



## SINGAPORE AIRLINES LIMITED

(Incorporated in the Republic of Singapore)  
Company Registration No. 197200078R

### LETTER TO SHAREHOLDERS

#### Board of Directors:

Stephen Lee Ching Yen (*Chairman*)  
Peter Seah Lim Huat (*Deputy Chairman*)  
Goh Choon Phong (*Chief Executive Officer*)  
Gautam Banerjee (*Independent Director*)  
William Fung Kwok Lun (*Independent Director*)  
Hsieh Tsun-yan (*Independent Director*)  
Christina Ong (*Independent Director*)  
Helmut Gunter Wilhelm Panke (*Independent Director*)  
Lucien Wong Yuen Kuai (*Non-Independent Director*)

#### Registered Office:

Airline House  
25 Airline Road  
Singapore 819829

To: The Shareholders of  
Singapore Airlines Limited

30 June 2016

Dear Sir/Madam

#### 1. INTRODUCTION

##### 1.1 Notice of AGM. We refer to:

- (a) the Notice of Annual General Meeting of Singapore Airlines Limited (the “**Company**”) dated 30 June 2016 (the “**Notice**”), accompanying the FY2015/16 Annual Report, convening the Forty-Fourth Annual General Meeting of the Company to be held on 29 July 2016 (the “**2016 AGM**”);
- (b) Ordinary Resolution No. 9 relating to the proposed renewal of the IPT Mandate (as defined in paragraph 2.1 below, as proposed in the Notice);
- (c) Ordinary Resolution No. 10 relating to the proposed renewal of the Share Buy Back Mandate (as defined in paragraph 3.1 below, as proposed in the Notice); and
- (d) Special Resolution No. 11 relating to the proposed adoption of the New Constitution (as defined in paragraph 4.2 below, as proposed in the Notice).

- 1.2 **Letter to Shareholders.** The purpose of this Letter to Shareholders (the “**Letter**”) is to provide shareholders of the Company (“**Shareholders**”) with information relating to Ordinary Resolution Nos. 9 and 10 and Special Resolution No. 11 proposed in the Notice (collectively, the “**Proposals**”).
- 1.3 **SGX-ST.** The Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) takes no responsibility for the accuracy of any statements or opinions made or reports contained in this Letter.
- 1.4 **Advice to Shareholders.** If a Shareholder is in any doubt as to the course of action he should take, he should consult his stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

## 2. THE PROPOSED RENEWAL OF THE MANDATE FOR INTERESTED PERSON TRANSACTIONS

- 2.1 **Background.** At the Annual General Meeting of the Company held on 30 July 2015 (the “**2015 AGM**”), Shareholders approved, *inter alia*, the renewal of a mandate (the “**IPT Mandate**”) to enable the Company, its subsidiaries and associated companies which are considered to be “entities at risk” (as that term is defined in Chapter 9 of the Listing Manual of the SGX-ST (the “**Listing Manual**”) to enter into certain interested person transactions with the classes of interested persons (the “**Interested Persons**”) as set out in the IPT Mandate.

Particulars of the IPT Mandate were set out in Appendix 2 to the Company’s Letter to Shareholders dated 1 July 2015 (the “**2015 Letter**”) and Ordinary Resolution 6.3 as set out in the Notice of the 2015 AGM. The IPT Mandate was expressed to take effect until the conclusion of the next Annual General Meeting of the Company, being the 2016 AGM which is scheduled to be held on 29 July 2016.

- 2.2 **Renewal of the IPT Mandate.** The Directors propose that the IPT Mandate be renewed at the 2016 AGM to take effect until the Forty-Fifth Annual General Meeting of the Company. There is no change to the scope and terms of the IPT Mandate which is proposed to be renewed.
- 2.3 **Appendix 1.** Details of the IPT Mandate, including the rationale for, and the benefits to, the Company, the review procedures for determining transaction prices with the Interested Persons and other general information relating to Chapter 9 of the Listing Manual, are set out in Appendix 1 to this Letter.
- 2.4 **Audit Committee Statement.** The Audit Committee of the Company, comprising Gautam Banerjee, William Fung Kwok Lun and Hsieh Tsun-yan, confirms that:
  - (a) the methods or procedures for determining the transaction prices under the IPT Mandate have not changed since the 2015 AGM; and
  - (b) the methods or procedures referred to in sub-paragraph (a) above are sufficient to ensure that the transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

### 3. THE PROPOSED RENEWAL OF THE SHARE BUY BACK MANDATE

- 3.1 **Background.** At the 2015 AGM, Shareholders approved, *inter alia*, the renewal of a mandate (the “**Share Buy Back Mandate**”) to enable the Company to purchase or otherwise acquire issued ordinary shares of the Company (“**Shares**”).

The rationale for, the authority and limitations on, and the financial effects of, the Share Buy Back Mandate were set out in the 2015 Letter and Ordinary Resolution 6.4 as set out in the Notice of the 2015 AGM.

The Share Buy Back Mandate was expressed to take effect on the date of the passing of Ordinary Resolution 6.4 at the 2015 AGM and will expire on the date of the forthcoming 2016 AGM which is scheduled to be held on 29 July 2016. Accordingly, the Directors propose that the Share Buy Back Mandate be renewed at the 2016 AGM.

As at 2 June 2016, being the latest practicable date prior to the printing of this Letter (the “**Latest Practicable Date**”), the Company had purchased or acquired an aggregate of 11,316,000 Shares by way of On-Market Share Buy Backs (as defined in paragraph 3.2.3 below) pursuant to the Share Buy Back Mandate approved by Shareholders at the 2015 AGM. The highest and lowest price paid was S\$10.71 and S\$9.59 per Share respectively and the total consideration paid for all purchases was S\$115,829,609.53, excluding commission, brokerage and goods and services tax.

As at the Latest Practicable Date, 11,833,362 Shares were held as treasury shares.

- 3.2 **Authority and Limits on the Share Buy Back Mandate.** The authority and limitations placed on the purchases or acquisitions of Shares by the Company (the “**Share Buy Backs**”) pursuant to the Share Buy Back Mandate, if renewed at the 2016 AGM, are substantially the same as previously approved by Shareholders at the 2015 AGM and are summarised below:

#### 3.2.1 *Maximum Number of Shares*

Only Shares which are issued and fully paid may be purchased or acquired by the Company. The total number of Shares which may be purchased or acquired by the Company pursuant to the Share Buy Back Mandate is limited to that number of Shares representing not more than 5% of the issued Shares as at the date of the 2016 AGM at which the renewal of the Share Buy Back Mandate is approved. Any Shares which are held as treasury shares will be disregarded for the purposes of computing the 5% limit.

#### 3.2.2 *Duration of Authority*

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the date of the 2016 AGM at which the renewal of the Share Buy Back Mandate is approved, up to:

- (a) the date on which the next Annual General Meeting of the Company is held or required by law to be held;

- (b) the date on which the authority conferred by the Share Buy Back Mandate is revoked or varied; or
- (c) the date on which purchases and acquisitions of Shares pursuant to the Share Buy Back Mandate are carried out to the full extent mandated,

whichever is the earliest.

### 3.2.3 ***Manner of Share Buy Backs***

A Share Buy Back may be made by way of:

- (a) an on-market Share Buy Back (“**On-Market Share Buy Back**”), transacted on the SGX-ST through the SGX-ST’s trading system, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (b) an off-market Share Buy Back in accordance with an equal access scheme (“**Off-Market Equal Access Share Buy Back**”) effected pursuant to Section 76C of the Companies Act, Chapter 50 (the “**Companies Act**”).

The Directors may impose such terms and conditions which are not inconsistent with the Share Buy Back Mandate, the Listing Manual and the Companies Act as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. An Off-Market Equal Access Share Buy Back must, however, satisfy all the following conditions:

- (i) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (ii) all of those persons shall be given a reasonable opportunity to accept the offers made; and
- (iii) the terms of all the offers shall be the same, except that there shall be disregarded (1) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements and (2) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

If the Company wishes to make an Off-Market Equal Access Share Buy Back, it will, pursuant to Rule 885 of the Listing Manual, issue an offer document containing at least the following information:

- (I) the terms and conditions of the offer;
- (II) the period and procedures for acceptances; and
- (III) the information required under Rules 883(2), (3), (4), (5) and (6) of the Listing Manual.

### 3.2.4 **Purchase Price**

The purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) to be paid for a Share will be determined by the committee constituted for the purposes of effecting Share Buy Backs. The purchase price to be paid for the Shares pursuant to Share Buy Backs (both On-Market Share Buy Backs and Off-Market Equal Access Share Buy Backs) must not exceed 105% of the Average Closing Price of the Shares (excluding related expenses of the purchase or acquisition) (the “**Maximum Price**”).

For the above purposes:

“**Average Closing Price**” means the average of the last dealt prices of a Share for the five consecutive trading days on which the Shares are transacted on the SGX-ST immediately preceding the date of the On-Market Share Buy Back by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Equal Access Share Buy Back, and deemed to be adjusted, in accordance with the Listing Manual, for any corporate action that occurs after the relevant five-day period; and

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

- 3.3 **Rationale for Share Buy Back Mandate.** The renewal of the Share Buy Back Mandate authorising the Company to purchase or acquire its Shares would give the Company the flexibility to undertake share purchases or acquisitions up to the 5% limit described in paragraph 3.2.1 above at any time, subject to market conditions, during the period when the Share Buy Back Mandate is in force.

In managing the business of the Company and its subsidiaries (the “**Group**”), management strives to increase Shareholders’ value. Share Buy Backs are one of the ways through which Shareholders’ value may be enhanced. Share Buy Backs are intended to be made as and when the Directors believe them to be of benefit to the Company and/or the Shareholders.

A share repurchase programme will also allow management to effectively manage and minimise the dilution impact (if any) associated with employee share schemes.

While the Share Buy Back Mandate would authorise a purchase or acquisition of Shares up to the 5% limit described in paragraph 3.2.1 above, Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Buy Back Mandate may not be carried out to the full 5% limit as authorised and no purchases or acquisitions of Shares would be made in circumstances which would have or may have a material adverse effect on the financial condition of the Company.

3.4 **Status of Purchased Shares.** Shares purchased or acquired by the Company are deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Shares will expire on such cancellation) unless such Shares are held by the Company as treasury shares. The total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.

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

3.5.1 ***Maximum Holdings***

The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares.

3.5.2 ***Voting and Other Rights***

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

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. A subdivision or consolidation of any treasury share is also allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

3.5.3 ***Disposal and Cancellation***

Where Shares are held as treasury shares, the Company may at any time (but subject always to the Singapore Code on Take-overs and Mergers (the "**Take-over Code**")):

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

In addition, under Rule 704(28) of the Listing Manual, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares. Such announcement must include details such as the date of the sale, transfer, cancellation and/or use of such treasury shares, the purpose of such sale, transfer, cancellation and/or use of such treasury shares, the number of treasury shares which have been sold, transferred, cancelled and/or used, the number of treasury shares before and after such sale, transfer, cancellation and/or use, the percentage of the number of treasury shares against the total number of issued shares (of the same class as the treasury shares) which are listed before and after such sale, transfer, cancellation and/or use and the value of the treasury shares if they are used for a sale or transfer, or cancelled.

- 3.6 **Funding of Share Buy Backs.** The Company may use internal or external sources of funds to finance Share Buy Backs. The Directors do not propose to exercise the Share Buy Back Mandate to such extent that it would materially affect the working capital requirements, financial flexibility or investment ability of the Group.
- 3.7 **Financial Effects.** The financial effects of a Share Buy Back on the Group and the Company will depend on, *inter alia*, whether the Shares are purchased or acquired out of profits and/or capital of the Company, the number of Shares purchased or acquired, the price paid for such Shares and whether the Shares purchased or acquired are held in treasury or cancelled. The financial effects on the audited financial statements of the Group and the Company will depend, *inter alia*, on the factors set out below.

#### 3.7.1 ***Purchase or Acquisition out of Profits and/or Capital***

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's profits and/or capital so long as the Company is solvent. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

#### 3.7.2 ***Number of Shares Purchased or Acquired***

Based on 1,199,851,018 issued Shares as at the Latest Practicable Date (out of which 11,833,362 Shares were held in treasury as at that date), and assuming no further Shares are issued or repurchased, or held by the Company as treasury shares, on or prior to the 2016 AGM, the purchase by the Company of up to the maximum limit of 5% of its issued Shares (excluding the 11,833,362 Shares held in treasury) will result in the purchase or acquisition of 59,400,882 Shares.

#### 3.7.3 ***Maximum Price Paid for Shares Purchased or Acquired***

Assuming that the Company purchases or acquires the 59,400,882 Shares at the Maximum Price of S\$11.15 for each Share (being the price equivalent to 105% of the average last dealt prices of the Shares for the five consecutive trading days on which

the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for such Share Buy Back is approximately S\$662.32 million.

The maximum amount of funds required for such Share Buy Back is the same regardless of whether the Company effects an On-Market Share Buy Back or an Off-Market Equal Access Share Buy Back.

**For illustrative purposes only**, assuming:

- (a) the Share Buy Back Mandate had been effective since 1 April 2015;
- (b) the issued share capital as at 1 April 2015 was the same as the issued share capital as at the Latest Practicable Date, that is, 1,199,851,018 issued Shares (out of which 11,833,362 Shares were held in treasury);
- (c) the Company had on 1 April 2015 purchased 59,400,882 Shares (representing 5% of its issued Shares (excluding the Shares held in treasury) as at the Latest Practicable Date) at the Maximum Price of S\$11.15 for each Share (being 105% of the average last dealt prices of the Shares for the five consecutive trading days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date); and
- (d) the purchase or acquisition of 59,400,882 Shares was made equally out of profits and capital and either cancelled or held in treasury,

the financial effects of the Share Buy Back on the audited financial statements of the Group and the Company for the financial year ended 31 March 2016 would have been as follows:

***Share Buy Back of up to a maximum of 5% made equally out of profits (2.5%) and capital (2.5%) and either cancelled or held in treasury***

	<u>Group</u>		<u>Company</u>	
	<b>Per audited financial statements as at 31 March 2016</b>	<b>Proforma after Share Buy Back</b>	<b>Per audited financial statements as at 31 March 2016</b>	<b>Proforma after Share Buy Back</b>
(a) Share capital (\$m)	1,856.1	1,524.9	1,856.1	1,524.9
(b) General reserve (\$m)	11,935.5	11,604.4	10,901.6	10,570.5
(c) Net asset value (\$m)	12,754.7	12,092.4	12,008.2	11,345.9
(d) Net asset value per Share (\$)	10.96	10.71	10.32	10.05
(e) Profit attributable to equity holders of the Company (\$m)	804.4	804.4	672.0	672.0

	<u>Group</u>		<u>Company</u>	
	Per audited financial statements as at 31 March 2016	Proforma after Share Buy Back	Per audited financial statements as at 31 March 2016	Proforma after Share Buy Back
(f) Weighted average no. of issued and paid-up Shares <sup>(1)</sup> (m)	1,166.0	1,106.6	1,166.0	1,106.6
(g) Basic Earnings per Share (“EPS”) (cents)	69.0	72.7	57.6	60.7
(h) Total borrowings <sup>(2)</sup> (\$m)	1,347.5	1,347.5	1,000.0	1,000.0
(i) Liquid investments, cash and cash equivalents <sup>(3)</sup> (\$m)	4,640.5	3,978.2	3,841.1	3,178.8
(j) Net borrowings <sup>(4)</sup> (\$m)	(3,293.0)	(2,630.7)	(2,841.1)	(2,178.8)
(k) Equity holders’ funds <sup>(5)</sup> (\$m)	12,754.7	12,092.3	12,008.2	11,345.8
(l) Gearing <sup>(6)</sup> (times)	0.11	0.11	0.08	0.09
(m) ROE <sup>(7)</sup> (%)	6.4	6.6	5.7	5.9
(n) Current ratio (times)	1.05	0.95	0.83	0.72

**Notes:**

- (1) For the purpose of calculating EPS, in the case where Shares are bought back and held in treasury, the “weighted average number of issued and paid-up Shares” excludes Shares held in treasury.
- (2) “Total borrowings” means short term and long term notes payable, loans, and finance lease commitments.
- (3) “Liquid investments, cash and cash equivalents” means short term investments, cash and bank balances.
- (4) “Net borrowings” means total borrowings less liquid investments, cash and cash equivalents.
- (5) “Equity holders’ funds” means the aggregate of issued share capital and reserves.
- (6) “Gearing” is defined as the ratio of total borrowings to equity holders’ funds.
- (7) “ROE” is determined by calculating the profit attributable to equity holders of the Company expressed as a percentage of the average equity holders’ funds.

**SHAREHOLDERS SHOULD NOTE THAT THE FINANCIAL EFFECTS SET OUT ABOVE ARE FOR ILLUSTRATION PURPOSES ONLY (BASED ON THE AFOREMENTIONED ASSUMPTIONS). IN PARTICULAR, IT IS IMPORTANT TO NOTE THAT THE ABOVE ANALYSIS IS BASED ON THE HISTORICAL PROFORMA NUMBERS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2016, AND IS NOT NECESSARILY REPRESENTATIVE OF FUTURE FINANCIAL PERFORMANCE.**

Although the Share Buy Back Mandate would authorise the Company to purchase or acquire up to 5% of its issued Shares (excluding Shares held in treasury), the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 5% of its issued Shares (excluding Shares held in treasury). In addition, the Company may cancel all or part of the Shares repurchased or hold all or part of the Shares repurchased as treasury shares.

- 3.8 **Shareholding Limits.** The Existing Constitution (as defined in paragraph 4.2 below) currently prescribes a limit of 5% (the “**Prescribed Limit**”) of the issued Shares in which any single Shareholder or related groups of Shareholders (other than Temasek Holdings (Private) Limited (“**Temasek**”) and/or such other person or persons with the approval of the Directors) may have an interest. The Prescribed Limit will be preserved in the New Constitution (as defined in paragraph 4.2 below), save that treasury shares are proposed to be excluded when calculating 5% of the issued Shares.

As the number of the issued Shares (excluding treasury shares) will be diminished by the number of Shares purchased or acquired by the Company, the shareholding percentage of Shareholders whose Shares are not repurchased or acquired by the Company may increase correspondingly after each Share Buy Back. The Company wishes to draw the attention of the Shareholders to the following consequences of a purchase or acquisition of Shares by the Company pursuant to the Share Buy Back Mandate, if the proposed renewal of the Share Buy Back Mandate is approved by the Shareholders at the 2016 AGM:

**A SHARE BUY BACK BY THE COMPANY MAY INADVERTENTLY CAUSE THE PERCENTAGE SHAREHOLDING OF SHAREHOLDERS (IN PARTICULAR, SHAREHOLDERS WHOSE CURRENT HOLDING OF SHARES IS CLOSE TO 5%) TO EXCEED THE PRESCRIBED LIMIT. SHAREHOLDERS WHOSE HOLDING OF SHARES MAY POTENTIALLY EXCEED THE PRESCRIBED LIMIT ARE ADVISED TO TAKE ONE OF THE FOLLOWING ACTIONS:**

- (A) SEEK PRIOR WRITTEN APPROVAL OF THE DIRECTORS TO HOLD SHARES IN EXCESS OF THE PRESCRIBED LIMIT IN THE EVENT OF A SHARE BUY BACK; OR**
- (B) TAKE ACTION TO SELL PART OF THEIR HOLDING OF SHARES AT THE APPROPRIATE TIME TO AVOID VIOLATING THE PRESCRIBED LIMIT.**

- 3.9 **Take-over implications arising from Share Buy Backs.** Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below.

**3.9.1 *Obligation to make a Take-over Offer***

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

**3.9.2 *Persons Acting in Concert***

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

Unless the contrary is established, the Take-over Code presumes, *inter alia*, the following individuals and companies to be persons acting in concert with each other:

- (a) the following companies:
  - (i) a company;
  - (ii) the parent company of (i);
  - (iii) the subsidiaries of (i);
  - (iv) the fellow subsidiaries of (i);
  - (v) the associated companies of any of (i), (ii), (iii) or (iv);
  - (vi) companies whose associated companies include any of (i), (ii), (iii), (iv) or (v); and
  - (vii) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights; and
- (b) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts).

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

### **3.9.3 Effect of Rule 14 and Appendix 2**

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or in the event that such Directors and their concert parties hold between 30% and 50% of the Company's voting rights, if the voting rights of such Directors and their concert parties would increase by more than 1% in any period of six months. In calculating the percentages of voting rights of such Directors and their concert parties, treasury shares shall be excluded.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting

rights of such Shareholder would increase by more than 1% in any period of six months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Buy Back Mandate.

Based on the interests of substantial Shareholders as recorded in the Register of Substantial Shareholders as at the Latest Practicable Date as set out in paragraph 5.2 below, Temasek will not become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code as a result of the purchase by the Company of the maximum limit of 5% of its issued Shares (excluding treasury shares) as at the Latest Practicable Date.

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

- 3.10 **Listing Status of the Shares.** The Listing Manual requires a listed company to ensure that at least 10% of the equity securities (excluding treasury shares, preference shares and convertible equity securities) must be held by public shareholders. As at the Latest Practicable Date, Temasek, a substantial Shareholder of the Company, had a direct and deemed interest in approximately 55.41% of the issued Shares (excluding Shares held in treasury). Approximately 44.51% of the issued Shares (excluding Shares held in treasury) were held by public Shareholders as at the Latest Practicable Date. Accordingly, the Company is of the view that there is a sufficient number of issued Shares held by public Shareholders which would permit the Company to undertake purchases or acquisitions of its issued Shares up to the full 5% limit pursuant to the proposed Share Buy Back Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or affect orderly trading.
- 3.11 **Reporting Requirements.** Rule 886(1) of the Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (a) in the case of an On-Market Share Buy Back, on the market day following the day of purchase or acquisition of any of its shares, and (b) in the case of an Off-Market Equal Access Share Buy Back, on the second market day after the close of acceptances of the offer. Such announcement (which must be in the form of Appendix 8.3.1 to the Listing Manual) must include, *inter alia*, details of the date of the purchase, the total number of shares purchased, the number of shares cancelled, the number of shares held as treasury shares, the purchase price per share or the highest and lowest prices paid for such shares, as applicable, the total consideration (including stamp duties and clearing charges) paid or payable for the shares, the number of shares purchased as at the date of announcement (on a cumulative basis), the number of issued shares excluding treasury shares and the number of treasury shares held after the purchase.

3.12 **No Purchases During Price Sensitive Developments.** While the Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time or times, because the listed company would be regarded as an “insider” in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Buy Back Mandate at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced. In particular, in line with the best practices guide on securities dealing set out in Rule 1207(19)(c) of the Listing Manual, the Company will not purchase or acquire any Shares through on-market or off-market Share Buy Backs during the period of one month immediately preceding the announcement of the Company’s full-year results, and the period of two weeks immediately preceding the announcement of the Company’s results for each of the first three quarters of the financial year.

#### 4. THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

4.1 **Companies (Amendment) Act 2014.** The Companies (Amendment) Act 2014 (the “**Amendment Act**”), which was passed in Parliament on 8 October 2014 and took effect in phases on 1 July 2015 and 3 January 2016 respectively, introduced wide-ranging changes to the Companies Act. The changes aim to reduce regulatory burden on companies, provide for greater business flexibility and improve the corporate governance landscape in Singapore. The key changes include the introduction of a multiple proxies regime to enfranchise indirect investors and CPF investors, provisions to facilitate the electronic transmission of notices and documents, and the merging of the memorandum and articles of association of a company into one document called the “constitution”.

4.2 **New Constitution.** The Company is accordingly proposing to adopt a new constitution (the “**New Constitution**”), which will consist of the memorandum and articles of association of the Company which were in force immediately before 3 January 2016 (the “**Existing Constitution**”), and incorporate amendments to take into account the changes to the Companies Act introduced pursuant to the Amendment Act. At the same time, the existing objects clauses will be replaced with a general provision giving the Company full capacity to carry on or undertake any business or activity, do any act or enter into any transaction. The proposed New Constitution also contains updated provisions which are consistent with the listing rules of the SGX-ST prevailing as at the Latest Practicable Date, in compliance with Rule 730(2) of the Listing Manual. In addition, the Company is taking this opportunity to include provisions in the New Constitution to address the personal data protection regime in Singapore, and also to streamline and rationalise certain other provisions.

4.3 **Summary of Principal Provisions.** The following is a summary of the principal provisions of the New Constitution which are significantly different from the equivalent provisions in the Existing Constitution, or which have been included in the New Constitution as new provisions, or which have been removed in the New Constitution:

#### 4.3.1 **Companies Act**

The following Articles include provisions which are in line with the Companies Act, as amended pursuant to the Amendment Act:

- (a) **Article 1 (Article 2 of Existing Constitution).** Article 1, which is the interpretation section of the New Constitution, includes the following additional/revised provisions:
- (i) new definitions of “registered address” and “address” to make it clear that these expressions mean, in relation to any Shareholder, his physical address for the service or delivery of notices or documents personally or by post, except where otherwise expressly provided;
  - (ii) a new provision stating that the expression “Depository Register” shall have the meaning ascribed to it in the Securities and Futures Act, Chapter 289 (the “SFA”). This follows the migration of the provisions in the Companies Act which relate to the Central Depository System to the SFA pursuant to the Amendment Act;
  - (iii) a new provision stating that the expressions “current address”, “electronic communication” and “relevant intermediary” shall have the meanings ascribed to them respectively in the Companies Act. This follows the introduction of new provisions facilitating electronic communication and the multiple proxies regime pursuant to the Amendment Act;
  - (iv) a revised provision in relation to the expression “in writing” to make it clear that this expression includes any representation or reproduction of words, symbols or other information which may be displayed in a visible form, whether physical or electronic. This would facilitate, for example, a proxy instrument being in either physical or electronic form;
  - (v) a new provision stating that any reference in the New Constitution to a statutory provision shall include such provision and any subsidiary legislation made in pursuance thereof as from time to time modified or re-enacted and any past statutory provision or subsidiary legislation (as from time to time modified or re-enacted) which such provision or subsidiary legislation has directly or indirectly replaced; and
  - (vi) a new provision stating that a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under the New Constitution.

- (b) **New Article 8(2).** Article 8(2) is a new provision which provides that new shares may be issued for no consideration. This is in line with new section 68 of the Companies Act, which clarifies that a company having a share capital may issue shares for which no consideration is payable to the issuing company.
- (c) **Article 16 (Article 9 of Existing Constitution).** Article 16, which relates to the Company's power to charge interest on capital where shares are issued to defray expenses on (*inter alia*) construction works, additionally clarifies that the Company may pay interest on the paid-up share capital, except treasury shares, and may charge the same to capital as part of the cost of the construction works. This is in line with section 78 of the Companies Act.
- (d) **Article 20 (Article 13 of Existing Constitution).** The requirement to disclose the amount paid on the shares in the share certificate relating to those shares has been removed in Article 20, which relates to share certificates. A share certificate need only state (*inter alia*) the number and class of the shares, whether the shares are fully or partly paid up, and the amount (if any) unpaid on the shares. This follows the amendments to section 123(2) of the Companies Act pursuant to the Amendment Act. Article 20 also additionally clarifies that no certificate shall be issued representing shares of more than one class.
- (e) **Article 58 (Article 50 of Existing Constitution).** Article 58, which relates to the Company's power to alter its share capital, has new provisions which:
  - (i) empower the Company, by ordinary resolution, to convert its share capital or any class of shares from one currency to another currency. This is in line with new section 73 of the Companies Act, which sets out the procedure for such redenominations; and
  - (ii) empower the Company, by special resolution, to convert one class of shares into another class of shares. This is in line with new section 74A of the Companies Act, which sets out the procedure for such conversions.
- (f) **Article 65 (Article 57 of Existing Constitution).** Article 65, which relates to the special business transacted at an annual general meeting, provides that special business includes all business that is transacted at an annual general meeting, with the exception of the routine business items listed therein. These items of routine business have been revised to substitute the reference to "accounts" with "financial statements", and the reference to "the report of the Directors" with "Directors' statement", for consistency with the updated terminology in the Companies Act.
- (g) **Article 72(2) (Article 63 of Existing Constitution).** Article 72(2), which relates to the method of voting at a general meeting where mandatory polling is not required, has been revised to reduce the threshold for eligibility to demand a poll from 10% to 5% of the total voting rights of the members having the right to vote at the meeting, or of the total sum paid up on all the shares conferring that right. This is in line with section 178 of the Companies Act, as amended pursuant to the Amendment Act.

- (h) **Articles 64(4), 75, 78(1), 80(1), 81(1) and 81(3) (Articles 56(4), 66, 69(1), 71(1), 72(1) and 72(2) of Existing Constitution).** These Articles, which relate to the voting rights of Shareholders and the appointment and deposit of proxies, have new provisions which cater to the multiple proxies regime introduced by the Amendment Act. The multiple proxies regime allows “relevant intermediaries”, such as banks, capital markets services licence holders which provide custodial services for securities and the Central Provident Fund Board, to appoint more than two proxies to attend, speak and vote at general meetings. In particular:
- (i) Article 80(1) provides that save as otherwise provided in the Companies Act, a Shareholder who is a “relevant intermediary” may appoint more than two proxies to attend, speak and vote at the same general meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Shareholder, and where such Shareholder’s form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed must be specified in the form of proxy. The reference to a maximum limit of two proxies has also been removed in Article 64(4). This is in line with new section 181(1C) of the Companies Act;
  - (ii) Article 81(3)(a) provides that the Company will be entitled and bound to reject an instrument of proxy lodged by a Depositor if he is not shown to have shares credited to his securities account as at 72 (previously 48) hours prior to the time of the relevant general meeting. Consequential changes have also been made in Articles 78(1) and 81(3)(b) to make it clear that the number of votes which a Depositor or his proxy can cast on a poll is the number of shares entered against his name in the Depository Register/credited to his securities account as at 72 (previously 48) hours prior to the time of the relevant general meeting. This is in line with new section 81SJ(4) of the SFA;
  - (iii) Article 75 provides that in the case of a Shareholder who is a “relevant intermediary” and who is represented at a general meeting by two or more proxies, each proxy shall be entitled to vote on a show of hands. This is in line with new section 181(1D) of the Companies Act; and
  - (iv) the cut-off time for the deposit of proxies has been extended from 48 to 72 hours before the time appointed for holding the general meeting and, in the case of a poll taken otherwise than at or on the same day as the general meeting, from 24 to 72 hours before the time appointed for the taking of the poll, in Article 81(1). This is in line with section 178(1)(c) of the Companies Act, as amended pursuant to the Amendment Act.
- (i) **Article 89 (Article 80 of Existing Constitution).** Article 89, which relates to the declaration of interests in contracts or transactions with the Company and conflicts of interests, has been extended to the Chief Executive Officer, and additionally provides that every Director and Chief Executive Officer may make such declaration by sending a written notice to the Company setting out the

details, the fact, and the nature, character and extent of the interest or conflict, as applicable. This is in line with section 156 of the Companies Act, as amended pursuant to the Amendment Act.

- (j) **Article 94(1) (Article 85(1) of Existing Constitution).** Article 94(1), which relates to the filling of the office vacated by a retiring Director in default circumstances except in certain cases, has been revised to remove the event of a Director attaining any applicable retiring age as an exception to a deemed re-election to office. This follows the repeal of section 153 of the Companies Act and removal of the 70-year age limit for directors of public companies and subsidiaries of public companies.
- (k) **Article 100(1) (Article 92(1) of Existing Constitution).** Article 100(1), which relates to the general powers of the Directors to manage the Company's business, clarifies that the business and affairs of the Company are to be managed by or, additionally, under the direction or supervision of, the Directors. This is in line with section 157A of the Companies Act, as amended pursuant to the Amendment Act.
- (l) **Articles 10(4)(f)(i), 125, 127 and 128 (Articles 4A(4)(f)(i), 119A, 121 and 122 of Existing Constitution).** Article 128, which relates to the sending of the Company's financial statements and related documents to Shareholders, additionally provides that such documents may, subject to the listing rules of the SGX-ST, be sent less than 14 days before the date of the general meeting with the agreement of all persons entitled to receive notices of general meetings. This is in line with new section 203(2) of the Companies Act, which provides that the requisite financial statements and other related documents may be sent less than 14 days before the date of the general meeting at which they are to be laid if all the persons entitled to receive notice of general meetings of the company so agree. Notwithstanding this proviso, the Company is currently required to comply with Rule 707(2) of the Listing Manual, which provides that an issuer must issue its annual report to shareholders and the SGX-ST at least 14 days before the date of its annual general meeting. The requirement for these documents to be delivered by post has been removed in Article 128 in order to accommodate electronic communications. The requirement to send these documents to debenture holders has also been removed.

The references to the Company's "accounts", "profit and loss account(s)" and Directors' "reports" have also been updated/substituted in Articles 10(4)(f)(i), 125, 127 and 128 with references, or additional references, to "financial statements" and Directors' "statements", as appropriate, for consistency with the updated terminology in the Companies Act.

- (m) **Article 145 (Article 135A of Existing Constitution).** Article 145, which relates to the service of notices to Shareholders using electronic communications, has new provisions to facilitate the electronic transmission of notices and documents following the introduction of simplified procedures for the sending of notices and documents electronically pursuant to new section 387C of the Companies Act.

Under new section 387C, notices and documents may be given, sent or served using electronic communications with the express, implied or deemed consent of the member in accordance with the constitution of the company.

There is express consent if a shareholder expressly agrees with the company that notices and documents may be given, sent or served on him using electronic communications. There is deemed consent if the constitution (a) provides for the use of electronic communications and specifies the mode of electronic communications, and (b) specifies that shareholders will be given an opportunity to elect, within a specified period of time, whether to receive electronic or physical copies of such notices and documents, and the shareholder fails to make an election within the specified period of time. There is implied consent if the constitution (a) provides for the use of electronic communications and specifies the mode of electronic communications, and (b) specifies that shareholders agree to receive such notices or documents by way of electronic communications and do not have a right to elect to receive physical copies of such notices and documents. Certain safeguards for the use of the deemed consent and implied consent regimes are prescribed under new regulation 89C of the Companies Regulations.

New section 387C was introduced to give effect to recommendations by the Steering Committee for Review of the Companies Act to ease the rules for the use of electronic transmission and to make them less prescriptive, and these recommendations were accepted by the Ministry of Finance (“**MOF**”). In accepting these recommendations, the MOF noted the concerns of some shareholders who would prefer to have an option to receive physical copies of the notices and documents, notwithstanding that the company adopts the implied consent regime, and indicated that such shareholders could highlight their concerns when a company proposes amendments to its constitution to move to an implied consent regime.

Shareholders who are supportive of the new deemed consent and implied consent regimes for electronic communications may vote in favour of the adoption of the New Constitution, which incorporates new provisions (contained in Article 145) to facilitate these regimes, while Shareholders who are not supportive of the new regimes may vote against it.

In particular:

- (i) Article 145(1) provides that notices and documents may be sent to Shareholders using electronic communications either to a Shareholder’s current address (which may be an email address) or by making it available on a website;
- (ii) Article 145(2) provides that for these purposes, a Shareholder is deemed to have agreed to receive such notice or document by way of electronic communications and shall not have a right to elect to receive a physical copy of such notice or document (this is the implied consent regime permitted under new section 387C); and

- (iii) Article 145(3) provides that notwithstanding sub-paragraph (ii) above, the Directors may decide to give Shareholders an opportunity to elect to opt out of receiving such notice or document by way of electronic communications, and a Shareholder is deemed to have consented to receive such notice or document by way of electronic communications if he was given such an opportunity but failed to opt out within the specified time (this is the deemed consent regime permitted under new section 387C).

Article 145(4) additionally provides for when service is effected in the case of notices or documents sent by electronic communications. In particular, where a notice or document is made available on a website, it is deemed served on the date on which the notice or document is first made available on the website, unless otherwise provided under the Companies Act and/or other applicable regulations or procedures. Further, under Article 145(5), in the case of service on a website, the Company must give separate notice of the publication of the notice or document on that website and the manner in which the notice or document may be accessed by (1) sending such separate notice to Shareholders personally or by post, and/or (2) sending such separate notice to Shareholders' current addresses (which may be email addresses), and/or (3) by way of advertisement in the daily press, and/or (4) by way of announcement on the SGX-ST.

Under new regulation 89D of the Companies Regulations, notices or documents relating to take-over offers and rights issues are excluded from the application of section 387C and therefore cannot be transmitted by electronic means pursuant to section 387C.

As at the Latest Practicable Date, the outcome of a public consultation by the SGX-ST on (*inter alia*) whether listed issuers should be allowed to send notices and documents to shareholders electronically under the new regimes permitted under the Companies Act is not known yet. In its consultation, the SGX-ST had also asked for comments on additional safeguards in relation to the new regimes. There is no certainty that the listing rules will be amended to allow electronic transmission of notices and documents under the new regimes. Going forward, for so long as the Company is listed on the SGX-ST, the Company will not make use of the new regimes to transmit notices or documents electronically to Shareholders unless the SGX-ST's listing rules allow it, and the Company will comply with the SGX-ST's listing rules on the subject.

- (n) **Article 151 (Article 141 of Existing Constitution).** Article 151, which relates to Directors' indemnification, has been expanded to permit the Company, subject to the provisions of and so far as may be permitted by the Companies Act, to indemnify a Director against losses "to be incurred" by him in the execution of his duties. This is in line with new sections 163A and 163B of the Companies Act, which permit a company to lend, on specified terms, funds to a director for meeting expenditure incurred "or to be incurred" by him in defending court proceedings or regulatory investigations.

#### 4.3.2 **Objects clauses**

The existing objects clauses contained in the Existing Constitution are proposed to be deleted and substituted with a general provision in the New Constitution (see new Article 4) to the effect that, subject to the provisions of the Companies Act or any other written law and its constitution, the Company has:

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

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

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

Notwithstanding the deletion of the existing objects clauses, the Company will still be required to comply with the Companies Act and the Listing Manual in carrying on its business and undertaking business activities. For example, if required by Chapter 10 of the Listing Manual, the Company will have to obtain Shareholders' approval to enter into a transaction for the acquisition or disposal of assets. Also, if required by Rule 104 of the Listing Manual, a change in the principal business of the Company will be subject to the SGX-ST's approval if in the SGX-ST's opinion, the integrity of the market may be adversely affected, or it is in the interests of the public to do so.

#### 4.3.3 **Listing Manual**

Rule 730(2) of the Listing Manual provides that if an issuer amends its articles or other constituent documents, they must be made consistent with all the listing rules prevailing at the time of amendment.

The following Articles have been updated to ensure consistency with the listing rules of the SGX-ST prevailing as at the Latest Practicable Date, in compliance with Rule 730(2) of the Listing Manual:

- (a) **New Article 8(1).** Article 8(1) is a new provision which provides that the rights attaching to shares of a class other than ordinary shares must be expressed in the constitution. This is in line with paragraph 1(b) of Appendix 2.2 of the Listing Manual.
- (b) **Article 9 (Article 4(b) of Existing Constitution).** The proviso in Article 4(b) of the Existing Constitution (which relates to the issue of shares) that “no shares shall be issued to transfer a controlling interest in the Company without the prior approval of the Company in general meeting” has been removed in the equivalent Article 9 of the New Constitution for consistency with Appendix 2.2 of the Listing Manual, as it is no longer a requirement under Appendix 2.2 of the Listing Manual for this provision to be contained in the constituent documents of an issuer. The removal of this proviso will not, however, eliminate the Company’s compliance obligations with Rule 803 of the Listing Manual, which provides that an issuer must not issue securities to transfer a controlling interest without prior approval of shareholders in general meeting.
- (c) **Article 13 (Article 6 of Existing Constitution).** Article 13, which relates to the variation of rights attached to shares, additionally provides that preference capital other than redeemable preference capital may be repaid pursuant to a special resolution of the preference shareholders concerned, provided always that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing if obtained from the holders of three-fourths of the preference shares concerned within two months of the meeting, shall be as valid and effectual as a special resolution carried at the meeting. This is in line with paragraph (5) of Appendix 2.2 of the Listing Manual.
- (d) **Article 19(1) (Article 12(1) of Existing Constitution).** Article 19, which relates to a member’s entitlement to receive a certificate for his shares, additionally makes clear that such certificate must be despatched within ten market days of the closing date for applications for shares. This is in line with Rule 731 of the Listing Manual.
- (e) **Article 37 (Article 30 of Existing Constitution).** Article 37, which relates to the Directors’ right to decline to register transfers of shares, additionally provides that save as provided in the New Constitution, there shall be no restriction on the transfer of fully paid-up shares (except where required by law or the listing rules of, or bye-laws and rules governing, the SGX-ST). This is in line with paragraph (4)(c) of Appendix 2.2 of the Listing Manual.

- (f) **Article 39(6) (Article 32(f) of Existing Constitution).** Article 39(6), which relates to the requirement for Directors to provide reasons for refusing to register transfers of shares, provides that where the Directors refuse to register the transfer of any share, they shall serve a notice of refusal to the relevant parties and state the reasons justifying the refusal, within ten market days (previously within one month) of the date on which the application for transfer was made. This is in line with Rule 733 of the Listing Manual.
- (g) **Article 59(1) (Article 51(1) of Existing Constitution).** Article 59(1), which relates to the offer of new shares to members, makes it clear that, except as permitted by the listing rules of the SGX-ST, such 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 to their existing shareholdings. This is in line with paragraph (1)(f) of Appendix 2.2 of the Listing Manual.
- (h) **Articles 72, 73 and 74 (Articles 63, 64 and 65 of Existing Constitution).** Article 72, which relates to the method of voting at general meetings, has new provisions to make it clear that, if required by the listing rules of the SGX-ST, all resolutions at general meetings shall be voted by poll (unless such requirement is waived by the SGX-ST). Consequential changes have been made to Articles 73 and 74. Article 73 additionally provides that, if required by the listing rules of the SGX-ST, scrutineers will be appointed. These changes are in line with Rule 730A of the Listing Manual.
- (i) **Articles 94(1) and 99 (Articles 85(1) and 91 of Existing Constitution).** Article 99, which relates to the vacation of office of a Director in certain events, additionally provides that the office of a Director shall become vacant if he is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds. Consequential changes have been made to Article 94(1), which relates to the filling of the office vacated by a retiring Director in certain default events, to provide that a retiring Director is deemed to be re-elected in certain default circumstances except, additionally, where he is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds. These changes are in line with paragraph (9)(n) of Appendix 2.2 of the Listing Manual.
- (j) **Article 109 (Article 102 of Existing Constitution).** Article 109, which relates to the proceedings of Directors in case of vacancies in their body, has additional provisions to make it clear that where the number of Directors is reduced to below the minimum number, the continuing Director(s) may act only for the purpose of filling up such vacancies or of summoning general meetings, except in an emergency. This additional clarification is in line with paragraph (9)(k) of Appendix 2.2 of the Listing Manual. Article 109 additionally provides that if there are no Directors able or willing to act, then any two members may summon a general meeting for the purpose of appointing Directors.

#### 4.3.4 **PDPA**

In general, under the Personal Data Protection Act 2012, an organisation can only collect, use or disclose the personal data of an individual with the individual's consent, and for a reasonable purpose which the organisation has made known to the individual. New Article 153 specifies, *inter alia*, the purposes for which the Company and/or its agents and service providers would collect, use and disclose personal data of Shareholders and their appointed proxies or representatives.

#### 4.3.5 **General**

The following Articles have been included in the New Constitution, or have been updated, streamlined and rationalised generally:

- (a) **Articles 9, 38(1)(e)(iv), 38(2)(a)(iii) and 39(1)(b) (Articles 4, 31(1)(e)(iv), 31(2)(a)(iii) and 32(a)(ii) of Existing Constitution).** As stated in paragraph 3.8 above, the Existing Constitution prescribes a limit of 5% of the issued Shares in which any single Shareholder or related groups of Shareholders (other than Temasek and/or such other person or persons with the approval of the Directors) may have an interest. The Prescribed Limit will be preserved in the New Constitution, save that treasury shares will be excluded when calculating 5% of the issued Shares. Articles 9, 38(1)(e)(iv), 38(2)(a)(iii) and 39(1)(b) of the New Constitution have been revised accordingly.
- (b) **Article 23 (Article 16 of Existing Constitution).** Article 23, which relates to the Company's lien on shares and dividends, additionally clarifies that the Directors may waive any lien which has arisen and may resolve that any share shall for some limited period be exempt wholly or partially from the provisions of Article 23.
- (c) **Article 33 (Article 26 of Existing Constitution).** Article 33, which relates to the payment of money on shares in advance of calls, additionally clarifies that such payment in advance of calls shall extinguish *pro tanto* the liability upon the shares in respect of which it is made.
- (d) **Articles 36, 82 and 99(e) (Articles 29, 73 and 91(d) of Existing Constitution).** These Articles have been updated to substitute the references to a person of unsound mind with references to a person who is mentally disordered and incapable of managing himself or his affairs, following the enactment of the Mental Health (Care and Treatment) Act, Chapter 178A, which repealed and replaced the Mental Disorders and Treatment Act.
- (e) **New Article 41.** Article 41 is a new provision which provides that the Company shall be entitled to destroy (*inter alia*) all instruments of transfer which have been registered at any time after the expiration of six years from the date of registration.

- (f) **Article 46 (Article 38 of Existing Constitution).** Article 46, which relates to the giving of notice requiring payment of unpaid calls, additionally clarifies that such notice may also require payment of any expenses incurred by the Company by reason of the non-payment of any call or instalment of a call.
- (g) **Articles 48, 49, 50 and 51 (Articles 40, 41, 42 and 43 of Existing Constitution).** Article 48, which relates to the forfeiture of shares on non-compliance with a notice requiring payment of unpaid calls, additionally provides that the Directors may accept a surrender of any share liable to be forfeited. Article 49 additionally provides that the Directors may, if necessary, authorise some person to transfer or effect the transfer of a forfeited or surrendered share, and Article 50 additionally provides that the Directors may enforce payment of all moneys which were payable at the date of forfeiture or surrender, without any allowance for the value of the shares at the time of forfeiture or surrender, or waive payment in whole or in part. Other consequential changes have been made to Articles 49, 50 and 51.
- (h) **Article 56 (Article 48 of Existing Constitution).** Article 56, which relates to the rights of stockholders, additionally provides that the conversion of shares into stock shall not affect or prejudice any preference or other special privileges attached to the shares so converted.
- (i) **New Article 59(3).** Article 59(3) is a new provision which clarifies that, except as otherwise provided by the conditions of issue or by the New Constitution, all new shares shall be subject to the provisions of the relevant statutes and of the New Constitution with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture and otherwise.
- (j) **Article 61 (Article 53 of Existing Constitution).** Article 61, which relates to the time-frame for holding annual general meetings, has been revised to make it clear that an annual general meeting shall be held once in every year and not more than 15 months after the holding of the last annual general meeting, but that this is save as otherwise permitted under the Companies Act. This will provide the Company with the flexibility, if the need to do so should arise, to apply for an extension of the 15-month period between annual general meetings in accordance with the provisions of the Companies Act, notwithstanding that the period may extend beyond the calendar year.
- (k) **Article 68 (Article 60 of Existing Constitution).** Article 68, which relates to the adjournment of a general meeting if a quorum is not present, has been revised to make it clear that this can occur if a quorum is not present within half an hour from the time appointed for the meeting, or such longer interval as the Chairman of the meeting may think fit to allow, and further that it shall stand adjourned to the same day in the next week or, if that day is a public holiday, then to the next business day following that public holiday. Article 68 additionally provides that at the adjourned meeting, any one or more members present in person or by proxy shall be a quorum.

- (l) **New Article 71.** Article 71 is a new provision which relates to amendments of resolutions at general meetings. Article 71 provides that if an amendment is 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, and further that in the case of a special resolution, no amendment (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.
- (m) **Article 77 (Article 68 of Existing Constitution).** Article 77, which relates to corporations acting by representatives at general meetings, additionally provides that 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 of the Company, and that such corporation shall for the purposes of the New Constitution (but subject to the Companies Act) be deemed to be present in person at any such meeting.
- (n) **New Article 78(2).** Article 78(2) is a new provision which provides that on a poll, votes may be given personally or by proxy, and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.
- (o) **Articles 80(2), 80(3), 81(1) and 81(2) (Articles 71 and 72 of Existing Constitution).** Articles 80(2) and 80(3), which relate to the execution of proxies, have new provisions to facilitate the appointment of a proxy through electronic means online. In particular, they provide that a Shareholder can elect to signify his approval for the appointment of a proxy via electronic communication, through such method and in such manner as may be approved by the Directors, in lieu of the present requirement of signing, or where applicable, the affixation of the corporate Shareholder's common seal.

For the purpose of accommodating the deposit by Shareholders, and receipt by the Company, of electronic proxy instructions by Shareholders who elect to use the electronic appointment process, Articles 81(1) and 81(2), which relate to the deposit of proxies, have new provisions which authorise the Directors to prescribe and determine the manner of receipt by the Company of the instrument appointing a proxy through digital means.

- (p) **New Articles 89(7), 89(8) and 89(9).** These are new provisions to clarify that the Directors may appoint one or more of their body to be the holder of any executive office including, where considered appropriate, the office of Chairman or Deputy Chairman, and may entrust to and confer upon any Directors holding any executive office any of the powers exercisable by them as Directors. The appointment of any Director to the office of Chairman or Deputy Chairman will automatically determine if he ceases to be a Director but without prejudice to any claim for damages for breach of contract.
- (q) **Article 91 (Article 82 of Existing Constitution).** Article 91, which relates to the retirement of Directors by rotation, clarifies that the Directors who are to retire by rotation are to be selected in accordance with Article 93 and are in addition to any Director retiring pursuant to Article 97.

- (r) **Article 96 (Article 88 of Existing Constitution).** Article 96, which relates to the Company's power to increase or reduce the number of Directors, clarifies that this may be effected by the appointment of any person approved in writing by the Special Member (as defined in Article 1) to be a Director as an addition to the existing Directors or by removing any Director under Article 98.
- (s) **Article 106 (Article 99 of Existing Constitution).** Article 106, which relates to meetings of Directors, contains additional provisions regulating the proceedings at Directors' meetings which are held by way of conference telephone or similar communications equipment. In particular, it clarifies that a Director may participate at a Directors' meeting through such means without the need for a Director to be in the physical presence of another Director or Directors, and that such participation in a Directors' meeting shall constitute presence in person at such meeting. Article 106 additionally provides that notices of Directors' meetings need not be given to any Director who is absent from Singapore, and that any Director may waive notice of any meeting and any such waiver may be retroactive.
- (t) **Article 111 (Article 104 of Existing Constitution).** Article 111, which relates to the Directors' power to appoint committees, contains additional provisions to permit the Directors to co-opt other persons (who are not Directors) to such committees, and for such co-opted persons to have voting rights as members of such committees.
- (u) **Article 116 (Article 110 of Existing Constitution).** Article 116, which relates to the appointment of alternate Directors, contains additional provisions regulating such appointments. In particular, it clarifies that an alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the extent applicable as if he were a Director.
- (v) **Article 114 of Existing Constitution.** Article 114 of the Existing Constitution, which relates to Associate Directors, has been removed in the New Constitution as it is not required.
- (w) **New Article 135(2).** Article 135(2) is a new provision which provides that the Directors may retain dividends pending the transmission of the underlying shares.
- (x) **New Article 136.** Article 136 is a new provision which provides that the waiver of any dividend by any document is effective only if the document is signed by the Shareholder (or person entitled in consequence of death or bankruptcy) and delivered to the Company and if or to the extent that it is accepted as such or acted upon by the Company.
- (y) **Article 143 (Article 134A of Existing Constitution).** Article 143, which relates to the Directors' power to issue free shares and/or to capitalise reserves for share-based incentive plans, has been expanded to empower the Directors to do the same for the benefit of non-executive Directors as part of their Directors'

remuneration. This will enable the Company, if it so desires, to remunerate its non-executive Directors by way of Directors' fees in the form of shares, or in a combination of cash and shares, using these methods.

- (z) **New Article 150.** Article 150 is a new provision which provides that, in the event of a winding up of the Company, every member who is not in Singapore must appoint some householder in Singapore upon whom notices etc. in relation to the winding up may be served and in default, the liquidator may appoint some such person.
- (aa) **New Article 152.** Article 152 is a new provision which relates to the secrecy of certain types of information. It provides that no member is entitled to require discovery of any information respecting any detail of the Company's trade or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company, save as may be authorised by law or required by the listing rules of the SGX-ST.

4.4 **Appendices 2 and 3.** The text of the principal provisions in the New Constitution which are significantly different from the equivalent provisions in the Existing Constitution, or which have been included in the New Constitution as new provisions, or which have been removed in the New Constitution, is set out in Appendix 2 to this Letter and the main differences are blacklined. The existing objects clauses in the Existing Constitution which are proposed to be deleted and replaced with a general provision in the New Constitution as described in paragraph 4.3.2 above are set out in Appendix 3 to this Letter. The proposed adoption of the New Constitution is subject to Shareholders' approval.

## 5. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

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

Director	Number of Shares				Number of Shares comprised in outstanding Share Awards
	Direct Interest	% <sup>(1)</sup>	Deemed Interest	% <sup>(1)</sup>	
Stephen Lee Ching Yen	9,400	nm <sup>(2)</sup>	–	–	–
Peter Seah Lim Huat	–	–	–	–	–
Goh Choon Phong	617,224	0.05	–	–	476,975 <sup>(5)</sup>
Gautam Banerjee	–	–	–	–	–
William Fung Kwok Lun	–	–	200,000 <sup>(3)</sup>	0.02	–
Hsieh Tsun-yan	–	–	–	–	–
Christina Ong	100,000	0.01	–	–	–
Helmut Gunter Wilhelm Panke	–	–	–	–	–
Lucien Wong Yuen Kuai	–	–	58,000 <sup>(4)</sup>	nm <sup>(2)</sup>	–

**Notes:**

- (1) Based on 1,188,017,656 Shares issued as at the Latest Practicable Date (this is based on 1,199,851,018 Shares in issue as at the Latest Practicable Date, excluding the 11,833,362 Shares held in treasury as at the Latest Practicable Date).
- (2) “nm” means not meaningful.
- (3) William Fung Kwok Lun is deemed to be interested in the 200,000 Shares held by a nominee on behalf of Golden Step Limited, a company controlled by him.
- (4) Lucien Wong Yuen Kuai is deemed to be interested in the 58,000 Shares held by his spouse.
- (5) Of the 476,975 Shares:
  - (a) 61,488 Shares are comprised in conditional awards granted to Goh Choon Phong pursuant to the SIA Restricted Share Plan (“**SIA RSP**”), subject to performance targets and other terms and conditions being met;
  - (b) 60,000 Shares are comprised in conditional awards granted to Goh Choon Phong pursuant to the SIA Restricted Share Plan 2014 (“**SIA RSP 2014**”), subject to performance targets and other terms and conditions being met;
  - (c) 29,118 Shares are comprised in final awards pending release granted to Goh Choon Phong pursuant to the SIA RSP;
  - (d) 169,092 Shares are comprised in conditional awards granted to Goh Choon Phong pursuant to the SIA Performance Share Plan, subject to performance targets and other terms and conditions being met;
  - (e) 82,500 Shares are comprised in conditional awards granted to Goh Choon Phong pursuant to the SIA Performance Share Plan 2014, subject to performance targets and other terms and conditions being met;
  - (f) 42,037 Shares are comprised in conditional deferred share awards granted to Goh Choon Phong pursuant to the SIA RSP, subject to performance targets and other terms and conditions being met; and
  - (g) 32,740 Shares are comprised in conditional deferred share awards granted to Goh Choon Phong pursuant to the SIA RSP 2014, subject to performance targets and other terms and conditions being met.

**5.2 Substantial Shareholders’ Interests in Shares.** The interests of the substantial Shareholder in Shares as recorded in the Register of Substantial Shareholders as at the Latest Practicable Date are set out below:

<b>Substantial Shareholder</b>	<b>Number of Shares</b>			
	<b>Direct Interest</b>	<b>%<sup>(1)</sup></b>	<b>Deemed Interest</b>	<b>%<sup>(1)</sup></b>
Temasek Holdings (Private) Limited	657,306,600	55.33	944,632 <sup>(2)</sup>	0.08

**Notes:**

- (1) Based on 1,188,017,656 Shares issued as at the Latest Practicable Date (this is based on 1,199,851,018 Shares in issue as at the Latest Practicable Date, excluding the 11,833,362 Shares held in treasury as at the Latest Practicable Date).
- (2) Temasek Holdings (Private) Limited is deemed interested in 944,632 Shares in which its subsidiary and associated company have a direct or deemed interest.

## 6. DIRECTORS' RECOMMENDATIONS

- 6.1 **Proposed Renewal of IPT Mandate.** The Directors who are considered independent for the purposes of the proposed renewal of the IPT Mandate are Stephen Lee Ching Yen, Peter Seah Lim Huat, Goh Choon Phong, Gautam Banerjee, William Fung Kwok Lun, Hsieh Tsun-yan, Christina Ong and Helmut Gunter Wilhelm Panke (the “**Independent Directors**”). The Independent Directors are of the opinion that the entry into of the interested person transactions between the SIA EAR Group (as described in paragraph 2.2 of Appendix 1 to this Letter) and those Interested Persons (as described in paragraph 4.1 of Appendix 1 to this Letter) in the ordinary course of their respective businesses will enhance the efficiency of the SIA EAR Group and are in the best interests of the Company.

For the reasons set out in paragraphs 2 and 7 of Appendix 1 to this Letter, the Independent Directors recommend that Shareholders vote in favour of Ordinary Resolution No. 9, being the Ordinary Resolution relating to the proposed renewal of the IPT Mandate to be proposed at the 2016 AGM.

- 6.2 **Proposed Renewal of Share Buy Back Mandate.** The Directors are of the opinion that the proposed renewal of the Share Buy Back Mandate is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of Ordinary Resolution No. 10, being the Ordinary Resolution relating to the proposed renewal of the Share Buy Back Mandate to be proposed at the 2016 AGM.
- 6.3 **Proposed Adoption of New Constitution.** The Directors are of the opinion that the proposed adoption of the New Constitution is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of Special Resolution No. 11, being the Special Resolution relating to the proposed adoption of the New Constitution to be proposed at the 2016 AGM.

## 7. ABSTENTION FROM VOTING

Lucien Wong Yuen Kuai, a member of Temasek's Board of Directors, will abstain from voting his Shares, if any, at the 2016 AGM in respect of Ordinary Resolution No. 9, being the Ordinary Resolution relating to the proposed renewal of the IPT Mandate. Lucien Wong Yuen Kuai will also not accept nominations to act as proxy, corporate representative or attorney to vote in respect of Ordinary Resolution No. 9 unless the Shareholder appointing him indicates clearly how votes are to be cast in respect of Ordinary Resolution No. 9. Temasek and its associates, being Interested Persons, will also abstain from voting their Shares, if any, in respect of Ordinary Resolution No. 9.

## 8. INSPECTION OF DOCUMENTS

The following documents are available for inspection at the registered office of the Company at Airline House, 25 Airline Road, Singapore 819829 during normal business hours from the date of this Letter up to the date of the 2016 AGM:

- (a) the FY2015/16 Annual Report;
- (b) the Existing Constitution;

- (c) the proposed New Constitution; and
- (d) the 2015 Letter.

## **9. RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Letter and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Letter constitutes full and true disclosure of all material facts about the Proposals, and the Company and its subsidiaries which are relevant to the Proposals, and the Directors are not aware of any facts the omission of which would make any statement in this Letter misleading. Where information in this Letter 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 Letter in its proper form and context.

Yours faithfully  
for and on behalf of the  
Board of Directors of  
Singapore Airlines Limited

Stephen Lee Ching Yen  
Chairman

## APPENDIX 1

### THE IPT MANDATE

#### 1. Chapter 9 of the Listing Manual

- 1.1 Chapter 9 of the listing manual (the “**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) governs transactions by a listed company, as well as transactions by its subsidiaries and associated companies that are considered to be at risk, with the listed company’s interested persons. When this Chapter applies to a transaction and the value of that transaction alone or on aggregation with other transactions conducted with the interested person during the financial year reaches, or exceeds, certain materiality thresholds, the listed company is required to make an immediate announcement, or to make an immediate announcement and seek its shareholders’ approval for that transaction.
- 1.2 Except for certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk to its interested persons and hence are excluded from the ambit of Chapter 9 of the Listing Manual, immediate announcement and shareholders’ approval would be required in respect of transactions with interested persons if certain financial thresholds (which are based on the value of the transaction as compared with the listed company’s latest audited consolidated net tangible assets (“**NTA**”)) are reached or exceeded. In particular, shareholders’ approval is required for an interested person transaction of a value equal to, or which exceeds:
- (a) 5% of the listed company’s latest audited consolidated NTA; or
  - (b) 5% of the listed company’s latest audited consolidated NTA, when aggregated with other transactions entered into with the same interested person (as such term is construed under Chapter 9 of the Listing Manual) during the same financial year.
- 1.3 Based on the latest audited consolidated financial statements of Singapore Airlines Limited (“**SIA**” or the “**Company**”) and its subsidiaries (the “**SIA Group**”) for the financial year ended 31 March 2016, the consolidated NTA of the SIA Group was S\$12,238.9 million. In relation to SIA, for the purposes of Chapter 9 of the Listing Manual, in the current financial year and until such time as the consolidated audited financial statements of the SIA Group for the financial year ending 31 March 2017 are published, 5% of the latest audited consolidated NTA of the SIA Group would be S\$611.9 million.
- 1.4 Chapter 9 of the Listing Manual permits a listed company, however, to seek a mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials (but not in respect of the purchase or sale of assets, undertakings or businesses) that may be carried out with the listed company’s interested persons.
- 1.5 Under the Listing Manual:
- (a) an “**approved exchange**” means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9 of the Listing Manual;

- (b) (in the case of a company) an “**associate**” in relation to an interested person who is a director, chief executive officer or controlling shareholder includes an immediate family member (that is, the spouse, child, adopted child, step-child, sibling or parent) of such director, chief executive officer or controlling shareholder, the trustees of any trust of which the director/his immediate family, the chief executive officer/his immediate family or controlling shareholder/his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object, and any company in which the director/his immediate family, the chief executive officer/his immediate family or controlling shareholder/his immediate family has an aggregate interest (directly or indirectly) of 30% or more, and, where a controlling shareholder is a corporation, its subsidiary or holding company or fellow subsidiary or a company in which it and/or they have (directly or indirectly) an interest of 30% or more;
- (c) an “**entity at risk**” means:
  - (i) the listed company;
  - (ii) a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange; or
  - (iii) an associated company of the listed company that is not listed on the SGX-ST or an approved exchange, provided that the listed company and/or its subsidiaries (the “**listed group**”), or the listed group and its interested person(s), has control over the associated company;
- (d) (in the case of a company) an “**interested person**” means a director, chief executive officer or controlling shareholder of the listed company or an associate of such director, chief executive officer or controlling shareholder; and
- (e) an “**interested person transaction**” means a transaction between an entity at risk and an interested person.

## 2. Rationale for the IPT Mandate

- 2.1 It is anticipated that the SIA EAR Group (as defined below) would, in the ordinary course of its business, enter into certain transactions with its Interested Persons (as defined below). It is likely that such transactions will occur with some degree of frequency and could arise at any time. Such transactions are described in paragraph 5 below.
- 2.2 Owing to the time-sensitive nature of commercial transactions, the obtaining of the mandate (the “**IPT Mandate**”) pursuant to Chapter 9 of the Listing Manual will enable:
  - (a) SIA;
  - (b) subsidiaries of SIA (excluding other subsidiaries listed on the SGX-ST or an approved exchange); and

- (c) associated companies of SIA (other than an associated company that is listed on the SGX-ST or an approved exchange) over which the SIA Group, or the SIA Group and interested person(s) of SIA has or have control,

(together, the “**SIA EAR Group**”), or any of them, in the ordinary course of their businesses, to enter into the categories of transactions (“**Interested Person Transactions**”) set out in paragraph 5 below with the specified classes of SIA’s interested persons (the “**Interested Persons**”) set out in paragraph 4.1 below, provided such transactions are made at arm’s length and on the SIA EAR Group’s normal commercial terms.

- 2.3 The IPT Mandate will take effect from the date of the passing of the Ordinary Resolution relating thereto to be proposed at the Annual General Meeting (“**AGM**”) to be held on 29 July 2016 until the next AGM of the Company and shall apply in respect of the Interested Person Transactions to be entered into from and including 29 July 2016 to the next AGM of the Company. Thereafter, approval from shareholders of the Company (“**Shareholders**”) for a renewal of the IPT Mandate will be sought at each subsequent AGM of the Company.

### **3. Scope of the IPT Mandate**

- 3.1 The SIA EAR Group engages in a range of activities, principally those relating to the business of the carriage of passengers, baggage and freight. For such purposes, the SIA EAR Group also engages in the business of travel agents, building management as well as the lease, hire, charter, repair, purchase and sale of aeroplanes, engines and aviation equipment.
- 3.2 The IPT Mandate will not cover any transaction by a company in the SIA EAR Group with an Interested Person that is below S\$100,000 in value as the threshold and aggregation requirements of Chapter 9 of the Listing Manual would not apply to such transactions.

### **4. Classes of Interested Persons**

- 4.1 The IPT Mandate will apply to the Interested Person Transactions (as described in paragraph 5 below) which are carried out with Temasek Holdings (Private) Limited (“**Temasek**”) and its associates (the “**Temasek Group**”).
- 4.2 Transactions with Interested Persons which do not fall within the ambit of the IPT Mandate shall be subject to the relevant provisions of Chapter 9 of the Listing Manual.

### **5. Interested Person Transactions**

The Interested Person Transactions relate to the provision to, or the obtaining from, Interested Persons of products and services in the normal course of the business of the SIA EAR Group or which are necessary for the day-to-day operations of the SIA EAR Group or which are of a revenue or trading nature (but not in respect of the purchase or sale of assets, undertakings or businesses) comprising:

- (a) the sale and purchase of aircraft, aircraft engines, aircraft spares, parts and components, electronic and electrical and engineering equipment;
- (b) the charter and/or lease of aircraft, aircraft engines, equipment, parts and components;

- (c) the repair, modification, maintenance servicing, overhaul and other engineering and technical services relating to aircraft, aircraft engines, equipment, parts and components;
- (d) the obtaining and/or provision of security services, freight services, ground handling services, lounge and inflight catering services, laundry and linen services;
- (e) the obtaining and/or lease of computer equipment and the obtaining, provision, licensing and/or development of computer maintenance services and systems, computer software programmes, ticketing and reservation systems, cargo community systems, material handling systems and other related services;
- (f) the sale and/or purchase of tickets, tours, airway bills and other instruments for the carriage of passengers, baggage and freight;
- (g) the rental of space, both as lessor and lessee, and the provision of building maintenance services, and the lease and development of property for investment purposes;
- (h) the obtaining and/or provision of management, support and other related services;
- (i) the obtaining of insurances and the underwriting of risks;
- (j) the obtaining or purchase of utilities and fuel; and
- (k) any other transaction relating to the provision, or obtaining from Interested Persons, of products and services related to the SIA EAR Group's principal and ancillary activities as stated in paragraph 3.1 above in the normal course of their businesses and on normal commercial terms.

## **6. Review Procedures for Mandated Interested Person Transactions**

6.1 The SIA EAR Group has established the following procedures to ensure that mandated Interested Person Transactions are undertaken on an arm's length basis and on the SIA EAR Group's normal commercial terms:

### **(a) Review Procedures**

There are procedures established by the SIA EAR Group to ensure that mandated Interested Person Transactions are undertaken on an arm's length basis and on the SIA EAR Group's normal commercial terms, consistent with the SIA EAR Group's usual business practices and policies, which are generally no more favourable to the Interested Persons than those extended to unrelated third parties.

In particular, the following review procedures have been put in place:

(i) *Provision of Services or the Sale of Products*

The review procedures are:

- (1) all contracts entered into or transactions with Interested Persons are to be carried out at the prevailing market rates or prices of the service or product providers, on terms which are no more favourable to the Interested Person than the usual commercial terms extended to unrelated third parties (including, where applicable, preferential rates/prices/discounts accorded to corporate customers or for bulk purchases) or otherwise in accordance with applicable industry norms; and
- (2) where the prevailing market rates or prices are not available due to the nature of service to be provided or the product to be sold, the SIA EAR Group's pricing for such services to be provided or products to be sold to Interested Persons is determined in accordance with the SIA EAR Group's usual business practices and pricing policies, consistent with the usual margin to be obtained by the SIA EAR Group for the same or substantially similar type of contract or transaction with unrelated third parties taking into consideration factors such as, but not limited to, quantity, volume, consumption, customer requirements, specifications, duration of contract and strategic purposes of the transaction; and

(ii) *Obtaining of Services or the Purchasing of Products*

All purchases made by the SIA EAR Group, including purchases from Interested Persons are governed by internal control procedures which detail matters such as the constitution of internal approving authorities, their monetary jurisdictions, the number of vendors from whom bids are to be obtained and the review procedures. The guiding principle is to objectively obtain the best goods and/or services on the best terms. Most invitations for bids include a specimen contract to preclude negotiations on the terms of supply after the successful vendor is selected. The terms of supply are contained in a written contract. The review procedures require:

- (1) an open tender for bids to be called if there are 6 or more known vendors for the item unless this requirement is waived by the tenders committee in exceptional circumstances, in which case a closed tender will be called. If there are less than 6 known vendors, a closed tender for bids will be called inviting all the known vendors to bid. Bids which are received, regardless of whether they are from Interested Persons or not will be subject to the same evaluation criteria based on price, product quality, delivery schedules, specification compliance, track record, experience and expertise. Preferential rates, rebates or discounts accorded for bulk purchases are also taken into account; and

- (2) where it is not possible or practicable for a tender to be called (for example, where the product is a proprietary item or where the product is required urgently such as an aircraft-on-ground situation), an authorised senior management staff of the relevant company in the SIA EAR Group who does not have an interest in the transaction will determine whether the price and terms offered by the Interested Person are fair and reasonable.

**(b) Threshold Limits**

In addition to the review procedures, the following approval procedures will be implemented to supplement existing internal control procedures for Interested Person Transactions:

- (i) Interested Person Transactions equal to or exceeding S\$100,000 but less than S\$1 million in value will be reviewed and approved by a Senior Vice President designated for such purpose by the Chief Executive Officer (“**CEO**”);
- (ii) Interested Person Transactions equal to or exceeding S\$1 million but less than S\$3 million in value will be reviewed and approved by an Executive Vice President designated for such purpose by the CEO;
- (iii) Interested Person Transactions equal to or exceeding S\$3 million but less than S\$30 million in value will be reviewed and approved by the CEO;
- (iv) Interested Person Transactions equal to or exceeding S\$30 million in value shall be reviewed and approved by the Directors and the audit committee of the Company (the “**Audit Committee**”);
- (v) where the aggregate value of all Interested Person Transactions (including the latest Interested Person Transaction to be approved) with the same Interested Person in the current financial year is equal to or exceeds S\$100,000 but below S\$1 million, the latest and all future Interested Person Transactions equal to or above S\$100,000 but below S\$1 million in value will be reviewed and approved by the Senior Vice President designated for such purpose by the CEO;
- (vi) where the aggregate value of all Interested Person Transactions (including the latest Interested Person Transaction to be approved) with the same Interested Person in the current financial year is equal to or exceeds S\$1 million but below S\$3 million, the latest and all future Interested Person Transactions equal to or above S\$100,000 but below S\$3 million in value will be reviewed and approved by the Executive Vice President designated for such purpose by the CEO;
- (vii) where the aggregate value of all Interested Person Transactions (including the latest Interested Person Transaction to be approved) with the same Interested Person in the current financial year is equal to or exceeds S\$3 million but below S\$30 million, the latest and all future Interested Person Transactions equal to or above S\$100,000 but below S\$30 million in value will be reviewed and approved by the CEO; and

(viii) where the aggregate value of all Interested Person Transactions (including the latest Interested Person Transaction to be approved) with the same Interested Person in the current financial year is equal to or exceeds S\$30 million, the latest and all future Interested Person Transactions equal to or above S\$100,000 in value will be reviewed and approved by the Directors and the Audit Committee.

If any person specified above has an interest in a transaction falling within a category of transactions to be reviewed and approved by him, he will abstain from any decision making in respect of that transaction, and such transaction will be reviewed and approved by other persons who are authorised to review and approve that category of transactions, if any, who do not have any interest in that transaction.

If not, the transaction must be approved by the person(s) who has (have) authority for reviewing and approving the immediately following category of transactions in terms of value.

All Interested Person Transactions entered into pursuant to the IPT Mandate shall be tabled to the Audit Committee for information on a quarterly basis.

Individual transactions of a value less than S\$100,000 do not require review and approval and will not be taken into account in the aggregation referred to in sub-paragraphs (v) to (viii) above.

- 6.2 A register will be maintained by SIA to record all Interested Person Transactions which are entered into pursuant to the IPT Mandate. The annual internal audit plan will incorporate a review of all Interested Person Transactions entered into pursuant to the IPT Mandate to ensure that the relevant approvals have been obtained and the review procedures in respect of such transactions adhered to.
- 6.3 The SIA Board of Directors (the “**Board**”) and the Audit Committee shall review the internal audit reports to ascertain that the guidelines and procedures to monitor Interested Person Transactions have been complied with.
- 6.4 The Board and the Audit Committee shall have overall responsibility for the determination of the review procedures with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate. If a member of the Board or the Audit Committee has an interest in the transaction to be reviewed by the Board or the Audit Committee, as the case may be, he will abstain from any decision making by the Board or the Audit Committee in respect of that transaction.

## **7. Benefit to Shareholders**

- 7.1 The renewal of the IPT Mandate on an annual basis would eliminate the need to convene separate general meetings from time to time to seek Shareholders’ approval as and when potential Interested Person Transactions with a specific class of Interested Persons arise, thereby reducing substantially administrative time and expenses in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the SIA EAR Group.

- 7.2 The IPT Mandate is intended to facilitate transactions in the normal course of business of the SIA EAR Group which are transacted from time to time with the specified classes of Interested Persons, provided that they are carried out at arm's length and on the SIA EAR Group's normal commercial terms and are not prejudicial to Shareholders.
- 7.3 SIA will announce the aggregate value of transactions conducted with Interested Persons pursuant to the IPT Mandate for the quarterly financial periods which SIA is required to report on pursuant to the Listing Manual and within the time required for the announcement of such report.
- 7.4 Disclosure will also be made in the annual report of SIA of the aggregate value of Interested Person Transactions conducted pursuant to the IPT Mandate during the current financial year, and in the annual reports for the subsequent financial years during which an IPT Mandate is in force, in accordance with the requirements of Chapter 9 of the Listing Manual.

## **8. Audit Committee's Statements**

- 8.1 The Audit Committee (currently comprising Gautam Banerjee, William Fung Kwok Lun and Hsieh Tsun-yan) has reviewed the terms of the IPT Mandate, as proposed to be renewed, and is satisfied that the methods and procedures for determining the transaction prices as set out in the IPT Mandate are sufficient to ensure that Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.
- 8.2 The Audit Committee will, in conjunction with its review of the internal audit reports and relevant Interested Person Transactions, as the case may be, also review the established methods and procedures to ascertain that they have been complied with. Further, if during these periodic reviews by the Audit Committee, the Audit Committee is of the view that the methods and procedures as stated above are not sufficient to ensure that these Interested Person Transactions will be on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, SIA will revert to Shareholders for a fresh mandate based on new methods and procedures for transactions with Interested Persons.

## APPENDIX 2

### THE PRINCIPAL PROVISIONS IN THE NEW CONSTITUTION WHICH ARE SIGNIFICANTLY DIFFERENT FROM THE EQUIVALENT PROVISIONS IN THE EXISTING CONSTITUTION

Set out below are the principal provisions in the New Constitution which are significantly different from the equivalent provisions in the Existing Constitution, or which have been included in the New Constitution as new provisions, or which have been removed in the New Constitution, with the main differences blacklined. References to Article numbers are to Article numbers of the New Constitution, unless otherwise indicated.

#### 1. Article 1

21. In these ~~Articles~~ this Constitution:-

*Definitions  
Interpretation*

“the Act”	means the Companies Act (Cap. 50) or any statutory <del>modifications</del> <u>modification</u> thereof for the time being in force;
<del>“Articles”</del>	<del>means these Articles of Association as amended from time to time;</del>
“CDP”	means <del>the</del> <u>The</u> Central Depository (Pte) Limited and where the context requires, shall include any person specified by it in a notice given to the Company, as its nominee;
<u>“Constitution”</u>	<u>means this Constitution as amended from time to time;</u>
“Deposited Securities”	means shares standing to the credit of the Securities Account of a Depositor at the relevant time;
“Depositor”	means a holder of a Securities Account maintained with CDP or a person who is a Depository Agent;
“Depository Agent”	means an entity registered as a Depository Agent with CDP for the purpose of maintaining securities sub-accounts for its own account and for the accounts of others;

“Directors,” or “the Board”	means the Directors for the time being of the Company <del>as a body or a quorum of the Directors present at a meeting of the Directors;</del>
“dividend”	includes bonus;
“market day”	means a day on which the Stock Exchange is open for securities trading transactions;
“member”	means a member of the Company and shall exclude the Company where it is a member by reason of shares held by it as treasury shares;
“month”	means a calendar month;
“office”	means the <del>Registered Office</del> <u>registered office</u> of the Company;
<u>“registered address”</u> or <u>“address”</u>	<u>means, in relation to any member, his physical address for the service or delivery of notices or documents personally or by post, except where otherwise expressly provided in this Constitution;</u>
“seal”	means the common seal of the Company;
<del>“Securities Account”</del>	<del>means the securities account or sub-account maintained by a Depositor with GDP;</del>
“Secretary”	means any person appointed to perform the duties of a secretary of the Company;
<u>“Securities Account”</u>	<u>means the securities account maintained by a Depositor with CDP;</u>
“Special Member”	means the then registered holder of the Special Share;
“Special Share”	means the one special rights share in the capital of the Company;

“Statutes” means the Act and every other Act for the time being in force concerning companies and affecting the Company;

“Stock Exchange” means the Singapore Exchange Securities Trading Limited;

“\$” refers to the lawful currency of Singapore;~~and~~

~~the expression~~expression “Depository Register” shall have the meaning ascribed to it in the Securities and Futures Act (Cap. 289);

~~the expressions~~ “current address”, “electronic communication”, “relevant intermediary” and “treasury shares” shall have the meanings ascribed to them respectively in the Act;

~~References in these Articles~~references in this Constitution to “shareholders” or “holders” of shares or a class of shares shall:–

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

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

~~Expression~~expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and ~~other modes of representing or reproducing words in a visible form~~(except where otherwise expressly specified in this Constitution or the context otherwise requires, and subject to any limitations, conditions or restrictions contained in the Statutes) any representation or reproduction of words, symbols or other information which may be displayed in a visible form, whether in a physical document or in an electronic communication or form or otherwise howsoever;

~~Words~~words or expressions contained in ~~these Articles~~this Constitution shall be interpreted in accordance with the provisions of the Interpretation Act (Cap. 1) and of the Act;

any reference to a statutory provision shall include such provision and any subsidiary legislation made in pursuance thereof as from time to time modified or re-enacted and any past statutory provision or subsidiary legislation (as from time to time modified or re-enacted) which such provision or subsidiary legislation has directly or indirectly replaced;

Words denoting the singular number only shall include the plural number and vice versa;

Words denoting the masculine gender only shall include the feminine and neuter genders;

Words denoting persons shall include corporations and other bodies of persons;

a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of this Constitution; and

The headnotes and marginal notes in ~~these~~ this Constitution are inserted for convenience and reference only and are in no way designed to limit or circumscribe the scope of ~~these~~ this Constitution.

## 2. Article 4

4. Subject to the provisions of the Act and any other written law and this Constitution, the Company has:- *Business or activity*

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

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

## 3. Article 8

8. (1) The rights attaching to shares of a class other than ordinary shares shall be expressed in this Constitution. *Shares of a class other than ordinary shares*

(2) The Company may issue shares for which no consideration is payable to the Company. *Issue of shares for no consideration*

#### 4. Article 9

49. Subject to the prior approval of the Company in general meeting, shares in the Company may be issued by the Directors. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject to the Act and this Constitution, any such shares may be issued with such preferred, deferred, or other special rights or such restrictions whether in regard to dividend, voting, return of capital, or otherwise, as the Directors, subject to any ordinary resolution or, if required by the Statutes, any special resolution of the Company may determine;

*Issue of  
Shares*

Provided always that:—

- (a) unless with the prior approval of the Directors or except as permitted below, no ordinary shares shall be issued or transferred to any person or related group of persons if, in the opinion of the Directors, such person or related group of persons would, by reason of such issue or transfer have an interest directly or indirectly in more than 5 per cent. of the ordinary shares issued by the Company, excluding treasury shares, for the time being;
- (b) ~~no shares shall be issued to transfer a controlling interest in the Company without the prior approval of the Company in general meeting;~~
- (eb) (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 Article ~~51~~59(1) with such adaptations as are necessary shall apply;
- (~~dc~~) any other issues of shares, the aggregate of which would exceed the limits referred to in Article ~~51~~59(2), shall be subject to the approval of the Company in general meeting; and
- (ed) preference shares may be issued subject to such limitation thereof as may be prescribed by any stock exchange upon which ~~shares in the Company~~ may be listed, and preference shareholders shall have the same rights as ordinary shareholders as regards receiving ~~of~~ notices, reports and balance ~~—~~ sheets and attending general meetings of the Company, and preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding-up, or sanctioning a sale of the undertaking of the Company or where the proposal to be

submitted to the meeting directly affects their rights and privileges or when the dividend on the preference shares is more than six months in arrears. The Company has power to issue further preference capital ranking equally with, or in priority to, preference shares already issued.

Notwithstanding any other provision of ~~these Articles~~this Constitution, Temasek Holdings (Private) Limited and/or such other person or persons approved by the Directors shall be entitled to have an interest in more than 5 per cent. of the issued ordinary shares of the Company, excluding treasury shares, on such terms and conditions as the Directors may think fit.

## 5. Article 10(4)(f)(i)

### 4A10. (4) (f) VOTING

*Voting Rights*  
*rights*  
*of ASA Shareholder*

The ASA Shareholder:—

- (i) shall be entitled to receive copies of the reports, statements and accounts (including the balance sheet ~~and profit and loss account~~), circulars and notices of general meetings, being the same as those which the holders of Ordinary Shares are entitled to receive and to attend all general meetings and to speak and vote at such meetings; and

## 6. Article 13

613. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class and other than the Special Share which variation shall require the prior written approval of the Special Member) and preference capital (other than redeemable preference capital) may, whether or not the Company is being wound up, be varied or (as the case may be) repaid with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of ~~these Articles~~this Constitution relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy at least one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. Provided always that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing if obtained from the holders of ~~three-fourth~~fourths of the issued shares of the class concerned within two months of the meeting shall be as valid and effectual as a special resolution carried at the meeting.

*Variation of rights*

**7. Article 16**

916. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings, or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of that share capital (except treasury shares) as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in the Act and may charge the same to capital as part of the cost of the construction of the works or buildings or the provision of the plant.

*Power to charge  
interest on capital*

**8. Article 19(1)**

1219. (1) Every person whose name is entered as a member in the Register of Members shall be entitled without charge to receive within ten market days after the closing date of application for shares or, as the case may be, lodgement of transfer (or such other period as may be approved by the Stock Exchange) one certificate for all his shares of any one class, or upon payment of \$2.00 (or such lesser sum as the Directors may from time to time determine) several certificates in reasonable denominations in respect of shares of any one class. Where a member transfers part only of the shares comprised in a certificate, one new certificate for the balance of such shares shall be issued in lieu of the old certificate without charge. In the case of a share held jointly by several persons the Company shall not be bound to issue more than one certificate and delivery thereof to one of several joint holders shall be sufficient delivery to all such holders.

*Entitlement to  
certificate*

**9. Article 20**

1320. Every certificate of title to shares shall be issued under the seal in such form as the Directors shall from time to time prescribe, shall bear the autographic or facsimile signatures of either two Directors or one Director and the Secretary or some other person appointed by the Directors and shall specify the number and class of shares to which it relates, whether the shares are fully or partly paid up, and the amounts paid and amounts (if any) unpaid thereon. Every certificate of title to debentures shall bear the autographic or facsimile signature of a Director. The facsimile signatures may be reproduced by mechanical, electronic or other method approved by the Directors. No certificate shall be issued representing shares of more than one class.

*Form of Share  
Certificate  
share  
certificate*

## 10. Article 23

~~16~~23. The Company shall have a first and paramount lien on shares and dividends from time to time declared in respect of such shares but 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 Directors may waive any lien which has arisen and may resolve that any share shall for some limited period be exempt wholly or partially from the provisions of this Article.

*Company's lien*

## 11. Article 33

~~26~~33. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money uncalled and unpaid upon any shares held by him, and such payment in advance of calls shall extinguish pro tanto the liability upon the shares in respect of which it is made, and upon all or any part of the money so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) 8 per cent. per annum as may be agreed upon between the Directors and the member paying the sum in advance. Capital paid on shares in advance of calls shall not, whilst carrying interest, confer a right to participate in profits.

*Payment in advance of calls*

## 12. Article 36

~~29~~36. No share shall in any circumstances be transferred to any infant or bankrupt or person ~~of unsound mind~~ who is mentally disordered and incapable of managing himself or his affairs.

*Infant, bankrupt or ~~unsound~~ mentally disordered*

## 13. Article 37

~~30~~37. Save as provided in this Constitution, there shall be no restriction on the transfer of fully paid-up shares (except where required by law or the listing rules of, or bye-laws and rules governing, the Stock Exchange). Other than the ASA Shares, the Directors may decline to register any transfer of shares not being fully paid shares to a person not approved by them and may also decline to register any transfer of shares on which the Company has a lien.

*Directors' right to decline to register transfer of shares*

#### 14. Articles 38(1)(e)(iv) and 38(2)(a)(iii)

~~31~~38. (1) The Directors may decline to accept any instrument of transfer unless:—

*Instruments of transfer*

...

(e) the instrument of transfer has a declaration attached to it duly made by or on behalf of the transferee stating:—

...

(iv) in any case, whether such transfer when registered would result in any person or related group of persons having an interest directly or indirectly in more than 5 per cent. of the issued ordinary shares of the Company, excluding treasury shares; and

...

(2) (a) The Directors may:—

*Transfer of Affected Shares*

...

(iii) if any person or related group of persons (the “relevant person”) have, in the opinion of the Directors, an interest directly or indirectly in more than 5 per cent. of the ordinary shares issued by the Company, excluding treasury shares, (“surplus shares”) for the time being without the approval of the Directors, or if any approval given by the Directors is subsequently revoked;—~~or~~

#### 15. Articles 39(1)(b) and 39(6)

~~32~~39. (a~~1~~) The Directors may refuse to register the transfer of any share if in their opinion:—

*Directors' right to refuse transfer of shares*

(i~~a~~) ...

(i~~b~~) except as permitted under Article ~~49~~, such transfer when registered would result in any person or related group of persons having an interest directly or indirectly in more than 5 per cent. of the issued ordinary shares of the Company, excluding treasury shares; or

...

(f~~6~~) If the Directors shall refuse to register the transfer of any share they shall within ~~one month~~ten market days of the date on which the application for transfer was made serve on the

*Directors to give reason for refusal to register transfer*

transferor and transferee a notice in writing stating the reasons justifying the refusal and a notice of refusal as required by the Act.

## 16. Article 41

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

*Destruction of  
transfers*

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

## 17. Article 46

3846. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued thereon and any expenses incurred by the Company by reason of such non payment.

*Notice requiring  
payment of calls*

## 18. Article 48

~~40~~48. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. The Directors may accept a surrender of any share liable to be forfeited hereunder.

*Forfeiture on non-compliance ~~with~~with notice*

## 19. Article 49

~~41~~49. A forfeited or surrendered share shall become the property of the Company and may be sold, re-allotted or otherwise disposed of ~~either to the person who was before the forfeiture or surrender the holder thereof or entitled thereto or to any other person upon such terms and in such manner as the Directors shall think fit, and at any time before a sale, re-allotment or disposition the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may, if necessary, authorise some person to transfer or effect the transfer of a forfeited or surrendered share to any such other person as aforesaid.~~

*Sale or disposition of forfeited shares*

## 20. Article 50

~~42~~50. A person whose shares have been forfeited or surrendered shall cease to be a member in respect of the forfeited or surrendered shares, but shall, notwithstanding, the forfeiture or surrender remain liable to pay to the Company all ~~money~~moneys which, at the date of forfeiture or surrender, ~~was~~were payable by him to the Company in respect of the shares (together with interest at the rate of 8 per cent. per annum from the date of forfeiture or surrender on the money for the time being unpaid if the Directors think fit to enforce payment of such interest), but his liability, if any, shall cease when the Company receives payment in full of all such money in respect of the shares. The Directors may at their absolute discretion enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender or waive payment in whole or in part.

*Rights and liabilities of person whose shares have been forfeited*

## 21. Article 51

~~43~~51. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share in the Company has been duly forfeited or surrendered on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

*Title to shares forfeited*

## 22. Article 56

4856. The holders of stock shall according to the number of stock units held by them have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by the stock units which would not if existing in shares have conferred that privilege or advantage; and no such conversion shall affect or prejudice any preference or other special privileges attached to the shares so converted.

*Rights of  
stockholders*

## 23. Article 58

5058. (1) The Company may from time to time by ordinary resolution:—

- (a) consolidate and divide all or any of its shares;
- (b) subdivide its shares or any of them (subject, nevertheless, to the provisions of the ~~Act~~Statutes and this Constitution), and so that the resolution whereby any share is subdivided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may, as compared with the others, have any such preferred, deferred or other special rights, or be subject to any such restrictions, as the Company has power to attach to ~~unissued or~~ new shares; and
- (c) subject to the provisions of the ~~Act~~Statutes, convert its share capital or any class of shares into any other class of shares from one currency to another currency.

*Power to  
consolidate,  
subdivide and  
convert  
redenominate  
shares*

(2) The Company may by special resolution, subject to and in accordance with the Statutes, convert one class of shares into another class of shares.

*Power to convert  
shares*

## 24. Articles 59(1) and 59(3)

5159. (1) Subject to any direction to the contrary that may be given by the Company in general meeting or except as permitted by the listing rules of the Stock Exchange, all new shares shall, before issue, be offered to ~~the members~~such persons who as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly far as the circumstances admit, to the number of the existing shares held by them respectively 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

*Offer of new  
shares*

deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered in accordance with this Article. Notwithstanding the foregoing, where the new shares to be offered are ordinary shares, no shares held by a member other than ordinary shares shall be taken into account for the purposes of determining the proportions in which such ordinary shares are to be offered to such member as aforesaid.

...

- (3) Except so far as otherwise provided by the conditions of issue or by this Constitution, all new shares shall be subject to the provisions of the Statutes and of this Constitution with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture and otherwise.

*New shares subject to the Statutes and this Constitution*

## 25. Article 61

5361. Save as otherwise permitted under the Act, an annual general meeting of the Company shall be held once in every year and not more than 15 months after the holding of the last annual general meeting. All general meetings other than the annual general meetings shall be called extraordinary general meetings.

*Annual General Meetinggeneral meeting*

## 26. Article 64(4)

5664. (4) In every notice calling a meeting there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint ~~not more than two~~ proxies a proxy to attend and vote instead of him and that a proxy need not also be a member.

*Notice of right to appoint proxies*

## 27. Article 65

5765. All business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the ~~accounts~~ financial statements, balance-sheets, and the ~~report of the Directors and auditor~~ the Directors' statement and the Auditor's report, the appointment or re-appointment of Directors to fill vacancies arising on retirement at such meeting whether by rotation or otherwise, the fixing of the remuneration of

*Special business*

the Directors ~~proposed to be paid under Article 77, and the appointment or re-appointment and fixing of the remuneration of the auditors~~Auditor.

## 28. Article 68

~~60~~68. If within half an hour from the time appointed for the meeting (or such longer interval as the Chairman of the meeting may think fit to allow) a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week (or if that day is a public holiday then to the next business day following that public holiday) at the same time and place as the original meeting, or to such other day and at such other time and place as the Directors may determine. At the adjourned meeting any one or more members present in person or by proxy shall be a quorum.

*Adjournment if  
quorum not  
present*

## 29. Article 71

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

*Amendment of  
resolutions*

## 30. Article 72

72. (1) If required by the listing rules of the Stock Exchange, all resolutions at general meetings shall be voted by poll (unless such requirement is waived by the Stock Exchange).

*Mandatory  
polling*

~~63.~~ (2) AtSubject to Article 72(1), at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:—

*Method of voting  
where mandatory  
polling not required*

- (a) by the Chairman;
- (b) by at least three members present in person or by proxy and entitled to vote at the meeting;
- (c) by any member or members present in person or by proxy and representing not less than ~~one-tenth~~5 per cent. of the total voting rights of all the members having the right to vote at the meeting; or

- (d) by a member or members present in person or by proxy and holding shares conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than 105 per cent. of the total number of paid-up shares of the Company (excluding treasury shares) sum paid up on all the shares conferring that right.

Provided always that no poll shall be demanded on the choice of a Chairman or on a question of adjournment.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn only with the approval of the Chairman of the meeting, and any such demand shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

### 31. Article 73

6473. ~~If~~ Where a poll is ~~duly demanded~~ taken, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was ~~demande~~ taken. The Chairman may (and, if required by the listing rules of the Stock Exchange or if so directed by the meeting, shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

*Taking a poll*

### 32. Article 74

6574. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands or poll takes place ~~or at which the poll is demanded~~ shall be entitled to a second or casting vote.

*Chairman's casting vote*

### 33. Article 75

6675. Subject to any rights or restrictions for the time being attached to any class or classes of shares and to Article 5A12, at a meeting of members or classes of members each member entitled to vote may vote in person or by proxy. ~~On a show of hands every~~ Every member who is present in person or by proxy shall:—

*Voting rights  
of members*

(a) on a poll, have one vote for every share which he holds or represents; and

(b) on a show of hands, have one vote. ~~Provided That if that:—~~

(i) in the case of a member who is not a relevant intermediary and who is represented by two proxies, only one of the proxies as determined by that member or, failing such determination, by the Chairman of the meeting (or by a person authorised by him in his sole discretion) shall be entitled to vote on a show of hands; and

(ii) in the case of a member who is a relevant intermediary and who is represented by two or more proxies, each proxy shall be entitled to vote on a show of hands. ~~On a poll, every member who is present in person or by proxy shall have one vote for every share which he holds or represents.~~

### 34. Article 77

6877. Any corporation which is a member may authorise any person to act as its representative to attend, speak and vote at any general meeting of the Company or of any class of members of the Company. 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 of the Company and such corporation shall for the purposes of this Constitution (but subject to the Act) be deemed to be present in person at any such meeting if a person so authorised is present thereat.

*Corporations acting  
by representatives*

### 35. Article 78

6978. (1) Every member shall be entitled to be present and to vote at any general meeting either personally or by proxy in respect of any shares (other than ASA Shares) upon which all calls due to the Company have been paid. For the purpose of determining the number of votes which a member, being a Depositor, or his proxy may cast at any general meeting on a poll, the reference to shares held or represented shall, in relation to shares of that Depositor, be the number of shares entered against his name in

*Right to vote*

the Depository Register as at ~~48~~72 hours before the time of the relevant general meeting as supplied by ~~the~~ CDP to the Company.

- (2) On a poll, votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

*Votes on a poll*

### 36. Articles 80(1), 80(2) and 80(3)

~~71~~80. (1) Save as otherwise provided in the Act:–

*Appointment of Proxies*

(a) Aa member who is not a relevant intermediary may appoint not more than two proxies to attend, speak and vote at the same general meeting, provided that the Company shall be entitled and bound, in determining rights to vote and other matters in respect of a completed instrument of proxy submitted to it, to have regard to the instructions (if any) given by and the notes (if any) set out in the instrument of proxy. Where asuch member's form of proxy appoints more than one proxy, he shall specify the proportion of his shareholdings the shareholding concerned to be represented by each proxy shall be specified in the form of proxy; if no proportion is specified, the Company shall be entitled to deem the appointment to be in the alternative; and

(b) a member who is a relevant intermediary may appoint more than two proxies to attend, speak and vote at the same general meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

- (2) The instrument appointing a proxy or representative shall be in writing and, subject to any requirements as may be prescribed by the Stock Exchange, shall be in any usual or common form or in any other form which the Directors may approve and:–

*Execution of proxies*

(a) in the case of an individual, shall be:–

- (i) under the hand of signed by the appointor or of his attorney duly authorised in writing if the instrument is delivered personally or by post; or;

(ii) authorised by that individual through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication; and

(b) if the appointor is in the case of a corporation, shall be:-

(i) either given under its seal or under the hand of signed by an officer or attorney duly authorised if the instrument is delivered personally or by post; or

(ii) authorised by that corporation through such method and in such manner as may be approved by the Directors, if the instrument is submitted by electronic communication.

The Directors may, for the purposes of Articles 80(2)(a)(ii) and 80(2)(b)(ii), designate procedures for authenticating any such instrument, and any such instrument not so authenticated by use of such procedures shall be deemed not to have been received by the Company.

~~and the~~The signatures on, or authorisation of, an instrument of proxy need not be witnessed. Where the Depositor nominates proxies pursuant to Article 71(1) above, the instrument of proxy shall be under the hand of the Depositor or his attorney duly authorised in writing, or if the Depositor is a corporation, under its common seal or under the hand of its officer or attorney duly authorised in writing. A proxy or representative may but need not be a member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll, to move any resolution or amendment thereto and to speak at the meeting. Subject to any requirements as may be prescribed by the Stock Exchange, the instrument appointing a proxy shall be in any usual or common form or in any other form which the Directors may approve.

(3) The Directors may, in their absolute discretion:-

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

(b) designate the procedure for authenticating an instrument appointing a proxy.

*Directors may approve method and manner, and designate procedure, for electronic communications*

as contemplated in Articles 80(2)(a)(ii) and 80(2)(b)(ii) for application to such members or class of members as they may determine. Where the Directors do not so approve and designate in relation to a member (whether of a class or otherwise), Article 80(2)(a)(i) and/or (as the case may be) Article 80(2)(b)(i) shall apply.

### **37. Articles 81(1), 81(2) and 81(3)**

7281. (1) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority:—

*Deposit of instrument appointing a proxy*

(a) if sent personally or by post, shall be deposited at the registered office of the Company, or at such other place in Singapore as is specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting; or

(b) if submitted by electronic communication, shall be received through such means as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting,

in either case, not less than 4872 hours before the time appointed for holding the meeting or adjourned meeting at which the person(s) named in the instrument proposes to vote, or, in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting, not less than 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. The instrument shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates; Provided that an instrument of proxy relating to more than one meeting (including an adjournment thereof) having once been so delivered in accordance with this Article 81 for the purposes of any meeting shall not be required again to be delivered for the purposes of any subsequent meeting to which it relates.

(2) The Directors may, in their absolute discretion, and in relation to such members or class of members as they may determine, specify the means through which instruments appointing a proxy may be submitted by electronic communications, as contemplated in Article 81(1)(b). Where the Directors do not so specify in relation to a member (whether of a class or otherwise), Article 81(1)(a) shall apply.

*Directors may specify means for electronic communications*

(23) The Company shall be entitled and bound:–

Shares credited  
to Securities  
Account

- (a) to reject any instrument of proxy lodged if the appointor, being the Depositor, is not shown, in the records of CDP as at ~~a time not earlier than 48~~72 hours prior to the time of the relevant general meeting (“Cut-off Time”) supplied by CDP to the Company, to have shares credited to his Securities Account; and
- (b) on a poll to accept as ~~validly cast by~~the maximum number of votes which in aggregate a Depositor or his duly appointed proxy or proxies is or are able to cast, votes in respect of the number of shares ~~corresponding to not more than the number of shares credited to his Securities Account~~; as shown in the records of CDP as at the Cut-off Time supplied by ~~the~~ CDP to the Company, whether the number is greater or smaller than the proportion specified ~~in~~pursuant to Article ~~7~~180(1).

### 38. Article 82

~~73~~82. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or ~~unsoundness of mind~~mental disorder of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, ~~unsoundness of mind~~mental disorder, revocation, or transfer as aforesaid has been received by the Company at the ~~registered office~~ before the commencement of the meeting or adjourned meeting at which the instrument is used or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast.

Intervening death  
or insanity of  
principal, mental  
disorder, revocation  
or transfer not to  
revoke/invalidate  
proxy

### 39. Article 89

- ~~80~~89. (1) A Director or Chief Executive Officer who is in any way whether directly or indirectly interested in a contract or transaction or proposed contract or transaction with the Company shall declare the nature of his interest at a meeting of the Directors, or send a written notice to the Company containing details on the nature, character and extent of his interest, in accordance with the Act.
- (2) A Director or Chief Executive Officer who holds any office or possesses any property whereby, whether directly or indirectly duties, any duty or interestsinterest might be created in conflict with histheir duties or interests as Director or Chief Executive Officer (as the case may be) shall declare at a meeting of the

Declaration of  
Directors'/Chief  
Executive Officers'  
interest in contract  
or transaction with  
Company

Declaration of  
Directors' / Chief  
Executive Officers'  
conflict of interest

Directors the fact and the nature, character and extent of the conflict, or send a written notice to the Company setting out the fact and the nature, character and extent of the conflict, at a meeting of the Directors of the Company in accordance with the Act.

- (3) A Director shall not vote in regard to any contract or transaction or proposed contract or transaction or arrangement in which he has directly or indirectly a personal material interest and if he shall do so his vote shall not be counted.

*Prohibition on Directors to vote on interested contracts or transactions*

- (4) A Director notwithstanding his interest may be counted in the quorum present at any meeting of the Directors.

*Director to be counted in quorum*

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

*Power of ~~directors~~Directors to hold office of profit and to contract or transact with Company*

- (6) A Director of the Company may with the consent of the Board be or become a ~~Director~~director or other officer of or otherwise interested in any company promoted by the Company or in which the Company may be interested as a shareholder or otherwise and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a ~~Director~~director or officer of or from his interests in such other company unless the Company otherwise directs.

*Holding of office in other companies*

- (7) The Directors may from time to time appoint one or more of their body to be the holder of any executive office (including, where considered appropriate, the office of Chairman or Deputy Chairman) on such terms and for such period as they may (subject to the provisions of the Statutes) determine and, without prejudice to the terms of any contract entered into in any particular case, may at any time revoke any such appointment.

*Directors may hold executive offices*

(8) The appointment of any Director to the office of Chairman or Deputy Chairman shall automatically determine if he ceases to be a Director but without prejudice to any claim for damages for breach of any contract of service between him and the Company.

*Cessation of  
directorship of  
Chairman or  
Deputy Chairman*

(9) The Directors may entrust to and confer upon any Directors holding any executive office any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

*Power of executive  
Directors*

#### 40. Article 91

8291. At each annual general meeting of the Company, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation (in addition to any Director retiring pursuant to Article 97), selected in accordance with Article 93.

*Retirement of  
Directors by  
rotation*

#### 41. Article 94(1)

8594. (1) The Company at the meeting at which a Director retires under any provision of ~~these Articles~~ this Constitution may by ordinary resolution fill the office being vacated by electing thereto the retiring Director (if eligible for re-election) or some other person eligible for appointment. In default, the retiring Director shall nevertheless be deemed to have been re-elected except in any of the following cases:—

*Company may fill  
office of retiring  
Director*

- (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 is disqualified under the Act from holding office as a Director or is otherwise ineligible for re-election or has given notice in writing to the Company that he is unwilling to be re-elected; or
- (c) where such Director is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds; or
- (ed) where the default is due to the moving of a resolution in contravention of Article 8594(2); or

- (d) ~~where such Director has attained any retiring age applicable to him as Director; or~~
- (e) where the Special Member has not approved such re-election.

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.

#### 42. Article 96

~~88~~96. Subject to ~~Article 74, the~~The Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of Directors (as the case may be) by appointing any person approved in writing by the Special Member to be a Director as an addition to the existing Directors or by removing any Director under Article 98.

*Power to increase or reduce number of Directors*

#### 43. Article 99

~~91~~99. The office of Director shall become vacant if the Director:—

*Vacation of office of Directors*

- (a) ceases to be a Director by virtue of the Act; or
- (b) is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds; or
- (~~b~~c) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (~~e~~d) becomes prohibited by law from continuing to be a Director; or
- (~~d~~e) ~~becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder~~ mentally disordered and incapable of managing himself or his affairs; or
- (~~f~~e) resigns from his office by notice in writing to the Company; or
- (~~g~~f) for more than six months is absent without permission of the Directors from meetings of the Directors held during that period; or
- (~~g~~h) is removed from office pursuant to a resolution passed by the Company in general meeting.

#### 44. Article 100(1)

92 (1) The business and affairs of the Company shall be managed by,  
100. or under the direction or supervision of, the Directors who may exercise all powers of the Company as are not, by the Act or by ~~these Articles~~ this Constitution, required to be exercised by the Company in general meeting or with the prior written approval of the Special Member. In exercising its discretion in this respect, the Special Member shall not be obliged to state any reason for not granting any approval sought from it. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

*General  
Powerpower  
of Directors to  
manage  
Company's  
business*

#### 45. Article 106

99 The Directors may meet together for the despatch of business,  
106. adjourn and otherwise regulate their meetings as they think fit. A Director may at any time and the Secretary shall at the request of a Director summon a meeting of the Directors. A Director may participate at a meeting of Directors by ~~telephone~~ conference telephone or by means of similar communication equipment whereby all persons participating in the meeting are able to hear each other, without a Director being in the physical presence of another Director or Directors ~~in which event such Director shall be deemed to be present at the meeting, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.~~ A Director participating in a meeting in the manner aforesaid may also be taken into account in ascertaining the presence of a quorum at the meeting and subject to there being a requisite quorum in accordance with Article 108, all resolutions agreed by the Directors in such meeting shall be deemed to be as effective as a resolution passed at a meeting in person of the Directors duly convened and held. A meeting conducted by means of a conference telephone or similar communications equipment as aforesaid is deemed to be held at the place agreed upon by the Directors attending the meeting, Provided always that at least one of the Directors present at the meeting was at that place for the duration of the meeting. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from Singapore. Any Director may waive notice of any meeting and any such waiver may be retroactive.

*Meetings of  
Directors*

#### 46. Article 109

102 The continuing Directors may act notwithstanding any vacancy in  
109. their body, but if and so long as their number is reduced below the number fixed by or pursuant to ~~the Articles of the Company~~ this Constitution as the necessary quorum of Directors, the continuing

*Proceedings in  
case of vacancies*

Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose (except in an emergency). If there be no Directors or Director able or willing to act, then any two members may summon a general meeting for the purpose of appointing Directors.

#### 47. Article 111

~~104~~  
111. The Directors may delegate any of their powers to committees consisting of ~~such member or one~~ or more members of their body as ~~they think fit and (if thought fit) one or more other persons co-opted as hereinafter provided.~~ Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee.

*Power to appoint committees*

#### 48. Article 116

~~110~~  
116. Any Director may appoint a person not being a Director or an alternate Director of the Company and approved by the majority of the other Directors to be an alternate Director in his place during such period as he thinks fit, provided such alternate Director is also approved by the Special Member. Such appointment, unless previously approved by the Special Member, shall have effect only upon and subject to being so approved. A person shall not act as alternate Director to more than one Director at the same time. Any person while he so holds office as an alternate Director shall (except when absent from Singapore) be entitled to ~~noti~~receive notices of meetings of the Directors and shall be entitled to attend and vote thereat accordingly, and to exercise all the powers of the appointor in his place, and if his appointor is for the time being absent from Singapore or temporarily unable to act through ill health or disability, his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. To such extent as the Directors may from time to time determine in relation to any committee of the Directors, the foregoing provisions of this paragraph shall also apply to the extent applicable to any meeting of any such committee of which his appointor is a member. An alternate Director shall not require any share qualification, and shall also ipso facto vacate office if the appointor vacates office as a Director or removes the appointee from office. Any appointment or removal under this Article shall be effected by notice in writing under the hand of the Director making the same. 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

*Appointment of Alternate Director*

indemnified to the extent applicable as if he were a Director. Any fee paid by the Company to the alternate Director shall be deducted from the remuneration payable to his appointor.

#### **49. Article 114 of Existing Constitution**

~~114. The Directors may from time to time appoint any person to be an Associate Director and may from time to time cancel any such appointment. The Directors may fix, determine and vary the powers, duties and remuneration of any person so appointed, but a person so appointed shall not be required to hold any shares to qualify him for appointment nor have any right to attend or vote at any meeting of Directors except by the invitation and with the consent of the Directors.~~

*Associate  
Director*

#### **50. Article 125**

~~119A~~ 125. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors or any committee of Directors, and any books, records, documents, and accounts and financial statements relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents, or accounts or financial statements are elsewhere than ~~not kept~~ at the office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting, of the Company or of the Directors or any committee which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed, or as the case may be, that any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting. Any authentication or certification made pursuant to ~~these presents~~ this Article may be made by any electronic means approved by the Directors for such purpose from time to time ~~for such purpose~~ incorporating, if the Directors deem necessary, the use of security and/or identification ~~procedures~~ or ~~and~~ devices approved by the Directors.

*Authentication of  
Documents  
documents*

#### **51. Article 127**

~~121~~ 127. The Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts financial statements, balance sheets, and reports, statements and other documents as are required under the Act. The interval between the close of a

*Presentation of  
~~accounts~~ financial  
statements*

financial year of the Company and the date of the Company's annual general meeting shall not exceed 4 months (or such other period as may be prescribed by the Act and/or the Stock Exchange).

## 52. Article 128

~~122~~  
128. A copy of ~~every~~the financial statements and, if required, the balance ~~sheet~~ (including every document required by law to be ~~annexed~~attached thereto), which is duly audited and which is to be laid before the Company in general meeting ~~together~~ with accompanied by a copy of the Auditor's report thereon, shall not less than 14 days before the date of the meeting be ~~delivered or sent by post~~ to every member of ~~and every holder of debentures of the Company~~ and to every other person who is entitled to receive notices of meetings from the Company under the Statutes or this Constitution. Provided that:—

*Copies of  
~~accounts~~financial  
statements*

- (a) these documents may, subject to the listing rules of the Stock Exchange, be sent less than 14 days before the date of the meeting if all persons entitled to receive notices of meetings from the Company so agree; and
- (b) this Article shall not require a copy of ~~these~~these documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares ~~or debentures~~.

## 53. Article 135(2)

~~129~~  
135. (2) The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.

*Retention of  
dividends  
pending  
transmission*

## 54. Article 136

136. The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the shareholder (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Company.

*Waiver of  
dividends*

## 55. Article 143

~~134A~~ 143. In addition and without prejudice to the powers provided for by Articles ~~133~~141 and ~~134~~142, the Directors shall have power to issue shares for which no consideration is payable and/or to capitalise any undivided profits or other moneys of the Company not required for the payment or provision of any dividend on any shares entitled to cumulative or non-cumulative preferential dividends (including profits or other moneys carried and standing to any reserve or reserves) and to apply such profits or other moneys in paying up in full ~~unissued~~new shares, in each case on terms that such shares shall, upon issue, ~~;-~~

*Power to issue free shares and/or to capitalise reserves for employee share-based incentive plans and Directors' remuneration*

- (a) ~~be held by or for the benefit of participants of any share incentive or option scheme or plan implemented by the Company and approved by shareholders in general meeting and on such terms as the Directors shall think fit; or~~
- (b) be held by or for the benefit of non-executive Directors as part of their remuneration under Article 86 and/or Article 88 approved by shareholders in general meeting in such manner and on such terms as the Directors shall think fit.

The Directors may do all such acts and things considered necessary or expedient to give effect to any of the foregoing.

## 56. Article 145

~~135A~~ 145. (1) Without prejudice to the provisions of Article ~~135~~144, but subject otherwise to the Act and any regulations made thereunder and (where applicable) the listing rules of the Stock Exchange, relating to electronic communications, any notice or document (including, without ~~limitations~~limitation, any accounts, balance-sheet, financial statements or report) which is required or permitted to be given, sent or served under the Act or under ~~these Article~~this Constitution by the Company, or by the Directors, to a member ~~or an officer or Auditor of the Company~~ may be given, sent or served using electronic communications: ~~;-~~

*Electronic communications*

- (a) ~~to the current address of that person; or~~
- (b) by making it available on a website prescribed by the Company from time to time,

~~in accordance with the provisions of this Constitution, or as otherwise provided by, the Act and/or any other applicable regulations or procedures. Such notice or document shall be deemed to have been duly given, sent or served upon~~

~~transmission of the electronic communication to the current address of such person or as otherwise provided under the Act and/or any other applicable regulations or procedures.~~

(2) For the purposes of Article 145(1) above, a member shall be deemed to have agreed to receive such notice or document by way of such electronic communications and shall not have a right to elect to receive a physical copy of such notice or document. *Implied consent*

(3) Notwithstanding Article 145(2) above, the Directors may, at their discretion, at any time give a member an opportunity to elect within a specified period of time whether to receive such notice or document by way of electronic communications or as a physical copy, and a member shall be deemed to have consented to receive such notice or document by way of electronic communications if he was given such an opportunity and he failed to make an election within the specified time, and he shall not in such an event have a right to receive a physical copy of such notice or document. *Deemed consent*

(4) Where a notice or document is given, sent or served by electronic communications:– *When notice given by electronic communications deemed served*

(a) to the current address of a person pursuant to Article 145(1)(a), it shall be deemed to have been duly given, sent or served at the time of transmission of the electronic communication by the email server or facility operated by the Company or its service provider to the current address of such person (notwithstanding any delayed receipt, non-delivery or “returned mail” reply message or any other error message indicating that the electronic communication was delayed or not successfully sent), unless otherwise provided under the Act and/or any other applicable regulations or procedures; and

(b) by making it available on a website pursuant to Article 145(1)(b), it shall be deemed to have been duly given, sent or served on the date on which the notice or document is first made available on the website, unless otherwise provided under the Act and/or any other applicable regulations or procedures.

(5) Where a notice or document is given, sent or served to a member by making it available on a website pursuant to Article 145(1)(b), the Company shall give separate notice to the member of the publication of the notice or document on that website and the manner in which the notice or document may be accessed by any one or more of the following means:-

Notice to  
be given of service  
on website

- (a) by sending such separate notice to the member personally or through the post pursuant to Article 144;
- (b) by sending such separate notice to the member using electronic communications to his current address pursuant to Article 145(1)(a);
- (c) by way of advertisement in the daily press; and/or
- (d) by way of announcement on the Stock Exchange.

## **57. Article 150**

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

Member outside  
Singapore

## 58. Article 151

~~141~~  
151. Subject to the provisions of and so far as may be permitted by the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred or to be incurred by him in the execution and discharge of his duties in relation thereto.:

*Indemnity of  
Directors and  
officers*

- ~~(i) in the execution and discharge of his duties as an officer or Auditor of the Company unless the same arises as a result of any negligence, default, breach of duty or breach of trust on his part in relation to the Company; or~~
- ~~(ii) in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation thereto in which relief is granted to him by the Court.~~

## 59. Article 152

152. No member shall be entitled to require discovery of or any information respecting any detail of the Company's trade or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the members of the Company to communicate to the public save as may be authorised by law or required by the listing rules of the Stock Exchange.

*Secrecy*

## 60. Article 153

153. (1) A member who is a natural person is deemed to have consented to the collection, use and disclosure of his personal data (whether such personal data is provided by that member or is collected through a third party) by the Company (or its agents or service providers) from time to time for any of the following purposes:-

*Personal data of  
members*

- (a) implementation and administration of any corporate action by the Company (or its agents or service providers);
- (b) internal analysis and/or market research by the Company (or its agents or service providers);
- (c) investor relations communications by the Company (or its agents or service providers);

- (d) administration by the Company (or its agents or service providers) of that member's holding of shares in the Company;
  - (e) implementation and administration of any service provided by the Company (or its agents or service providers) to its members to receive notices of meetings, annual reports and other shareholder communications and/or for proxy appointment, whether by electronic means or otherwise;
  - (f) processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for any general meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to any general meeting (including any adjournment thereof);
  - (g) implementation and administration of, and compliance with, any provision of this Constitution;
  - (h) compliance with any applicable laws, listing rules, take-over rules, regulations and/or guidelines; and
  - (i) purposes which are reasonably related to any of the above purpose.
- (2) Any member who appoints a proxy and/or representative for any general meeting and/or any adjournment thereof is deemed to have warranted that where such member discloses the personal data of such proxy and/or representative to the Company (or its agents or service providers), that member has obtained the prior consent of such proxy and/or representative for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy and/or representative for the purposes specified in Articles 153(1)(f) and 153(1)(h), and is deemed to have agreed to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of such member's breach of warranty.

*Personal data of  
proxies and/or  
representatives*

## APPENDIX 3

### THE EXISTING OBJECTS CLAUSES

Set out below are the objects clauses in the Existing Constitution which are proposed to be deleted and replaced with a general provision in the New Constitution.

3. The objects for which the Company is established are:-
- (a) To establish, develop and carry on in Singapore and elsewhere the business of an airline transport company for the carriage of passengers or freight, and for such purpose to lease, charter, sell or buy aeroplanes and aviation equipment of every description.
  - (b) To carry on the business of travel agents and to construct or acquire the necessary offices and buildings for such business in Singapore or elsewhere.
  - (c) To construct, equip, maintain, work and carry on the business of manufacturers, assemblers, buyers and sellers, manufacturers and factory representatives and sole agents of, dealers in, distributors, hirers, repairers, cleaners, storers and warehouse men of aeroplanes and other air conveyances and all engines, spare parts, accessories, machinery implements, utensils, appliances, apparatus, lubricants, cements, solutions, enamels, paints, fuel of any description and all things capable of being used in connection with the foregoing machines whether in connection with the manufacture, assembly, repair, maintenance or working thereof, and to construct and maintain aerodromes, tracks or any surface together with all necessary or suitable buildings for the operation thereof whether such operation be commercial or by way of experiment or research and to establish depots and agencies in any part of the world for securing traffic for or the disposal or acquisition of any of the aeroplanes aforesaid, and to develop and operate flying school and flying clubs for training and to give instruction in the flying, driving, repairing and use of any aeroplane and to provide appropriate buildings and apparatus for such instruction and to give prizes and awards for persons taking part therein.
  - (d) To construct, equip, maintain, work and carry on the business of the transport and carriage of passengers, goods and any other things by land, air and water by automobiles, cars, omnibuses, chars-a-bancs, taxicabs, lorries, tractors, railways, tram ways, trucks, carts, trollies, aeroplanes, airships and other air conveyances, ships, boats, ferries and carriages, vehicles, vessels and conveyances of all kinds, whether moved or propelled by steam, electricity, gas, oil, human, animal or any other power, mechanical or otherwise, and whether for use on land or water or in the air.
  - (e) To carry on the business of proprietors of garages, stables, wharves, docks, warehouses, godowns, ships, railways, tramways, ferries, heliports, aerodromes, hangers, stores, depositories, factories, workshops, repair shops and vehicles, vessels and conveyances of all kinds however moved or propelled, and whether for use on land or water or in the air.

- (f) To carry on the business of importers, exporters, shippers, carriers, forwarding agents, customs and forwarding agents, tourist agents, travel and excursion agents, commission agents, insurance agents, agents of, proprietors or operators, manufacturers, buyers or sellers of any vehicles, vessels and conveyances for use on land or water or in the air, and general agents.
- (g) To carry on in Singapore and elsewhere the business of manufacturers of machinery, tool makers, steel and brass founders, metal founders generally, metal workers, boiler makers, millwrights, machinists, smiths, woodworkers, builders, carriage builders, carriage body builders, painters, upholsterers, metallurgists, electric engineers, water supply engineers, suppliers of power, gas makers, printers, carriers and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire, ply for hire, and deal in machinery, motors motor wagons, motor cars, motor carriages, motor wheels, motorcycles, motor road vehicles, or autocars, ships, boats, horses, carts, aircraft, and implements and rolling stock of all kinds.
- (h) To carry on the following businesses, namely, ironmasters, steel makers, iron and steel converters, smelters, engineers, iron founders, importers, exporters and manufacturers of, and dealers in ores, metals, chemicals and other preparations, processes and articles, merchants, warehousemen, shipowners, ships or boat builders, wharfingers, storekeepers, charterers of ships and other vessels, lightermen, barge owners, carriers, agents, brokers, forwarding agents, bonded carmen and common carmen and contractors, or any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as auxilliary to the general business of the Company.
- (i) To construct, improve, maintain, develop, work, manage, carry out or control any roads, ways, tramways, branches or sidings, bridges, ferries, reservoirs, watercourses, wharves, jetties, heliports, aerodromes, beacons, landing grounds, fuel depots, restaurants, rest houses, hotels, lodging houses, offices, shops, stores, shelters and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.
- (j) To carry on the business of electricians, workers and dealers in electricity, motive power and light, and any other business in which the application of electricity is or may be useful, ornamental or convenient, and to produce and accumulate electricity or electromotive force, and to acquire the right to use, manufacture or deal in, and to use, manufacture and deal in dynamos, accumulators and any apparatus connected with the generation, accumulation, distribution and employment of electricity.
- (k) To buy, sell, manufacture, repair, alter, improve, manipulate, prepare for market, let on hire, and generally deal in all kinds of plant, machinery, apparatus, tools, utensils, materials, produce, substances, articles and things for the purpose of any of the businesses specified herein, or likely to be required by customers or other persons having or about to have dealings with the Company.

- (l) To carry on the business of engineers, repairers, builders, contractors, and manufacturers in all their respective branches and also to carry on the business of manufacturers and makers of and dealers in articles of any description made or prepared in rubber or substitutes for rubber.
- (m) To act as agents for and introduce business to fire, accident, indemnity and general insurance officers, and especially in relation to helicopters, aeroplanes and pilots, but so that nothing herein shall authorise the Company itself to carry on assurance business of any class.
- (n) To purchase, take on lease, hire or otherwise acquire in Singapore or elsewhere any real or personal property, or any rights or interests therein, which the Company may think necessary or convenient for effectuating any of its objects, and in particular any lands, plantations, houses, factories, warehouses, plant, machinery, patents, concessions, trade marks, trade names, copyrights, licences, stock, material or property of any description and to work, use, maintain and improve, sell, let, surrender, mortgage, charge, dispose of or otherwise deal with the same or any other property of the Company, including in respect of any patent or patent rights belonging to the Company, the grant of licences or authorities to any person, corporation, or company to work the same.
- (o) To develop any land for any purpose, and in particular to construct, maintain, work, manage and control any hotels, licensed premises, office premises, shops, shopping arcades, clubs, restaurants, bars, coffee houses, ice cream parlours, baths, boarding houses, theatres, music halls, cinematograph theatres, concert rooms and other places of amusement, pleasure grounds, parks, gardens, reading rooms, and other places of entertainment and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof.
- (p) To develop and turn to account any land acquired by or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
- (q) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid shares, or by the issue of securities, or partly in one mode and partly in another, and generally on such terms as may be determined.
- (r) To acquire, undertake and carry on the whole or any part of the business, property, and liabilities of any person, firm or company, carrying on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights or any property suitable for the purposes of the Company.

- (s) To enter into any arrangements with any Government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges, and concessions.
- (t) To apply for, or join in applying for purchase or by other means acquire and protect, prolong and renew, whether in Singapore or elsewhere, any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- (u) To enter into any partnership or arrangement in the nature of a partnership, co-operation or union of interests, with any person or persons, company or corporation engaged or interested or about to become engaged or interested in the carrying on or conduct of any business or enterprise which the Company is authorised to carry on or conduct or from which the Company would or might derive any benefit, whether direct or indirect.
- (v) To enter into contracts, agreements and arrangements with any other company, whether in Singapore or elsewhere, for carrying out by such other company on behalf of the Company any of the objects for which the Company is formed.
- (w) To carry on all kinds of exploration business and in particular to search for, prospect, examine and explore mines and ground supposed to contain tin ore or other mineral or oils and to search for and obtain information in regard to mines, mining claims, mining districts and localities.
- (x) To guarantee payment or performance of any debts, contracts or obligations, or become security for any person, firm or company for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money, and generally to act as agents for and render services to customers and others.
- (y) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (z) To pay out of the funds of the Company all expenses which the Company may lawfully pay for or incident to the formation, registration and advertising of or raising money for the Company, and the issue of its capital, or for contributing to or assisting any issuing house or firm or person either issuing or purchasing with a view to issue all or any part of the Company's capital, in connection with the advertising or offering the same for sale or subscriptions for, or taking, placing or under-writing or procuring the underwriting of shares, debentures or debenture stock, and to apply at the cost of the Company to the Court for any extension of the Company's powers.

- (aa) To receive money on deposit upon such terms as the Company may approve.
- (bb) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (cc) Subject to any statutory prohibition to lend money to such persons, and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performances of contracts by any such persons, but not to carry on the businesses of a registered moneylender.
- (dd) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (ee) To purchase with a view to closing or reselling or otherwise dealing with in whole or in part any business or properties which may be deemed likely to injure by competition or otherwise any business or branch of business which the Company is authorised to carry on.
- (ff) To subscribe for either absolutely or conditionally, or otherwise acquire and hold shares, stocks, debentures, debenture stock or other obligations of any other company having objects altogether or in part similar to those of the Company.
- (gg) To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether or in part similar to those of the Company, and to hold and retain any shares, debenture or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of or turn to account, or otherwise deal with all or any part of the property or rights of the Company.
- (hh) To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (ii) To support or subscribe to any charitable or public object and any institution, society or club which may be for the benefit of the Company or its employees, or the employees of its predecessors in business, or may be connected with any town or place where the Company carries on business; to give pension, gratuities or charitable aid to any person who may have served the Company or its predecessors in business, or to the wives, children or other relatives of such persons; to make payments towards insurance and to form and contribute to provident and benevolent funds for the benefit of any persons employed by the Company or by its predecessors in business, and to subsidise or assist any association of employers or employees, or any trade association.

- (jj) To obtain any Ordinance, Provisional Order or Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purposes which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
- (kk) To establish, grant and take up agencies in any part of the world, and to act as agents for companies carrying on all classes or kinds of insurances business, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals or agents, and to remunerate any persons in connection with the establishment or granting of such agencies, upon such terms and conditions as the Company may think fit.
- (ll) To do all or any of the above things in Singapore or in any other part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others, and to procure the Company to be registered or recognised in Malaysia or any foreign country or place.
- (mm) To distribute any of the property of the Company in specie among the shareholders.
- (nn) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- (oo) To do all such other things as may be considered incidental or conducive to the attainment of the above objects, or any of them.

AND it is hereby declared that the word "company" in this clause shall be deemed to include any person or partnership or other body of persons, whether domiciled in Singapore or elsewhere, and words denoting the singular number only shall include the plural number and vice versa, and so that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be regarded as independent objects, and in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.