the expiry of seven (7) years after the account to which the relevant power of attorney, grant of probate or letters of administration related has been closed;

and it shall conclusively be presumed in favour of the Company that every entry in the Register purporting to be made on the basis of any such documents so destroyed was duly and properly made and every share certificate so destroyed was a valid certificate duly and

properly cancelled and that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and that every other document destroyed hereunder was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company. Provided always that: (1) the foregoing provisions of this Bye-law shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document was relevant to a claim; (2) nothing contained in this Bye-law shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of proviso (1) above are not fulfilled; and (3) references in this Bye-law to the destruction of any document include references to its disposal in any manner.

- (2) Notwithstanding any provision contained in these Bye-laws, the Directors may, if permitted by applicable law, authorise the destruction of documents set out in subparagraphs (a) to (e) of paragraph (1) of this Bye-law and any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Bye-law shall apply only to the destruction of a document in good faith and without express notice to the Company and its share registrar that the preservation of such document is relevant to a claim.

#### **DIVIDENDS AND OTHER PAYMENTS**

136. The Board may, subject to these Bye-laws and in accordance with the Act, declare a dividend in any currency to be paid to the Members and such dividend may be paid in cash or wholly or partly in specie in which case the Board may fix the value for distribution in specie of any assets. The Board may declare and make such other distributions (in cash or in specie) to the Members as may be lawfully made out of the assets of the Company. The Company in general meeting may also, subject to these Bye-laws and in accordance with the Act, declare a dividend or such other distribution to be paid to the Members but no dividend or distribution shall be declared by the Company in general meeting in excess of the amount recommended by the Board.
137. Without prejudice to the generality of the above Bye-law 136 if at any time the share capital of the Company is divided into different classes, the Board may pay such dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board acts bona fide the Board shall not incur any responsibility to the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of any dividend on any shares having deferred or non-preferential rights and may also pay periodically any fixed dividend which is payable on any shares of the Company.
138. No dividend shall be paid or distribution made if to do so would render the Company unable to pay its liabilities as they become due or the realisable value of its assets would thereby become less than its liabilities.

139. Except in so far as the rights attaching to, or the terms of issue of, any share otherwise provide:-
- (a) all dividends shall be declared and paid according to the amounts paid up on the shares in respect of which the dividend is paid, but no amount paid up on a share in advance of calls shall be treated for the purposes of this Bye-law as paid up on the share; and
  - (b) all dividends shall be apportioned and paid pro rata according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid.
140. The Board may deduct from any dividend or other moneys payable to a Member by the Company on or in respect of any shares all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.
141. No unpaid dividend or distribution or other moneys payable by the Company shall bear interest as against the Company.
142. Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders.
143. All dividends or bonuses unclaimed for one (1) year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed. Any dividend or bonuses unclaimed after a period of six (6) years from the date of declaration shall be forfeited and shall revert to the Company. The payment by the Board of any unclaimed dividend or other sums payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof.
144. Whenever the Board or the Company in general meeting has resolved that a dividend be paid or declared, the Board may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of the Company or any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may issue certificates in respect of fractions of shares, disregard fractional entitlements or round the same up or down, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any 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 Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend, and such appointment shall be effective and binding on the Members. The Board may resolve that no such assets shall be made available to Members with registered addresses in any particular territory or territories where, in the absence of a registration statement or other special formalities, such distribution of assets would or might, in the opinion of the Board, be unlawful or impracticable and in such event the only entitlement of the Members aforesaid shall be to receive cash payments as aforesaid. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of Members for any purpose whatsoever.

145. (1) Subject to the rules or regulations of the Designated Stock Exchange, the Board shall have full power to make such provisions as it thinks fit for the implementation of a scheme which enables the Members to elect to receive securities in lieu of cash amount of any dividend, and the Board may do all acts and things considered necessary or expedient to give effect to such a scheme.
- (2) Any resolution declaring a dividend on shares of any class, whether a resolution of the Company in general meeting or a resolution of the Board, may specify that the same shall be payable or distributable to the persons registered as the holders of such shares at the close of business on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend shall be payable or distributable 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. The provisions of this Bye-law shall mutatis mutandis apply to bonuses, capitalisation issues, distributions of realised capital profits or offers or grants made by the Company to the Members.

### **RESERVES**

146. Before recommending any dividend, the Board may set aside out of the profits of the Company such sums as it determines as reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may, also at such discretion, either be employed in the business of the Company or be invested in such investments as the Board may from time to time think fit and so that it shall not be necessary to keep any investments constituting the reserve or reserves separate or distinct from any other investments of the Company. The Board may also without placing the same to reserve carry forward any profits which it may think prudent not to distribute.

### **CAPITALISATION**

147. The Company may, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including the profit and loss account) whether or not the same is available for distribution and accordingly that such amount be set free for distribution among the Members or any class of Members who would be entitled thereto if it were distributed by way of dividend and in the same proportions, on the footing that the same is not paid in

cash but is applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such Members respectively or in paying up in full unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such Members, or partly in one way and partly in the other, and the Board shall give effect to such resolution provided that, for the purposes of this Bye-law, a share premium account and any reserve or fund representing unrealised profits, may be applied only in paying up in full unissued shares of the Company to be issued to such Members credited as fully paid. In carrying sums to reserve and in applying the same the Board shall comply with the provisions of the Act.

148. The Board may settle, as it considers appropriate, any difficulty arising in regard to any distribution under the last preceding Bye-law and in particular may issue certificates in respect of fractions of shares or authorise any person to sell and transfer any fractions or may resolve that the distribution should be as nearly as may be practicable in the correct proportion but not exactly so or may ignore fractions altogether, and may determine that cash payments shall be made to any Members in order to adjust the rights of all parties, as may seem expedient to the Board. The Board may appoint any person to sign on behalf of the persons entitled to participate in the distribution any contract necessary or desirable for giving effect thereto and such appointment shall be effective and binding upon the Members.

#### **ACCOUNTING RECORDS**

149. The Board shall cause to be kept proper records of account with respect to all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place; all sales and purchases of goods by the Company; the assets and liabilities of the Company; and all other matters required by the Act or necessary to give a true and fair view of the Company's affairs and to explain its transactions.
150. The records of account shall be kept at the Office or, subject to the Act, at such other place or places as the Board decides and shall always be open to inspection by the Directors. No Member (other than a Director) shall have any right of inspecting any accounting record or book or document of the Company except as conferred by law or authorised by the Board or the Company in general meeting.
151. (1) Subject to Section 88 of the Act and Bye-law 151(2), a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be delivered or sent by post to the registered address of each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company in general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.

- (2) To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 151(1) shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements, derived from the Company's annual accounts and the Directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the Directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to the summarised financial statements a complete printed copy of the Company's annual financial statement and the Directors' report thereon.
- (3) The requirement to send to a person entitled to the annual financial statements of the Company the documents referred to in Bye-law 151(1) or a summarised financial statement in accordance with Bye-law 151(2) shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 151(1) and, if applicable, the summarised financial statements complying with Bye-law 151(2), on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.

#### **AUDIT**

152. (1) Subject to Section 88 of the Act, at each annual general meeting or at a subsequent general meeting in each year, the Members shall appoint an auditor to hold office until the close of the next annual general meeting, and if an appointment is not so made, the Auditor in office shall continue in office until a successor is appointed. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.
- (2) Subject to Section 89 of the Act, a person, other than an incumbent Auditor, shall not be capable of being appointed Auditor at an annual general meeting unless notice in writing of an intention to nominate that person to the office of Auditor has been given not less than twenty-one (21) days before the annual general meeting and furthermore, the Company shall send a copy of any such notice to the incumbent Auditor.
  - (3) The Members may, at any general meeting convened and held in accordance with these Bye-laws, by special resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term. The Company must send a circular proposing the removal of the Auditor with any written representations from the Auditor, not less than 10 business days before the general meeting.

153. Subject to Section 88 of the Act, the financial statements of the Company shall be audited at least once in every year.
154. The remuneration of the Auditor shall be fixed by the Company in general meeting or in such manner as the Members may determine.
155. If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Board may appoint an auditor to fill the vacancy. An Auditor appointed pursuant to this Bye-law shall, subject to these Bye-laws, hold office until close of the next annual general meeting.
156. The Auditor shall at all reasonable times have access to all books kept by the Company and to all accounts and vouchers relating thereto; and he may call on the Directors or officers of the Company for any information in their possession relating to the books or affairs of the Company.
157. The financial statements of the Company shall be examined by the Auditor and compared by him with the books, accounts and vouchers relating thereto; and he shall make a written report thereon stating whether such financial statements are drawn up so as to present fairly the financial position of the Company and the results of its operations for the period under review and, in case information shall have been called for from Directors or officers of the Company, whether the same has been furnished and has been satisfactory. The financial statements of the Company shall be audited by the Auditor in accordance with generally accepted auditing standards. The Auditor shall make a written report thereon in accordance with generally accepted auditing standards and the report of the Auditor shall be submitted to the Members in general meeting. The generally accepted auditing standards referred to herein may be those of a country or jurisdiction other than Bermuda. If so, the financial statements and the report of the Auditor should disclose this fact and name such country or jurisdiction.

### **NOTICES**

158. Any notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange) from the Company to a Member, whether or not, to be given or issued under these Bye-laws, shall be in writing or by cable, telex or facsimile transmission message and any such notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by sending it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the Member a notice stating that the notice or other

document is available there (“Notice of Availability”). The Notice of Availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders. The Company shall give notice sufficient to enable Members to exercise their rights or comply with the terms of the notice.

- 158A. (1) Where a Member indicates his consent (in a form and manner satisfactory to the Board) to receive information or documents by accessing them on a website rather than by other means, the Board may deliver such information or documents by notifying the Member of their availability and including therein the address of the website, the place on the website where the information or document may be found, and instructions as to how the information or document may be accessed on the website.
- (2) In the case of information or documents delivered in accordance with Bye-law 158A(1), service shall be deemed to have occurred when (i) the Member is notified in accordance with that Bye-law; and (ii) the information or document is published on the website.
159. Any notice or other document:–
- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company’s website or the website of the Designated Stock Exchange is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;
- (c) if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and
- (d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.

160. (1) Any notice or other document delivered or sent by post to or left at the registered address of any Member in pursuance of these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.
- (2) A notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.
- (3) Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the Register shall have been duly given to the person from whom he derives his title to such share.

### **SIGNATURES**

161. For the purposes of these Bye-laws, a cable or telex or facsimile transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received.

### **WINDING UP**

162. (1) The Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.
- (2) A resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.
163. If the Company shall be wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the Act, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of properties of one kind or shall consist of properties to be

divided as aforesaid of different kinds, and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the Members as the liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.

#### **INDEMNITY**

164. (1) The Directors, Secretary and other Officers (such term to include any person appointed by the Board to hold an office in the Company and any person appointed to any committee by the Board) for the time being acting in relation to any of the affairs of the Company, the Auditor for the time being and the liquidator or trustees (if any) for the time being acting in relation to any of the affairs of the Company and every one of them, and their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, or in their respective offices or trusts, and none of them shall be answerable for the acts, receipts, neglects or defaults of the others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, PROVIDED THAT this indemnity shall not extend to any matter in respect of any fraud, dishonesty or negligence which may attach to any of the said persons.
- (2) Each Member agrees to waive any claim or right of action he might have, whether individually or by or in the right of the Company, against any Director on account of any action taken by such Director, or the failure of such Director to take any action in the performance of his duties with or for the Company; PROVIDED THAT such waiver shall not extend to any matter in respect of any fraud or dishonesty which may attach to such Director.

#### **ALTERATION OF BYE-LAWS AND AMENDMENT TO MEMORANDUM OF ASSOCIATION AND NAME OF COMPANY**

165. No Bye-law shall be rescinded, altered or amended and no new Bye-law shall be made without the prior written approval of the Designated Stock Exchange (if required by the rules of the Designated Stock Exchange) and until the same has been approved by a resolution of the Board and confirmed by a special resolution of the Members. A special resolution shall be required to alter the provisions of the memorandum of association or to change the name of the Company.

**INFORMATION**

166. No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interests of the members of the Company to communicate to the public save as may be authorised by law or required by the rules or regulations of the Designated Stock Exchange.



## COURAGE MARINE GROUP LIMITED

勇利航業集團有限公司

(Incorporated in Bermuda with limited liability)

(Hong Kong Stock Code: 1145)

(Singapore Stock Code: ATL.SI)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the special general meeting ("Special General Meeting") of Courage Marine Group Limited (the "Company") will be held at Suntec Singapore International Convention & Exhibition Centre, Meeting Rooms 300-301, Level 3, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Monday, 12 December 2016 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendment(s), the following ordinary and special resolutions.

*Unless otherwise defined, all capitalised terms herein shall have the same meanings as defined in the circular of the Company dated 11 November 2016 issued by the Company to Shareholders (the "Circular").*

#### ORDINARY RESOLUTION –

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

"That:

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

#### SPECIAL RESOLUTION –

#### THE PROPOSED AMENDMENTS TO THE BYE-LAWS IN CONNECTION WITH THE PROPOSED CONVERSION

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

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

Singapore and Hong Kong, 11 November 2016

By Order of the Board

**Lee Pih Peng**

Company Secretary

Notes:

1. A Singapore Proxy Form (for Singapore Shareholders), a HK Proxy Form (for Hong Kong Shareholders) or a Depositor Proxy Form (for Depositors) is enclosed herewith.
2. A Shareholder who is entitled to attend and vote at the Special General Meeting is entitled to appoint no more than two proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder.
3. A Shareholder in Singapore who wishes to appoint a proxy should complete the Singapore Proxy Form. Thereafter, the Singapore Proxy Form must be lodged at the office of the Company's Singapore share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than forty-eight (48) hours before the time appointed for the Special General Meeting or any adjourned meeting thereof (as the case may be).
4. A Shareholder in Hong Kong who wishes to appoint a proxy should complete the HK Proxy Form. Thereafter, the HK Proxy Form must be lodged at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than forty-eight (48) hours before the time appointed for the Special General Meeting or any adjourned meeting thereof (as the case may be).
5. Subject to paragraph 6 below, pursuant to Bye-law 77 of the Bye-laws, unless the CDP specifies otherwise in a written notice to the Company, CDP shall be deemed to have appointed Depositors who are individuals and whose names are shown in the Depository Register (as defined in Section 81SF of the SFA) as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting supplied by the CDP to the Company as the CDP's proxies to vote on behalf of the CDP at a general meeting of the Company, in respect of such number of shares of the Company set out opposite their respective names in the Depository Register as at the date falling forty-eight (48) hours before the relevant general meeting. Accordingly, a Depositor who wishes to attend and vote in person at the Special General Meeting can do so without having to submit the Depositor Proxy Form, provided that a Depositor who is a corporation and who wishes to attend the Special General Meeting must submit the Depositor Proxy Form for the appointment of person(s) to attend and vote at the Special General Meeting on its behalf.
6. A Depositor whose name appears in the Depository Register and who is unable to attend personally but wishes to appoint a nominee to attend and vote on his/her behalf, or if such Depositor is a corporation, should complete the Depositor Proxy Form and lodge the same at the office of the Company's Singapore share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not later than forty-eight (48) hours before the time appointed for the Special General Meeting or any adjourned meeting thereof (as the case may be).
7. Where a Shareholder appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified.
8. The instrument appointing a proxy shall be in writing under the hand of the appointor or by his/her attorney duly authorised in writing. If a Shareholder or Depositor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
9. Completion and return of the Shareholder Proxy Form, the HK Proxy Form or the Depositor Proxy Form will not preclude members from attending and voting in person at the meeting or at any adjournment thereof (as the case may be) should they so wish, and in such event, such proxy form shall be deemed to be revoked.
10. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the Shares shall be accepted to the exclusion of the votes of the other registered holders.

#### Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Special General Meeting and/or any adjournment thereof, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Special General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Special General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.